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9 Lead Counsel for Plaintiffs

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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

In re UTSTARCOM, INC. SECURITIES)
LITIGATION)

Master File No. C-04-4908-JW(PVT)

CLASS ACTION

This Document Relates To:)

ALL ACTIONS.)

DECLARATION OF KIMBERLY C.
EPSTEIN IN SUPPORT OF LEAD
PLAINTIFFS' *EX PARTE* APPLICATION
TO STAY BRIEFING ON MOTIONS TO
DISMISS, NOTICE OF INTENT AND
REQUEST TO FILE MOTION FOR LEAVE
TO AMEND THE FIRST AMENDED
COMPLAINT

1 I, Kimberly C. Epstein, declare as follows:

2 1. I am a member of the law firm of Lerach Coughlin Stoia Geller Rudman & Robbins
3 LLP, lead counsel for Locals 302 and 612 of the International Union of Operating Engineers-
4 Employers Construction Industry Retirement Trust and Erwin DeBruycker. I make this declaration
5 in support of Lead Plaintiffs' *Ex Parte* Application to Stay Briefings on Motions to Dismiss, Notice
6 of Intent and Request to File Motion for Leave to Amend the First Amended Complaint. I have
7 personal knowledge of the matters stated herein and, if called upon, I could and would competently
8 testify thereto.

9 2. Attached as Exhibit A are true and correct copies of the stipulations setting forth the
10 briefing schedules for defendants' motions to dismiss, signed and entered by the Court.

11 3. At 5:31 p.m. on October 6, 2005, I received notice from www.cbsmarketwatch.com
12 that UTStarcom, Inc. ("UTStarcom") had made an announcement which attributed its revenue
13 shortfall of approximately \$40 million primarily to the delay in recognition of revenues related to a
14 contract with Softbank BB, an affiliate of defendant SOFTBANK America, Inc. and SOFTBANK
15 Holdings, Inc. ("SOFTBANK"), for its mVision, IPTV solution.¹ Attached as Exhibit B is a true
16 and correct copy of the www.cbsmarketwatch.com announcement I received on October 6, 2005. It
17 also announced that UTStarcom had received notice of a formal inquiry by the staff of the Securities
18 and Exchange Commission ("SEC") into certain aspects of UTStarcom's financial disclosures during
19 prior reporting periods and that the fair value of some or all of its operating units may be below their
20 book values. It went on to state:

21 If the fair values of these operating units are concluded to be below their book
22 values, the Company will record a non-cash charge to write-off some or all of its
23 goodwill. Additionally, the Company is also assessing the value of its other long-
24 lived assets including intangible assets, deferred tax assets and property, plant and
25 equipment. At the conclusion of this assessment, the Company will determine if it
26 will write-off some of the book value of these assets. The Company expects to
27 conclude the evaluation as to the amounts of any impairment and reflect any such
28 non-cash charges in its third quarter results by its earnings conference call on
November 3rd.

1 Defendant SOFTBANK Corporation is a Japanese corporation and has not yet been served.

1 4. At approximately 2:30 p.m. on Friday, October 7, 2005, I called each of the counsel
2 for defendants UTStarcom, SOFTBANK and Banc of America Securities LLC (“Banc of America”)
3 to notify them of plaintiffs’ intent to amend the complaint in light of UTStarcom’s October 6, 2005
4 announcement that the SEC had instituted a formal investigation, UTStarcom incurred another
5 revenue shortfall related to a SOFTBANK contract, and UTStarcom would be incurring potential
6 asset impairment charges. I left voicemails or spoke to counsel for each of the defendants. These
7 communications were followed with written confirmation to each counsel.

8 5. A true and correct copy of the letter sent to Boris Feldman, counsel for UTStarcom,
9 Hong Liang Lu, Michael J. Sophie, Howard Kwock, Gerald S. Soloway, Shao-Ning J. Chou, Bill
10 Huang, Thomas J. Toy and Ying Wu, is attached as Exhibit C.

11 6. A true and correct copy of the letter sent to Ronit Setton, counsel for Banc of
12 America, is attached as Exhibit D.

13 7. A true and correct copy of the letter sent to Robert Sacks, counsel for SOFTBANK, is
14 attached as Exhibit E.

