

IN THE CIRCUIT COURT OF THE 15TH JUDICIAL CIRCUIT
IN AND FOR PALM BEACH COUNTY, FLORIDA

HARRY ROTHENBERG, Individually and on)	Case No.
Behalf of All Others Similarly Situated,)	
Plaintiff,)	DIRECT SHAREHOLDER CLASS ACTION
vs.)	COMPLAINT
IMPERIAL HOLDINGS, INC., PHILLIP F.)	<u>CLASS REPRESENTATION</u>
GOLDSTEIN, ANDREW DAKOS, ANTONY)	<u>DEMAND FOR JURY TRIAL</u>
MITCHELL, JAMES M. CHADWICK,)	
RICHARD DAYAN, MICHAEL A. CROW,)	
and GERALD HELLERMAN,)	
Defendants.)	
_____)	

Plaintiff Harry Rothenberg (“Plaintiff”), individually and on behalf of all others similarly situated, submits this Direct Shareholder Class Action Complaint against Imperial Holdings, Inc. (“Imperial Holdings” or the “Company”) and its Board of Directors (the “Board” or the “Individual Defendants,” collectively with Imperial Holdings, “Defendants”). Plaintiff believes that substantial evidentiary support will exist for the allegations set forth herein after a reasonable opportunity for discovery, and based upon information and belief, alleges as follows:

SUMMARY OF THE ACTION

1. Defendant Imperial Holdings is currently under investigation by the United States Securities and Exchange Commission (the “SEC”) relating to possible violations of federal securities laws in connection with its legacy premium finance business and corresponding financial reporting. It is also currently under investigation by the Internal Revenue Service Criminal Investigation Division (the “IRS”) relating to its structured settlement business.

2. In September 2011, in connection with an investigation of the Company by the United States Attorney’s Office for the District of New Hampshire, the Company’s headquarters were raided by the Federal Bureau of Investigation (the “FBI”) and other federal agents. The raid and investigation resulted in a settlement pursuant to which the Company paid an \$8 million penalty to the United States Government and incurred legal costs of more than \$10.6 million; agreed to discontinue its insurance premium loan financing activities, which historically accounted for the majority of the Company’s income; and agreed that the Company lacked appropriate internal controls to prevent potential fraudulent practices in its premium finance business.

3. Thereafter, Imperial Holding’s directors and officers were named as defendants in securities class and derivative actions. These actions were ultimately resolved by the payment of \$12 million in cash and approximately \$1.6 million in warrants to owners of Imperial Holdings

shares and the adoption by Imperial Holdings of sweeping corporate governance, compliance, and internal control reform measures.

4. Notwithstanding this background and the ongoing investigations by the SEC and the IRS, and indeed, seemingly because of these investigations of potential illegal activity, on November 3, 2014, Imperial Holdings' directors adopted a draconian bylaw (the "Bylaw"), which, on information and belief, no other company in the country has done, to insulate themselves from shareholder redress for violations of state and federal law and breaches of fiduciary duties, both in the past and in the future. The Bylaw places all-but-insurmountable hurdles before the courthouse doors and is designed to, and effectively does, eliminate public shareholders' statutory rights to commence and prosecute shareholder class and derivative litigation against them, no matter how egregious the wrongs.

5. The Bylaw unilaterally overrides state and federal law and judicial precedent which expressly mandate the requirements that public shareholders must meet to commence and prosecute class or derivative actions. The Bylaw requires current and former shareholders who wish to file a class or derivative action against Imperial Holdings, its directors, or its officers to first obtain written consent from other shareholders beneficially owning at least **3%, or over 642,000**, Company shares.

6. The Bylaw was adopted in breach of the Individual Defendants' fiduciary duties because their sole intent was to reduce their risk of being held accountable to the Company or its shareholders for any violations of law, including criminal law, breaches of fiduciary duties or other misconduct.

7. The Bylaw imposes a pre-filing requirement so onerous that it effectively guarantees that, notwithstanding the provisions of state and federal law, no class or derivative actions can be filed against Defendants, regardless of how egregious their conduct may be. With the powerful deterrent of the derivative and class action mechanisms gone, shareholder and judicial oversight will

be all but eliminated. The Individual Defendants will have a freer hand to engage in wrongful and unlawful conduct in breach of their fiduciary duties without exposing themselves to substantial liability, knowing they have insulated themselves from the laws enacted by Congress and the State Legislature to protect the Company and investors from such misconduct.

