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7
 8 UNITED STATES DISTRICT COURT
 9 NORTHERN DISTRICT OF CALIFORNIA
 10 OAKLAND DIVISION

11
 12 In re NVIDIA CORP. DERIVATIVE
 LITIGATION

Master File No. C-06-06110-SBA (JCS)

13
 14 This Document Relates To:

NOTICE OF SETTLEMENT AND
 STIPULATION AND ORDER
 WITHDRAWING MOTIONS AND
 VACATING MOTION HEARING

15 ALL ACTIONS.
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1 This Stipulation is entered into by and among co-lead plaintiffs, the Nominal Defendant
2 NVIDIA Corp. (“NVIDIA”), and the individuals named as defendants in this action, through their
3 attorneys of record.

4 WHEREAS, on September 29, 2006 plaintiffs filed a complaint styled *Edward J.*
5 *Goodman Life Income Trust v. Huang, et al.*, Northern District of California, Case No. C-06-
6 06110-SBA;

7 WHEREAS, subsequently five related actions were filed in the Northern District of
8 California and consolidated with the above captioned action;

9 WHEREAS, on February 28, 2007 plaintiffs filed a Consolidated Verified Shareholders
10 Derivative Complaint;

11 WHEREAS, on May 15, 2007 defendants filed several Motions to Dismiss the
12 consolidated action (Docket Nos. 68, 72, 74, and 76);

13 WHEREAS, in November and December 2007, and in January and May 2008 NVIDIA
14 and plaintiffs in all three derivative options actions (Delaware Chancery, Santa Clara Superior,
15 and Northern District of California) engaged in global mediation sessions before Judge Infante;

16 WHEREAS, as a result of said discussions an agreement in principal was reached between
17 all parties resolving the consolidated litigation on a global basis;

18 WHEREAS, on September 19, 2008 the parties signed and executed a Memorandum of
19 Understanding outlining the terms of the this agreement;

20 WHEREFORE, IT IS STIPULATED AND AGREED that:

21 1. All Motions to Dismiss the Consolidated Verified Shareholders Derivative
22 Complaint are withdrawn (Docket Nos. 68, 72, 74, and 76) without prejudice to any party’s right
23 to re-file any such motion or opposition.

24 2. The hearing on defendants’ Motions to Dismiss, currently scheduled for December
25 9, 2008, will be taken off calendar.

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3. Plaintiffs will submit a Motion for Preliminary Approval of Settlement within a reasonable period of time hereafter.

DATED: September 22, 2008

Respectfully Submitted,

ORRICK, HERRINGTON & SUTCLIFFE LLP
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1 I, James N. Kramer, am the ECF user whose ID and password are being used to file this
2 Notice of Settlement and Stipulation and [Proposed] Order Withdrawing Motions and Vacating
3 Motion Hearing. In compliance with General Order 45, X.B., I hereby attest that Travis E.
Downs III has concurred in this filing.

4 DATED: September 22, 2008

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2 *Notice of Settlement and Stipulation and [Proposed] Order Withdrawing Motions and Vacating*
3 *Motion Hearing. In compliance with General Order 45, X.B., I hereby attest that Stephanie*
4 *Byerly has concurred in this filing.*

5 DATED: September 22, 2008

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17 *Notice of Settlement and Stipulation and [Proposed] Order Withdrawing Motions and Vacating*
18 *Motion Hearing. In compliance with General Order 45, X.B., I hereby attest that Kevin Muck has*
19 *concurred in this filing.*

20 Dated: September 22, 2008

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28 By: s/ Kevin P. Muck

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I, James N. Kramer, am the ECF user whose ID and password are being used to file this Notice
of Settlement and Stipulation and [Proposed] Order Withdrawing Motions and Vacating Motion
Hearing. In compliance with General Order 45, X.B., I hereby attest that Steven Kaufhold has
concurred in this filing.

Dated: September 22, 2008

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By: /s/ Steven Kaufhold

Attorneys for Di Ma

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[PROPOSED] ORDER

Based on the stipulation of the signed parties, and good cause appearing, IT IS HEREBY ORDERED that:

1. All Motions to Dismiss the Consolidated Verified Shareholders Derivative Complaint are voluntarily withdrawn (Docket Nos. 68, 72, 74, and 76) without prejudice to any party's right to re-file any such motions or oppositions.
2. The hearing on defendants' Motions to Dismiss, currently scheduled for December 9, 2008, is vacated.
3. Plaintiffs shall submit a Motion for Preliminary Approval of Settlement within a reasonable period of time after entry of this order.

IT IS SO ORDERED.

DATED: 9/30/08



THE HONORABLE
SAUNDRA BROWN ARMSTRONG
UNITED STATES DISTRICT JUDGE