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UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

IN RE SiRF TECHNOLOGY HOLDINGS, INC.
SECURITIES LITIGATION

Case No. 3:08-cv-00856-MMC

CLASS ACTION

**~~PROPOSED~~ ORDER
PRELIMINARILY APPROVING
SETTLEMENT AND PROVIDING
FOR NOTICE**

THIS DOCUMENT RELATES TO
ALL ACTIONS

WHEREAS, on July 1, 2009, the parties to the above-entitled action entered into a Stipulation of Settlement dated as of July 1, 2009 (the "Stipulation"), which is subject to review under Rule 23 of the Federal Rules of Civil Procedure ("F.R.Civ.P.") and which, together with the exhibits thereto, sets forth the terms and conditions for the proposed settlement of the claims alleged in the complaint filed in this Action on July 28, 2008 on the merits and with prejudice upon the terms and conditions set forth in the Stipulation; and

WHEREAS, the Court having read and considered the Stipulation and the accompanying documents; and the parties to the Stipulation having consented to the entry of this order (the "Order"); and all capitalized terms used herein having the meanings defined in the Stipulation unless defined herein;

NOW, THEREFORE, IT IS HEREBY ORDERED, this 14th day of August, 2009 that:

1. The Court preliminarily approves the Settlement, subject to further consideration at the Final Approval Hearing described below.

2. Solely for purposes of the Settlement, the Action shall be preliminarily certified as a class action for settlement purposes pursuant to F.R.Civ.P. 23 on behalf of the Settlement Class defined as follows: all persons who purchased or otherwise acquired SiRF Technology Holdings Inc. ("SiRF") common stock between June 21, 2007 and March 24, 2008, inclusive (the "Settlement Class Period"). Excluded from the Settlement Class are Defendants, any entity in

1 which any of Defendants has a controlling interest, any Affiliate of a Defendant, the present or
2 former directors of SiRF or any of its Affiliates, any present or former officer of SiRF or its
3 Affiliates, and the members of their immediate families or their successors, heirs, assigns, and
4 legal representatives.

5 3. A Final Approval Hearing pursuant to F.R.Civ.P. 23(e) is hereby scheduled to be
6 held before the Court on January 8, 2010, at 9:00 a.m. for the following purposes:

- 7 (a) to determine whether the proposed Settlement is fair, reasonable, and
8 adequate, and should be approved by the Court;
- 9 (b) to determine whether the Judgment as provided under the Stipulation should
10 be entered, dismissing the complaint filed herein on the merits and with
11 prejudice, and to determine whether the release by the Settlement Class of
12 the Released Claims, as set forth in the Stipulation, should be provided to
13 the Releasees;
- 14 (c) to determine whether the proposed Plan of Allocation for the proceeds of
15 the Settlement is fair and reasonable, and should be approved by the Court;
- 16 (d) to consider Lead Counsel's and Liaison Counsel's application for the Fee
17 and Expense Award; and
- 18 (e) to rule upon such other matters as the Court may deem appropriate.

19 4. The Court reserves the right to approve the Settlement with or without modification
20 and with or without further notice of any kind. The Court further reserves the right to enter its
21 Judgment approving the Stipulation and dismissing the complaint on the merits and with prejudice
22 regardless of whether it has approved the Plan of Allocation or awarded attorneys' fees and
23 expenses.

24 5. The Court approves the form, substance and requirements of the Notice of
25 Pendency of Class Action and Hearing on Proposed Settlement and Attorneys' Fee Petition and
26 Right to Share in Settlement Fund (the "Notice") annexed hereto as Exhibit 1 and the Proof of
27 Claim and Release form annexed hereto as Exhibit 2.

