

FILED
NOV 04 2011
MAGISTRATE JUDGE P. MICHAEL MAHONEY
United States District Court

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
WESTERN DIVISION**

JOHN WALLER AND RICHARD EDWARDS,

Plaintiffs,

v.

**RAY WOOD, DAVID PETERSON, DOUGLAS
WELLS, THE COMMITTEE UNDER ROCKFORD
PRODUCTS CORPORATION EMPLOYEE STOCK
OWNERSHIP PLAN, THE COMMITTEE UNDER
ROCKFORD PRODUCTS CORPORATION
SAVINGS AND RETIREMENT PLAN, AND
FEDERAL DEPOSIT INSURANCE CORPORATION
AS RECEIVER FOR AMCORE INVESTMENT
GROUP, N.A.,**

Defendants.

No. 08 CV 5597

Judge Frederick J. Kapala

Magistrate Judge P. Michael Mahoney

**ORDER PRELIMINARILY APPROVING AGREEMENT
OF SETTLEMENT BETWEEN THE PLAINTIFF CLASS AND THE
INDIVIDUAL DEFENDANTS AND AUTHORIZING NOTICE TO THE PLAINTIFF CLASS**

WHEREAS, all capitalized and italicized terms contained herein and not otherwise defined herein shall have the same meaning as defined in the Agreement of Settlement Between the Plaintiff Class and the Individual Defendants (“*Settlement Agreement*”);

WHEREAS, the above-captioned *Action* is currently pending and unresolved before this *Court*;

WHEREAS, the *Parties* to the *Settlement Agreement* have applied, pursuant to Rule 23(e) of the Federal Rules of Civil Procedure for an order preliminarily approving the *Settlement Agreement*, which, together with the exhibits annexed thereto, sets forth the terms and conditions for a proposed *Settlement* of the *Action* against the *Individual Defendants* and dismissal of the *Action* against Defendants Ray Wood, David Peterson, and Douglas Wells (the “*Individual*

Defendants”) on the terms and conditions set forth therein, and the *Court* has read and considered the *Settlement Agreement* and the exhibits annexed thereto and such additional submissions in connection therewith as the *Parties* have made and preliminarily determined the *Plan of Allocation*; and

WHEREAS, the *Action* was filed as a putative class action and the *Parties* now stipulate to the *Court*'s certification of the *Action* as a class action for purposes of settlement only as set forth in the *Settlement Agreement*;

IT IS ON THIS 4th DAY OF Nov., 2011 HEREBY ORDERED AS FOLLOWS:

Settlement Class Certification

1. The *Court* finds that: the *Class* is sufficiently numerous that joinder of all members is impracticable; there are questions of law or fact common to each member of the *Class*; the claims of the *Plaintiffs* are typical of the claims of the *Class*, and that the *Plaintiffs* will fairly and adequately represent the *Class*, have no interests in conflict with the members of the *Class*, and have retained experienced and competent counsel and that accordingly the requirements of Rule 23(a) of the Federal Rules of Civil Procedure are satisfied.

2. The *Court* further finds that the requirements of Rule 23(b)(1)(A) and (B) of the Federal Rules of Civil Procedure are satisfied because separate actions by or against individual class members would create a risk of adjudications with respect to individual class members that, as a practical matter, would be dispositive of the interests of the other members not parties to the individual adjudications or would substantially impair or impede their ability to protect their interests and/or establish incompatible standards of conduct for the party opposing the *Class*. Specifically, Rule 23(b)(1)(A) applies because the *Individual Defendants* were “obliged by law to treat the members of the [*Plaintiff Class*] alike.” *Amchem Products, Inc. v. Windsor*, 521 U.S.

591, 614 (1997). *See also In re Schering-Plough Corp. ERISA Litigation*, 2008 WL 4510255 (D. N.J. 2008) (citing numerous cases under Rule 23(b)(1)(B));

3. Pursuant to Rule 23(c)(1)(A) and (B) of the Federal Rules of Civil Procedure, the *Plaintiff Class* is conditionally certified for settlement purposes only and is as defined as follows:

All Participants and Beneficiaries of the Rockford Products Corporation (“RPC”) Savings and Retirement Plan and/or the RPC Employee Stock Ownership Plan whose accounts directly or indirectly held RPC stock when RPC filed for Chapter 11 bankruptcy on July 25, 2007, except for the Individual Defendants.

4. Further, pursuant to Rule 23(c)(1)(B) of the Federal Rules of Civil Procedure, the *Class*’s common claim is defined as: that the *Individual Defendants* allegedly violated their fiduciary duties imposed by ERISA, 29 U.S.C. § 1001 *et seq.*, in connection with investment of SRP and ESOP assets in stock of RPC. *Plaintiffs’ Counsel* are appointed as class counsel for the *Class*. John Waller and Richard Edwards are appointed class representatives for the *Class*.

