

**FILED**

**JUL 16 2015**

REDDING BRANCH-SHASTA COUNTY  
SUPERIOR COURT  
BY: K. PORRAS, DEPUTY CLERK

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5 Attorneys for Defendant  
TRICO BANCSHARES

6 [Additional counsel appear on signature page]  
7

8 SUPERIOR COURT OF THE STATE OF CALIFORNIA

9 FOR THE COUNTY OF SHASTA

10  
11 JOHN SOLAK, Individually on Behalf of  
Himself and All Others Similarly Situated,

12 Plaintiff,

13 vs.

14 NORTH VALLEY BANCORP,  
15 MICHAEL J. CUSHMAN, J.M. WELLS,  
JR., DANTE W. GHIDINELLI, KEVIN D.  
16 HARTWICK, DOLORES M.  
VELLUTINI, ROGER B. KOHLMEIER,  
17 MARTIN A. MARIANI, PATRICK W.  
KILKENNY, TIMOTHY R. MAGILL,  
18 TRICO BANCSHARES, and DOES 1  
Through 25, Inclusive,

19 Defendants.  
20

Case No. 179099

**STIPULATION AMENDING ORDER  
PRELIMINARILY APPROVING  
SETTLEMENT AND PROVIDING  
NOTICE DATED JUNE 22, 2015**

Dept.: 6  
Judge: Honorable Monica Marlow  
Date of Filing: January 24, 2014  
Trial Date: TBD

**BY FAX**

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STIPULATION AMENDING PRELIMINARY APPROVAL ORDER

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8 SUPERIOR COURT OF THE STATE OF CALIFORNIA  
9 FOR THE COUNTY OF SHASTA

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11 JOHN SOLAK, Individually on Behalf of  
Himself and All Others Similarly Situated,

12 Plaintiff,

13 vs.

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15 MICHAEL J. CUSHMAN, J.M. WELLS,  
JR., DANTE W. GHIDINELLI, KEVIN D.  
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Dept.: 6  
Judge: Honorable Monica Marlow  
Date of Filing: January 24, 2014  
Trial Date: TBD

1 This Stipulation Amending Order Preliminarily Approving Settlement and Providing  
2 Notice Dated June 22, 2015 (“Stipulation”) is made and entered into by and among the following  
3 Parties<sup>1</sup> to the above-captioned shareholder class action: (i) plaintiff John Solak, individually and  
4 on behalf of the Settlement Class; (ii) nominal defendant North Valley Bancorp (“North Valley”);  
5 (iii) defendants Michael J. Cushman, J.M. Wells, Jr., Dante W. Ghidinelli, Kevin D. Hartwick,  
6 Dolores M. Vellutini, Roger B. Kohlmeier, Martin A. Mariani, Patrick W. Kilkenny, Timothy R.  
7 Magill; and (iv) Trico Bancshares, each by and through their counsel of record in the Action.

8 **RECITALS**

9 WHEREAS on June 22, 2015 this Court entered its Order Preliminarily Approving  
10 Settlement and Providing Notice with respect to the above matter (“Preliminary Approval  
11 Order”), a file-endorsed copy of which is attached hereto as **Exhibit 1**;

12 WHEREAS Paragraph 8 of the Preliminary Approval Order required that the Notice of  
13 Pendency and Proposed Settlement of Class Action and Settlement Hearing (“Notice”) be mailed  
14 by North Valley or its successor by first class mail to all members of the Settlement Class who  
15 can be identified with reasonable efforts within fourteen (14) calendar days following entry of the  
16 Preliminary Approval Order;

17 WHEREAS North Valley and its successor were unable to meet the deadline for mailing  
18 the Notice because of the intervening Independence Day holiday and other logistical problems in  
19 collecting all identifying information for all members of the Settlement Class; and

20 WHEREAS the Parties wish (1) to extend the deadline for mailing the Notice by fourteen  
21 days (14) to July 23, 2015; and (2) to continue the September 28, 2015 Fairness Hearing/Final  
22 Approval Hearing to October 19, 2015 or as soon thereafter as the Court is available, giving the  
23 Settlement Class members sufficient time to receive and review the Notice.<sup>2</sup>

24 <sup>1</sup> Certain capitalized terms are defined in Section IV(1) of the Stipulation of Settlement  
25 previously filed with the Court.

26 <sup>2</sup> All other relevant dates and deadlines with respect to the settlement approval process stem from  
27 the Fairness Hearing/Final Approval Hearing date and, therefore, do not require further  
28 modification of the Preliminary Approval Order.