28 6. The Court approves the selection of The Garden City Group, Inc. by Lead Counsel

1 as the Claims Administrator. By September 14, 2009, the Claims Administrator, under the
2 supervision of Lead Counsel, shall cause a copy of the Notice and Proof of Claim and Release,
3 substantially in the forms annexed hereto, to be mailed, by first class mail, postage prepaid, to all
4 Settlement Class Members who can be identified with reasonable effort. The date of such initial
5 mailing shall be referred to as the "Notice Date." The Defendants shall cause SiRF's transfer
6 records and shareholder information, or such other information or lists that contain the names and
7 last-known addresses of each Settlement Class Member, who SiRF can identify through
8 reasonable effort, to be made available in electronic form to the Claims Administrator, at no cost
9 to the Settlement Class, by September 24, 2009 for the purpose of identifying and giving notice to
10 the Settlement Class. The Claims Administrator shall use reasonable efforts to give notice to
11 nominee owners such as brokerage firms and other persons or entities who purchased SiRF
12 Common Stock during the Settlement Class Period as record owners but not as beneficial owners.
13 Such nominee purchasers are directed to forward copies of the Notice and Proof of Claim and
14 Release to their beneficial owners or within seven (7) days of their receipt of the Settlement
15 Notice, (a) provide to the Claims Administrator the name and last known address of each person
16 or organization for whom or which the nominee purchaser purchased such stock during such time
17 period, or (b) request additional copies of this Notice and the Proof of Claim and Release form,
18 which will be provided to the nominee purchaser free of charge, and within seven (7) days mail
19 the Notice and Proof of Claim and Release form directly to the beneficial owners of the securities
20 referred to herein. Nominee purchasers who elect to send the Notice and Proof of Claim and
21 Release form to the beneficial owners shall send a statement to the Claims Administrator
22 confirming that the mailing was made as directed. Additional copies of the Notice and Proof of
23 Claim and Release shall be made available to any record holder requesting such for the purpose of
24 distribution to beneficial owners, and such record holders shall be reimbursed from the Settlement
25 Fund, upon receipt by the Claims Administrator of proper documentation demonstrating that the
26 Notice was disseminated in accordance with the provisions of this Order, for the reasonable
27 expense of sending the Notices to beneficial owners. Lead Counsel shall, at or before the Final
28 Approval Hearing, file with the Court proof of mailing of the Notice and Proof of Claim and

1 Release.

2 7. The Court approves the form of Summary Notice of the pendency of this class
3 action and the proposed settlement in substantially the form and content annexed hereto as Exhibit
4 3 and directs that Lead Counsel shall cause the Summary Notice to be published in the national
5 edition of The Wall Street Journal by September 24, 2009. Lead Counsel shall, at or before the
6 Final Approval Hearing, file with the Court proof of publication of the Summary Notice.

7 8. The form and method set forth herein of notifying the Settlement Class of the
8 Settlement and its terms and conditions meet the requirements of Fed. R. Civ. P. 23, Section
9 21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. 78u-4(a)(7) as amended by the
10 Private Securities Litigation Reform Act of 1995, and due process, constitute the best notice
11 practicable under the circumstances, and shall constitute due and sufficient notice to all persons
12 and entities entitled thereto.

13 9. In order to be entitled to participate in the Settlement Fund, in the event the
14 Settlement is effected in accordance with all of the terms and conditions set forth in the
15 Stipulation, each Settlement Class Member shall take the following actions and be subject to the
16 following conditions:

17 (a) A properly executed Proof of Claim and Release, substantially in the form
18 attached hereto as Exhibit 2, must be submitted to the Claims
19 Administrator, at the Post Office Box indicated in the Notice, postmarked
20 not later than November 13, 2009. Such deadline may be further extended
21 by Court Order. Each Proof of Claim and Release shall be deemed to have
22 been submitted when postmarked (if properly addressed and mailed by first
23 class mail, postage prepaid) provided such Proof of Claim and Release is
24 actually received prior to the motion for an order of the Court approving
25 distribution of the Settlement Fund. Any Proof of Claim and Release
26 submitted in any other manner shall be deemed to have been submitted
27 when it was actually received at the address designated in the Notice.