15 8. Mr. Feldman returned my voicemail message at approximately 3:30 p.m. that
16 afternoon, October 7, 2005. Mr. Feldman informed me of his intent to file UTStarcom’s motion to
17 dismiss on October 10, 2005, as planned but indicated his willingness to sign a stipulation to permit
18 plaintiffs to amend the complaint after that filing. I gave notice to Mr. Feldman that plaintiffs would
19 likely give notice to the court of plaintiffs’ intent to file an motion for leave to amend to obviate the
20 need for his filing (and, therefore, unnecessary waste of judicial resources) but agreed to consider
21 Mr. Feldman’s proposal.

22 9. At approximately 3:45 p.m., I called Mr. Feldman and stated that we would need to
23 discuss the terms of the stipulation before plaintiffs would agree to stipulate with defendants
24 regarding plaintiffs’ filing of an amended complaint. Mr. Feldman reiterated that any stipulation
25 would follow defendants’ filing of their motions to dismiss as scheduled on Monday, October 10,
26 2005. I asked whether Mr. Feldman could get the agreement of all defendants and Mr. Feldman
27 informed me that each defendant would have to speak for themselves but he would inform them of
28 his intention. He then stated that the only recitals would be to the number of times that plaintiffs had

1 filed amended complaints and our request that an additional complaint be filed. When I inquired
2 about the addition of a recital concerning plaintiffs' intent to include an extended class period in the
3 amended complaint, Mr. Feldman informed me that he thought it unlikely that his client would so
4 stipulate and we concluded the call. Within several minutes, Mr. Feldman called me back to confirm
5 that UTStarcom would not stipulate to include a longer class period.

6 10. Attached as Exhibit F is a true and correct copy of the email Mr. Feldman sent me
7 confirming our prior conversations.

8 11. *Ex parte* relief is necessary to prevent continued waste of judicial and litigant
9 resources occasioned by continued briefing of a motion to dismiss concerning a complaint which
10 will shortly be superseded.

11 I declare under penalty of perjury under the laws of the State of California that the foregoing
12 is true and correct. Executed this 7th day of October 2005, at San Francisco, California.

13 /s/

14 _____
KIMBERLY C. EPSTEIN

15 S:\CasesSD\UTStarcom 04\DEC00025031 -ExParte.doc

UTSTARCOM 04 (CA) (LEAD)

Service List - 10/7/2005 (04-0558C)

Page 1 of 1

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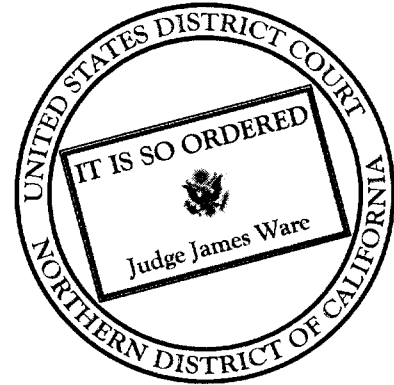
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Exhibit A

1 LERACH COUGHLIN STOIA GELLER
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 15 619/231-7423 (fax)
 16
 17 Lead Counsel for Plaintiffs



10 UNITED STATES DISTRICT COURT
 11 NORTHERN DISTRICT OF CALIFORNIA
 12

13 In re UTSTARCOM, INC. SECURITIES) 14 LITIGATION) <hr style="width: 100%;"/> 15 This Document Relates To:) 16 ALL ACTIONS.) <hr style="width: 100%;"/>	Master File No. C-04-4908-JW(PVT) <u>CLASS ACTION</u> STIPULATION TO ALLOW PLAINTIFFS TO FILE AN AMENDED CONSOLIDATED COMPLAINT
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1 WHEREAS, on June 30, 2005, lead plaintiff Locals 302 and 612 of the International Union
2 of Operating Engineers-Employers Construction Industry Retirement Trust and Erwin DeBruycker
3 (“plaintiffs”) filed their Consolidated Complaint for Violation of the Federal Securities Laws;

4 WHEREAS, on July 1, 2005, plaintiffs filed a [Corrected] Consolidated Complaint for
5 Violation of the Federal Securities Laws;

6 WHEREAS, plaintiffs believe that subsequent investigation has revealed additional facts that
7 plaintiffs seek to present to the Court;

