

4-15-2011

Final Order and Judgment Approving Class Settlement and Certification of the Class

Melvin K. Westmoreland
Superior Court of Fullton County

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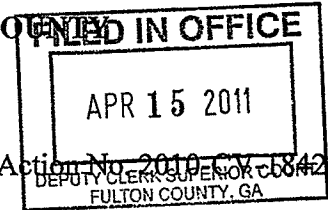
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**IN THE SUPERIOR COURT OF FULTON COUNTY
STATE OF GEORGIA**

IN RE MIRANT CORPORATION
SHAREHOLDERS LITIGATION

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Civil Action No. 2010-CV-08423



**FINAL ORDER AND JUDGMENT APPROVING CLASS
SETTLEMENT AND CERTIFICATION OF THE CLASS**

This matter comes before the Court for final approval of settlement of the above-styled class action, and certification of the Class.¹ In entering this Order, the Court has reviewed and considered, *inter alia*, (i) the Stipulation of Settlement (“Stipulation”) between and among Plaintiffs, on behalf of themselves and the Class, and Defendants Mirant, Thomas W. Cason, A.D. Correll, Terry G. Dallas, Thomas H. Johnson, John T. Miller, Edward R. Muller, Robert C. Murray, John M. Quain and William L. Thacker (together with Mirant, the “Mirant Defendants”), and RRI Energy Inc. (collectively with RRI Energy Holdings, Inc. and the Mirant Defendants, “Defendants”) (Plaintiff and Defendants collectively are referred to as the “Settling Parties”); (ii) the Notice of Pendency and Settlement of Class Action and Hearing on Proposed Settlement (the “Notice”); (iii) the parties’ pleadings and filings in this case; (iv) the arguments of counsel; and (v) the statements made before the Court at the Fairness Hearing conducted on April 15, 2011.

Having reviewed and considered the foregoing, and being otherwise duly and sufficiently advised, the Court hereby ORDERS, ADJUDGES and DECREES as follows:

¹ Capitalized terms not otherwise defined herein have the meanings set forth in the Stipulation of Settlement.

A. Incorporation of Other Documents. This Final Order and Judgment specifically incorporates and makes a part hereof:

1. the Stipulation;
2. all of the exhibits to the Stipulation; and
3. the Court's Preliminary Approval Order, dated February 1, 2011.

B. Adequacy of Counsel and Class Representatives.

1. Based on a review of the record, the Court finds that Plaintiffs fairly and adequately represent the Class. The Court further finds that there is no conflict of interest between Plaintiff and the rest of the Class. Regarding Plaintiff's counsel — Law Office of Jonathan M. Stein, P.L. and Robbins Geller Rudman & Dowd, LLP — the Court finds that, (a) since the inception of this litigation, Plaintiff's counsel has fairly, reasonably, and adequately represented the interests of the Class, and (b) Plaintiffs' counsel in this case are experienced in class litigation, experienced in trials, and adequate to represent the Class. In this regard, the Court has considered, *inter alia*, (i) the work that Plaintiffs' counsel have done to date in identifying and investigating the potential claims and claims directly asserted in this litigation; (ii) Plaintiffs' counsel's experience in handling complex litigation, including class actions; (iii) Plaintiffs' counsel's knowledge of the applicable law; and (iv) the resources that Plaintiffs' counsel committed to representing the Class. Based on the foregoing findings, the Court concludes that Plaintiffs and Plaintiffs' counsel have fairly and adequately protected the interests of the Class.

C. Class.

1. The Court finds that the requirements for certification of the Class have been met. In making this finding, the Court has considered the interest of Class Members in

individually controlling the prosecution or defense of separate actions, the impracticality or inefficiency of prosecuting or defending separate actions, the extent and nature of any litigation concerning these claims already commenced, the desirability of concentrating the litigation of claims in a particular forum, and the difficulties likely to be encountered in the management of a class action.

2. The Class consists of all Persons or entities who were record holders or beneficial owners of Mirant common stock, their respective successors in interest, successors, predecessors in interest, predecessors, representatives, trustees, executors, administrators, heirs, assigns or transferees, immediate and remote, and any person or entity acting for or on behalf of, or claiming under, any of them, and each of them, together with their predecessors and successors and assigns, other than the Defendants and their subsidiary companies who held shares of Mirant common stock at any time from and including April 11, 2010, through and including December 3, 2010, the date of the consummation of the Merger. The Class is ascertainable on the basis of these objective criteria, and the Court finds, that Class Members are so numerous that it is impracticable to bring all Class Members before the Court. Accordingly, the Court also concludes that the requirements of O.C.G.A. § 9-11-23(a)(1) are satisfied.

3. The Court finds that there is a well-defined community of interest among Class Members regarding substantially similar questions of law or fact. These questions of law or fact appear to be common to the Class, and concern, among other things, whether the Defendants breached their fiduciary duties in connection with RRI's acquisition of Mirant. The Court finds that the requirement of commonality under O.C.G.A. § 9-11-23(a)(2) is met.

