

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

KAREN DUTTON, Individually and on
behalf of all Others Similarly Situated,

Plaintiff,

v.

HARRIS STRATEX NETWORKS, INC.,
GUY M. CAMPBELL, HARALD J.
BRAUN, SARAH A. DUDASH, HOWARD
L. LANCE, and SCOTT T. MIKUEN,

Defendant.

Case No. 1:08-cv-00755-LPS

Class Action

AMENDED
~~PROPOSED~~ ORDER PRELIMINARILY APPROVING
SETTLEMENT AND PROVIDING FOR NOTICE

WHEREAS, a class action is pending before the Court entitled *Dutton v. Harris Stratex Networks, Inc. et al*, Civil Action No. 1:08-cv-00755-LPS (the “Litigation”);

WHEREAS, the Court has received the Stipulation of Settlement dated May 31, 2011 (the “Stipulation”), which has been entered into by Named Plaintiffs the Rudman Investors Group and the Duluth Teachers’ Retirement Fund Association and Defendants¹; and the Court has reviewed the Stipulation and its attached Exhibits;

WHEREAS, the parties having moved, pursuant to Federal Rule of Civil Procedure 23(e), for an order preliminarily approving the settlement of this Litigation in accordance with the Stipulation which, together with the Exhibits annexed thereto, sets forth the terms and conditions for a proposed settlement of the Litigation and for dismissal of the Litigation with prejudice upon the terms and conditions set forth therein; and the Court having read and considered the Stipulation and the Exhibits annexed thereto; and

WHEREAS, all capitalized terms contained herein shall have the same meanings as set forth in the Stipulation;

NOW, THEREFORE, IT IS HEREBY ORDERED:

1. The Court does hereby preliminarily approve the Stipulation and the settlement set forth therein, subject to further consideration at the Settlement Fairness Hearing described below.

2. This action is certified, for settlement purposes only, as a class action pursuant to Rules 23(a) and 23(b)(3) of the Federal Rules of Civil Procedure on behalf of a class consisting of all Persons that acquired the common stock of HSTX between January 29, 2007 and July 30, 2008, inclusive, including former shareholders of Stratex Networks, Inc. who acquired shares of HSTX pursuant or traceable to HSTX’s Registration Statement and Prospectus that became effective on January 8, 2007. Excluded from the Class are the Defendants, their officers and directors at all relevant times, members of their immediate families and their legal

¹ Harris Stratex Networks, Inc., Harris Corporation, Guy M. Campbell, Harald J. Braun, Sarah A. Dudash, Howard L. Lance, and Scott T. Mikuen.

representatives, heirs, successors or assigns, and any entity in which the Defendants have or had a controlling interest. Also excluded from the Class are those Persons who timely and validly request exclusion from the Class pursuant to the Notice of Pendency and Proposed Settlement of Class Action.

3. The Court has determined preliminarily and for the purpose of settlement that: (a) the Class is so numerous that joinder of all members is impracticable; (b) there are questions of law and fact common to the Class; (c) the claims or defenses of Named Plaintiffs are typical of the claims or defenses of the Class; and (d) Named Plaintiffs will fairly and adequately protect the interests of the Class. The Court further preliminarily finds that the questions of law or fact common to Class Members predominate over any questions affecting individual members, including but not limited to whether HSTX's Registration Statement was false or misleading. The Court also preliminarily finds that a class action is superior to other available methods for the fair and efficient adjudication of this controversy.

4. A hearing (the "Settlement Fairness Hearing") shall be held before this Court [on *Sept. 16, 2011*, at *1:00 p.m.*], at the United States Courthouse, J. Caleb Boggs Federal Building, 844 N. King Street, Courtroom 6B, Wilmington, DE 19801-3556, to determine whether the proposed settlement of the Litigation on the terms and conditions provided for in the Stipulation is fair, reasonable, and adequate to the Class and should be approved by the Court; whether a Judgment as provided in the Stipulation should be entered herein; whether the proposed Plan of Allocation should be approved; and to determine the amount of fees and expenses that should be awarded to Class Counsel. The Court may adjourn the Settlement Fairness Hearing without further notice to Members of the Class.

5. The Court approves, as to form and content, the Notice of Pendency and Proposed Settlement of Class Action (the "Notice"), the Proof of Claim and Release form (the "Proof of Claim"), and Summary Notice for publication annexed as Exhibits A-1, A-2, and A-3 annexed to the Stipulation, and finds that the mailing and distribution of the Notice and publishing of the Summary Notice substantially in the manner and form set forth therein meet the requirements of Federal Rule of Civil Procedure 23 and due process, and constitute the best notice practicable

under the circumstances and shall constitute due and sufficient notice to all Persons entitled thereto.

