

In re Newbridge Bancorp S'holder Litig., 2016 NCBC Order 11.

STATE OF NORTH CAROLINA

GUILFORD COUNTY

IN RE NEWBRIDGE BANCORP  
SHAREHOLDER LITIGATION

IN THE GENERAL COURT OF JUSTICE  
SUPERIOR COURT DIVISION

15 CVS 9251 (Master File)

15 CVS 10097

15 CVS 10047

**ORDER PRELIMINARILY  
APPROVING SETTLEMENT AND  
CERTIFYING CLASS AND  
SCHEDULING ORDER**

The parties to the above-captioned action (the "Consolidated Action") have entered into a Stipulation and Agreement of Compromise, Settlement and Release dated June 14, 2016 (the "Stipulation"), which, together with the exhibits thereto, sets forth the terms and conditions of a proposed settlement of the Consolidated Action (the "Settlement"), and which provides for the dismissal of the Consolidated Action (and the actions that comprise the Consolidated Action), on the merits and with prejudice,

**NOW**, upon consent of the parties, after review and consideration of the Stipulation filed with the Court and the exhibits annexed thereto, and after due deliberation,

**IT IS HEREBY ORDERED** this 23rd day of June, 2016 that:

1. Except for terms defined herein, the definitions in the Stipulation are adopted and incorporated for purposes of this Order.

2. Solely for the purpose of consummating and effectuating the proposed Settlement, the Consolidated Action shall be preliminarily certified as a class action pursuant to Rule 23 of the North Carolina Rules of Civil Procedure on behalf of a non-opt out class, defined as any and all record holders and beneficial owners of common stock of NewBridge Bancorp ("NewBridge") who held or owned such stock at any time during the period beginning on and including October 13, 2015 through and including March 1, 2016 (the "Class Period"), including any and all of their

respective successors-in-interest, successors, predecessors-in-interest, predecessors, representatives, trustees, executors, administrators, estates, heirs, assigns and transferees, immediate and remote, and any person or entity acting for or on behalf of, or claiming under, any of them, and each of them, together with their predecessors-in-interest, predecessors, successors-in-interest, successors, and assigns (the "Class"). Excluded from the Class are Defendants and their immediate family members, any entity in which any Defendant has a controlling interest, and any successors-in-interest thereto.

3. The terms of the proposed Settlement as evidenced by the Stipulation are sufficiently fair, reasonable and adequate to warrant sending to the members of the Class the Notice of Pendency of Class Action, Class Action Determination, Proposed Settlement of Class Action, Settlement Hearing and Right to Appear (the "Notice"), substantially in the form attached as Exhibit B to the Stipulation, and holding a full hearing on the proposed Settlement. Accordingly, preliminary approval of the Settlement is granted.

4. Plaintiffs Paul Parshall, William Schult, and Curtis D. Nall are preliminarily appointed as Class representatives.

5. Rigrodsky & Long, P.A., Levi & Korsinsky LLP, and Kahn Swick & Foti, LLC are preliminarily appointed as Co-Lead Counsel for the Class. Rabon Law Firm, PLLC and Pinto Coates Kyre & Bowers, PLLC are preliminarily appointed as Co-Liaison Counsel for the Class.

6. A hearing (the "Settlement Hearing") shall be held on Wednesday, October 12, 2016 at 10:00 AM, in Courtroom 6370 of the Mecklenburg County Courthouse, 832 East Fourth Street, Charlotte, North Carolina 28202 to:

a. determine whether the preliminary certification and appointments made herein should be made final;

- b. determine Plaintiffs' counsel's application for attorneys' fees, costs and expenses;
- c. determine whether the Settlement should be approved as fair, reasonable, adequate, and in the best interests of the Class;
- d. determine whether an Order and Final Judgment should be entered in the Consolidated Action, dismissing the Consolidated Action with prejudice;
- e. hear and determine any objections to the Settlement or to Plaintiffs' counsel's application for attorneys' fees, costs and expenses; and
- f. rule on such other matters as the Court may deem appropriate.
- g. In determining the appropriate amount of fees, costs and expenses to be awarded to Plaintiffs' counsel, the Court will be guided by North Carolina law and the factors enumerated in Rule 1.5 of the North Carolina Rules of Professional Conduct.

7. The Court reserves the right to adjourn the Settlement Hearing or any adjournment thereof, including the consideration of the application for attorneys' fees, costs and expenses, without further notice of any kind other than oral announcement at the Settlement Hearing or any adjournment thereof.

8. The Court reserves the right to approve the Settlement at or after the Settlement Hearing with such modification(s) as may be consented to by the parties to the Stipulation and without further notice to the Class.

9. No less than (60) calendar days prior to the Settlement Hearing, NewBridge or its successor entity shall cause a notice of the Settlement Hearing, substantially in the form attached as Exhibit B to the Stipulation, to be mailed to all shareholders of record that are members of the Class at their last known addresses appearing in the stock transfer records maintained on or on behalf of NewBridge. All shareholders of record in the Class who were not also the beneficial

owners of the shares of NewBridge common stock held by them of record shall be requested to forward the Notice to such beneficial owners of those shares. NewBridge or its successor entity shall use reasonable efforts to give notice to such beneficial owners by making additional copies of the Notice available to any record holder who, prior to the Settlement Hearing, requests the same for distribution to beneficial owners.

