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**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

IN RE HUMANIGEN, INC.
SECURITIES LITIGATION

Case No. 2:22-cv-05258-WJM-AME

**PLAINTIFFS' REPLY BRIEF IN
FURTHER SUPPORT OF MOTION
FOR FINAL APPROVAL OF
SETTLEMENT AND MOTION FOR
AWARD OF ATTORNEYS' FEES,
REIMBURSEMENT OF
LITIGATION EXPENSES, AND
COMPENSATORY AWARDS TO
PLAINTIFFS**

Co-Lead Plaintiffs Dr. Scott Greenbaum and Joshua Mailey, and Plaintiff Alejandro Pieroni (collectively, “Plaintiffs”), respectfully request that the Court grant the pending motions for (1) final approval of the settlement and (2) an award of attorneys’ fees, reimbursement of litigation expenses, and compensatory awards to Plaintiffs.¹ Dkt. Nos. 72-73. The Settlement, if approved, will recover \$3,000,000 for the Class and resolve a litigation that has endured for almost two years.

In accordance with the Court’s Preliminary Approval Order, the Claims Administrator completed mailing copies of the Postcard Notice to potential Settlement Class Members and their nominees. Dkt. No. 72-5 (Declaration of Ann Cavanaugh, dated July 26, 2024) ¶¶ 10, 12. Since then, over 78,500 Postcard Notices have been disseminated to potential members of the Settlement Class or their nominees. *Id.* ¶ 10. In addition, the Summary Notice was published via national newswire on November 29, 2023, and copies of the Notice, Claim Form, Amended Complaint, Stipulation, Preliminary Approval Order, along with other relevant Court documents have been posted to the website established for the Action. *Id.* ¶¶ 11-12.

¹ Unless otherwise stated or defined, all capitalized terms used herein have the meanings provided in the Stipulation of Settlement (the “Stipulation”), dated September 22, 2023 (Dkt. No. 44). All internal quotations and citations are omitted unless otherwise noted.

The August 6, 2024 deadline for filing objections and submitting requests for exclusion has now passed and not a single Settlement Class Member has objected to the proposed Settlement and only four exclusion requests have been received. *See* Supplemental Declaration of Ann Cavanaugh Regarding Settlement Class Notice and Report on Objections and Requests for Exclusion Received, dated August 8, 2024, ¶¶ 6-7 (filed herewith). The Third Circuit instructs district courts to consider the “reaction of the class to the settlement.” *Girsh v. Jepsen*, 521 F.2d 153, 157 (3d Cir. 1975). The absence of any objections to the motions after an extensive notice program strongly indicates that the Class supports the Settlement and the Plan of Allocation, and weighs in favor of approval. *See In re Cendant Corp. Litig.*, 264 F.3d 201, 235 (3d Cir. 2001) (“The vast disparity between the number of potential class members who received notice of the Settlement and the number of objectors creates a strong presumption that this factor weighs in favor of the Settlement ...”); *Bell Atl. Corp. v. Bolger*, 2 F.3d 1304, 1313-14 (3d Cir. 1993) (finding that 30 objectors out of numerous shareholders was “an infinitesimal number”).

The fact that only four exclusion requests were received also supports approval. *See Whiteley v. Zynerva Pharms., Inc.*, No. CV 19-4959, 2021 WL 4206696, at *6 (E.D. Pa. Sept. 16, 2021) (granting approval where “[n]o members filed any objections, and only two members filed requests for exclusion. Thus, this factor weighs in favor of approval”); *see also In re NFL Players Concussion Injury*

Litig., 821 F.3d 410, 438 (3d Cir. 2016) (receiving objections and requests for exclusion from one percent of class members favors settlement approval).

The absence of any objections also strongly supports the requested awards of attorneys' fees and expenses, along with the requested awards to Plaintiffs pursuant to 15 U.S.C. § 78u-4(a)(4), which are fully consistent with the Court-approved Notice. *See In re Rite Aid Corp. Sec. Litig.*, 396 F.3d 294, 305 (3d Cir. 2005) (finding that only two objections out of thousands of notified class members supported approval of the requested fees, particularly when the class included ““sophisticated’ institutional investors that had considerable financial incentive to object had they believed the requested fees were excessive”); *Gunter v. Ridgewood Energy Corp.*, 223 F.3d 190, 195 n.1 (3d Cir. 2000) (when assessing fee requests, courts consider “the presence or absence of substantial objections by members of the class to the settlement terms and/or [the] fees requested by counsel”); *Reinhart v. Lucent Techs., Inc. (In re Lucent Techs., Inc., Sec. Litig.)*, 327 F. Supp. 2d 426, 435 (D.N.J. 2004) (approving fee over nine objections, stating that “the lack of a significant number of objections is strong evidence that the fees request is reasonable”).

