

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

IN RE HANSEN NATURAL CORP.
DERIVATIVE LITIGATION

CASE NO. EDCV 07-00037 JFW
(PLAx)
(*Consolidated with EDCV 06-1393
JFW (PLAx)*)

THIS MATTER PERTAINS TO ALL
CASES

PRELIMINARY APPROVAL ORDER

This matter came before the Court on the application of the parties for approval of the settlement set forth in the Stipulation and Agreement of Settlement dated as of February 25, 2008 (the "Stipulation"). Due and adequate notice having been given to the parties, and the Court having considered the Stipulation and all other papers filed and proceedings had herein, and the parties having consented to the entry of this Order:

NOW, THEREFORE, IT IS HEREBY ORDERED, this **28th day of February, 2008** that:

1. This Order incorporates by reference the definitions in the Stipulation, and all capitalized terms used herein but not otherwise defined shall have the meanings as set forth in the Stipulation, unless stated otherwise.

2. The terms and conditions of the proposed Settlement, as embodied in the Stipulation, are preliminarily approved pending a final hearing on the proposed Settlement as provided herein.

3. A hearing shall be held before the Court on **May 5, 2008, at 1:30 p.m.** (or such adjourned time(s) as the Court may hereafter direct without further notice except to the parties), in Courtroom 16, 312 North Spring Street, Los Angeles, CA 90012 (the "Settlement Hearing") for the purposes of determining whether: (a) to enter a Final Order and Judgment substantially in the form attached as Exhibit B to the Stipulation, approving the Settlement and dismissing the Federal Derivative Action with prejudice, each party to bear his, her or its own costs except as provided for in the Stipulation (the "Judgment"); (b) to approve the Settlement as fair, reasonable, adequate and in the best interest of Hansen; (c) to find that the Lead Federal Derivative Plaintiffs are adequate representatives of Hansen's shareholders; (d) to bar Hansen and Hansen Shareholders from litigating any of the Released Claims against any of the Released Persons; and (e) to approve the application of Lead Plaintiffs' Counsel for an award of attorneys' fees and expenses.

4. Notice of the Settlement, including the date and time of the Settlement Hearing and the application of Plaintiffs' Counsel for fees and expenses (the "Notice"), shall be provided by Hansen to Hansen Shareholders (defined as

shareholders who owned Hansen stock as of February 25, 2008) within fourteen (14) days following the entry of this Order, which Notice shall be substantially in the form of the Notice attached as Exhibit A.1 of the Stipulation.

5. In addition, summary notice, substantially in the form of the Summary Notice attached as Exhibit A.2 of the Stipulation, shall be published in the national edition of the *Investor's Business Daily* not later than fourteen (14) days following the dissemination of the Notice to Hansen Shareholders.

6. Hansen shall be responsible for preparing and for paying all reasonable costs incurred in connection with the Notice and the Summary Notice.

7. At or prior to the Settlement Hearing, counsel for Hansen shall file proof by affidavit of the dissemination of the Notice and publication of the Summary Notice as set forth herein.

8. The Notice and Summary Notice, disseminated in accordance with the provisions of paragraphs 4 and 5 above, are hereby preliminarily found to be reasonable and sufficient under the circumstances, and to comply with the provisions of Rule 23.1 of the Federal Rules of Civil Procedure and the due process requirements of the United States Constitution, and to constitute due and sufficient notice to all persons affected by the proposed Settlement or entitled to participate in the Settlement Hearing.

9. The Court will consider objections to the proposed Settlement or the award of attorneys' fees and expenses at the Settlement Hearing, but only if such objections, and any supporting papers are filed with the Clerk of the Court, United States Courthouse, Courtroom 16, 312 North Spring Street, Los Angeles, CA 90012, no later than **April 21, 2008**, and, by the same date, copies of all such papers are also served on: (i) Lead Plaintiffs' Counsel, with a copy to the Delaware Derivative Plaintiff's Counsel, and (ii) counsel for Defendants and Hansen, at the following addresses:

Lead Plaintiffs' Counsel:

Juli E. Farris
KELLER ROHRBACK L.L.P.
1201 Third Avenue, Suite 3200
Seattle, WA 98101-3052
(206) 623-1900

Counsel for Delaware Derivative Plaintiff:

William B. Federman
FEDERMAN & SHERWOOD
10205 N. Pennsylvania Ave.
Oklahoma City, OK 73120
(405) 235-1560

Counsel for Defendants and Hansen:

Mark T. Drooks
BIRD, MARELLA, BOXER, WOLPERT,
NESSIM, DROOKS & LINCENBERG, P.C
1875 Century Park East, 23rd Floor
Los Angeles, California 90067
(310) 201-2100

Written objections must provide a detailed statement of the objector's specific objections to any matter before the Court and all the grounds therefor, and must include all documents such person wishes the Court to consider, as well as a statement specifying the objector's name, address, telephone number, how many shares of Hansen stock the objector owned as of November 9, 2006, and whether such person still owns any such Hansen shares. Any person who fails to object in the prescribed manner and by the date requested shall be deemed to have waived any objections and shall be forever barred from raising such objections in this or any other action or proceeding relating to the aforementioned Settlement and any of the Released Claims.

10. Any Hansen Shareholder may appear at the Settlement Hearing, in person or by counsel, and show cause, if any: why the proposed Settlement should not be approved as either fair, reasonable, and adequate or in the best interests of Hansen; why attorneys' fees and expenses should not be awarded in the amount requested by Plaintiffs' Counsel; or why the Judgment should not be entered; provided, however, that no such person shall be heard or be entitled to contest the approval of the terms and conditions of the proposed Settlement, the fees or expenses requested, or, if approved, the Judgment to be entered approving the same, unless by **April 21, 2008**, that person has served, by hand or by first class mail: (i) a notice of intention to appear; (ii) a declaration or affidavit

specifying that person's name, address, telephone number, how many shares of Hansen stock that person owned as of February 25, 2008, with a copy of an account statement demonstrating such ownership, as well as an account statement demonstrating that such person still owns such Hansen shares; (iii) a statement of such person's position with respect to such matter or matters and the reasons for such person desiring to appear and be heard, as well as all documents and writings which such person desires the Court to consider, and the names of all witnesses such person desires to present at the hearing, along with a statement of the matters on which such witnesses will testify and a summary of their proposed testimony, upon Lead Plaintiff's Counsel, with a copy to Delaware Derivative Plaintiff's Counsel, and on counsel for Defendants and Hansen listed in paragraph 9 above, and filed said materials with the U.S. Courthouse, Clerk's Office, Room G-8, 312 North Spring Street, Los Angeles, CA 90012.

11. Nominees who hold Hansen stock and receive the Notice shall send the Notice to all beneficial holders of Hansen stock within ten (10) days after receipt thereof, or shall send a list of names and addresses of such beneficial holders to Lead Plaintiffs' Counsel and for Defendants and Hansen, as set forth in the Notice. Nominees may apply for, and shall be reimbursed for, their actual, out-of-pocket expenses incurred in identifying and notifying beneficial holders in accordance with the provisions of the Notice.

12. The Court reserves the right to approve the Stipulation with modifications agreed to by the parties and without further notice to any Hansen Shareholder, and retains jurisdiction over the Federal Derivative Action to consider all further applications arising out of or connected with the proposed Settlement.

13. Pending final determination of whether the proposed Settlement should be approved, neither Hansen, the Plaintiffs nor any Hansen Shareholder shall commence or prosecute any action or proceeding in any court or tribunal asserting any of the Released Claims.

IT IS SO ORDERED.

Dated: February 28, 2008

ENTER: _____


Hon. John F. Walter
United States District Judge