

**UNITED STATES DISTRICT COURT  
DISTRICT OF MINNESOTA**

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BEAVER COUNTY EMPLOYEES'	)	
RETIREMENT FUND; ERIE COUNTY	)	
EMPLOYEES' RETIREMENT SYSTEM;	)	Case No. 0:14-cv-00786-ADM-TNL
and LUC DE WULF, Individually and on	)	
Behalf of All Others Similarly Situated,	)	
	)	
Plaintiffs,	)	
	)	
v.	)	
	)	
TILE SHOP HOLDINGS, INC.; ROBERT A.	)	
RUCKER; THE TILE SHOP, INC.; TIMOTHY	)	
C. CLAYTON; PETER J. JACULLO III;	)	
JWTS, INC.; PETER H. KAMIN; TODD	)	
KRASNOW; ADAM L. SUTTIN; WILLIAM	)	
E. WATTS; ROBERT W. BAIRD & CO.	)	
INCORPORATED; CITIGROUP GLOBAL	)	
MARKETS INC.; CJS SECURITIES, INC.;	)	
HOULIHAN LOKEY CAPITAL, INC.;	)	
PIPER JAFFRAY & CO.; SIDOTI &	)	
COMPANY, LLC; TELSEY ADVISORY	)	
GROUP LLC; and WEDBUSH	)	
SECURITIES, INC.,	)	
	)	
Defendants.	)	

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**[PROPOSED] ORDER APPROVING PLAN OF DISTRIBUTION**

This matter is before the Court on Class Representatives' Motion for Final Approval of Class Action Settlement and Plan of Distribution, filed on March 20, 2017 (ECF No. 386). All capitalized terms used herein have the meanings set forth in the Stipulation of Settlement, dated January 13, 2017, and filed the same day (ECF No. 381).

The Court having considered all papers filed and proceedings had herein and otherwise being fully informed of the matters hereto and good cause appearing therefore;

**THE COURT HEREBY FINDS AND CONCLUDES** that:

1. The Court has jurisdiction to enter this Order approving the proposed Plan of Distribution and over the subject matter of the Action and all parties to the Action, including all Class Members.

2. Pursuant to and in compliance with Rule 23 of the Federal Rules of Civil Procedure and the Court's Order Preliminarily Approving Settlement and Providing for Notice and Settlement Hearing dated January 19, 2017 (ECF No. 384) (the "Preliminary Approval Order"), due and adequate notice was directed to all Class Members, including individual notice to those Class Members who could be identified through reasonable effort, advising them of the Plan of Distribution and of their right to object thereto, and a full and fair opportunity was accorded to Class Members to be heard with respect to the Plan of Distribution, and there were no objections to the Plan of Distribution.

3. The Court finds and concludes that the formula for the calculation of the claims of claimants as provided in the Plan of Distribution set forth in the Notice approved by the Court's Preliminary Approval Order and disseminated to Class Members provides a fair and reasonable basis upon which to allocate the proceeds of the Net Settlement Fund among Class Members with due consideration having been given to administrative convenience and necessity.

4. The Court finds and concludes that the Plan of Distribution is, in all respects, fair and reasonable to the Class and approves the Plan of Distribution.

5. Any appeal or any challenge affecting this Court's approval of the Plan of Distribution will in no way disturb or affect the finality of the Final Judgment Order entered with respect to the Settlement.

6. Jurisdiction is hereby retained over the Parties and Class Members for all matters relating to this Action, including the administration, interpretation, effectuation or enforcement of the Stipulation and this Order.

7. There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of the Court is expressly directed.

**IT IS SO ORDERED.**

Date: \_\_\_\_\_, 2017.  
Minneapolis, Minnesota

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Ann D. Montgomery  
United States District Judge