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UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

IN RE SIRF TECHNOLOGY HOLDINGS, INC.
SECURITIES LITIGATION

Case No. 3:08-cv-00856-MMC

CLASS ACTION

**~~[PROPOSED]~~ ORDER AND FINAL
JUDGMENT**

THIS DOCUMENT RELATES TO
ALL ACTIONS

On the 8th day of January, 2010, a hearing having been held before this Court to determine: (1) whether the terms and conditions of the Stipulation of Settlement dated as of July 1, 2009 (the "Stipulation") are fair, reasonable and adequate for the settlement of all claims asserted by the Settlement Class against the Defendants in the complaint now pending in this Court under the above caption, including the release of the Defendants and the Released Parties, and should be approved; (2) whether judgment should be entered dismissing the complaint on the merits and with prejudice in favor of the Defendants and as against all persons or entities who are members of the Settlement Class herein who have not requested exclusion therefrom; (3) whether to approve the Plan of Allocation as a fair and reasonable method to allocate the settlement proceeds among the members of the Settlement Class; and (4) whether and in what amount to award Lead Counsel and Liaison Counsel fees and reimbursement of expenses. The Court having considered all matters submitted to it at the hearing and otherwise; and it appearing that a notice of the hearing substantially in the form approved by the Court was mailed to all persons or entities reasonably

1 identifiable, who purchased or otherwise acquired SiRF Common Stock between June 21, 2007
2 and March 24, 2008, inclusive, except those persons or entities excluded from the definition of the
3 Settlement Class or who previously excluded themselves from the Settlement Class, and that a
4 summary notice of the hearing substantially in the form approved by the Court was published in
5 the national edition of The Wall Street Journal pursuant to the specifications of the Court; and the
6 Court having considered and determined the fairness and reasonableness of the Fee and Expense
7 Award requested; and all capitalized terms used herein having the meanings as set forth and
8 defined in the Stipulation, unless defined herein.

9 NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

10 1. The Court has jurisdiction over the subject matter of the Action, the plaintiffs, all
11 Settlement Class Members, and the Defendants.

12 2. The Court finds that the prerequisites for a class action under Fed. R. Civ. P. 23 (a)
13 and (b)(3) have been satisfied in that: (i) the number of Settlement Class Members is so numerous
14 that joinder of all members thereof is impracticable; (ii) there are questions of law and fact
15 common to the Settlement Class; (iii) the claims of the Lead Plaintiff are typical of the claims of
16 the Settlement Class they seek to represent; (iv) the Lead Plaintiff has and will fairly and
17 adequately represent the interests of the Settlement Class; (v) the questions of law and fact
18 common to the members of the Settlement Class predominate over any questions affecting only
19 individual members of the Settlement Class; and (vi) a class action is superior to other available
20 methods for the fair and efficient adjudication of the controversy.

21 3. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this Court hereby
22 finally certifies this action as a class action on behalf of the Settlement Class, as defined in the
23 Stipulation. Excluded from the Settlement Class are the persons and/or entities who previously
24 excluded themselves from the Settlement Class as listed on Exhibit A annexed hereto.

25 4. Notice of the pendency of this Action as a class action and of the proposed
26 Settlement was given to all Settlement Class Members who could be identified with reasonable
27 effort. The form and method of notifying the Settlement Class of the pendency of the action as a
28 class action and of the terms and conditions of the proposed Settlement met the requirements of

1 Rule 23 of the Federal Rules of Civil Procedure, Section 21D(a)(7) of the Securities Exchange Act
2 of 1934, 15 U.S.C. 78u-4(a)(7) as amended by the Private Securities Litigation Reform Act of
3 1995 (the “PSLRA”), due process, and any other applicable law, constituted the best notice
4 practicable under the circumstances, and constituted due and sufficient notice to all persons and
5 entities entitled thereto.

6 5. The Settlement is approved as fair, reasonable and adequate, and the parties are
7 directed to consummate the Settlement in accordance with the terms and provisions of the
8 Stipulation.

