

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

-----X

**IN RE: INSURANCE BROKERAGE** : **MDL No. 1663**  
**ANTITRUST LITIGATION** :  
: **Civil No. 04-5184; Civil No. 05-1079**  
**APPLIES TO ALL ACTIONS** : **and Civil No. 05-5533**

----- :

**IN RE: EMPLOYEE-BENEFIT INSURANCE** : **Hon. Garrett E. Brown, Jr.**  
**BROKERAGE ANTITRUST LITIGATION** :  
:  
**APPLIES TO ALL ACTIONS** :

**(Filed Electronically)**

-----X

**THIRD AMENDED STIPULATION OF SETTLEMENT BETWEEN CLASS  
PLAINTIFFS AND ARTHUR J. GALLAGHER & CO. DEFENDANTS**

WHEREAS, the Gallagher Defendants<sup>1</sup> and Class Plaintiffs entered into a Settlement Agreement on December 29, 2006; and

WHEREAS, the Settlement Agreement was filed with the Court on December 29, 2006; and

WHEREAS, the First Amended Stipulation of Settlement Between Class Plaintiffs and the Arthur J. Gallagher & Co. Defendants, dated February 28, 2007, was filed with the Court on that same day, and described the modifications made to the Settlement Agreement and certain of its exhibits, as well as the fact that certain additional exhibits had been completed, and confirmed that the aforementioned amended and/or additional exhibits were also being filed with the Court;

---

<sup>1</sup> All capitalized terms used in this Third Amended Stipulation of Settlement Between Class Plaintiffs and the Arthur J. Gallagher & Co. Defendants shall have the meaning ascribed to them in the Settlement Agreement dated December 29, 2006.

and

WHEREAS, the Second Amended Stipulation of Settlement between Class Plaintiffs and the Gallagher Defendants, dated March 20, 2007, was filed with the Court on the same day and modified Section 1.3 (definition of "Bar Order") and Sections 20.3-20.6 (Stay of Proceedings) and related exhibits;

and

WHEREAS, the Gallagher Defendants and Class Plaintiffs wish to modify: (1) a substantive section of the Settlement Agreement, and thus, Section 16 ("Discharge of All Released Claims") has been modified (as set forth more fully below); and (2) the Plan of Allocation filed February 28, 2007; and

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and among Class Plaintiffs and the Gallagher Defendants, by and through their duly authorized counsel, that the Settlement Agreement shall be amended as follows:

1. The following paragraph should be inserted into Section 16 of the Settlement Agreement ("Discharge of All Released Claims") following the first paragraph:

Upon the Effective Date, all Releasees, Class Plaintiffs, Class Counsel, the Gallagher Defendants Counsel and each of them on behalf of themselves, their heirs, executors, administrators, beneficiaries, predecessors, successors, affiliates and assigns, for good and sufficient consideration receipt of which is acknowledged, shall be deemed to have, and by operation of law and of the Final Judgment and Order Approving Settlement, shall have fully, finally, and forever released, relinquished, settled, and discharged any and all Released Claims (including such Released Claims as have already have been, or could have been or could be asserted in any pending litigation, arbitration or other proceeding whether formal or informal). All Releasees covenant and agree that they shall not hereafter seek to establish liability against any Releasor based, in whole or in part, on any Released Claims.

2. The Plan of Allocation shall be modified as set forth in the Plan of Allocation, as amended dated May 11, 2007 (the "Plan"). A red-lined version of the Plan showing the modifications is annexed as Exhibit A.

Agreed to as of this 11<sup>th</sup> day of May, 2007.

**WHATLEY DRAKE & KALLAS, LLC**

/s Edith M. Kallas

Edith M. Kallas  
1540 Broadway, 37<sup>th</sup> Floor  
New York, NY 10036  
Tel: (212) 447-7070  
Fax: (212) 447-7077

**CAFFERTY FAUCHER LLP**

/s Bryan L. Clobes

Bryan L. Clobes  
1717 Arch Street, 36<sup>th</sup> Floor  
Philadelphia, PA 19103  
Tel: (215) 864-2800  
Fax: (215) 864-2810

*On Behalf of the Class Plaintiffs*

**WINSTON & STRAWN LLP**

/s Terry M. Grimm

Terry M. Grimm  
35 West Wacker Drive  
Chicago, Illinois 60601  
Tel: (312) 558-5600  
Fax: (312) 558-5700

*On Behalf of the Gallagher Defendants*