6. Pursuant to Rule 53(c) of the Federal Rules of Civil Procedure, the Court appoints Analytics, Inc. ("Claims Administrator") to supervise and administer the notice procedure as well as the processing of claims as more fully set forth below:

(a) The Defendants shall provide a list of the names and last-known addresses of the holders of HSTX stock from January 29, 2007 through July 30, 2008 in electronic format to the Claims Administrator, at no cost to the Class, no later than ten (10) calendar days following entry of this order (the "Notice Date") for the purpose of identifying and giving notice to the Class;

(b) Not later than fourteen (14) calendar days after obtaining the transfer records and shareholder information in the format specified in ¶ 6(a) above for purposes of identifying and giving notice to the Class, Class Counsel shall cause a copy of the Notice and the Proof of Claim, substantially in the forms annexed as Exhibits A-1 and A-2, to be mailed by first class mail to all Class Members who can be identified with reasonable effort;

(c) Class Counsel shall cause the Summary Notice, substantially in the form annexed as Exhibit A-3 to be published in *Investor's Business Daily* and issued electronically over a widely-disseminated media wire service on the Internet not later than fourteen (14) business days after the entry of this Order; and

(d) At least thirty-five (35) calendar days prior to the Settlement Fairness Hearing, Class Counsel shall cause to be served on Defendants' counsel and filed with the Court proof, by affidavit or declaration, of such mailing and publishing.

7. The Claims Administrator shall use reasonable efforts to give notice to nominee owners such as brokerage firms and other persons or entities who acquired HSTX common stock during the Class Period as record owners but not as beneficial owners. Such nominee purchasers who acquired HSTX common stock between January 29, 2007 and July 30, 2008 shall send the Notice and the Proof of Claim to all beneficial owners of such HSTX common stock within ten (10) calendar days after receipt thereof, or (a) send a list of the names and last known addresses

of such beneficial owners to the Claims Administrator within ten (10) calendar days of receipt thereof, in which event the Claims Administrator shall promptly mail the Notice and the Proof of Claim to such beneficial owners, or (b) request additional copies of this Notice and Proof of Claim form, which will be provided to the nominee purchaser free of charge, and within ten (10) calendar days mail the Notice and Proof of Claim form directly to the beneficial owners of the securities referred to herein. Nominee purchasers who elect to send the Notice and Proof of Claim form to the beneficial owners shall send a statement to the Claims Administrator confirming that the mailing was made as directed. Class Counsel shall, if requested, reimburse banks, brokerage houses or other nominees solely for their reasonable out-of-pocket expenses incurred in providing notice to beneficial owners who are Class Members out of the Class Notice and Administration Fund, which expenses would not have been incurred except for the sending of such notice, subject to further order of this Court with respect to any dispute concerning such compensation.

8. All Members of the Class shall be bound by all determinations and judgments in the Litigation concerning the settlement, whether favorable or unfavorable to the Class.

9. Class Members who wish to participate in the settlement shall complete and submit Proof of Claim forms in accordance with the instructions contained therein. As part of the Proof of Claim, each Class Member shall submit to the jurisdiction of the Court with respect to the claim submitted, and shall (subject to effectuation of the settlement) release all claims as provided in the Stipulation. Unless the Court orders otherwise, all Proof of Claim forms must be postmarked no later than ninety (90) calendar days after the entry of this order. Any Class Member who does not timely submit a Proof of Claim within the time provided for shall be barred from sharing in the distribution of the proceeds of the Net Settlement Fund, unless otherwise ordered by the Court.

10. Any person who desires to request exclusion from the Class shall do so at least twenty-one (21) calendar days prior to the Settlement Hearing. All persons who submit valid and timely requests for exclusion in the manner set forth in the Notice shall have no rights under the Stipulation, shall not share in the distribution of the Net Settlement Fund, and shall not be

bound by the Stipulation or the Judgment entered in the Litigation.

11. Any Member of the Class may enter an appearance in the Litigation, at their own expense, individually or through counsel of their own choice. If any Class Member chooses to retain its own counsel, such counsel must file an appearance on the Class Member's behalf no later than twenty-one (21) calendar days prior to the Settlement Fairness Hearing. If they do not enter an appearance, they will be represented by Class Counsel.

12. Any Member of the Class may appear and show cause, if he, she or it has any reason, why the proposed settlement of the Litigation should or should not be approved as fair, reasonable, and adequate, why a judgment should or should not be entered thereon, why the Plan of Allocation should or should not be approved, or why attorneys' fees and expenses should or should not be awarded to Class Counsel. Any Class Member may object in writing to the approval of the terms and conditions of the proposed settlement, or, if approved, the Judgment to be entered thereon approving the same, or the order approving the Plan of Allocation, or the attorneys' fees and expenses to be awarded to Class Counsel. Objection(s) must be mailed on or before twenty-one (21) calendar days prior to the Settlement Fairness Hearing to: the Court; Kirby McInerney LLP; and Bingham McCutchen LLP on behalf of the Defendants, at the following addresses:

COURT:

Office of the Clerk
United States District Court for the District of Delaware
844 N. King Street Unit 18
Wilmington, DE 19801-3570

FOR NAMED PLAINTIFFS:

IRA M. PRESS
KIRBY McINERNEY LLP
825 Third Avenue, 16th Floor
New York, NY 10022

FOR DEFENDANTS:

JOHN D. PERNICK
BINGHAM McCUTCHEN LLP
Three Embarcadero Center
San Francisco, CA 94111

Any such written notice of objection must include (a) a detailed statement of such person's specific objection to any matter before the Court; (b) documents sufficient to show the date(s), price(s), and number(s) of shares of HSTX common stock for all purchases and sales of HSTX common stock by such person during the Class Period; and (c) the grounds for such objections, as well as all documents and writings that such person desires the Court to consider.

