

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

3-SIGMA VALUE FINANCIAL OPPORTUNITIES LP, BRH )  
OPPORTUNITIES FEEDER, LLC, BRH OPPORTUNITIES )  
III, LLC, BLUEMOUNTAIN FINANCIAL HOLDINGS, LLC, )  
TDSS EQUITY INVESTMENTS A LLC, and SCOPESII )  
EQUITY INVESTMENTS A LLC, on Behalf of Themselves )  
and all others Similarly Situated and Derivatively on Behalf of )  
Nominal Defendant, CERTUS HOLDINGS, INC., )

Plaintiffs, )

v. )

MILTON JONES, WALTER DAVIS, CHARLES WILLIAMS, )  
ANGELA WEBB, J. VERONICA BIGGINS, ROBERT J. )  
BROWN, DOUGLAS JOHNSON, WILLIAM F. PICKARD, )  
HILDY TEEGEN, ROBERT L. WRIGHT, INTEGRATED )  
CAPITAL STRATEGIES HOLDINGS, LLC AND )  
INTEGRATED CAPITAL STRATEGIES, LLC, )

C.A. No. 11655-VCG

Defendants, )

v. )

CERTUS HOLDINGS, INC., )

Nominal Defendant. )

**NOTICE OF PENDENCY AND PROPOSED SETTLEMENT OF  
STOCKHOLDER AND DERIVATIVE ACTION, SETTLEMENT HEARING AND RIGHT TO APPEAR**

**The Delaware Court of Chancery authorized this Notice. This is not a solicitation from a lawyer.**

TO: All signatories to the Stock Purchase Agreement between Certus Holdings, Inc. (“Certus” or the “Company”) and its stockholders, dated May 25, 2010 (the “Stock Purchase Agreement”) and their transferees, successors or assigns (the “Settlement Class” or “Class”)<sup>1</sup> and all holders of Certus Class A Voting and/or Class B Non-Voting common stock (“Certus Common Stock”) as of February 8, 2017 (“Current Stockholders”).

**PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY.  
YOUR RIGHTS WILL BE AFFECTED BY THIS LITIGATION.**

This Notice relates to the proposed settlement (the “Settlement”) of the above-captioned stockholder class and derivative action (the “Action”) pending in the Court of Chancery of the State of Delaware (the “Court”).<sup>2</sup> Pursuant to the Settlement, Plaintiffs have agreed to resolve all claims asserted in the Action in exchange for a cash payment of \$19,200,000. If the Settlement is approved by the Court, the net settlement proceeds will be distributed to Authorized Stockholders (as defined in paragraph 13 below) in accordance with paragraphs 11-15 below.<sup>3</sup>

<sup>1</sup> Members of the Settlement Class are referred to herein as “Class Members.” Excluded from the Settlement Class are Certus; defendants Milton Jones (“Jones”), Walter Davis (“Davis”), Charles Williams (“Williams”), Angela Webb (“Webb”), J. Veronica Biggins (“Biggins”), Robert J. Brown (“Brown”), Douglas Johnson (“Johnson”), Hildy Teegen (“Teegen”), and Robert L. Wright (“Wright”) (collectively, the “Individual Defendants”); defendants Integrated Capital Strategies Holdings, LLC and Integrated Capital Strategies, LLC (collectively, “ICS”; and together with the Individual Defendants, the “Defendants”); members of the Immediate Family of each of the Individual Defendants; any person or entity in which any Defendant or Certus has a controlling interest; and the legal representatives, agents, affiliates, heirs, successors-in-interest or assigns of any such excluded party.

<sup>2</sup> The terms and conditions of the Settlement are set forth in (i) the Stipulation and Agreement of Settlement, Compromise and Release with Individual Defendants dated February 8, 2017, entered into by and among: (a) plaintiffs BRH Opportunities Feeders, LLC, BRH Opportunities III, LLC, BlueMountain Financial Holdings, LLC, TDSS Equity Investments A LLC, and SCOPESII Equity Investments A LLC (collectively, “Plaintiffs”), on behalf of themselves and the Settlement Class, and derivatively on behalf of nominal defendant Certus; (b) the Individual Defendants; and (c) Certus (the “Individual Defendants Stipulation”); and (ii) the Stipulation and Agreement of Settlement, Compromise and Release with ICS dated February 8, 2017, entered into by and among: (a) Plaintiffs, on behalf of themselves and the Settlement Class, and derivatively on behalf of nominal defendant Certus; (b) ICS; (c) the Individual Defendants; and (d) Certus (the “ICS Stipulation,” and together with the Individual Defendants Stipulation, the “Stipulations”). Copies of the Stipulations are available for review at the following website: <http://www.gardencitygroup.com/cases-info/ctu/>.