8. The Bylaw also falls outside the scope of authority granted by Florida Statutes Section 607.0206 because it does not relate to the business or affairs of the corporation and is irreconcilable with Florida and federal law. Although Imperial Holdings has stated that the Board intends to submit the Bylaw to shareholders for ratification at the next annual meeting, the Bylaw is nevertheless effective as of November 3, 2014.

9. The Individual Defendants have acted disloyally and in bad faith and placed their own interests in avoiding liability to shareholders over the interests of both the Company and the public shareholders to whom they owe fiduciary duties. Moreover, the Individual Defendants adopted the Bylaw without being fully informed of the circumstances surrounding the validity and legality of the Bylaw, in breach of their fiduciary duties of due care.

10. Plaintiff seeks a declaratory judgment in his favor, declaring that the Bylaw is an *ultra vires* act that was adopted in breach of the Individual Defendants' fiduciary duties, is irreconcilable with Florida and federal law and public policy, and is invalid and unenforceable. Plaintiff also seeks a preliminary and permanent injunction barring Defendants from enforcing the Bylaw and from holding a shareholder vote on the Bylaw without full disclosure of all the communications with, and documents and information provided to or obtained by, the FBI, the SEC, and the IRS in connection with their investigations, so that before voting on the Bylaw, shareholders know what claims they are precluding from being brought.

11. Plaintiff has no adequate remedy at law.

JURISDICTION AND VENUE

12. The Court has jurisdiction over this action pursuant to Florida Statutes Sections 26.012(c) and 86.021 because this is an action in equity, seeking only declaratory and injunctive relief. The Court has jurisdiction over each Defendant because Imperial Holdings is a Florida corporation, and each Defendant conducts substantial business in, resides in, and/or is a citizen of the State of Florida.

13. Venue is proper because Imperial Holdings is headquartered in, and the causes of action asserted herein occurred in, Palm Beach County, Florida.

PARTIES

14. Plaintiff is, and at all relevant times was, a shareholder of Imperial Holdings.

15. Defendant Imperial Holdings, Inc. is a Florida corporation with its principal place of business located at 5355 Town Center Road, Suite 701, Boca Raton, Florida 33486. Imperial Holdings owns and manages a portfolio of approximately 600 life insurance policies, also referred to as life settlements. As of September 30, 2014, these life settlements had a fair value of approximately \$350 million and an aggregate death benefit of approximately \$2.9 billion. The Company primarily earns income on these policies from changes in their fair value and through death benefits when a policy matures. The Company has historically operated in two reportable business segments: life finance and structured settlements. On October 25, 2013, the Company sold its structured settlements business. Imperial Holdings common stock is listed and publicly traded on the New York Stock Exchange under the symbol "IFT." As of November 3, 2014, the Company had 21,402,990 shares of common stock outstanding.

16. Defendant Phillip F. Goldstein ("Goldstein") is, and at all material times was, Chairman of the Board of the Company. Goldstein is also co-founder of Bulldog Investors, an

activist investor group that beneficially owns approximately 11.9% of Imperial Holdings common stock.

17. Defendant Andrew Dakos (“Dakos”) is, and at all material times was, a Director of Imperial Holdings. Dakos is also affiliated with Bulldog Investors.

18. Defendant Antony Mitchell (“Mitchell”) is, and at all material times was, Chief Executive Officer and a Director of Imperial Holdings. Mitchell beneficially owns approximately 8.7% of the Company’s common stock.

19. Defendant James M. Chadwick (“Chadwick”) is, and at all material times was, a Director of Imperial Holdings. Chadwick beneficially owns approximately 5,181 shares of the Company’s common stock.

20. Defendant Richard Dayan (“Dayan”) is, and at all material times was, a Director of Imperial Holdings. Dayan beneficially owns 30,381 shares of the Company’s common stock.

21. Defendant Michael A. Crow (“Crow”) is, and at all material times was, a Director of Imperial Holdings. Crow beneficially owns 6,002 shares of the Company’s common stock.

22. Defendant Gerald Hellerman (“Hellerman”) is, and at all material times was, a Director of Imperial Holdings. Hellerman beneficially owns 32,809 shares of the Company’s common stock. He is also affiliated with Bulldog Investors.