Based on the entire record herein, Plaintiffs respectfully request that the Court

- (i) grant the motion for final approval of the Settlement and the Plan of Allocation;
- (ii) award attorneys' fees of 25% of the Settlement Amount (\$750,000.00) and payment of litigation expenses of \$75,000.00, plus interest on both amounts at the

same rate and for the same period as earned by the Settlement Fund; and (iii) award each of the three Plaintiffs \$7,500 (\$22,500 in total) in connection with their representation of the Class pursuant to 15 U.S.C. § 78u-4(a)(4).²

Dated: August 13, 2024

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² A revised proposed order granting final approval with the names of the individuals and/or entities seeking exclusion is attached hereto. Plaintiffs also previously submitted a [Proposed] Order Granting Plaintiffs' Motion for Attorneys' Fees, Reimbursement of Litigation Expenses, and Compensatory Awards to Plaintiffs (Dkt. No. 72-9).

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*Attorneys for Plaintiffs and
the Class*

-and-

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Alejandro Pieroni*

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

IN RE HUMANIGEN, INC.
SECURITIES LITIGATION

Case No. 2:22-cv-05258-WJM-AME

**SUPPLEMENTAL DECLARATION OF
ANN CAVANAUGH REGARDING
SETTLEMENT CLASS NOTICE AND
REPORT ON OBJECTIONS AND
REQUESTS FOR EXCLUSION
RECEIVED**

I, ANN CAVANAUGH, hereby declare under penalty of perjury as follows:

1. I am a Project Manager of A.B. Data, Ltd.'s Class Action Administration Company ("A.B. Data"). Pursuant to its Order Granting Preliminary Approval of Settlement dated November 8, 2023 (ECF No. 48, the "Preliminary Approval Order"), the court approved the retention of A.B. Data as the Claims Administrator for the above captioned action (the "Action").¹

2. I submit this Declaration to supplement my previously filed declaration, the Declaration of Ann Cavanaugh Regarding Settlement Class Notice and Report on Objections and Requests for Exclusion Received, dated July 26, 2024 (ECF No. 72-5, the "Initial Mailing Declaration"). The following statements are based on my personal knowledge and information provided by other A.B. Data employees working under my supervision, and if called on to do so, I could and would testify competently thereto.

UPDATE ON MAILING OF THE POSTCARD NOTICE

3. As more fully stated in my Initial Mailing Declaration, as of July 26, 2024, A.B. Data had mailed a total of 78,625 Postcard Notices to potential members of the Settlement Class or their nominees. Since the date of the Initial Mailing Declaration, A.B. Data has not mailed any

¹ Unless otherwise defined in this Declaration, all capitalized terms have the meaning set forth in the Stipulation of Settlement dated September 22, 2023 (the "Stipulation"). ECF No. 44.

additional Postcard Notices.

UPDATE ON WEBSITE

4. On November 22, 2023, A.B. Data established a website designated for the Action (www.HumanigenSecuritiesLitigation.com). The website includes information regarding the Action and the proposed Settlement, including the exclusion, objection, and claim filing deadlines, and the date, time, and location of the Court's Settlement Hearing. Copies of the Notice of Pendency and Proposed Settlement of Class Action (the "Long-Form Notice"), the Proof of Claim and Release, the Stipulation, the Preliminary Approval Order, and other documents related to the Action are posted on the website and are available for downloading. In addition, the website includes the ability to file a claim online and a link to a document with detailed instructions for Settlement Class Members submitting their claims electronically. Further, the website has contact information for A.B. Data and Lead Counsel, including a toll-free telephone number, that Settlement Class Members can use to obtain additional information. The website is accessible 24 hours per day, 7 days a week.

UPDATE ON TOLL-FREE TELEPHONE LINE

5. On November 22, 2023, A.B. Data established and continues to maintain a case-specific, toll-free telephone helpline, 1-877-354-3785, with an interactive voice response system and live operators, to accommodate potential Settlement Class Members with questions about the Action. Callers requiring further help have had the option to be transferred to a live operator during business hours.

