

	X	C.A. No. 0910-14399
ASBESTOS WORKERS PHILADELPHIA PENSION FUND	:	C.A. No. 0911-15521
and W. DONALD WYBERT, individually and on behalf	:	
of all others similarly situated	:	
	:	
Plaintiffs,	:	
	:	
v.	:	
	:	
WILLIAM C. McCORMICK, MICHAEL D. BURGER,	:	
KIRBY A. DYESS, DONALD D. JOBE,	:	
GEORGE H. KERCKHOVE, WILLIAM W. LATTIN,	:	
ROBERT C. STRANDBERG, and FRANCIS YUEN,	:	
	:	
Defendants.	:	
	X	

IMPORTANT DATES

Deadline to Submit a Proof of Claim:	February 8, 2012
Deadline to Object:	October 27, 2011
Date of Final Approval Hearing:	November 10, 2011

BASIC INFORMATION

1. What Is The Lawsuit About?

The litigation is a class action filed by Plaintiffs on behalf of persons or entities that held any Merix Corporation (“Merix”) common stock continuously from October 6, 2009 through and including February 16, 2010, the date of the closing of the merger of Merix and Viasystems Group, Inc., (“Viasystems”). Defendants were directors of Merix at the time of the Merger. Plaintiffs Consolidated Amended Complaint (“CAC”) alleges that Defendants breached their fiduciary duties of loyalty, good faith and full disclosure to the shareholders of Merix in connection with the sale of Merix to Viasystems (the “Merger”). Defendants deny any and all wrongdoing and maintain that they committed no breach of any duty owing to Merix shareholders and exercised in good faith their reasonable business judgment in recommending and approving the merger of Merix with Viasystems Group, Inc.

2. Who Is Included In The Settlement?

The Court directed that, for purposes of the proposed settlement, the Class includes:

All persons or entities that held Merix common stock continuously from October 6, 2009 through the consummation of the merger on February 16, 2010 (the “Class”). Excluded from the Class as defined are defendants named herein and any person, firm, trust, corporation or other entity controlled by or affiliated with any Defendant and holders of Merix common stock who were also bondholders of Merix.

Any person who previously elected to opt-out of the Class on or before June 25, 2011, is excluded from participating in, receiving the benefits of or objecting to the Settlement.

3. What Does The Settlement Provide?

In exchange for the Settlement and dismissal of the Action, Defendants, after any final approval, shall pay or cause to be paid \$1,500,000 into a Settlement fund, with interest earned thereupon, to be divided among all eligible Class Members with recognized claims on a pro-rata basis, after plaintiffs’ administrative costs incurred in connection with the settlement, attorneys’ fees, expenses, costs of litigation, and all other administrative costs awarded by the Court, are paid.

4. Reasons for the Settlement

Because of the risks associated with continuing to litigate and proceeding to trial, there was a danger Plaintiffs would not have prevailed on any of their claims, in which case the Class would receive nothing. The amount of damages suffered by the Class was and continues to be challenged by Defendants. Had the Action gone to trial, Defendants would have asserted that they had not breached any fiduciary duty to the Class, that the merger consideration and process was fair and that in any event, Class Members suffered no damages. In favoring settlement, Plaintiffs also considered the uncertainty of the following legal issues, among others, underlying the allegations in the litigation:

- Whether Defendants breached a duty to maximize shareholder value with respect to the Merger;
- Whether Defendants complied with or violated the duties of good faith, loyalty, and/or candor with respect to the Merger;
- Whether any breaches of fiduciary duty by Defendants with respect to the Merger caused Merix shareholders to suffer monetary damages, and the specific amounts that would compensate shareholders for such damages;
- Whether Defendants’ Proxy dated January 4, 2010, included any material misrepresentations and/or failed to disclose material information regarding the Merger;
- Whether Plaintiffs suffered damages as a result of any alleged misconduct by Defendants; and
- Whether a jury would determine that the price accepted by Defendants fell within a reasonable range of potential valuations and thus, Plaintiffs suffered no damages.

