

**UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA, WESTERN DIVISION**

IN RE HANSEN NATURAL CORP.  
DERIVATIVE LITIGATION

CASE NO. EDCV 07-00037 JFW (PLAx)

**NOTICE OF HANSEN NATURAL CORP.  
DERIVATIVE LITIGATION SETTLEMENT**

**TO: ALL PERSONS OR ENTITIES WHO HOLD OR BENEFICIALLY OWN STOCK OF HANSEN NATURAL CORP. AS OF FEBRUARY 25, 2008 (“HANSEN SHAREHOLDERS”). PLEASE READ THIS NOTICE CAREFULLY. THE DISTRICT COURT FOR THE CENTRAL DISTRICT OF CALIFORNIA (THE “COURT”) HAS AUTHORIZED THIS NOTICE. THIS IS NOT A SOLICITATION.**

This Notice advises you of a proposed settlement (the “Settlement”) of the above captioned action (the “Federal Derivative Action”) against certain directors and officers (the “Defendants”) of Hansen Natural Corp. (“Hansen” or the “Company”) alleging breaches of fiduciary duties owed by the Defendants to the Company and its shareholders. Under the Settlement, Hansen has agreed to maintain certain previously adopted changes relating to its stock option granting procedures, and to adopt certain other changes in its procedures and corporate governance practices (the “Corporate Reforms”). Hansen has agreed to keep these Corporate Reforms in place for a period of at least two years, subject to certain conditions. (*See* Section 6 below for a description of the Corporate Reforms.) You should read this entire Notice carefully because your legal rights may be affected whether you act or not.

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**BASIC INFORMATION**

**1. Why did I get this Notice?**

You or someone in your family may be a Hansen Shareholder (defined as owning Hansen stock as of February 25, 2008). The Court directed that this Notice be sent to you because you have a right to know about a proposed Settlement of the Federal Derivative Action, and about your options before the Court decides whether to approve the Settlement. If the Court approves the Settlement, following resolution of objections and/or appeals, if any, all of the claims asserted in the Federal Derivative Action, as well as a related derivative action pending before the Delaware Court of Chancery, New Castle County, styled *Alama v. Sacks, et al.*, Case No. 2978-VCP (the “Delaware Derivative Action”), and all claims otherwise released by the Settlement, will be fully and finally settled and dismissed with prejudice.

This Notice describes the Federal Derivative Action (and certain related actions), its history, and your legal rights in connection with the proposed Settlement.

## **2. How do I get more information?**

You can contact Plaintiffs' Counsel, Keller Rohrback, L.L.P., at 1201 Third Avenue, Suite 3200, Seattle, WA 98101-3052, (206) 623-1900, [www.kellerrohrback.com](http://www.kellerrohrback.com), who can direct you to copies of filings with the Court and other documents relevant to the Federal and Delaware Derivative Actions, and the proposed Settlement, including the Stipulation and Agreement of Settlement (the "Stipulation"), which sets forth the detailed terms of the Settlement. (All capitalized terms used in this Notice that are not otherwise defined have the meanings set forth in the Stipulation). Plaintiffs' Counsel encourages you to contact them for additional materials. Please do not contact the Court or Hansen.

## **3. What is a derivative action?**

A derivative action is a lawsuit brought by a shareholder on behalf of a company, rather than on behalf of the shareholder directly, that alleges that directors and/or officers of the company or other persons or entities breached their fiduciary duties to the company, resulting in injury to the company itself. The recovery in a derivative action is sought for the benefit of the company.

## **4. Is there a claims procedure to follow?**

Because the underlying claims at issue in this Settlement are all derivative in nature, their resolution will not result in payment to individual Hansen Shareholders, and hence, there will be no claims procedure. All benefits of the Settlement accrue to the benefit of Hansen.

