

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA**

IN RE QUALCOMM
INCORPORATED SECURITIES
LITIGATION

Case No. 3:17-cv-00121-JO-MSB

[PROPOSED] ORDER APPROVING DISTRIBUTION PLAN

WHEREAS, Lead Plaintiffs moved this Court for an order approving a Distribution Plan for the Net Settlement Fund in the above-captioned securities class action (“Action”), having reviewed and considered all the materials and arguments submitted in support of the motion, including the Memorandum of Points and Authorities in Support of Lead Plaintiffs’ Unopposed Motion for Approval of Distribution Plan and the Declaration of Jack Ewashko in Support of Lead Plaintiffs’ Unopposed Motion for Approval of Distribution Plan (“Ewashko Declaration”),

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. This Order incorporates by reference the definitions in the Stipulation and Agreement of Settlement, dated as of June 17, 2024 (ECF No. 428-1) (“Stipulation”), and the Ewashko Declaration, and all terms used in this Order shall have the same meanings as defined in the Stipulation and the Ewashko Declaration.

2. This Court has jurisdiction over the subject matter of the Action and over all parties to the Action, including all Class Members.

1 3. Lead Plaintiffs' plan for distribution of the Net Settlement Fund to
2 Authorized Claimants is **APPROVED**. Accordingly:

3 (a) The administrative determinations of the Court-approved Claims
4 Administrator, A.B. Data, Ltd.'s Class Action Administration Company
5 ("A.B. Data"), to accept the Timely Eligible Claims set forth in Exhibit D to
6 the Ewashko Declaration and the Late But Otherwise Eligible Claims set forth
7 in Exhibit E to the Ewashko Declaration are adopted.

8 (b) The Claims Administrator's administrative determinations to
9 reject the Rejected Claims, as set forth in Exhibit F to the Ewashko
10 Declaration, are adopted.

11 (c) A.B. Data is directed to conduct the Initial Distribution of the Net
12 Settlement Fund after deducting all payments previously allowed, payments
13 approved by this Order, and any estimated taxes, the costs of preparing
14 appropriate tax returns, and any escrow fees, while maintaining a 5% reserve
15 from the Net Settlement Fund to address any tax liability or claims
16 administration-related contingencies that may arise. Specifically, as set forth
17 in paragraph 43(a) of the Ewashko Declaration:

18 (1) A.B. Data will calculate award amounts for all Authorized
19 Claimants as if the entire Net Settlement Fund were to be
20 distributed now. A.B. Data will calculate each Authorized
21 Claimant's *pro rata* share of the Net Settlement Fund
22 based on the amount of the Authorized Claimant's
23 Recognized Claim in comparison to the total Recognized
24 Claims of all Authorized Claimants.

25 (2) A.B. Data will then eliminate from the Initial Distribution
26 any Authorized Claimant whose total *pro rata* share of the
27 Net Settlement Fund is less than \$10.00. These Claimants

1 will not receive any payment from the Net Settlement
2 Fund and will be so notified by A.B. Data.

3 (3) After eliminating Claimants who would have received less
4 than \$10.00, A.B. Data will recalculate the *pro rata* share
5 of the Net Settlement Fund for Authorized Claimants who
6 would have received \$10.00 or more based on the amount
7 of the Authorized Claimant's Recognized Claim in
8 comparison to the total Recognized Claims of all
9 Authorized Claimants who would have received \$10.00 or
10 more. This *pro rata* share is the Authorized Claimant's
11 "Distribution Amount."

12 (4) Authorized Claimants whose Distribution Amount
13 calculates to less than \$200.00 will be paid their full
14 Distribution Amount in the Initial Distribution ("Claims
15 Paid in Full"). These Authorized Claimants will receive
16 no additional funds in subsequent distributions.

17 (5) 95% of the remaining balance of the Net Settlement Fund
18 will be distributed *pro rata* to Authorized Claimants
19 whose Distribution Amount calculates to \$200.00 or more.
20 The remaining 5% of the Net Settlement Fund will be held
21 in the Reserve to address any tax liability or claims
22 administration-related contingencies that may arise
23 following the Initial Distribution. To the extent the
24 Reserve is not depleted, the remainder will be distributed
25 in the Second Distribution described in subparagraph (f)
26 below.

(d) To encourage Authorized Claimants to cash their checks promptly, all distribution checks will bear the following notation: "CASH PROMPTLY. VOID AND SUBJECT TO REDISTRIBUTION IF NOT CASHED BY [DATE 90 DAYS AFTER ISSUE DATE]." Lead Counsel and A.B. Data are authorized to take appropriate action to locate and contact Authorized Claimants who have not cashed their checks within said time as detailed in paragraph 43(b) of the Ewashko Declaration.

(e) Authorized Claimants who do not cash their Initial Distribution checks within the time allotted or on the conditions set forth in paragraph 43(b) of the Ewashko Declaration will irrevocably forfeit all recovery from the Settlement, and the funds allocated to these stale-dated checks will be available to be distributed to other Authorized Claimants in the Second Distribution. Similarly, Authorized Claimants who do not cash their distribution checks in the Second Distribution or subsequent distributions, should such distributions occur, within the time allotted or on the conditions set forth in paragraph 43(b) of the Ewashko Declaration will irrevocably forfeit any further recovery from the Net Settlement Fund.

