



# GRANTED

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE RURAL/METRO CORPORATION ) Consolidated  
STOCKHOLDERS LITIGATION ) C.A. No. 6350-VCL

## **[PROPOSED] ORDER REGARDING DISTRIBUTION OF FUNDS**

WHEREAS, on March 18, 2013, the Court entered an Order Granting Plaintiff's Motion for Class Certification that defined the class in this matter (the "Class");

WHEREAS, on February 19, 2015, the Court entered a Final Order and Judgment awarding damages and pre- and post-judgment interest against defendant RBC Capital Markets, LLC ("RBC"), and awarding fees and expenses to Co-Lead Counsel Friedlander & Gorris, P.A. and Robbins Geller Rudman & Dowd LLP ("Co-Lead Counsel") in the amount of one-third of the full amount of damages plus pre- and post-judgment interest;

WHEREAS, the Final Order and Judgment was stayed pending appeal by an Order dated February 27, 2015;

WHEREAS, the Final Order and Judgment was affirmed by the Delaware Supreme Court;

WHEREAS, on December 16, 2015, following the issuance of the mandate by the Delaware Supreme Court, RBC delivered \$97,793,880.53 to an account designated by Co-Lead Counsel, in full satisfaction of the amount due by RBC pursuant to the Final Order and Judgment;

WHEREAS, two thirds of the amount paid by RBC, \$65,195,920.35, was deposited into an interest-bearing segregated account designated by Co-Lead Counsel pending distribution to members of the Class;

WHEREAS, the Court reserved jurisdiction in the Final Order and Judgment over the distribution to Class members of the amounts due pursuant to the Final Order and Judgment (“the Class Distribution”); and

WHEREAS, Co-Lead Counsel has sought authorization by the Court respecting the manner of making the Class Distribution; and the Court has considered the matter;

NOW, THEREFORE, IT IS HEREBY ORDERED, this \_\_\_ day of \_\_\_\_\_, 2016, that:

1. The Plan of Distribution attached hereto as Exhibit A is approved. Pursuant to the Plan of Distribution, the Class Distribution will be made pro rata to those members of the Class who both (i) held Rural/Metro Corporation shares as of the consummation of the challenged merger on June 30, 2011, and (ii) file a timely and valid Proof of Claim.
2. The Notice attached hereto as Exhibit B is approved; and
3. The Claim Form attached hereto as Exhibit C is approved.

---

Vice Chancellor J. Travis Laster

This document constitutes a ruling of the court and should be treated as such.

**Court:** DE Court of Chancery Civil Action

**Judge:** J Travis Laster

**File & Serve**

**Transaction ID:** 58413060

**Current Date:** Jan 12, 2016

**Case Number:** 6350-VCL

**Case Name:** CLOSED CONS W 6489-VCS CONF ORD ON DISC In re Rural Metro Corp Stockholders  
Litigation

/s/ **Judge Laster, J Travis**