23. The Individual Defendants identified in paragraphs 16 through 22 are members of the Board who adopted the invalid Bylaw in order to reduce their risk of being held liable to Imperial Holdings or its shareholders for violations of law and breaches of fiduciary duties.

FACTUAL ALLEGATIONS

Defendants Adopted an Illegal Bylaw that Shields them from Liability

24. On November 3, 2014, Imperial Holdings announced that the Board, without shareholder approval, adopted the unprecedented Bylaw. The Bylaw, which is effective immediately, states:

Section 3.16 Representative Claims. Except where a private right of action at a lower threshold than that required by this bylaw is expressly authorized by applicable statute, a current or prior shareholder or group of shareholders (collectively, a “Claiming Shareholder”) may not initiate a claim in a court of law on behalf of (1) the corporation and/or (2) any class of current and/or prior shareholders against the corporation and/or against any director and/or officer of the corporation in his or her official capacity, unless the Claiming Shareholder, no later than the date the claim is asserted, delivers to the Secretary written consents by beneficial shareholders owning at least 3% of the outstanding shares of the corporation as of (i) the date the claim was discovered (or should have been discovered) by the Claiming Shareholder or (ii), if on behalf of a class consisting only of prior shareholders, the last date on which a shareholder must have held shares to be included in the class.

25. Contrary to Florida and federal law, the Bylaw prohibits both current and former shareholders from initiating a derivative action on behalf of the Company or a shareholder class action against the Company, its officers, or its directors without first obtaining written consent from other shareholders owning at least 3% of Imperial Holdings common stock, which amounts to more than 642,000 shares.

26. Indeed, because Company insiders and entities associated with them, including the Individual Defendants, control *over 21%* of the Company’s shares, public shareholders would need to obtain written consents from approximately 4% of the non-insider shares in order to seek redress against the insiders. By contrast, Imperial Holdings’ Bylaws provide that a stockholder who wishes to nominate a director must hold only 1% of the Company’s outstanding stock.

27. This draconian provision appears to be the first of its kind, but its purpose is clear: to reduce the risk of Defendants being held liable to the Company or its shareholders for any violations

of state and federal law or other misconduct, both in the past and in the future, no matter how egregious.

28. Thus, the Bylaw creates an onerous, unreasonable, and unlawful obstacle designed solely to prevent shareholders from exercising their statutory right to bring valid derivative claims or class action litigation. Similarly, it denies the Court the responsibility and power of determining whether the claims sought to be litigated are meritorious or frivolous.

Defendants Adopted the Bylaw in Bad Faith and in Breach of Their Fiduciary Duties

29. It is axiomatic that Defendants, as directors of a public corporation, owe the Company's shareholders fiduciary duties, including the duties of good faith, loyalty, and due care. The power of corporate directors to amend bylaws must be exercised in accordance with their fiduciary duties to the shareholders.

30. Where directors have self-interest in a bylaw amendment or did not adequately inform themselves before adopting the amendment, the burden of proving the inherent or entire fairness of their adoption of the Bylaw is placed upon Defendants as a matter of law.

31. Here, the Individual Defendants have a material self-interest in the Bylaw and adopted it in bad faith and in breach of their fiduciary duties. They acted with the sole purpose of reducing their risk of being held liable to the Company and its shareholders for violations of Florida and federal law and other misconduct. In sum, the Individual Defendants have taken the law into their own hands and given themselves a license to commit securities fraud and ignore their clear fiduciary obligations without any accountability to the Company's shareholders. The Individual Defendants have, thus, unlawfully placed their own interests above the interests of the Company's shareholders to whom they owe fiduciary duties.

32. Defendants also adopted the Bylaw without being fully informed of the circumstances and legality surrounding the Bylaw, in breach of their fiduciary duties of due care.

The Bylaw Is Invalid Under Florida Statutes §607.0206

33. Florida Statutes Section 607.0206 (2) provides that “[t]he bylaws of a corporation may contain any provision for *managing the business* and *regulating the affairs of the corporation* that is *not inconsistent with law* or the articles of incorporation.” (Emphasis added.)

34. The Bylaw is invalid under Section 607.0206 because it does not pertain to the “managing [of] business” or “the affairs of the corporation.” Rather, it is an *ultra vires* attempt to override statutory law and impermissibly regulate the legal process by which current and former shareholders may obtain redress for harms caused by Defendants and other members of Company management.

