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10 UNITED STATES DISTRICT COURT
 11 CENTRAL DISTRICT OF CALIFORNIA
 12 SOUTHERN DIVISION

13 BRUCE BELODOFF, Individually and)
 14 On Behalf of All Others Similarly)
 Situated,)

15 Plaintiff,)

16 vs.)

17 NETLIST, INC., et al.,)

18 Defendants.)
19

Lead Case No.
 SACV-07-00677-DOC(MLGx)

CLASS ACTION

FINAL JUDGMENT AND ORDER OF
DISMISSAL WITH PREJUDICE

DATE: September 30, 2010

TIME: 8:30 a.m.

COURTROOM: The Honorable
David O. Carter

1 This matter came before the Court for hearing pursuant to the Order
2 Preliminarily Approving Settlement and Providing for Notice (“Order”) dated April
3 19, 2010, on the application of the parties for approval of the settlement set forth in
4 the Stipulation of Settlement dated February 16, 2010 (the “Stipulation”). Due and
5 adequate notice having been given to the Class as required in said Order, and the
6 Court having considered all papers filed and proceedings had herein and otherwise
7 being fully informed in the premises and good cause appearing therefore, IT IS
8 HEREBY ORDERED, ADJUDGED AND DECREED that:

9 1. This Judgment incorporates by reference the definitions in the
10 Stipulation, and all terms used herein shall have the same meanings as set forth in the
11 Stipulation, unless otherwise set forth herein.

12 2. This Court has jurisdiction over the subject matter of the Litigation and
13 over all parties to the Litigation, including all members of the Class.

14 3. The Court hereby certifies the following class for settlement purposes
15 only:

16 Lead Plaintiff and all Persons or entities (and their beneficiaries)
17 who purchased or otherwise acquired Netlist common stock pursuant to
18 or traceable to Netlist’s November 29, 2006 initial public offering during
19 the Class Period. Excluded from the Class are the Defendants; any
20 officers or directors of Netlist during or after the Class Period; any
21 corporation, trust or other entity in which any Defendant has a
22 controlling interest; and the members of the immediate families of the
23 Individual Defendants or their successors, heirs, assigns, and legal
24 representatives. Also excluded from the Class are those Persons who
25 timely and validly request exclusion from the Class pursuant to the
26 Notice of Pendency and Proposed Settlement of Class Action.

1 4. Pursuant to Federal Rule of Civil Procedure 23, this Court hereby
2 approves the settlement set forth in the Stipulation and finds that said settlement is, in
3 all respects, fair, reasonable, and adequate to the Class.

4 5. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, the Court
5 finds that the Stipulation and settlement are fair, reasonable, and adequate as to each
6 of the Settling Parties, and that the Stipulation and settlement are hereby finally
7 approved in all respects, and the Settling Parties are hereby directed to perform its
8 terms.

9 6. Accordingly, the Court authorizes and directs implementation of all the
10 terms and provisions of the Stipulation, as well as the terms and provisions hereof.
11 The Court hereby dismisses, as to Defendants, the Litigation and all Released Claims
12 of the Class with prejudice, without costs as to any Settling Party, except as and to the
13 extent provided in the Stipulation and herein.

14 7. Upon the Effective Date hereof, Lead Plaintiff shall, and each of the
15 Class Members shall be deemed to have, and by operation of this Judgment shall have,
16 fully, finally, and forever released, relinquished, and discharged all Released Claims
17 against the Released Persons, whether or not such Class Member executes and
18 delivers the Proof of Claim and Release.

19 8. Upon the Effective Date hereto, each of the Defendants shall be deemed
20 to have, and by operation of this Judgment shall have, fully, finally, and forever
21 released, relinquished, and discharged Lead Plaintiff, each and all of the Class
22 Members and Plaintiffs' Counsel from all claims (including Unknown Claims) arising
23 out of, relating to, or in connection with, the institution, prosecution, assertion,
24 settlement, or resolution of the Litigation or the Released Claims.