28 (b) The Proof of Claim and Release submitted by each Settlement Class

1 Member must satisfy the following conditions: (i) it must be properly
2 completed, signed and submitted in a timely manner in accordance with the
3 provisions of the preceding subparagraph; (ii) it must be accompanied by
4 adequate supporting documentation for the transactions reported therein, in
5 the form of broker confirmation slips, broker account statements, an
6 authorized statement from the broker containing the transactional
7 information found in a broker confirmation slip, or such other
8 documentation as is deemed adequate by Lead Counsel; (iii) if the person
9 executing the Proof of Claim and Release is acting in a representative
10 capacity, a certification of his current authority to act on behalf of the
11 Settlement Class Member must be included in the Proof of Claim and
12 Release; and (iv) the Proof of Claim and Release must be complete and
13 contain no material deletions or modifications of any of the printed matter
14 contained therein and must be signed under penalty of perjury.

15 (c) As part of the Proof of Claim and Release, each Settlement Class Member
16 shall submit to the jurisdiction of the Court with respect to the claim
17 submitted, and shall (subject to effectuation of the Settlement) release all
18 claims as provided in the Stipulation.

19 10. Settlement Class Members shall be bound by all determinations and judgments in
20 this Action, whether favorable or unfavorable, unless such persons submit a timely and valid
21 request for exclusion from the Settlement Class. Such request for exclusion shall be exercisable
22 by mailing a timely and valid request for exclusion postmarked no later than November 13, 2009.

23 11. Settlement Class Members who submit a timely and valid request for exclusion
24 from the Settlement Class shall not be entitled to receive any payment out of the Settlement Fund
25 as described in the Stipulation and Notice.

26 12. Any Settlement Class Member who does not timely submit a valid Proof of Claim
27 shall not be entitled to share in the Settlement Fund, except as specifically ordered by the Court,
28 but nonetheless shall be barred and enjoined from asserting any of the Released Claims, including

1 Unknown Claims, and shall be bound by any judgment or determination of the Court affecting the
2 Class Members.

3 13. The Court will consider comments and/or objections to the Settlement, the Plan of
4 Allocation, or the award of attorneys' fees and reimbursement of expenses only if such comments
5 or objections and any supporting papers are filed in writing with the Clerk of the Court, United
6 States District Court, 450 Golden Gate Avenue, San Francisco, California 94102, and copies of all
7 such papers are served, no later than November 13, 2009, upon each of the following: Randall K.
8 Berger, Esq., Kirby McInerney LLP, 825 Third Avenue, 16th Floor, New York, New York 10022
9 on behalf of Lead Plaintiff; and James G. Kreissman, Esq., Simpson Thacher & Bartlett LLP,
10 2550 Hanover Street, Palo Alto, California 94304 on behalf of the Defendants. Any such written
11 notice of objection must include (a) a detailed statement of such person's specific objection to any
12 matter before the Court; (b) documents sufficient to show the date(s), price(s), and number(s) of
13 shares of SiRF common stock for all purchases and sales of SiRF common stock by such person
14 during the Class Period; and (c) the grounds for such objections, as well as all documents and
15 writings that such person desires the Court to consider.

16 14. Attendance at the hearing is not necessary; however, persons wishing to be heard
17 orally in opposition to the approval of the Settlement, the Plan of Allocation, and/or the request for
18 attorneys' fees are required to indicate in their written objection their intention to appear at the
19 hearing. Persons who intend to object to the Settlement, the Plan of Allocation, and/or counsel's
20 application for an award of attorneys' fees and expenses and desire to present evidence at the Final
21 Approval Hearing must include in their written objections the identity of any witnesses they may
22 call to testify and exhibits they intend to introduce into evidence at the Final Approval Hearing.
23 Settlement Class Members do not need to appear at the hearing or take any other action to indicate
24 their approval.

25 15. Any Settlement Class Member may enter an appearance in the Action, at their own
26 expense, individually or through counsel of their own choice. If any Settlement Class Member
27 chooses to retain its own counsel, such counsel must file an appearance on the Settlement Class
28 Member's behalf no later than November 13, 2009. If they do not enter an appearance, they will

1 be represented by plaintiff's Lead Counsel.