## **5. What are the Derivative Actions about?**

The Federal Derivative Action. Beginning in November 2006, two shareholder derivative actions were filed in the Court. These actions were consolidated as *In re Hansen Natural Corp. Derivative Litigation*, Case No. 07-00037 JFW (PLAx) (the "Federal Derivative Action"). On March 23, 2007, the Court entered an Order Consolidating Related Derivative Actions and Appointing Lead and Liaison Counsel. The Order appointed Keller Rohrback, LLP as lead counsel ("Lead Plaintiffs' Counsel") and Lim, Ruger & Kim, LLP as local counsel, both of whom the Court described as experienced, capable, and well-qualified, for plaintiffs Debra J. Cribbs, Dianna Gittelman, Lisa Lee, and Gerry Linan, though Ms. Gittleman and Ms. Lee have subsequently withdrawn and are no longer parties to the Federal Derivative Action ("Lead Federal Derivative Plaintiffs" or "Lead Plaintiffs"). The Lead Federal Derivative Plaintiffs filed a consolidated verified derivative complaint on April 23, 2007 (the "Federal Derivative Complaint" or "Complaint"). The Federal Derivative Complaint names as defendants several officers and directors of Hansen and Hansen as a nominal defendant. The Federal Derivative Complaint alleges claims for violations of § 14(a) of the Securities Exchange Act of 1934 and violations of state law, including breach of fiduciary duty, aiding and abetting breach of fiduciary duty, unjust enrichment, constructive fraud, abuse of control, corporate waste and gift, gross mismanagement, rescission, and violations of California Corporations Code §§ 25402 and 25502.5.

On June 11, 2007, Hansen and the individual defendants moved to dismiss the Federal Derivative Complaint on the grounds that Lead Plaintiffs failed to make a pre-suit demand on

Hansen's Board of Directors (the "Hansen Board") or establish that such a demand would have been futile, that Lead Plaintiffs lacked standing under the contemporaneous ownership rule, that the Complaint failed to state a claim upon which relief could be granted, and that Lead Plaintiffs' claims were barred by the statute of limitations. Those motions remain pending before the Court.

The California Derivative Action. In November 2006 and thereafter, three shareholder derivative complaints were filed in the Superior Court of California, County of Riverside (the "California State Court") on behalf of Hansen against certain of its officers and directors asserting claims for breach of fiduciary duty, abuse of control, gross mismanagement, waste of corporate assets, unjust enrichment, constructive trust, rescission, an accounting, and violations of California Corporations Code §§ 25402 and 25403. On May 25, 2007, the California State Court consolidated two of the state derivative actions, *Chandler v. Sacks, et al.* (Case No. RIC460186) and *Plotkin v. Sacks, et al.* (Case No. RIC460685) (the "California Derivative Action"), and stayed the California Derivative Action for all purposes until February 29, 2008 in deference to the Federal Derivative Action, noting that the California Derivative Action "asserts claims arising from the same or similar factual allegations" as those asserted in the Federal Derivative Action. By stipulation dated March 3, 2008, the parties to the California Derivative Action have agreed, and have asked the California State Court to approve, an extension of the stay to June 2, 2008 in light of the settlement proceedings in the Federal Court.

The Delaware Derivative Action. On April 16, 2007, the third derivative lawsuit filed in California State Court, *Alama v. Sacks et al.*, was voluntarily dismissed. On May 23, 2007, Alama filed a substantially similar complaint in the Delaware Court of Chancery, New Castle County, entitled *Alama v. Sacks, et al.*, Case No. 2978-VCP (together with the California Derivative Action, the "State Derivative Actions"). On July 25, 2007, Hansen and the individual defendants named in the complaint moved to dismiss and/or stay the Delaware Derivative Action in deference to the previously filed Federal Derivative Action pending in this Court, and also moved to dismiss the Delaware Derivative Action on grounds substantially similar to those set forth in the motions to dismiss the Federal Derivative Action. That motion is pending.