25 9. Lead Plaintiff, all members of the Class, the successors and assigns of
26 any of them, and anyone claiming through or on behalf of any of them, are hereby
27 permanently barred, enjoined and restrained from instituting, commencing or
28 prosecuting, either directly or in any other capacity, in the Litigation or any other

1 action or proceeding any Released Claims against any of the Released Persons. The
2 Released Claims against each and all of the Released Persons shall be released and
3 dismissed with prejudice and on the merits. Nothing in this paragraph shall release
4 the Released Claims against the Released Persons of any Person who submitted a
5 timely, signed request for exclusion from the Class and who did not submit a timely,
6 signed request to revoke the prior request for exclusion and are identified on Exhibit 1
7 attached hereto (“Opt-Out Plaintiffs”).

8 10. The Notice of Pendency and Proposed Settlement of Class Action given
9 to the Class was the best notice practicable under the circumstances, including the
10 individual notice to all members of the Class who could be identified through
11 reasonable effort. Said notice provided the best notice practicable under the
12 circumstances of those proceedings and of the matters set forth therein, including the
13 proposed settlement set forth in the Stipulation, to all Persons entitled to such notice,
14 and said notice fully satisfied the requirements of Federal Rule of Civil Procedure 23
15 and the requirements of due process.

16 11. Any plan of allocation submitted by Lead Counsel or any order entered
17 regarding any attorneys’ fee and expense application shall in no way disturb or affect
18 this Judgment and shall be considered separate from this Judgment.

19 12. Neither the Stipulation nor the settlement contained therein, nor any act
20 performed or document executed pursuant to or in furtherance of the Stipulation or the
21 settlement: (a) is or may be deemed to be or may be used as an admission of, or
22 evidence of, the validity of any Released Claim, or of any wrongdoing or liability of
23 Defendants or their respective Related Parties, or (b) is or may be deemed to be or
24 may be used as an admission of, or evidence of, any fault or omission of any of the
25 Defendants or their respective Related Parties in any civil, criminal, or administrative
26 proceeding in any court, administrative agency, or other tribunal. Defendants and/or
27 their respective Related Parties may file the Stipulation and/or the Judgment from this
28 action in any other action in which they are parties or that may be brought against

1 them in order to support a defense, claim, or counterclaim based on principles of *res*
2 *judicata*, collateral estoppel, release, good faith settlement, judgment bar or reduction,
3 or any theory of claim preclusion or issue preclusion or similar defense or
4 counterclaim.

5 13. Without affecting the finality of this Judgment in any way, this Court
6 hereby retains continuing exclusive jurisdiction over: (a) implementation of this
7 settlement and any award or distribution of the Settlement Fund, including interest
8 earned thereon; (b) disposition of the Settlement Fund; (c) hearing and determining
9 applications for attorneys' fees, interest, and expenses in the Litigation; and (d) all
10 parties hereto for the purpose of construing, enforcing, and administering the
11 Stipulation.

12 14. The Court finds that during the course of the Litigation, the Settling
13 Parties and their respective counsel at all times complied with the requirements of
14 Federal Rule of Civil Procedure 11.

15 15. In the event that the settlement does not become effective in accordance
16 with the terms of the Stipulation, or the Effective Date does not occur, or in the event
17 that the Settlement Fund, or any portion thereof, is returned to Defendants, then this
18 Judgment shall be rendered null and void to the extent provided by and in accordance
19 with the Stipulation and shall be vacated and, in such event, all orders entered and
20 releases delivered in connection herewith shall be null and void to the extent provided
21 by and in accordance with the Stipulation.

22 16. Without further order of the Court, the Settling Parties may agree to
23 reasonable extensions of time to carry out any of the provisions of the Stipulation.
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1 17. There is no reason for delay in the entry of this Final Judgment and Order
2 of Dismissal with Prejudice and immediate entry by the Clerk of the Court is
3 expressly directed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

4 IT IS SO ORDERED.

5 DATED: September 30, 2010



6 THE HONORABLE DAVID O. CARTER
7 UNITED STATES DISTRICT JUDGE

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