The Court did not decide in favor of Plaintiffs or Defendants. Instead, both sides agreed to a settlement. In this manner, they avoid the risks and costs of a trial and lengthy appeals, and Class Members will receive compensation. Plaintiffs and their attorneys believe the settlement is in the best interests of all Class Members. Defendants in this Action, while continuing to deny all allegations of wrongdoing and liability whatsoever, recognize the expense, risks and uncertain outcome of litigation and appeals, especially in a complex action such as this, and wish to avoid the risks and costs associated with future litigation.

5. Who Are The Lawyers Representing Members of the Class?

The Court has ordered that Barrack, Rodos & Bacine, 600 West Broadway, Suite 900, San Diego, CA 92101; Finkelstein Thompson LLP, 100 Bush St., Suite 1450, San Francisco, CA 94104; and Justine Fischer, Attorney at Law, 720 SW Washington Street, Suite 750, Portland, OR 97205, will represent all Class Members. These lawyers are called Class Counsel. Any fees awarded to Class Counsel shall be paid from the common settlement fund into which Defendants shall pay or cause to be paid the sum of \$1,500,000 (the "Settlement Fund") and only after any approval by the Court. If you want to be represented by your own lawyer, you may hire one at your own expense.

6. Attorneys' Fees and Expenses Sought.

Class Counsel will apply to the Court for an award of attorneys' fees not to exceed 30% of the gross Settlement Fund, plus interest thereon, and for reimbursements of costs and expenses not to exceed \$215,000.00. Plaintiffs will also apply to the Court for a service award to Class representative plaintiff W. Donald Wybert not to exceed \$5,000 for his time and expense in prosecuting the litigation; and for costs arising from or in connection with the administration of the Settlement and taxes paid in connection with administration of the Settlement Fund. The attorneys' fees and expenses will be the only payment to Class Counsel for their efforts in achieving this Settlement and for their risk in undertaking this representation on a wholly contingent basis.

PARTICIPATING IN THE SETTLEMENT

7. How do I Participate in the Settlement?

To qualify for a payment, you must send in a Proof of Claim in the form accompanying this Notice. Read the instructions carefully, fill out the Proof of Claim form, include all the documents the form asks for, sign it, and mail it postmarked no later than February 8, 2012 to:

In re Merix Corp. Shareholder Litigation
c/o Heffler, Radetich & Saitta LLP
1515 Market Street, Suite 1700
Philadelphia, PA 19102

Additionally, if you do not file a Proof of Claim form, you will remain a member of the Class, and if the Settlement is ultimately approved by the Court, you will release all claims you might have against Defendants in connection with the issues in this case and all of the Court's orders will apply to legally bind you. If you already have litigation pending against Defendants associated with the merger of Merix and Viasystems, you should speak to your lawyer about this notice.

EXCLUDING YOURSELF FROM THE SETTLEMENT

8. How does the Settlement affect persons who have already excluded themselves from the Class?

On May 12, 2011, the Notice of Pendency of Class Action was issued to Class Members, which informed Class Members who wished to be excluded from the Class to mail a written request for exclusion postmarked on or before June 25, 2011. Such persons or entities who properly requested exclusion by this date will not be entitled to share in the benefits of any judgment or settlement, nor will they be bound by any settlement or judgment, and cannot object to the Settlement at the Settlement Hearing. Any persons who timely elected to be excluded from the Class, may pursue, at their own expense, whatever legal rights they may have.

9. How do I exclude myself from the proposed Settlement?

If you did not exclude yourself from the Class but nevertheless do not wish to share in the settlement, then you need not do anything and will remain a Class Member bound by the terms of the Settlement, without receiving any pro-rata distribution from the net Settlement proceeds.

OBJECTING TO THE SETTLEMENT

10. How do I Object to the Settlement?

If you are a Class Member who did not opt out of the Class by June 25, 2011, you can object to the terms of the Settlement or to Class Counsel's application for an award of fees and/or expenses. The Court will only consider your views if you file a proper objection within the deadline identified and according to the following procedures.