Plaintiffs in the Federal and State Derivative Actions allege that the Defendants actively participated in, acquiesced in, and/or failed to uncover and prevent the issuance, approval, and exercise of stock options with manipulated grant dates. They further allege that, under this "backdating" scheme, the grant dates of the options were changed from the actual grant date to a date at or near the low for the price of Hansen stock around the time of the grant, allowing the option recipients to realize hidden, windfall income. Plaintiffs further allege that this misconduct has caused significant harm to Hansen, including potential tax consequences, government investigations, potential civil penalties, criminal prosecution, potential restatement of previously filed financial statements, and intangible, long-term harm to its reputation. Each and every Defendant has denied, and continues to deny, any allegation of wrongdoing as well as the legal sufficiency of the allegations made in the Federal and State Derivative Actions.

The Special Committee and Independent Investigation. In November 2006, Hansen's Board formed a special committee to conduct an independent investigation of Hansen's stock option grant procedures and practices (the "Special Committee"). Upon the completion of that

independent investigation in March 2007, the Special Committee reported, inter alia, that: (i) it had found no willful or intentional misconduct in connection with the granting or dating of, or the accounting for, stock options; (ii) there was no evidence raising concerns with the integrity or credibility of management; (iii) it had identified unintentional accounting errors with respect to certain option grants; and (iv) during the period under review, there were inadequate accounting controls relating to Hansen's stock option grants, specifically control deficiencies related to the process of documenting the approval of stock option grants. In May and June 2007, Hansen filed its Form 10-Q for the third quarter of 2006 and its Form 10-K for 2006, respectively, which recognized an immaterial amount of additional compensation expense resulting from the unintentional accounting errors uncovered by the Special Committee's investigation, and included an unqualified audit opinion from Hansen's outside auditors that Hansen's previously filed financial statements were not materially misstated and need not be restated. On August 6, 2007, the staff of the Securities and Exchange Commission's Los Angeles Regional Office notified Hansen that it had completed its informal inquiry into the Company's historical stock option granting practices and that it did not intend to recommend any enforcement action against the Company.

The Settlement Process: Plaintiffs, by their Counsel, have conducted an extensive factual and legal investigation relevant to the underlying facts, and have assessed the strengths and weaknesses of the derivative claims. Based on the results of this intensive effort, among other factors, Plaintiffs' Counsel have, in good faith, undertaken protracted arm's length negotiations with counsel for Defendants and Hansen in an effort to arrive at a compromise concerning the allegations raised in the Federal and Delaware Derivative Actions in the best interests of the Company.

Pursuant to these negotiations, the parties held detailed discussions over a lengthy period regarding, among other issues, corporate reforms. As the result of these arm's length negotiations, the Parties agreed to the terms of a settlement reflected in the Stipulation.

## THE SETTLEMENT BENEFITS

### 6. What does the Settlement provide?

The terms of the proposed Settlement are set forth in the Stipulation on file with the Court and are summarized below.

**Corporate Reforms.** Hansen has agreed to maintain certain previously adopted changes relating to its stock option granting procedures, and to adopt certain other changes in its procedures and corporate governance practices (the "Corporate Reforms"). As described below, the Company has agreed to maintain these Corporate Reforms in place for a period of at least two years from the date of their implementation, subject to certain conditions.

The Corporate Reforms are as follows:

#### A. Previously Adopted Procedures.

**Equity Grant Procedures.** During the fourth quarter of 2006, Hansen adopted new written Equity Grant Procedures, effective January 1, 2007, for the granting of stock options to

employees under Hansen's 2001 stock option plan (the "Equity Grant Procedures"). The Equity Grant Procedures currently provide, among other things, that:

