

**IN THE UNITED STATES DISTRICT COURT
IN AND FOR THE DISTRICT OF DELAWARE**

| | | |
|--|---|-----------------------------|
| ROBERT HURWITZ, on Behalf of Himself and All Others Similarly Situated, |) | Case No.: 1:15-cv-00711-MAK |
| |) | |
| Plaintiff, |) | <u>CLASS ACTION</u> |
| v. |) | |
| |) | |
| ERIC MULLINS, CHARLES W. ADCOCK, JONATHAN C. FARBER, TOWNES G. PRESSLER, JR., JOHN A. BAILEY, JONATHAN P. CARROLL, SCOTT W. SMITH, RICHARD A. ROBERT, W. RICHARD ANDERSON, BRUCE W. MCCULLOUGH, and LOREN SINGLETARY, |) | |
| |) | |
| Defendants. |) | |
| _____ |) | |

ADDENDUM TO STIPULATION OF SETTLEMENT

This Addendum to the Stipulation of Settlement ("Addendum"), is entered into between and among the following parties, by and through their respective counsel, in the above-captioned securities class action: (i) Class Representative Robert Hurwitz ("Hurwitz") (on his own behalf and on behalf of the Class¹); (ii) defendants Eric Mullins, Charles W. Adcock, Jonathan C. Farber, Townes G. Pressler, Jr., John A. Bailey, and Jonathan P. Carroll (the "LRE Defendants"); and (iii) Scott W. Smith, Richard A. Robert, W. Richard Anderson, Bruce W. McCullough, and Loren Singletary (the "VNR Defendants" and collectively with the LRE Defendants, the "Defendants").

WHEREAS, on June 27, 2018, the Settling Parties submitted the Stipulation to the Court [D.I. 174];

WHEREAS, paragraph 1.5 of the Stipulation states:

"Class" shall have the same definition as in the Court's order on Hurwitz's motion for class certification [D.I. 120] and means all Persons or entities: (i) holding LRE common units as of August 28, 2015 through the October 5, 2015 close of Vanguard's acquisition of LRE, were damaged, and assert claims presently sustained in the March 13, 2017, December 29, 2017, and March 8, 2018 orders under sections 14(a) and 20(a) of the Exchange Act; and (ii) receiving Vanguard common units in exchange for their LRE common units on or about October 5, 2015 under the registration statement, as amended, were damaged, and assert claims presently sustained in the March 13, 2017, December 29, 2017, and March 8, 2018 orders under sections 11 and 15 of the Securities Act; but excluding Defendants, members of the immediate family of each individual Defendant; an officer or director of Vanguard or LRE, a firm, trust, corporation, officer, or other entity in which a Defendant has or had a controlling interest; Persons participating in the alleged material omissions or misrepresentations, and the legal representatives, agents, affiliates, heirs, beneficiaries, successors-in-interest, or assigns of an excluded Person or entity;

¹ All capitalized terms that are not defined herein have the same meanings as set forth in the Stipulation of Settlement (the "Stipulation") dated and filed June 27, 2018. D.I. 174.

WHEREAS, paragraph 1.5 of the Stipulation does not expressly state that those Persons who timely and validly requested to be excluded from the Class pursuant to the Court's January 17, 2018 Order [D.I. 126] ("Opt-Outs") will not be included in the definition of "Class";

WHEREAS, in anticipation of the hearing on Class Representative's Unopposed Motion for Preliminary Approval of Settlement set for July 18, 2018 [D.I. 177], the Settling Parties have further conferred regarding the definition of "Class" provided for in paragraph 1.5 the Stipulation;

WHEREAS, the intention of the parties when entering into the Stipulation was to exclude Opt-Outs from the Class;

NOW THEREFORE, IT IS STIPULATED AND AGREED, subject to approval of the Court, by and between the undersigned counsel for the Settling Parties, that the terms of the Stipulation be modified as follows:

1. **Definition of "Class."** Paragraph 1.5 of the Stipulation is hereby superseded and replaced by the following amended paragraph 1.5 (with new text emphasized for convenience):

