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**UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA**

**SUZANNE NEWMAN, Individually and on  
behalf of all others similarly situated,**

**Plaintiff,**

**v.**

**NETWORK EQUIPMENT  
TECHNOLOGIES, INC., DAVID  
WAGENSELLER, DIXON R. DOLL, C.  
NICHOLAS KEATING, JR.,  
FREDERICK D’ALESSIO, DAVID R.  
LAUBE, SONUS NETWORKS, INC., and  
NAVY ACQUISITION SUBSIDIARY,  
INC.,**

**Defendants.**

**CASE NO. 12-CV-03937-LHK**

**CLASS ACTION**

**ORDER AND FINAL JUDGMENT**

**Complaint Filed: July 26, 2012**

The Stipulation of Settlement dated February 20, 2013 (the “Stipulation”) of the above-captioned action (the “Action”), and the settlement contemplated thereby (the “Settlement”) having been presented at the Settlement Hearing on January 16, 2014, pursuant to the Scheduling Order entered herein on August 2, 2013 (the “Scheduling Order”) and the Court having determined that notice of said hearing was given to the Class in accordance with the Scheduling Order and that said notice was adequate and sufficient; and the parties having appeared by their attorneys of record; and the attorneys for the respective parties having been heard in support of the Settlement of the

ORDER AND FINAL JUDGMENT  
CASE NO. 12-CV-03937-LHK

1 Action, and an opportunity to be heard having been given to all other persons desiring to be heard as  
2 provided in the notice; and the entire matter of the Settlement having been considered by the Court;

3 IT IS HEREBY ORDERED, ADJUDGED AND DECREED, this 28th day of January,  
4 2014, as follows:

5 1. Unless otherwise defined herein, all defined terms shall have the meanings as set  
6 forth in the Stipulation.

7 2. The Notice of Pendency of Class Action, Proposed Settlement of Class Action,  
8 Settlement Hearing and Right to Appear (“Notice”) has been given to the Class (as defined below)  
9 pursuant to and in the manner directed by the Scheduling Order, proof of the mailing of the Notice  
10 has been filed with the Court and a full opportunity to be heard has been offered to all parties to the  
11 Action, the Class and persons in interest. The form and manner of the Notice is hereby determined  
12 to have been the best notice practicable under the circumstances and to have been given in full  
13 compliance with each of the requirements of Rule 23 of the Federal Rules of Civil Procedure and  
14 due process, and it is further determined that all members of the Class are bound by the Order and  
15 Final Judgment herein.

16 3. Based on the record of the Action, the Court hereby finds, pursuant to Rule 23 of the  
17 Federal Rules of Civil Procedure, as follows:

18 a. that (i) the Class, as defined below, is so numerous that joinder of all  
19 members is impracticable, (ii) there are questions of law and fact common to the Class, (iii) the  
20 claims of Plaintiffs are typical of the claims of the Class, and (iv) Plaintiffs and Plaintiffs’ Counsel  
21 have fairly and adequately protected the interests of the Class;

22 b. that the requirements of Rule 23(a) and (b) of the Federal Rules of Civil  
23 Procedure have been satisfied;

24 c. that the requirements of the Federal Rules of Civil Procedure and due  
25 process have been satisfied in connection with the Notice;

26 d. that the Action is hereby certified as a non-opt out class action pursuant to  
27 Rule 23 of the Federal Rules of Civil Procedure with the class defined as all record and beneficial  
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1 holders of NET common stock, their respective successors and predecessors in interest,  
2 representatives, trustees, executors, administrators, heirs, assigns or transferees, immediate and  
3 remote, and any person or entity acting for or on behalf of, or claiming under any of them, and each  
4 of them, together with their predecessors and successors and assigns, who held NET common stock  
5 at any time between and including June 18, 2012 and August 24, 2012, but excluding Defendants  
6 and their respective affiliates; and

7 e. that Plaintiff is hereby certified as the Class representative, and Plaintiffs'  
8 Counsel are certified as Class Counsel.