2 16. Lead Plaintiff's motion for final approval and papers in support of the Settlement,
3 the proposed Plan of Allocation and Lead Counsel's and Liaison Counsel's application for
4 attorneys' fees and expenses shall be submitted by December 4, 2009. Such papers will address
5 any objections submitted pursuant to paragraphs 13 and 14 of this Order. Any Settlement Class
6 Member who submits a written objection pursuant to paragraph 13 of this Order may submit a
7 reply to Lead Counsel's response to such objection by December 18, 2009.

8 17. All discovery and pretrial proceedings in the Action, except for such proceedings
9 ordered by the Court with respect to the application to approve the Settlement (including the filing
10 of documents in support thereof), are stayed and suspended until further order of the Court.

11 Pending final determination of whether the Settlement should be approved, the Lead Plaintiff, all
12 Settlement Class Members, and each of them, and anyone who acts or purports to act on their
13 behalf, shall not institute, commence or prosecute any action that asserts Released Claims against
14 any Releasee.

15 18. If: (a) any specified condition to the Settlement set forth in the Stipulation is not
16 satisfied and the satisfaction of such condition is not waived in writing by Lead Counsel and
17 Counsel for the Defendants; (b) the Court rejects, in any respect, the Judgment in substantially the
18 form and content annexed to the Stipulation as Exhibit D and/or Lead Counsel and Counsel for the
19 Defendants fail to consent to the entry of another form of order in lieu thereof; (c) the Court rejects
20 the Stipulation, including any amendment thereto approved by Lead Counsel and counsel for the
21 Defendants; or (d) the Court approves the Stipulation, including any amendment thereto approved
22 by Lead Counsel and Counsel for the Defendants, but such approval is reversed on appeal and
23 such reversal becomes final by lapse of time or otherwise, then, in any such event, the Stipulation,
24 including any amendment(s) thereof, and this Order shall be null and void, of no further force or
25 effect, and without prejudice to any party, and may not be introduced as evidence or referred to in
26 any actions or proceedings by any person or entity, and each party shall be restored to his, her or
27 its respective position as it existed prior to the execution of the Stipulation.

28 19. All funds held by the Escrow Agent, or the Claims Administrator as its agent, shall

1 be deemed and considered to be in *custodia legis*, and shall remain subject to the oversight and
2 jurisdiction of the Court, until such time as such funds shall be distributed pursuant to the
3 Stipulation or further order(s) of the Court.

4 20. There shall be no distribution of any of the Net Settlement Fund to any Settlement
5 Class Member until a plan of allocation is finally approved and is affirmed on appeal or certiorari
6 or is no longer subject to review by appeal or certiorari and the time for any petition for rehearing,
7 appeal, or review, whether by certiorari or otherwise, has expired.

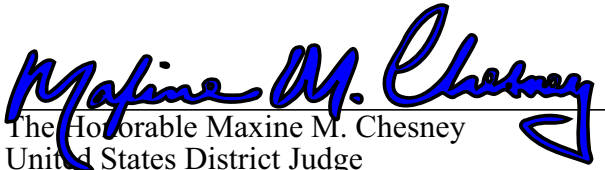
8 21. Lead Counsel, or its authorized agent, the Claims Administrator, are authorized and
9 directed to prepare any tax returns to be filed on behalf of or in respect of the Settlement Fund and
10 to cause any Taxes due and owing to be paid from the Settlement Fund, and to otherwise perform
11 all obligations with respect to Taxes and any reportings or filings in respect thereof as
12 contemplated by the Stipulation, without further order of the Court.

13 22. As provided in the Stipulation, Lead Counsel may pay the Claims Administrator
14 the reasonable fees and costs associated with giving notice to the Settlement Class Members and
15 the review of claims and administration of the Settlement out of the Settlement Fund without
16 further order of the Court.

17 23. The Court retains exclusive jurisdiction over the Action to consider all further
18 matters arising out of or connected with the Settlement.

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Dated: August 14, 2009

By 
The Honorable Maxine M. Chesney
United States District Judge