<sup>3</sup> All capitalized terms used in this Notice that are not otherwise defined herein shall have the meanings ascribed to them in the Stipulations.

**PLEASE NOTE: As set forth in paragraph 14 below, in order to be eligible to receive a payment from this Settlement, Eligible Stockholders must complete and execute a Form W-9 and submit it to the Settlement Administrator, postmarked no later than April 20, 2017. A Form W-9 is included with this Notice.**

### **WHAT IS THE PURPOSE OF THIS NOTICE?**

1. The purpose of this Notice is to inform Class Members and Current Stockholders of the existence of this Action and how are they affected by the litigation. It is also being sent to inform Class Members and Current Stockholders of the terms of the proposed Settlement, and of a hearing to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement and the application by Plaintiffs' Counsel for an award of attorneys' fees and litigation expenses (the "Settlement Hearing"). See paragraph 22 below for details about the Settlement Hearing, including the date and location of the hearing.

2. The Court directed that this Notice be mailed to you because Certus' records indicate that you are a member of the Settlement Class or a Current Stockholder. The Court has directed us to send you this Notice because, as a Class Member or Current Stockholder, you have a right to know about your options before the Court rules on the proposed Settlement. Additionally, you have the right to understand how this Action generally affects your legal rights.

3. The issuance of this Notice is not an expression by the Court of any findings of fact or any opinion concerning the merits of any claim in the Action, and the Court has not yet decided whether to approve the Settlement. If the Court approves the Settlement, then payments to Authorized Stockholders will be made after any appeals are resolved.

### **WHAT IS THIS CASE ABOUT?**

4. On October 29, 2015, Plaintiffs filed, based on the investigation of counsel, review of publicly available information and internal Company documents produced pursuant to Plaintiffs' August 7, 2015 and August 25, 2015 demand for the production of books and records pursuant to Section 220 of the Delaware General Corporation Law, the Verified Class Action and Derivative Complaint (the "Complaint").

5. The Complaint alleges that Defendants Jones, Davis, Webb and Williams (collectively the "Former Executives") breached their fiduciary duties and wasted corporate assets. The Complaint alleges that the Former Executives breached their fiduciary duties by causing Certus to retain on unfair terms the services of Integrated Capital Strategies ("ICS"), a company in which the Former Executives had an ownership interest, and by entering into unauthorized leases for the Company's headquarters and other facilities. The Complaint further alleges that Defendants Biggins, Brown, Johnson, Teegen and Wright (collectively, the "Former Directors") breached their fiduciary duties by failing to monitor the activities of the Former Executives to ensure that the Former Executives were managing Certus for the benefit of its stockholders, approving the ICS relationship with Certus despite knowing of the conflicts inherent in any ICS transaction, and failing to erect internal controls that would inform them of the Former Executives' misconduct, including the ICS transactions and the unauthorized leases. The Complaint also alleges that ICS aided and abetted in the Former Executives' and the Former Directors' breaches of fiduciary duty and that the Former Executives and ICS tortiously interfered with the Stock Purchase Agreement by retaining ICS on unfair terms.

6. From February 10, 2016 to November 21, 2016, the parties engaged in extensive discovery, including party and third-party document productions, totaling millions of pages of documents, the deposition of two defendants, and expedited motion practice concerning the entity defendants' representation and deposition.

7. On July 13, 2016, Plaintiffs' Counsel, Individual Defendants' Counsel and Individual Defendants' insurance carriers participated in a full-day mediation session in San Francisco, CA, before Robert A. Meyer, Esq. (the "Mediator"). In advance of that session, the Parties submitted and exchanged detailed mediation statements and exhibits, which addressed the issues of liability, causation and damages. The mediation session ended without any agreement being reached.

