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IN THE CIRCUIT COURT OF THE STATE OF OREGON
FOR THE COUNTY OF MULTNOMAH

IRA S. NATHAN,
Plaintiffs,
v.
SERGE MATTA, et al,
Defendants.

Lead Case No. 16CV32458
Assigned to Hon. Jerry B. Hodson

**ORDER RE: PLAINTIFF HULME'S
MOTION FOR CLASS
CERTIFICATION**

Having considered Plaintiff Hulme's Motion For Class Certification, all papers submitted in support of and in opposition to Plaintiff Hulme's Motion For Class Certification, arguments made at hearings on December 5, 2017 and February 14, 2018, and all other pertinent documents and pleadings filed in this action,

IT IS HEREBY ORDERED THAT:

- (1) Plaintiff Hulme's Motion For Class Certification is GRANTED as to claims asserted against defendant Ernst & Young LLP and DEFERRED as to claims asserted against all other defendants.
- (2) The following class (the "Class") is hereby certified pursuant to Rule 32 of the Oregon Rules of Civil Procedure:

All record and beneficial holders of Rentrak Corporation stock whose Rentrak Corporation stock was, upon the closing of the merger between Rentrak and comScore, Inc. ("comScore") on January 29, 2016, converted to comScore stock issued pursuant to comScore's registration statement on Form S-4 (File No. 333-207714), filed with the Securities and Exchange Commission and declared effective on December 23, 2015 (the "Registration Statement"). Excluded from the Class are Defendants, and any person who was an officer or director of Rentrak Corporation, comScore, Inc., or a partner of Ernst & Young LLP on January 29, 2016 (the "Excluded Persons").

1 (3) Plaintiff John Hulme is appointed the Class Representative.

2 (4) Hulme’s chosen counsel, Block & Leviton LLP and Andrews & Springer LLC, are
3 appointed co-lead counsel for the Class, and Stoll Stoll Berne Lokting & Shlachter P.C.
4 is appointed liaison counsel for the Class.

5 (5) This Court bases this certification order on the following findings, each of which are
6 supported by Plaintiff’s submissions:

7 a. **Numerosity:** Plaintiff has demonstrated that the class is so numerous that joinder
8 of all members is impracticable.

9 b. **Commonality:** Plaintiff has satisfied the commonality requirement by identifying
10 common questions of law and fact including but not limited to: Whether the
11 Registration Statement contained untrue statements; whether any untrue statements
12 in the Registration Statement were material; whether Ernst & Young certified any
13 part of the Registration Statement; whether, after reasonable investigation, Ernst &
14 Young had reasonable ground to believe, at the time such part of the Registration
15 Statement became effective, that the statements therein were true; and whether any
16 portion or all of the alleged damages represents other than depreciation in the value
17 of the issued comScore stock resulting from such part of the Registration Statement,
18 with respect to which Ernst & Young’s liability is asserted, containing an untrue
19 statement of material fact.

20 c. **Typicality:** The same common questions identified above also serve to satisfy
21 Plaintiff’s burden to show that his claims are typical of the claims of the Class. The
22 Court accordingly finds that typicality is met here because Plaintiff and members
23 of the Class seek the same remedies for similar alleged harms under the same legal
24 theory.

25 d. **Adequacy:** The Court finds that Plaintiff will fairly and adequately represent the
26 Class. The interests of Plaintiff are fully aligned with those of the Class, and his

1 chosen counsel are fully capable of effectively prosecuting this litigation.

2 e. **Compliance with ORCP 32 H:** Plaintiff complied with the prelitigation notice
3 provision of ORCP 32 H, by sending notices to Defendants on January 5, 2017,
4 which was more than thirty days before filing suit.

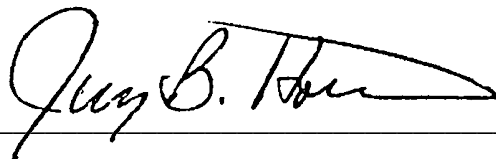
5 f. **Superiority:** Pursuant to ORCP 32 B, the Court further finds that a class action is
6 superior to other available methods for the fair and efficient adjudication of the
7 controversy. The common questions identified above predominate over any
8 individualized issues. Even if it were feasible for individual Class Members to bring
9 suit, it would be inefficient to re-litigate the numerous common questions in case
10 after case. Plaintiff has advanced the litigation significantly. The Court is unaware
11 of any other litigation against Defendant Ernst & Young concerning the claim
12 asserted in this action.