UPDATE ON OBJECTIONS AND REQUESTS FOR EXCLUSION

6. The Long-Form Notice informed potential Settlement Class Members that requests for exclusion from the Settlement Class are to be mailed to the Claims Administrator postmarked no later than February 8, 2024. Pursuant to the Court's June 14, 2024, Order (ECF No. 71, the

“Text Order”), the deadline to submit a request for exclusion was extended to August 6, 2024. The Long-Form Notice set forth the information that was required to be included in each request for exclusion. As of the date of this Declaration, A.B. Data has received four requests for exclusion covering eight individual investors and 142,500 shares. A summary of the requests along with redacted copies of each request are attached hereto as Exhibit A.

7. According to the Long-Form Notice, Settlement Class Members seeking to object to the proposed Settlement are required to submit their objection in writing such that the request is received by the Parties and filed with the Court no later than February 8, 2024. Per the Text Order the deadline was extended to August 6, 2024. Although Settlement Class Members were not required to send objections to A.B. Data, A.B. Data has not received any misdirected objections.

CLAIMS RECEIVED TO DATE

8. Pursuant to the Preliminary Approval Order, Claims were to be submitted no later than March 7, 2024. As of the date of this Declaration, A.B. Data has received 24,594 Claims. A.B. Data is currently validating the Claims submitted. During the claims administration process, A.B. Data will review and process all Claims received, will provide Claimants with an opportunity to cure any deficiency or request judicial review of the denial of their Claims, if applicable, and will ultimately mail or wire Authorized Claimants their *pro rata* share of the Net Settlement Fund, as calculated under the Plan of Allocation.

I declare, under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct to the best of my knowledge.

Executed on August 08, 2024.


ANN CAVANAUGH

EXHIBIT A

In re Humanigen, Inc. Securities Litigation, Case No. 2:22-cv-05258-WJM-AME

Exclusion Report

Exclusion Number	Name	Postmark Date	Share Total
1.	Rob Schaefer	01/10/2024	NA
2.	Charles Caston	02/01/2024	13,500
3.	John D. Johnston	02/08/2024	34,000
3a.	Trudy J. Johnston	02/08/2024	Shares included in total for John D. Johnston.
3b.	Estate of Joyce N. Johnston	02/08/2024	Shares included in total for John D. Johnston.
4.	John and Lisa Nixon Family Trust	02/08/2024	40,000
4a.	Lisa L. Nixon	02/08/2024	35,000
4b.	Norma Jane Holt	02/08/2024	20,000

Exclusion 1

Postmarked January 10, 2024



From: [Redacted]
Sent: Wednesday, January 10, 2024 10:52 AM
To: info@humanigensecuritieslitigation.com
Subject: Written Request for Exclusion

EXTERNAL SENDER

Dear Humanigen Suers,

While I agree that the people behind Humanigen should pay for deceiving shareholders and basically stealing from them, I have to disagree with settling for the pittance that is \$3M, around 4 cents a share. Please consider this my written request for exclusion from the lawsuit.

Thanks,
Rob Schaefer



Exclusion 2

Postmarked February 01, 2024

January 29, 2024

HUMANIGEN, INC. SECURITIES LITIGATION

EXCLUSIONS

c/o A.B. Data, Ltd.

P.O. Box 173001

Milwaukee, WI 53217

I, Charles Caston, wish to exclude myself from the Settlement Class. My address is [REDACTED]

[REDACTED] My Humanigen

transactions between May 16, 2020 and July 12, 2022, inclusive are :

Date	Shares	Total Cost	Per Share
03/31/2022	200	\$ 602.00	\$ 3.01
03/21/2022	112	\$ 418.88	\$ 3.74
12/21/2021	788	\$ 3,015.75	\$ 3.83
11/19/2021	500	\$ 3,037.50	\$ 6.08
11/16/2021	600	\$ 4,050.00	\$ 6.75
11/15/2021	91	\$ 567.84	\$ 6.24
11/15/2021	300	\$ 1,871.91	\$ 6.24
11/15/2021	9	\$ 56.07	\$ 6.23
10/25/2021	1000	\$ 6,709.00	\$ 6.71
09/09/2021	1000	\$ 6,030.00	\$ 6.03
09/08/2021	300	\$ 4,524.00	\$ 15.08
09/07/2021	300	\$ 4,668.00	\$ 15.56
09/07/2021	200	\$ 3,184.00	\$ 15.92
09/03/2021	200	\$ 3,186.00	\$ 15.93
09/03/2021	99	\$ 1,585.00	\$ 16.01
09/03/2021	201	\$ 3,220.02	\$ 16.02
08/30/2021	200	\$ 3,350.00	\$ 16.75
08/30/2021	300	\$ 5,163.00	\$ 17.21
08/27/2021	300	\$ 5,223.00	\$ 17.41
08/26/2021	300	\$ 5,331.00	\$ 17.77
08/19/2021	200	\$ 3,020.00	\$ 15.10
08/16/2021	400	\$ 6,452.00	\$ 16.13
08/11/2021	300	\$ 5,079.00	\$ 16.93

