STATE OF NORTH CAROLINA COUNTY OF MECKLENBURG	IN THE GENERAL COURT OF JUSTICE SUPERIOR COURT DIVISION 10 CVS 16553
ALBERT A. WARD, JR., Individually and on Behalf of All Others Similarly Situated, Plaintiff, v. LANCE, INC., DAVID J. SINGER, W.J. PREZZANO, JAMES W. JOHNSTON, S. LANCE VAN EVERY, DAN C. SWANDER, WILLIAM R. HOLLAND, JEFFREY A. ATKINS, J.P. BOLDUC, ISAIAH TIDWELL, and SNYDER'S OF HANOVER, INC., Defendants.	**ORDER**

Plaintiff has filed a voluntary dismissal of his Amended Complaint, and by letter his counsel has asserted that Court approval is not required. This order is entered solely to make it clear that counsel and parties filing complaints containing class action allegations may not avoid judicial review of settlement by amending their complaints to remove class action allegations. To permit such a tactic would deprive the courts of their ability to police class action settlement by Rule 23 of the N.C. Rules of Civil Procedure.

The Court will permit the dismissal in this case because the settlement was disclosed, albeit without reference to the amounts paid. The amount paid was not material to either company. The Court is further of the view that the shareholders had full information upon which to cast their vote and that the transaction on its face made business sense and did not appear to involve serious governance issues.

The fees paid to counsel and plaintiff are what this Court has come to regard as "stinky fees." They just smell bad and have no economic justification. We have come to the point in this country that whenever a merger is announced, some lawyer with a client holding a small number of shares rushes to file a lawsuit containing class action allegations. After minimal discovery and review by an "expert," plaintiff requests that

"additional information" be disclosed and agrees to go away with settlement in hand – having done absolutely nothing for the class.

For their part, defense lawyers, investment bankers, and the companies are willing to pay these fees to get the deal done, regardless of the merits. Defense lawyers get paid to handle them. The fees are not significant in light of the amounts involved in the deal. Defendants are, in effect, complicit in the economically valueless charade. Our overburdened courts do not have the time or adequate information to review the settlements. If we continue to impose these unnecessary financial burdens of our legal system on financial transactions, these transactions will eventually move to London, Hong Kong, or Munich, or some other venue outside the United States.

It does appear that about $250,000 is the top going rate for stinky fees. That is close to what was paid in combination of the two suits settled by Lance. Multiply that number by hundreds of mergers a year, and the magnitude of the waste becomes apparent. The Court suspects that investment bankers bake that fee into the anticipated costs of the transaction.

In the future, judges should decline to approve any settlement that does not benefit shareholders in a material way. Stinky fee suits may actually discourage other legitimate and serious claims, thus doing further damage to our system.

Holding its judicial nose, the Court permits this dismissal to go forward.

IT IS SO ORDERED, this 28th day of February, 2011.

/s/ Ben F. Tennille
The Honorable Ben F. Tennille
Chief Special Superior Court Judge
for Complex Business Cases