13 (6) Plaintiff and Ernst & Young shall meet-and-confer regarding the form and timing of
14 the notice. If the parties are able to reach agreement, Class Counsel shall prepare and
15 submit on June 28, 2018, an agreed-upon proposed form of notice to be sent to members
16 of the Class, including the identification of a notice administrator, and a proposed date
17 for the notice to be issued. If the parties are unable to reach agreement, each party shall
18 submit a proposed form of notice on June 28, 2018, including a proposed date for the
19 notice to be issued and the Court shall decide.

20 (7) By the deadline set by the Court, the notice administrator shall cause the notice to be
21 mailed, by first-class mail, postage prepaid to all Class members, based on stock
22 records of Rentrak and comScore which were previously provided to Plaintiff and his
23 counsel in connection with the settlement of *In re: Rentrak Corporation Shareholders*
24 *Litigation*, Consolidated Lead Case No. 15CV27429. Banks, brokerage firms,
25 institutions, and other nominees that held Rentrak common stock at the closing of the
26 merger of Rentrak with comScore on January 29, 2016 for the beneficial interest of

1 other persons (“Nominees”), shall, within ten days of receiving the notice, either (a)
2 send a copy of the notice by first-class mail to all such beneficial owners; or (b) provide
3 a list of the names and addresses of such beneficial owners to the notice administrator.
4 The notice administrator shall make available additional copies of the notice to any
5 Nominees requesting the same for the purpose of distribution to beneficial owners, or
6 shall send copies of the notice by first-class mail to any beneficial owners whose
7 addresses are provided by Nominees.

Signed: 3/12/2018 09:19 AM



Circuit Court Judge Jerry B. Hodson

12 SUBMITTED BY:

13 STOLL STOLL BERNE LOKTING &
14 SHLACHTER P.C.

15 By: s/Timothy S. DeJong

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5 -AND-

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17 Counsel for Plaintiffs and Proposed Liaison Counsel
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1 **UTCR 5.100 CERTIFICATE OF READINESS**

2 In accordance with UTCR 5.100(1) & (2), I hereby certify that the forgoing
3 **[PROPOSED] ORDER RE: PLAINTIFF HULME’S MOTION FOR CLASS
CERTIFICATION** is ready for judicial signature because:

- 4 1. Each party affected by this order or judgment has stipulated to the order or
5 judgment, as shown by each opposing party’s signature on the document being
6 submitted.
- 7 2. Each party affected by this order or judgment has approved the order or judgment,
8 as shown by each party’s signature on the document being submitted or by written
9 confirmation of approval sent to me.
- 10 3. I have served a copy of this order or judgment on each party entitled to service not
11 less than 3 days prior to submission to the court and:
- 12 No objection has been served on me.
- 13 I received the following objections from the Individual Defendants and
14 comScore: _____
- 15 After conferring about objections [role and name of objecting party] agreed
16 to independently file any remaining objection.
- 17 4. Service is not required pursuant to subsection (3) of this rule, or by statute, rule,
18 or otherwise.
- 19 5. This is a proposed judgment that includes an award of punitive damages and
20 notice has been served on the Director of the Crime Victims’ Assistance Section as
21 required by subsection (5) of this rule.
- 22 6. Other: _____

23 Dated this 6th day of March, 2018.

24 **STOLL STOLL BERNE LOKTING & SHLACHTER P.C.**

25 By: s/Timothy S. DeJong
26 Timothy S. DeJong, OSB No. 940662
Email: tdejong@stollberne.com

Counsel for Plaintiffs and Proposed Liaison Counsel

1 **CERTIFICATE OF SERVICE**

2 I hereby certify that I caused to be served the foregoing **[PROPOSED] ORDER RE:**
3 **PLAINTIFF HULME’S MOTION FOR CLASS CERTIFICATION** on the following named
4 persons, on the date indicated below, via the Court's OJD Electronic File & Serve system, which
5 will send electronic notification of such filing on all registered participants per UTCR 21.100. I
6 further certify that I have caused to be served a correct copy of the same to any non-registered
7 parties, as follows:

8 B. Scott Whipple [] By Hand Delivery
9 WHIPPLE LAW OFFICE, LLC [] By Facsimile Transmission
10 1675 SW Marlow Avenue, Suite 201 [✓] By U.S. first class mail
11 Portland, OR 97225 [] By OJD E-File & Serve
12 [✓] By E-mail
13 scott@whipplelawoffice.com

14 *Oregon Counsel for Defendants Magid M. Abraham, Gian M. Fulgoni, Russell Fradin,*
15 *William J. Henderson, William Katz, Ronald J. Korn, and Joan Lewis*

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17 Nidhi (Nina) Yadava (*pro hac vice*) [] By Facsimile Transmission
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Dated this 6th day of March, 2018.

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