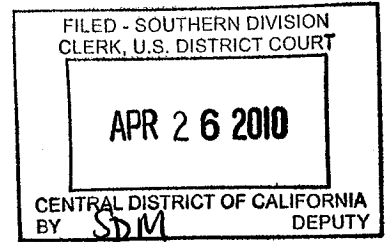


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UNITED STATES DISTRICT COURT
 CENTRAL DISTRICT OF CALIFORNIA
 SOUTHERN DIVISION

MIDDLESEX RETIREMENT
 SYSTEM, Individually and on Behalf
 of All Others Similarly Situated,

Plaintiff,

v.

QUEST SOFTWARE, INC.,
 VINCENT C. SMITH, M. BRINKLEY
 MORSE, MICHAEL J. LAMBERT,
 DAVID M. DOYLE, JERRY
 MURDOCK, JR., and KEVIN
 BROOKS,

Defendants.

Case No. 2:06-06863-DOC (RNBx)

CLASS ACTION

~~7~~ **[PROPOSED] ORDER AND
 FINAL JUDGMENT**

~~7~~ [PROPOSED]

ORDER AND FINAL JUDGMENT

WHEREAS, pursuant to Rule 23(a) and 23(b)(3) of the Federal Rules of Civil Procedure and by Orders dated September 8, 2009 and December 7, 2009, this Court certified the above-captioned action (the "Action") to proceed as a class action on behalf of all persons and entities who purchased Quest common stock on the open market during the Class Period, and who were damaged thereby. Excluded from the Class are: (i) Defendants; (ii) all officers, directors, and partners of any Defendant and of any Defendant's partnerships, subsidiaries, trusts, or affiliates at all relevant times; (iii) members of the immediate family of any of the foregoing excluded parties; (iv) any entity in which any of the foregoing excluded parties has or had a controlling interest, other than any entities that, as of or after the beginning of the Class Period, no excluded party held a 5% or greater interest in; and (v) the legal representatives, heirs, successors, and assigns of any of the foregoing excluded parties. Also excluded from the Class ^{is Koch Global} ~~are any members of the Class who excluded themselves by timely requesting exclusion in accordance with the requirements set forth in the Notice.~~

WHEREAS, this matter came before the Court for hearing pursuant to the Order of this Court, dated December 7, 2009, on the application of the Parties for final approval of the "Settlement" set forth in the Stipulation of Settlement filed as of November 19, 2009 (the "Stipulation");¹

WHEREAS, on the 15th day of March, 2010, a hearing having been held before this Court : (1) to determine whether the terms and conditions of the Stipulation and the Settlement provided for therein are fair, reasonable, and adequate for the Settlement of the claims asserted by the Class against the

¹ This Order and Final Judgment ("Judgment") incorporates the definitions in the Stipulation and the capitalized terms used herein have the same meanings as set forth in the Stipulation.

1 Defendants in the class action complaints filed in the Action (collectively, the
2 “Complaint”) now pending in this Court under the above caption, including the
3 release of the Settled Claims against the Released Parties, including Defendants and
4 the Related Parties, and whether the Settlement should be approved; (2) to approve
5 the Plan of Allocation as a fair and reasonable method to allocate the Net
6 Settlement Fund’s proceeds among the members of the Class; (3) to determine the
7 amount to award to Counsel for Lead Plaintiff Middlesex Retirement System
8 (“Lead Plaintiff”) for attorneys’ fees, reimbursement of costs and expenses; (4) to
9 determine the amount to award Lead Plaintiff pursuant to the Private Securities
10 Litigation Reform Act; and (5) to enter judgment dismissing the Complaint with
11 prejudice; and the Court having considered all matters submitted to it at the hearing
12 and otherwise; and

13 WHEREAS, due and adequate notice having been given to the Class as
14 required in the Order Preliminarily Approving Settlement of Class Action and
15 Establishing Notice Procedures, entered on December 7, 2009, it appearing that a
16 notice of the hearing in all material respects in the form approved by the Court --
17 the Notice of Pendency and Proposed Settlement of Class Action and Settlement
18 Hearing (“Notice”) and Proof of Claim Form (“Proof of Claim”) -- was mailed to
19 all reasonably identifiable members of the Class and that a summary notice of the
20 hearing in all material respects in the form approved by the Court was published in
21 the National Edition of The Wall Street Journal, pursuant to the Order of the Court;
22 and

23 WHEREAS, the Court having considered all papers filed and proceedings
24 had herein and otherwise being fully informed; and

25 WHEREAS, the Court having considered and determined the fairness,
26 reasonableness and adequacy of the Settlement and of the award of attorneys’ fees,
27 expenses and other awards requested; and good cause appearing therefore;

28 NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1 1. The Court has jurisdiction over the subject matter of the Action, the
2 Lead Plaintiff, all Class Members, and the Defendants.

