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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

RALPH D. WILDER, et al., Derivatively on
Behalf of SONIC SOLUTIONS,

Plaintiffs,

vs.

ROBERT J. DORIS, et al.,

Defendants,

- and -

SONIC SOLUTIONS, a California
corporation,

Nominal Defendant.

No. C-07-1500-CW

**[PROPOSED] ORDER PRELIMINARILY
APPROVING SETTLEMENT AND
PROVIDING FOR NOTICE**

WHEREAS, the Settling Parties have made an application, pursuant to Federal Rule of Civil Procedure 23.1, for an order (i) preliminarily approving the settlement of the Actions (the "Settlement"), in accordance with the Stipulation of Settlement dated May 5, 2009 (the "Stipulation"), which sets forth the terms and conditions for the proposed Settlement and dismissal of the Actions with prejudice, upon the terms and conditions set forth therein; and (ii) approving for distribution of the Notice of Proposed Settlement of Actions and of Settlement Hearing Thereon ("Notice") and the Summary Notice; and

WHEREAS, all capitalized terms contained herein shall have the same meanings as set forth in the Stipulation (in addition to those capitalized terms defined herein); and

WHEREAS, the Court, having considered the Stipulation and the Exhibits annexed thereto and having heard the arguments of the Settling Parties at the preliminary approval hearing:

NOW THEREFORE, IT IS HEREBY ORDERED:

- 1. The Court does hereby preliminarily approve, subject to further consideration at the Final Settlement Hearing described below, the Stipulation and the Settlement set forth therein, including the terms and conditions for settlement and dismissal with prejudice of the Actions.

1 2. A hearing (the "Final Settlement Hearing") shall be held before this Court on
2 Aug. 6, 2009, at 2:00 p.m., at the United States District Court, Northern District of California,
3 Oakland Division (the "Court"), United States Courthouse, 1301 Clay Street, Oakland, California
4 94612, (a) to determine whether the Settlement of the Actions on the terms and conditions provided
5 for in the Stipulation is fair, reasonable and adequate to Sonic Solutions and current Sonic Solutions
6 shareholders and should be approved by the Court and whether a Judgment, substantially in the form
7 of the Order attached as Exhibit A to the Stipulation, should be entered herein; and (b) to award
8 attorneys' fees and expenses to Plaintiffs' Counsel.

9 3. The Court approves, as to form and content, the Notice and the Summary Notice
10 attached as Exhibits B and B-1 to the Stipulation, and finds that the distribution of the Notice and the
11 Summary Notice substantially in the manner and form set forth in this Order, meets the requirements
12 of Federal Rule of Civil Procedure 23.1 and due process, and is the best notice practicable under the
13 circumstances and shall constitute due and sufficient notice to all Persons entitled thereto.

14 4. Not later than seven (7) business days following entry of this Order, Defendants shall
15 cause a copy of the Notice to be filed with the U.S. Securities and Exchange Commission as a filing
16 on Form 8-K and to be posted on the Company's website.

17 5. Not later than seven (7) business days following entry of this Order, Defendants shall
18 cause a copy of the Summary Notice to be published once in the national edition of *Investor's*
19 *Business Daily*, or similar national publication.

20 6. At least fourteen (14) calendar days prior to the Final Settlement Hearing,
21 Defendants' counsel shall serve on counsel for the Plaintiffs and file with the Court proof, by
22 affidavit or declaration, of such filing, posting and publication of the Notice and Summary Notice.

23 7. All current Sonic Solutions shareholders shall be bound by all orders, determinations
24 and judgments in the Actions concerning the Settlement, whether favorable or unfavorable to current
25 Sonic Solutions shareholders.

26 8. Pending final determination of whether the Settlement should be approved, no current
27 Sonic Solutions shareholder, either directly, representatively, or in any other capacity, shall
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1 commence or prosecute against any of the Defendants, any action or proceeding in any court or
2 tribunal asserting any of the Released Claims.

