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11 Lead Counsel for Plaintiffs

12 UNITED STATES DISTRICT COURT
 13 CENTRAL DISTRICT OF CALIFORNIA
 14 SOUTHERN DIVISION

15 In re COOPER COMPANIES, INC.)
 16 SECURITIES LITIGATION)

No. SACV-06-00169-CJC(RNBx)

CLASS ACTION

17 This Document Relates To:)
 18 ALL ACTIONS.)
 19

[PROPOSED] ORDER
 PRELIMINARILY APPROVING
 SETTLEMENT AND
 PROVIDING FOR NOTICE

1 WHEREAS, a consolidated class action is pending before the Court entitled *In*
2 *re Cooper Companies, Inc. Securities Litigation*, No. SACV-06-00169-CJC(RNBx)
3 (the “Litigation”);

4 WHEREAS, the Court has received the Stipulation of Settlement dated as of
5 July 28, 2010 (the “Stipulation”), that has been entered into by the Lead Plaintiffs and
6 Defendants, and the Court has reviewed the Stipulation and its Exhibits;

7 WHEREAS, the Settling Parties have applied to the Court, pursuant to Rule 23
8 of the Federal Rules of Civil Procedure, for an order preliminarily approving the
9 settlement of this Litigation, in accordance with the Stipulation, which, together with
10 the Exhibits annexed thereto, sets forth the terms and conditions for a proposed
11 settlement of the Litigation and for dismissal of the Litigation with prejudice upon the
12 terms and conditions set forth in the Stipulation; and the Court having read and
13 considered the Stipulation and the Exhibits thereto;

14 WHEREAS, all defined terms contained herein shall have the same meanings as
15 set forth in the Stipulation; and

16 WHEREAS, the Court has previously certified a Class defined as all Persons or
17 entities who purchased or otherwise acquired The Cooper Companies, Inc. (“Cooper”)
18 common stock from July 28, 2004 through November 21, 2005, inclusive (the “Class
19 Period”). Excluded from the Class are Defendants, herein, members of the immediate
20 family of Defendants, any entity in which any Defendant has a controlling interest and
21 the legal affiliates, representatives, heirs, controlling persons, successors and
22 predecessors in interest or assigns of any such excluded party. Also excluded are
23 those Persons who timely and validly requested exclusion from the Class.

24 NOW, THEREFORE, IT IS HEREBY ORDERED:

25 1. The Court does hereby preliminarily approve the Stipulation, including
26 the releases contained therein, subject to further consideration at the Settlement
27 Hearing described below, and preliminarily approves the settlement as being fair,
28 reasonable, and adequate to the Class.

1 2. A hearing (the “Settlement Hearing”) shall be held before this Court on
2 December 13, 2010, at 1:30 p.m., in Courtroom 9B, United States District Court,
3 Central District of California, Southern Division, Ronald Reagan Federal Building and
4 U.S. Courthouse, 411 W. Fourth Street, Santa Ana, CA 92701, to determine (a)
5 whether the proposed settlement of the Litigation on the terms and conditions
6 provided for in the Stipulation is fair, reasonable, and adequate to the Members of the
7 Class and should be approved by the Court; (b) whether a Judgment as provided in
8 ¶1.14 of the Stipulation should be entered herein; (c) whether the proposed Plan of
9 Allocation should be approved; and (d) the amount of fees and expenses that should
10 be awarded to plaintiffs’ counsel and the expenses to be reimbursed to Lead Plaintiffs.

11 3. The Court approves, as to form and content, the Notice of Proposed
12 Settlement of Class Action (the “Notice”), the Proof of Claim and Release form (the
13 “Proof of Claim and Release”), and the Summary Notice for publication annexed
14 hereto as Exhibits A-1, A-2, and A-3 respectively and finds that the mailing and
15 distribution of the Notice and publication of the Summary Notice substantially in the
16 manner and form set forth herein constitutes the best notice practicable under the
17 circumstances, including individual notice to all Class Members who can be identified
18 through reasonable effort, and constitutes valid, due, and sufficient notice to all
19 Persons entitled thereto, complying fully with the requirements of Federal Rule of
20 Civil Procedure 23, the Private Securities Litigation Reform Act of 1995, and due
21 process.

22 4. The date and time of the Settlement Hearing shall be added to the Notice
23 and the Summary Notice before they are mailed and published, respectively, in
24 accordance with ¶5 below.

25 5. The firm of Gilardi & Co. LLC (“Claims Administrator”) is hereby
26 appointed to supervise and administer the notice procedure as well as the processing
27 of claims as more fully set forth below:
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1 (a) Plaintiffs' Lead Counsel shall make reasonable efforts to identify
2 all Persons who are Members of the Class, and, not later than August 23, 2010, shall
3 cause a copy of the Notice and the Proof of Claim and Release, substantially in the
4 forms annexed as Exhibits A-1 and A-2 hereto, to be mailed by the Claims
5 Administrator by First-Class Mail to all Class Members who can be identified with
6 reasonable effort at each such Class Member's last known address;

7 (b) Not later than August 30, 2010, Plaintiffs' Lead Counsel shall
8 cause the Claims Administrator to publish the Summary Notice once in *Investor's*
9 *Business Daily*; and

10 (c) At least seven (7) calendar days prior to the Settlement Hearing,
11 Plaintiffs' Lead Counsel shall serve on Defendants' counsel and file with the Court
12 proof, by affidavit or declaration, of such mailing and publishing described in this ¶5.

