

STATE OF VERMONT

SUPERIOR COURT
Orange County

CIVIL DIVISION
Docket No.: 201-11-04 Occv

ALFRED T. WRIGHT, on behalf of)
himself and all others similarly situated)
v.)
HONEYWELL INTERNATIONAL INC.)

[PROPOSED] ORDER GRANTING
PRELIMINARY APPROVAL

WHEREAS, Plaintiffs in the above-captioned matter (“Plaintiffs”) and Defendant Honeywell International Inc. (“Defendant” or “Honeywell”) have reached a proposed class action settlement, the terms of which are embodied in the Settlement Agreement dated November 8, 2013 (the “Settlement” or “Settlement Agreement”) which was filed with the Court in conjunction with Plaintiffs’ Motion for Preliminary Approval of Class Action Settlement (the “Motion”);

WHEREAS, Plaintiffs, through their attorneys, have applied to the Court pursuant to Vermont Rule of Civil Procedure 23, for an order granting preliminary approval of the parties’ proposed Settlement, approval of the notice to be sent to the Class, and a date for the final approval hearing;

NOW, THEREFORE, the Court, having considered the Settlement Agreement, the Motion, and all accompanying documents filed therewith, and the parties having consented to the entry of this order, AND GOOD CAUSE APPEARING,

IT IS HEREBY ORDERED as follows:

1. The Settlement Agreement dated November 8, 2013 is preliminarily approved as being within the range of potential final approval.
2. The Court, for purposes of this Order, adopts and incorporates the recitals and definitions set forth in the Settlement Agreement.



3. The Court approves the joint administration of the settlement claims process, including the distribution of notice and settlement funds, subject to the Superior Court for the State of California, County of San Francisco's approval of the joint administration of the Settlement and preliminary approval of the Settlement.

4. The Court directs that Rust Consulting, Inc. and Kinsella Media (collectively "Rust") be appointed as the Claims Administrator for purposes of carrying out the notice and settlement administration process pursuant to the terms set forth in the Settlement Agreement.

5. The Court directs that Huntington National Bank be appointed the Escrow Agent for the purposes of escrowing the Settlement Funds and making any disbursements thereof pursuant to the terms set forth in the Settlement Agreement.

6. Consistent with the Plan of Distribution set forth in the Settlement attached hereto as Exhibit 1 and subject to the Superior Court for the State of California, County of San Francisco's preliminary approval of the Settlement in *Roos v. Honeywell*, Case No. CGC 04-436205 if not previously approved, the Court directs the Claims Administrator to provide Class members with notice of the class determination and the proposed Settlement as follows:

(a) No later than thirty (30) days after the Superior Court for the State of California, County of San Francisco Case (Case No. CGC 04-0436205), styled as *Joel I. Roos and Tom Santos v. Honeywell International Inc.*, grants preliminary approval of settlement a copy of the Vermont Short Form Notice substantially in the form attached as Exhibit H to the Settlement Agreement, shall be disseminated in substantially the manner set forth in Exhibit I to the Settlement Agreement. The Short Form Notice is attached hereto as Exhibit 2

(b) No later than thirty (30) days after the Superior Court for the State of California, County of San Francisco, grants preliminary approval of settlement in *Joel I. Roos and Tom Santos v. Honeywell International Inc.*, (Case No. CGC 04-0436205),

Plaintiffs shall establish a Settlement Website at www.roundthermostats.com, which shall contain the Settlement Agreement, the Long Form Notice of Pendency and Proposed Settlement of Class Action (the "Long Form Notice"), substantially in the form attached as Exhibit G to the Settlement Agreement, and any other forms necessary for a class member to file a claim. This information shall remain available on the Settlement Website until a date consistent with any period established by the California Superior Court for the availability of such information. The Long Form Notice is attached hereto as Exhibit 3.

(c) No later than thirty (30) days after the Superior Court for the State of California, County of San Francisco, grants preliminary approval of settlement in *Joel I. Roos and Tom Santos v. Honeywell International, Inc.*, (Case No. CGC 04-0436205), Plaintiffs shall cause all other forms of notice set forth in Exhibit I to the Settlement Agreement to be initiated. The Vermont Notice Dissemination Plan is attached hereto as Exhibit 4.

(d) Prior to the Final Settlement Hearing, Plaintiffs shall file proof, by affidavit, of such publication and dissemination.

(e) At or prior to the Final Approval Hearing, Plaintiffs' counsel shall cause to be filed with the Clerk of the Court proof of notice in conformity with this Order.

7. The Court finds that the manner and content of the proposed notice will provide the best notice practicable under the circumstances and fully satisfies the requirements of the Vermont Rules of Civil Procedure, and due process requirements. The Court therefore approves the proposed Class Notice, including the Short Form Notice and the Long Form Notice.