35. The Individual Defendants’ disloyal and bad faith effort to impose barriers to legal redress for shareholders they have harmed does not relate to the “managing [of] business” or “the affairs of the corporation” and, thus, falls outside the scope of authority granted by Section 607.0206.

36. The Bylaw is also invalid under Section 607.0206 because it is plainly inconsistent with both Florida and federal law.

37. The Bylaw purports to require shareholder consent to initiate derivative suits and shareholder class actions. But neither consent from absent class members nor a minimum percentage of shareholdings are required elements of a class action under Florida Rule of Civil Procedure 1.220 or Federal Rule of Civil Procedure 23. And neither shareholder consent nor a minimum percentage of shareholdings are requirements of a derivative claim under Florida Statutes Section 607.07401 or Federal Rule of Civil Procedure 23.1. Similarly, the Bylaw runs afoul of the federal securities laws. *See, e.g.*, 15 U.S.C. §§78j(b) and 78t(a), and Rule 10b-5 promulgated thereunder, 17 C.F.R. §240.10b-5. The Bylaw is inconsistent with these rules and statutes and is against public policy because it imposes an inequitable barrier – written shareholder consent or a

minimum percentage of shareholdings – designed solely to prevent injured shareholders from exercising the rights afforded them under the law.

38. Furthermore, the Bylaw imposes requirements and conditions upon shareholders that Congress, the State Legislature, and regulatory authorities chose not to impose. The Board has literally taken the law into its own hands. Class actions are filed and litigated as individual actions until certified by a court. And the court can dismiss an action if it finds that it does not state a claim. The Bylaw requirement that injured shareholders must also obtain shareholder consent is inconsistent with claims under Florida law that do not require pre-filing shareholder approval, such as claims for breach of fiduciary duties and violations of the Florida Business Corporation Act, including Florida Statutes Section 607.0304(2)(a), which expressly provides that “[a] corporation’s power to act may be challenged . . . [i]n a proceeding *by a shareholder* against the corporation to enjoin the act[.]” (Emphasis added.) The Bylaw is also inconsistent with the federal securities laws, including the Securities Act of 1933 and the Securities Exchange Act of 1934, which permit shareholders to bring claims without shareholder consent. This is true even if the Bylaw is ratified by shareholder vote.

39. In any event, the Board has also failed to provide shareholders with material information necessary for them to make an informed decision on whether to ratify the Bylaw. For this independent reason, Plaintiff also seeks a preliminary and permanent injunction barring Defendants from enforcing the Bylaw and from holding a shareholder vote on the Bylaw without Defendants first making disclosure of all the communications with, and documents and information provided to or obtained by, the FBI, the SEC, and the IRS in connection with their investigations. A shareholder vote without all this information would be meaningless as the shareholders would not know what claims they are precluded from bringing.

40. Finally, the Bylaw is inconsistent with Defendants' fiduciary duties because it was adopted in bad faith and places Defendants' interests in avoiding legal liability over shareholders' interests in obtaining redress for harms caused by directors or officers of the Company.

CLASS ACTION ALLEGATIONS

41. Plaintiff brings this action individually and as a class action pursuant to Florida Rule of Civil Procedure 1.220 on behalf of all holders of Imperial Holdings common stock who are effectively being deprived of their rights to sue Defendants and other members of Company management for violations of law and breaches of fiduciary duties (the "Class"). Excluded from the Class are Defendants and any person, firm, trust, corporation, or other entity related to, or affiliated with, any Defendant.

42. The Class is so numerous that joinder of all members is impracticable. According to the Company's SEC filings, there were over 21 million shares of the Company's common stock outstanding as of November 3, 2014. These shares are held by hundreds, if not thousands, of beneficial holders who are geographically dispersed around the country.

43. There are questions of law and fact which are common to the Class. The common questions include, *inter alia*, the following:

- (a) whether the Bylaw is valid and enforceable;
- (b) whether the Bylaw is inconsistent with law and public policy;
- (c) whether Defendants have breached their fiduciary duties of good faith, loyalty, and due care owed to Plaintiff and the other members of the Class;
- (d) whether Plaintiff and the Class are entitled to declaratory relief; and
- (e) whether Plaintiff and the Class are entitled to injunctive relief.

44. Plaintiff's claims are typical of the claims of the other members of the Class, and Plaintiff does not have any interests adverse to the Class.