13. Any Member of the Class who does not make his, her, or its written objection in the manner provided and/or appear in person or through a representative at the Settlement Fairness Hearing shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness or adequacy of the proposed settlement as set forth in the Stipulation, to the Plan of Allocation, or to the award of attorneys' fees and expenses to Class Counsel, unless otherwise ordered by the Court.

14. Attendance at the Settlement Fairness Hearing is not necessary; however, persons wishing to be heard orally in opposition to the approval of the Stipulation, the Plan of Allocation, and/or the request for attorneys' fees are required to indicate in their written objection their intention to appear at the hearing. Persons who intend to object to the proposed settlement of the Litigation, the Plan of Allocation, and/or counsel's application for an award of attorneys' fees and expenses and desire to present evidence at the Settlement Fairness Hearing must include in their written objections the identity of any witnesses they may call to testify and exhibits they intend to introduce into evidence at the Settlement Fairness Hearing. Class Members do not need to appear at the hearing or take any other action to indicate their approval.

15. All funds held by the Escrow Agent shall be deemed and considered to be in *custodia legis* of the Court, and shall remain subject to the jurisdiction of the Court, until such time as such funds shall be distributed pursuant to the Stipulation and/or further order(s) of the

Court.

16. There shall be no distribution of any of the Settlement Fund to any Class Member until a plan of allocation is finally approved and is affirmed on appeal or certiorari or is no longer subject to review by appeal or certiorari and the time for any petition for rehearing, appeal, or review, whether by certiorari or otherwise, has expired.

17. Class Counsel, or its authorized agent, the Claims Administrator, are authorized and directed to prepare any tax returns to be filed on behalf of or in respect of the Settlement Fund and to cause any Taxes due and owing to be paid from the Settlement Fund, and to otherwise perform all obligations with respect to Taxes and any reportings or filings in respect thereof as contemplated by the Stipulation, without further order of the Court.

18. All papers in support of the settlement, the Plan of Allocation, and the application by Class Counsel for attorneys' fees or reimbursement of expenses shall be filed and served thirty-five (35) calendar days before the Settlement Fairness Hearing. All papers in response to Class Members' objections to the Settlement shall be filed and served seven (7) calendar days before the Settlement Fairness Hearing.

19. Neither the Defendants nor their Related Parties shall have any responsibility for or liability with respect to the Plan of Allocation or any application for attorneys' fees or reimbursement of expenses submitted by Class Counsel, and such matters will be considered separately from the fairness, reasonableness and adequacy of the settlement.

20. At or after the Settlement Fairness Hearing, the Court shall determine whether the Plan of Allocation proposed by Class Counsel, and any application for attorneys' fees or reimbursement of expenses, shall be approved.

21. All reasonable expenses incurred in identifying and notifying Class Members, as well as administering the Settlement Fund, shall be paid as set forth in the Stipulation. In the event the settlement is not approved by the Court, or otherwise fails to become effective, neither the Named Plaintiffs nor Class Counsel shall have any obligation to repay any amounts actually and properly disbursed from the Class Notice and Administration Fund.

22. Neither the Stipulation, nor any of its terms or provisions, nor any of the

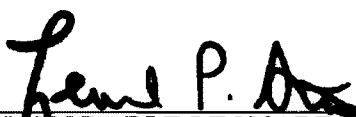
negotiations or proceedings connected with it, shall be construed as an admission or concession by Defendants or their Related Parties of the truth of any of the allegations in the Litigation, or of any liability, fault, or wrongdoing of any kind and shall not be construed as, or deemed to be evidence of, or an admission or concession that, Named Plaintiffs or any Class Members have suffered any damages, harm, or loss.

23. In the event that the settlement does not become Final in accordance with the terms of the Stipulation or the Effective Date does not occur, this Order shall be rendered null and void to the extent provided by and in accordance with the Stipulation and shall be vacated and, in such event, all orders entered and releases delivered in connection herewith shall be null and void to the extent provided by, and in accordance with, the Stipulation.

24. The Court reserves the right to continue the Settlement Fairness Hearing without further notice to the Members of the Class, and retains jurisdiction to consider all further applications arising out of, or connected with, the proposed settlement. Should the Court continue the Settlement Fairness Hearing, such a continuance will be reflected in the Court's calendar and accessible via the Court's website. Also, Class Counsel shall publish, over the same widely-disseminated news wire as used to publish the Summary Notice, a press release informing Class Members of the change. The Court may approve the settlement, with such modifications as may be agreed to by the Settling Parties, if appropriate, without further notice to the Class.

25. Pending the Settlement Fairness Hearing, all Members of the Class are enjoined from initiating or prosecuting any actions or claims against any Defendant or Related Party that are within the scope of the Released Claims provided for by the Stipulation.

DATED: June 22, 2011



THE HONORABLE LEONARD P. STARK
UNITED STATES DISTRICT JUDGE