5. In appointing class counsel the Court has considered, *inter alia*, the factors in Rule 23(g) of the Federal Rules of Civil Procedure and finds and concludes that *Plaintiffs’ Counsel* satisfy Rule 23(g)(4) (fairly and adequately represent the interests of the class) and have: (a) performed substantial work to identify and investigate potential claims, including without limitation claims for breach of fiduciary duties under ERISA, 29 U.S.C. § 1001, *et seq.*; (b) substantial experience in handling ERISA, 29 U.S.C § 1001, *et seq.*, and other class and derivative-type actions under federal statutes in this District and elsewhere; (c) a high degree of knowledge of the applicable law, and (d) possess and have devoted to the matter considerable and sufficient manpower, financial, and other resources in developing the case and engaging in discovery, investigation, mediation, and motion practice.

Preliminary Approval

6. The *Court* hereby preliminarily approves the *Settlement* set forth in the *Settlement Agreement* as being fair, reasonable and adequate, and in the best interest of *Plaintiffs* and the *Class* and preferable to the continued time commitments, delays, expenses, and risks of further litigation.

7. A *Settlement Hearing* shall be held before this Court at 10:00 a.m. on **February 14, 2012**, at the United States District Court, Northern District of Illinois, Western Division, in the Courtroom customarily occupied by Honorable P. Michael Mahoney, 211 South Court Street, Rockford, Illinois 61101, or at such new address and courtroom as he may be assigned to on February 14, 2012, to finally determine the following: (a) whether the proposed *Settlement Agreement* is fair, reasonable, adequate, and in the best interest of the *Class*, (b) whether the *Settlement* should be finally approved by the *Court*; (c) whether a *Judgment* (as provided in the *Settlement Agreement*) should be entered; (d) whether to award fees, costs, and expenses of litigation to *Plaintiffs' Counsel* and the amount(s) thereof, (e) whether to award *Plaintiff Compensation* to *Plaintiffs* and if so the amount(s) thereof; and (f) the *Plan of Allocation* to distribute the *Net Proceeds* among the *Class Members*.

8. The *Court* approves the *Settlement Notice*, as set forth in Exhibit 1 hereto as to form and content, and finds that its distribution substantially in the manner set forth below in this Order constitutes valid, due, and sufficient notice to the *Class*, complying fully with any and all applicable requirements of Rule 23 of the Federal Rules of Civil Procedure, the Constitution of the United States, the Class Action Fairness Act, 28 U.S.C. §§ 1711-15 and any other applicable laws.

9. Within ten (10) days of the entry of this Order, the *Individual Defendants* are hereby ordered to provide at their expense all required notices pursuant to or under the Class Action Fairness Act, 28 U.S.C. § 1715.

10. With regard to distribution of the *Settlement Notice*, counsel for the *Individual Defendants* and *Plaintiffs' Counsel* are hereby directed and authorized to act as follows:

- (a) Counsel for the *Individual Defendants* shall forthwith cooperate with and provide to *Plaintiffs' Counsel* the best information available to them, or in their possession, custody, or control, concerning the names and addresses of the *Class Members*, and *Plaintiffs' Counsel* shall also make reasonable efforts to obtain this information as well and the *Parties* shall within ten (10) days of entry hereof compile a "Notice List";
- (b) Not later than twenty (20) days of entry hereof, *Plaintiffs' Counsel* shall send or cause to be sent the *Settlement Notice* via first class mail to all *Class Members* on the Notice List, at their addresses set forth therein; and
- (c) At least five (5) days before the *Settlement Hearing*, the *Parties* shall file with the *Court* a statement of compliance with (a) and (b) of this Paragraph 10.

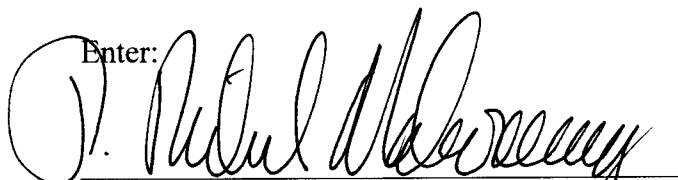
11. Any *Class Member* wishing to oppose, contest, or object to the approval of the *Settlement*, the *Judgment* to be entered if the same is approved, the attorneys' fees, costs, and expenses requested by *Plaintiffs' Counsel*, the requested *Plaintiff Compensation*, or the *Plan of Allocation* must comply with the procedures set forth in the *Settlement Notice*. Any *Class Member* who has served and filed an objection as set forth herein may appear at the *Settlement Hearing* and show cause to the *Court*, if he or she has any, why the proposed *Settlement* should not be approved as fair, reasonable, and adequate, why a *Judgment* should not be entered, why

the requested attorneys' fees, costs, and expenses should not be awarded, why *Plaintiff Compensation* should not be awarded, or why the *Plan of Allocation* preliminarily approved by the *Court* should not be finally approved. Any *Class Member* who does not make an objection in the manner provided herein shall be deemed to have waived such objection and shall be foreclosed from making any objection to the fairness, adequacy, or reasonableness of the proposed *Settlement*, the application for attorneys' fees, costs, and expenses to *Plaintiffs' Counsel*, the *Plaintiff Compensation*, or the *Plan of Allocation*. Counsel for the *Individual Defendants* and *Plaintiffs' Counsel* shall promptly supply each other with copies of any objections they receive.

