

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re ENRON CORPORATION SECURITIES
LITIGATION

§ Civil Action No. H-01-3624
§ **(Consolidated)**

§
§ CLASS ACTION

This Document Relates To:

MARK NEWBY, et al., Individually and On
Behalf of All Others Similarly Situated,

Plaintiffs,

vs.

ENRON CORP., et al.,

Defendants.

THE REGENTS OF THE UNIVERSITY OF
CALIFORNIA, et al., Individually and On Behalf
of All Others Similarly Situated,

§ Civil Action No. H-04-0088

§ CLASS ACTION

Plaintiffs,

vs.

MILBANK, TWEED, HADLEY & McCLOY
LLP, et al.,

Defendants.

ORDER OF FINAL JUDGMENT AND DISMISSAL

This matter having come before the Court for hearing, pursuant to an Order of this Court, dated October 29, 2009 (Docket No. 6229), on the application of the Settling Parties for approval of the settlement (the "Settlement") set forth in the Stipulation of Settlement with Goldman, Sachs & Co. dated as of August 3, 2009 (the "Stipulation"), and due and adequate notice having been given to the Settlement Class (as defined in the Stipulation) as required in said Order, and the Court having considered all papers filed and proceedings had herein and otherwise being fully informed in the premises and good cause appearing therefore, IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. This Order incorporates by reference the definitions in the Stipulation, and all capitalized terms used herein shall have the same meanings as set forth in the Stipulation.
2. This Court has jurisdiction over the subject matter of the Action and over all Members of the Settlement Class.
3. The notice given to the Settlement Class of the Settlement and the other matters set forth in the Stipulation was the best notice practicable under the circumstances, including individual notice to all Members of the Settlement Class who could be identified through reasonable effort. Said notice provided due and adequate notice of these proceedings and of the matters set forth in the Stipulation, including the proposed Settlement, to all persons entitled to such notice, and said notice fully satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure and due process.
4. Nothing in the Stipulation, the Order Preliminarily Approving Settlement, entered on October 29, 2009, or this Order of Final Judgment and Dismissal is to be construed as precluding any Person who remains a Settlement Class Member or who requests exclusion from the Settlement Class from either being a member of any other classes, subclasses or settlement classes certified by the Court in the Actions or opting out of or seeking exclusion from membership in any such classes.

5. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this Court hereby approves the Settlement as set forth in the Stipulation, finds that said Settlement is, in all respects, fair, reasonable and adequate with respect to the Settlement Class, and directs that the Settlement be consummated in accordance with the terms and conditions set forth in the Stipulation.

6. This Court hereby dismisses the Action in its entirety as to Goldman Sachs and against the Representative Plaintiffs and the Settlement Class, with prejudice and without costs (except as otherwise provided in the Stipulation).

7. Upon the Effective Date, the Representative Plaintiffs and each of the Settlement Class Members, on behalf of themselves, their successors and assigns, and any other Person claiming (now or in the future) through or on behalf of them, and regardless of whether any such Representative Plaintiff or Settlement Class Member ever seeks or obtains by any means, including, without limitation, by submitting a Proof of Claim and Release, any distribution from the Gross Settlement Fund, shall be deemed to have, and by operation of this Order of Final Judgment and Dismissal shall have, fully, finally, and forever released, relinquished, and discharged all Released Claims against the Released Parties and shall have covenanted not to sue the Released Parties with respect to all such Released Claims, and shall be permanently barred and enjoined from instituting, commencing, or prosecuting any such Released Claim against any Released Party.

8. All persons, including without limitation the other Defendants in the Actions and any other persons or entities later named as Defendants in the Actions, are hereby permanently enjoined, barred and restrained from commencing, prosecuting or asserting any action, for contribution, indemnity or otherwise, against any Released Party seeking, as damages or otherwise, the recovery of all or any part of any liability or any settlement which they pay or are obligated to pay or agree to pay to the Settlement Class, as a result of such persons' participation in any acts, facts, statements or omissions that were or could have been alleged in the Actions (whether under the Securities Act of

1933 or the Securities Exchange Act of 1934, state law, foreign law or otherwise) as claims, cross-claims, counterclaims, third-party claims or otherwise, whether asserted in the Actions in this Court or in any federal or state court or any other court, arbitration proceeding, administrative agency or other forum in the United States or elsewhere. Any person so enjoined and barred shall be entitled to appropriate judgment reduction.

9. Upon the Effective Date, all Released Claims on behalf of the Representative Plaintiffs and the Settlement Class Members as against the Released Parties shall be fully, finally, and forever discharged, and all Persons shall be permanently barred and enjoined from instituting, prosecuting, pursuing or litigating in any manner (regardless of whether such Persons purport to act individually, representatively, or in any other capacity and regardless of whether such Persons purport to allege direct claims, claims for contribution, indemnification, or reimbursement, or any other claims) any such obligations.

10. Upon the Effective Date, the Released Parties shall be deemed to have, and by operation of this Order of Final Judgment and Dismissal shall have, fully, finally and forever released, relinquished and discharged each and all of the Settlement Class Members and counsel to the Representative Plaintiffs from all claims (including Unknown Claims), arising out of, in any way relating to, or in connection with the institution, prosecution, assertion, settlement or resolution of the Action or the Released Claims except to enforce the releases and other terms and conditions contained in the Stipulation.

11. This Order of Final Judgment and Dismissal is a final judgment in the Action as to all claims among Goldman Sachs, on the one hand, and the Representative Plaintiffs and all Settlement Class Members, on the other. This Court finds, for purposes of Rule 54(b) of the Federal Rules of Civil Procedure, that there is no just reason for delay and expressly directs entry of judgment as set forth herein.

12. Without affecting the finality of this Order of Final Judgment and Dismissal in any way, this Court retains continuing jurisdiction over (a) implementation of the Settlement; (b) any award or distribution of the Gross Settlement Fund, including interest earned thereon; and (c) all other proceedings related to the implementation and enforcement of the terms of the Stipulation and/or the Settlement.

13. Pursuant to §21D(c)(1) of the Private Securities Litigation Reform Act of 1995, the Court hereby finds that each Settling Party, and his, her, or its respective counsel, has complied with each requirement of Rule 11(b) of the Federal Rules of Civil Procedure as to all complaints, responsive pleadings, and dispositive motions related to the Released Claims, and that insofar as they relate to the Released Claims, the Action was not brought for any improper purpose and is not unwarranted by existing law or legally frivolous.

14. In the event that the Effective Date does not occur, this Order of Final Judgment and Dismissal shall be rendered null and void and shall be vacated *nunc pro tunc*, and the provisions of ¶7.5 of the Stipulation shall apply.

15. Without further order of the Court, the parties may agree to reasonable extensions of time to carry out any of the provisions of the Stipulation.

IT IS SO ORDERED.

DATED: February 4, 2010



THE HONORABLE MELINDA HARMON
UNITED STATES DISTRICT JUDGE