1/2

08/10/2021	500	\$	9,000.00	\$	18.00
08/06/2021	99	\$	1,556.28	\$	15.72
08/06/2021	1	\$	15.72	\$	15.72
08/06/2021	100	\$	1,581.00	\$	15.81
08/04/2021	100	\$	1,606.99	\$	16.07
07/30/2021	200	\$	3,202.00	\$	16.01
07/26/2021	300	\$	4,893.00	\$	16.31
	800	\$	1,424.00	\$	1.78
7/1/2022	1400	\$	2,828.00	\$	2.02
7/2/2022	1000	\$	2,030.00	\$	2.03
	100	\$	309.00	\$	3.09
3/30/2022	300	\$	753.00	\$	2.51
3/15/2022	500	\$	3,029.60	\$	6.06
12/3/2021	200	\$	3,242.00	\$	16.21
7/26/2021					
Total	13,500		\$ 115,814.56		

Sincerely yours,



Charles Caston

PAID
C 20005



CERTIFIED MAIL®

UNITED STATES
POSTAL SERVICE
RDC 99



U.S. POSTAGE
FCM LETTER
WASHINGTON, D.C.
FEB 01, 2024

\$8.73
R2303S100586-77

HUMANIGEN, INC. SECURITIES LITIGATION

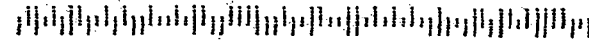
EXCLUSIONS

C/o A.B. DATA, LTD

PO BOX 173001

MILWAUKEE, WI 53217

53217-801201



Exclusion 3

Postmarked February 08, 2024

Humanigen, Inc. Security Litigation Exclusions

c/o A.B. Data, Ltd

P.O. Box 173001

Milwaukee, WI 53217

Ref: exclusions from Humanigen Class Action Suit Case No. 2:22-cv-05258-WJM-
AME

Dear Sir/Mam

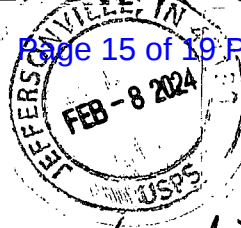
My name is John D. Johnston and I live at [REDACTED]
along with my wife Trudy J. Johnston Same address and the Estate of the late
Joyce N. Johnston Estate would like for our approximately 34,000 shares be
excluded from the above designated settlement. Our shares are being held in
accounts at RW Baird and Wells Fargo Advisors.

We trust that the information being provided is sufficient for this exclusion,
however should you have any questions, do not hesitate to contact me.

Sincerely

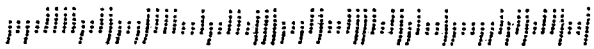
John D. Johnston

[REDACTED]



HUMANIGEN, INC Security Litigation EXCUSE
C/O A.B. DATA, LLC
P.O. Box 173001
MILWAUKEE, WI 53217

5321786012 6050



Exclusion 4

Postmarked February 08, 2024

2/7/2024

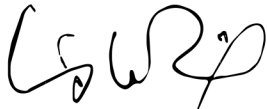
Humanigen, Inc. Securities Litigation
Exclusions
c/o A.B. Data
P.O. Box 173001
Milwaukee, WI 53217

Our Family Members wish to be excluded from the settlement:

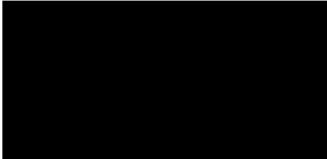
Norma Jane Holt holding 20,000 shares of Humanigen in the Norma Jane Holt 1999 Trust

