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11 *Attorneys for Defendant MRV Communications, Inc.,  
with authority to execute on behalf of Individual  
12 Defendants*

13 **UNITED STATES DISTRICT COURT**  
14 **CENTRAL DISTRICT OF CALIFORNIA**

16 KEVIN D. RAMSEY, Individually And )  
On Behalf of All Similarly Situated, )  
17 Plaintiff, )  
18 v. )  
19 MRV COMMUNICATIONS INC., )  
NOAM LOTAN, SHAY GONEN, )  
20 MICHAEL BLUST, KEVIN RUBIN, )  
GUY AVIDAN, GUENTER )  
21 JAENSCH, IGAL SHIDLOVSKY, )  
DANIEL TSUI, BARUCH FISHCHER, )  
22 Defendants. )  
23

Civil Action No. CV-08-04561  
GAF(RCx)

Honorable Gary A. Feess

FINAL ORDER AND JUDGMENT

1           **WHEREAS:**

2           A.     On April 16, 2010, Lead Plaintiff, Kwok Wong (“Lead Plaintiff”),  
3 acting on behalf of himself and the Settlement Class, entered into a Stipulation and  
4 Agreement of Settlement (the “Stipulation”) with Defendants in these consolidated  
5 actions (the “Litigation”).

6           B.     Pursuant to the Preliminary Approval Order Providing for Notice and  
7 Hearing in Connection With Proposed Class Action Settlement, entered May 17,  
8 2010 (the “Preliminary Approval Order”), the Court scheduled a hearing for  
9 November 15, 2010, at 9:30 a.m. (the “Settlement Hearing”) to *inter alia*: (a)  
10 determine whether the proposed settlement of the Litigation on the terms and  
11 conditions provided for in the Stipulation is fair, reasonable and adequate, and  
12 should be approved by the Court; and (b) determine whether a judgment as  
13 provided for in the Stipulation should be entered. The Court ordered that the  
14 Notice of Pendency of Class Action and Proposed Settlement (the “Notice”) and a  
15 Proof of Claim and Release form (“Proof of Claim”), in the form attached as  
16 Exhibits 1 and 2 to the Preliminary Approval Order, be mailed by first-class mail,  
17 postage prepaid, on or before May 31, 2010 (“Notice Date”) to all putative Class  
18 Members at the address of each such Person as set forth in the records of MRV  
19 Communications, Inc. (“MRV”) or its transfer agent, or who otherwise could be  
20 identified through reasonable effort, and that a Summary Notice of Pendency of  
21 Class Action and Hearing on Proposed Settlement (the “Summary Notice”), in the  
22 form attached to the Preliminary Approval Order as Exhibit 3, be published in  
23 *Investor’s Business Daily* and transmitted over *PRNewswire* within fourteen (14)  
24 calendar days of the Notice Date.

25           C.     The Notice and the Summary Notice advised Class Members of the  
26 date, time, place and purpose of the Settlement Hearing. The Notice further  
27 advised that any objections to the Settlement were required to be filed with the  
28 Court and served on counsel for the Parties by November 1, 2010.

1 D. The provisions of the Preliminary Approval Order as to notice were  
2 complied with.

3 E. On October 18, 2010, Lead Plaintiff moved for final approval of the  
4 Settlement, as set forth in the Preliminary Approval Order. The Settlement  
5 Hearing was duly held before this Court on November 15, 2010, at which time all  
6 interested Persons were afforded the opportunity to be heard.

7 F. This Court has duly considered the Lead Plaintiff's motion, the  
8 affidavits, declarations and memorandum of law submitted in support thereof, and  
9 all of the submissions and arguments presented with respect to the proposed  
10 Settlement.

11 NOW, THEREFORE, after due deliberation, IT IS ORDERED,  
12 ADJUDGED AND DECREED that:

13 1. This Judgment incorporates by reference the definitions in the  
14 Stipulation, and all capitalized terms used herein shall have the same meanings as  
15 set forth in the Stipulation.

16 2. This Court has jurisdiction over the subject matter of the Litigation  
17 and over all Parties to the Litigation, including all members of the Settlement  
18 Class.

19 3. The Court hereby finally certifies the following class for the purposes  
20 of settlement only (the "Settlement Class"), pursuant to Rule 23(a) and Rule  
21 23(b)(3) of the Federal Rules of Civil Procedure: all Persons that purchased the  
22 common stock of MRV during the period between March 31, 2003 and October 8,  
23 2009, inclusive, and were damaged thereby. Excluded from the Settlement Class  
24 are: Defendants; the current and former officers and directors of the Company; the  
25 members of the immediate families of any excluded Person; the legal  
26 representatives, heirs, successors or assigns of any excluded Person; any entity in  
27 which any Defendant has or had a controlling interest; and any Person that timely  
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1 and validly sought exclusion from the Settlement Class, as listed in Exhibit A  
2 hereto.

3 4. The Court hereby appoints Kwok Wong as Class Representative and  
4 Labaton Sucharow LLP as Class Counsel.