12. Any payments and actions which, to effectuate the *Settlement*, need to occur before entry of *Judgment* thereon shall be carried out and paid as set forth in the *Settlement Agreement*.

13. The *Plaintiffs* shall, and the *Individual Defendants* may, file any briefs or memoranda in support of the *Settlement* at least five (5) days before the *Settlement Hearing*.

Dated: 11/4/11, 2011

Enter: 
P. Michael Mahoney, U.S.M.J.

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
WESTERN DIVISION

JOHN WALLER AND RICHARD EDWARDS,

Plaintiffs,

v.

RAY WOOD, DAVID PETERSON, DOUGLAS
WELLS, THE COMMITTEE UNDER ROCKFORD
PRODUCTS CORPORATION EMPLOYEE STOCK
OWNERSHIP PLAN, THE COMMITTEE UNDER
ROCKFORD PRODUCTS CORPORATION
SAVINGS AND RETIREMENT PLAN, AND
FEDERAL DEPOSIT INSURANCE CORPORATION
AS RECEIVER FOR AMCORE INVESTMENT
GROUP, N.A.,

Defendants.

No. 08 CV 5597

Judge Frederick J. Kapala

Magistrate Judge P. Michael Mahoney

**NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION BETWEEN
THE PLAINTIFF CLASS AND THE INDIVIDUAL DEFENDANTS, AND
NOTICE OF HEARING ON PROPOSED SETTLEMENT, PLAN OF ALLOCATION,
ATTORNEYS' FEE PETITION, AND REQUEST FOR PLAINTIFF COMPENSATION**

TO: All Participants and Beneficiaries of the Rockford Products Corporation ("RPC") Savings and Retirement Plan and/or RPC Employee Stock Ownership Plan whose accounts directly or indirectly held RPC stock when RPC filed for Chapter 11 bankruptcy on July 25, 2007, except for the Individual Defendants ("Plaintiff Class").

This Notice is sent to you because it appears that you or someone to whose rights you have succeeded is a member of the above-defined Plaintiff Class. This Notice is to inform you that: (a) the above-captioned Action has been conditionally certified as a class action on behalf of the Plaintiff Class defined above; (b) there is a proposed Settlement of this class action for \$1.75 million in cash ("the Settlement Fund") with certain of the Defendants in the case, those being Ray Wood, David Peterson, and Douglas Wells (the "Individual Defendants"); and (c) the Court will hold a Fairness Hearing in the Courtroom customarily occupied by the Honorable P. Michael Mahoney of the United States District Court, Northern District of Illinois, Western Division, Rockford, Illinois 61101, at 10 a.m. on **February 14, 2012**, to consider the fairness, reasonableness, and adequacy of the proposed Settlement and the method by which the

Settlement Fund will be allocated to members of the Class (the "Plan of Allocation"), to consider the petition by Plaintiffs' Counsel for attorneys' fees and reimbursement of costs and expenses out of the Settlement Fund, and to consider the request for plaintiff compensation to the named plaintiffs out of the Settlement Fund. The United States District Court, Northern District of Illinois, Western Division, is currently located at 211 South Court Street, Rockford, Illinois 61101, and Judge Mahoney is currently located in Courtroom 206 at that address. However, it is possible that by February 14, 2012, the United States District Court and Judge Mahoney will have moved to a new facility, the Stanley J. Rozskowski U.S. Courthouse, 327 South Church Street, Rockford, Illinois 61101. Please check to make sure of the address and courtroom for Judge Mahoney if you plan to attend.

The proposed Settlement, the terms of which are only summarized in this Notice, is embodied in an Agreement of Settlement Between the Plaintiff Class and the Individual Defendants ("Settlement Agreement") which has been signed by the settling Parties and filed with the Court. The full text of the Settlement Agreement can be viewed at www.strategicclaims.net/Rockford. Plaintiffs and Plaintiffs' Counsel recommend the Settlement and support it.

YOU MAY BE ENTITLED TO SHARE IN THE PROPOSED SETTLEMENT DESCRIBED IN THIS NOTICE, AND YOUR RIGHTS MAY BE AFFECTED BY MATTERS DESCRIBED IN THIS NOTICE, SO PLEASE READ IT CAREFULLY.

IF YOU WISH TO SUPPORT THE SETTLEMENT, AND RECEIVE ANY FUNDS TO WHICH YOU ARE ENTITLED UNDER THE SETTLEMENT, YOU DO NOT NEED TO DO ANYTHING OTHER THAN FILE A TIMELY AND PROPER CLAIM FORM ACCORDING TO THE INSTRUCTIONS BELOW IN THIS NOTICE. IF YOU WISH TO OBJECT TO THE SETTLEMENT, THE PLAN OF ALLOCATION, THE PETITION FOR ATTORNEYS' FEES, COSTS, AND EXPENSES, OR THE REQUEST FOR PLAINTIFF COMPENSATION, ALL AS MORE FULLY DESCRIBED BELOW, YOU MUST FOLLOW THE PROCEDURES DESCRIBED BELOW IN THIS NOTICE.

