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IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

)	
CHARLES JACKSON GASCHE, JR.,)	
DENNIS J. HARRIS, GENE L.)	
PETERSON, WILLIAM A.)	
SCHOKNECHT and JOHN J. SKIBA,)	
individually and on behalf of a Class of all)	Case No. 04C 0776
others similarly situated,)	
)	Judge David H. Coar
Plaintiffs,)	
)	
v.)	
)	
ASWORTH CORPORATION,)	
)	
Defendant.)	

FINAL JUDGMENT AND ORDER OF DISMISSAL

This matter was the subject of a hearing on March 15, 2005 on the application of the parties for approval of the settlement set forth in the Stipulation of Settlement. The Court has carefully considered the Stipulation of Settlement, all papers filed and all proceedings held in this matter, including any and all oral and written objections received regarding the proposed settlement.

Having reviewed the entire record in the matter, and good cause appearing,

IT IS ORDERED, ADJUDGED, AND DECREED AS FOLLOWS:

1. The Court, for purposes of this Final Judgment and Order of Dismissal, adopts all defined terms as set forth in the Stipulation of Settlement.
2. The Court has jurisdiction over the subject matter of the Action and the parties, including the members of the Settlement Class.

3. The Court finds that the distribution of the Notice of Pendency and Proposed Settlement of Class Action as provided for in the preliminary order dated November 19, 2004 constituted the best notice practicable under the circumstances within the meaning of Federal Rule of Civil Procedure 23(c)(2)(B).

4. Pursuant to and in accordance with the requirements of Rule 23 of the Federal Rules of Civil Procedure, the Court approves the settlement of this matter on the terms set forth in the Stipulation of Settlement, and finds that this settlement is lawful, fair, reasonable, and adequate as to all parties, including members of the Settlement Class. The parties are directed to perform in accordance with the terms set forth in the Stipulation of Settlement.

5. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this Court certifies a Settlement Class of all persons who were entitled, are now entitled or will be entitled to receive annuity payments under either GA-8896 or GA-8857. The Settlement Class shall include the estate of a person now deceased, unless a survivor of such deceased person is currently receiving annuity payments under one or both of the Annuity Contracts, in which case the survivor and not the estate shall be a member of the Settlement Class. The Settlement Class shall not include an individual who may at some future date become entitled to receive annuity payments as the result of a death of a Class Member. The Settlement Class also shall not include any person who properly and timely requested exclusion from the Settlement Class and who is, therefore, listed in Exhibit A to this Judgment.

6. With respect to the Settlement Class, the Court finds that the prerequisites to a class action under Rule 23(b)(3) of the Federal Rules of Civil Procedure have been satisfied, in that: (a) the members of the Settlement Class are so numerous that joinder of all members in the Action would be impracticable; (b) there are questions of law and fact common to the Settlement Class and those questions predominate over any individual questions; (c) the claims of the Class

Representatives are typical of the claims of the Settlement Class; (d) the Class Representatives and Class Counsel have fairly and adequately represented and protected the interests of the members of the Settlement Class; and (e) a class action is superior to other available methods for the fair and efficient adjudication of the Action, considering (i) the interests of the members of the Settlement Class in individually controlling the prosecution of separate actions, (ii) the extent and nature of any litigation concerning the Action already commenced by members of the Settlement Class; (iii) the desirability or undesirability of continuing the Action in this particular forum; and (iv) the difficulties likely to be encountered in the management of the Action.

7. The Action and all claims asserted in the Action on behalf of the Settlement Class are dismissed with prejudice, and the Settling Parties are to bear their own costs, except as otherwise provided in the Stipulation of Settlement.

8. As of the Effective Date set out in the Stipulation of Settlement and upon Asworth's making the Transfer, the members of the Settlement Class fully, finally and forever release, relinquish and discharge all Released Claims against each and all of the Released Parties.

9. Neither the Stipulation of Settlement nor this Judgment constitutes an admission of, or evidence of, the validity of any claim in the Action, or of any wrongdoing or liability of Asworth, nor may either the Stipulation of Settlement or this Judgment be deemed to be, or used as, an admission of, or evidence of, any fault or omission of Asworth in any civil, criminal, or administrative proceeding in any court, administrative agency, or other tribunal. Asworth may file the Stipulation of Settlement or the Judgment or both in any other action that may be brought against it in order to support a defense or counterclaim based on principles of res judicata, collateral estoppel, release, good faith settlement, judgment bar or reduction or any theory of claim preclusion or issue preclusion or similar defense or counterclaim. Class Representatives or

any other member of the Settlement Class may file the Stipulation of Settlement or this Judgment in any proceeding brought to enforce any of their terms or provisions.

10. Once the Settlement Fund is created pursuant to this Judgment, the Court authorizes Class Counsel to withdraw a sum equal to twenty-three percent (23%) of the gross value of the Settlement Fund for its attorneys' fees and expenses and such amounts, not to exceed three percent (3%) of the gross value of the Settlement Fund or \$200,000, whichever is greater, as are necessary to pay the reasonable and actual costs of administering the Settlement Fund.

11. The Court reserves exclusive and continuing jurisdiction over the Action, the Class Representatives, the Settlement Class and the Released Parties for the purposes of: (1) supervising the implementation, enforcement, construction, and interpretation of the Stipulation of Settlement and this Judgment; (2) supervising the distribution of the Settlement Fund; and (3) resolving any disputes or issues that may arise in connection with the Action, the Judgment or the Stipulation of Settlement.

Dated: March 29, 2005

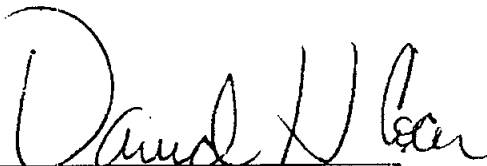

U.S. District Judge

EXHIBIT A

The below listed individual properly and timely requested exclusion from the

Settlement Class:

Stephen P. Lyle