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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA

IN RE VERIFONE HOLDINGS, INC.  
SECURITIES LITIGATION.

Master File No. C-07-6140 EMC

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This Document Relates To:

ALL ACTIONS.

**ORDER APPROVING PLAN OF  
ALLOCATION OF SETTLEMENT  
PROCEEDS**

THIS MATTER having come before the Court on Lead Plaintiff's application for approval of the Plan of Allocation of the net settlement proceeds in the above-captioned action; the Court having considered all papers filed and proceedings had herein and otherwise being fully informed in the premises;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. For purposes of this Order, the terms used herein shall have the same meanings as set forth in the Stipulation of Settlement dated as of August 9, 2013 (the "Stipulation").
2. Pursuant to and in full compliance with Rule 23 of the Federal Rules of Civil Procedure, this Court hereby finds and concludes that due and adequate notice was directed to all Persons who are Class Members advising them of the Plan of Allocation and of their right to object thereto, and a full and fair opportunity was accorded to all Persons and entities who are Class Members to be heard with respect to the Plan of Allocation.
3. The Court hereby finds and concludes that the formula for the calculation of the claims of Authorized Claimants which is set forth in the Notice of Proposed

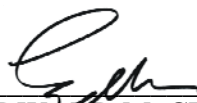
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Settlement of Class Action (the “Notice”) sent to Class Members, provides a fair and reasonable basis upon which to allocate the proceeds of the Net Settlement Fund established by the Stipulation among Class Members, with due consideration having been given to administrative convenience and necessity.

4. The Court hereby finds and concludes that the Plan of Allocation set forth in the Notice is in all respects fair and reasonable and the Court hereby approves the Plan of Allocation.
5. The Court has considered the objections filed by David Stern and Jeff M. Brown, and finds them to be without merit. The objections are therefore overruled in their entirety except as set forth in the Court’s Order (Docket No. 359).

IT IS SO ORDERED.

Dated: February 25, 2014

  
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EDWARD M. CHEN  
United States District Judge