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GRANTED WITH MODIFICATIONS

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Transaction ID: 59451173
Case No. 9880-VCL



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE PLX TECHNOLOGY, INC.) CONSOLIDATED
STOCKHOLDERS LITIGATION) C.A. No. 9880-VCL

[PROPOSED] SCHEDULING ORDER

WHEREAS, (i) co-lead plaintiffs Andrew Ellis and Bobby Varghese (together, “Plaintiffs”), on their own behalf and on behalf of the Class; (ii) PLX Technology, Inc. (“PLX”), in its capacity as indemnitor for defendant Deutsche Bank Securities Inc. (“Deutsche Bank”); (iii) defendants Michael J. Salameh, David Raun, Ralph Schmitt, Eric Singer (“Singer”), John H. Hart, and Patrick Verderico (collectively, the “Director Defendants”); (iv) former defendants Stephen Domenik and Martin Colombatto (collectively, the “Former Defendants”); and (v) Deutsche Bank (collectively with the Director Defendants and the Former Defendants, the “Settling Defendants,” and together with PLX and Plaintiffs, the “Settling Parties”) have made application, pursuant to Delaware Court of Chancery Rule 23(e), for an order approving the proposed partial settlement of the above-captioned action (the “Consolidated Action”) in accordance with a Stipulation and Agreement of Partial Compromise, Settlement, and Release entered into by the Settling Parties and dated August 17, 2016 (the “Stipulation”),¹ and for the

¹ The Stipulation does not release any claims of Plaintiffs or the Class against Potomac Capital Partners II, L.P. and releases claims against Singer only in

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dismissal of the Consolidated Action on the merits with prejudice against the Director Defendants and Deutsche Bank (the “Remaining Settling Defendants”) upon and subject to the terms and conditions set forth in the Stipulation (the “Partial Settlement”);

WHEREAS, the Stipulation contemplates certification by this Court of a Class in the Consolidated Action solely for purposes of partial settlement; approval of the form and content of the Notice of Pendency of Class Action, Proposed Partial Settlement of the Class Action, and Settlement Hearing (the “Notice”) to the Class; and scheduling the date and time for the Settlement Hearing;

NOW, upon consent of the Settling Parties, after review and consideration of the Stipulation filed with this Court and the Exhibits annexed thereto, and after due deliberation,

IT IS HEREBY ORDERED this _____ day of _____, 2016, that:

1. Definitions. Except for terms defined herein, the Court adopts and incorporates the definitions in the Stipulation for purposes of this Order.

2. Preliminary and Conditional Class Certification for Partial Settlement Purposes. For purposes of partial settlement only, the Consolidated Action shall be maintained as a non-opt-out class action under Delaware Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2) on behalf of the following Class: all record and _____ his capacity as a former director of PLX (collectively, the “Non-Settling Defendants”).

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beneficial holders of PLX common stock who held such stock at any time between and including June 23, 2014 and August 12, 2014, including any and all of their respective successors-in-interest, successors, predecessors-in-interest, predecessors, representatives, trustees, executors, administrators, estates, heirs, assigns and transferees, immediate and remote, and any Person acting for or on behalf of, or claiming under, any of them, and each of them, together with their predecessors-in-interest, predecessors, successors-in-interest, successors, and assigns, but excluding the Settling Defendants, Non-Settling Defendants, Avago Technologies Wireless (U.S.A.) Manufacturing, Inc. (“Avago”), and Pluto Merger Sub, Inc. (“Pluto”), their respective affiliates as to their own accounts (i.e., accounts in which they hold a proprietary interest), and any person, firm, trust, corporation or other entity affiliated with Avago, Pluto, or any Settling or Non-Settling Defendant. Notwithstanding anything to the contrary herein, and, for the avoidance of doubt, nothing herein is intended to exclude, nor shall it exclude, from the Class any holdings of PLX common stock held (i) by Deutsche Bank, or by or at any of its affiliates, in a fiduciary capacity or otherwise on behalf of any third-party client, account, fund, trust, or employee benefit plan that otherwise falls within the definition of Class, and/or (ii) by any investment company or pooled investment fund (including but not limited to mutual funds, exchange-traded funds, fund of funds, private equity funds, real estate funds, and hedge funds) in which

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Deutsche Bank or any of its affiliates may have a direct or indirect interest, or as to which they may act as an investment advisor, general partner, managing member, or other similar capacity.