To object, you must send a signed letter or other court submission stating you object to the proposed settlement in "*Asbestos Workers Philadelphia Pension Fund and W. Donald Wybert individually and on behalf of all others similarly situated v. William C. McCormick, et al.*", C.A. No. 0910-14399 and C.A. No. 0911-15521 to the following on or before October 27, 2011:

COURT:

Clerk of the Court
Circuit Court of the State of Oregon
County of Multnomah
1021 SW Fourth Avenue
Portland, OR 97204

CLASS COUNSEL:

Samuel M. Ward
Barrack, Rodos & Bacine
600 West Broadway, Suite 900
San Diego, CA 92101

Mark Punzalan
Finkelstein Thompson, LLP
100 Bush Street, Suite 1450
San Francisco, CA 94104

Justine Fischer
Attorney at Law
720 Washington St., Ste. 750
Portland, OR 97205

DEFENDANTS' COUNSEL:

James E. Burns, Jr.
Richard Gallagher, Jr.
Orrick, Herrington & Sutcliffe LLP
The Orrick Building
405 Howard Street
San Francisco, CA 94105

Your letter must state the amount of shares of Merix common stock you owned continuously from October 6, 2009 through and including February 16, 2010, and should include your name, address, daytime telephone number, and signature. You cannot object by telephone or email.

You do not need to go to the Final Settlement Hearing to have your written objection considered by the Court. However, any objector may appear in person or arrange, at that objector's expense, for a lawyer to represent the objector at the Final Settlement Hearing provided that objector has complied with the procedures set forth in this Notice for filing and serving a notice of intent to appear.

THE FINAL APPROVAL HEARING

The Court will hold a hearing to decide whether to approve the proposed Settlement and to award attorneys' fees and reimbursement of costs and expenses. You may attend and you may ask to speak, but you do not have to. If you decide to travel to the Final Settlement Hearing, it will be at your own expense.

11. When and Where Will The Court Decide to Approve the Settlement?

The Court will hold a Final Settlement Hearing at 9:00 a.m. on November 10, 2011, in the courtroom of the Honorable Jerome LaBarre at Courtroom 702, Circuit Court of the State of Oregon for the County of Multnomah, 1021 SW Fourth Avenue, Portland, OR 97204. At this hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate, and will consider the application of Class Counsel for attorneys' fees and reimbursement of costs and expenses. The Court will take into consideration any written objections filed in accordance with the instructions in this Notice. The Court may also listen to people who have properly indicated, within the deadline identified above, of October 27, 2011 an intention to speak at the hearing, but decisions regarding the conduct of the hearing will be made by the Court. At or after the hearing, the Court will decide whether to approve the Settlement and request for attorneys' fees and reimbursement of costs and expenses.

You should be aware that the Court may change the date and time of the Final Settlement Hearing. Thus, if you want to come to the hearing, you should check with Class Counsel before coming to make sure that the date and/or time has not changed.

12. May I Speak At The Hearing?

If you object to the settlement, you may ask the Court for permission to speak at the Final Settlement Hearing. **To do so, you must include within your objection a statement that it is your intent to appear at the Final Settlement Hearing.** You cannot speak at the Final Settlement Hearing if you have excluded yourself from the Class or if you have not provided written notice of your intention to speak at the Final Settlement Hearing by the deadline identified.

13. Further Information.

Further information regarding the Action and this Notice may be obtained by contacting any of the following contacting Class Counsel:

Samuel M. Ward
Barrack, Rodos & Bacine
600 West Broadway, Suite 900
San Diego, CA 92101
Telephone: (619) 230-0800

Mark Punzalan
Finkelstein Thompson LLP
100 Bush St., Suite 1450
San Francisco, CA 94104
Telephone: (415) 398-8700

Justine Fischer
Attorney at Law
720 Washington St., Ste. 750
Portland, OR 97205
Telephone: (503) 222-4326

DO NOT TELEPHONE THE COURT REGARDING THIS NOTICE.

DATED: September 1, 2011

BY ORDER OF THE COURT
CIRCUIT COURT OF THE STATE OF OREGON
COUNTY OF MULTNOMAH