IN THE CIRCUIT COURT OF THE FIRST JUDICIAL DISTRICT
OF HINDS COUNTY, MISSISSIPPI

EATON CORPORATION, ET AL. PLAINTIFFS

VS. CIVIL ACTION NO.251-04-642CIV

JEFFREY D. FRISBY, ET AL. DEFENDANTS

FINAL JUDGMENT OF DISMISSAL WITH PREJUDICE

This Court, having considered the following: 1) January 4, 2006 Motion to Dismiss, filed by the Defendants; 2) November 24, 2009 Motion to Dismiss, as Supplemented, filed by the Defendants; 3) November 25, 2009 Report and Recommendation of the Special Master, David W. Dogan, III; and 4) August 11, 2010 Report and Recommendation of Special Master, David W. Dogan, III. The Court, having carefully studied the motions, extensive responses, briefs, numerous exhibits, Reports and Recommendations, the objections submitted by the parties, and having heard oral argument, and otherwise being fully advised, the Court finds that Defendants' Motion to Dismiss the Plaintiffs' Complaint and all claims against the Defendants, is **well taken** and should be **Granted.**

IT IS THEREFORE HEREBY ORDERED AND ADJUDGED, that for the reasons set forth in the Court's Opinion and Order, entered this date, which is incorporated herein by reference, all of the Plaintiffs' claims against the Defendants are **dismissed with prejudice** from this action, with the counter-claims of the Defendants against the Plaintiffs remaining.

IT IS FURTHER ORDERED, that this dismissal constitutes a Final Judgment as to the Plaintiffs' Complaint and all claims against the Defendant, in accordance with Rule 54(b) of the Mississippi Rules of Civil Procedure, and that there is no just reason for delay for the entry of such Final Judgment in favor of the Defendants.

SO ORDERED AND ADJUDGED, this the 22nd day of December, 2010.

CIRCUIT COURT JUDGE