"Class" shall have same definition as in the Court's order on Hurwitz's motion for class certification [D.I. 120] and means all Persons or entities: (i) holding LRE common units as of August 28, 2015 through the October 5, 2015 close of Vanguard's acquisition of LRE, were damaged, and assert claims presently sustained in the March 13, 2017, December 29, 2017, and March 8, 2018 orders under sections 14(a) and 20(a) of the Exchange Act; and (ii) receiving Vanguard common units in exchange for their LRE common units on or about October 5, 2015 under the registration statement, as amended, were damaged, and assert claims presently sustained in the March 13, 2017, December 29, 2017, and March 8, 2018 orders under sections 11 and 15 of the Securities Act; but excluding Defendants, members of the immediate family of each individual Defendant; an officer or director of Vanguard or LRE, a firm, trust, corporation, officer, or other entity in which a Defendant has or had a controlling interest; Persons participating in the alleged material omissions or misrepresentations, and the legal representatives, agents, affiliates, heirs, beneficiaries,

successors-in-interest, or assigns of an excluded Person or entity;
*and also excluding those Persons listed in Exhibit A-4 who,
pursuant the Court's January 17, 2018 Order [D.I. 126], timely
and validly requested to be excluded from the Class.*

IN WITNESS WHEREOF, the Settling Parties have caused this Addendum to be
executed, by themselves and/or by their duly authorized attorneys, dated July 11, 2018.

/s/ Blake A. Bennett

Blake A. Bennett (No. 5133)
COOCH AND TAYLOR, P.A.
The Brandywine Building
1000 West Street, 10th Floor
Post Office Box 1680
Wilmington, DE 19899
Telephone: (302) 984-3800
Facsimile: (302) 984-3939
bbennett@coochtaylor.com

Liaison Class Counsel

Brian J. Robbins
Stephen J. Oddo
Nichole T. Browning
David W. Uris
Eric M. Carrino
ROBBINS ARROYO LLP
600 B Street, Suite 1900
San Diego, CA 92101
Telephone: (619) 525-3900
Facsimile: (619) 525-3991
brobbins@robbinsarroyo.com
soddo@robbinsarroyo.com
nbrowning@robbinsarroyo.com
duris@robbinsarroyo.com
ecarrino@robbinsarroyo.com

Lead Class Counsel

/s/ Pilar G. Kraman

Rolin P. Bissell (No. 4478)
Tammy L. Mercer (No. 4957)
Pilar G. Kraman (No. 5199)
YOUNG CONAWAY STARGATT
& TAYLOR, LLP
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
rbissell@ycst.com
tmercerc@ycst.com
pkraman@ycst.com

Michael C. Holmes
Craig E. Zieminski
Marisa Secco
Robert Ritchie
Meriwether Evans
Jeffrey Crough
VINSON & ELKINS LLP
2001 Ross Avenue, Suite 3700
Dallas, Texas 75201
Telephone: (214) 220-7700
Facsimile: (214) 220-7716
mholmes@velaw.com
czieminski@velaw.com
msecco@velaw.com
rritchie@velaw.com
jcrough@velaw.com

*Counsel for Defendants Scott W. Smith,
Richard A. Robert, Richard Anderson,
Bruce W. McCullough, and Loren
Singletary*

/s/ Travis S. Hunter

Brock E. Czeschin (No. 3938)
Travis S. Hunter (No. 5350)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7571
czeschin@rlf.com
hunter@rlf.com

W. Scott Locher
HUNTON ANDREWS KURTH LLP
600 Travis, Suite 4200
Houston, TX 77002
Telephone: (713) 220-4200
Facsimile: (713) 238-7477
slocher@HuntonAK.com

J. Wiley George
McKOOL SMITH, P.C.
600 Travis Street, Suite 7000
Houston, TX 77002
Telephone: (713) 485-7300
Facsimile: (713) 485-7344
wgeorge@mckoolsmith.com

James T. Smith
I.D. No. 39933
Evan H. Lechtman
I.D. No. 89845
BLANK ROME LLP
One Logan Square
Philadelphia, PA 19103
Telephone: (215) 569-5500
lechtman@blankrome.com
smith-jt@blankrome.com

*Counsel for Defendants Eric Mullins,
Charles W. Adcock, Jonathan C. Farber,
Townes G. Pressler, Jr., John A. Bailey,
and Jonathan P. Carroll*

CERTIFICATE OF SERVICE

I hereby certify that on July 11, 2018, I electronically filed *Addendum to Stipulation of Settlement* with the Clerk of Court using CM/ECF which will send notification of such filing to those registered as CM/ECF participants.

/s/ Blake A. Bennett

Blake A. Bennett (#5133)

Attorneys for Class Representative