CLAIMS DEADLINE: TO CLAIM YOUR SHARE OF THE SETTLEMENT FUND, YOU MUST FILE A VALID CLAIM FORM BY MARCH 14, 2012.

DESCRIPTION OF THIS CLASS ACTION RETIREMENT LITIGATION

1. This Action is a class action involving two retirement plans formerly maintained by Rockford Products Corporation ("RPC"): the Savings and Retirement Plan ("SRP") and the Employee Stock Ownership Plan ("ESOP"). The Plaintiffs and Class Representatives who brought this lawsuit are John Waller and Richard Edwards. They worked for RPC and participated in the SRP and the ESOP (collectively, the "Plans") and owned RPC stock through the Plans. The Plaintiff Class in the Action is defined above.

2. The Defendants in the Action are Ray Wood, David Peterson, Douglas Wells (together referred to as the "Individual Defendants"), and Amcore Investment Group, N.A. ("Amcore"), which is now in Federal Deposit Insurance Corporation ("FDIC") receivership. RPC is in bankruptcy and is not a Defendant in this Action.

3. The initial Complaint in this Action was filed on October 1, 2008, in Chicago, Illinois. By Order dated January 7, 2009, the case was transferred to Federal Court in Rockford, Illinois. Plaintiffs alleged, among other things, that the Defendants were fiduciaries of the Plans and that they violated their fiduciary duties under a federal retirement statute called the Employee Retirement Income Security Act of 1974 ("ERISA"), 29 U.S.C. § 1001, *et seq.*, in causing the Plans to invest in RPC stock. RPC stock lost its value when RPC went bankrupt. Plaintiffs alleged, among other things, that such investment was imprudent and thus in violation of ERISA.

4. On February 6, 2009, all Defendants in the Action filed motions to dismiss the entire Action under Rule 12(b)(6) of the Federal Rules of Civil Procedure, arguing that Plaintiffs failed to state a cause of action. On April 9, 2009, in response to those motions, Plaintiffs filed their Amended Complaint, further detailing the alleged breaches of fiduciary duty by the Defendants. On May 7, 2009, all Defendants renewed their motions to dismiss, which were then fully briefed and submitted to the Court for decision.

5. On February 5, 2010, the Court entered its Order granting in part and denying in part the motions to dismiss. On March 16, 2010, the Defendants filed their Answers and affirmative defenses to the Amended Complaint. In their Answers, as they have continuously done throughout this litigation, Defendants deny they engaged in any wrongdoing, deny that they violated ERISA, and deny that any of the Plaintiffs have set forth a valid claim against the Defendants.

6. The Individual Defendants also assert numerous affirmative defenses, including that the statute of limitations has expired and that the Action was filed too late, that the Plans were legally permitted to own RPC stock, that the Individual Defendants acted properly in all respects in prudently managing the Plans, that they made all required disclosures, and that they otherwise acted in the best interests of the Plaintiffs, the Plaintiff Class, and the SRP and ESOP. Defendants also have maintained that Plaintiffs will be unable to have this Action certified as a class action unless Defendants agree to same, as the Individual Defendants have done for settlement purposes only as part of this Settlement.

7. Defendants also maintain that any injury purportedly suffered by Plaintiffs, Class Members, and/or the Plans was *not* caused by any misconduct of Defendants, who at all times acted in a good faith effort to protect the Plans and keep RPC in operation. Instead, any losses were attributable to decisions made by Plaintiffs and other Plan participants to invest in RPC stock, and to other causes, including, among other things, unavoidable and unforeseen increases in RPC's costs of doing business, bankruptcies of key RPC customers, and the ongoing downturn

in the domestic auto industry, which were alone responsible for RPC's bankruptcy and resultant losses to Plan participants.

8. The Individual Defendants also maintain an affirmative defense concerning the Class Members who are receiving or will be entitled to receive a monthly annuity payment from the RPC Correlated Pension Plan ("CPP"), which was taken over by the Pension Benefit Guaranty Corporation ("PBGC"). Specifically, the Individual Defendants maintain that annuity payments of about 300 CPP-eligible participants are or will be higher than they would have been if the RPC stock in the SRP and the ESOP had been sold before the bankruptcy and that these higher payments are an offset against the damages sought in the Action. Under the CPP, annuity payments are offset by a portion of the value of each participant's SRP and ESOP accounts. Since RPC stock lost its value in the bankruptcy, the offset was in turn reduced and, as a result, the CPP annuity payments were higher. The losses that the Settlement payments are intended to partially redress are separate from the losses offset by the enhanced CPP annuities. Nonetheless, a representative of the PBGC indicated informally that the PBGC may consider recoveries under this Settlement in reevaluating or revising downward benefits paid under the CPP should this Settlement become final. Neither Plaintiffs' Counsel, Defendants' Counsel, nor the Court have agreed to any such reevaluation or revision, nor have they been advised, despite request, of the basis for this position. No prediction or assurance can be offered in regard to the PBGC or its future actions.