8 WHEREAS, Fed. R. Civ. P. 15(a) allows a party to amend its pleading by written consent of
9 the adverse party;

10 WHEREAS, the parties have met and conferred on the matter, and defendants consent to
11 plaintiffs’ filing an Amended Consolidated Complaint;

12 NOW, THEREFORE, IT IS HEREBY STIPULATED, pursuant to Civil L.R. 7-12, that:

13 1. Plaintiffs shall file an Amended Consolidated Complaint for Violation of the Federal
14 Securities Laws on July 26, 2005;

15 2. Defendants shall file their response to the amended consolidated complaint on or
16 before October 10, 2005;

17 3. Should defendants file a motion to dismiss, plaintiffs shall file their opposition thereto
18 on or before November 23, 2005;

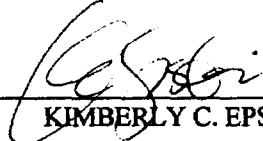
19 4. Defendants shall file any reply in support of their motion to dismiss on or before
20 December 22, 2005;

21 5. The hearing on defendants’ motion to dismiss shall be set for Monday, January 9,
22 2006 at 9:00 a.m.; and

1 6. The Case Management Conference currently set for August 29, 2005 shall be set for
2 Monday, January 9, 2006, following the hearing on defendants' motion to dismiss.

3 DATED: July 26, 2005

LERACH COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
KIMBERLY C. EPSTEIN
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Lead Counsel for Plaintiffs

16 DATED: 7/26/05

SHEARMAN & STERLING LLP
JEFFREY S. FACTER
BRUCE B. KELSON
JUSTIN S. CHANG


BRUCE B. KELSON

525 Market Street, 15th Floor
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Attorneys for Defendants

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ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: 7/27/05

/s/ James Ware
THE HONORABLE JAMES WARE
UNITED STATES DISTRICT JUDGE

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DECLARATION OF SERVICE BY MAIL AND FACSIMILE

I, the undersigned, declare:

1. That declarant is and was, at all times herein mentioned, a citizen of the United States and employed in the City and County of San Francisco, over the age of 18 years, and not a party to or interested party in the within action; that declarant's business address is 100 Pine Street, Suite 2600, San Francisco, California 94111.

2. That on July 26, 2005, declarant served the **STIPULATION TO ALLOW PLAINTIFFS TO FILE AN AMENDED CONSOLIDATED COMPLAINT** by depositing a true copy thereof in a United States mailbox at San Francisco, California in a sealed envelope with postage thereon fully prepaid and addressed to the parties listed on the attached Service List. Declarant also served the parties by facsimile.

3. That there is a regular communication by mail between the place of mailing and the places so addressed.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 26th day of July, 2005, at San Francisco, California.

/S/
DEBORAH R. DASH

UTSTARCOM 04 (CA) (LEAD)

Service List - 7/1/2005 (04-0558C)

Page 1 of 1

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619/231-7423(Fax)

1 WHEREAS, on July 26, 2005, lead plaintiffs Locals 302 and 612 of the International Union
2 of Operating Engineers-Employers Construction Industry Retirement Trust and Erwin DeBruycker
3 ("plaintiffs") filed their First Amended Consolidated Complaint for Violation of the Federal
4 Securities Laws ("Amended Complaint");

5 WHEREAS, defendants SOFTBANK Holdings Inc. and SOFTBANK America Inc.
6 ("defendants") have been duly served;

7 WHEREAS, defendants' answer is due on August 17, 2005;

8 WHEREAS, the parties have met and conferred and have agreed, subject to the approval of
9 the Court, to a briefing schedule for defendants' response to the Amended Complaint; and

10 WHEREAS, on July 27, 2005, this Court approved a stipulation between plaintiffs and the
11 UTStarcom defendants setting forth the same briefing schedule;

12 NOW, THEREFORE, IT IS HEREBY STIPULATED, pursuant to Civil L.R. 7-12, that:

13 1. Defendants shall file their response to the Amended Complaint on or before
14 October 10, 2005;

15 2. Should defendants file a motion to dismiss, plaintiffs shall file their opposition thereto
16 on or before November 23, 2005;

17 3. Defendants shall file any reply in support of its motion to dismiss on or before
18 December 22, 2005; and

19 4. The hearing on defendants' motion to dismiss shall be set for Monday, January 9,
20 2006, at 9:00 a.m.