10. NewBridge or its successor entity shall pay all costs of the Notice.

11. The Court approves the form and method of the Notice described herein and finds that it is the best notice practicable and constitutes due and sufficient notice of the Settlement Hearing to all persons entitled to receive such a notice, and it fully satisfies the requirements of due process, Rule 23 of North Carolina Rules of Civil Procedure, and applicable law. Counsel for NewBridge or its successor entity shall at least ten (10) business days prior to the Settlement Hearing described herein, file with the Court an appropriate affidavit with respect to the preparation and mailing of the Notice.

12. All proceedings in the Consolidated Action, other than such proceedings as may be necessary to carry out the terms and conditions of the Settlement, are hereby stayed and suspended until further order of the Court. Pending final determination of whether the Settlement should be approved, Plaintiffs, members of the Class, and any of them are barred and enjoined from commencing, prosecuting, instigating or in any way participating in the commencement or prosecution of any action asserting any Released Claims, either directly, representatively, derivatively, or in any other capacity, against Defendants or any of the Released Parties.

13. Any member of the Class who objects to the Settlement, the Order and Final Judgment to be entered in the Consolidated Action, and/or Plaintiffs' counsel's application for attorneys' fees, costs and expenses, or who otherwise wishes to be heard, may appear in person or

by such member's attorney at the Settlement Hearing and present evidence or argument that may be proper and relevant; provided, however, that, except for good cause shown, no person shall be heard and no papers, briefs, pleadings or other documents submitted by any person shall be considered by the Court unless not later than fourteen (14) calendar days prior to the Settlement Hearing such person files with the Guilford County Clerk of Superior Court and serves upon counsel listed below: (a) a written notice of intention to appear; (b) a statement of such person's objections to any matters before the Court; (c) the grounds for such objections and the reasons that such person desires to appear and be heard; and (d) documentation evidencing membership in the Class as well as all documents or writings such person desires the Court to consider. Such filings shall be served upon the following counsel:

Brian D. Long  
Rigrotsky & Long, P.A.  
2 Righter Parkway, Suite 120  
Wilmington, DE 19803  
*Preliminarily Appointed Co-Lead Counsel for the Class*

Thomas P. Holderness  
Robinson, Bradshaw & Hinson, P.A.  
101 North Tryon Street, Suite 1900  
Charlotte, NC 28246  
*Attorneys for Defendants Michael S. Albert, Robert A. Boyette, J. David Branch, C. Arnold Britt, Robert C. Clark, Alex A. Diffey, Jr., Barry Z. Dodson, Donald P. Johnson, Joseph H. Kinnarney, Michael S. Patterson, Pressley A. Ridgill, Mary E. Rittling, E. Reid Teague, Richard A. Urquhart, III, G. Alfred Webster, Kenan C. Wright, and Julius S. Young, Jr.*

Reid L. Phillips  
Brooks Pierce, McLendon, Humphrey & Leonard, LLP  
230 N. Elm Street, Suite 2000  
Greensboro, NC 27401  
*Attorneys for Defendant NewBridge Bancorp*

Kieran J. Shanahan  
Shanahan Law Group, PLLC  
128 E. Hargett Street, Third Floor  
Raleigh, NC 27601  
*Attorneys for Defendants Yadkin Financial Corp. and Navy Merger Sub Corp.*

The papers must also be sent, not later than fourteen (14) calendar days prior to the Settlement Hearing, to the North Carolina Business Court, Charlotte Office, by U.S. Mail or hand delivery at 832 East Fourth Street, Suite 9600, Charlotte, North Carolina 28202, or by e-mail to charlotte.lawclerk@ncbusinesscourt.net.

14. Unless the Court otherwise directs, no person shall be entitled to object to the approval of the Settlement, any judgment entered thereon, the adequacy of the representation of the Class by Plaintiffs and Plaintiffs' counsel, any award of attorneys' fees, costs and expenses, or otherwise be heard, except by serving and filing a written objection and supporting papers and documents as described in Paragraph 12. Any person who fails to object in the manner described above shall be deemed to have waived the right to object (including any right of appeal) and shall be forever barred from raising such objection in this or any other action or proceeding.

15. All papers in support of Final Approval of the Settlement and in support of Plaintiffs' counsel's application for an award of attorneys' fees, costs and expenses shall be filed no later than fifteen (15) business days prior to the Settlement Hearing, with any objections by Defendants to the fee, cost and expense application filed and served no later than ten (10) business days prior to the Settlement Hearing. If reply papers are necessary, Plaintiffs' counsel shall file and serve their reply by no later than five (5) business days prior to the Settlement Hearing. All responses to any objections shall be filed no later than five (5) business days prior to the Settlement Hearing.

16. If the Settlement, including any amendment made in accordance with the Stipulation, is not approved by the Court or shall not become effective for any reason whatsoever, the Settlement (including any modification thereof made with the consent of the parties as provided for in the Stipulation), and temporary Class certification herein and any actions taken or to be taken

in connection therewith (including this Order and any judgment entered herein) shall be terminated and shall become void and of no further force and effect, except for the obligation of NewBridge or its successor entity to pay for any expenses incurred in connection with the Notice provided for by this Order. In that event, neither the Stipulation, nor any provision contained in the Stipulation, nor any action undertaken pursuant thereto, nor the negotiation thereof by any party shall be deemed an admission or received as evidence in this or any other action or proceeding.

/s/ Louis A. Bledsoe, III  
Louis A. Bledsoe, III  
Special Superior Court Judge  
for Complex Business Cases