8. Thereafter, the Mediator conducted an additional mediation session in New York, NY.

9. After continued arm's-length negotiations and discussions between the Parties, all of which were overseen by the Mediator, and based on a proposal by the Mediator, on November 21, 2016, the Parties reached an agreement in principle to settle the Action. On February 8, 2017, the Parties entered into the Stipulations setting forth the final terms and conditions of the Settlement.

10. On February 20, 2017, the Court entered the Scheduling Order in connection with the Settlement which, among other things, authorized this Notice to be provided to Class Members and Current Stockholders and scheduled the Settlement Hearing to, among other things, consider whether to grant final approval of the Settlement.

### WHAT ARE THE TERMS OF THE SETTLEMENT?

11. Pursuant to the Settlement, a total of \$19,200,000 (the "Settlement Amount") will be deposited into an escrow account (the "Settlement Escrow Account").

12. In connection with the Settlement, the Certus Board has passed a resolution evidencing its good faith and informed judgment, including advice of counsel, that so long as it receives from the Settlement Escrow Account no less than \$600,000 with respect to the Settlement of this Action, the remaining balance of the net settlement proceeds shall be distributed to eligible Certus stockholders without regard to whether any such amount could be characterized as a recovery with respect to any direct or derivative claims. Accordingly, if the Settlement is approved by the Court, the Settlement Amount, plus any and all interest earned on that amount while held in the Settlement Escrow Account (the "Settlement Fund"), less the \$600,000 payment to Certus and less any attorneys' fees and expenses awarded by Court to Plaintiffs' Counsel, any Notice and Administration Costs, and any Taxes (the "Net Settlement Fund"), shall be allocated among and distributed to all "Eligible Stockholders," provided that such Eligible Stockholders first provide the Settlement Administrator with a completed and signed IRS Form W-9 ("Form W-9"). The "Eligible Stockholders" consist of all Current Stockholders (*i.e.*, all record holders of Certus Common Stock as of February 8, 2017), excluding all Excluded Stockholders<sup>4</sup> and their transferees, successors or assigns.

13. If the Settlement is approved by the Court, the Net Settlement Fund shall be allocated among and distributed on a *pro rata* basis to all Eligible Stockholders who timely submit to the Settlement Administrator a completed and signed Form W-9 ("Authorized Stockholders"). Specifically, each Authorized Stockholder shall receive a *pro rata* distribution from the Net Settlement Fund equal to the product of (a) the Net Settlement Fund and (b) a fraction, the numerator of which is the number of shares of Certus Common Stock held by such Authorized Stockholder as of the Effective Date ("Eligible Shares"), and the denominator of which is a number representing the total number of Eligible Shares held by all Authorized Stockholders.

### WHAT DO ELIGIBLE STOCKHOLDERS NEED TO DO TO RECEIVE A PAYMENT FROM THE NET SETTLEMENT FUND?

14. To be eligible for a payment from the Net Settlement Fund, Eligible Stockholders must complete and execute a Form W-9 and submit it to the Settlement Administrator, c/o GCG, PO Box 9349, Dublin, OH 43017-4249, **postmarked no later than April 20, 2017**. A Form W-9 is included with this Notice. If you have any questions regarding the Form W-9, including any of the information to be provided in the Form, please contact the Settlement Administrator at 1 (800) 231-1815.

15. **Please note: There is no claim form to submit in connection with this Settlement.** Eligible Stockholders need only complete, execute and submit the accompanying Form W-9 to the Settlement Administrator at the address set forth in paragraph 14 above.

### WHAT ARE THE PARTIES' REASONS FOR THE SETTLEMENT?

16. Plaintiffs and Plaintiffs' Counsel thoroughly considered the facts and law underlying the claims asserted in the Action. Although Plaintiffs and Plaintiffs' Counsel believe that the claims asserted have merit, the Court could have adopted Defendants' view of the applicable legal standards or of the underlying evidence, and could enter judgment for Defendants, either dismissing the Action prior to trial or after trial. Plaintiffs and Plaintiffs' Counsel also considered the expense and length of continued proceedings necessary to pursue their claims against Defendants through trial, the uncertainty of appeals, and the collectability of any potential judgment.

