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FILED
San Francisco County Superior Court

MAY 05 2009

GORDON PARK-LI, Clerk
BY: *Alana Shein*
Deputy Clerk

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

IN RE TEXTAINER FINANCIAL SERVICES
CORPORATION, ET AL.

Case No. CGC 05-440303

This Document Relates To:
ALL ACTIONS

~~PROPOSED~~ ORDER GRANTING
FINAL APPROVAL OF CLASS
ACTION SETTLEMENT AND
PLAN OF ALLOCATION OF
SETTLEMENT PROCEEDS

1 This matter came on for hearing on April 21, 2009. The Court has considered the Class
2 Action Settlement Agreement and all oral and written objections and comments received regarding
3 the proposed settlement, and reviewed the entire record in the Actions. Good cause appearing,

4 IT IS HEREBY ORDERED:

5 1. The Court, for purposes of this Order Granting Final Approval of Class Action
6 Settlement, adopts the definitions set forth in paragraphs 1.1 through 1.22 of the Class Action
7 Settlement Agreement.

8 2. The Court has jurisdiction over the subject matter of the Actions, the Class
9 Representatives, the Settlement Class Members, and the Defendants.

10 3. The distribution of the Notice of Proposed Settlement as provided for in the
11 Preliminary Order constituted the best notice practicable under the circumstances to all persons
12 within the definition of Settlement Class, and fully complied with Code of Civil Procedure § 382,
13 California Rule of Court 3.766, and the California and United States Constitutions.

14 4. Pursuant to Code of Civil Procedure § 382, the Court certifies a Settlement Class
15 defined as:

16 All persons who held limited partnership interests in TCC Equipment
17 Fund, a California Limited Partnership, Textainer Equipment Income
18 Fund II, L.P., Textainer Equipment Income Fund III, L.P., Textainer
19 Equipment Fund IV, L.P., Textainer Equipment Fund V, L.P., and
20 Textainer Equipment Fund VI, L.P. as of January 20, 2005 and their
assignees and other successors in interest, excluding Defendants and
members of their families and any subsidiary, affiliate or controlled
person of any such person or entity.

21 Members of the Settlement Class are numerous, such that it would be impracticable to bring them all
22 before the Court. The Court further finds that the Settlement Class consists of an ascertainable group
23 with a common interest in the predominant questions of law or fact in this litigation. In addition, the
24 claims and defenses of the Class Representatives are typical of those of the other members of the
25 Settlement Class. The Class Representatives and Class Counsel have adequately represented the
26 interests of the Settlement Class throughout this litigation.

1 5. Three Settlement Class members objected to the Settlement and/or the application for
2 attorneys' fees and reimbursement of expenses. Such objections were considered by the Court and
3 are overruled. In addition, the Court considered the comments of Mr. Harold Golden of San Pablo,
4 California who appeared at the final approval hearing.

5 6. The Court approves the settlement of the Actions set forth in the Class Action
6 Settlement Agreement as fair, reasonable, and adequate to the Settlement Members, pursuant to Code
7 of Civil Procedure § 382 and California Rule of Court 3.769 and 3.770. The Parties are hereby
8 ordered to consummate the settlement in accordance with its terms as set forth in the Agreement.

9 7. All Settlement Class Members shall, as of the Effective Date, conclusively be deemed
10 to have released and forever discharged the Released Persons from all Settled Claims.

11 8. Notwithstanding the foregoing, this Order does not release any of the individual
12 claims asserted by and on behalf of the plaintiffs in any of the class actions presently consolidated in
13 the Actions where the plaintiff in that action has validly and timely requested exclusion from the
14 Settlement Class as provided for in paragraph 7.3 of the Agreement. The individual plaintiffs
15 excluded from the Settlement Class are identified in Exhibit A to this Order.

16 9. All Settlement Class Members shall, as of the Effective Date, conclusively be deemed
17 to have acknowledged that the Settled Claims may include claims, rights, demands, causes of action,
18 liabilities, or suits that are not known or suspected to exist as of the Effective Date. These persons
19 nonetheless release all such claims. It is further provided that all Settlement Class Members shall, as
20 of the Effective Date, conclusively be deemed to have waived the rights afforded by California Civil
21 Code Section 1542 or any similar statute or law of California or any other jurisdiction.

22 10. The Class Representatives and all Settlement Class Members are permanently barred
23 and enjoined from instituting or prosecuting, in any capacity, any action or proceeding that involves
24 or asserts any of the Settled Claims against the Released Persons.

25 11. The Court approves the Plan of Allocation for the settlement proceeds, which was
26 outlined in the Class Notice was more specifically described in the Memorandum of Points and
27 Authorities in support of Plaintiffs' Motion for Final Approval of Settlement with Textainer
28 Defendants and Plan of Allocation of Settlement Proceeds and the accompanying declaration of D.

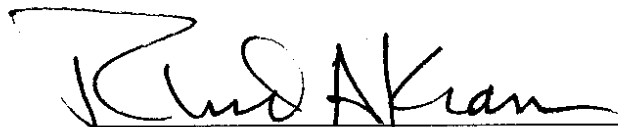
1 Paul Regan. The Class Notice adequately advised the Class of the Plan of Allocation and their right
2 to object to it. Full and fair opportunity was provided to the members of the Class to be heard
3 regarding the proposed Plan of Allocation. No Class Member objected to the proposed Plan of
4 Allocation. The Court find that the Plan of Allocation is, in all respects, fair, adequate and reasonable
5 to Class Members and, accordingly, grants final approval.

6 12. The Court reserves exclusive and continuing jurisdiction pursuant to California Code
7 of Civil Procedure Section 664.6 over the Actions, the Class Representatives, the Settlement Class,
8 and the Defendants for the purposes of:

- 9 (a) supervising the implementation, enforcement, construction, and interpretation of the
10 Agreement, the Preliminary Order, the plan of allocation, and the Judgment;
11 (b) hearing and determining any application by Class Counsel for an award of attorneys'
12 fees, costs, expenses, and incentive payments to the Class Representatives; and
13 (c) supervising the distribution of the Class Settlement Fund.

14 13. Neither the Order Granting Final Approval of Class Action Settlement nor the
15 Judgment, nor any of their terms or provisions, nor any of the negotiations or proceedings connected
16 with it, shall be referred to, offered as evidence, or received in evidence in any pending or future
17 civil, criminal, or administrative action or proceeding, except in a proceeding to enforce the Order
18 Granting Final Approval of Class Action Settlement or the Judgment, or to defend against the
19 assertion of the Settled Claims or as otherwise required by law.

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21 Dated: 5/5, 2009


22 Honorable Richard A. Kramer
23 Superior Court Judge
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