

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

THE ERICA P. JOHN FUND, INC., et al., *On
Behalf of Itself and All Others Similarly Situated,*

Plaintiff,

vs.

HALLIBURTON COMPANY and
DAVID J. LESAR,

Defendants.

CIVIL ACTION NO.: 3:02-CV-1152-M

HON. BARBARA M. G. LYNN

CLASS ACTION

**ORDER PRELIMINARILY
APPROVING SETTLEMENT AND
PROVIDING FOR NOTICE OF
PENDENCY**

This Court, having reviewed and considered the parties' Stipulation of Settlement dated February 21, 2017 [ECF No. 794], and Lead Plaintiff's motion for an order preliminarily approving the Settlement [ECF No. 795], ORDERS:

1. The Court preliminarily approves the Stipulation¹ and the Settlement, subject to further consideration at the Settlement Fairness Hearing described below.

2. On July 25, 2015, the Court certified a class consisting of: all Persons (including, as to all such Persons, their beneficiaries) who purchased or otherwise acquired Halliburton common stock between August 16, 1999, and December 7, 2001 (the "Class"). Excluded from this Class definition are Defendants Halliburton Company ("Halliburton") and David Lesar ("Lesar") (collectively, "Defendants"); any officers or directors of Halliburton during the Class Period and any current officers or directors of Halliburton; any corporation, trust or other entity in which any Defendant has a controlling interest; and the members of the immediate family of Lesar and their successors, heirs, assigns, and legal representatives. Also excluded from the Class definition are those Persons who timely and validly request exclusion from the Class pursuant to the Notice of Pendency of Class Action and Proposed Settlement, Motion for Attorneys' Fees and Settlement (the "Notice").

3. Thus, under Fed. R. Civ. P. 23, (a) the Class is so numerous that joinder of all members is impracticable; (b) there are questions of law and fact common to the Class; (c) the claims or defenses of Lead Plaintiff The Erica P. John Fund, Inc. ("Lead Plaintiff") are typical of the claims or defenses of the Class; and (d) Lead Plaintiff and Class Counsel, including Lead Counsel, Boies, Schiller, & Flexner LLP, and Special Counsel Kahn Swick & Foti, LLP, will fairly and adequately protect the interests of the Class. Furthermore, the questions of law or fact common

¹ Subject to revisions reflected in Exhibit A of the Joint Response of Lead Plaintiff and Defendants to the Court's March 21, 2017 Order [ECF No. 804].

to Class Members predominate over any questions affecting individual members, and a class action is superior to other available methods for the fair and efficient adjudication of this controversy.

4. The Settlement Fairness Hearing shall be held before this Court on **July 31, 2017, at 9:00 A.M.**, at the United States District Court for the Northern District of Texas, Courtroom 1570, Earle Cabell Federal Building, 1100 Commerce Street, Dallas, TX, 75242, to determine whether the proposed Settlement of the Action on the terms and conditions provided for in the Stipulation is fair, reasonable, and adequate to the Class and should be approved by the Court; whether a Judgment as provided in the Stipulation and its Exhibit B, which, *inter alia*, dismisses the Action with prejudice as to all Defendants and contains releases, should be entered; whether the proposed Plan of Allocation should be approved; to determine the amount of a reasonable Incentive Award to Lead Plaintiff; and to determine the amount of reasonable fees, time, costs, and expenses, that should be awarded to Class Counsel. The Court may adjourn the Settlement Fairness Hearing without further notice to Class Members.

5. The Court approves, as to form and content, the Notice of Pendency of Class Action and Proposed Settlement,² Motion for Attorneys' Fees and Settlement (the "Notice"), the Proof of Claim and Release form (the "Claim Form"), and Summary Notice for publication, included respectively as Exhibits A-1, A-2, and A-3 to the Motion for Preliminary Approval, and finds that the mailing and distribution of the Notice and publishing of the Summary Notice substantially in the manner and form set forth therein meet the requirements of Federal Rule of Civil Procedure 23 and due process, and constitute the best notice practicable under the circumstances and shall constitute due and sufficient notice to all Persons entitled thereto.