21 DATED: August 18, 2005

LERACH COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
KIMBERLY C. EPSTEIN
SYLVIA SUM

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/s/

SYLVIA SUM

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Lead Counsel for Plaintiffs

DATED: August __, 2005

SULLIVAN & CROMWELL LLP
ROBERT A. SACKS

/s/
ROBERT A. SACKS

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Attorneys for Defendant SOFTBANK Holdings
Inc. and SOFTBANK America Inc.

* * *

ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: 8/22/05 _____ /s/ James Ware
THE HONORABLE JAMES A. WARE
UNITED STATES DISTRICT JUDGE

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DECLARATION OF SERVICE BY MAIL AND FACSIMILE

I, the undersigned, declare:

1. That declarant is and was, at all times herein mentioned, a citizen of the United States and employed in the City and County of San Francisco, over the age of 18 years, and not a party to or interested party in the within action; that declarant's business address is 100 Pine Street, Suite 2600, San Francisco, California 94111.

2. That on August 18, 2005, declarant served the **STIPULATION REGARDING BRIEFING SCHEDULE (SOFTBANK HOLDINGS INC. AND SOFTBANK AMERICA INC.)** by depositing a true copy thereof in a United States mailbox at San Francisco, California in a sealed envelope with postage thereon fully prepaid and addressed to the parties listed on the attached Service List. Declarant also served the parties by facsimile.

3. That there is a regular communication by mail between the place of mailing and the places so addressed.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 18th day of August, 2005, at San Francisco, California.

/S/
JERRY COHEN

UTSTARCOM 04 (CA) (LEAD)
Service List - 8/18/2005 (04-0558C)
Page 1 of 1

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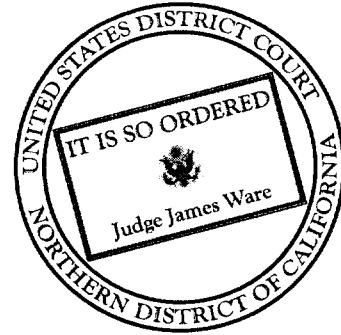
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9 Lead Counsel for Plaintiffs

10 UNITED STATES DISTRICT COURT
 11 NORTHERN DISTRICT OF CALIFORNIA
 12

13 In re UTSTARCOM, INC. SECURITIES)	Master File No. C-04-4908-JW(PVT)
14 LITIGATION)	
15 This Document Relates To:)	<u>CLASS ACTION</u>
16 ALL ACTIONS.)	STIPULATION REGARDING BRIEFING
)	SCHEDULE (BANC OF AMERICA
)	SECURITIES LLC)

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1 WHEREAS, on July 26, 2005, lead plaintiffs Locals 302 and 612 of the International Union
2 of Operating Engineers-Employers Construction Industry Retirement Trust and Erwin DeBruycker
3 ("plaintiffs") filed their First Amended Consolidated Complaint for Violation of the Federal
4 Securities Laws ("Amended Complaint");

5 WHEREAS, defendant Banc of America Securities LLC ("defendant") has been duly served;
6 WHEREAS, defendant's answer is due on August 17, 2005;

7 WHEREAS, the parties have met and conferred and have agreed, subject to the approval of
8 the Court, to a briefing schedule for defendant's response to the Amended Complaint; and

9 WHEREAS, on July 27, 2005, this Court approved a stipulation between plaintiffs and the
10 UTStarcom defendants setting forth the same briefing schedule;

11 NOW, THEREFORE, IT IS HEREBY STIPULATED, pursuant to Civil L.R. 7-12, that:

12 1. Defendant shall file its response to the Amended Complaint on or before October 10,
13 2005;

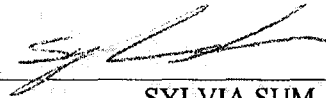
14 2. Should defendant file a motion to dismiss, plaintiffs shall file their opposition thereto
15 on or before November 23, 2005;

16 3. Defendant shall file any reply in support of its motion to dismiss on or before
17 December 22, 2005; and

18 4. The hearing on defendant's motion to dismiss shall be set for Monday, January 9,
19 2006, at 9:00 a.m.