17. In light of the substantial monetary recovery, and on the basis of information available to them, including publicly available information and extensive formal and informal discovery, Plaintiffs and Plaintiffs' Counsel have

<sup>4</sup> As set forth in the Individual Defendants Stipulation, the "Excluded Stockholders" that are ineligible to receive a payment from this Settlement are Certus, Defendants, and all officers, directors, and managing partners of Certus or ICS prior to April 1, 2014, to the extent any of the foregoing actually are stockholders of Certus ("Excluded Officers, Directors and Partners"); members of the Immediate Family of each of the Individual Defendants and of each of the Excluded Officers, Directors and Partners; any person or entity in which any Defendant, Certus, or any of the Excluded Officers, Directors and Partners has a controlling interest; and the legal representatives, agents, affiliates, heirs, successors-in-interest or assigns of any such excluded party.

determined that the proposed Settlement is fair, reasonable, adequate, and in the best interests of the Class and Certus. The Settlement provides an immediate and substantial benefit in the form of a \$19,200,000 cash payment without the risk that continued litigation could result in obtaining similar or lesser relief after continued extensive and expensive litigation, including trial and the appeals that were likely to follow.

18. Defendants have vigorously denied, and continue to vigorously deny, all allegations of wrongdoing, fault, liability or cognizable damage to the Class or Certus, and believe that they acted properly at all times. Defendants have agreed to the Settlement solely because they consider it desirable that the claims against them in the Action be settled and dismissed with prejudice in order to, among other things, (i) avoid the substantial expense, inconvenience and distraction of continued litigation, and (ii) avoid any possibility of a finding of liability, however remote, and finally put to rest the claims asserted against Defendants in the Action.

### WHAT CLAIMS WILL THE SETTLEMENT RELEASE?

19. If the Settlement is approved, the Court will enter a Final Order and Judgment (the "Judgment"). Pursuant to the Judgment, upon the Effective Date of the Settlement (as defined in the Stipulations), the Action will be dismissed with prejudice and the following releases will occur:<sup>5</sup>

**Release of Claims by Plaintiffs, Class Members, and Certus:** Plaintiffs, Class Members, the other Released Plaintiff Parties (as defined below), Certus, and the other Released Certus Parties (as defined below), on behalf of themselves and any other person or entity who could assert any of the Released Plaintiffs' Claims (as defined below) on their behalf, in such capacity only, will be deemed to have, and by operation of law and of the Judgment will have, fully, finally, and forever released, settled, and discharged, and will forever be enjoined from prosecuting, the Released Plaintiffs' Claims against the Released Individual Defendant Parties (as defined below), the Released ICS Parties (as defined below), and the Released Certus Parties (as defined below).

**Release of Claims by the Individuals Defendants and Certus:** The Individual Defendants, the other Released Individual Defendant Parties, Certus, and the other Released Certus Parties, on behalf of themselves and any other person or entity who could assert any of the Released Individual Defendants' Claims (as defined below) on their behalf, in such capacity only, will be deemed to have, and by operation of law and of the Judgment will have, fully, finally, and forever released, settled, and discharged, and will forever be enjoined from prosecuting, the Released Individual Defendants' Claims against the Released Plaintiff Parties and the Released Certus Parties.

**Release of Claims by ICS:** ICS and the other Released ICS Parties, on behalf of themselves and any other person or entity who could assert any of the Released ICS Claims (as defined below) on their behalf, in such capacity only, will be deemed to have, and by operation of law and of the Judgment will have, fully, finally, and forever released, settled, and discharged, and will forever be enjoined from prosecuting, the Released ICS Claims against the Released Plaintiff Parties and the Released Certus Parties.

"Released Plaintiffs' Claims," as collectively defined in the Stipulations, means:

(1) as to Individual Defendants Jones, Davis and Webb, Defendant ICS, and their respective Released Individual Defendant Parties and Released ICS Parties, (a) with respect to the direct claims of Plaintiffs and all other Settlement Class Members, any and all Claims which are or were alleged, asserted, set forth, or claimed in the Action, or which could have been alleged, asserted, set forth or claimed in the Action or in any other action, court (whether state or federal), tribunal, forum or proceeding, including claims under any and all federal or state securities laws (including those within the exclusive jurisdiction of the federal courts), that relate to his, her or its status as a Certus stockholder, including any claims which are based upon, arise out of, result from, relate in any way to, or involve, directly or indirectly, his, her or its decision to invest in Certus; (b) any and all Claims that are based upon, arise out of, result from, relate to, or involve or previously were based upon, arose out of, resulted from, related to or involved, directly or indirectly, any of the actual, alleged or attempted actions, transactions, occurrences, statements, representations, misrepresentations, omissions, allegations, facts, practices, events, claims or any other matters, things or causes whatsoever, or any series thereof, that are or were alleged, asserted, set forth, or claimed in the Action, including without limitation any such claims related to: (i) the operation or management of Certus, (ii) the Individual Defendants' service as directors, officers, and/or