3 2. The Court reiterates its prior determination certifying this Action as a
4 class action and finds that the prerequisites for a class action under Rules 23(a) and
5 (b)(3) of the Federal Rules of Civil Procedure have been satisfied in that: (a) the
6 number of members of the Class is so numerous that joinder of all Class members
7 thereof is impracticable; (b) there are questions of law and fact common to the
8 Class; (c) the claims of the Court-appointed Class Representative, Middlesex
9 Retirement System, are typical of the claims of the Class it represents; (d) the Class
10 Representative has and will continue to fairly and adequately represent the interests
11 of the Class; (e) the questions of law and fact common to the members of the Class
12 predominate over any questions affecting only individual members of the Class;
13 and (f) a class action is superior to other available methods for the fair and efficient
14 adjudication of the controversy. Pursuant to Rule 23 of the Federal Rules of Civil
15 Procedure, this Court hereby finally certifies this Action as a Class Action on behalf
16 of all persons and entities who purchased Quest common stock on the open market
17 during the Class Period, and who were damaged thereby. Excluded from the Class
18 are: (i) Defendants; (ii) all officers, directors, and partners of any Defendant and of
19 any Defendant's partnerships, subsidiaries, trusts, or affiliates at all relevant times;
20 (iii) members of the immediate family of any of the foregoing excluded parties; (iv)
21 any entity in which any of the foregoing excluded parties has or had a controlling
22 interest, other than any entities that, as of or after the beginning of the Class Period,
23 no excluded party held a 5% or greater interest in; and (v) the legal representatives,
24 heirs, successors, and assigns of any of the foregoing excluded parties. Also
25 excluded from the Class are persons and entities who submitted valid and timely
26 requests for exclusion in accordance with the Notice, who are listed on Schedule 1
27 hereto.

28 3. The Notice given to the Class was the best notice practicable under the

1 circumstances, including the individual notice to members of the Class who could
2 be identified through reasonable effort. The form, content, and method of notifying
3 the Class of the pendency and Settlement of the Action as a class action, the
4 Settlement Hearing, and of the terms and conditions of the proposed Settlement, the
5 applications for an award of attorneys' fees and expenses, the Plan of Allocation,
6 the application for reimbursement of costs and expense (including lost wages) to
7 the Lead Plaintiff, and other matters set forth in the Notice, to Persons entitled to
8 such notice, met the requirements of Rule 23 of the Federal Rules of Civil
9 Procedure, §21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-
10 4(a)(7), as amended by the Private Securities Litigation Reform Act of 1995, due
11 process, and any other applicable law, constituted the best notice practicable under
12 the circumstances, and constituted due and sufficient notice to all persons and
13 entities entitled thereto.

14 4. The Settlement set forth in the Stipulation is the product of extensive
15 litigation, including discovery, motion practice, class certification, consultation
16 with experts, and good faith arm's-length negotiations among the Parties.

17 5. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, the Court
18 finds that the Settlement set forth in the Stipulation and the Plan of Allocation set
19 forth in the Notice are approved in all respects as fair, reasonable, adequate, and in
20 the best interests of the Class. The Class Members and the parties are directed to
21 consummate the Settlement in accordance with the terms and provisions of the
22 Stipulation.

23 6. The Complaint, the Action, and all claims contained therein, including
24 the Settled Claims and Unknown Claims, are hereby dismissed with prejudice as to
25 Lead Plaintiff and the Class, and as against all Released Parties (except as to any
26 claim of those persons and entities identified in Schedule 1 hereto, who have
27 validly and timely requested exclusion from the Class by filing a request for
28 exclusion in response to the Notice) and, except as provided in the Stipulation, the

1 Parties are to bear their own costs and fees. The Settled Defendants' Claims are
2 hereby dismissed with prejudice as to the Lead Plaintiff and the Class.

3 7. Upon the Effective Date, Lead Plaintiff and each of the Class
4 Members shall be deemed to have, and by operation of the Judgment shall have,
5 fully, finally, and forever released, relinquished, and discharged all Settled Claims
6 against the Released Parties (including Unknown Claims), whether or not such
7 Class Member executes and delivers a Proof of Claim.

8 8. Upon the Effective Date, Lead Plaintiff and all Class Members and
9 anyone claiming through or on behalf of any of them, are forever barred and
10 enjoined from commencing, instituting, or continuing to prosecute any action or
11 any proceeding in any court of law or equity, arbitration tribunal, administrative
12 forum, or other forum of any kind (whether within the United States or not)
13 asserting any of the Settled Claims (including Unknown Claims) against any of the
14 Released Parties.

15 9. Upon the Effective Date, each of the Released Parties shall be deemed
16 to have, and by operation of the Judgment shall have, fully, finally, and forever
17 released, relinquished, and discharged the Lead Plaintiff, Class Members, and
18 Plaintiff's Counsel from all Settled Defendants' Claims (including Unknown
19 Claims).

