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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

IN RE HP SECURITIES LITIGATION,

This Document Relates To: All Actions

MASTER FILE NO. 3:12-cv-05980-CRB

**CLASS ACTION**

~~PROPOSED~~ ORDER APPROVING PLAN  
OF ALLOCATION OF THE NET  
SETTLEMENT FUND

1 This matter came for hearing on November 13, 2015 (the “Settlement Hearing”), on Lead  
2 Plaintiff’s motion for approval of, among other things, the proposed plan of allocation of the Net  
3 Settlement Fund (the “Plan of Allocation”). The Court having considered Lead Plaintiff’s motion  
4 and all matters submitted to it at the Settlement Hearing and otherwise; and it appearing that due  
5 and adequate notice of the Settlement, the Settlement Hearing and related matters, including the  
6 Plan of Allocation, was given to the Settlement Class as required by the Court’s July 17, 2015  
7 Order (the “Preliminary Approval Order”).

8 **NOW, THEREFORE, IT IS HEREBY ORDERED:**

9 1. This Order hereby incorporates by reference the definitions in the Stipulation of  
10 Settlement and Release dated as of June 8, 2015 (the “Stipulation”), and all capitalized terms used  
11 herein shall have the same meanings as set forth in the Stipulation.

12 2. This Court has jurisdiction to enter this Order. This Court has jurisdiction over the  
13 subject matter of the Action and over all parties to the Action, including all Settlement Class  
14 Members.

15 3. Notice of Lead Plaintiff’s motion for approval of the Plan of Allocation was given to  
16 all Settlement Class Members who could be identified with reasonable effort. The form and  
17 method of notifying the Settlement Class of the motion for approval of the Plan of Allocation met  
18 the requirements of due process, Rule 23 of the Federal Rules of Civil Procedure, and Section  
19 21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(7), as amended by the  
20 Private Securities Litigation Reform Act of 1995, the Constitution of the United States, and any  
21 other applicable law, and constituted the best notice practicable under the circumstances, and  
22 constituted due and sufficient notice to all persons entitled thereto.

23 4. Over 809,000 copies of the Notice, which included the Plan of Allocation, were  
24 disseminated to potential members of the Settlement Class or their nominees, and a copy of the  
25 Notice, including the Plan of Allocation, was posted on the website created for the settlement of this  
26 Action.

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5. The Court hereby finds and concludes that the formula for the calculation of the claims of Claimants as set forth in the Plan of Allocation provides a fair and reasonable basis upon which to allocate the proceeds of the Net Settlement Fund among members of the Settlement Class with due consideration having been given to administrative convenience and necessity.

6. The Court hereby finds and concludes that the Plan of Allocation is, in all respects, fair and reasonable to the Settlement Class. Accordingly, the Court hereby approves the Plan of Allocation as proposed by Lead Plaintiff.


7. Any appeal or any challenge affecting this Court's approval of the Plan of Allocation shall in no way disturb or affect the finality of the Judgment.

8. Jurisdiction is hereby retained over the parties and the Settlement Class Members for all matters relating to this Action, including the administration, interpretation, effectuation or enforcement of the Stipulation and this Order.

9. In the event that the Settlement is terminated or the Effective Date of the Settlement otherwise fails to occur, this Order shall be rendered null and void to the extent provided by the Stipulation and shall be vacated in accordance with the terms of the Stipulation.

10. There is no just reason for delay in the entry of this Order, and immediate entry by the Clerk of the Court is expressly directed.

Dated: November 13, 2015

  
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The Honorable Charles R. Breyer  
United States District Judge