<sup>5</sup> In addition to the releases described herein, the Stipulations provide for cross-releases by and between the Released Individual Defendants and the Released ICS Parties.

employees of Certus, (iii) any contractual or financial obligation of ICS or the Individual Defendants that relates to any agreement entered into between Certus and ICS or any Individual Defendant during the time of the Individual Defendant's service as a director, officer, and/or employee of Certus, and/or (iv) any fiduciary obligations of ICS or the Individual Defendants in connection with the Individual Defendants' service as directors and/or officers of Certus; and (c) any and all Claims that arise out of or relate in any way to the institution, prosecution, settlement or dismissal of claims asserted in the Action; *provided, however*, that the Released Plaintiffs' Claims shall not include claims to enforce the Stipulations; and

(2) as to Individual Defendants Williams, Biggins, Brown, Johnson, Teegan and Wright and their respective Released Individual Defendant Parties, any and all Claims which are based upon, arise out of, result from, relate to, or involve or previously were based upon, arose out of, resulted from, related to or involved, directly or indirectly, (a) any Settlement Class Member's status as a Certus stockholder, including any claims which are based upon, arise out of, result from, relate in any way to, or involve, directly or indirectly, any stockholder's decision to invest in Certus, (b) the operation or management of Certus, (c) Individual Defendants' service as directors, officers, and/or employees of Certus, (d) any contractual or financial obligation of Individual Defendants that relates to any agreement entered into between Certus and any Individual Defendant during the time of the Individual Defendant's service as a director, officer, and/or employee of Certus, and/or (e) any fiduciary obligations of Individual Defendants in connection with their service as directors and/or officers of Certus. Released Plaintiffs' Claims also includes all claims that arise out of or relate in any way to the institution, prosecution, settlement or dismissal of claims asserted in the Action. Released Plaintiffs' Claims include, but are not limited to, any of the actual, alleged or attempted actions, transactions, occurrences, statements, representations, misrepresentations, omissions, allegations, facts, practices, events, claims or any other matters, things or causes whatsoever, or any series thereof, that (x) are or were alleged, asserted, set forth, or claimed in the Action, (y) are related to the subject matter of the claims that were alleged, asserted, set forth, or claimed in the Action, or (z) could have been alleged, asserted, set forth or claimed in the Action or in any other action, court (whether state or federal), tribunal, forum or proceeding, including claims under any and all federal or state securities laws (including those within the exclusive jurisdiction of the federal courts); *provided, however*, that the Released Plaintiffs' Claims shall not include claims to enforce the Stipulations.

"Released Individual Defendants' Claims" means any and all Claims that (a) are or were alleged, asserted, set forth, or claimed in the Action; or (b) could have been alleged, asserted, set forth or claimed in the Action or in any other action, court (whether state or federal), tribunal, forum or proceeding, including claims under any and all federal or state securities laws (including those within the exclusive jurisdiction of the federal courts), whether asserted directly by Individual Defendants, Certus or any other Released Certus Parties or Released Individual Defendant Parties, or asserted derivatively on behalf of Certus, that (x) are based upon, arise out of, result from, relate to, or involve or previously were based upon, arose out of, resulted from, related to or involved, directly or indirectly, any of the actual, alleged or attempted actions, transactions, occurrences, statements, representations, misrepresentations, omissions, allegations, facts, practices, events, claims or any other matters, things or causes whatsoever, or any series thereof, that are or were alleged, asserted, set forth, or claimed in the Action, including without limitation any such claims related to: (i) the operation or management of Certus, (ii) Individual Defendants' service as directors, officers, and/or employees of Certus, (iii) any contractual or financial obligation of Individual Defendants that relates to any agreement entered into between Certus and any Individual Defendant during the time of the Individual Defendant's service as a director, officer, and/or employee of Certus, and/or (iv) any fiduciary obligations of Individual Defendants in connection with their service as directors and/or officers of Certus; or (y) that arise out of or relate in any way to the institution, prosecution, settlement or dismissal of claims asserted in the Action; *provided, however*, that the Released Individual Defendants' Claims shall not include (a) the Preserved Claims; (b) claims to enforce the Individual Defendants Stipulation, or (c) claims to enforce a right or entitlement to reimbursement or advancement of fees and expenses as preserved by paragraph 26 of the Individual Defendants' Stipulation.

