

CAUSE NO. 2005-04492

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TKH#38

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PRUDENTIAL FINANCIAL, INC.

IN THE DISTRICT COURT OF

V.

JP MORGAN CHASE BANK,  
NATIONAL ASSOCIATION, FIRSTCITY  
FINANCIAL CORPORATION, FIRST-  
CITY NATIONAL BANK OF HOUSTON  
AS TRUSTEE OF THE FIRST CITY  
BANCORPORATION EMPLOYEE  
RETIREMENT TRUST, AND FCLT  
LOANS ASSET CORPORATION

HARRIS COUNTY, TEXAS

152ND JUDICIAL DISTRICT

FILED  
CHARLES BACARISSE  
DISTRICT CLERK  
HARRIS COUNTY, TEXAS  
2005 SEP 30 PM 3:52  
BY DEPUTY

**ORDER GRANTING DEFENDANT FIRSTCITY FINANCIAL CORPORATION'S  
MOTION FOR SUMMARY JUDGMENT**

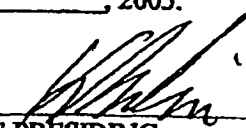
On this day the Court considered the Motion for Summary Judgment of Defendant FirstCity Financial Corporation. The Court finds that there are no genuine issues of material fact and that Defendant FirstCity Financial Corporation is entitled to summary judgment as a matter of law as to the ownership of the Demutualization Proceeds. It is therefore

ORDERED that Defendant FirstCity Financial Corporation's Motion for Summary Judgment is GRANTED, and judgment is hereby rendered in favor of Defendant FirstCity Financial Corporation as to ownership of the Demutualization Proceeds.

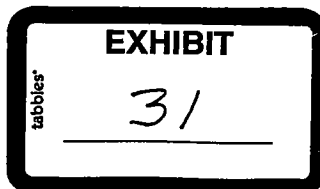
Defendant FCLT Loans Asset Corporation's claim to the Demutualization Proceeds is hereby DENIED.

Defendant Tony J. Blair's claim to the Demutualization Proceeds, individually, and as representative of the proposed class of Employee Beneficiaries, is hereby DENIED. It is further

SIGNED on this \_\_\_\_\_ day of MAR - 1 2006, 2005.

  
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JUDGE PRESIDING

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CAUSE NO. 2005-04492

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PRUDENTIAL FINANCIAL, INC. §  
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V. §  
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JP MORGAN CHASE BANK, §  
NATIONAL ASSOCIATION, FIRSTCITY §  
FINANCIAL CORPORATION, FIRST- §  
CITY NATIONAL BANK OF HOUSTON §  
AS TRUSTEE OF THE FIRST CITY §  
BANCORPORATION EMPLOYEE §  
RETIREMENT TRUST, AND FCLT §  
LOANS ASSET CORPORATION §

IN THE DISTRICT COURT OF

HARRIS COUNTY,

152ND JUDICIAL DISTRICT

FILED  
CLAUDE  
CHARLES PACIFIC  
DISTRICT COURT  
HARRIS COUNTY TEXAS  
AUG 12 11 4  
2006 AUG -8

BY DEFUTY

**FINAL JUDGMENT**

On June 23, 2006, the Court considered and conducted a hearing on FirstCity Financial Corporation's ("FirstCity") Motion for Summary Judgment on Remaining Claims and Motion for Entry of Final Judgment, Class Representative Timothy J. Blair's ("Blair") Response to FirstCity's Motion for Summary Judgment on Remaining Claims and Motion for Entry of Final Judgment, and FCLT Loans Asset Corp.'s ("FCLT") Response to FirstCity's Motion for Summary Judgment. After due deliberation, consideration of the evidence and the arguments of counsel, the Court finds that FirstCity is entitled to summary judgment as to the ownership of the Demutualization Proceeds (as defined below) and is entitled to summary judgment against FCLT's claims for breach of contract and tortious interference with contract. The Court also finds that FirstCity's request for attorney's fees against FCLT and Blair should be denied. The Court further finds that pending appeal, the Demutualization Proceeds should remain in the custody and control of JPMorgan Chase Bank, N.A., as Successor Trustee of First City Bancorporation Employee Retirement Trust ("JPMorgan"), without the necessity of FCLT or Blair posting a bond or other form of security.

It is therefore ORDERED that FirstCity is the sole owner of the "Demutualization Proceeds," which are hereby defined as (1) the proceeds from the sale of 321,211 shares of Prudential Financial, Inc. common stock, together with all accrued or otherwise unpaid dividends, held by JPMorgan pursuant to this Court's January 27, 2005 Order Granting Re-registration of Account and this Court's December 19, 2005 Order Clarifying and Modifying Court's Order Dated January 27, 2005, together with (2) all income from those proceeds through the date the Demutualization Proceeds are transferred to FirstCity.

It is further ORDERED that FirstCity's motion for summary judgment against FCLT's claims for breach of contract and tortious interference is granted.

It is further ORDERED that JPMorgan shall continue to hold the Demutualization Proceeds until (1) the appellate process has concluded and (2) FirstCity has provided to JPMorgan written notice that the appellate process has concluded and information identifying the account to which the Demutualization Proceeds are to be transferred. The appellate process shall be deemed to have concluded when the time for filing notices of appeal from this judgment has expired without any such notices of appeal having been filed, or, in the event one or more notices of appeal are timely filed, upon issuance of the mandate by the court of appeals or the Supreme Court of Texas. It is further ordered that neither Blair nor FCLT shall be required to post a bond or other form of security in connection with the retention of the Demutualization Proceeds by JPMorgan.

It is further ORDERED that within 5 days after receiving the written notice and instructions from FirstCity, JPMorgan shall transfer the Demutualization Proceeds in accordance with FirstCity's instructions.

All relief requested in the above-styled and numbered cause not expressly granted herein is denied. This judgment finally disposes of all parties and all claims and is appealable.

SIGNED on this \_\_\_\_\_ day of \_\_\_\_\_, 2006

AUG 14 2006

  
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JUDGE PRESIDING