13 6. Nominees who purchased or otherwise acquired the common stock of
14 Cooper for the beneficial interest of other Persons during the Class Period shall send
15 the Notice and the Proof of Claim and Release to all such beneficial owners of such
16 Cooper common stock within ten (10) calendar days after receipt thereof, or, if they
17 have not already done so in connection with the dissemination of the notice of
18 pendency dated October 13, 2009, send a list of the names and addresses of such
19 beneficial owners to the Claims Administrator within ten (10) calendar days of receipt
20 thereof, in which event the Claims Administrator shall promptly mail the Notice and
21 Proof of Claim and Release to such beneficial owners. The Notice will advise such
22 nominees that their reasonable costs in providing the Notice to such beneficial owners
23 will be reimbursed by Plaintiffs' Lead Counsel from the Settlement Fund.

24 7. Unless otherwise ordered by the Court, all Persons who fall within the
25 definition of the Class shall be subject to and bound by the provisions of the
26 Stipulation, the releases contained therein, and the Judgment with respect to all
27 Released Claims, regardless of whether such Persons seek or obtain by any means,
28 including, without limitation, by submitting a Proof of Claim and Release or any

1 similar document, any distribution from the Settlement Fund or the Net Settlement
2 Fund.

3 8. Class Members who seek any portion of the Settlement Fund shall
4 complete and submit Proofs of Claim and Release in accordance with the instructions
5 contained therein. Unless the Court orders otherwise, all Proofs of Claim and Release
6 must be postmarked no later than December 23, 2010. Any Class Member who does
7 not timely submit a Proof of Claim and Release within the time provided for, shall be
8 barred from sharing in the distribution of the proceeds of the Net Settlement Fund,
9 unless otherwise ordered by the Court, but shall be bound by the Stipulation and the
10 Judgment entered in the Litigation. Notwithstanding the foregoing, Plaintiffs' Lead
11 Counsel may, in their discretion, accept late-submitted claims for processing by the
12 Claims Administrator so long as distribution of the Net Settlement Fund is not
13 materially delayed thereby.

14 9. Any Member of the Class may enter an appearance in the Litigation, at
15 his, her, or its own expense, individually or through counsel of his, her, or its own
16 choice. Any such member who does not enter an appearance will be represented by
17 Plaintiffs' Lead Counsel.

18 10. Any Member of the Class may appear and show cause, if he, she, or it
19 has any, why the Court should or should not (a) approve the proposed settlement of
20 the Litigation as set forth in the Stipulation as fair, reasonable, and adequate; (b) enter
21 the Judgment in the form annexed as Exhibit B to the Stipulation; (c) approve the Plan
22 of Allocation; (d) award attorneys' fees and expenses to counsel for the plaintiffs; or
23 (e) order the reimbursement of the expenses of Lead Plaintiffs; provided, however,
24 that no Class Member or any other Person shall be heard or entitled to contest such
25 matters, unless on or before October 4, 2010, that Person has delivered by hand or sent
26 by First-Class Mail notice of his, her, or its intention to appear, setting forth briefly
27 each objection and the basis therefore, together with copies of any papers and briefs in
28 support of said objections and proof of membership in the Class upon Robbins Geller

1 Rudman & Dowd LLP, Keith F. Park, 655 West Broadway, Suite 1900, San Diego,
2 CA 92101 (on behalf of Lead Plaintiffs); Latham & Watkins LLP, Charles W. Cox, II,
3 355 South Grand Avenue, Los Angeles, CA 90071 (on behalf of Cooper); Morrison &
4 Foerster, LLP, Judson E. Lobdell, 425 Market Street, San Francisco, CA 94105 (on
5 behalf of the Individual Defendants), and has filed said objections, papers, and briefs
6 with the Clerk of the United States District Court for the Central District of California,
7 on or before October 4, 2010. Unless otherwise ordered by the Court, any Member of
8 the Class who does not make his, her, or its objection in the manner provided shall be
9 deemed to have waived such objection and shall forever be foreclosed from making
10 any objection to the foregoing matters.

11 11. The Settlement Fund and any accrued interest thereon held by the Escrow
12 Agent shall be deemed and considered to be in *custodia legis* of the Court, and shall
13 remain subject to the jurisdiction of the Court, until such time as such funds shall be
14 distributed pursuant to the Stipulation, further notice to the Class, and/or further
15 order(s) of the Court.

16 12. All initial papers in support of the settlement, the Plan of Allocation, and
17 any application by counsel for the plaintiffs for attorneys' fees or expenses or by Lead
18 Plaintiffs for their expenses shall be filed and served by September 7, 2010.

19 13. Replies to any objections shall be filed and served by October 15, 2010.