"Released ICS Claims" means any and all Claims that (a) are or were alleged, asserted, set forth, or claimed in the Action; or (b) could have been alleged, asserted, set forth or claimed in the Action or in any other action, court (whether state or federal), tribunal, forum or proceeding, including claims under any and all federal or state securities laws (including those within the exclusive jurisdiction of the federal courts), whether asserted directly by ICS, Certus or any other Released Certus Parties or Released ICS Parties, or asserted derivatively on behalf of Certus, that (x) are based upon, arise out of, result from, relate to, or involve or previously were based upon, arose out of, resulted from, related to or involved, directly or indirectly, any of the actual, alleged or attempted actions, transactions, occurrences, statements, representations, misrepresentations, omissions, allegations, facts, practices, events, claims

or any other matters, things or causes whatsoever, or any series thereof, that are or were alleged, asserted, set forth, or claimed in the Action, including without limitation any such claims related to: (i) the operation or management of Certus, (ii) the Individual Defendants' service as directors, officers, and/or employees of Certus, (iii) any contractual or financial obligation of ICS or the Individual Defendants that relates to any agreement entered into between Certus and ICS or any Individual Defendant during the time of the Individual Defendant's service as a director, officer, and/or employee of Certus, and/or (iv) any fiduciary obligations of ICS or the Individual Defendants in connection with the Individual Defendants' service as directors and/or officers of Certus; or (v) that arise out of or relate in any way to the institution, prosecution, settlement or dismissal of claims asserted in the Action; *provided, however*, that the Released ICS Claims shall not include claims to enforce the ICS Stipulation.

"Released Plaintiff Parties" means Plaintiffs and all other Settlement Class Members, and their respective past, present, or future Immediate Family members, heirs, trusts, trustees, executors, estates, administrators, beneficiaries, distributees, foundations, agents, employees, fiduciaries, partners, partnerships, general or limited partners or partnerships, joint ventures, member firms, limited liability companies, corporations, parents, subsidiaries, divisions, affiliates, associated entities, stockholders, principals, officers, directors, managing directors, managing partners, members, managing members, managing agents, predecessors, predecessors-in-interest, successors, successors-in-interest, assigns, financial or investment advisors, advisors, consultants, investment bankers, entities providing any fairness opinion, underwriters, brokers, dealers, financing sources, lenders, commercial bankers, attorneys, personal or legal representatives, accountants, and associates.

"Released Individual Defendant Parties" means Individual Defendants and their respective past, present, or future Immediate Family members, heirs, trusts, trustees, executors, estates, administrators, beneficiaries, distributees, foundations, agents, employees, fiduciaries, partners, partnerships, general or limited partners or partnerships, joint ventures, member firms, limited liability companies, corporations, parents, subsidiaries, divisions, affiliates, associated entities, stockholders, principals, officers, directors, managing directors, managing partners, members, managing members, managing agents, predecessors, predecessors-in-interest, successors, successors-in-interest, assigns, financial or investment advisors, advisors, consultants, investment bankers, entities providing any fairness opinion, underwriters, brokers, dealers, financing sources, lenders, commercial bankers, attorneys, personal or legal representatives, accountants and associates.

"Released Certus Parties" means Certus and its respective past, present, or future trusts, trustees, executors, estates, administrators, beneficiaries, distributees, foundations, agents, employees, fiduciaries, stockholders, partners, partnerships, general or limited partners or partnerships, joint ventures, member firms, limited liability companies, corporations, parents, subsidiaries, divisions, affiliates, associated entities, principals, officers, directors, managing directors, managing partners, members, managing members, managing agents, predecessors, predecessors-in-interest, successors, successors-in-interest, assigns, financial or investment advisors, advisors, consultants, investment bankers, entities providing any fairness opinion, underwriters, brokers, dealers, financing sources, lenders, commercial bankers, attorneys, personal or legal representatives, accountants and associates.