9 4. The Settlement is found to be fair, reasonable and adequate and in the best interests  
10 of the Class, and it is hereby approved pursuant to Rule 23(e) of the Federal Rules of Civil  
11 Procedure. The Parties are hereby authorized and directed to comply with and to consummate the  
12 Settlement in accordance with the terms and provisions of the Stipulation, and the clerk for the  
13 Northern District of California Court is directed to enter and docket this Order and Final Judgment  
14 in the Action.

15 5. This Order and Final Judgment shall not constitute any evidence or admission by  
16 any of the Parties herein that any acts of wrongdoing have been or have not been committed by any  
17 of the Parties to the Action and should not be deemed to create any inference that there is any  
18 liability or lack of any liability therefor.

19 6. The Action is hereby dismissed with prejudice in its entirety as to the Defendants  
20 and against Plaintiffs and all other members of the Class on the merits and, except as provided in  
21 the Stipulation, without costs.

22 7. Any and all claims, demands, rights, actions, causes of action, liabilities, damages,  
23 losses, obligations, judgments, duties, suits, costs, expenses, matters and issues known or unknown,  
24 contingent or absolute, suspected or unsuspected, disclosed or undisclosed, liquidated or  
25 unliquidated, matured or unmatured, accrued or unaccrued, apparent or unapparent, that have been,  
26 could have been, or in the future can or might be asserted in the Action or in any other court,  
27 tribunal or proceeding (including but not limited to any claims arising under federal, state, foreign  
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1 or common law, including the federal securities laws and any state disclosure law) by or on behalf  
2 of Plaintiffs, the Class, or any member of the Class, whether individual, direct, class, derivative,  
3 representative, legal, equitable, or any other type or in any other capacity (collectively, the  
4 “Releasing Persons”) against Defendants, or any of their families, parent entities, controlling  
5 persons, associates, affiliates, successors or subsidiaries, and each and all of their respective past or  
6 present officers, directors, stockholders, principals, representatives, employees, attorneys, financial  
7 or investment advisors, insurers, consultants, accountants, investment bankers, commercial  
8 bankers, entities providing fairness opinions, underwriters, brokers, dealers, advisors or agents,  
9 heirs, executors, trustees, general or limited partners or partnerships, limited liability companies,  
10 members, joint ventures, personal or legal representatives, estates, administrators, predecessors,  
11 successors and assigns (collectively, the “Released Persons”), which have arisen, could have  
12 arisen, arise now or hereafter may arise out of or relate in any manner to the acts, events, facts,  
13 matters, transactions, occurrences, statements, representations, misrepresentations or omissions or  
14 any other matter whatsoever set forth in or otherwise related, directly or indirectly, to (i) the  
15 allegations in the Action; (ii) the merger agreement, announced on June 19, 2012 (the “Merger  
16 Agreement”), whereby Sonus was to acquire NET in a cash merger at a purchase price of \$1.35 per  
17 share (the “Transaction”), and the transactions contemplated therein; or (iii) disclosures made in  
18 connection with the Transaction (including the adequacy and completeness of such disclosures)  
19 (collectively, the “Released Claims”) are fully and completely discharged, dismissed with  
20 prejudice on the merits, settled and released; provided, however, that the Released Claims shall not  
21 include any claims to enforce the Settlement or any claims for appraisal properly asserted by NET  
22 stockholders.

23 8. Any and all claims by the Released Persons arising out of the commencement,  
24 prosecution, settlement or resolution of the Actions against Plaintiffs, members of the Class and  
25 their counsel are hereby fully and completely settled and released; provided, however, that the  
26 Defendants and Released Persons shall retain the right to enforce the terms of the Stipulation.