45. Plaintiff is an adequate representative of the Class, has retained competent counsel experienced in litigation of this nature, and will fairly and adequately protect the interests of the Class.

46. The prosecution of separate actions by individual members of the Class would create a risk of inconsistent or varying adjudications with respect to individual members of the Class which would establish incompatible standards of conduct for the party opposing the Class.

47. Defendants have acted on grounds generally applicable to the Class with respect to the matters complained of herein thereby making appropriate the declaratory and injunctive relief sought herein with respect to the Class as a whole.

CAUSES OF ACTION

COUNT I

Declaratory Judgment Pursuant to Florida Statutes §86.021 (Against All Defendants)

48. Plaintiff repeats and realleges the allegations contained in paragraphs 24 through 47 above, as if fully set forth herein.

49. Plaintiff brings this claim for a declaratory judgment pursuant to Florida Statutes Section 86.021 to determine the validity of the Bylaw and the rights of Plaintiff and the Class.

50. Plaintiff alleges that the Bylaw is invalid because it is an *ultra vires* attempt to regulate an extraneous matter that does not relate to the business or affairs of the Company, is inconsistent with Florida and federal law, and was adopted in breach of Defendants' fiduciary duties and in violation of Florida Statutes Section 607.0206.

51. Pursuant to Florida Statutes Section 86.021, Plaintiff respectfully requests that the Court enter a Declaratory Judgment in Plaintiff's favor, declaring that Defendants' Bylaw is invalid and unenforceable and adopted in breach of Defendants' fiduciary duties, and also grant Plaintiff the costs of this action and such other relief as this Court deems just and proper.

52. Plaintiff seeks to obtain a non-pecuniary benefit for the Class in the form of injunctive relief against Defendants. Plaintiff's counsel are entitled to recover their reasonable attorneys' fees and expenses as a result of the conference of a non-pecuniary benefit on behalf of the Class, and will seek an award of such fees and expenses at the appropriate time.

COUNT II
Breach of Fiduciary Duties
(Against the Individual Defendants)

53. Plaintiff repeats and realleges the allegations contained in paragraphs 24 through 47 above, as if fully set forth herein.

54. Defendants, in bad faith, have knowingly, wilfully, and recklessly violated fiduciary duties of good faith, loyalty, and due care owed to Plaintiff and the public shareholders of Imperial Holdings and have put their own interests ahead of the interests of both the Company and those public shareholders.

55. By the acts and courses of conduct alleged herein, Defendants, individually and acting as part of a common plan, knowingly, wilfully, or recklessly, and in bad faith, are attempting to unfairly deprive Plaintiff and the other members of the Class of their right to effectively deter, stop, and seek redress for legal harms caused by Defendants and officers of the Company.

56. As alleged herein, the Individual Defendants knowingly, wilfully, and recklessly breached their duties of good faith, loyalty, and due care owed to the shareholders of Imperial Holdings because, among other reasons, they failed to act in the best interests of the public shareholders of Imperial Holdings common stock, as well as the Company itself, and placed their own interests over the interests of the Company's shareholders and failed to fully inform themselves of the circumstances and legality surrounding the Bylaw.

57. As a result of the Individual Defendants' unlawful actions, Plaintiff and the other members of the Class will be irreparably harmed in that they will be unable to effectively deter, stop, and seek redress for legal harms caused by directors and officers of the Company.

58. Plaintiff and the other members of the Class have no adequate remedy at law. Only through the exercise of this Court's equitable powers can Plaintiff and the Class be fully protected from the irreparable injury that Defendants' actions are causing.

59. Unless this Court enjoins Defendants from enforcing the Bylaw, the Individual Defendants will continue to knowingly, wilfully, or recklessly, and in bad faith, breach their fiduciary duties owed to Plaintiff and the Class, and keep them from effectively deterring, stopping, and seeking redress for legal harms caused by Imperial Holdings' directors and officers.

60. Plaintiff seeks to obtain a non-pecuniary benefit for the Class in the form of injunctive relief against Defendants. Plaintiff's counsel are entitled to recover their reasonable attorneys' fees and expenses as a result of the conference of a non-pecuniary benefit on behalf of the Class, and will seek an award of such fees and expenses at the appropriate time.

