

2. By Order dated July 10, 2008, the Court previously found, and hereby, reaffirms, that each element for certification of the Class pursuant to Missouri Rule of Civil Procedure 52.08 is met because: (a) the members of the Class are so numerous that joinder of all Class Members in the Action is impracticable; (b) there are questions of law and fact common to the Class which predominate over any individual questions; (c) the claims of Plaintiffs are typical of the claims of the Class; (d) Plaintiffs and Plaintiffs' Counsel have fairly and adequately represented and protected the interests of all members of the Class; and (e) a class action is the superior method of adjudicating the controversy, considering: (i) the interests of the Class Members in individually controlling the prosecution of the separate actions; (ii) the extent and nature of any litigation concerning the controversy already commenced by Class Members; (iii) the desirability or undesirability of continuing the litigation of these claims in this particular forum; and (iv) the difficulties likely to be encountered in the management of the Action.

3. Plaintiffs' Counsel are authorized to act on behalf of the Class with respect to all acts required by, or which may be given pursuant to, the Stipulation and such other acts which are reasonably necessary to consummate the proposed settlement set forth in the Stipulation.

4. The Court hereby preliminarily approves: (a) the settlement of the Action as set forth in the Stipulation; and (b) the proposed Plan of Allocation, subject to the right of any Class Member to challenge the fairness, adequacy, and reasonableness of the settlement or the Plan of Allocation, and to show cause, if any exists, why a final judgment dismissing the Action based on the Stipulation should not be ordered herein after due and adequate notice to the Class has been given in conformity with this Notice Order.

5. The Court preliminarily finds that the settlement is fair, reasonable, adequate, and in the best interests of the members of the Class.

6. The Court will hold a final settlement hearing (the "Settlement Fairness Hearing") on May 14, 2010 at 9:30 a.m., in Division 8 of the Circuit Court for the City of St. Louis, 6th Floor, 10 N. Tucker, St. Louis, MO 63101 in order to: (i) determine whether the settlement should be finally approved as fair, reasonable, adequate and in the best interests of the Class, (ii) determine whether the Judgment substantially in the form, as attached as Exhibit C to the Stipulation should be entered dismissing Released Plaintiffs' Claims against Defendants and Released Defendants' Claims against Plaintiffs with prejudice, and (iii) consider any other matters that may properly be brought before the Court in connection with the settlement.

7. As set forth in paragraph V.C of the Stipulation, within 15 business days after this issuance of this Notice Order, A.G. Edwards shall transfer the \$26,000,000 Cash Component into the Settlement Account. Funds shall not be released from the Settlement Account except (i) by Order of the Court; or (ii) with specific written agreement of counsel for the Defendants and Plaintiffs' Counsel; or (iii) as otherwise permitted under the Escrow Agreement. As set forth in the Stipulation, the Plan of Allocation, and the Escrow Agreement, Taxes, reasonably incurred Tax Expenses and any costs, fees, or other expenses associated with the Settlement Account shall be borne by and paid from the Settlement Account.

8. The Court hereby approves, as to form and content and for distribution to Class Members, the Notice, in the form of Exhibit 1 to Exhibit A to the Stipulation.

9. A.G. Edwards, or its designated agents, shall, at its own expense (subject to Section V.G.(1) of the Stipulation), cause the Notice, as approved by the Court, to be mailed to all Current Accounts and all Former Accounts at the last known address of the accounts appearing on the books and records of A.G. Edwards. The Notice is to be mailed no later than 30 days after entry of this Order.

10. Except as provided in the Escrow Agreement, the Plan of Allocation and Sections V.D. and V.G.(1) of the Stipulation, A.G. Edwards, at its own expense, shall be responsible for the administration of the Settlement and the Notice in accordance with the Stipulation.

11. The Court finds and concludes, with respect to both the form of the Notice and the procedure used to give notice, that the Notice provided for in this Notice Order is the best notice reasonably practicable under the circumstances, fully satisfies the requirements of Missouri Rule of Civil Procedure 52.08, the due process clause of the Constitution of the United States, the due process clause of the Constitution of Missouri and all other applicable laws, and constitutes due and sufficient notice to all persons entitled to receive notice.

12. The Settlement Fairness Hearing may be adjourned by the Court without notice to Class Members. The Court may consider modifications of the Settlement without further notice to Class Members.