8. A Final Approval Hearing shall be held at the Vermont Superior Court, Civil Division, Orange Unit. For efficiency purposes, and in order to coordinate with the California action, the date for the Final Approval Hearing will be set by supplemental order to be filed within seven (7) days of the California Court's order granting preliminary approval.

a. To determine whether the proposed Settlement of the Action on the terms and conditions provided for in the Settlement Agreement, including the payment of attorney's fees and incentive awards, is fair, just, reasonable and adequate, whether it should be approved by the Court, and whether Final Judgment is to be entered in a form substantially similar to Exhibit A to the Settlement; and

b. To reserve jurisdiction to effect and enforce the Settlement on the terms and conditions set forth in the Settlement Agreement.

9. The Court hereby reserves (a) the right to approve the Settlement, with any modification as may be agreed to by the parties, if appropriate, and (b) the right to adjourn the Final Approval Hearing in each case without further notice to any member(s) of the Class.

10. Objections by any member of the Class to: (i) the proposed Settlement or payment of attorney's fees and incentive contained in the Settlement Agreement; (ii) entry of the Final Judgment and Order of Dismissal; and/or (iii) the adequacy of representation, shall be heard and any papers submitted in support of said objections shall be considered by the Court at the Final Approval Hearing only if, such objector files with the court a notice of his/her objection with an intention to appear, if any, submits proof of membership in the Class, states the basis for the objections, and serves copies of the foregoing papers and all other papers in support of the objections upon counsel for the parties as directed in the Notice of Pendency and Settlement of Class Action. The deadline for all Objectors' submissions will be set by supplemental order to be filed within seven (7) days of the California Court's order granting preliminary approval. All papers desired to be considered by the Court, are to be filed with the Court at:

Lisa Eastman, Clerk
Vermont Superior Court
Civil Division, Orange Unit
5 Court Street
Chelsea, VT 05038

on or before the deadline set to be set by the supplemental order referenced above, and are, by the same date, served on the following:

Christine M. Craig, Esq.
Shaheen & Gordon
P.O. Box 977
Dover, NH 03821

And

Michael F. Tubach, Esq.
O'MELVENY & MYERS LLP
Two Embarcadero Center, 28th Floor
San Francisco, CA 94111
Counsel for the Defendant

Any member of the Class who does not serve and file an objection to the proposed Settlement in the manner provided for herein, shall be deemed to have waived the right to object, including the right to appeal, and shall be forever foreclosed from making any objection to the Settlement, or to any Order or Judgment filed or entered thereon, as applicable in this or any other action or proceeding.

11. Pending the Final Approval Hearing, all pretrial discovery, all deadlines previously set by this Court and all proceedings in the Action or in any other court in connection with prosecution of the Action are hereby stayed, except those proceedings in connection with effectuating the Settlement, and all members of the Class are barred and enjoined from commencing or prosecuting, either directly, representatively, derivatively or in any capacity, any Settled Claims against the Released Persons.

12. The parties shall file all papers in support of the Settlement Agreement and the payment of attorney's fees and incentive awards with the Court and shall serve copies of such papers upon each other and upon any objectors who shall have complied with the provisions of this Order. The deadline for this filing shall be set by supplemental order to be filed within seven (7) days of the California Court's order granting preliminary approval

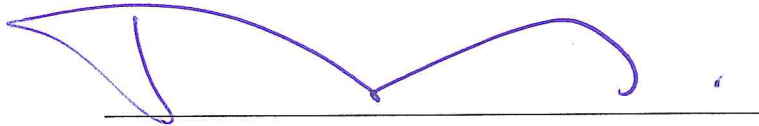
13. If the Settlement is not approved or consummated in accordance with the terms of the Stipulation of Settlement, the Settlement shall have no force or effect and all negotiations, proceedings and statements had in connection therewith shall be without prejudice to any person

or entity or to the rights of the parties, who shall be restored to their respective positions existing as of the date and time immediately prior to the execution of this Settlement Agreement nunc pro tunc; provided, however, that the costs and expenses of Notice and Administration shall nonetheless be paid by Defendant and/or its successors in interest as provided for in the Settlement.

14. The Court retains jurisdiction of the Action to consider all further applications arising out of or connected with the proposed settlement herein.

15. Counsel are hereby authorized to utilize all reasonable procedures in connections with the administration of the settlement that are not materially inconsistent with this Order or the terms of the Settlement.

Dated: 12/23, 2013



Honorable Robert P. Gerety, Jr.
Superior Court Judge

Notifications:

D. Michael Noonan (ERN 1482), Attorney for Plaintiff Alfred T. Wright

Karen McAndrew (ERN 2312), Attorney for Defendant Honeywell International, Inc.

Ian Simmons (ERN 5626), Attorney for party 2 Co-counsel

Richard G. Parker (ERN 5627), Attorney for party 2 Co-counsel

Christine M. Craig (ERN 6178), Attorney for party 1 Co-counsel