9. Plaintiffs have conducted extensive research, investigation, and discovery in prosecuting this Action, and have obtained and reviewed many thousands of documents from Defendants and non-parties as well. They have conducted and participated in depositions and have engaged in extensive motion practice, including motions to dismiss and Plaintiffs' motion for class certification, which is pending and unresolved, as well as the FDIC's Motion to Dismiss the Class Claims, which is also pending and unresolved.

10. This Action has been pending and vigorously litigated for more than two-and-a-half years. However, the Court has not made any findings regarding liability or damages, nor yet expressed any opinion on the merits of the case. The proposed Settlement is not an admission of any liability or damages. This Notice is not an expression of opinion by the Court as to the merits of any claim or defense and does not imply there has been any violation of law or that the Plaintiffs or the Class will recover if the Action is not settled and instead is resolved by trial or otherwise.

11. The Court has not set a trial date, and expert discovery has not yet occurred.

**THE PROPOSED SETTLEMENT WITH THE INDIVIDUAL DEFENDANTS
AND THE REASONS WHY THE SETTLEMENT WAS MADE**

12. Subject to Court approval, Plaintiffs, individually and on behalf of the Class, and the Individual Defendants (but not the FDIC as Receiver for Amcore), have reached a settlement of this Action concerning the claims against the Individual Defendants – i.e., Messrs. Wood,

Peterson, and Wells. The proposed Settlement, if approved, calls for them to pay or cause to be paid One Million Seven Hundred Fifty Thousand Dollars (\$1,750,000) ("Settlement Fund"), in exchange for which the Action will be dismissed with prejudice as against the Individual Defendants, and Plaintiffs and all Class Members will release and discharge the Individual Defendants from any and all claims based on facts alleged in the Complaint including allegations of breach of ERISA fiduciary duty, persuasion or coercion, RPC's deteriorating financial condition and ultimate bankruptcy, failure to provide complete and accurate information, and related claims. This release will allow enforcement of the Settlement Agreement. If the Court approves the Settlement, it will include an order barring all Class Members and the FDIC from suing any of the Individual Defendants for anything related to the claims being settled herein. However, the proposed Settlement does *not* resolve claims against Amcore or the FDIC, which continue to be litigated. There can be no assurance, promise, or prediction regarding the outcome of claims against Amcore or the FDIC, which have denied any liability or wrongdoing.

13. The funds paid in settlement, after deductions for Court-approved attorneys' fees, costs and expenses, notice and administration costs, and any Plaintiff Compensation, will be paid to Class Members who submit proper and timely Claim Forms in the form attached at the end of this Notice, as described below in Paragraphs 28 and 29. Only those who submit a timely and proper Claim Form can receive money from this Settlement. The Settlement Fund will be paid to Class Members, if the Court approves the Settlement, employing the claims procedure and deadlines set forth in this Notice and in the Plan of Allocation.

14. The proposed Settlement was made to resolve the Action as against the Individual Defendants, to avoid the expense, risks, and delay of further litigation and to provide a certain recovery for the Plaintiffs and Class Members. The Settlement resulted after a Court-ordered mediation lasting eleven hours was conducted with the assistance of the Honorable Wayne Andersen, United States District Judge (Retired) on May 23, 2011, at the offices of JAMS in Chicago. At the conclusion of the mediation, Judge Andersen recommended to the Plaintiffs and the Individual Defendants that they settle the case on the monetary terms reflected in the Settlement.

15. The Settlement represents a compromise of disputed claims. In deciding to settle the Action, the Plaintiffs and Plaintiffs' Counsel weighed the potential benefits of continuing with the litigation against the certain benefits provided by the Settlement as well as the potential risks and costs of continuing the litigation. They considered, among other things: (a) the factual and discovery record, including deposition testimony and the documents reviewed; (b) the potential damages; (c) the strength of the Class's claims as determined from a review of the law and the facts established in discovery and through investigation; (d) the likely expense and length of continued proceedings, including possible trial and post-trial proceedings and appeals, necessary to prosecute the Action; (e) the risks arising from the existence of unresolved questions of law and fact; (f) the nature and strength of defenses asserted by and available to the Individual Defendants; and (g) the risks and uncertainties of continued class action litigation of this nature. The amount of the Settlement is less than the amount Plaintiffs allege they and the Class are legally entitled to, but is more than the Individual Defendants believe Plaintiffs and the

Class would have received had they gone to trial. The Settlement amount represents the maximum the Individual Defendants would agree to pay to settle the Action at this time.

16. Plaintiffs and Plaintiffs' Counsel believe that, in view of the foregoing, the proposed Settlement is fair, reasonable, and adequate, and in the best interests of the Class, and they recommend it to the Class and the Court without qualification.

17. The Settlement will become effective, if approved by the Court, only after the judgment entered by the Court becomes final.