i. The Compensation Committee of the Hansen Board (the "Compensation Committee") has sole and exclusive authority to grant stock option awards to all employees and consultants who are not new hires and to all new hires who are subject to Section 16 of the Exchange Act. The Compensation Committee and the Executive Committee of the Hansen Board (the "Executive Committee") each independently has the authority to grant awards to new hires who are not Section 16 employees. Awards granted by the Executive Committee are not subject to approval or ratification by the Hansen Board or the Compensation Committee. For purposes of these procedures, a new hire means: (i) an employee or consultant who is commencing employment with or rendering services to the Company or its subsidiaries; or (ii) an employee who is receiving a promotion to a new position with the Company or one of its subsidiaries. The grant date of any award to a new hire shall be the first day that The Nasdaq Stock Market ("Nasdaq") is open in the calendar month following the employee's commencement of employment or the date of the employee's promotion (as the case may be).

ii. Other than awards to new hires, awards may only be granted at one or more meetings held during the last two weeks of May or November of each year. The grant date of any award granted at a May or November meeting shall be the first day that Nasdaq is open in June following such May meeting, or December following such November meeting (as the case may be).

iii. The Equity Grant Procedures require the Company to designate a "Granting Authority Secretary." The Granting Authority Secretary shall be the Company's in-house counsel or such other person as may be designated by the Compensation Committee. The Granting Authority Secretary shall attend, either in person or telephonically, any and all meetings of the Compensation or Executive Committees. The Granting Authority Secretary shall be responsible for generating the "same-day documentation" as described below.

iv. The Equity Grant Procedures require certain "same-day documentation," consisting of a writing delivered on the date of the Compensation or Executive Committees' meeting that memorializes the grant date, the name of the stock option recipient, and the number of shares subject to the stock option award. The Equity Grant Procedures also provide for the use of standard forms for stock option awards, and require that prompt notification be given to recipients of option awards.

**Periodic Audits.** In March 2007, the Hansen Board adopted a requirement that the Audit Committee ensure that the Internal Audit Department conduct periodic audits of Hansen's compliance with the terms of its stock option plans and Hansen's policies and procedures relating to stock option grants, including the Equity Grant Procedures.

## **B. Additional Corporate Reforms.**

Within sixty (60) days of the entry of the Judgment in the Federal Derivative Action, the Hansen Board will adopt resolutions and amend committee charters to ensure adherence to the additional procedures set forth below.

**Publication of the Equity Grant Procedures.** The Company shall publish the Equity Grant Procedures on its website. Any material amendments to the Equity Grant Procedures shall also be published on the website within thirty (30) days after they take effect, and the Company's annual proxy statement shall refer the reader to the Company's website for a description of the Equity Grant Procedures.

**Form 10-K and 10-Q Filings.** In each of the Company's Form 10-Q and Form 10-K filings, the Company shall disclose for the pertinent quarter or fiscal year the aggregate number of options granted to employees.

**Record-Keeping.** The Company shall maintain records evidencing the grant or approval of stock options, *i.e.*, minutes, unanimous written consents, and stock option agreements, for a period of at least five (5) years from the date on which the option was granted.

**Insider Trading Policy.** The Company's insider trading compliance officer shall report to the Hansen Board at least annually regarding the Company's compliance with its insider trading policy.

**Shareholder Meetings.** During the annual shareholder meeting, shareholders shall have the right, for a reasonable period of time, to ask questions and, where appropriate, receive answers and discussion from the CEO and/or members of the Hansen Board.

**Stock Buy-Back Program.** For a period of fifteen (15) calendar days following an announcement of a Company-funded open stock buy-back program, no director or employee subject to Section 16 of the Exchange Act shall be permitted to sell his or her stock.

**Committee Charters.** The Company shall maintain on its website the committee charters for all standing committees of the Hansen Board that have a charter.

**C. The Two Year Term Commitment.** Pursuant to the Settlement, the Company has agreed that the Corporate Reforms will remain in place for a period of at least two years from the date of their implementation or so long as Hansen's equity securities remain listed on a U.S. securities exchange, whichever period is shorter. The Hansen Board may amend or modify the Corporate Reforms within two years of their implementation only by either (i) a supermajority vote consisting of at least 75% of all directors voting on such amendment or modification, or (ii) order of the Court. The Company shall inform its outside auditors of any such amendment or modification.