13. Class Members were previously provided the opportunity to opt out of the Class Action. Any Class Member who has not previously submitted a timely request to be excluded from the Class may object to the settlement, the Stipulation, the Plan of Allocation, the request by Plaintiffs' Counsel for attorneys' fees and reimbursement of expenses, and/or the request for payment for Plaintiffs for services rendered to the Class at the Settlement Fairness Hearing. Any objection must be filed no later than 15 days before the Settlement Fairness Hearing and must be in writing, and must include the following information: (i) the person's name, address and telephone number, (ii) the person's account number(s) with A.G. Edwards, (iii) a detailed statement of the reasons why the person objects to the Settlement, the Plan of Allocation, the request by Plaintiffs' Counsel for attorneys' fees and reimbursement of expenses and/or the request for payment for Plaintiffs for services rendered to the Class, (iv) the person's signature,

and (v) any supporting papers, including all documents and writings that the person desires the Court to consider. The objection, statement or request to be heard at the Settlement Fairness Hearing must be filed with the Clerk of the Court and must be delivered by hand, overnight delivery, or first class mail to the counsel for the parties identified in the Notice at the same time that the objection is filed with the Clerk of the Court.

14. Any Class Member who does not object to the settlement, the Plan of Allocation, the request for attorneys' fees and reimbursement of expenses, and/or the request for payment to Plaintiffs for services rendered to the Class in the manner stated in this Notice Order shall be deemed to have waived his, her or its right to object to the settlement, the Plan of Allocation, the request for attorneys' fees and reimbursement of expenses and/or the request for payment to Plaintiffs for services rendered to the Class and shall forever be barred from so objecting in this or any other proceeding.

15. No person who is not a Class Member, A.G. Edwards or Plaintiffs' Counsel shall have any right to a portion of, or any distribution from, the settlement unless otherwise ordered by the Court or otherwise provided in the Stipulation, the Plan of Allocation or the Escrow Agreement.

16. No later than 7 days before the Settlement Fairness Hearing before the Court, the following shall be served and filed: (a) all briefs supporting the settlement, the Stipulation, the Plan of Allocation, the requests for attorneys' fees and costs, and the request for payment to Class Representatives for services rendered to the Class and (b) all responses to objections by Class Members to the settlement, the Stipulation, the Plan of Allocation, the request for attorneys' fees and costs, and the request for payment to Class Representatives for services rendered to the Class.

17. Neither the settlement, the Stipulation, the Notice, the Plan of Allocation, nor any act performed or document executed pursuant to or in furtherance of the settlement, the Stipulation, the Notice, or the Plan of Allocation: (a) is or may be deemed to be or may be used as an admission of, or evidence of, the validity of any of Plaintiffs' or Defendants' Released Claims, or of any wrongdoing or liability of Defendants; or (b) is or may be deemed to be, or may be used as, an admission, or evidence of, any fault or omission of any of Defendants in any civil, criminal, or administrative proceeding in any court, administrative agency or other tribunal.

18. Pending the Settlement Fairness Hearing, the Court enjoins all proceedings in the Action until further order of the Court, except as may be necessary to implement or enforce any of the terms and conditions of the Stipulation.

19. The Court hereby enters a preliminary injunction as part of the Preliminary Approval of this Stipulation, barring and enjoining all members of the Class or any of them from commencing any action after December 14, 2009, including arbitrations, asserting any of the Plaintiffs' Released Claims either directly, indirectly, representatively, derivatively, or in any capacity against Defendants or Defendants' Released Persons, except where the Class Member properly exercised his/her opt out or exclusionary rights.

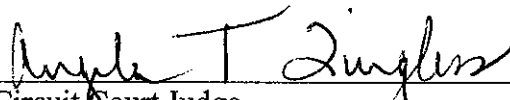
20. The Court may, for good cause, extend any of the deadlines set forth in this Notice Order without further notice to the Class.

21. In the event that the settlement fails to become effective or if Judgment is not entered or is reversed, vacated, or materially modified on appeal, this Notice Order (except for this Paragraph) shall be null and void, the settlement shall be deemed terminated, and the parties shall return to their positions as provided for in the Stipulation.

DATED:

Jul 22, 2010
St. Louis, Missouri

SO ORDERED.



Circuit Court Judge
Circuit Court for the City of St. Louis

Submitted by:

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