18. This Notice is not intended to be a complete description of the Agreement of Settlement Between the Plaintiff Class and the Individual Defendants. That document is on file with the Court and is available on the settlement website (see Paragraph 34 below), and contains the full and complete terms of the Settlement.

19. To remain a Class Member, you are not required to do anything. As a Class Member, whether or not you file a Claim Form, you will be bound by any judgment in this Action, whether it is favorable or unfavorable. If money is distributed to the Class Members as a result of the proposed Settlement, you may be entitled to share in the proceeds.

20. You may, but are not required to, enter an appearance personally or through your own counsel at your own expense. You are not required to retain your own counsel, but if you choose to do so, such counsel must file an appearance on your behalf on or before January 24, 2012, and must serve copies of such appearance on the attorneys listed below in Paragraph 22. If you do not enter your own appearance or retain your own counsel, you will be represented by Plaintiffs' Counsel:

Charles R. Watkins and John R. Wylie
Donaldson Guin, LLC
300 South Wacker Drive, Suite 1700A
Chicago, Illinois 60606
(312) 878-8391
www.donaldsonguin.com

David Schachman
David Schachman & Assoc.
122 South Michigan Avenue, Suite 1850
Chicago, Illinois 60603
(312) 427-9500
www.schachmanlaw.com

William W. Thomas
Behn & Wyetzner, Chtd.
500 North Michigan Avenue, Suite 850
Chicago, Illinois 60611
www.behnwyetzner.com

21. Unless you retain a separate attorney, you will not be directly responsible for any attorneys' fees, expenses, or any other costs in connection with the litigation against the Individual Defendants. Any such amounts allowed by the Court will be paid out of the Settlement Fund.

OBJECTIONS TO THE SETTLEMENT or THE PLAN OF ALLOCATION

22. Any Class Member may object to the Settlement by filing papers and by appearing at the Fairness Hearing described below, in person, or through duly authorized counsel of his or her choice. Any objecting Class Member must explain why he or she believes that the proposed Settlement, the petition for attorneys' fees and reimbursement of costs and expenses, the request for Plaintiff Compensation, and/or the proposed *Plan of Allocation* should not be approved. No person will be heard and no objection will be considered unless that person has filed objection papers (as further described below in Paragraph 23) on or before **January 24, 2012**, with the Clerk of the United States District Courthouse, Northern District of Illinois, Western Division, Rockford, Illinois 61101 showing due proof of service, by hand or first class mail, postage prepaid, on Plaintiffs' Counsel and counsel for the Individual Defendants, as follows. As noted above, the United States District Court, Northern District of Illinois, Western Division, is currently located at 211 South Court Street, Rockford, Illinois 60611. However, it is possible that by January 24, 2012, the United States District Court will have moved to a new facility, the Stanley J. Rozskowski U.S. Courthouse, 327 South Church Street, Rockford, Illinois 61101. Please check to make sure of the address if you plan to make any filing.:

Plaintiffs' Counsel:

**Charles R. Watkins
John R. Wylie
Donaldson Guin, LLC
300 South Wacker Drive, Suite 1700A
Chicago, IL 60606**

Individual Defendants' Counsel:

**Neil A. Capobianco
Jose M. Jara
SNR Denton LLP
1221 Avenue of the Americas, Suite 2500
New York, NY 10020**

23. An objection, to be valid, must consist of or include the following: (a) a written statement setting forth the basis of your objections, along with any supporting memoranda or other papers; (b) documentary proof of your membership in the Class; and (c) a signed written statement setting forth and including the name, address, and telephone number of the objector. Failure to file and serve the objection in a timely manner will bar the objector from presenting

any objections, including any objection to the fairness, reasonableness, or adequacy of the Settlement or the Plan of Allocation, or to the entry of the judgment and any other orders contemplated by the Settlement or otherwise. You may file an objection without having to appear at the Fairness Hearing, but you may not appear and be heard at the Fairness Hearing unless you have timely filed objection papers. If you intend to be heard in person in opposition to the Settlement, the Judgment, Plaintiffs' Counsel's petition for attorneys' fees, costs, and expenses, the request for Plaintiff Compensation, and/or the Plan of Allocation, you must so state in your objection papers, and if you desire to present evidence at the Fairness Hearing, you must include the identity of any witnesses you intend to call and any exhibits they and/or you intend to introduce.

24. Class Members who approve of the proposed Settlement do not need to do anything to indicate their approval, although they must file a Claim Form to participate in distribution of the Settlement Fund.

ANY CLASS MEMBER WHO DOES NOT OBJECT IN THE MANNER DESCRIBED HEREIN WILL BE DEEMED TO HAVE WAIVED ANY OBJECTION, AND SHALL BE FOREVER FORECLOSED FROM MAKING ANY OBJECTION TO THE PROPOSED SETTLEMENT, PETITION FOR ATTORNEYS' FEES, COSTS, AND EXPENSES, REQUEST FOR PLAINTIFF COMPENSATION, AND THE PLAN OF ALLOCATION.

