



GRANTED

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Transaction ID 58276085
Case No. 8703-VCL



EXHIBIT A

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE DOLE FOOD CO., INC.,) CONSOLIDATED
STOCKHOLDER LITIGATION) C.A. No. 8703-VCL

[PROPOSED] SCHEDULING ORDER

WHEREAS, the Plaintiffs and Defendants David H. Murdock, C. Michael Carter, David A. DeLorenzo, and DFC Holdings, LLC (collectively, the “Parties”) in the above-captioned consolidated class action (the “Action”) have made application, pursuant to Delaware Court of Chancery Rule 23(e), for an Order approving the proposed settlement of the Action in accordance with a Stipulation and Agreement of Settlement entered into by the Parties and dated December 7, 2015 (the “Stipulation”), and for the dismissal of the Action with prejudice upon the terms and conditions set forth in the Stipulation (the “Settlement”);

NOW, upon consent of the Parties, after review and consideration of the Stipulation filed with this Court and the Exhibits annexed thereto, and after due deliberation,

IT IS HEREBY ORDERED this _____ day of _____, 2015, that:

1. Except for terms defined herein, the Court adopts and incorporates the definitions in the Stipulation for purposes of this Order.
2. The Court has exclusive jurisdiction over the Action, and all matters relating to the Settlement, as well as personal jurisdiction over all of Plaintiffs and

Defendants and each Class Member concerning any claims, disputes, or other matters arising out of or relating to the Settlement.

3. For purposes of settlement only, the Action shall be maintained as a non-opt-out class action under Delaware Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2) on behalf of the following class (the “Class”):

The non-opt out class certified by the Court on July 28, 2014, of all record holders and beneficial owners of common stock of Dole during the period commencing June 11, 2013 and ending November 1, 2013, together with their successors and assigns. Excluded from the Class are the Defendants in this Action, and each of their affiliates, legal representatives, heirs, successors in interest, transferees and assigns. Also excluded from the Class are the Appraisal petitioners Hudson Bay Master Fund Ltd., Hudson Bay Merger Arbitrage Opportunities Master Fund Ltd., Ripe Holdings LLC, Merion Capital LP, Merion Capital II, LP, Magnetar Capital Master Fund Ltd., Magnetar Global Event Driven Master Fund Ltd., Spectrum Opportunities Master Fund Ltd., Blackwell Partners LLC, and Susan Herson as represented in *In re Appraisal of Dole Food Company, Inc.*, C.A. No. 9079-VCL (Del. Ch.) (“Appraisal Petitioners”), except to the extent any such Appraisal Petitioners owned shares of Dole common stock at the Closing that were not the subject of a perfected appraisal demand.

4. A hearing (the “Settlement Hearing”) shall be held on February 10, 2016, at 10:00 a.m., in the New Castle County Courthouse, 500 North King Street, Wilmington, Delaware 19801 to:

a. determine whether the Settlement and the Stipulation are fair, reasonable, adequate, and in the best interests of the members of the Class (the “Class Members”) and should be approved by the Court;

b. determine whether the requirements of the rules of the Court and due process have been satisfied in connection with the Notice;

c. determine whether an Order and Final Judgment should be entered dismissing the Action as to the Released Defendant Persons with prejudice as against Plaintiffs and the Class, releasing the Settled Plaintiff Claims, and barring and enjoining prosecution of any and all Settled Plaintiff Claims;

d. hear and rule on any objections to the Settlement;

e. consider the application of Co-Lead Counsel for an award of attorneys' fees and expenses, and any objections thereto; and

f. rule on other such matters as the Court may deem appropriate.

5. The Court reserves the right to adjourn the Settlement Hearing or any adjournment thereof, including the consideration of the application for attorneys' fees and expenses, without further notice of any kind other than oral announcement at the Settlement Hearing or any adjournment thereof.

6. The Court reserves the right to approve the Settlement at or after the Settlement Hearing with such modification(s) as may be consented to by the Parties to the Stipulation and without further notice to the Class.

