



GRANTED

**IN THE COURT OF THE CHANCERY OF THE STATE OF DELAWARE
IN AND FOR NEW CASTLE COUNTY**

MINNEAPOLIS FIREFIGHTERS' RELIEF
ASSOCIATION,

Petitioner,

v.

CERIDIAN CORPORATION,

Respondent.

C.A. No. 3012-CC

(PROPOSED) ORDER

WHEREAS, on June 11, 2007, Petitioner brought this action alleging that Respondent Ceridian Corporation ("Ceridian") had not held an annual meeting for the election of directors for thirteen months; and

WHEREAS, Respondent has scheduled an annual meeting for the election of directors to be held on September 12, 2007, at which time stockholders would also vote on a proposed merger transaction with an affiliate of Thomas H. Lee Partners, LP, and Fidelity National Financial, Inc. (the "Proposed Transaction"); and

WHEREAS, as part of a broader proposed settlement of various disputes relating to the Proposed Transaction, the parties have resolved the matters raised by the petition in this Action;

IT IS HEREBY ORDERED THIS ___ DAY OF JULY, 2007, AS FOLLOWS:

1. The annual meeting of Ceridian stockholders will be held on September 12, 2007 at which meeting stockholders will be permitted to vote with respect to the election of directors and the Proposed Transaction. Absent further Order of this Court, the September 12 date for the annual meeting may be adjourned, modified or delayed

only upon agreement of the parties, or by the Company if necessary to have the vote on the Proposed Transaction on the same day as the election of directors, in each case, only so long as the election of directors is held within 20 calendar days of September 12, 2007.

2. The quorum requirement for the vote on the Proposed Transaction and for the vote on the election of directors shall be as set forth in Ceridian's bylaws as amended, as of March 30, 2001, and the applicable stockholder voting requirement of 8 Del. C. § 251(c) shall apply to the Proposed Transaction.

3. Nothing in this Order shall limit the rights of the parties to seek appropriate relief consistent with the agreement of the parties resolving certain of the claims asserted in C.A. No. 2996-CC.

4. This Court shall retain jurisdiction in this matter pending the completion of the annual meeting.

Chancellor William B. Chandler, III

Court: DE Court of Chancery

Judge: Chandler, William B

File & Serve reviewed Transaction ID: 15543905

Current date: 7/12/2007

Case number: Multi-case

Case name: Multi-case

/s/ Judge William B Chandler