In the event that the Company is not in compliance with any provision of this Settlement, the Company shall be entitled to notice and a reasonable opportunity to cure such noncompliance (such cure period to be not less than sixty (60) days) before any relief may be sought from the Court.

This is a summary of the terms set forth in the Stipulation. *See* Section 15 to find out how to obtain additional information.

## **7. Why is there a Settlement?**

The Court has not decided in favor of Plaintiffs or Defendants. Instead, all parties to the Federal and Delaware Derivative Actions agreed to the proposed Settlement.

The Settling Plaintiffs: Based on their review and analysis of the relevant facts and controlling legal principles, Plaintiffs' Counsel believes that the proposed Settlement, as described above and as set forth in detail in the Stipulation, confers substantial benefits upon, and is in the best interests of, the Company. Plaintiffs have agreed to settle pursuant to the terms and provisions of the Stipulation after considering the substantial benefits the Settlement provides.

The Settling Defendants: The Defendants expressly deny and contest: (i) each and every charge of liability against them, individually or collectively, arising out of any of the conduct, statements, acts or omissions alleged in the Federal and State Derivative Actions by each and every Plaintiff, and (ii) that the Company has suffered any damage or harm as the result of any such alleged conduct, statements, acts, or omissions. They nonetheless support the Settlement because they recognize and believe that it is in their and the Company's best interests to resolve the claims asserted in the Federal and State Derivative Actions, considering such factors as the time, expense, and distraction further litigation could cause, and the risks such litigation would entail.

## **8. What is the legal effect if the Court approves the Settlement?**

The full terms of the dismissal of the Federal Derivative Action and the Delaware Derivative Action are set forth in the Stipulation. The following is a summary. If the Court approves the Settlement, the Federal Derivative Action will be dismissed, with prejudice, and upon a Final Judgment in the Federal Derivative Action the parties to the Delaware Derivative Action will then move for a dismissal, with prejudice, of the Delaware Derivative Action.

In addition, as a result of the Settlement, the Plaintiffs, on behalf of themselves and Hansen's Shareholders, and Hansen will release all Released Claims against the Released Persons. The "Released Persons" are the Defendants, Hansen, and their past or present directors, officers, employees, partners, insurers, co-insurers, reinsurers, agents, controlling shareholders, attorneys, personal or legal representatives, predecessors, successors, parents, subsidiaries, divisions, joint ventures, assigns, spouses, heirs, descendants, related or affiliated entities, any entity in which a Defendant or Hansen has a controlling interest, any members of a Defendant's immediate family, any trust of which any Defendant or Hansen is the settler or which is for the benefit of any Defendant or any Defendant's dependents, spouse or family members, and all officers, directors, employees and insurers of Hansen's current and former subsidiaries.

"Released Claims" means any and all claims, debts, demands, rights or causes of action or liabilities (including, but not limited to, any claims based on negligent, grossly negligent, reckless or intentional conduct, or for injunctive or equitable relief, damages, interest, attorneys' fees, expert or consulting fees, and any other costs, expenses or liability), without regard to the subsequent discovery or existence of such different or additional facts, including both known claims and Unknown Claims, whether based on federal, state, local, statutory or common law or any other law, rule or regulation, whether fixed or contingent, suspected or unsuspected, whether

or not concealed or hidden, accrued or un-accrued, liquidated or un-liquidated, at law or in equity, matured or un-matured: (i) that have been asserted or could have been asserted in either the Federal or Delaware Derivative Actions by any of the plaintiffs in those actions, or any of their attorneys, against any of the Released Persons; or (ii) that arise out of or are based upon or relate to the allegations, transactions, facts, matters or occurrences, representations or omissions involved, set forth, or referred to in any of the complaints filed in the Federal and Delaware Derivative Actions.

