

E-Filed

1 LIONEL Z. GLANCY #134180
2 PETER A. BINKOW #173848
3 MICHAEL GOLDBERG #188669
4 GLANCY BINKOW & GOLDBERG LLP
5 1801 Avenue of the Stars, Suite 311
6 Los Angeles, California 90067
7 Telephone: (310) 201-9150
8 Facsimile: (310) 201-9160

9 JEFFREY S. ABRAHAM
10 LAWRENCE D. LEVIT
11 ABRAHAM, FRUCHTER & TWERSKY, LLP
12 One Penn Plaza, Suite 2805
13 New York, NY 10119
14 Telephone: (212) 279-5050
15 Facsimile: (212) 279-3655

16 Attorneys for Movant The Glazer Funds

17 UNITED STATES DISTRICT COURT
18 FOR THE NORTHERN DISTRICT OF CALIFORNIA
19 SAN FRANCISCO DIVISION

FILED

OCT 13 2004

RICHARD W. WIEKING
CLERK, U.S. DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

20 REGIS ENGELKEN, Individually and On
21 Behalf of All Others Similarly Situated,
22
23 Plaintiff,
24 v.
25 INVISION TECHNOLOGIES, INC.;
26 GIOVANNI LANZARA; SERGIO
27 MAGISTRI and ROSS MULHOLLAND,
28 Defendants

Case No. 3:04-cv-03181-MJJ

Filed: 08/04/2004

Date: November 2, 2004
Time: 9:30 a.m.
Ctrm: 11; 19th Floor

20 ROBERT D. SOMMERFIELD, Individually
21 and On Behalf of All Others Similarly
22 Situated,
23 Plaintiff,
24 v.
25 INVISION TECHNOLOGIES, INC.;
26 GIOVANNI LANZARA; SERGIO
27 MAGISTRI and ROSS MULHOLLAND,
28 Defendants

Case No. 3:04-cv-03234-MHP

Filed: 08/09/2004

~~PROPOSED~~ ORDER GRANTING MOTION OF THE GLAZER FUNDS FOR
CONSOLIDATION OF RELATED ACTIONS, FOR APPOINTMENT AS LEAD
PLAINTIFF AND FOR APPROVAL OF LEAD PLAINTIFF'S SELECTION OF LEAD
COUNSEL

1 **ORDER**

2
3 Having considered the motion of Glazer Capital Management, LP and Glazer Offshore
4 Fund, LTD (collectively: the "Glazer Funds") for consolidation of related actions, for
5 appointment as Lead Plaintiff and for approval of Lead Plaintiff's selection of Lead Counsel, the
6 memorandum of law in support thereof, the declaration of Michael Goldberg in support of that
7 motion and good cause appearing therefor,

8 **IT IS HEREBY ORDERED:**

9 1) The Motion is granted.

10 2) This Order (the "Order") shall apply to the above-captioned action (the "Action") and
11 to each case that relates to the same subject matter that is subsequently filed in this Court or is
12 transferred to this Court and consolidated with the Action (the "Consolidated Action").

13 3) An original of this Order shall be filed by the Clerk in the Master File.

14 4) The Clerk shall mail a copy of this Order to counsel of record in the Consolidated
15 Action.

16 5) Every pleading in the Consolidated Action shall have the following caption:

17
18 IN RE INVISION TECHNOLOGIES, INC.

Civil Action No. C-04-3181 (MJJ)

19 SECURITIES LITIGATION

20 6) Each new case that arises out of the subject matter of the Consolidated Action which is
21 filed in this Court or transferred to this Court, shall be consolidated with the Consolidated Action
22 and this Order shall apply thereto, unless a party objects to consolidation, as provided for herein,
23 or any provision of this Order, within ten (10) days after the date upon which a copy of this Order
24 is served on counsel for such party, by filing an application for relief and this Court deems it
25 appropriate to grant such application. Nothing in the foregoing shall be construed as a waiver of
26 Defendants' right to object to consolidation of any subsequently filed or transferred related
27 action.
28

1 7) The Court requests the assistance of counsel in calling attention to the Clerk of this
2 Court the filing or transfer of any case that might properly be consolidated as part of the
3 Consolidated Action.

4 8) When a case that arises out of the same subject matter as the Consolidated Action is
5 hereinafter filed in this Court or transferred from another Court, the Clerk of this Court shall:

- 6 a) file a copy of this Order in the separate file for such action;
7 b) mail a copy of this Order to the attorneys for the plaintiff(s) in the newly filed
8 or transferred case and to any new defendant(s) in the newly filed case; and
9 c) make the appropriate entry in the Master Docket for the Consolidated Action.

10 9) Movants, the Glazer Funds, are appointed to serve as Lead Plaintiff in the above-
11 captioned consolidated actions, pursuant to 15 U.S.C. §78u-4(a)(3)(B).

12 10) The law firm of Abraham, Fruchter & Twersky, LLP is hereby approved as Lead
13 Counsel for the Class. Lead Counsel shall provide general supervision of the activities of
14 plaintiffs' counsel and shall have the following responsibilities and duties to perform or delegate
15 as appropriate:

- 16 a) to brief and argue motions;
17 b) to initiate and conduct discovery, including, without limitation, coordination of
18 discovery with defendants' counsel, preparation of written interrogatories, requests for admission
19 and requests for production of documents;
20 c) to direct and coordinate the examination of witnesses in depositions;
21 d) to act as spokesperson at pretrial conferences;
22 e) to call and chair meetings of plaintiffs' counsel as appropriate or necessary
23 from time to time;
24 f) to initiate and conduct any settlement negotiations with counsel for defendants;
25 g) to provide general coordination of the activities of plaintiffs' counsel and to
26 delegate work responsibilities to selected counsel as may be required in such a manner as to lead
27
28

1 to the orderly and efficient prosecution of this litigation and to avoid duplication or unproductive
2 effort;

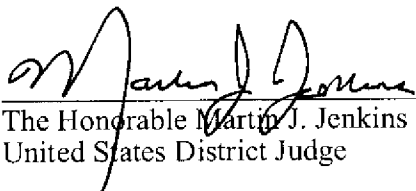
3 h) to consult and employ experts;

4 i) to receive and review periodic time reports of all attorneys on behalf of
5 plaintiffs, to determine if the time is being spent appropriately and for the benefit of plaintiffs and
6 to determine and distribute plaintiffs' attorneys' fees; and

7 j) to perform such other duties as may be expressly authorized by further order of
8 this Court.

9 11) The law firm of Glancy Binkow Goldberg LLP is hereby approved as Liaison
10 Counsel for the Class.

11 Dated: 10/13, 2004


The Honorable Martin J. Jenkins
United States District Judge

12 Submitted by:
13 LIONEL Z. GLANCY #134180
14 PETER A. BINKOW #173848
15 MICHAEL GOLDBERG #188669
16 GLANCY BINKOW & GOLDBERG LLP
17 1801 Avenue of the Stars, Suite 311
18 Los Angeles, California 90067
19 Telephone: (310) 201-9150
20 Facsimile: (310) 201-9160

21 *Attorneys for Movants, and*
22 *Proposed Liaison Counsel*

23 JEFFREY S. ABRAHAM
24 LAWRENCE D. LEVIT
25 ABRAHAM, FRUCHTER & TWERSKY, LLP
26 One Penn Plaza, Suite 2805
27 New York, NY 10119
28 Telephone: (212) 279-5050
Facsimile: (212) 279-3655

Attorneys for Movants, and
Proposed Lead Counsel