Lisa L. Nixon holding 35,000 shares of Humanigen in the Lisa L. Nixon Sep IRA

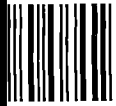
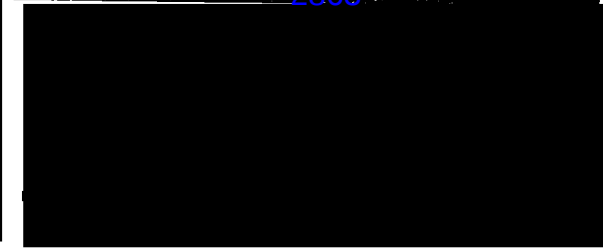
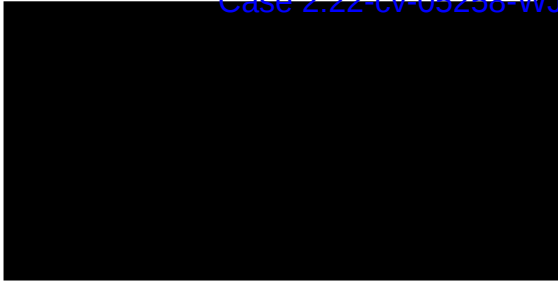
John and Lisa Nixon previously held 40,000 shares of Humanigen in the John and Lisa Nixon Family Trust.



Lisa L. Nixon, Attorney at Law



CERTIFIED MAIL



53217

U.S. POSTAGE PAID
FCM LETTER
YREKA, CA 96097
FEB 08, 2024



\$8.05

R2307M152496-8

RETURN RECEIPT
REQUESTED

HUMANIGEN Inc. Securities Litigation Exclusions

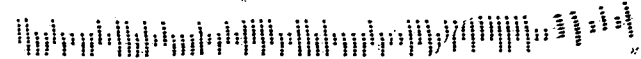
c/o A.B. DATA

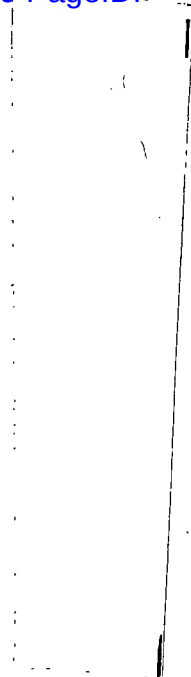
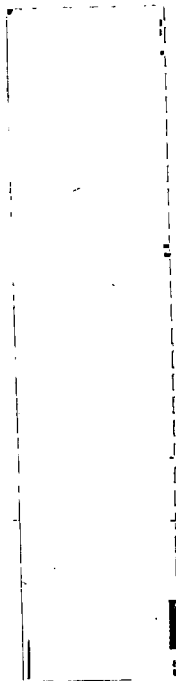
P.O. Box 173001

MILWAUKEE WI 53217

RETURN RECEIPT
REQUESTED

5321738012 8050





PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT
OF THE RETURN ADDRESS FOLD AT DOTTED LINE

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

IN RE HUMANIGEN, INC.
SECURITIES LITIGATION

Case No. 2:22-cv-05258-WJM-AME

**[PROPOSED] FINAL JUDGMENT
AND ORDER OF DISMISSAL
WITH PREJUDICE**

WHEREAS, a consolidated class action is pending before the Court entitled *In re Humanigen, Inc. Securities Litigation*, No. 2:22-cv-05258-WJM-AME (D.N.J.);

WHEREAS, (a) Lead Plaintiffs Dr. Scott Greenbaum and Joshua Mailey together with Plaintiff Alejandro Pieroni, individually and on behalf of the Settlement Class (“Plaintiffs”), and (b) defendants Humanigen, Inc. (“Humanigen”), Cameron Durrant, and Dale Chappell (collectively, “Defendants”; and together with the Plaintiffs, the “Parties”) have determined to settle all claims asserted against Defendants in this Litigation with prejudice on the terms and conditions set forth in the Stipulation of Settlement dated September 22, 2023 (the “Stipulation”) subject to the approval of this Court (the “Settlement”);

WHEREAS, this matter came before the Court for hearing pursuant to an Order of this Court, dated _____, on the application of the Plaintiffs and the Defendants for approval of the Settlement set forth in the Stipulation;