7. The Court approves, in form and content, the notice substantially in the form attached as Exhibit B to the Stipulation (the "Notice"), the summary

notice substantially in the form attached as Exhibit D to the Stipulation (the “Summary Notice”), and the proof of claim substantially in the form attached as Exhibit E to the Stipulation (the “Proof of Claim”) and finds that the mailing and distribution of the Notice and Proof of Claim substantially in the manner and form set forth in this Order and the publication of the Summary Notice substantially in the manner and form set forth in this Order meet the requirements of Delaware Court of Chancery Rule 23, due process, and applicable law, constitute the best notice practicable under the circumstances, and shall constitute due and sufficient notice to all persons entitled thereto.

(a) No less than sixty (60) calendar days prior to the Settlement Hearing, an administrator retained by the Co-Lead Plaintiffs to oversee the administration of the Settlement and distribution of the Class Payment (the “Settlement Administrator”) shall cause the Notice, in substantially the form annexed as Exhibit B to the Stipulation, along with the Proof of Claim, in substantially the form annexed as Exhibit E to the Stipulation, to be mailed by first-class mail to all stockholders of record of Dole as of the date of the Merger at his, her, or its last known address appearing in the stock transfer records maintained by or on behalf of Dole, along with any stockholders of Dole whose names appear on lists maintained by or on behalf of Dole in connection with the special meeting at which the Merger was approved at his, her, or its last known

addresses identified on such lists. The Settlement Administrator shall make additional copies of the Notice available upon request. All stockholders of record in the Class who were not also the beneficial owners of the shares of Dole common stock held by them of record shall be requested to forward the Notice to such beneficial owners of those shares. The Settlement Administrator shall use reasonable efforts to give notice to such beneficial owners by (i) making additional copies of the Notice available to any record holder who, prior to the Settlement Hearing, requests the same for distribution to beneficial owners, or (ii) mailing additional copies of the Notice to beneficial owners as reasonably requested by record holders who provide names and addresses for such beneficial owners.

(b) No later than ten (10) business days from the mailing of the Notice, the Settlement Administrator shall cause the Summary Notice to be published once in the national edition of a business newspaper and once over the *Business Wire* or *PR Newswire*.

(c) The Settlement Administrator shall, at least ten (10) calendar days prior to the Settlement Hearing described herein, file with the Court proof, by affidavit, of such mailings of the Notice and Proof of Claim and of such publication of the Summary Notice.

(d) The Settlement Fund shall pay all reasonable costs and expenses incurred in providing notice of the Settlement to the Class, and Co-Lead

Plaintiffs and Co-Lead Counsel shall not be responsible for paying any such notice costs.

8. All proceedings in the Action, other than such proceedings as may be necessary to carry out the terms and conditions of the Settlement, are hereby stayed and suspended until further order of the Court. Pending final determination of whether the Settlement should be approved, Co-Lead Plaintiffs, and all Class Members, and any of them, are barred and enjoined from commencing, prosecuting, instigating, or in any way participating in the commencement or prosecution of any action or other proceeding in any court of law or equity, arbitration tribunal, or administrative forum of any kind, whether individual, class, direct, representative, derivative, legal, equitable, or in any other capacity, asserting any Settled Plaintiff Claim against any of the Released Defendant Persons.

9. Any member of the Class who objects to the Stipulation, the Settlement, the class action determination, the Order and Final Judgment to be entered in the Action, the Co-Lead Counsel's application for attorneys' fees and expenses, or who otherwise wishes to be heard, may appear in person or by such member's attorney at the Settlement Hearing and present evidence or argument that may be proper and relevant; provided, however, that, except for good cause shown, no person shall be heard and no papers, briefs, pleadings or other

documents submitted by any person shall be considered by the Court unless not later than fourteen (14) calendar days prior to the Settlement Hearing such person files with the Court and serves upon counsel listed below: (a) a written and signed notice of intention to appear that states the name, address, and telephone number of the objector and, if represented, his, her, or its counsel; (b) a statement of such person's objections to any matters before the Court; (c) the grounds for such objections and the reasons that such person desires to appear and be heard; (d) documentation evidencing membership in the Class; and (e) all documents or writings such person desires the Court to consider. Such filings must be served upon the following counsel by hand delivery, overnight mail, or electronic filing:

Stuart M. Grant
GRANT & EISENHOFER P.A.
123 Justison Street
Wilmington, DE 19801
(302) 622-7000

Bruce L. Silverstein
YOUNG CONAWAY STARGATT
& TAYLOR, LLP
Rodney Square
1000 North King Street
Wilmington, DE 19801
(302) 571-6700

Stephen C. Norman
POTTER ANDERSON &
CORROON LLP
Hercules Plaza
1313 North Market Street
P.O. Box 951
Wilmington, Delaware 19899
(302) 984-6000

and must also be contemporaneously filed with the Register in Chancery, New Castle County Courthouse, 500 North King Street, Wilmington, Delaware 19801.