"Released ICS Parties" means ICS and ICS's respective past, present, or future trusts, trustees, executors, estates, administrators, beneficiaries, distributees, foundations, agents, employees, fiduciaries, partners, partnerships, general or limited partners or partnerships, joint ventures, member firms, limited liability companies, corporations, parents, subsidiaries, divisions, affiliates, associated entities, stockholders, principals, officers, directors, managing directors, managing partners, members, managing members, managing agents, predecessors, predecessors-in-interest, successors, successors-in-interest, assigns, financial or investment advisors, advisors, consultants, investment bankers, entities providing any fairness opinion, underwriters, brokers, dealers, financing sources, lenders, commercial bankers, attorneys, personal or legal representatives, accountants and associates.

20. Pending final determination by the Court of whether the Settlement should be approved, all proceedings in the Action other than proceedings necessary to carry out or enforce the terms and conditions of the Stipulations, have been stayed by the Court. By order of the Court, pending final determination of whether the Settlement should be approved, Plaintiffs and all other members of the Class are barred and enjoined from instituting, commencing, or prosecuting any and all of the Released Plaintiffs' Claims against any of the Released Defendant Parties.

## HOW WILL PLAINTIFFS' COUNSEL BE PAID?

21. Plaintiffs' Counsel have not received any payment for their services in pursuing the claims asserted in the Action, nor have Plaintiffs' Counsel been reimbursed for their litigation expenses. In light of the risks undertaken in pursuing the Action on a contingency basis and the benefits created as a result of the institution, prosecution and settlement of the Action, before final approval of the Settlement, Plaintiffs' Counsel will apply to the Court for an award of attorneys' fees in an amount not to exceed 25% of the Settlement Fund (net of expenses) plus an award of litigation expenses incurred by Plaintiffs' Counsel in an amount not to exceed \$175,000. The Court will determine the amount of any award of attorneys' fees and litigation expenses. Class Members and Current Stockholders are not personally liable for any such fees or expenses.

## WHEN AND WHERE WILL THE SETTLEMENT HEARING BE HELD? DO I HAVE RIGHT TO APPEAR AT THE SETTLEMENT HEARING?

22. The Court will consider the Settlement and all matters related to the Settlement at the Settlement Hearing. The Settlement Hearing will be held before The Honorable Sam Glasscock III, Vice Chancellor, on April 10, 2017, at 10:00 a.m., at the Court of Chancery of the State of Delaware, Court of Chancery Courthouse, 34 The Circle, Georgetown, DE 19947. At the Settlement Hearing, the Court will, among other things: (a) determine whether the proposed Settlement on the terms and conditions provided for in the Stipulations is fair, reasonable and adequate to the Class and Certus, and should be approved by the Court; (b) determine whether the Judgment (as defined in paragraph 19 above), should be entered dismissing the Action with prejudice; (c) determine whether the application by Plaintiffs' Counsel for an award of attorneys' fees and reimbursement of litigation expenses should be approved; (d) hear and consider any objections to the Settlement or Plaintiffs' Counsel's application for an award of attorneys' fees and litigation expenses; and (e) consider any such other matters as the Court deems appropriate. The Court reserves the right to approve the Settlement or Plaintiffs' Counsel's application for attorneys' fees and expenses and/or any other matter related to the Settlement at or after the Settlement Hearing without further notice to the Class Members or Current Stockholders.

23. Class Members and Current Stockholders do not need to attend the Settlement Hearing. The Court will consider any submission made in accordance with the provisions below even if a Class Member or Current Stockholder does not attend the hearing. Participation in the Settlement is not conditioned on attendance at the Settlement Hearing.

24. Any Class Member or Current Stockholder may object to the Settlement or Plaintiffs' Counsel's application for an award of attorneys' fees and litigation expenses. Objections must be in writing and must be filed, together with copies of all other papers and briefs supporting the objection, with the Register in Chancery at the address set forth below on or before **March 31, 2017**. Objections and all supporting papers must also be served on representative counsel for Plaintiffs and Defendants at the addresses set forth below so that the papers are **received** on or before **March 31, 2017**.

