



GRANTED

EFiled: Oct 06 2015 03:46PM EDT
Transaction ID 57971990
Case No. Multi-Case



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

STEVEN MEROLA, On Behalf of Himself
and All Others Similarly Situated,

Plaintiff,

v.

MERGE HEALTHCARE
INCORPORATED, MICHAEL P. COLE,
JUSTIN C. DEARBORN, WILLIAM J.
DEVERS, JR., MICHAEL W. FERRO, JR.,
MATTHEW M. MALONEY, RICHARD
A. RECK, NEELE E. STEARNS, JR.,
INTERNATIONAL BUSINESS
MACHINES CORPORATION, and
DATONG ACQUISITION CORP.,

Defendants.

C.A. No. 11388-VCG

MATHIAS TURTZ, Individually and On
Behalf of All Others Similarly Situated,

Plaintiff,

v.

MICHAEL W. FERRO JR., JUSTIN C.
DEARBORN, WILLIAM J. DEVERS JR.,
NEELE E. STEARNS JR., MICHAEL P.
COLE, MATTHEW M. MALONEY,
RICHARD A. RECK, INTERNATIONAL
BUSINESS MACHINES CORPORATION,
DATONG ACQUISITION CORP., and
GOLDMAN SACHS AND CO.

Defendants.

C.A. No. 11426-VCG

MONIQUE LOZOYA, Individually and On
Behalf of All Others Similarly Situated,

Plaintiff,

v.

MICHAEL W. FERRO JR., JUSTIN C.
DEARBORN, WILLIAM J. DEVERS JR.,
NEELE E. STEARNS JR., MICHAEL P.
COLE, MATTHEW M. MALONEY,
RICHARD A. RECK, INTERNATIONAL
BUSINESS MACHINES CORPORATION,
DATONG ACQUISITION CORP., and
GOLDMAN SACHS AND CO.

Defendants.

C.A. No. 11433-VCG

WILLIAM FEDERMAN, On Behalf of
Himself and All Others Similarly
Situated,

Plaintiff,

v.

MERGE HEALTHCARE
INCORPORATED, JUSTIN C.
DEARBORN, MICHAEL W. FERRO,
JR., MICHAEL P. COLE, WILLIAM J.
DEVERS, JR., MATTHEW M.
MALONEY, RICHARD A. RECK,
NEELE E. STEARNS, JR.,
INTERNATIONAL BUSINESS
MACHINES CORPORATION and
DATONG ACQUISITION CORP.,

Defendants.

C.A. No. 11445-VCG

SUSAN MOLINARO, Individually and
On Behalf of All Others Similarly
Situated,

Plaintiff,

v.

MERGE HEALTHCARE
INCORPORATED, MICHAEL W.
FERRO, JR., JUSTIN C. DEARBORN,
MICHAEL P. COLE, MATTHEW M.
MALONEY, NEELE STEARNS, JR.,
RICHARD A. RECK, WILLIAM J.
DEVERS, JR., INTERNATIONAL
BUSINESS MACHINES
CORPORATION and DATONG
ACQUISITION CORP.,

Defendants.

C.A. No. 11458-VCG

**[PROPOSED] ORDER OF CONSOLIDATION
OF RELATED ACTIONS AND
APPOINTMENT OF LEAD COUNSEL**

It appearing that the above-captioned actions involve the same subject matter, and that the administration of justice would be best served by consolidating the actions,

IT IS HEREBY ORDERED this ____ day of September, 2015:

1. The above captioned actions are to be consolidated for all purposes (the “Consolidated Action”).

2. Any papers to be filed hereafter need only be filed in C.A. No. 11388-VCG.

3. The Consolidated Action caption shall be:

IN RE MERGE HEALTHCARE, INC.
STOCKHOLDERS LITIGATION

CONSOLIDATED
C.A. No. 11388-VCG

4. The Designated Co-Lead Plaintiffs shall be: Monique Lozoya and Steven Merola.

5. The law firms of FARUQI & FARUQI, LLP, 20 Montchanin Road, Suite 145 Wilmington, DE 19807 and RIGRODSKY & LONG, P.A., 2 Righter Parkway, Suite 120, Wilmington, DE 19803 are hereby designated as Co-Lead Counsel for the Consolidated Action. Defendants other than Goldman Sachs¹ take no position as to the appointment of Co-Lead Counsel.

6. All documents previously filed to date in any of the cases consolidated herein are deemed filed and are a part of the record in the Consolidated Action.

7. The Verified Amended Class Action Complaint filed by Monique Lozoya, Case No. 11433-VCG, on September 11, 2015, (the “*Lozoya Amended Complaint*”) is hereby designated the operative complaint for the Consolidated

¹ Goldman Sachs is being served today and has not indicated its position on Plaintiffs’ motion. Plaintiffs have been informed Goldman Sachs will respond with its position after it is served.

Action (the “Consolidated Complaint”) and the First Set of Document Requests Directed to All Defendants served by Susan Molinaro, Case No. 11458-VCG, on September 8, 2015, is hereby designated the operative discovery requests (“Discovery Requests”). The parties shall confer upon a schedule for Defendants to respond to the Consolidated Complaint and the Discovery Requests following the disposition of Defendants’ Motion to Dismiss or Stay and supporting brief, filed on September 18, 2015 (“Defendants’ Motion”). No response to the Consolidated Complaint or response to any discovery is required prior to the disposition of Defendants’ Motion.

8. Co-Lead Counsel shall set policy for plaintiffs for the prosecution of this litigation, delegate and monitor the work performed by plaintiffs’ attorneys to ensure that there is no duplication of effort or unnecessary expense, coordinate on behalf of plaintiffs the initiation and conduct of discovery proceedings, and provide supervision and coordination of the activities of plaintiffs’ counsel. Co-Lead Counsel shall have the authority to negotiate a settlement, subject to approval of plaintiffs and the Court.

9. Any agreement reached between counsel for defendants and the Co-Lead Counsel shall be binding on all plaintiffs.

10. Co-Lead Counsel shall be responsible for the overall conduct of the litigation on behalf of the plaintiffs and the proposed class.

11. Co-Lead Counsel shall also be responsible and authorized to communicate with the Court, including receiving orders, notices, correspondence, and telephone calls from the Court on behalf of all plaintiffs. Co-Lead Counsel shall also attend all hearings and shall be responsible for the submission of pleadings, motions and other papers to the Court and ensuring that the prosecution of this litigation comports with all applicable Delaware Rules.

12. This Order shall apply to any case arising out of the same or similar transactions and/or events as the Consolidated Action that is subsequently filed in, remanded to, or transferred to this Court. When a case that properly belongs as part of the Consolidated Action is hereafter filed in, remanded to, or transferred to this Court, Co-Lead Counsel shall call such filing, remand, or transfer to the attention of the Register in Chancery for purposes of moving the Court for an order consolidating such case(s) with the Consolidated Action. Co-Lead Counsel shall further assist in ensuring that counsel for the parties to such subsequent action(s) receive notice of this Order.

VICE CHANCELLOR SAM GLASSCOCK III

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Multi-Case

File & Serve

Transaction ID: 57940685

Current Date: Oct 06, 2015

Case Number: Multi-Case

Case Name: Multi-Case

Court Authorizer: Glasscock, Sam

/s/ **Judge Glasscock, Sam**