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**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF ARIZONA**

In re UNITECH)	
SECURITIES LITIGATION)	Master File No. CIV 95-2892 PHX PGR
_____)	
This Document Relates to:)	PROPOSED FINAL JUDGMENT AND
All Cases)	ORDER OF DISMISSAL

This matter is before the Court for hearing, pursuant to the Order of this Court dated July 13, 1998, on the application of Plaintiffs and Defendants John F. Londelius, Kenneth F. Lind, Paul Janssens-Lens, P. Blake Willison, John Epert, Jonathan L. Cannon and Anthony J. Collura (collectively, the "Individual Defendants") for approval of the Settlement set forth in the Stipulation of Settlement Regarding Class action Claims dated as of July 20, 1998 (the "Stipulation").

The proposed Settlement encompasses the following cases pending before this Court (collectively, the "Class Action"):

Daniel B. Zonies, et al. v. John F. Londelius, et al., No. CIV 95-2892 PHX PGR;

Jim Barge, Donald W. Alexander and Edward Korsinsky, et al. v. Unitech Industries, et al., No. CIV 95-0094 PHX SSM; and

Norman Weiss, et al. v. Unitech Industries, et al., No. CIV 95-0132 PHX RCB.

The Class Actions have been consolidated before this Court in In re Unitech Securities Litigation, CIV 95-2892 PHX PGR.

(X)

1 Adequate notice having been given to the Settlement Class (defined below) as required
2 in said Order, and the Court having considered all papers filed and proceedings had herein and
3 otherwise being fully informed in the matter, and good cause appearing therefore,

4 **IT IS HEREBY ORDERED ADJUDGED AND DECREED** as follows:

5 1. This Final Judgment and Order of Dismissal ("Final Judgment") hereby
6 incorporates by reference the definitions set forth in the Stipulation and all terms used herein
7 shall have the same meanings as set forth in the Stipulation.

8 2. This Court has jurisdiction over the subject matter of this litigation and
9 over all parties to this litigation, including all Members of the Settlement Class as defined below.

10 3. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this Court
11 hereby approves the Settlement set forth in the Stipulation and finds that said Settlement, is, in
12 all respects fair, reasonable and adequate to the Settlement Class as defined below.

13 4. Nothing in this Order shall be deemed a release of any claims by Plaintiffs
14 against any party other than Released Persons (as defined in the Stipulation). Except for certain
15 of the Released Persons as provided herein, no party shall be deemed a third-party beneficiary
16 of the Settlement.

17 5. For purposes of the Stipulation and this Final Judgment, a Settlement Class
18 is hereby certified as follows:

19 All persons who purchased common stock of
20 Unitech Industries, Inc. from February 13, 1995
21 through December 20, 1995, inclusive, including
22 Patriot Growth Fund, Inc. Excluded from the
23 Settlement Class are Unitech Industries, Inc., its
current and former officers and directors (including
the Individual Defendants and the Released Persons)
and their legal affiliates, accountants (including

1 Semple & Cooper, P.L.C.), representatives,
2 controlling persons, successors, predecessors in
3 interest, assigns, heirs or immediate family
4 members.

5 Also excluded from the Settlement Class are those persons who have timely and validly
6 requested exclusion from the Settlement Class under the terms and conditions set forth in the
7 Stipulation.

8 6. With respect to the Settlement Class, the Court now finds and concludes,
9 particularly in light of the Settlement, that: (a) the Members of the Class are so numerous that
10 joinder of all Class Members in this litigation is impracticable; (b) there are questions of law and
11 fact common to the Class, which, as to the Settlement and related matters, predominate over any
12 individual questions; (c) the claims of the Plaintiffs are typical of the claims of the Class; (d)
13 in negotiating and entering into the Stipulation, the Plaintiffs and their Counsel have fairly and
14 adequately represented and protected the interests of all members of the Class; and (e) a class
15 action is superior to other available methods for the fair and efficient adjudication of the
16 controversy, considering (1) the interests of the Members of the Class in individually controlling
17 the prosecution of separate actions; (2) the extent and nature of any litigation concerning the
18 controversy already commenced by Members of the Class; (3) the desirability or undesirability
19 of concentrating the litigation of these claims in this particular forum; and (4) the difficulties
20 likely to be encountered in the management of this litigation.