(f) After A.B. Data has made reasonable and diligent efforts to have Authorized Claimants cash their Initial Distribution checks (as provided in paragraph 43(b) of the Ewashko Declaration), but not earlier than seven (7) months after the Initial Distribution, A.B. Data will, after consulting with Lead Counsel, conduct the Second Distribution, in which any amount remaining in the Net Settlement Fund, after deducting any unpaid fees and expenses incurred, will be distributed to all Authorized Claimants (other than Claims Paid in Full) who cashed their Initial Distribution check and are entitled to receive at least \$10.00 from the Second Distribution based on their *pro rata* share of the remaining funds.

(g) After the conclusion of the Initial Distribution and thereafter, funds available in the Reserve or as a result of uncashed checks or returned payments may be used to address any claims administration-related contingencies, including those that may require a modification of a Claim's status after consultation with the Claims Administrator and Lead Counsel, without necessitating further involvement of the Court.

(h) If any funds remain in the Net Settlement Fund after the Second Distribution, additional distributions, after deduction of costs and expenses as described above and subject to the same conditions, may occur thereafter in intervals of approximately five months until Lead Counsel, in consultation with A.B. Data, determine that further distribution is not cost-effective.

(i) When Lead Counsel, in consultation with A.B. Data, determine that further distribution of the funds remaining in the Net Settlement Fund is not cost-effective, if sufficient funds remain to warrant the processing of Claims received after September 30, 2025, those Claims will be processed, and any otherwise valid Claims received after September 30, 2025, as well as any earlier-received Claims for which an upward adjustment was received after September 30, 2025, will be paid in accordance with subparagraph (j) below. If any funds remain in the Net Settlement Fund after payment of these Claims and unpaid fees or expenses, the remaining funds will be contributed to the Bluhm Legal Clinic Complex Civil Litigation and Investor Protection Center at the Northwestern Pritzker School of Law.

(j) No new Claims may be accepted after September 30, 2025, and no further adjustments to Claims received on or before September 30, 2025, that would result in an increased Recognized Claim amount may be made after September 30, 2025, subject to the following exception. If Claims are received or modified after September 30, 2025, that would have been eligible

1 for payment or additional payment pursuant to the Court-approved Plan of
2 Allocation if timely received, then, at the time that Lead Counsel, in
3 consultation with A.B. Data, determine a distribution is not cost-effective as
4 provided in subparagraph (i) above, and after payment of any unpaid fees or
5 expenses incurred in connection with administering the Net Settlement Fund
6 and after deducting the payment of any estimated taxes, the costs of preparing
7 appropriate tax returns, and any escrow fees, these Claimants, at the discretion
8 of Lead Counsel and to the extent possible, may be paid their distribution
9 amounts or additional distribution amounts on a *pro rata* basis that would
10 bring them into parity with other Authorized Claimants who have cashed all
11 their prior distribution checks.

12 4. The Court finds that the administration of the Settlement and the
13 proposed distribution of the Net Settlement Fund comply with the terms of the
14 Stipulation and Plan of Allocation approved by this Court and that all persons
15 involved in the review, verification, calculation, tabulation, or any other aspect of
16 the processing of the Claims submitted, or who are otherwise involved in the
17 administration or taxation of the Settlement Fund or the Net Settlement Fund, are
18 hereby released and discharged from any and all claims arising out of that
19 involvement, and all Class Members and other Claimants, whether or not they
20 receive payment from the Net Settlement Fund, are hereby barred from making any
21 further claims against the Net Settlement Fund, Lead Plaintiffs, Lead Counsel, the
22 Claims Administrator, the Escrow Agent or any other agent retained by Lead
23 Plaintiffs or Lead Counsel in connection with the administration or taxation of the
24 Settlement Fund or the Net Settlement Fund, or any other person released under the
25 Settlement beyond the amounts allocated to Authorized Claimants.

26 5. All of A.B. Data's fees and expenses incurred in the administration of
27 the Settlement and estimated to be incurred in connection with the Initial
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1 Distribution of the Net Settlement Fund as set forth in the invoices attached as
2 Exhibit G to the Ewashko Declaration are approved, and Lead Counsel are directed
3 to pay the outstanding balance of \$1,989,453.22 out of the Settlement Fund to A.B.
4 Data.

5 6. Unless otherwise ordered by the Court, A.B. Data may destroy the
6 paper copies of the Claims and all supporting documentation one (1) year after the
7 Initial Distribution, and one (1) year after all funds have been distributed may
8 destroy the electronic copies of the same.

9 7. This Court retains jurisdiction to consider any further applications
10 concerning the administration of the Settlement, and any other and further relief that
11 this Court deems appropriate.

12 SO ORDERED this 6th day of February 2020 (20)

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14
15 The Honorable Jinsook Ohta
16 United States District Judge
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