9 6. The complaint, which the Court finds was filed on a good faith basis in accordance
10 with the PSLRA and Rule 11 of the Federal Rules of Civil, is hereby dismissed with prejudice and
11 without costs, except as provided in the Stipulation, as against the Releasees.

12 7. Settlement Class Members who have not previously excluded themselves therefrom
13 and the successors and assigns of any of them are hereby permanently barred and enjoined from
14 instituting, commencing or prosecuting any and all claims, demands, rights, liabilities, or causes of
15 action of any nature, known or unknown (including but not limited to Unknown Claims), arising
16 out of or related in any way to the purchase or acquisition of SiRF Common Stock during the
17 Settlement Class Period, including but not limited to all claims or allegations that (i) were asserted
18 or could have been asserted against Defendants or the Releasees in the Action (including but not
19 limited to all claims under the Securities Act of 1933, the Securities Exchange Act of 1934, the
20 California Corporations Code, any other federal or state statute, common law, or the law of any
21 foreign jurisdiction); (ii) or could have been asserted in any forum by the Settlement Class
22 Members or any of them against any of the Releasees which arise out of or are based upon the
23 allegations, transactions, facts, matters or occurrences, representations or omissions involved, set
24 forth, or referred to in the Action and which relate to the purchase or acquisition of SiRF Common
25 Stock; or (iii) arise out of, relate to, or are in connection with the Settlement or resolution of the
26 Action; or (iv) have been or could have been asserted in the Action or any forum by Defendants or
27 any of them or the successors and assigns of any of them against the Lead Plaintiff, any Settlement
28 Class Member or their attorneys, which arise out of or relate in any way to the institution,

1 prosecution, or settlement of the Action (the “Released Claims”) against any and all of the
2 “Releasees”, as defined in the Stipulation. The Released Claims are hereby compromised, settled,
3 released, discharged and dismissed as against the Released Parties on the merits and with
4 prejudice by virtue of the proceedings herein and this Order and Final Judgment.

5 8. The Defendants and the Released Parties and the successors and assigns of any of
6 them, are hereby permanently barred and enjoined from instituting, commencing or prosecuting,
7 either directly or in any other capacity, any and all claims, rights or causes of action or liabilities
8 whatsoever, whether based on federal, state, local, statutory or common law or any other law, rule
9 or regulation, including both known claims and Unknown Claims, that have been or could have
10 been asserted in the Action or any forum by the Defendants and the Released Parties or any of
11 them or the successors and assigns of any of them against any of the Lead Plaintiff, Settlement
12 Class Members, or their attorneys, which arise out of or relate in any way to the institution,
13 prosecution, or settlement of the Action except claims relating to the enforcement of the settlement
14 of the Action (the “Releasees’ Claims”) against any of the plaintiffs, Settlement Class Members or
15 their attorneys. The Releasees’ Claims of all of the Defendants and the Released Parties are
16 hereby compromised, settled, released, discharged and dismissed on the merits and with prejudice
17 by virtue of the proceedings herein and this Order and Final Judgment.

18 9. Neither this Order and Final Judgment, the Stipulation, nor any of its terms and
19 provisions, nor any of the negotiations or proceedings connected with it, nor any of the documents
20 or statements referred to therein shall be:

- 21 (a) offered or received against the Defendants or the Released Parties as
22 evidence of or construed as or deemed to be evidence of any presumption,
23 concession, or admission by any of the Defendants with respect to the truth
24 of any fact alleged by plaintiffs or the validity of any claim that had been or
25 could have been asserted in the Action or in any litigation, or the deficiency
26 of any defense that has been or could have been asserted in the Action or in
27 any litigation, or of any liability, negligence, fault, or wrongdoing of the
28 Defendants or the Released Parties;