3. Settlement Hearing. The Settlement Hearing shall be held on _____, 2016, at __:__ __.m., in the Court of Chancery Courthouse, 500 North King Street, Wilmington, Delaware 19801 to:

(a) Determine whether the Consolidated Action may be maintained as a class action and whether the Class should be certified for partial settlement purposes pursuant to Delaware Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2);

(b) Determine whether Plaintiffs and Plaintiffs' Counsel have adequately represented the interests of the Class in the Consolidated Action;

(c) Determine whether the Stipulation, and the terms and conditions of the Partial Settlement set forth in the Stipulation, are fair, reasonable, adequate, and in the best interests of the Class Members and should be approved by the Court;

(d) Determine whether an Order and Partial Final Judgment should be entered dismissing the Consolidated Action with prejudice as against the Remaining Settling Defendants, releasing the Released Claims against the

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respective Released Parties, and barring and enjoining prosecution of any and all Released Claims against any and all respective Released Parties;

(e) Hear and determine any objections to the Partial Settlement;

(f) Consider the application of Plaintiffs' Counsel for an award of attorneys' fees and expenses; and

(g) Rule on other such matters as the Court may deem appropriate.

4. Adjournment Without Further Notice to the Class. The Court may adjourn the Settlement Hearing or any adjournment thereof, including the consideration of the application for attorneys' fees and expenses, without further notice of any kind other than oral announcement at the Settlement Hearing or any adjournment thereof, and retains jurisdiction over the Settling Parties and all Class Members to consider all further applications arising out of or connected with the proposed Partial Settlement.

5. Approval Without Further Notice to the Class. The Court may approve the Partial Settlement at or after the Settlement Hearing according to the terms and conditions of the Stipulation, as it may be modified by the Settling Parties, with or without further notice to the Class. Further, the Court may render its judgment, and order the payment of attorneys' fees and expenses, all without further notice to the Class.

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6. Notice to the Class. The Court approves, in form and content, the Notice in substantially the form attached as Exhibit B to the Stipulation and finds that the mailing and distribution of the Notice substantially in the manner and form set forth in this Order meets the requirements of Delaware Court of Chancery Rule 23, due process, and applicable law, is the best notice practicable under the circumstances, and shall constitute due and sufficient notice to all Persons entitled thereto.

(a) No less than sixty (60) calendar days prior to the Settlement Hearing, Plaintiffs' Counsel shall cause the Notice, in substantially the form annexed as Exhibit B to the Stipulation to be mailed by first-class mail, postage pre-paid, to all stockholders of record of PLX who are members of the Class at their last known address appearing in the stock transfer records maintained by or on behalf of PLX, its successors-in-interest, or their respective transfer agents. All stockholders of record in the Class who were not also the beneficial owners of the shares of PLX common stock held by them of record shall be requested to forward the Notice to such beneficial owners of those shares. Plaintiffs' Counsel shall use reasonable efforts to give notice to such beneficial owners by (i) making additional copies of the Notice available to any record holder who, prior to the Settlement Hearing, requests the same for distribution to beneficial owners, or (ii) mailing

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additional copies of the Notice to beneficial owners as reasonably requested by record holders who provide names and addresses for such beneficial owners.

(b) Within twenty (20) calendar days of the execution of the Stipulation, PLX shall provide to the Administrator, to the extent available, (i) a list of the holders of record of PLX common stock as of the closing of the Merger containing each holder's name, address, and the number of shares owned and (ii) similar lists or reports available from PLX's Transfer Agent or the Depository Trust Company identifying the beneficial owners of PLX common stock as of the Merger Date, as appropriate for providing notice of the Partial Settlement to the Class. This information will be kept confidential and not used for any purpose other than to provide the notice contemplated by the Partial Settlement.

(c) Plaintiffs' Counsel shall, at least ten (10) calendar days prior to the Settlement Hearing, file with the Court an appropriate affidavit or declaration verifying dissemination of the Notice.

(d) Plaintiffs' Counsel shall be responsible for providing the Notice to the Class, and all costs and expenses incurred in providing such notice shall be paid solely from the Common Fund. No Remaining Settling Defendant or any other Person shall have any obligation to pay any costs and expenses incurred in providing notice of the Partial Settlement to the Class. If additional notice is

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required by the Court, then the cost and administration of such additional notice also shall be paid solely from the Common Fund.

7. Stay and Injunction as to Further Proceedings Against the Settling Defendants. Except as provided in Paragraph 31 of the Stipulation, all proceedings in the Consolidated Action against the Released Defendant Parties, other than such proceedings as may be necessary to carry out the terms and conditions of the Partial Settlement, are hereby stayed and suspended until further order of the Court. Pending final determination of whether the Partial Settlement should be approved, Plaintiffs and all Class Members are barred and enjoined from commencing, prosecuting, instigating, or in any way participating in the commencement or prosecution of any Released Plaintiffs' Claim, either directly, representatively, derivatively, or in any other capacity, against any Released Defendant Party.