ATTORNEYS' FEES, COSTS AND LITIGATION EXPENSES

25. Plaintiffs' Counsel undertook this matter more than two and a half years ago on a wholly contingent basis. To date, they have expended more than 2,500 attorney and professional hours in the prosecution of this case and advanced substantial expenses and costs. They have not yet been paid or compensated in any form for their services, nor reimbursed for any costs or expenses.

26. Before the Fairness Hearing, Plaintiffs' Counsel will file a petition with the Court seeking approval of an amount not to exceed one-third of the Settlement Fund (\$583,333.33) as attorneys' fees, plus reimbursement of their costs and litigation expenses in an amount not to exceed \$40,000. The requested fees represent substantially less than the time value of their efforts measured using Plaintiffs' Counsel's regular hourly billing rates. Notice and administration costs estimated to be less than \$20,000 will also be deducted from the Settlement Fund prior to distribution to Class Members.

REQUEST FOR PLAINTIFF COMPENSATION

27. The Plaintiffs have devoted substantial time and effort over the past three years to assist in the development, initiation, and prosecution of the Action, including without limitation communicating and meeting with Plaintiffs' Counsel on a regular basis, preparing for and undergoing their depositions, responding to written discovery requests promulgated by the

Defendants and participating in the eleven-hour Court-Ordered mediation session on May 23, 2011. In recognition of their service and contribution, Plaintiffs' Counsel will request the Court in connection with approval of the Settlement to award Plaintiffs \$10,000 each to compensate them for their efforts and contributions. This amount will, if awarded by the Court, be paid out of the Settlement Fund *before* allocation of Settlement proceeds to Class Members, and will be paid to the Plaintiffs over and above any amounts they otherwise receive from the Settlement.

PROPOSED PLAN OF ALLOCATION

28. Plaintiffs' Counsel and counsel for the Individual Defendants each proposed to the Court, as more fully set forth at Exhibit C to the Settlement Agreement, a method for distributing the Settlement Fund among Class Members (referred to as a proposed plan of allocation). After review of the proposals, the Court has preliminarily approved its Plan of Allocation, which is subject to final approval at the Fairness Hearing where Class Members can object to or comment on the Plan of Allocation as described in paragraphs 23 and 24 hereof.

29. The Plan of Allocation starts with the presumption that each participant is entitled to be paid an amount roughly equivalent to the RPC stock (at \$7.90 per share) that he or she bought with SRP payroll deductions, plus the RPC stock in the participant's General Fund account, plus the RPC stock held in the participant's ESOP account, minus (for those participants entitled to an annuity from the Correlated Pension Plan) the RPC stock in the participant's General Fund account, minus two-thirds ($\frac{2}{3}$) of the RPC stock in the participant's ESOP account. When all of the Class Members who wish to receive a payout have submitted Claim Forms, each claimant will receive his or her pro rata share of the Settlement Fund (minus the attorneys' fees, expenses, and costs described herein). You may review the Plan of Allocation at www.strategicclaims.net/Rockford.

NOTICE OF FAIRNESS HEARING AND YOUR RIGHT TO APPEAR

30. The Fairness Hearing will be held before Judge P. Michael Mahoney on **February 14, 2012**, at 10:00 a.m. in the United States District Court for the Northern District of Illinois, Western Division, Rockford, Illinois 61101, to finally determine, among other things:

- a. whether the Agreement of Settlement Between the Plaintiff Class and the Individual Defendants, on the terms and conditions set forth therein, is fair, reasonable, and adequate and should be approved by the Court;
- b. whether the Plan of Allocation for distributing the settlement monies among Class Members is fair, reasonable, and adequate and should be approved by the Court;

- c. whether Plaintiffs' Counsels' petition for attorneys' fees and reimbursement of litigation costs and expenses should be allowed and whether the request for Plaintiff Compensation should be allowed; and
- d. whether the Order of Final Judgment and Dismissal in the form specified in the Settlement Agreement should be entered.

31. Any Class Member who has complied with the objection procedures set forth above in Paragraph 23 may appear at the Fairness Hearing and show cause why the Settlement should not be approved, why the Plan of Allocation should not be approved, why the requested attorneys' fees, costs, and expenses should not be awarded, and/or why the requested Plaintiff Compensation should not be allowed. The Court may adjourn the Fairness Hearing without further notice.

YOU MUST FILE A CLAIM FORM IN ORDER TO RECEIVE MONEY

32. To obtain money from the Settlement Fund, you must submit a timely, proper Claim Form. You cannot obtain any money from the Settlement Fund if you do not submit a timely, proper Claim Form.

33. A Claim Form is enclosed with this Notice. If you wish to receive money, complete it and mail it to the address set forth in the Claim Form. It is important that the Claim Form be completed, and mailed to or received at the correct address on or before **March 14, 2012**. If it is not, you will not participate in distributions of the Settlement Fund and will not receive any money.

THERE IS A WEBSITE YOU CAN VISIT

34. Additional information and relevant documents are available on the Settlement website: www.strategicclaims.net/Rockford.