(A) Pursuant to the Preliminary Approval Order entered on _____ this Court scheduled a Settlement Hearing for _____, at _____.m., to determine, *inter alia*, whether the proposed Settlement, Plan of Allocation, and requests for Lead Counsel’s fees and expenses and requests for Compensatory Awards to Lead Plaintiffs Dr. Scott Greenbaum and Joshua Mailey and Plaintiff Alejandro Pieroni are fair, reasonable, and adequate, and should be approved by the Court (the “Settlement Hearing”);

(B) The Court has received affidavit(s) and/or declaration(s) attesting to compliance with the terms of the Preliminary Approval Order, including the mailing of the Notice and publication of the Summary Notice;

(C) The Court has received no objections and four requests for exclusion to the proposed Settlement and Plan of Allocation;

(D) Due to adequate notice having been given to the Settlement Class as required by the Preliminary Approval Order, and the Court having held a Settlement Hearing on _____, and the Court having considered all papers filed and proceedings in this Litigation and otherwise being fully informed of the matters

herein, and for the reasons stated on the record on _____ and set forth in more detail in the Court’s written opinion, and good cause appearing,

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:

1. The provisions of the Stipulation, including definitions of the terms used therein, the Notice, the Summary Notice, and the Postcard Notice, are hereby incorporated by reference as though fully set forth herein. All capitalized terms used herein have the meanings set forth and defined in the Stipulation.

2. This Court has jurisdiction over the subject matter of this Litigation and over all parties to this Litigation, including all Settlement Class Members.

3. Plaintiffs and all Settlement Class Members (except those who requested exclusion, if any) are bound by this Order and Final Judgment (the “Judgment”).

4. The Court finds that the Plaintiffs and Lead Counsel have fairly and adequately represented the Settlement Class both in terms of litigating the Action and for purposes of entering into and implementing the Settlement and have satisfied the requirements of Federal Rules of Civil Procedure 23(a)(4) and 23(g), respectively.

5. This Court finds that the distribution of the Notice and the publication of the Summary Notice, and the notice methodology, all of which were implemented

in accordance with the terms of the Stipulation and the Court's Preliminary Approval Order:

(a) Constituted the best practicable notice to Settlement Class Members under the circumstances of this Litigation;

(b) Were reasonably calculated, under the circumstances, to apprise Settlement Class Members of: (i) the proposed Settlement of this Litigation; (ii) their right to exclude themselves from the Settlement Class; (iii) their right to object to any aspect of the proposed Settlement; (iv) their right to appear at the Settlement Hearing, either on their own or through counsel hired at their own expense, if they did not exclude themselves from the Settlement Class; and (v) the binding effect of the proceedings, rulings, orders, and judgments in this Litigation, whether favorable or unfavorable, on all persons not excluded from the Settlement Class;

(c) Were reasonable, fair, and constituted due, adequate, and sufficient notice to all persons entitled to be provided with notice; and

(d) Fully satisfied all applicable requirements of the Federal Rules of Civil Procedure (including Rules 23(c) and (d)), the United States Constitution (including the Due Process Clause), the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(7), the Private Securities Litigation Reform Act of 1995, the Rules of Court, and any other applicable law.

6. The terms and provisions of the Stipulation were negotiated by the parties at arm's length and were entered into by the parties in good faith.

7. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, the Court finds that the Settlement set forth in the Stipulation is fair, reasonable, and adequate as to all members of the Settlement Class, and in the best interests of the Settlement Class taking into account, *inter alia*, the benefits to the Settlement Class; the complexity, expense, and possible duration of further litigation; the risks of establishing liability and damages; and the costs of continued litigation.

8. The Settlement set forth in the Stipulation is hereby finally approved as fair, reasonable and adequate in all respects, in accordance with the terms and provisions therein, and the Plaintiffs and the Settlement Class Members, and all and each of them, are hereby bound by the terms of the Settlement as set forth in the Stipulation.

9. The Plan of Allocation, as described in the Notice, is hereby approved as fair, reasonable and adequate. Any order, proceeding, appeal, modification or change relating to the Plan of Allocation or the Fee and Expense Award shall in no way disturb or affect the finality of this Judgment, and shall be considered separate from this Judgment.

10. Upon the Effective Date, Plaintiffs and the Settlement Class Members shall be deemed to have, and by operation of the Judgment entered in the Litigation

shall have, fully, finally, and forever released, relinquished and discharged any and all Released Plaintiffs' Claims against each and every one of the Released Persons, and shall forever be barred and enjoined, without the necessity of any of the Released Persons posting a bond, from commencing, instituting, prosecuting, or maintaining any of the Released Plaintiffs' Claims.