8. Claims by Non-Settling Defendants. If the Non-Settling Defendants seek to bring in the Consolidated Action contribution, indemnification, or other claims arising out of this Consolidated Action against the Remaining Settling Defendants (including, without limitation, claims seeking a determination of the proportionate fault, if any, of the Settling Defendants in the event the Non-Settling Defendants are found liable to Plaintiffs in the Consolidated Action), those claims will be stayed pending Final Approval (or other final disposition) of the Partial

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Settlement. Moreover, if the Non-Settling Defendants seek to litigate the issue of proportionate fault in the Consolidated Action, separate briefing on the issue of proportionate fault will be held after the Court has ruled on the liability of the Non-Settling Defendants to Plaintiffs.

9. Appearance at the Settlement Hearing and Objections. Any Class Member who objects to the Stipulation, the Partial Settlement, the class action determination, the Order and Partial Final Judgment to be entered in the Consolidated Action, Plaintiffs' Counsel's application for attorneys' fees and expenses, or who otherwise wishes to be heard, may appear in person or by such Class Member's attorney at the Settlement Hearing and present evidence or argument that may be proper and relevant; provided, however, that, except for good cause shown or as the Court otherwise directs, no Person shall be heard and no papers, briefs, pleadings, or other documents submitted by any Person shall be considered by the Court unless not later than _____, 2016 (fifteen (15) calendar days prior to the Settlement Hearing) such Person files with the Register in Chancery, Court of Chancery Courthouse, 500 North King Street, Wilmington, Delaware 19801 and serves upon counsel listed below: (i) a written and signed notice of intention to appear that states the name, address, and telephone number of the objector and, if represented, his, her, or its counsel; (ii) documentation evidencing membership in the Class; (iii) a detailed statement of such Person's

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objections to any matters before the Court; (iv) the grounds for such objections and the reasons that such Person desires to appear and be heard; and (v) all documents or writings such Person desires the Court to consider. Such filings must be served upon the following counsel by hand delivery, overnight mail, or electronic filing:

R. Bruce McNew
Wilks, Lukoff & Bracegirdle, LLC
4250 Lancaster Pike, Suite 200
Wilmington, DE 19805

Kevin G. Abrams
Abrams & Bayliss LLP
20 Montchanin Road, Suite 200
Wilmington, DE 19807

Patricia L. Enerio
Proctor Heyman Enerio LLP
300 Delaware Avenue, Suite 200
Wilmington, DE 19801

Raymond J. DiCamillo
Richards, Layton & Finger, P.A.
920 North King Street
Wilmington, DE 19801

Stephen C. Norman
Potter Anderson & Corroon LLP
Hercules Plaza, 6th Floor
1313 North Market Street
Wilmington, DE 19899

Counsel for the Settling Parties are directed to promptly furnish each other with copies of any and all objections that might come into their possession.

10. Waiver of Class Member Objections. Unless the Court otherwise directs, no Person shall be entitled to object to the approval of the Partial Settlement, any judgment entered thereon, the adequacy of the representation of the Class by Plaintiffs and Plaintiffs' Counsel, any award of attorneys' fees and expenses, or otherwise be heard, except by serving and filing a written objection and supporting papers and documents as described in Paragraph 9 above. Any

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Person who fails to object in the manner described above shall be deemed to have waived the right to object (including any right of appeal) and shall be forever barred from raising such objection in this or any other action or proceeding.

11. Briefing Schedule for Settling Parties. Not later than _____, 2016 (twenty-five (25) calendar days prior to the Settlement Hearing), Plaintiff shall file and serve their opening brief in support of the Partial Settlement (the “Supporting Brief”), and their application for attorneys’ fees and expenses, including any supporting affidavits (the “Fees and Expenses Application”). Not later than _____, 2016 (fifteen (15) calendar days prior to the Settlement Hearing), any objections to the Supporting Brief or the Fees and Expenses Application shall be filed and served. Not later than _____, 2016 (five (5) calendar days prior to the Settlement Hearing), Plaintiff shall file and serve any reply brief in support of the Supporting Brief and the the Fees and Expenses Application. If any objections to the Partial Settlement are received or filed pursuant to Paragraph 11 above, any of the Settling Parties may file and serve a response to those objections no later than _____, 2016 (five (5) calendar days prior to the Settlement Hearing).

12. Extensions Without Further Notice to the Class. The Court may, for good cause, extend any of the deadlines set forth in this Order without further notice to Class members.

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13. Interpretation of Headings. The headings herein are used for the purpose of convenience only and are not meant to have legal effect.

Vice Chancellor J. Travis Laster

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: J Travis Laster

File & Serve

Transaction ID: 59437849

Current Date: Aug 22, 2016

Case Number: 9880-VCL

Case Name: CONF ORD/ CONSO with 9837,9839,9853 & 9881 - IN RE PLX TECHNOLOGY
INC.STOCKHOLDERS LITIGATION

Court Authorizer: Laster, J Travis

Court Authorizer

Comments:

The Settlement Hearing shall be held on November 17, 2016, at 10:00 a.m., in the Court of Chancery, located at 500 North King Street (12th Floor), Wilmington, Delaware 19801.

/s/ Judge Laster, J Travis