6. The Court further reserves the right to enter a Final Judgment and Order of

² Subject to revisions reflected in Exhibit B of the Joint Response of Lead Plaintiff and Defendants to the Court's March 21, 2017 Order [ECF No. 804].

Dismissal with Prejudice that approves the Settlement and dismisses the Action on the merits and with prejudice regardless of whether the Court has approved the Plan of Allocation, or awarded attorneys' fees and expenses or Lead Plaintiff's incentive award.

7. The Court appoints JND Legal Administration ("Claims Administrator") to supervise and administer the notice procedure as well as the processing of claims as more fully set forth below:

(a) Not later than 14 days after entry of this order (the "Notice Date"), Class Counsel shall cause a copy of the Notice and the Claim Form, substantially in the forms annexed as Exhibits A-1 and A-2 hereto, to be mailed by first class mail to all Class Members who can be identified with reasonable effort.

(b) Not later than 21 days after the issuance of this Order, Class Counsel shall cause the Summary Notice to be published in the *Investor's Business Daily* and once online over the *PR Newswire*, and not later than 21 days after the issuance of this Order, Class Counsel shall place a copy of the Complaint and the Stipulation (including Exhibits) on the website of Class Counsel or a website maintained by Class Counsel or Claims Administrator.

(c) By **April 28, 2017**, Class Counsel shall cause to be served on Defendants' counsel and filed with the Court proof, by affidavit or declaration, of the mailing and publishing described above.

8. Nominees who purchased or otherwise acquired Halliburton common stock for the benefit of Class Members between August 16, 1999, and December 7, 2001, inclusive, shall send the Notice and Claim Form to all such Class Members within ten (10) days after receipt of the Notice or send a list of the names and addresses of such beneficiaries to the Claims Administrator within ten (10) days of receipt of the Notice. Class Counsel shall, if requested,

reimburse, out of the Class Notice and Administration Fund, banks, brokerage houses or other nominees solely for their reasonable out-of-pocket expenses incurred in providing notice to beneficiaries who are Class Members, which expenses would not have been incurred except for the sending of such notice, subject to further order of this Court with respect to any dispute concerning such compensation.

9. All Class Members shall be bound by all determinations and judgments in the Action concerning the Settlement, whether favorable or unfavorable to the Class.

10. Class Members who wish to participate in the Settlement shall complete and submit a Claim Form in accordance with the instructions contained therein. Unless the Court orders otherwise, all Claim Forms must be postmarked no later than **August 12, 2017**. Any Class Member who does not timely submit a Claim Form within the time provided for shall be barred from sharing in the distribution of the proceeds of the Net Settlement Fund, unless otherwise ordered by the Court.

11. Any Person who desires to request exclusion from the Class shall do so within the time set forth and in the manner described in the Notice. All Persons who submit valid and timely requests for exclusion in the manner set forth in the Notice shall have no rights under the Stipulation, shall not share in the distribution of the Net Settlement Fund, and shall not be bound by the Stipulation or the Judgment.

12. Any Class Member may enter an appearance in the Action, at their own expense, individually or through counsel of their own choice. If they do not enter an appearance, they will be represented by Class Counsel.

13. Any Class Member may appear and show cause, if he, she, or it has any reason why the proposed Settlement of the Action should or should not be approved as fair, reasonable, and

adequate, why a judgment should or should not be entered thereon, why the Plan of Allocation should or should not be approved, why the Compensation Award to the Lead Plaintiff should or should not be approved, or why attorneys' fees and expenses should or should not be awarded to Class Counsel.

14. Any Class Member who does not make a written objection in the manner provided and/or appear in person or through a representative at the Settlement Fairness Hearing shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness or adequacy of the Settlement, to the Plan of Allocation, to the Compensation Award to the Lead Plaintiff, or to the award of attorneys' fees and expenses to Class Counsel.