4. The claims of Plaintiffs appear to be typical of the Class, and it appears that Plaintiffs will fairly, reasonably, and adequately protect the interests of the Class, in that, (i)

the interests of Plaintiffs are consistent with those of the Class; (ii) there are no conflicts between or among Plaintiffs and the Class Members; (iii) Plaintiffs have been and continue to be capable of actively pursuing this litigation and the negotiations to settle the Action; and (iv) Plaintiffs and the Class Members are represented by qualified, reputable counsel who is experienced in preparing and litigating complex matters, including class actions. Accordingly, the Court finds that the requirements of typicality and adequacy of representation under O.C.G.A. §§ 9-11-23(a)(3) and 9-11-23(a)(4) are met.

D. Certification of Class, for Settlement Purposes.

Based on, *inter alia*, the foregoing findings, the Court hereby certifies the following Class:

The Class includes all Persons or entities who were record holders or beneficial owners of Mirant common stock, their respective successors in interest, successors, predecessors in interest, predecessors, representatives, trustees, executors, administrators, heirs, assigns or transferees, immediate and remote, and any person or entity acting for or on behalf of, or claiming under, any of them, and each of them, together with their predecessors and successors and assigns, other than the Defendants and their subsidiary companies who held shares of Mirant common stock at any time from and including April 11, 2010, through and including December 3, 2010, the date of the consummation of the Merger.

E. Findings Regarding the Stipulation of Settlement.

The Court finds that the Stipulation resulted from extensive arms' length negotiations, and was concluded only after Plaintiffs' Counsel had conducted broad discovery (including the review of documents and depositions). The Court finds that the proposed Stipulation is fair, reasonable, and adequate to the Class. The Court finds and concludes that the Settlement is fair, reasonable, and adequate, and in the best interests of the Class, and hereby approves the Settlement and all transactions preliminary or incident thereto.

1. Relief Afforded. The settlement is based on Mirant's agreement to make certain additional disclosures in the S-4, which was filed with the SEC on September 13, 2010 in advance of the special meeting where Mirant shareholders voted on the Merger.

F. Adequacy of Class Notice. The Court finds that members of the Class have received adequate notice, which consisted of the Notice being sent via regular mail to the shareholders of record of Mirant as of December 3, 2010. The Court finds that Notice has been provided to the Class consistent with the procedures authorized in the Court's prior orders regarding notice to the class. The Court finds that the Notice provided pursuant to these Court-approved procedures constituted the best notice practicable under the circumstances, and that said Notice fully satisfied the requirements of Georgia Rule of Civil Procedure 23, the requirements of due process, and any other applicable law.

G. Release. Any claims, demands, rights, actions, causes of action, liabilities, damages, losses, obligations, judgments, duties, suits, costs, expenses, matters, and issues, known or unknown, contingent or absolute, suspected or unsuspected, disclosed or undisclosed, liquidated or unliquidated, matured or unmatured, accrued or unaccrued, apparent or unapparent, that have been, could have been, or in the future can or might be asserted in any court, tribunal or proceeding, (including but not limited to any claims arising under federal, state, foreign or common law, including the federal securities laws and any state disclosure law), by or on behalf of Plaintiffs or any member of the Class, whether individual, direct, class, derivative, representative, legal, equitable, or any other type or in any other capacity (collectively, the "Releasing Persons") against Thomas W. Cason, A.D. Correll, Terry G. Dallas, Thomas H. Johnson, John T. Miller, Edward R. Muller, Robert C. Murray, John M. Quain and William L. Thacker, Mirant or RRI or any of their families, parent entities, controlling persons, associates,

affiliates or subsidiaries and each and all of their respective past or present officers, directors, stockholders, principals, representatives, employees, attorneys, financial or investment advisors, consultants, accountants, investment bankers, commercial bankers, entities providing fairness opinions, underwriters, brokers, dealers, advisors or agents, heirs, executors, trustees, general or limited partners or partnerships, limited liability companies, members, joint ventures, personal or legal representatives, estates, administrators, predecessors, successors or assigns (collectively, the “Released Persons”) which have arisen, could have arisen, arise now or hereafter may arise out of or relate in any manner to the acts, events, facts, matters, transactions, occurrences, statements, representations, misrepresentations or omissions or any other matter whatsoever set forth in or otherwise related, directly or indirectly, to the allegations in the Actions, the S-4, the Merger Agreement (and the process leading thereto), and the transactions contemplated therein, including without limitation any disclosures, non-disclosures, or public statements made in connection therewith (including the adequacy and completeness of such disclosures) (collectively, the “Settled Claims”) are hereby fully, finally, and forever compromised, settled, extinguished, dismissed, discharged and released with prejudice by the Releasing Parties; provided, however, that the Settled Claims shall not include any claims to enforce the Settlement, or to any claims under the federal securities laws that do not in any respect arise out of, or do not relate in any manner to, the acts, events, facts, matters, transactions, occurrences, statements, or representations, or any other matter whatsoever set forth in or otherwise related, directly or indirectly, to the allegations in the Actions, the Merger Agreement (and the process leading thereto, including the events described in the Background section of the S-4), the transactions contemplated therein, or disclosures made in connection therewith (including the adequacy and completeness of such disclosures).

