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E-filed 4-19-2011

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

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| In re TRIDENT MICROSYSTEMS, INC., |) | Master File No. C06-03440-JF |
| DERIVATIVE LITIGATION |) | |
| |) | [PROPOSED] ORDER AND FINAL |
| |) | JUDGMENT |
| <u>This Document Relates To:</u> |) | |
| ALL ACTIONS. |) | |
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[PROPOSED] ORDER AND FINAL JUDGMENT
MASTER FILE NO. C06-03440-JF

1 This matter came before the Court for hearing pursuant to the Order of this Court, dated
2 February 17, 2011 (“Order”), on the application of the parties for approval of the proposed
3 settlement (“Settlement”) set forth in the Stipulation of Settlement dated February 9, 2011 and the
4 Stipulation RE Errata in Stipulation of Settlement dated April 11, 2011, and the Exhibits thereto (the
5 “Stipulation”);

6 The Court has reviewed and considered all documents, evidence, objections (if any) and
7 arguments presented in support of or against the Settlement; the Court being fully advised of the
8 premises and good cause appearing therefore, the Court enters this Order and Final Judgment.

9 IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

10 1. This Judgment incorporates by reference the definitions in the Stipulation, and all
11 capitalized terms used herein shall have the same meanings as set forth in the Stipulation.

12 2. This Court has jurisdiction over the subject matter of the Action, including all matters
13 necessary to effectuate the Settlement, and over all Settling Parties.

14 3. The Court finds that the Notice provided to Trident stockholders constituted the best
15 notice practicable under the circumstances. The Notice fully satisfied the requirements of Federal
16 Rule of Civil Procedure 23.1 and the requirements of due process.

17 4. The Court finds that, during the course of the litigation of the Action, the Settling
18 Parties and their respective counsel at all times complied with the requirements of Federal Rule of
19 Civil Procedure 11 and all other similar laws, including California Code of Civil Procedure §128.7.

20 5. The Court finds that the terms of the Stipulation and Settlement are fair, reasonable
21 and adequate as to each of the Settling Parties, and hereby finally approves the Stipulation and
22 Settlement in all respects, and orders the Settling Parties to perform its terms to the extent the
23 Settling Parties have not already done so.

24 6. The Action and all claims contained therein as well as all of the Released Claims, are
25 dismissed with prejudice. The Settling Parties are to bear their own costs, except as otherwise
26 provided in the Stipulation.

27 7. Upon the Effective Date, as defined in the Stipulation, Trident and Plaintiffs (acting
28 on their own behalf and derivatively on behalf of Trident) shall be deemed to have, and by operation

1 of the Judgment shall have, fully, finally, and forever released, relinquished and discharged the
2 Released Claims against Defendant Lin and his Related Persons. Nothing herein shall in any way
3 impair or restrict the rights of any Settling Party to enforce the terms of the Stipulation.
4 Notwithstanding the foregoing, this Release shall not include claims arising out of, based upon, or
5 related to the Lin Counterclaims.

6 8. Upon the Effective Date, as defined in the Stipulation, Defendant Lin and his Related
7 Persons shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and
8 forever settled and released any and all known or unknown claims for damages, injunctive relief, or
9 any other remedies against Trident which have been or could have been asserted by or on behalf of
10 him based upon, arising from, or related in any way to the claims that he asserted or could have been
11 asserted based on Trident's stock option or other equity incentive programs and related grants,
12 including, but not limited to, the accounting for such programs and grants, any investigation of those
13 programs and grants, any restatement or other corporate action or disclosure relating to those
14 programs and grants and the books and records relating to those programs, and any actions Trident
15 or the SLC took with respect to any stock option grant or other equity compensation awarded to
16 Defendant Lin. Notwithstanding the foregoing, this Release shall not include claims arising out of,
17 based upon, or related to the Lin Counterclaims.

18 9. Upon the Effective Date, as defined in the Stipulation, each of the Released Persons,
19 Trident and the SLC shall be deemed to have, and by operation of the judgments shall have fully,
20 finally and forever released and discharged each and all of the Lead Plaintiffs, Plaintiffs and
21 Plaintiffs' Counsel from all claims (including unknown claims) arising out of, relating to, or in
22 connection with the institution, prosecution, assertion, settlement, or resolution of the Action or the
23 Released Claims. Nothing herein shall in any way impair or restrict the rights of any Settling Party
24 to enforce the terms of the Stipulation.

25 10. The Court hereby approves the Fee and Expense Award in accordance with the
26 Stipulation.

1 11. Without affecting the finality of this Order and Judgment in any way, this Court
2 hereby retains continuing jurisdiction with respect to implementation and enforcement of the terms
3 of the Stipulation.

4 12. In the event that the Settlement does not become effective in accordance with the
5 terms of the Stipulation, this Order and Final Judgment shall be vacated, and all Orders entered and
6 releases delivered in connection with the Stipulation and this Order and Final Judgment shall be null
7 and void, except as otherwise provided for in the Stipulation.

8 13. This Judgment is a final, appealable judgment and should be entered forthwith by the
9 Clerk in accordance with Rule 58, Federal Rules of Civil Procedure.

10 IT IS SO ORDERED.

11 DATED: April 15, 2011



THE HONORABLE JEREMY FOGEL
UNITED STATES DISTRICT JUDGE

13 Submitted by,

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15 **MELTZER & CHECK, LLP**

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