20 DATED: August 17, 2005

LERACH COUGHLIN STOIA GELLER
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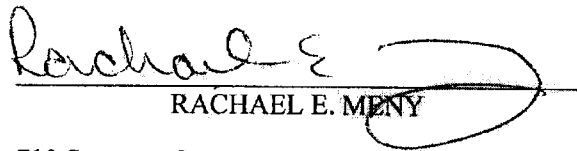
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Lead Counsel for Plaintiffs

DATED: August 17, 2005

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Attorneys for Defendant Banc of America
Securities LLC

* * *

ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: 8/22/05 /s/ James Ware
THE HONORABLE JAMES A. WARE
UNITED STATES DISTRICT JUDGE

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DECLARATION OF SERVICE BY MAIL AND FACSIMILE

I, the undersigned, declare:

1. That declarant is and was, at all times herein mentioned, a citizen of the United States and employed in the City and County of San Francisco, over the age of 18 years, and not a party to or interested party in the within action; that declarant's business address is 100 Pine Street, Suite 2600, San Francisco, California 94111.

2. That on August 17, 2005, declarant served the **STIPULATION REGARDING BRIEFING SCHEDULE (BANC OF AMERICA SECURITIES LLC)** by depositing a true copy thereof in a United States mailbox at San Francisco, California in a sealed envelope with postage thereon fully prepaid and addressed to the parties listed on the attached Service List. Declarant also served the parties by facsimile.

3. That there is a regular communication by mail between the place of mailing and the places so addressed.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 17th day of August, 2005, at San Francisco, California.



JERRY COHEN

UTSTARCOM 04 (CA) (LEAD)
Service List - 8/16/2005 (04-0558C)
Page 1 of 1

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William S. Lerach
Darren J. Robbins
Lerach Coughlin Stoia Geller Rudman &
Robbins LLP
401 B Street, Suite 1600
San Diego, CA 92101-4297
619/231-1058
619/231-7423(Fax)

Exhibit B

From: MarketWatch Alerts <alerts@marketwatchmail.com>
To: <kepstein@lerachlaw.com>
Date: 10/6/2005 5:31 PM
Subject: UTSI: UTStarcom Annouces Preliminary Third Quarter 2005 Financial Results

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UTStarcom Annouces Preliminary Third Quarter 2005 Financial Results

By PR Newswire
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UTStarcom Annouces Preliminary Third Quarter 2005 Financial Results

- Q3 2005 Revenue and Profits Primarily Impacted by Delay in Revenue Recognition Related to mVision Contract - The Company Is Also Evaluating Its Long-Lived Assets for Possible Impairment - Company Will Hold a Conference Call at 2:00 p.m. PDT/ 5:00 p.m. EDT Today to Discuss its Preliminary Results

10/6/2005 4:19:30 PM

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ALAMEDA, Calif., Oct 06, 2005 /PRNewswire-FirstCall via COMTEX/ – UTStarcom, Inc. (UTSI), a global leader in IP-based, end-to-end networking solutions and services, today announced that revenues and profits for the third quarter 2005 will be below management guidance provided on August 2, 2005. The Company currently expects total revenues of approximately \$620 million to \$640 million compared to its previous target range of \$660 million to \$680 million.

UTSTARCOM

The Company attributes the revenue shortfall primarily to the delay in recognition of approximately \$40 million in revenues related to a contract with Softbank BB for its mVision, IPTV solution. Due to the high-margin nature of the mVision product, this delay is expected to have a meaningful impact on overall gross margins for the quarter. In addition, overall third quarter gross margins were also negatively impacted by other factors, principally, the recording of additional warranty reserves in the broadband business segment. As such, gross margins are expected to be approximately

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9% to 11%. Previous guidance called for gross margins in the range of 15% to 18%.

"While we are disappointed that revenues from this contract are being pushed out from the third quarter, this is primarily a timing issue," said Hong Lu, chief executive officer and president of UTStarcom. "UTStarcom has been shipping mVision to Softbank BB since early 2005, and we are pleased with the performance of our product to date. Softbank BB launched its commercial IPTV network in July of this year, and we are currently in discussions with them for two mVision expansion contracts."