- 1 (b) offered or received against the Defendants or the Released Parties as
2 evidence of a presumption, concession or admission of any fault,
3 misrepresentation or omission with respect to any statement or written
4 document approved or made by any Defendant or Released Party, or against
5 the plaintiffs and the Settlement Class as evidence of any infirmity in the
6 claims of plaintiffs and the Settlement Class;
- 7 (c) offered or received against the Defendants or the Released Parties or against
8 the plaintiffs or the Settlement Class as evidence of a presumption,
9 concession or admission with respect to any liability, negligence, fault or
10 wrongdoing, or in any way referred to for any other reason as against any of
11 the parties to the Stipulation, in any other civil, criminal or administrative
12 action or proceeding, other than such proceedings as may be necessary to
13 effectuate the provisions of the Stipulation; provided, however, that
14 Defendants or the Released Parties may refer to the Stipulation to effectuate
15 the liability protection granted them thereunder;
- 16 (d) construed against the Defendants or the plaintiffs and the Settlement Class
17 as an admission or concession that the consideration to be given hereunder
18 represents the amount which could be or would have been recovered after
19 trial; or
- 20 (e) construed as or received in evidence as an admission, concession or
21 presumption against plaintiffs or the Settlement Class or any of them that
22 any of their claims are without merit or that damages recoverable under the
23 complaint would not have exceeded the Settlement Fund.

24 10. The Plan of Allocation is approved as fair and reasonable, and Lead Counsel and
25 the Claims Administrator are directed to administer the Stipulation in accordance with its terms
26 and provisions.

27 11. The Court finds that all parties and their counsel have complied with each
28 requirement of Rule 11 of the Federal Rules of Civil Procedure as to all proceedings herein.

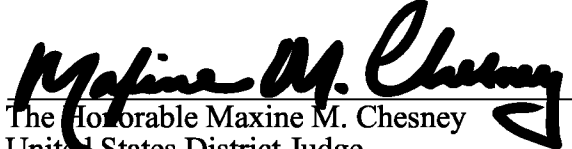
1 12. Lead Counsel and Liaison Counsel are hereby awarded \$580,000 ~~percent~~ of the
2 Settlement Fund in fees and reimbursement of expenses of \$ 49,384.73, which the Court finds to
3 be fair and reasonable, which fees and expenses shall be paid to Lead Counsel and Liaison
4 Counsel from the Settlement Fund with interest from the date such Settlement Fund was funded to
5 the date of payment at the same net rate that the Settlement Fund earns. The award of attorneys’
6 fees shall be allocated among plaintiff’s counsel in a fashion which, in the opinion of Lead
7 Counsel, fairly compensates plaintiff’s counsel for their respective contributions in the prosecution
8 of the Action.

9 13. Exclusive jurisdiction is hereby retained over the parties and the Settlement Class
10 Members for all matters relating to this Action, including the administration, interpretation,
11 effectuation or enforcement of the Stipulation and this Order and Final Judgment, and including
12 any application for fees and expenses incurred in connection with administering and distributing
13 the settlement proceeds to the members of the Settlement Class.

14 14. Without further order of the Court, the parties may agree to reasonable extensions
15 of time to carry out any of the provisions of the Stipulation.

16 15. There is no just reason for delay in the entry of this Order and Final Judgment and
17 immediate entry by the Clerk of the Court is expressly directed pursuant to Rule 54 (b) of the
18 Federal Rules of Civil Procedure.

19 Dated: January 8, 2010

By 
The Honorable Maxine M. Chesney
United States District Judge

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Exhibit A

~~EXHIBIT D~~**SiRF Technology Holdings, Inc. Securities Litigation Requests For Exclusion**

ID Number	Name	PostMarked Date	Status
418	Warren E. Hovren	10/5/2009	Timely
637	Donna M. Chang	10/30/2009	Timely
1125	Faye Krone	11/12/2009	Timely
1141	Robert Pereschitz	11/13/2009	Timely
10001403	Jeffrey W Bowyer	9/10/2009	Timely
10011290	Cary D Honganen IRA	11/8/2009	Timely
10049626	Warrenwicklund Technology	11/12/2009	Timely
10051978	Alexander A Gonsalves & Joane E Gonsalves JTWROS	11/10/2009	Timely
10056373	Phillip A Willard	11/12/2009	Timely