11. Upon the Effective Date, Defendants, on behalf of themselves, and their heirs, executors, trustees, administrators, predecessors, successors, and assigns, for good and valuable consideration the receipt and adequacy of which is hereby acknowledged, shall fully, finally, and forever release, relinquish, and discharge any and all Released Defendants' Claims against each and every one of Plaintiffs, and shall forever be barred and enjoined, without the necessity of any of the Plaintiffs, posting a bond, from commencing, instituting, prosecuting, or maintaining any of the Released Defendants' Claims against any of the Plaintiffs.

12. Plaintiffs and all Settlement Class Members are hereby forever barred and enjoined from prosecuting the Released Plaintiffs' Claims against the Released Persons.

13. In accordance with 15 U.S.C. § 78u-4(f)(7), claims for contribution arising out of any Released Plaintiffs' Claim, including, but not limited to, any claims that arise out of the Litigation (i) by any Person against a Released Person, and (ii) by any Released Person against any Person other than as set out in 15 U.S.C.

§ 78u-4(f)(7)(A)(ii) are hereby permanently barred, extinguished, discharged, satisfied, and unenforceable.

14. Any plan of allocation submitted by Lead Counsel or any other order entered regarding the attorneys' fee and expense application shall in no way disturb or affect this Judgment and shall be considered separate from this Judgment.

15. Neither the Stipulation nor the Settlement contained therein, nor any act performed or document executed pursuant to or in furtherance of the Stipulation or the Settlement: (a) is or may be deemed to be or may be used as an admission of, or evidence of, the validity of any Released Claims, or of any wrongdoing or liability of the Defendants; or (b) is or may be deemed to be or may be used as an admission of, or evidence of, any fault or omission of any of the Defendants in any civil, criminal, or administrative proceeding in any court, administrative agency or other tribunal. Defendants may file the Stipulation and/or this Judgment in any other action that may be brought against them in order to support a defense or counterclaim based on principles of *res judicata*, collateral estoppel, release, good faith settlement, judgment bar or reduction or any other theory of claim preclusion or similar defense or counterclaim.

16. Without affecting the finality of this Judgment in any way, this Court hereby retains continuing jurisdiction over (a) implementation of this Settlement and any award or distribution of the Settlement Fund, including interest earned thereon;

(b) disposition of the Settlement Fund; (c) hearing and determining applications for attorneys' fees and expenses in the Class Action; and (d) all parties hereto for the purpose of construing, enforcing, and administering the Stipulation.

17. Without further approval from the Court, Plaintiffs and Defendants are hereby authorized to agree to and adopt such amendments or modifications of the Stipulation or any exhibits attached thereto to effectuate the Settlement that: (a) are not materially inconsistent with this Judgment; and (b) do not materially limit the rights of Settlement Class Members in connection with the Settlement. Without further order of the Court, Plaintiffs and Defendants may agree to reasonable extensions of time to carry out any provisions of the Settlement.

18. The Court finds that during the course of the Litigation, Plaintiffs and Defendants, and their respective counsel at all times complied with the requirements of Federal Rule of Civil Procedure 11.

19. In the event that the Settlement does not become effective in accordance with the terms of the Stipulation or the Effective Date does not occur, or in the event that the Settlement Fund, or any portion thereof, is returned to the Defendants, then this Judgment shall be rendered null and void to the extent provided by and in accordance with the Stipulation and shall be vacated and, in such event, all orders entered and releases delivered in connection herewith shall be null and void to the extent provided by and in accordance with the Stipulation.

20. This Litigation is dismissed with prejudice. The parties are to bear their own costs, except as otherwise provided in the Stipulation or this Judgment.

21. The provisions of this Judgment constitute a full and complete adjudication of the matters considered and adjudged herein, and the Court determines that there is no just reason for delay in the entry of this Judgment. The Clerk is hereby directed to immediately enter this Judgment.

SO ORDERED in the District of New Jersey on _____, 202__.

THE HON. WILLIAM J. MARTINI
UNITED STATES DISTRICT JUDGE

EXHIBIT A

1. Rob Schaefer
2. Charles Caston
3. John D. Johnston; Trudy J. Johnston; Estate of Joyce N. Johnston
4. John and Lisa Nixon Family Trust; Lisa L. Nixon; Norma Jane Holt