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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION**

BABAK HATAMIAN and LUSSA DENNJ
SALVATORE, individually and on behalf of
all others similarly situated,

Plaintiffs,

v.

ADVANCED MICRO DEVICES, INC.,
RORY P. READ, THOMAS J. SEIFERT,
RICHARD A. BERGMAN, AND LISA T.
SU,

Defendants.

Case No. 4:14-cv-00226-YGR

CLASS ACTION

**[PROPOSED] ORDER AWARDING
ATTORNEYS' FEES, PAYMENT OF
LITIGATION EXPENSES, AND
PAYMENT OF CLASS
REPRESENTATIVES' EXPENSES**

1 On February 27, 2018, a hearing having been held before this Court to determine, among
2 other things, whether and in what amount to award (1) plaintiffs' counsel in the above-captioned
3 consolidated securities class action (the "Action") fees and litigation expenses directly relating to
4 their representation of the Class; and (2) Class Representatives their costs and expenses
5 (including lost wages), pursuant to the Private Securities Litigation Reform Act of 1995 (the
6 "PSLRA"). The Court having considered all matters submitted to it at the hearing and otherwise;
7 and it appearing that a notice of the hearing substantially in the form approved by the Court (the
8 "Settlement Notice") was mailed to all reasonably identified Class Members; and that a summary
9 notice of the hearing (the "Summary Notice"), substantially in the form approved by the Court,
10 was published in *Investor's Business Daily* and transmitted over *PR Newswire*; and the Court
11 having considered and determined the fairness and reasonableness of the award of attorneys' fees
12 and expenses requested;

14 NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

16 1. The Court has jurisdiction over the subject matter of this Action and over all
17 parties to the Action, including all Class Members who have not timely and validly requested
18 exclusion, Class Counsel, and the Claims Administrator.

19 2. All capitalized terms used herein have the meanings set forth and defined in the
20 Stipulation and Agreement of Settlement, dated as of October 9, 2017 (the "Stipulation").

21 3. Notice of Class Counsel's application for attorneys' fees and payment of litigation
22 expenses was given to all Class Members who could be identified with reasonable effort. The
23 form and method of notifying the Class of the application for attorneys' fees and expenses met
24 the requirements of Rules 23 and 54 of the Federal Rules of Civil Procedure, Section 21D(a)(7)
25 of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(7), as amended by the PSLRA, due
26 process, and other applicable law, constituted the best notice practicable under the

1 circumstances, and constituted due and sufficient notice to all persons and entities entitled
2 thereto.

3 4. Class Counsel are hereby awarded, on behalf of all plaintiffs' counsel, attorneys'
4 fees in the amount of \$7,375,000 plus interest at the same rate earned by the Settlement Fund (or
5 25% of the Settlement Fund, which includes interest earned thereon), and payment of litigation
6 expenses in the amount of \$2,812,817.52, which sums the Court finds to be fair and reasonable.

7 5. The award of attorneys' fees and litigation expenses may be paid to Class Counsel
8 from the Settlement Fund immediately upon entry of this Order, subject to the terms, conditions,
9 and obligations of the Stipulation, which terms, conditions, and obligations are incorporated
10 herein.

11 6. In making this award of attorneys' fees and payment of litigation expenses to be
12 paid from the Settlement Fund, the Court has analyzed the factors considered within the Ninth
13 Circuit and found that:

14 (a) The Settlement has created a common fund of \$29.5 million in cash and
15 that numerous Class Members who submit acceptable Claim Forms will benefit from the
16 Settlement created by the efforts of plaintiffs' counsel;

17 (b) The requested attorneys' fees and payment of litigation expenses have
18 been reviewed and approved as fair and reasonable by Class Representatives, sophisticated
19 institutional investors that were directly involved in the prosecution and resolution of the Action
20 and who have a substantial interest in ensuring that any fees paid to plaintiffs' counsel are duly
21 earned and not excessive;

22 (c) Plaintiffs' counsel undertook the Action on a contingent basis, and have
23 received no compensation during the Action, and any fee and expense award has been contingent
24 on the result achieved;

25 (d) The Action involves complex factual and legal issues and, in the absence
26 of settlement, would involve lengthy proceedings whose resolution would be uncertain;

1 (e) Plaintiffs' counsel conducted the Action and achieved the Settlement
2 with skillful and diligent advocacy;

3 (f) Plaintiffs' counsel have devoted approximately 62,765 hours, with a
4 lodestar value of \$31,122,958.75 to achieve the Settlement;

5 (g) The amount of attorneys' fees awarded are fair and reasonable and
6 consistent with fee awards approved in cases within the Ninth Circuit with similar recoveries;

7 (h) Notice was disseminated to putative Class Members stating that Class
8 Counsel would be submitting an application for attorneys' fees in an amount not to exceed 30%
9 of the Settlement Fund, which includes interest, and payment of litigation expenses incurred in
10 connection with the prosecution of this Action in an amount not to exceed \$3,000,000, plus
11 interest, and that such application also might include a request that Class Representatives be
12 reimbursed their reasonable costs and expenses (including lost wages) directly related to their
13 representation of the Class; and

14 (i) There were no objections to the application for attorneys' fees or
15 expenses.

16 7. In accordance with the PSLRA, the Court hereby awards Class Representative
17 Arkansas Teacher Retirement System \$8,348.25 for its costs and expenses directly related to its
18 representation of the Class, and KBC Asset Management NV \$14,875.00 for its costs and
19 expenses directly related to its representation of the Class.

20 8. Any appeal or challenge affecting this Court's approval of any attorneys' fee,
21 expense application, or award of costs and expenses to Class Representatives in the Action shall
22 in no way disturb or affect the finality of the Judgment entered with respect to the Settlement.

23 9. Exclusive jurisdiction is retained over the subject matter of this Action and over
24 all parties to the Action, including the administration and distribution of the Net Settlement Fund
25 to Class Members.

1 10. In the event that the Settlement is terminated or does not become Final or the
2 Effective Date does not occur in accordance with the terms of the Stipulation, this order shall be
3 rendered null and void to the extent provided by the Stipulation and shall be vacated in
4 accordance with the Stipulation.

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Dated: March 2, 2018


HONORABLE YVONNE GONZALEZ ROGERS
UNITED STATES DISTRICT JUDGE

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