Plaintiffs in the California Derivative Action are not parties to the Settlement. However, the claims asserted in the California Derivative Action are substantially similar to the claims asserted in the Federal Derivative Action and Delaware Derivative Action and are, in the view of Hansen and the Defendants, encompassed by the definition of Released Claims set forth in the Stipulation. Hansen and the Defendants, upon entry of a Final Judgment dismissing the Federal Derivative Action with prejudice and approving the Settlement, intend to move to dismiss, if necessary, the California Derivative Action under the legal principles of *res judicata*, as well as on any other applicable grounds.

### **ATTORNEYS' FEES AND EXPENSES**

#### **9. How will Plaintiffs' Counsel be paid?**

Lead Plaintiffs' Counsel will make an application to the Court on behalf of all Plaintiffs' Counsel for an award of attorneys' fees, inclusive of expenses, in the amount of \$437,500. This amount was the subject of extensive arm's length negotiations only after the other terms of the Settlement were reached. This Settlement, together with the provisions addressing the amount and payment terms of the attorneys' fee award were agreed to by Hansen and approved by Hansen's Board. This amount, if approved by the Court, will be paid exclusively from insurance proceeds.

### **OBJECTING TO THE SETTLEMENT**

#### **10. What does it mean to object?**

Objecting means telling the Court that you do not like something about the Settlement.

#### **11. How do I tell the Court if I want to object to the Settlement?**

You can object to the Settlement if you dislike any part of it, or if you disagree with Plaintiffs' Counsel's request for attorneys' fees and reimbursement of expenses. You can give reasons why you think the Court should not approve the Settlement or the request for attorneys' fees and expenses. The Court will consider your views. To object, you must send a signed letter or other written submission saying that you object to the Settlement in *In re Hansen Derivative Litigation*, Case No. 07-00037 JFW. Be sure to include your name, address, telephone number, how many Hansen shares you owned as of February 25, 2008, whether you still own those shares, a detailed description of your specific objections to any matter before the Court, and all the grounds for your objections to the Settlement. You must include your most recent brokerage account statement evidencing current ownership of your Hansen shares. You must also include all documents you wish the Court to consider. The objection and any supporting papers must be

(i) filed with the Court; and (ii) served upon Lead Plaintiffs' Counsel (with a copy to the Delaware Derivative Plaintiff's Counsel), and Defendants' and Hansen's Counsel at the addresses provided below no later than April 21, 2008.

Court	Lead Plaintiffs' Counsel	Defendants' and Hansen's Counsel
U.S. Courthouse, Clerk's Office Room G-8, 312 North Spring Street, Los Angeles, CA 90012	Juli E. Farris KELLER ROHRBACK L.L.P. 1201 Third Avenue, Suite 3200 Seattle, WA 98101-3052 (206) 623-1900  -with a copy to-  William B. Federman FEDERMAN & SHERWOOD 10205 N. Pennsylvania Ave. Oklahoma City, OK 73120 (405) 235-1560	Mark T. Dooks BIRD, MARELLA, BOXER, WOLPERT, NESSIM, DROOKS & LINCENBERG, P.C 1875 Century Park East, 23rd Floor Los Angeles, California 90067 (310) 201-2100

No one will be entitled to object to the proposed Settlement, the entry of Final Judgment, any award of attorneys' fees and expenses, or otherwise be heard, except by filing and serving written objections (and, if you wish to be heard at the Settlement Hearing, a written Notice of Intention to Appear, as described at Section 14 below) in the form and manner, and by the date, required by this Notice. If your objection is not received in a timely manner, the Court will not consider it. Any person who fails to object in the manner and by the date required shall be deemed to have waived any objections, and shall forever be barred from raising such objections in this or any other action or proceeding.