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These results are preliminary, and therefore, subject to the Company's completion of the customary quarterly closing and review procedures. UTStarcom is scheduled to release its final third quarter results, and to provide guidance for the fourth quarter of 2005, on November 3, 2005.

"Although we are still going through the quarter-end close process, we wanted to make this announcement as early as possible," added Fran Barton, executive vice president and chief financial officer of UTStarcom. "Despite the revenue and margin shortfalls, we are pleased with the strong cash flow from operations in the third quarter as cash collections were better than anticipated."

Potential Asset Impairment Charges

During management's strategic planning meetings in September, the Company determined that circumstances may have changed sufficiently to indicate that the fair value of some or all of its operating units may be below their book values. As a result, the Company is currently conducting an evaluation of its goodwill for impairment. If the fair values of these operating units are concluded to be below their book values, the Company will record a non-cash charge to write-off some or all of its goodwill. Additionally, the Company is also assessing the value of its other long-lived assets including intangible assets, deferred tax assets and property, plant and equipment. At the conclusion of this assessment, the Company will determine if it will write-off some of the book value of these assets. The Company expects to conclude the evaluation as to the amounts of any impairment and reflect any such non-cash charges in its third quarter results by its earnings conference call on November 3rd.

SEC Inquiry

The Company has received notice of a formal inquiry by the staff of the Securities & Exchange Commission into certain aspects of the Company's financial disclosures during prior reporting periods. The Company is cooperating with that inquiry.

Conference Call

UTStarcom's management will review the preliminary financial results for the third quarter on a conference call scheduled for today, October 6, 2005 at 2:00 p.m. PDT/5:00

p.m. EDT. The conference call dial-in numbers are as follows: United States -- 888-398-3046; International -- 706-634-2492. The Conference Call ID is 1242029.

A replay of the call will be available from approximately 5:00 p.m. PDT, Thursday, October 6, 2005 to 12:00 a.m. PDT, Friday, October 14, 2005. The conference call replay numbers are as follows: United States -- 800-642-1687; International -- 706-645-9291. The Conference Call ID is 1242029.

Investors will also have the opportunity to listen to the conference call and the replay over the Internet through UTStarcom's Web site at: www.utstar.com.

To listen to the live call, please go to the Web site at least 15 minutes early to register and to download and install any necessary audio software. For those who cannot listen to the live broadcast, a replay will also be available on this site.

About UTStarcom, Inc.

UTStarcom is a global leader in IP-based, end-to-end networking solutions and international service and support. The company sells its broadband, wireless, and handset solutions to operators in both emerging and established telecommunications markets around the world. UTStarcom enables its customers to rapidly deploy revenue-generating access services using their existing infrastructure, while providing a migration path to cost-efficient, end-to-end IP networks. Founded in 1991 and headquartered in Alameda, California, the company has research and design operations in the United States, China, Korea and India. UTStarcom is a FORTUNE 1000 company.

For more information about UTStarcom, visit the company's Web site at www.utstar.com.

Forward-Looking Statements

This release includes forward-looking statements, including the foregoing statements regarding the guidance given for anticipated revenue and gross margins for the third quarter of 2005, the anticipated ability to recognize revenue from a specified transaction, the anticipated expansion of contracts with customers, the anticipated timing for the Company to release its final financial results for the third quarter of 2005 and guidance for the fourth quarter of 2005, the anticipated fair value of the Company's operating units, as well as the prospect, and potential amount of goodwill write-off that the Company may record, the anticipated recoverability of certain long-lived assets, as well as the prospect, and potential amount of related write-offs that the Company may record, and the anticipated timing for the Company to complete its conclusion with respect to potential write-offs. These statements are forward-looking in nature and subject to risks and uncertainties that may cause actual results to differ materially. These risk factors include possible accounting entries and adjustments that may be made to the Company's financial statements as part of the close of the books for the quarter ended September 30, 2005. These risk factors also include rapidly changing technology, the changing nature of global telecommunications markets, the termination of significant contracts, the direction and results of future research and development efforts, evolving product and applications standards, reduction or delays in system deployments, product transitions, potential non-realization of backlog, changes in demand for and acceptance of the Company's products, general adverse economic conditions, and trends and uncertainties such as changes in government regulation and licensing requirements. The Company also refers readers to the risk factors identified in its latest Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as filed with the Securities and Exchange Commission.

