

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF WISCONSIN
MILWAUKEE DIVISION**

IN RE ROADRUNNER TRANSPORTATION
SYSTEMS, INC. SECURITIES LITIGATION

Case No.: 17-cv-144

CLASS ACTION

ORDER

WHEREAS, a consolidated class action is pending in this court entitled *In re Roadrunner Transportation Systems, Inc. Securities Litigation*, Case No. 17-cv-144 (the “Action”);

WHEREAS, (a) Public Employees Retirement System of Mississippi on behalf of itself and the Settlement Class (defined below), and (b) Roadrunner Transportation Systems, Inc. (“Roadrunner” or “the Company”), Mark A. DiBlasi, (“DiBlasi”), Peter Armbruster, (“Armbruster”), HCI Equity Partners, L.L.C., HCI Equity Management, L.P., and Scott D. Rued (“Rued”) (collectively the “Defendants”), have entered into a Stipulation and Agreement of Settlement dated March 29, 2019 (the “Settlement Agreement”), that provides for a complete dismissal with prejudice of the claims asserted against Defendants in the Action on the terms and conditions set forth in the Settlement Agreement, subject to the approval of this Court (the “Settlement”);

WHEREAS, by Order dated June 19, 2019 (the “Preliminary Approval Order”), this Court: (a) preliminarily approved the Settlement; (b) certified the Settlement Class solely for purposes of effectuating the Settlement; (c) ordered that notice of the proposed Settlement be provided to potential Settlement Class Members; (d) provided Settlement Class Members with the opportunity either to exclude themselves from

the Settlement Class or to object to the proposed Settlement; and (e) scheduled a hearing regarding final approval of the Settlement;

WHEREAS, due and adequate notice has been given to the Settlement Class;

WHEREAS, the Court conducted a hearing on September 23, 2019 (the “Settlement Hearing”) to consider, among other things, (a) whether the terms and conditions of the Settlement are fair, reasonable and adequate to the Settlement Class, and should therefore be approved; and (b) whether a judgment should be entered dismissing the Action with prejudice as against the Defendants;

WHEREAS, no member of the Settlement Class has filed an objection to final approval of the settlement, the plan of allocation, or the award of attorneys’ fees and litigation expenses;

WHEREAS, no member of the Settlement Class has timely requested exclusion from the class; and

WHEREAS, the Court having reviewed and considered the Settlement Agreement, all papers filed and proceedings held herein in connection with the Settlement, all oral and written comments received regarding the Settlement, and the record in the Action, and good cause appearing therefor;

IT IS ORDERED that the plaintiffs’ motion for final approval of the settlement and plan of allocation (ECF No. 93) is **GRANTED**, follows:

1. **Class Certification for Settlement Purposes.** The Court hereby finally certifies the following class for the purposes of Settlement only (the “Settlement Class”), pursuant to Rules 23(a) and Rule 23(b)(3) of the Federal Rules of Civil Procedure: all persons and entities that, during the period from March 14, 2013 to and through January 30, 2018, inclusive, (the “Class Period”), purchased or otherwise acquired shares of Roadrunner Transportation System, Inc.’s publicly traded common stock in the open market and were damaged thereby. Excluded from the Settlement Class are: Defendants, any entity in which any Defendant has or had a controlling interest, Roadrunner’s, HCI Equity Partners, L.L.C.’s and/or HCI Equity Management, L.P.’s current or former employees, directors, parents, subsidiaries, divisions, affiliates, officers, managers, general or limited partners, control persons or entities, the immediate family members of defendants DiBlasi, Armbruster or Rued, any trust of which DiBlasi, Armbruster, or Rued is the settlor or which is for the benefit of a member of their immediate family, and the legal representatives, heirs, successors, or assigns of any such excluded person or entity.

2. **Adequacy of Representation.** The Court hereby affirms its appointment of Public Employees' Retirement System of Mississippi as Lead Plaintiff ("Lead Plaintiff") and Class Representative for the Settlement Class, and Barrack, Rodos & Bacine as Lead Counsel and, together with Cross Law Firm, S.C. and Gadow Tyler, P.C., as Class Counsel for the Settlement Class. The Court finds that Lead Plaintiff and Lead Counsel have fairly and adequately represented the Settlement Class both in terms of litigating the Action and for purposes of negotiating, entering into and implementing the Settlement, have done so at all times during the pendency of this Action, and have satisfied the requirements of Rules 23(a)(4) and 23(g) of the Federal Rules of Civil Procedure.

3. **Notice.** This Court finds that: the distribution of the Notice, the publication of the Summary Notice, and the notice methodology (together the "Notice Program") (a) were implemented in accordance with the terms of the Settlement Agreement and the Court's Preliminary Approval Order; (b) constituted the best practicable notice to Settlement Class Members under the circumstances of the Action; (c) were reasonably calculated, under the circumstances, to apprise Settlement Class Members of: (i) the proposed Settlement of this Action; (ii) their right to exclude themselves from the Settlement Class; (iii) their right to object to any aspect of the proposed Settlement; (iv) their right to appear at the Settlement Hearing, either on their own or through counsel hired at their own expense, if they are not excluded from the Settlement Class; and (v) the binding effect of the proceedings, rulings, orders, and judgments in this Action, whether favorable or unfavorable, on all persons who are not excluded from the Settlement Class; (d) were reasonable and constituted due, adequate, and sufficient notice to all persons and entities entitled to be provided with notice of the Settlement; and (e) fully satisfied all applicable requirements of the Federal Rules of Civil Procedure (including Rules 23(c) and (d)), the United States Constitution (including the Due Process Clause), Section 21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(7), as amended by the Private Securities Litigation Reform Act of 1995 (the "PSLRA"), the Rules of the Court, and any other applicable laws and rules.

4. **Final Settlement Approval and Dismissal of Claims.** In light of the benefits to the Settlement Class, the complexity, expense and possible duration of further litigation against the Defendants, and the risks of establishing liability and damages, pursuant to Rule 23 of the Federal Rules of Civil Procedure, the Court hereby fully and finally approves the Settlement as set forth in the Settlement

Agreement, and finds that the Settlement is, in all respects, fair, reasonable and adequate, and in the best interests of Lead Plaintiff, the Settlement Class, and the Settlement Class Members. This Court further finds the Settlement was the result of arm's-length negotiations between experienced counsel respectively representing the interests of Lead Plaintiff, the Settlement Class, and the Defendants.

5. The Action and all the claims asserted against Defendants in the Action by Lead Plaintiff and the other Settlement Class Members are hereby dismissed with prejudice. The Parties and Defendants' insurers shall bear their own costs and expenses, except as otherwise expressly provided for in the Settlement Agreement.

6. **Rule 11 Findings.** This Court finds and concludes that during the course of the litigation, Lead Plaintiff, Class Counsel, Defendants, and Defendants' Counsel at all times complied with the requirements of Rule 11 of the Federal Rules of Civil Procedure in connection with the institution, prosecution, defense and settlement of the Action.

IT IS FURTHER ORDERED that plaintiffs' motion for attorneys' fees and reimbursement of litigation expenses (ECF No. 95) is **GRANTED**. Plaintiffs' counsel is awarded 17% of the Settlement fund of \$20 million, along with litigation expenses in the amount of \$222,122.67. The court finds that these amounts are fair, reasonable, and adequate.

SO ORDERED this 26th day of September, 2019.

s/Lynn Adelman

HON. LYNN ADELMAN
UNITED STATES DISTRICT COURT JUDGE