Please note that any Objection must be addressed to the Federal District Court in Los Angeles, where the Federal Derivative Action is pending. The Federal District Court will be deciding whether to approve the Settlement as fair, reasonable, adequate and in the best interest of Hansen. The Delaware Chancery Court, where the Delaware Derivative Action is pending, will not be entertaining Objections to the Settlement or deciding whether to approve the Settlement.

**THE COURT'S SETTLEMENT HEARING**

The Court will hold a hearing to decide whether to approve the Settlement. You may attend and you may ask to speak, but you are not required to do so.

**12. When and where will the Court decide whether to approve the Settlement?**

The Court has scheduled a Settlement Hearing on May 5, 2008, at 1:30 p.m. At this hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them. The Court will listen to people who have asked to speak

at the hearing. After the hearing, the Court will decide whether to approve the Settlement. The Court will also decide whether, and in what amount, to award attorneys' fees and expenses to Plaintiffs' Counsel. It is not known how long these decisions will take. The date of the Settlement Hearing may be changed without further notice. Please consult Plaintiffs' Counsel for the most up-to-date information about the Settlement Hearing.

Pending the final determination of whether the Settlement should be approved, the Plaintiffs, Hansen and all Hansen Shareholders are each barred and enjoined from instituting or prosecuting any action that asserts any Released Claim against any Released Parties.

**13. Do I have to go to the settlement hearing?**

No. Lead Counsel in the Federal Derivative Action will answer questions the Court may have. You are, however, welcome to attend at your own expense. If you send an objection, you do not have to go to Court to talk about it. As long as your objection is filed with the Court and served on any one of the Plaintiffs' Counsel and on Defendants' and Hansen's Counsel listed at Section 11 above by April 21, 2008, the Court will consider it. If you wish, you may have your own lawyer attend at your own expense.

**14. May I speak at the hearing?**

You may ask the Court for permission to speak at the Settlement Hearing. To seek permission, you must send a letter or other written request stating that it is your "Notice of Intention to Appear at the Settlement Hearing on the Hansen Derivative Actions." The request must include the names of any witnesses you may call to testify, and identify any documents you intend to introduce into evidence at the Settlement Hearing. Be sure to include your name, address, telephone number, and your signature. Your Notice of Intention to Appear must be received no later than April 21, 2008 by the Clerk of the Court, any one of the Plaintiffs' Counsel, and Hansen's Counsel, at the addresses indicated above in Section 11.

**GETTING MORE INFORMATION**

**15. Are there more details about the Settlement?**

This Notice summarizes the proposed Settlement. The Parties' Stipulation and Agreement of Settlement sets forth the complete terms of the proposed Settlement. You can view the Stipulation, as well as other relevant documents filed in connection with the proposed Settlement, by contacting Plaintiffs' Counsel, or you can inspect the papers filed in the Federal Derivative Action at the office of the Clerk of Court, United States Courthouse, Room G-8, 312 North Spring Street, Los Angeles, CA 90012, during normal business hours.

**SPECIAL NOTICE TO SECURITIES BROKERS AND OTHER NOMINEES**

If you held Hansen stock as of February 25, 2008 for the beneficial interest of a person or organization other than yourself, the Court has directed that, WITHIN TEN DAYS OF YOUR RECEIPT OF THIS NOTICE, you provide to one of Plaintiffs' Counsel and Hansen's Counsel the name and last known address of each person or organization for whom or which you held such stock as of February 25, 2008, preferably electronically in MS Word files, or in an MS

Excel data table setting forth: (1) beneficial holder name, (2) street address, and (3) city/state/zip. All communications concerning the foregoing should also be addressed to one of Plaintiffs' Counsel and to Defendants' and Hansen's Counsel. Nominees may apply to be reimbursed for actual, out-of-pocket expenses incurred in identifying and notifying beneficial owners.

Remember, please do not call the Court or Hansen.

DATE: March 4, 2008