15. All funds held by the Escrow Agent shall be deemed and considered to be in *custodia legis* of the Court, and shall remain subject to the jurisdiction of the Court, until such time as such funds shall be distributed pursuant to the Stipulation and Plan of Allocation.

16. No Released Persons shall have any responsibility for or liability with respect to the Plan of Allocation or any application for attorneys' fees or reimbursement of expenses submitted by Class Counsel, and such matters will be considered separately from the fairness, reasonableness, and adequacy of the Settlement.

17. At or after the Settlement Fairness Hearing, the Court will determine whether the Plan of Allocation proposed by Class Counsel, any application for attorneys' fees or reimbursement of expenses, and any Lead Plaintiff incentive award shall be approved.

18. All reasonable expenses incurred in identifying and notifying Class Members, as well as administering the Settlement Fund, shall be paid as set forth in the Stipulation. In the event the Settlement is not approved by the Court, or otherwise fails to become effective, neither Lead Plaintiff nor Class Counsel shall have any obligation to repay any amounts actually and properly

disbursed from the Class Notice and Administration Fund.

19. Neither the Stipulation, nor any of its terms or provisions, nor any of the negotiations or proceedings connected with it, shall be construed as an admission or concession by any Released Person of the truth of any of the allegations in the Action, or of any liability, fault, or wrongdoing of any kind and shall not be construed as, or deemed to be evidence of, or an admission or concession that, Lead Plaintiff or any Class Members have suffered any damages, harm, or loss.

20. In the event that the Settlement does not become Final in accordance with the terms of the Stipulation or the Effective Date does not occur, this Order shall be rendered null and void to the extent provided by and in accordance with the Stipulation and shall be vacated. In such event, all orders entered and releases delivered in connection herewith shall also be null and void to the extent provided by and in accordance with the Stipulation.

21. The Court reserves the right to continue the Settlement Fairness Hearing without further notice to the Class Members and retains jurisdiction to consider all further applications arising out of or connected with the proposed Settlement. The Court may approve the Settlement, with such modifications as may be agreed to by the Settling Parties, if appropriate, without further notice to the Class.

22. Pending the Settlement Fairness Hearing, all Class Members are enjoined from initiating or prosecuting any actions or claims against any Released Person that are within the scope of the Releases provided for by the Stipulation.

23. The following schedule of dates shall govern resolution of this Settlement:

<u>Event</u>	<u>Deadline</u>
Notice and the Claim Form shall be mailed by first class mail to all Class Members (the "Notice Date")	14 days of entry of this Order: April 14, 2017
Summary Notice to be published in the <i>Investor's Business Daily</i> and once online over the <i>PR Newswire</i> , and Class Counsel shall place a copy of the Complaint and the Stipulation (including Exhibits) on the website of Class Counsel or a website maintained by Class Counsel	21 days of entry of this Order: April 21, 2017
Class Counsel to file affidavit of notice mailing and publication	Within 14 days of the Notice Date: April 28, 2017
Deadline for filing and serving all opening briefs and supporting documents in support of Applications	28 days prior to the Final Settlement Hearing: July 3, 2017
Deadline for submitting Requests for Exclusion or any written objections	21 days prior to the Final Settlement Hearing: July 10, 2017
Deadline for provision of timely Requests for Exclusion to Defendants' Counsel	15 days prior to the Final Settlement Hearing: July 16, 2017
Deadline for filing and serving any responses or oppositions to any of the Applications	14 days prior to the Final Settlement Hearing: July 17, 2017
Deadline for filing and serving reply papers, if any, in further support of the Applications or in response to any objections	7 days prior to the Final Settlement Hearing: July 24, 2017
Date of Settlement Fairness Hearing	July 31, 2017, at 9:00 A.M.
Deadline for Class Members' submission of Proof of Claim and Release forms	Postmarked no later than August 12, 2017

SO ORDERED.

March 31, 2017.


BARBARA M. G. LYNN
CHIEF JUDGE