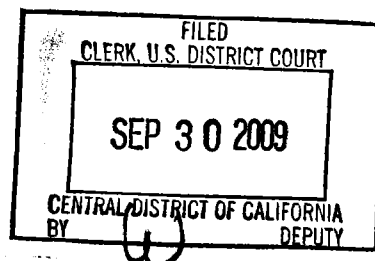


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8 Lead Federal Derivative Plaintiffs' Counsel
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UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

IN RE BROADCOM CORPORATION)
DERIVATIVE LITIGATION)

Master File No. CV06-3252 R (CWx)

**AMENDED ORDER
PRELIMINARILY APPROVING
DERIVATIVE SETTLEMENT AND
PROVIDING FOR NOTICE**

EXHIBIT A

1 WHEREAS, the Settling Parties have made application, pursuant to Federal
2 Rule of Civil Procedure 23.1, for an order approving the settlement (the
3 "Settlement") of the Federal Derivative Action, in accordance with a Stipulation and
4 Agreement of Partial Settlement dated August 20, 2009 (the "Stipulation"), which,
5 together with the Exhibits annexed thereto, sets forth the terms and conditions for a
6 proposed settlement;

7 WHEREAS, all capitalized terms contained herein shall have the same
8 meanings as set forth in the Stipulation and the Exhibits annexed thereto (in addition
9 to those capitalized terms defined herein); and

10 WHEREAS, the Court having read and considered the Stipulation and the
11 Exhibits annexed thereto:

12 **NOW THEREFORE, IT IS HEREBY ORDERED:**

13 1. The Court does hereby preliminarily approve, subject to further
14 consideration at the Settlement Hearing described below, the Stipulation and the
15 Settlement set forth therein, including the terms and conditions for partial settlement
16 of the Federal Derivative Action.

17 2. A hearing (the "Settlement Hearing") shall be held before this Court on
18 December 14, 2009 at 10:00 a.m. at the United States Courthouse, 312 North Spring
19 Street, Courtroom 8, Los Angeles, California to determine: (i) whether the
20 Settlement of the Federal Derivative Action on the terms and conditions provided
21 for in the Stipulation is fair, reasonable and adequate to Broadcom shareholders and
22 to Broadcom and should be approved by the Court; and (ii) whether a Judgment as
23 provided in ¶ V.A.(9) of the Stipulation should be entered herein. The Court may
24 adjourn the Settlement Hearing or modify any of the dates set forth herein without
25 further notice to Broadcom shareholders.

26 3. The Court approves, as to form and content, the Notice of Proposed
27 Settlement of Shareholder Derivative Action and Hearing ("Notice") annexed as
28 Exhibit A-1 hereto and the Summary Notice of Proposed Settlement of Derivative

1 Action ("Summary Notice") annexed as Exhibit A-2 hereto, and finds that the
2 publication of these notices, substantially in the manner and form set forth in this
3 Order, meet the requirements of Federal Rule of Civil Procedure 23.1 and due
4 process, and are the best notice practicable under the circumstances and shall
5 constitute due and sufficient notice to all Persons entitled thereto.

6 4. The firm of Kinsella Media, LLC ("Notice Administrator") is hereby
7 appointed to supervise and administer the notice procedure as more fully set forth
8 below:

9 (a) Not later than October 8, 2009, the Notice shall be published as a
10 Current Report on Form 8-K filed with the Securities and Exchange Commission
11 and shall be published on Broadcom's company website.

12 (b) Not later than October 8, 2009, the Summary Notice shall be
13 published once in *Investor's Business Daily* and the *Wall Street Journal*.

14 (c) At least seven (7) calendar days prior to the Settlement Hearing,
15 Lead Federal Derivative Plaintiffs' Counsel shall serve on counsel for the Individual
16 Defendants in the Federal Derivative Action and file with the Court proof, by the
17 Notice Administrator's affidavit or declaration, of such publishing.

18 5. All Current Broadcom Shareholders shall be bound by all orders,
19 determinations and judgments in the Federal Derivative Action concerning the
20 Settlement, whether favorable or unfavorable to the Current Broadcom
21 Shareholders.

22 6. Pending final determination of whether the Settlement should be
23 approved, no Current Broadcom Shareholder, either directly, representatively, or in
24 any other capacity, shall commence or prosecute against any of the Released
25 Persons, any action or proceeding in any court or tribunal asserting any of the
26 Released Claims.

27 7. Pending final determination of whether the Settlement should be
28 approved, all proceedings and discovery in the Federal Derivative Action and the

1 Class Action, save for proceedings relating to the Stipulation and the Settlement or
2 any future settlement in either action, shall be stayed.

3 8. All papers in support of the Settlement shall be filed with the Court and
4 served on or before November 2, 2009.

5 9. All papers in response to any objection to the Settlement shall be filed
6 with the Court and served on or before November 16, 2009.

7 10. Any Current Broadcom Shareholder may appear and show cause, if he,
8 she or it has any reason why the Settlement of the Federal Derivative Action should
9 not be approved as fair, reasonable and adequate, or why a Judgment should not be
10 entered thereon, provided, however, that no Current Broadcom Shareholder shall be
11 heard or entitled to contest the approval of the terms and conditions of the
12 Settlement, or, if approved, the Judgment to be entered thereon approving the same,
13 unless that Person has, on or before November 9, 2009, filed with the Clerk of the
14 Court and served on each of the following counsel (delivered by hand or sent by
15 first class mail) written objections, copies of any papers and briefs in support
16 thereof, and a sworn statement attesting to the date of purchase by such beneficial
17 owner of his, her or its Broadcom common stock and his, her or its continued
18 ownership thereof:

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Attorneys for Nominal Defendant Broadcom Corporation

The written objections and copies of any papers and briefs in support thereof to be filed in Court shall be delivered by hand or sent by first class mail to:

CLERK OF THE COURT
UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION
312 North Spring Street
Los Angeles, CA 90012

Any Current Broadcom Shareholder who does not make his, her or its objection in the manner provided herein shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness, reasonableness or adequacy of the Settlement as incorporated in the Stipulation, but shall otherwise be bound by the Judgment to be entered and the releases to be given.

1 11. Neither the Stipulation, nor any of its Exhibits, terms or provisions, nor
2 any of the negotiations or proceedings connected with it, shall be deemed, used or
3 construed as an admission or concession by the Released Persons or Broadcom or
4 any of them, or as evidence, of the truth or validity of any of the allegations in the
5 Federal Derivative Action, or of any liability, fault, or wrongdoing of any kind.

6 12. The Court reserves the right to adjourn the date of the Settlement
7 Hearing or modify any other dates set forth herein without further notice to the
8 Current Broadcom Shareholders, and retains jurisdiction to consider all further
9 applications arising out of, based upon or related to the Settlement. The Court may
10 approve the Settlement, with such modifications as may be agreed to by the Settling
11 Parties, if appropriate, without further notice to the Current Broadcom Shareholders.

12 **IT IS SO ORDERED.**

13
14 DATED: Sept. 30, 2009



THE HON. MANUEL L. REAL
UNITED STATES DISTRICT JUDGE