27 9. The release contemplated by the Settlement extends to all Released Claims, known  
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1 or unknown, suspected or unsuspected, which now exist, or heretofore existed, or may hereafter  
2 exist, without regard to the subsequent discovery of additional or different facts. The releases  
3 contemplated by the Stipulation shall extend to claims that the Releasing Persons do not know or  
4 suspect to exist at the time of the release, which if known, might have affected their decision to  
5 enter into the release or whether or how to object to the Settlement. The Settlement hereby  
6 extinguishes all Released Claims, and the Releasing Persons shall be deemed to waive any and all  
7 provisions, rights, and benefits conferred by any law of the United States, any state or territory of  
8 the United States, foreign law or any principle of common law that may have the effect of limiting  
9 the releases set forth above. The Releasing Persons shall be deemed to relinquish, to the extent  
10 applicable, and to the full extent permitted by law, the provisions, rights and benefits of Section  
11 1542 of the California Civil Code, which states that:

12  
13 A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS  
14 WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO  
15 EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING  
16 THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST  
17 HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT  
18 WITH THE DEBTOR.

19 The Releasing Persons shall be deemed to waive any and all provisions, rights and benefits  
20 conferred by any law of any state or territory of the United States, or principle of common law,  
21 which is similar, comparable or equivalent to California Civil Code Section 1542. The Releasing  
22 Persons acknowledge that they may discover facts in addition to or different from those that they  
23 now know or believe to be true with respect to the subject matter of this Settlement, but that it is  
24 their intention to fully, finally, and forever settle and release any and all claims released hereby,  
25 whether known or unknown, suspected or unsuspected, which now exist or heretofore existed or  
26 may hereafter exist and without regard to the subsequent discovery or existence of such additional  
27 or different facts.

28 10. Plaintiffs' Counsel are hereby awarded attorneys' fees in the amount of \$250,000,  
inclusive of expenses, which amount the Court finds to be fair and reasonable and which shall be  
paid to Plaintiffs' Counsel in accordance with the terms of the Stipulation. Plaintiffs' Counsel's  
lodestar through the date of the settlement, February 20, 2013, is \$238,848.25. The requested

1 attorneys' fees of \$250,000 represent a multiplier of approximately 1.04. However, the lodestar  
2 only includes the hours billed up to the date of the settlement on February 20, 2013. Plaintiffs'  
3 Counsel did additional work after February 20, 2013, including work on preliminary approval and  
4 final approval of the settlement. If Plaintiffs' Counsel included their time after February 20, 2013,  
5 in their lodestar, Plaintiffs' Counsel's actual total lodestar is even greater, and thus the multiplier is  
6 even less than 1.04.

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8 11. Plaintiffs and the members of the Class, and any of their respective representatives,  
9 trustees, successors, heirs and assigns, are hereby individually and severally permanently barred  
10 and enjoined from instituting, commencing, prosecuting, participating in or continuing any action  
11 or other proceeding in any court or tribunal of this or any other jurisdiction, either directly,  
12 representatively, derivatively or in any other capacity, against any of the Released Persons, based  
13 upon, arising out of, or in any way related to or for the purpose of enforcing any Released Claim, all  
14 of which Released Claims are hereby declared to be compromised, settled, released, dismissed with  
15 prejudice and extinguished by virtue of the proceedings in this Action and this Order and Final  
16 Judgment.

17 12. The effectiveness of the provisions of this Order and Final Judgment and the  
18 obligations of the Plaintiffs and Defendants under the Settlement shall not be conditioned upon or  
19 subject to the resolution of any appeal from this Order and Final Judgment that relates solely to the  
20 issue of Plaintiffs' counsel's application for an award of attorneys' fees and expenses.

21 13. Without affecting the finality of this Order and Final Judgment, jurisdiction is  
22 hereby retained by this Court for the purpose of protecting and implementing the Stipulation and  
23 the terms of this Order and Final Judgment, including the resolution of any disputes that may arise  
24 with respect to the effectuation of any of the provisions of the Stipulation, and for the entry of such  
25 further orders as may be necessary or appropriate in administering and implementing the terms and  
26 provisions of the Settlement and this Order and Final Judgment.

27 14. The Clerk shall close the file.

28 **IT IS SO ORDERED.**

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Dated: January 28, 2014

*Lucy H. Koh*  
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Hon. Lucy H. Koh  
United States District Judge