H. Injunction. As of the date of this Order, the Releasing Parties are forever enjoined and barred from commencing, asserting, or pursuing in any way, the Settled Claims. Thus, Releasing Parties subject to the settlement may not commence, participate in, or benefit from the pursuit of any causes of action, claims, damages, equitable, legal, or administrative relief, interest, demands, and rights, including, without limitation, claims for mental anguish, whether based on foreign, federal, state, or local law, statute, ordinance, regulation, contract, common law, or any other source, that have been, could have been, may be or could be alleged or asserted now or in the future by Plaintiffs or any Releasing Party against the Released Parties or any of them in the Action or in any other court action or before any administrative body, tribunal, arbitration panel, or other adjudicatory body, on the basis of, connected with, arising out of, or related to, in whole or in part, the Settled Claims.

I. Consummation of Settlement. The Parties are directed hereby to consummate the Settlement in accordance with the terms and conditions set forth in the Stipulation; and the Clerk of Court is directed to enter and docket this Final Order and Judgment in the Action.

J. Attorneys' Fees. Plaintiffs' counsel are awarded Attorneys' Fees in the amount of \$ 555,584.74, inclusive of expenses, which sum the Court finds to be fair and reasonable. Defendants shall cause such amount to be paid in accordance with, and subject to, the terms of the Stipulation.

K. Retention of Jurisdiction. The Court has jurisdiction to enter this Final Order and Judgment. Without in any way affecting the finality of this Final Order and Judgment, this Court expressly retains jurisdiction as to all matters relating to the administration, consummation, enforcement and interpretation of the Stipulation and of this Final Order and Judgment, and for any other necessary purpose, including, without limitation: (a) enforcing the terms and

conditions of the Stipulation and resolving any disputes, claims or causes of action that, in whole or in part, are related to or arise out of the Stipulation and this Final Order and Judgment (including, without limitation, whether a person or entity is or is not a Class Member; whether claims or causes of action are or are not barred by this Final Order and Judgment, etc.); (b) entering such additional orders as may be necessary or appropriate to protect or effectuate this Final Order and Judgment or to ensure the fair and orderly administration of this settlement; and (c) entering any other necessary or appropriate orders to protect and effectuate this Court's retention of continuing jurisdiction; provided, however, that nothing in this paragraph is intended to restrict the ability of the Parties to exercise their rights under the Stipulation.

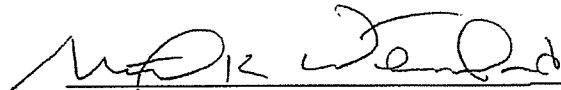
L. No Admissions. Neither this Final Order and Judgment nor the Stipulation (nor any other document referred to herein) nor any action taken to carry out this Final Order and Judgment) is, may be construed as, or may be used as an admission, concession or declaration by or against the Defendants of any fault, wrongdoing, breach or liability. Nor shall the Order be construed or used as an admission, concession or declaration by or against Plaintiffs or the Class Members that their claims lack merit or that the relief requested in the complaints is or was inappropriate, improper or unavailable, or as a waiver by any party of any defenses or claims, he, she or it may have. Entering into or carrying out the Stipulation, and any negotiations or proceedings related to it, shall not in any event be construed as, or deemed evidence of, an admission or concession as to the Defendants' denials or defenses and shall not be offered or received in evidence in any action or proceeding against any Released Party (as defined in the Stipulation) in any court, administrative agency or other tribunal for any purpose whatsoever, except as evidence of the settlement or to enforce the provisions of this Final Order and Judgment and the Stipulation; provided, however, that this Final Order and Judgment and the

Stipulation may be filed in any action against or by the Defendants or other Released Parties to support a defense of *res judicata*, collateral estoppel, release, waiver, good-faith settlement, judgment bar or reduction, full faith and credit, or any other theory of claim preclusion, issue preclusion or similar defense or counterclaim.

M. Conduct of Litigation. The Court finds that during the course of the Litigation, the Settling Parties and their respective counsel at all times complied with the requirements of Georgia Rules of Civil Procedure, Uniform Superior Court Rules, and all other applicable rules and statutes.

N. Dismissal on Merits. All of the claims asserted in the Action on behalf of the Class against all Defendants are dismissed on the merits with prejudice against Plaintiffs and all Class Members, without costs (except as provided above with respect to Attorneys' Fees).

The above is Hereby Ordered and Entered this 15th day of April, 2011.



MELVIN K. WESTMORELAND, Senior Judge
Superior Court of Fulton County
Atlanta Judicial Circuit

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