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**TERMS OF THE STIPULATION**

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and among the Parties, by and through their respective attorneys of record, subject to the approval of the Court, as follows:

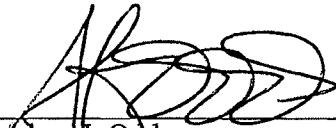
A. Paragraph 5 of the Preliminary Approval Order is hereby amended to provide that the Fairness Hearing/Final Approval Hearing originally scheduled for September 28, 2015 shall be continued to and held before this Court, the Honorable Monica Marlow, on October 19, 2015, at 8:30 am in Department 6, Superior Court of the State of California, County of Shasta, 1500 Court Street, Redding CA 96001.

B. Paragraph 8 of the Preliminary Approval Order is hereby amended to provide that North Valley or its successor shall cause the Notice to be mailed by first class mail to all members of the Settlement Class who can be identified with reasonable efforts no later than July 23, 2015.

IN WITNESS WHEREOF, the Parties hereto have caused the Stipulation to be executed, as indicated below, by their duly authorized attorneys.

Dated: July 14, 2015

ROBBINS ARROYO LLP  
Brian J. Robbins  
Stephen J. Oddo  
Edward B. Gerard  
Justin D. Rieger

By:   
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JOHN SOLAK

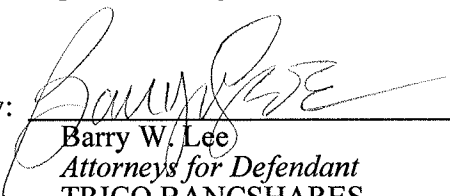
Dated: July 16, 2015

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Roey Z. Rahmil

By:   
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# **EXHIBIT 1**

**FILED**

**JUN 22 2015**

CLERK OF THE SUPERIOR COURT  
BY: G. HOYT, DEPUTY CLERK

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10

11 SUPERIOR COURT OF THE STATE OF CALIFORNIA

12 COUNTY OF SHASTA

13 JOHN SOLAK, Individually on Behalf of )  
14 Himself and All Others Similarly Situated, )  
15 )  
Plaintiff, )

16 v. )

17 NORTH VALLEY BANCORP, MICHAEL J. )  
18 CUSHMAN, J.M. WELLS, JR., DANTE W. )  
GHIDINELLI, KEVIN D. HARTWICK, )  
19 DOLORES M. VELLUTINI, ROGER B. )  
KOHLMEIER, MARTIN A. MARIANI, )  
20 PATRICK W. KILKENNY, TIMOTHY R. )  
MAGILL, TRICO BANCSHARES, and )  
21 DOES 1 Through 25, Inclusive, )

22 Defendants. )  
23 )

Case No. 179099

~~PROPOSED~~ ORDER PRELIMINARILY  
APPROVING SETTLEMENT AND  
PROVIDING NOTICE

Judge: Monica Marlow

Dept.: 6

Date Action Filed: January 24, 2014

Hearing Date: June 22, 2015

Hearing Time: 8:30 a.m.

1           WHEREAS, a class action is pending before the Court<sup>1</sup> captioned *Solak v. North Valley*  
2 *Bancorp*, Case No. 179099 (Cal. Super. Ct.);

3           WHEREAS, Plaintiff has applied for an order preliminarily approving Settlement of the  
4 Action in accordance with the Stipulation, which together with the exhibits annexed thereto, sets  
5 forth the terms and conditions for the proposed settlement of the Action (the "Settlement"), and  
6 for entry of the Judgment;

7           WHEREAS, the Court having read and considered (i) Plaintiff's motion for preliminary  
8 approval of the Settlement together with the accompanying memorandum of points and  
9 authorities; and (ii) the Stipulation, as well as all the exhibits attached thereto; and

10           WHEREAS, except as otherwise expressly provided herein, all capitalized terms shall  
11 have the same meanings and/or definitions as set forth in the Stipulation.

12           NOW, THEREFORE, UPON GOOD CAUSE SHOWN, IT IS HEREBY ORDERED as  
13 follows:

14           1.       With respect to the Settlement Class, pursuant to California Code of Civil  
15 Procedure Section 382 and California Rules of Court 3.760 *et seq.*, this Court finds and  
16 concludes, for purposes of this Settlement only, that:

17                   (a)     the members of the Settlement Class are so numerous that their joinder  
18 before the Court would be impracticable;

19                   (b)     Plaintiff has alleged numerous questions of law or fact common to the  
20 members of the Settlement Class and Plaintiff's claims challenge a single course of conduct by  
21 the Defendants that affects all members of the Settlement Class equally in proportion to their  
22 ownership of North Valley common stock;

23                   (c)     Plaintiff's claims in the Action are typical of the claims of the proposed  
24 Settlement Class;

25

26 <sup>1</sup> Except as otherwise expressly provided below or as the context otherwise requires, all  
27 capitalized terms contained herein shall have the same meanings and/or definitions as set forth in  
28 the Stipulation of Settlement dated May 18, 2015 (the "Stipulation").