20 10. Neither the Stipulation nor the Settlement contained therein, nor any
21 act performed or document executed pursuant to or in furtherance of the Stipulation
22 or the Settlement: (a) is or may be deemed to be or may be used as an admission of,
23 or evidence of, the validity of any Settled Claim, or of any wrongdoing or liability
24 of the Defendants; (b) is or may be deemed to be or may be used as an admission
25 of, or evidence of, any fault or omission of any of the Defendants in any civil,
26 criminal, or administrative proceeding in any court, administrative agency or other
27 tribunal, or (c) construed as or received in evidence as an admission, concession, or
28 presumption against the Lead Plaintiff or any of the Class Members that any of

1 their claims are without merit, or that any defenses asserted by the Defendants have
2 any merit, or that damages recoverable under the Complaint would not have
3 exceeded the Settlement Amount. The Stipulation may be filed in an action to
4 enforce or interpret the terms of the Stipulation, the Settlement contained therein,
5 and any other documents executed in connection with the performance of the
6 agreements embodied therein. Defendants and/or the other Released Parties may
7 file the Stipulation and/or this Judgment in any action that may be brought against
8 them in order to support a defense or counterclaim based on the principles of res
9 judicata, collateral estoppel, full faith and credit, release, good faith settlement,
10 judgment bar, or reduction or any other theory of claim preclusion or issue
11 preclusion or similar defense or counterclaim.

12 11. Any appeal from this Order and Final Judgment challenging the Plan
13 of Allocation, the application for Attorneys' Fees and Expenses, or the award to the
14 Lead Plaintiff, shall not disturb or affect the finality of this Judgment, the
15 Stipulation, or the Settlement contained therein, nor any act performed or document
16 executed pursuant to or in furtherance of the Stipulation or the Settlement.

17 12. The Court finds that all Parties and their counsel have complied with
18 each requirement of Rule 11 of the Federal Rules of Civil Procedure as to all
19 proceedings herein.

20 13. Plaintiff's Counsel are hereby awarded attorneys' fees in the amounts
21 of 25 % of the Settlement Fund, which sum the Court finds to be fair and
22 reasonable. Plaintiff's Counsel are hereby awarded the sum of \$ 612,726.66
23 reimbursement of their expenses. The foregoing awards of fees and expenses shall
24 be paid to Class Counsel from the Settlement Fund, and such payment shall be
25 made at the time and in the manner provided in the Stipulation, with interest at the
26 same net rate that interest is earned by the Settlement Fund until paid. The award
27 of attorneys' fees and expenses shall be allocated among Plaintiff's Counsel by
28 Class Counsel in accordance with Class Counsel's determination of each firm's

1 respective contribution to the results obtained for the Class.

2 14. Lead Plaintiff is hereby reimbursed \$22,677.76 from the Settlement
3 Fund. Such award is for reimbursement of the Lead Plaintiff's reasonable costs and
4 expenses (including lost wages) relating to its representation of the Class, including
5 its participation in and supervision of the litigation and the settlement negotiations,
6 pursuant to Section 21(D)(a)(4) of the Private Securities Litigation Reform Act of
7 1995 (15 U.S.C. § 78u-4(a)(4)). The Court has considered and found that Lead
8 Plaintiff actively participated in the litigation and settlement discussions.

9 15. The Court finds that the awards of attorneys' fees and reimbursement
10 of expenses to Plaintiff's Counsel and Lead Plaintiff are reasonable, and are
11 supported by relevant factors, which have been considered by this Court.

12 16. Without affecting the finality of this Judgment in any way, this Court
13 hereby retains continuing jurisdiction over (a) implementing this Settlement and
14 any award or distribution from the Settlement Fund, including interest earned
15 thereon; (b) disposition of the Settlement Fund, including the administration of all
16 claims submitted; and (c) all Parties hereto for the purpose of construing, enforcing,
17 and administering the Stipulation.

18 17. This Judgment and all provisions thereof, and the Settlement, shall
19 bind each Class Member whether or not that Class Member filed a Proof of Claim
20 or receives an allocation of Net Settlement Fund proceeds.

21 18. Defendants and the other Released Parties, including their respective
22 insurers, shall have no responsibility for the administration of the Settlement.

23 19. The Parties may agree to reasonable extensions of time to carry out
24 any of the provisions of the Stipulation without further Order of the Court. If the
25 Settlement does not become effective in accordance with the terms of the
26 Stipulation, then this Judgment shall be rendered null and void to the extent
27 provided by and in accordance with the Stipulation and shall be vacated and, in
28 such event, all orders entered and releases delivered in connection herewith shall be

1 null and void to the extent provided by and in accordance with the Stipulation.

2 20. There is no just reason for delay in the entry of this Judgment and
3 immediate entry by the Clerk of the Court is expressly directed.

4 Dated: April 26, _____, 2010

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David O. Carter
HONORABLE DAVID O. CARTER
UNITED STATES DISTRICT JUDGE

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