FILED COURT PAPERS ARE AVAILABLE FOR REVIEW

35. This Notice is only a summary and does not fully describe all aspects of the Action or the Settlement. It is subject to and controlled by the more detailed provisions of the Settlement Agreement and related orders, exhibits, and other documents. The Settlement Agreement and related orders, exhibits, and other documents filed in this Action are available for inspection, during business hours, at the Office of the Clerk of the Court, United States District Court for the Northern District of Illinois, Western Division, 211 South Court Street, Rockford, Illinois 61101. You may also contact Plaintiffs' Counsel at the address or telephone number

stated herein with any questions, or visit the Settlement website at www.strategicclaims.net/Rockford.

TERMINATION OF PROPOSED SETTLEMENT

36. If there is no final Court approval of the proposed Settlement in this case, or if the Settlement is not consummated for any other reason, the Settlement will become null and void, and the Parties will resume their former positions in the Action.

OTHER MATTERS

37. You are not being sued, and you do not need to retain a lawyer.

38. To support the Settlement, you do not need to do anything, although you do need to timely file a Claim Form if you wish to receive any money from the Settlement.

ROLLOVER

39. There may be tax rules that apply to your receipt of settlement monies from the Settlement. If you wish to explore rolling over your settlement money into a qualified retirement plan, please note that neither the Court nor anybody associated with this case can provide tax advice or assistance or assure you that any tax treatment of funds hereunder can or will be obtained. You may want to consult with a professional tax advisor before making any decisions with respect your receipt of settlement money.

WHAT TO DO IF YOU HAVE QUESTIONS

40. If you have any questions about this Notice, or the Action, you may contact the Claims Administrator at **(866) 274-4004** or Plaintiffs' Counsel, whose names and addresses are listed above. However, no one other than your personal tax advisor can answer any tax or rollover questions.

**PLEASE DO NOT CONTACT THE COURT
OR THE OFFICE OF THE CLERK OF THE COURT WITH QUESTIONS
OTHER THAN THOSE RELATING TO REVIEW OF COURT PAPERS**

Dated: October 28, 2011
Rockford, Illinois

BY ORDER OF THE COURT
UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS,
WESTERN DIVISION

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
WESTERN DIVISION

JOHN WALLER AND RICHARD EDWARDS,

Plaintiffs,

v.

RAY WOOD, DAVID PETERSON, DOUGLAS
WELLS, THE COMMITTEE UNDER ROCKFORD
PRODUCTS CORPORATION EMPLOYEE STOCK
OWNERSHIP PLAN, THE COMMITTEE UNDER
ROCKFORD PRODUCTS CORPORATION
SAVINGS AND RETIREMENT PLAN, AND
FEDERAL DEPOSIT INSURANCE CORPORATION
AS RECEIVER FOR AMCORE INVESTMENT
GROUP, N.A.,

Defendants.

No. 08 CV 5597

Judge Frederick J. Kapala

Magistrate Judge P. Michael Mahoney

CLAIM FORM

This is the form you must timely submit to receive funds from the settlement in this case.
NOTE: You must sign this Claim Form twice at the places indicated below with a *1* and *2*.

To receive your funds, complete and mail this form to: **Strategic Claims Services, 600 North Jackson Street, Suite 3, Media, PA 19063** postmarked on or before **March 14, 2012**. You cannot receive funds if you do not complete and mail this form in on time.

Name: _____

Address: _____

Tel. No.: _____

E-mail Address: _____

Social Security Number (last four digits only): _____

If you intend to seek rollover treatment, provide all necessary information, e.g., IRA account name and number, trustee name and address, etc. here:

Please make check payable to: _____

NOTE: There is no promise or assurance that these funds are eligible for rollover or tax-preferred treatment. The decision to seek rollover treatment is yours alone. Any questions about taxation or rollover treatment must be directed to your tax advisor or accountant. No one associated with this case can provide you with assistance or advice of any kind in this regard or answer any tax questions. Similarly, no promise or assurance is or can be made in regard to any actual or potential actions or positions of the Pension Benefit Guarantee Corporation in relation to the Correlated Pension Plan or otherwise.

***1* Signature (Required):** _____ **Date:** _____

Required Certification regarding Qualified Domestic Relations Order (QDRO): I hereby certify and represent under penalty of perjury that no portion of the payment to be received hereunder is subject to a QDRO, or, that a true and accurate and current copy of any applicable QDRO is attached hereto along with name and address of any payee other than Class Member. Payment will be made in accordance with any QDRO supplied.

***2* Signature (Required):** _____ **Date:** _____

Deceased Class Members

The executor, heirs, assigns, estate, personal representative or successor-in-interest to a deceased Class Member must provide the following information with this Claim Form to **Strategic Claims Services, 600 North Jackson Street, Suite 3, Media, PA 19063:**

- Evidence that such person is authorized to receive distribution of the deceased Class Member's settlement payment and the name and if applicable the percentage entitlement of each person entitled to receive distribution;
- Social Security Number of each person entitled to receive payment;
- Current mailing address of each person entitled to receive payment; and
- Person(s) to whom check(s) should be made payable, and amount(s) of check(s).