1 (d) the Plaintiff and Plaintiff's Counsel have fairly and adequately represented  
2 and protected the interests of all of the Settlement Class members;

3 (e) a class action is superior to other methods for the fair and efficient  
4 adjudication of the matter; and

5 (f) the predominant relief sought and obtained in the Action is injunctive.

6 2. Based on the findings set out in paragraph 1 above and pursuant to California  
7 Code of Civil Procedure section 382, the Court certifies, for settlement purposes only, a non-opt-  
8 out class of North Valley's shareholders (excluding Defendants, their immediate family  
9 members, or any person over whom any Defendant exercises sole or exclusive control) who held  
10 such stock at any time from and including January 21, 2014 through and including October 3,  
11 2014, the date of consummation of the Merger, including any and all of their successors in  
12 interest, predecessors, representatives, trustees, executors, administrators, heirs, assigns, or  
13 transferees, immediate and remote, and any person or entity acting for or on behalf of, or  
14 claiming under any of them, and each of them (the "Settlement Class").

15 3. After a preliminary review, the Court finds that (a) the proposed Settlement falls  
16 within the range of possible approval criteria, as it provides a beneficial result for the Settlement  
17 Class and appears to be the product of good-faith, informed, and non-collusive negotiations  
18 between experienced and able counsel for the Parties; and (b) the Settlement Class should be  
19 apprised of the Settlement through the proposed form of notice, allowed to file objections, if any,  
20 thereto, and to appear at the Settlement Hearing. Accordingly, the Court does hereby  
21 preliminarily approve the Settlement as set forth in the Stipulation, subject to further  
22 consideration at the Settlement Hearing described below.

23 4. Pending the Court's determination as to final approval of the Settlement, Plaintiff  
24 and all members of the Settlement Class, or any of them, are barred and enjoined from  
25 commencing, prosecuting, instigating, or in any way participating in the commencement or  
26 prosecution of any action asserting any Released Claims against any of the Released Persons.

27 5. A ~~Settlement~~ <sup>Fairness</sup> Hearing / <sup>Final Approval Hearing</sup> shall be held before this Court, the Honorable Monica  
28 Marlow, on Sept. 28, 2015 at 8:30 a.m., in Department 6, Superior Court of the State of

1 California, County of Shasta, 1500 Court Street, Redding, CA 96001, to determine: (i) whether  
2 the Settlement Class should be certified for settlement purposes; (ii) whether the Settlement of  
3 the Action on the terms and conditions provided for in the Stipulation, including the Fee and  
4 Expense Amount, is fair, reasonable, and adequate to the Settlement Class and should be  
5 approved by the Court; and (iii) whether the Judgment should be entered herein (the "Settlement  
6 Hearing"). The Court may adjourn the Settlement Hearing without further notice to members of  
7 the Settlement Class and retains jurisdiction to consider all further applications arising out of or  
8 connected with the proposed Settlement. The Court may approve the Settlement, with such  
9 modifications as may be agreed to by the Parties, if appropriate, without further notice to the  
10 Settlement Class.

11         6.       The Court approves, as to form and content, the Notice of Pendency and Proposed  
12 Settlement of Class Action and Settlement Hearing (the "Notice") and finds that the provisions of  
13 the Notice, substantially in the manner and form set forth in Exhibit C to the Stipulation, meet  
14 the requirements of California law and due process, and shall constitute due and sufficient notice  
15 to all persons entitled thereto. Non-material changes to the form of the Notice may be made  
16 without further approval of the Court.

17         7.       North Valley (or its insurer(s) or successor(s)) shall pay all costs and expenses  
18 related to providing notice to the Settlement Class. North Valley further shall take  
19 administrative responsibility for notice to the Settlement Class.

20         8.       Within fourteen (14) calendar days following the entry of the Preliminary  
21 Approval Order, North Valley or its successor(s) shall cause the Notice substantially in the form  
22 attached as Exhibit C to the Stipulation, to be mailed by first class mail to all members of the  
23 Settlement Class who can be identified with reasonable efforts.

24         9.       Nominees who held North Valley common stock beneficially for another at any  
25 time from and including January 21, 2014 through and including October 3, 2014, the date of the  
26 consummation of the Merger, shall mail the Notice to all such beneficial owners of such  
27 common stock within ten (10) calendar days after receipt thereof or send a list of the names and  
28 addresses of such beneficial owners to the notice administrator within ten (10) calendar days of

1 receipt, in which event the notice administrator shall promptly mail the Notice to such beneficial  
2 owners.