COUNT III
Claim for Injunctive Relief Pursuant to Florida Statutes §607.0304
(Against Defendant Imperial Holdings)

61. Plaintiff repeats and realleges the allegations contained in paragraphs 24 through 47 above.

62. Florida Statutes Section 607.0304(2)(a) grants shareholders the right to bring an action against their corporation to enjoin an *ultra vires* act.

63. As alleged herein, Imperial Holdings has adopted a Bylaw that falls outside the scope of authority granted by Florida Statutes Section 607.0206, as it does not relate to the business or affairs of the Company, is inconsistent with Florida and federal law, and was adopted in breach of the Board's fiduciary duties.

64. Therefore, Imperial Holdings lacked power to adopt the invalid and unlawful Bylaw, and its adoption of the Bylaw was an *ultra vires* act enjoined under Florida Statutes Section 607.0304(2)(a).

65. Pursuant to Florida Statutes Section 607.0304(2)(a), Plaintiff and the other members of the Class respectfully request that this Court enjoin Imperial Holdings from enforcing the Bylaw that was adopted through an *ultra vires* act of the Company.

66. Plaintiff seeks to obtain a non-pecuniary benefit for the Class in the form of injunctive relief against Defendants. Plaintiff's counsel are entitled to recover their reasonable attorneys' fees and expenses as a result of the conference of a non-pecuniary benefit on behalf of the Class, and will seek an award of such fees and expenses at the appropriate time.

COUNT IV
Claim for Preliminary and Permanent Injunctive Relief
(Against All Defendants)

67. Plaintiff repeats and realleges the allegations contained in paragraphs 24 through 47 above, as if fully set forth herein.

68. As alleged herein, the Individual Defendants knowingly, wilfully, and recklessly breached their duties of good faith, loyalty, and due care owed to the shareholders of Imperial Holdings because, among other reasons, they failed to act in the best interests of the shareholders and placed their own interests over the interests of the Company's shareholders and failed to fully inform themselves of the circumstances and legality surrounding the Bylaw.

69. Plaintiff and the Class have a substantial likelihood of success on the merits of their claims as the Bylaw was adopted in breach of the Individual Defendants' fiduciary duties and is clearly inconsistent with Florida and federal law.

70. Plaintiff and the other members of the Class have no adequate remedy at law. Only through the exercise of this Court's equitable powers can Plaintiff and the Class be fully protected from the irreparable injury that Individual Defendants' actions are causing.

71. Unless this Court enjoins Defendants from enforcing the Bylaw, the Individual Defendants will continue to knowingly, wilfully, or recklessly, and in bad faith, breach their fiduciary duties owed to Plaintiff and the Class, and keep them from effectively deterring, stopping, and seeking redress for legal harms caused by Defendants and other members of Company management.

72. Plaintiff respectfully requests a preliminary and permanent injunction barring Defendants from enforcing the Bylaw against Plaintiff and the other members of the Class.

73. Plaintiff also seeks a preliminary and permanent injunction barring Defendants from enforcing the Bylaw and from holding a shareholder vote on the Bylaw without full disclosure of all communications with, and documents and information provided to or obtained by, the FBI, the SEC, and the IRS in connection with their investigations, so that before voting on the Bylaw, shareholders know what claims they are precluding from being brought.

74. Plaintiff seeks to obtain a non-pecuniary benefit for the Class in the form of injunctive relief against Defendants. Plaintiff's counsel are entitled to recover their reasonable attorneys' fees and expenses as a result of the conference of a non-pecuniary benefit on behalf of the Class, and will seek an award of such fees and expenses at the appropriate time.

JURY DEMAND

Plaintiff demands a trial by jury on all issues so triable.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff demands judgment in his favor and against Defendants as follows:

A. Declaring that this action is properly maintainable as a class action;

- B. Appointing Plaintiff as Class representative and Plaintiff's counsel as Class Counsel;
- C. Declaring that the Bylaw is invalid and unenforceable;
- D. Declaring that the Board breached its fiduciary duties;
- E. Preliminarily and permanently enjoining Defendants from enforcing the Bylaw;
- F. Preliminarily and permanently enjoining Defendants from holding a shareholder vote to ratify it without full disclosure of all communications with, and documents and information provided to or obtained from, the FBI, the SEC, and the IRS in connection with their investigations;
- G. Awarding Plaintiff the costs of this action, including reasonable attorneys' and experts' fees; and
- H. Granting any and all other further relief as this Court may deem just and proper.

DATED: January 16, 2015

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