<u>Register in Chancery</u>	<u>Representative Counsel for Plaintiffs</u>	<u>Representative Counsel for Defendants</u>
Register in Chancery Court of Chancery Courthouse 34 The Circle Georgetown, DE 19947	Christopher Foulds, Esq. Friedlander & Gorris, P.A. 1201 N. Market St. Suite 2200 Wilmington, DE 19801	David E. Ross, Esq. Ross Aronstam & Moritz LLP 100 S. West Street Suite 400 Wilmington, DE 19801

25. Any objections, filings and other submissions must: (a) state the name, address and telephone number of the person or entity objecting and, if represented by counsel, the name, address and telephone number of his, her or its counsel; (b) must be signed by the objector; (c) must contain a written, specific statement of the objection or objections, and the specific reasons for each objection, including any legal and evidentiary support the objector wishes to bring to the Court's attention; (d) must state the objection is being filed with respect to "*3-Sigma Value Financial, et al. v. Jones, et al.*, C.A. No. 11655-VCG"; and (e) must include documentation sufficient to prove that the objector is a member of the Settlement Class or a Current Stockholder.

26. You may file a written objection without having to appear at the Settlement Hearing. You may not, however, appear at the Settlement Hearing to present your objection unless you first filed and served a written objection in accordance with the procedures described above, unless the Court orders otherwise.

27. If you wish to be heard orally at the hearing in opposition to the approval of the Settlement or Plaintiffs' Counsel's application for an award of attorneys' fees and litigation expenses, and if you file and serve a timely written

objection as described above, you must also file a notice of appearance with the Register in Chancery and serve it on representative counsel for Plaintiffs and Defendants at the addresses set forth in paragraph 24 above so that it is **received** on or before **March 31, 2017**. Persons who intend to object and desire to present evidence at the Settlement Hearing must include in their written objection or notice of appearance the identity of any witnesses they may call to testify and exhibits they intend to introduce into evidence at the hearing. Such persons may be heard orally at the discretion of the Court.

28. You are not required to hire an attorney to represent you in making written objections or in appearing at the Settlement Hearing. However, if you decide to hire an attorney, it will be at your own expense, and that attorney must file a notice of appearance with the Court and serve it on representative counsel for Plaintiffs and Defendants at the addresses set forth in paragraph 24 above so that the notice is **received** on or before **March 31, 2017**.

29. The Settlement Hearing may be adjourned by the Court without further written notice to the Settlement Class or Current Stockholders. If you intend to attend the Settlement Hearing, you should confirm the date and time with Plaintiffs' Counsel.

30. **Unless the Court orders otherwise, any Class Member or Current Stockholder who does not object in the manner described above will be deemed to have waived any objection and shall be forever foreclosed from making any objection to the proposed Settlement or Plaintiffs' Counsel's application for an award of attorneys' fees and litigation expenses, or any other matter related to the Settlement, in the Action or in any other action or proceeding. Class Members and Current Stockholders do not need to appear at the Settlement Hearing or take any other action to indicate their approval.**

**CAN I SEE THE COURT FILE? WHOM SHOULD I CONTACT IF I HAVE QUESTIONS?**

31. This Notice contains only a summary of the terms of the proposed Settlement. For more detailed information about the matters involved in the Action, you are referred to the papers on file in the Action, including the Stipulation, which may be inspected during regular office hours at the Office of the Register in Chancery in the Court of Chancery of the State of Delaware, Court of Chancery Courthouse, 34 The Circle, Georgetown, DE 19947. Additionally, copies of the Stipulation, the Complaint and any related orders entered by the Court will be posted on the following website: <http://www.gardencitygroup.com/cases-info/ctu/>. If you have questions regarding the Settlement, you may write or call the following representative for Plaintiffs' Counsel: Mark Lebovitch, Esq., Bernstein Litowitz Berger & Grossmann LLP, 1251 Avenue of the Americas, New York, NY 10020, (212) 554-1400.

**DO NOT CALL OR WRITE THE COURT OR THE OFFICE OF  
THE REGISTER IN CHANCERY REGARDING THIS NOTICE.**

Dated: March 1, 2017

BY ORDER OF THE COURT OF CHANCERY  
OF THE STATE OF DELAWARE