3 10. At least fourteen (14) calendar days prior to the Settlement Hearing, North Valley  
4 or its successor(s) shall file with the Court an appropriate affidavit or declaration with respect to  
5 preparing and mailing the Notice.

6 11. Any member of the Settlement Class may, but is not required to, enter an  
7 appearance in the Action at his, her, or its own expense, individually or through counsel of his,  
8 her, or its own choice. Any member of the Settlement Class who does not enter an appearance  
9 will be represented by Plaintiff's Counsel.

10 12. Any member of the Settlement Class may object to the Settlement and/or Fee  
11 Application. Any such Person should submit a written notice of objection, mailed or hand  
12 delivered such that it is filed with the Court at the address listed below and received at least  
13 twenty-one (21) calendar days prior to the Settlement Hearing by counsel listed below.

14 CLERK OF THE COURT  
15 Superior Court of the State of California  
16 County of Shasta  
17 1500 Court Street  
18 Redding, CA 96001

19 ROBBINS ARROYO LLP  
20 600 B Street, Suite 1900  
21 San Diego, CA 92101

22 *Plaintiff's Counsel*

23 SHARTSIS FRIESE LLP  
24 One Maritime Plaza, 18th Floor  
25 San Francisco, CA 94111

26 *Counsel for Defendants North Valley Bancorp, Michael J.*  
27 *Cushman, J.M. Wells, Jr., Dante W. Ghidinelli, Kevin D.*  
28 *Hartwick, Dolores M. Vellutini, Roger B. Kohlmeier, Martin*  
*A. Mariani, Patrick W. Kilkenny, and Timothy R. Magill*

MANATT, PHELPS & PHILLIPS, LLP  
One Embarcadero Center  
San Francisco, CA 94111

*Counsel for Defendant TriCo Bancshares*

1 Written notices of objection should: (i) demonstrate the objecting Person's membership in the  
2 Settlement Class; (ii) contain a statement of the objection(s) and the reasons for the objection(s);  
3 and (iii) contain a statement of intent to be heard if the objecting person or entity or his, her, or  
4 its lawyer requests to address the Court at the Settlement Hearing, a description of the law or  
5 case supporting the objection, and copies of any documents sought to be presented in support of  
6 the objection.

7 13. Plaintiff shall file and serve the Fee Application no later than forty-five (45)  
8 calendar days prior to the Settlement Hearing. Plaintiff shall file and serve any papers in support  
9 of the Settlement no later than twenty-eight (28) calendar days prior to the Settlement Hearing.  
10 Any objections to the Settlement or opposition to the Fee Application shall be filed and served  
11 no later than twenty-one (21) calendar days prior to the Settlement Hearing. If any objections to  
12 the Settlement or opposition to the Fee Application are received or filed, Plaintiff and/or  
13 Defendants may file and serve a response to the objections or opposition no later than seven (7)  
14 calendar days prior to the Settlement Hearing.

15 14. Any member of the Settlement Class who does not make his, her, or its objection  
16 to the Settlement and/or Fee Application in the manner provided for in paragraph 12 shall be  
17 deemed to have waived such objection and shall be forever foreclosed from making any  
18 objection to the Settlement, unless otherwise ordered by the Court.

19 15. All members of the Settlement Class (and his, hers, or its successors,  
20 predecessors, and assigns) shall be bound by all determinations and judgments in the Action  
21 concerning the Settlement, whether favorable or unfavorable to the Settlement Class.

22 16. If the Effective Date of the Settlement does not occur for any reason, the  
23 Settlement and the Stipulation shall be null and void and of no force and effect. In such event,  
24 the Parties shall return to their respective litigation positions in the Action as of the time  
25 immediately prior to the date of the execution of the Stipulation, as though it were never  
26 executed or agreed to, and the Stipulation shall not be deemed to prejudice in any way the  
27 positions of the Parties with respect to the Action, or to constitute an admission of fact by any  
28 Party, shall not entitle any Party to recover any costs or expenses incurred in connection with the

1 implementation of the Stipulation or the Settlement, and neither the existence of the Stipulation  
2 nor its contents shall be admissible in evidence or be referred to for any purposes in the Action,  
3 or in any litigation or judicial proceeding, other than to enforce the terms therein.

4 17. All proceedings in the Action, except for those proceedings related to the  
5 Settlement, shall be stayed until the resolution of all such Settlement-related proceedings.

6 IT IS SO ORDERED.

7 DATED: JUN 22 2015

**MONICA MARLOW**

THE HONORABLE MONICA MARLOW  
SUPERIOR COURT JUDGE

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