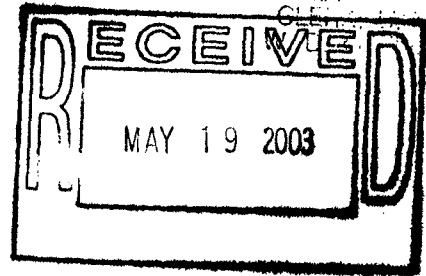


IN THE UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF TENNESSEE – WESTERN DIVISION

FILED BY *RMM* D.C.  
05 MAY 14 AM 9:02

THE FARM AND INDUSTRIAL SUPPLY )  
COMPANY, INC. PROFIT SHARING PLAN )  
AND 401(k) PLAN, in their own right and by )  
and through their fiduciary RICHARD L. )  
CRAWFORD; THE GDI 401(k) PLAN, in its own )  
right and by and through its Trustee JOHN HART, )  
on behalf of the plans and their plan participants, )  
and on behalf of all similarly situated retirement )  
and investment plans and their plan participants, )  
Plaintiffs, )  
v. )  
FIRST MERCANTILE TRUST COMPANY, )  
et al. )  
Defendants. )



No. 02-2946-M/A

[PROPOSED] ORDER GRANTING CONSENT MOTION FOR: (1) PRELIMINARY APPROVAL OF PROPOSED SETTLEMENT; (2) PRELIMINARY APPROVAL OF PROPOSED PLAN OF ALLOCATION; (3) CERTIFICATION OF SETTLEMENT CLASS; (4) APPROVAL OF PROPOSED FORM AND METHOD OF CLASS NOTICE; AND (5) SCHEDULING OF FINAL APPROVAL HEARING

WHEREAS, this putative class action lawsuit is pending before this Court;

WHEREAS, the Plaintiffs having made application with the consent of the Defendants, pursuant to Rule 23(e), Federal Rules of Civil Procedure, for an order approving the settlement of this lawsuit, in accordance with a Stipulation of Settlement dated May 8, 2003 (the "Stipulation"), which together with the exhibits annexed thereto, sets forth the terms and conditions for a proposed settlement of the Action and for dismissal of the Action with prejudice upon the terms and conditions set forth therein; and the Court having read and considered the

This document entered on the docket sheet in compliance with Rule 58 and/or 79(a) FRCP on 5-14-03

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Stipulation and the exhibits annexed thereto, as well as the pleadings in support of the settlement;  
and

WHEREAS, all capitalized terms contained herein shall have the same meanings as set forth in the Stipulation.

NOW, THEREFORE, IT IS HEREBY ORDERED:

1. Pursuant to Rule 23(b)(2) of the Federal Rules of Civil Procedure, the Court hereby certifies, for purposes of effectuating this settlement, a Settlement Class consisting of (1) all employee benefit plans covered under Title I of the Employee Retirement Income Security Act of 1974, as amended, or qualified under Section 401(a) of the Internal Revenue Code, that during any part of the period May 1, 1998 to March 28, 2003 (the "Class Period"), participated in the Premier Trust Investment Fund for Qualified Employee Benefit Plans or the Select Trust Investment fund for Qualified Employee Benefit Plans (the "Participating Plans"); and (2) the sponsors, trustees, and other fiduciaries of such Participating Plans; but excluding (3) the Participating Plans sponsored by any of the Defendants and (4) the sponsors, trustees, and other fiduciaries of Participating Plans sponsored by any of the Defendants.

2. The Court hereby preliminarily approves the Stipulation and the settlement set forth therein, subject to further consideration at the Settlement Hearing described below.

3. A hearing (the "Settlement Hearing") shall be held before this Court on August 14, 2003, at 9 a.m. in Courtroom 4 of the Clifford Davis Federal Building, 167 North Main Street, Memphis, TN 38103, to determine whether the proposed settlement of this case on the terms and conditions provided for in the Stipulation is fair, just, reasonable, and adequate to the Settlement Class and should be approved by the Court; whether a judgment as provided for in the Stipulation should be entered herein; whether the proposed Plan of Allocation should be

approved; and to determine the amount of fees and expenses that should be awarded to Settlement Class counsel. The Court may adjourn the Settlement Hearing without further notice to Settlement Class members.

4. The Court approves, as to form and content, the Notice of Pendency and Proposed Settlement of Class Act (the "Notice") annexed as Exhibit A hereto and finds that the mailing and distribution of the Notice in substantially the form set forth in this Order meets the requirements of Rule 23, Fed. R. Civ. P., and due process, and is the best notice practicable under the circumstances and shall constitute due and sufficient notice to all Persons entitled thereto.

5. Settlement Class counsel are hereby authorized to retain Rust Consulting Co. ("Rust") to supervise and administer the notice procedure.

6. Not later than seven (7) days after receiving the names and addresses of Settlement Class members from the Defendants, Rust shall cause a copy of the Notice in substantially the form annexed as Exhibit A hereto to be mailed by first class mail to all Settlement Class members who can be identified with reasonable effort.