10. Unless the Court otherwise directs, no person shall be entitled to object to the approval of the Settlement, any judgment entered thereon, the adequacy of the representation of the Class by Co-Lead Plaintiffs and Co-Lead Counsel, any award of attorneys' fees, or otherwise be heard, except by serving and filing a written objection and supporting papers and documents as described in Paragraph 9 above. Any person who fails to object in the manner described above shall be deemed to have waived the right to object (including any right of appeal) and shall be forever barred from raising such objection in this or any other action or proceeding.

11. Co-Lead Plaintiffs shall file and serve their opening brief in support of the Settlement and their application for attorneys' fees and expenses no later than twenty-one (21) calendar days prior to the Settlement Hearing. Any objections to the application for attorneys' fees and expenses shall be filed and served no later than fourteen (14) calendar days prior to the Settlement Hearing. Co-Lead Plaintiffs shall file and serve their reply brief in support of the Settlement and their application for attorneys' fees and expenses no later than five (5) calendar days prior to the Settlement Hearing. If any objections to the Settlement are received or

filed, Co-Lead Plaintiffs and/or Defendants may file and serve a response to those objections no later than five (5) calendar days prior to the Settlement Hearing.

12. If the Court approves the Settlement provided for in the Stipulation following the Settlement Hearing, the Order and Final Judgment shall be entered substantially in the form attached as Exhibit C to the Stipulation. The Stipulation shall be null and void and of no force and effect and the Settlement Fund, including interest or other income actually earned thereon, less any notice and administration costs actually incurred and paid or payable, and less any escrow fees or costs actually incurred and paid or payable, shall be refunded to David H. Murdock within five (5) days of such cancelation or termination if, among other conditions set forth in the Stipulation: (a) the Effective Date of the Settlement does not occur, or (b) the Stipulation is disapproved, canceled or terminated pursuant to its terms, or (c) the Settlement does not become final for any reason, unless counsel for each of the Parties, within ten (10) business days from receipt of notice of such ruling or event, agrees in writing with counsel for all of the other Parties to proceed with the Stipulation and the Settlement, including only with such modifications, if any, as to which all other Parties in their sole respective judgment and discretion may agree. Neither a modification nor a reversal on appeal of the amount of fees, costs, and expenses awarded by the Court to Co-Lead Counsel

shall be deemed a material modification of the Order and Final Judgment or the Stipulation.

13. In the event that the proposed Settlement is rendered null and void for any reason, (a) all of the Defendants and Plaintiffs shall be deemed to have reverted to their respective litigation status immediately prior to the execution of the Stipulation, and they shall proceed in all respects as if the Stipulation had not been executed and the related orders had not been entered, (b) all of their respective claims and defenses as to any issue in the Action shall be preserved without prejudice in any way, and (c) the statements made in the Stipulation and in connection with the negotiation of the Stipulation shall not be deemed to prejudice in any way the positions of Defendants or Plaintiffs with respect to the Action or any other litigation or proceeding, or to constitute an admission of fact or wrongdoing by any of Defendants or Plaintiffs, and neither the existence of the Stipulation, nor its contents nor any statements made in connection with the negotiation of the Stipulation, nor any settlement communications shall be admissible in evidence or otherwise used by any person or shall be referred to for any purpose in the Action, or in any other litigation or proceeding, whether criminal, civil, or administrative, except in connection with any proceeding to enforce the terms of the Settlement or to effectuate the releases and dismissal with prejudice contained therein.

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

Vice Chancellor Laster

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

Court: DE Court of Chancery Civil Action

Judge: J Travis Laster

File & Serve

Transaction ID: 58260086

Current Date: Dec 09, 2015

Case Number: 8703-VCL

Case Name: CONF ORD - CONS W/ 8644, 8685, 8687, 8701, 8724, 8810, 8814-VCL IN RE DOLE
FOOD CO INC STOCKHOLDER LITIGATION

Court Authorizer: Laster, J Travis

/s/ **Judge Laster, J Travis**