5 5. The notification provided for and given to the Settlement Class was in  
6 compliance with the Preliminary Approval Order, and said notification constituted  
7 the best notice practicable under the circumstances and is in full compliance with  
8 the notice requirements of due process, Federal Rule of Civil Procedure 23 and  
9 Section 21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-  
10 4(a)(7).

11 6. The proposed Settlement of the Litigation on the terms and conditions  
12 set forth in the Stipulation is in all respects fair, reasonable and adequate, in light  
13 of the benefits to the Settlement Class, the complexity, expense and possible  
14 duration of further litigation against the Defendants, the risks of establishing  
15 liability and damages and the costs of continued litigation. This Court further finds  
16 the Settlement set forth in the Stipulation is the result of arm's-length negotiations  
17 between experienced counsel representing the interests of the Lead Plaintiff, the  
18 Settlement Class and Defendants.

19 7. The Stipulation and the proposed Settlement are hereby approved as  
20 fair, reasonable, adequate and in the best interests of the Class Members, and shall  
21 be consummated in accordance with the terms and provisions of the Stipulation.

22 8. The Second Amended Consolidated Class Action Complaint for  
23 Violation of the Federal Securities Laws, filed February 16, 2010, is hereby  
24 dismissed in its entirety as to all Defendants, with prejudice, and without costs to  
25 any Party, except as otherwise provided in the Stipulation.

26 9. The Court further finds, pursuant to the Private Securities Litigation  
27 Reform Act, 15 U.S.C. §78u-4 (c), that during the course of the Litigation, the  
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1 Parties and their respective counsel at all times complied with the requirements of  
2 Federal Rule of Civil Procedure 11.

3 10. Upon the Effective Date, Lead Plaintiff and each Class Member,  
4 whether or not such Class Member executes and delivers a Proof of Claim, other  
5 than those listed in Exhibit A hereto, on behalf of themselves and each of their  
6 respective heirs, executors, trustees, administrators, predecessors, successors and  
7 assigns shall have fully, finally and forever waived, released, discharged and  
8 dismissed each and every one of the Released Claims against each and every one  
9 of the Released Defendant Parties and shall forever be barred and enjoined,  
10 without the necessity of posting a bond, from commencing, instituting, prosecuting  
11 or maintaining any of the Released Claims against any of the Released Defendant  
12 Parties.

13 11. Upon the Effective Date, each of the Defendants, on behalf of  
14 themselves and each of their respective heirs, executors, trustees, administrators,  
15 predecessors, successors and assigns shall have fully, finally and forever waived,  
16 released, discharged and dismissed each and every one of the Released  
17 Defendants' Claims, as against each and every one of the Released Plaintiff Parties  
18 and shall forever be barred and enjoined, without the necessity of posting a bond,  
19 from commencing, instituting, prosecuting or maintaining any of the Released  
20 Defendants' Claims against any of the Released Plaintiff Parties.

21 12. Each Class Member, whether or not such Class Member executes and  
22 delivers a Proof of Claim, other than those listed in Exhibit A hereto, is bound by  
23 this Judgment, including, without limitation, the release of claims as set forth in the  
24 Stipulation.

25 13. This Judgment and the Stipulation, and all papers related thereto are  
26 not, and shall not be construed to be, an admission by any of the Defendants of any  
27 liability or wrongdoing whatsoever, and shall not be offered as evidence of any  
28 such liability or wrongdoing in this or any other proceeding.

1           14. The administration of the Settlement, and the decision of all disputed  
2 questions of law and fact with respect to the validity of any claim or right of any  
3 Person to participate in the distribution of the Net Settlement Fund, shall remain  
4 under the authority of this Court.

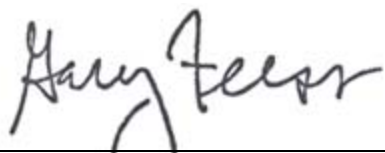
5           15. In the event that the Settlement does not become effective in  
6 accordance with the terms of the Stipulation, then this Judgment shall be rendered  
7 null and void to the extent provided by and in accordance with the Stipulation and  
8 shall be vacated, and in such event, all orders entered and releases delivered in  
9 connection herewith shall be null and void to the extent provided by and in  
10 accordance with the Stipulation.

11           16. Without further order of the Court, the Parties may agree to  
12 reasonable extensions of time to carry out any of the provisions of the Stipulation.

13           17. Any Court order regarding the Plan of Allocation or the attorneys' fee  
14 and expense application shall in no way disturb or affect this Judgment and shall  
15 be considered separate from this Judgment.

16           18. Without affecting the finality of this Judgment in any way, this Court  
17 hereby retains continuing jurisdiction over: (a) implementation of the Settlement  
18 and any award or distribution of the Net Settlement Fund, including interest earned  
19 thereon; (b) disposition of the Settlement Fund ; and, (c) all Parties hereto for the  
20 purpose of construing, enforcing and administering the Settlement. There is no  
21 just reason for delay in the entry of this Judgment and immediate entry by the  
22 Clerk of the Court is expressly directed.

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24 Dated: November 16, 2010

  
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Honorable Gary A. Feess  
UNITED STATES DISTRICT JUDGE

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**EXHIBIT A**

Stephen H. Bigley	Florida
Joaquim M. Santos	Rhode Island