SOURCE UTStarcom, Inc.

Chesha Kamieniecki, Director of Investor Relations of UTStarcom, Inc.,
+1-510-749-1560

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***** As of Sunday, 10-02-2005
23:59, the latest Comtex Smartrend(SM) Alert, an automated pattern recognition
system, indicated a DOWNTREND on 08-03-2005 for UTSI @ \$7.97. (C) 2005 Comtex
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Exhibit C



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Kimberly C. Epstein

October 7, 2005

VIA FACSIMILE 650/493-6811

Boris Feldman
Wilson Sonsini Goodrich & Rosati P.C.
650 Page Mill Road
Palo Alto, CA 94304-1050

Re: *In re UTStarcom, Inc. Securities Litigation*
U.S. District Court, Master File No. C-04-4908-JW (PVT) (N.D. Cal.)

Dear Boris:

I have left you a voicemail this afternoon informing you that plaintiffs intend to file an amended complaint that would alleviate the need for you to file a motion to dismiss this coming Monday. Plaintiffs will either file a stipulation or a motion for leave to amend with the Court on Monday.

We will be discussing this further as each of the defendants responds.

Very truly yours,

A handwritten signature in black ink that reads "Kimberly Epstein / syenia sum".

Kimberly C. Epstein

KCE:krh

T:\CasesSF\UTStarcom\Corres\Feldman\tr.doc



Exhibit D



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Kimberly C. Epstein

October 7, 2005

VIA FACSIMILE 212/504-6666

Ronit Setton
Cadwalader, Wickersham & Taft LLP
One World Financial Center
New York, NY 10281

Re: *In re UTStarcom, Inc. Securities Litigation*
U.S. District Court, Master File No. C-04-4908-JW (PVT) (N.D. Cal.)

Dear Ronit:

This letter confirms our telephone conversation this afternoon. Plaintiffs gave you notice that they intend to file an amended complaint that would alleviate the need for you to file a motion to dismiss this coming Monday. As we discussed, plaintiffs will either file a stipulation or a motion for leave to amend with the Court on Monday.

We will be discussing this further as each of the defendants responds. Thank you for your courtesy in this matter.

Very truly yours,

Kimberly Epstein / sylvia sum

Kimberly C. Epstein

KCE:krh

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Exhibit E



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Kimberly C. Epstein

October 7, 2005

VIA FACSIMILE 310/712-8800 & EMAIL

Robert A. Sacks
Sullivan & Cromwell LLP
1888 Century Park East, Suite 2100
Los Angeles, CA 90067

Re: *In re UTStarcom, Inc. Securities Litigation*
U.S. District Court, Master File No. C-04-4908-JW (PVT) (N.D. Cal.)

Dear Robert:

I have left you a voicemail this afternoon informing you that plaintiffs intend to file an amended complaint that would alleviate the need for you to file a motion to dismiss this coming Monday. Plaintiffs will either file a stipulation or a motion for leave to amend with the Court on Monday.

We will be discussing this further as each of the defendants responds.

Very truly yours,

Kimberly Epstein / Sylvia Sam
Kimberly C. Epstein

KCE:krh
T:\CasesSF\UTStarcom\Corres\sacksltr.doc



Exhibit F

From: "Feldman, Boris" <Boris.Feldman@wsgr.com>
To: <kepstein@lerachlaw.com>
Date: 10/7/2005 4:52:24 PM
Subject: UTSI Class Action

Kim,

I just received your fax, which followed several phone calls between us today.

As we discussed, our motion to dismiss is substantially complete and will be filed Monday. I urged you to review that motion. If, after doing so, you still wanted to amend, I told you that we would stipulate to such an amendment.

When you mentioned that you intended to extend the class period by an additional year, through this week, I told you that we would not stipulate to such an extension.

Because plaintiffs have already amended several times in this case, and we will not consent to an amendment that extends the class period, plaintiffs can only amend with leave of Court. We will oppose that motion. Therefore, we feel obligated to comply with the existing briefing schedule and file the motion to dismiss on Monday.

Best regards.

Boris.

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