20 14. Neither the Released Persons nor Defendants' counsel shall have any
21 responsibility for the Plan of Allocation or for any application for attorneys' fees or
22 expenses submitted by plaintiffs' counsel or Lead Plaintiffs, and such matters will be
23 considered separately from the fairness, reasonableness, and adequacy of the
24 settlement.

25 15. At or after the Settlement Hearing, the Court shall determine whether the
26 Plan of Allocation proposed by Plaintiffs' Lead Counsel and any application for
27 attorneys' fees or expenses shall be approved.

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1 16. All reasonable costs and expenses incurred in identifying and notifying
2 Class Members, as well as administering the Settlement Fund, shall be paid as set
3 forth in the Stipulation. In the event the settlement is not approved by the Court, or
4 otherwise fails to become effective, neither the Lead Plaintiffs nor any of their counsel
5 shall have any obligation to repay any amounts incurred or properly disbursed
6 pursuant to ¶2.7 of the Stipulation.

7 17. Neither the Stipulation nor the settlement contained therein, nor any act
8 performed or document executed pursuant to or in furtherance of the Stipulation or the
9 settlement (a) is or may be deemed to be or may be used as an admission of, or
10 evidence of, the validity of any Released Claim, any allegation made in the Litigation,
11 or any wrongdoing or liability of the Released Persons; or (b) is or may be deemed to
12 be or may be used as an admission of, or evidence of, any liability, fault, or omission
13 of any of the Released Persons in any civil, criminal, or administrative proceeding in
14 any court, administrative agency, or other tribunal. Neither the Stipulation nor the
15 settlement, nor any act performed or document executed pursuant to or in furtherance
16 of the Stipulation or the settlement shall be admissible in any proceeding for any
17 purpose, except to enforce the terms of the settlement, and except that Defendants
18 and/or the Released Persons may file the Stipulation and/or the Judgment in any
19 action that may be brought against them in order to support a defense or counterclaim
20 based on principles of *res judicata*, collateral estoppel, release, good faith settlement,
21 judgment bar or reduction, or any other theory of claim preclusion or issue preclusion
22 or similar defense or counterclaim.

23 18. The Court may adjourn the date of the Settlement Hearing from time to
24 time and without further notice to the Members of the Class and retains jurisdiction to
25 consider all further applications arising out of or connected with the Stipulation and
26 proposed settlement. The Court may approve the settlement at or after the Settlement
27 Hearing with such modifications as may be agreed to by the Settling Parties, if
28 appropriate, without further notice to the Class. The Court further reserves the right to

1 enter the Judgment, *inter alia*, dismissing the Litigation with prejudice as provided for
2 by the Stipulation at or after the Settlement Hearing and without further notice to the
3 Class.

4 19. Upon the Effective Date, Lead Plaintiffs and each of the Class Members,
5 for themselves and for each of their respective officers, directors, shareholders,
6 employees, agents, spouses, subsidiaries, heirs at law, successors and assigns, and any
7 other Person claiming (now or in the future) through or on behalf of them, and
8 regardless of whether any such Lead Plaintiff or Class Member ever seeks or obtains
9 by any means, including, without limitation, by submitting a Proof of Claim and
10 Release, any distribution from the Settlement Fund, shall be deemed to have, and by
11 operation of the Judgment shall have, fully, finally, and forever released, relinquished,
12 and discharged all Released Claims against the Released Persons and shall have
13 covenanted not to sue the Released Persons with respect to all such Released Claims,
14 and shall be permanently barred and enjoined from instituting, commencing, or
15 prosecuting any such Released Claim against the Released Persons except to enforce
16 the releases and other terms and conditions contained in the Stipulation or the
17 Judgment entered pursuant thereto.

18 20. Except as otherwise provided in the Stipulation, no Person other than a
19 Class Member or counsel for one or more of Lead Plaintiffs shall have any rights to
20 any portion of the Settlement Fund.

21 21. The Court retains jurisdiction over all proceedings arising out of or
22 related to the Stipulation and/or the settlement.

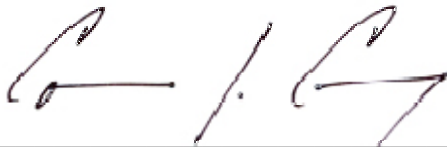
23 22. If for any reason the settlement does not become effective in accordance
24 with the terms of the Stipulation, this Order shall be rendered null and void and shall
25 be vacated, *nunc pro tunc*, and the provisions of ¶7.3 of the Stipulation shall apply.

26 23. Without further order of the Court, the Settling Parties may agree to
27 reasonable extensions of time to carry out any of the provisions of this Order or the
28 Stipulation.

1 24. Pending final determination as to whether the settlement as set forth in
2 the Stipulation should be approved, no Class Member shall commence, prosecute,
3 pursue, or litigate any Released Claim against the Released Persons, whether directly,
4 representatively, or in any other capacity, and regardless of whether or not any such
5 Class Member has appeared in the Litigation.

6 IT IS SO ORDERED.

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8 DATED: August 16, 2010



9 _____
10 THE HONORABLE CORMAC J. CARNEY
11 UNITED STATES DISTRICT JUDGE
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