3 9. Any current Sonic Solution shareholder may appear and show cause, if he, she or it
4 has any objections to why the Settlement of the Actions should not be approved as fair, reasonable
5 and adequate, or why a Judgment should not be entered thereon, or why attorneys' fees and expenses
6 should not be awarded to Plaintiffs' Counsel; provided, however, unless otherwise ordered by the
7 Court, no current Sonic Solutions shareholder shall be heard or entitled to contest the approval of the
8 terms and conditions of the Settlement, or, if approved, the Judgment to be entered thereon
9 approving the same, or the attorneys' fees and expenses to be awarded to Plaintiffs' Counsel, unless
10 that Person has, at least fourteen (14) calendar days prior to the Settlement Hearing, filed with the
11 Clerk of the Court and served on the following counsel (delivered by hand or sent by first class mail)
12 appropriate proof of stock ownership, along with written objections, including the basis therefore,
13 and copies of any papers and briefs in support thereof:

14 Eric L. Zagar
15 Barroway Topaz Kessler
16 Meltzer & Check, LLP
280 King of Prussia Road
Radnor, PA 19087

17 ***Counsel for Federal Plaintiffs***

18 Sara B. Brody
19 Sidley Austin LLP
555 California Street
20 San Francisco, CA 94104

21 ***Counsel for Defendants***

22 The written objections and copies of any papers and briefs in support thereof to be filed in Court
23 shall be delivered by hand or sent by first class mail to:

24 Clerk of the Court
25 United States District Court
Northern District of California
26 United States Courthouse
1301 Clay Street
Oakland, CA 94612

1 Any current Sonic Solutions shareholder who does not make his, her or its objection in the manner
2 provided herein shall be deemed to have waived such objection and shall forever be foreclosed from
3 making any objection to the fairness, reasonableness or adequacy of the Settlement as incorporated
4 in the Stipulation and to the award of attorneys' fees and expenses to Plaintiffs' Counsel, unless
5 otherwise ordered by the Court, but shall otherwise be bound by the Judgment to be entered and the
6 releases to be given.

7 10. All papers in support of the Settlement and the award of attorneys' fees and expenses
8 shall be filed with the Court and served seven (7) calendar days prior to the Final Settlement
9 Hearing.

10 11. Neither the Stipulation nor the Settlement, nor any act performed or document
11 executed pursuant to or in furtherance of the Stipulation or the Settlement: (a) is or may be deemed
12 to be or may be offered, attempted to be offered or used in any way by the Settling Parties as a
13 presumption, a concession or an admission of, or evidence of, any fault, wrongdoing or liability of
14 the Defendants or of the validity of any Released Claims; or (b) is intended by the Settling Parties to
15 be offered or received as evidence or used by any other person in any other actions or proceedings,
16 whether civil, criminal or administrative. The Released Persons may file the Stipulation and/or a
17 Judgment in any action that may be brought against them in order to support a defense or
18 counterclaim based on principles of res judicata, collateral estoppel, full faith and credit, release,
19 good faith settlement, judgment bar or reduction or any other theory of claim preclusion or issue
20 preclusion or similar defense or counterclaim.

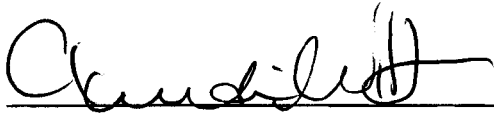
21 12. The Court reserves the right to adjourn the date of the Final Settlement Hearing or
22 modify any other dates set forth herein without further notice to current Sonic Solutions
23 shareholders, and retains jurisdiction to consider all further applications arising out of or connected
24 with the Settlement. The Court may approve the Settlement, with such modifications as may be
25 agreed to by the Settling Parties, if appropriate, without further notice to current Sonic Solutions
26 shareholders.

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IT IS SO ORDERED.

DATED: MAY 27 2009



THE HONORABLE CLAUDIA WILKEN
UNITED STATES DISTRICT COURT JUDGE