21 7. The Court approves the Settlement of this Class Action on the terms and
22 conditions provided in the Stipulation, finds that the Settlement set forth in the Stipulation is fair,
23 reasonable and adequate to the Settlement Class Members, and that it confers substantial benefits

1 upon the Settlement Class and that it is in the best interests of the Settlement Class, and,
2 therefore, directs that it be effectuated in accordance with its terms.

3 8. This Order is binding on all Settlement Class Members, excluding those
4 persons and entities listed on Exhibit 1 to this Order.

5 9. Upon the Effective Date hereof, as defined in the Stipulation, each and all
6 Settled Claims of each and all Settlement Class Members, whether or not said Settlement Class
7 Members has filed a Proof of Claim and Release, and each and all Plaintiffs are and shall be
8 deemed to be conclusively and forever released as against each and all of the Released Persons.
9 Plaintiffs and all Settlement Class Members are hereby forever restrained and enjoined from
10 prosecuting, pursuing, or litigating any of the Settled Claims against any of the Released Persons
11 in this or any other forum.

12 10. As of the Effective Date of the Settlement and subject to the terms and
13 conditions of the Stipulation, this Court dismisses on the merits and with prejudice the
14 Consolidated Class Action Complaint and all of the complaints filed in the Class Action, and
15 each and every Settled Claim of each and every Plaintiff and Settlement Class member against
16 each and all of the Released Persons (as defined in the Stipulation).

17 11. Upon the Effective Date hereof, Plaintiffs and all Settlement Class
18 Members shall be deemed to have, and by operation of the Final Judgment, shall have fully,
19 finally and forever released, relinquished and discharged Travelers Casualty and Surety
20 Company, formerly Aetna Casualty & Surety Company, from any and all claims arising out of
21 the Settled Claims, under or with respect to any insurance policies issued to and for the express
22 benefit of the Individual Defendants and/or the Released Persons, including any claims for bad
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1 faith on the part of such insurer arising out of, related to or with respect to the filing, conduct
2 or Settlement of the Class Action.

3 12. Upon the Effective Date hereof, each of the Individual Defendants shall
4 be deemed to have, and by operation of this Final Judgment, shall have fully, finally and forever
5 released, relinquished and discharged each and all of the Settlement Class Members and Counsel
6 to Plaintiffs, each only in their capacity as such, from all claims arising out of, relating to, or
7 in connection with the institution, prosecution, assertion or resolution of the Class Action or the
8 Settled Claims.

9 13. The Notice to the Settlement Class of the Settlement set forth in the
10 Stipulation, as well as the other matters set forth therein, constituted the best notice practicable
11 under the circumstances, including the individual notice to all Members of the Settlement Class
12 who could be identified through reasonable effort. The Notice provided due and adequate notice
13 of those proceedings and of the matters set forth therein, including the Settlement set forth in
14 the Stipulation, to all persons and entities entitled to such Notice, and said Notice fully satisfied
15 the requirements of Rule 23, Fed. R. Civ. P., and the requirements of due process.

16 14. Without affecting the finality of this Final Judgment in any way, this Court
17 hereby retains continuing jurisdiction over (a) implementation of this Settlement and any award
18 or distribution of the Settlement Fund; (b) disposition of the Settlement Fund, including all sums,
19 if any, remaining after the payment of all Authorized Claimants' claims; (c) determining
20 applications for attorneys' fees and expenses in the Class Action; (d) all parties hereto, for the
21 purpose of enforcing and administering the Stipulation; (e) any other matter related or ancillary
22 thereto.

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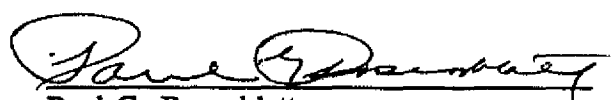
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15. The Court, having considered the Fee and Expense Application submitted on behalf of Plaintiffs' counsel, awards Plaintiffs \$ ~~225,000~~²² in attorneys' fees and \$ ~~22,934~~⁵⁴ in expenses, to be paid out of the Settlement Fund in accordance with and in the manner set forth in the Stipulation.

16. The Court hereby approves Plaintiffs' proposed Plan of Allocation, as set forth in the Stipulation.

17. There is no reason for delay and therefore pursuant to Rule 54(b), Fed. R. Civ. P., the Clerk of the Court is hereby ordered to enter this Final Judgment.

DATED this 23rd day of Nov, 1998.


Paul G. Rosenblatt
United States District Court Judge