



GRANTED

EFiled: May 13 2014 03:06PM EDT
Transaction ID 55440487
Case No. Multi Case



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

JOSEPH ARCERI, Individually and on)
Behalf of All Others Similarly Situated,)
)
Plaintiff,)

v.)

C.A. No. 9516-VCG)

SWS GROUP, INC., HILLTOP)
HOLDINGS INC., PERUNA LLC,)
JAMES H. ROSS, ROBERT A.)
BUCHHOLZ, BRODIE L. COBB, J.)
TAYLOR CRANDALL, CHRISTIE S.)
FLANAGAN, GERALD J. FORD,)
LARRY A. JOBE, TYREE B. MILLER,)
MICHAEL A. MOSES, and JOEL T.)
WILLIAMS III,)
)
Defendants.)

CHAILE STEINBERG, Individually and)
on Behalf of All Others Similarly Situated,)
)
Plaintiff,)

v.)

C.A. No. 9529-VCG)

SWS GROUP, INC., JOEL T.)
WILLIAMS III, JAMES H. ROSS,)
BRODIE L. COBB, MIKE MOSES,)
CHRISTIE S. FLANAGAN, TYREE B.)
MILLER, ROBERT A. BUCHHOLZ,)
LARRY A. JOBE, J. TAYLOR)
CRANDALL, GERALD J. FORD, and)
HILLTOP HOLDINGS INC., PERUNA)
LLC,)
)
Defendants.)

**[PROPOSED] ORDER CONSOLIDATING ACTIONS
AND APPOINTING CO-LEAD COUNSEL AND
DELAWARE COUNSEL FOR PLAINTIFFS**

IT IS HEREBY STIPULATED AND AGREED, by and between counsel for the parties and subject to the approval of the Court as follows:

1. Pursuant to Rule 42(a) of the Rules of the Court of Chancery, the cases above shall be, and are hereby, consolidated for all purposes, including trial (the “Consolidated Action”).

2. Hereafter, papers need only be filed in Civil Action No. 9516-VCG. All pleadings, papers, and other documents previously filed to date in any of the cases consolidated herein are deemed a part of the record in the Consolidated Action, and shall remain in full force in the Consolidation Action.

3. The caption of the Consolidated Action shall be as follows:

| | | |
|------------------------|---|-------------------|
| IN RE SWS GROUP, INC. |) | CONSOLIDATED |
| STOCKHOLDER LITIGATION |) | C.A. No. 9516-VCG |

4. The complaint filed in C.A. No. 9516-VCG is hereby designated as the operative complaint in the Consolidated Action. Defendants shall have no obligation to respond or file an answer to the complaints filed in the actions. As soon as practicable, plaintiffs shall file a Verified Consolidated Amended Complaint to be designated as the operative complaint in the Consolidated Action. Once the Verified Consolidated Amended Complaint is filed, all parties shall

confer for the purposes of agreeing to a schedule for defendants to move to dismiss, answer, or otherwise respond thereto.

5. Defendants shall have no obligation to object or respond to any discovery requests filed to date in in Civil Action Nos. 9516-VCG and 9529-VCG. Once the Verified Consolidated Amended Complaint is filed, all parties shall confer for the purposes of agreeing to a schedule for document and other discovery in the Consolidated Action. Nothing herein shall prejudice plaintiffs' right to seek expedited discovery or defendants' rights to oppose expedited discovery or seek a stay of discovery.

6. The law firms of MILBERG LLP, One Penn Plaza, New York, NY 10119; MORGAN & MORGAN, P.C., 28 West 44th Street, Suite 2001, New York, NY 10036; and RIGRODSKY & LONG, P.A., 2 Righter Parkway, Suite 120, Wilmington, Delaware 19803 are hereby designated as Co-Lead Counsel.

7. The law firms of ANDREWS & SPRINGER LLC, 3801 Kennett Pike, Building C, Suite 305, Wilmington, Delaware 19807 and RIGRODSKY & LONG, P.A., are hereby designated as Delaware counsel ("Delaware Counsel") for Plaintiffs.

8. Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, and such agreements shall be binding on all plaintiffs.

9. Co-Lead Counsel, in consultation with Delaware Counsel, shall set policy for plaintiffs for the prosecution of this litigation, delegate and monitor the work performed by plaintiffs' attorneys to ensure that there is no duplication of effort or unnecessary expense, coordinate on behalf of plaintiffs the initiation and conduct of discovery proceedings, and provide supervision and coordination of the activities of plaintiffs' counsel.

10. Co-Lead Counsel, in consultation with Delaware Counsel, shall assume the following powers and responsibilities:

- a. coordinate and direct the preparation of pleadings;
- b. coordinate and direct the briefing and argument of motions;
- c. coordinate and direct the conduct of discovery and other pretrial proceedings;
- d. coordinate and direct class certification proceedings;
- e. coordinate the selection of counsel to act as plaintiffs' spokesperson at pretrial conferences;
- f. call meetings of plaintiffs' counsel as they deem necessary and appropriate from time to time;
- g. conduct any and all settlement negotiations with counsel for the defendants;
- h. coordinate and direct the preparation for trial and trial of this

matter, and to delegate work responsibilities to selected counsel as may be required; and

i. coordinate and direct any other matters concerning the prosecution or resolution of the Consolidated Action.

11. This Order shall apply to this Consolidated Action and any future-filed actions relating to the subject matter of this case. When a case that properly belongs as part of the Consolidated Action is hereafter filed in the Court, this Court requests the assistance of counsel in calling to the attention of the Court the filing or transfer of any case which might properly be consolidated as part of the Consolidated Action, and counsel are to assist in assuring that counsel in subsequent actions receive notice of this Order.

12. This Order is without prejudice to the right of any defendant to raise any and all arguments or defenses concerning the claims raised in the Consolidated Action.

13. The Register in Chancery shall file a copy of this Stipulation and Order for Consolidation in all of the actions referenced herein.

SO ORDERED this _____ day of _____, 2014.

Sam Glasscock, III, Vice Chancellor

This document constitutes a ruling of the court and should be treated as such.

Judge: Multi-Case

File & Serve

Transaction ID: 55427683

Current Date: May 13, 2014

Case Number: Multi-Case

Case Name: Multi-Case

/s/ Judge Glasscock, Sam