7. At least 15 days prior to the Settlement Hearing, Settlement Class counsel shall serve on the Defendants' counsel and file with the Court proof, by affidavit or declaration, of such mailing.

8. All Settlement Class members shall be bound by all determinations and judgments in this case concerning the settlement, whether favorable or unfavorable to the Settlement Class.

9. Any Settlement Class member may appear, at the member's own expense and by and through the member's own counsel, and show cause, as to why the proposed settlement in

this case should or should not be approved as fair, just, reasonable, and adequate, or as to why a Judgment should or should not be entered thereon; as to why the Plan of Allocation should or should not be approved; or as to why attorney's fees and expenses should or should not be awarded to Settlement Class counsel.

10. No Settlement Class member shall be heard or entitled to contest any of the above matters unless that Settlement Class member (1) has filed with the Office of the Clerk of the Court, located at the Clifford Davis Federal Building, Room 242, 167 North Main Street, Memphis, TN 38103, notice of the Settlement Class member's intention to appear, in person or by counsel, together with (a) a statement that indicates the basis for such appearance and (b) any documentation in support of such appearance, and (2) has delivered by hand or sent by first class mail such notice, statement, and documentation, together with any copies of any other papers such Member files with the Court, such that they are received on or before July 14, 2003 by the following:

Richard Glassman, Esq.  
GLASSMAN, EDWARDS, WADE  
& WYATT, PC  
26 North Second Street  
Memphis, TN 38103

Saul C. Belz, Esq.  
GLANKLER BROWN, PLLC  
One Commerce Square, Suite 1700  
Memphis, TN 38103

Graeme W. Bush, Esq.  
ZUCKERMAN SPAEDER LLP  
1201 Connecticut Avenue, NW  
Washington, DC 20036

John K. Villa, Esq.  
WILLIAMS & CONNOLLY, LLP  
725 12<sup>th</sup> Street, NW  
Washington, DC 20005

David Wade, Esq.  
MARTIN, TATE, MORROW,  
AND MARSTON, P.C.  
22 North Front Street, Suite 1100  
Memphis, TN 38103

Paul J. Ondrasik, Esq.  
STEPTOE & JOHNSON, LLP  
1330 Connecticut Ave., NW  
Washington, D.C. 20036

Glen G. Reid, Jr., Esq.  
WYATT TARRANT & COMBS, LLP  
1715 Aaron Brenner Drive, Suite 800  
Memphis, TN 38120

Sylvia King Kochler, Esq.  
HUNTON & WILLIAMS  
600 Peachtree Street, NE  
Atlanta, GA 30308

11. Any Settlement Class member who does not make an objection in the manner provided shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness or adequacy of the proposed settlement as incorporated in the Stipulation, to the Plan of Allocation, or to the award of attorney's fees and expenses to Settlement Class counsel, unless otherwise ordered by the Court.

12. The passage of title and ownership of the Settlement Cash to the Escrow Agent in accordance with the terms and obligations of the Stipulation is approved. No person that is not a Settlement Class member or Settlement Class counsel shall have any right to any portion of, or in the distribution of, the Settlement Cash unless otherwise ordered by the Court and otherwise provided in the Stipulation or agreed to by the parties.

13. All Settlement Cash held by the Escrow Agent shall be deemed and considered to be in *custodia legis* of the Court, and shall remain subject to the jurisdiction of the Court, until such time as such funds shall be distributed pursuant to the Stipulation and/or further order(s) of the Court.

14. All papers in support of the settlement, the Plan of Allocation, any application by Settlement Class counsel for attorney's fees or reimbursement of expenses shall be filed with the Court and served 15 days prior to the Settlement Hearing.

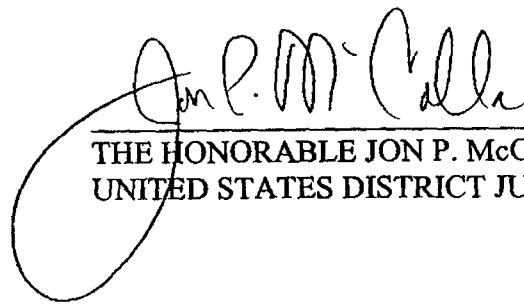
15. Neither the Stipulation, nor any of its terms or provisions, nor any of the negotiations or proceedings connected with it, shall be construed as an admission or concession by Defendants of the truth of any of the allegations in this case, or of any liability, fault, or wrongdoing of any kind.

16. The Court reserves the right to adjourn the date of the Settlement Hearing without further notice to Settlement Class members and retains jurisdiction to consider all further applications arising out of or connected with the proposed settlement. The Court may approve the settlement with such modifications as may be agreed to by the Settling Parties, if appropriate, without further notice to the Settlement Class.

SO ORDERED.

Dated: Memphis, Tennessee

This 13 day of MAY, 2003

  
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THE HONORABLE JON P. McCALLA  
UNITED STATES DISTRICT JUDGE