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IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In Re:)	No. 03 C 00287
MOTOROLA SECURITIES LITIGATION)	Judge Rebecca R. Pallmeyer

PRELIMINARY ORDER FOR NOTICE AND HEARING IN CONNECTION
WITH SETTLEMENT PROCEEDINGS

WHEREAS, on May 30, 2007, the parties to the above-entitled action (the "Action") entered into a Stipulation of Settlement (the "Stipulation") which is subject to review under Rule 23 of the Federal Rules of Civil Procedure and which, together with the exhibits thereto, sets forth the terms and conditions for the proposed settlement of the Action on the merits and with prejudice; and

WHEREAS, pursuant to Rules 23(a) and 23(b)(3) of the Federal Rules of Civil Procedure and by Order dated March 21, 2005, this Action was certified as a class action on behalf of all persons who purchased publicly traded Motorola, Inc. common stock and five classes of registered Motorola bonds between February 3, 2000 and May 14, 2001, inclusive ("Motorola Securities"). Excluded from the Class are defendants herein, members of the Individual Defendants' immediate families, any subsidiary, affiliate, or control person of any such person or entity, the officers of Motorola and the legal representatives, heirs, successors, or assigns, of any such excluded party. A notice of the pendency of this Action as a class action (the "Notice of Pendency") dated January 6, 2006 was mailed to Class Members (as defined herein) beginning on January 6, 2006 and a summary notice was published in the national and European editions of *The Wall Street Journal* and over the national and European distribution of a global business-oriented newswire service on January 10, 2006. Pursuant to the Notice of Pendency previously

given to the members of the Class, Class Members were given the opportunity to exclude themselves from the Class. 305 persons and entities elected to request exclusion from the Class. Those persons and entities are listed on Appendix 1 to Exhibit B of the Stipulation and will be excluded from the Class; and

WHEREAS, the Court having read and considered the Stipulation and the accompanying exhibits and appendices thereto; and having reviewed the papers submitted by the parties in support of the requested preliminary approval; and the parties to the Stipulation having consented to the entry of this Order; and all capitalized terms used herein having the meanings defined in the Stipulation;

NOW, THEREFORE, IT IS HEREBY ORDERED, this 18th day of June, 2007, that:

1. The Court does hereby preliminarily approve the Stipulation and the Settlement set forth therein, including the establishment and funding of the Settlement Account, subject to further consideration at the Settlement Fairness Hearing described below.
2. A hearing (the "Settlement Fairness Hearing") pursuant to Rule 23(e) of the Federal Rules of Civil Procedure is hereby scheduled to be held before the Court on September 7, 2007, at 10:00 a.m. for the following purposes:
 - (a) to determine whether the proposed Settlement is fair, reasonable, and adequate, and should be finally approved by the Court;
 - (b) to determine whether the Order and Final Judgment as provided under the Stipulation should be entered, dismissing the Complaint filed herein, on the merits and with prejudice, and to determine whether the releases, as set forth in the Stipulation, should be approved;
 - (c) to determine whether the proposed Plan of Allocation for the proceeds of the Settlement is fair and reasonable, and should be approved by the Court;

- (d) to consider Lead Counsel's application for an award of attorneys' fees, costs and expenses; and awards to the Lead Plaintiff and to the six Class Witnesses who were deposed in this Action; and
- (e) to rule upon such other matters as the Court may deem appropriate.

3. The Court reserves the right to approve the Settlement with or without modification. The Court further reserves the right to enter its Order and Final Judgment approving the Stipulation and dismissing the Complaint on the merits and with prejudice regardless of whether it has approved the Plan of Allocation or awarded attorneys' fees and expenses.

4. The Court approves the form, substance and requirements of the Notice of Proposed Settlement of Class Action, Request for Attorneys' Fees and Settlement Fairness Hearing (the "Settlement Notice") and the Proof of Claim form, annexed hereto as Appendix 1 and Appendix 2, respectively.

5. The Court approves the appointment of Complete Claims Solutions, Inc., as the Claims Administrator. The Claims Administrator shall cause the Settlement Notice and the Proof of Claim, in all material respects in the form annexed hereto, to be mailed, by first class mail, postage prepaid, on or before July 9, 2007, to all Class Members who can be identified with reasonable effort, including all persons who were previously mailed the Notice of Pendency other than those persons who previously and effectively requested exclusion as set forth in Appendix 1 to Exhibit B of the Stipulation. If it has not done so as of the date of this Order, within five days hereof, Administar Services Group, Inc., shall provide to the Claims Administrator all documents, records and information concerning or constituting the names, addresses, telephone numbers, email addresses of any Class members, including any correspondence with such Class members. Any data or information currently maintained

electronically shall be provided by Administar Services Group, Inc. in electronic format. To the extent it is determined that any nominee purchaser has not already identified all beneficial owners who purchased Motorola Securities during the Class Period, the Claims Administrator shall use reasonable efforts to give notice to such nominee purchasers such as brokerage firms and other persons or entities who purchased Motorola Securities during the Class Period as record owners but not as beneficial owners. Such nominee purchasers are directed, within seven (7) days of their receipt of the Settlement Notice, either to forward copies of the Settlement Notice and Proof of Claim to such previously unidentified beneficial owners, or to provide the Claims Administrator with lists of the names and addresses of such beneficial owners, and the Claims Administrator is ordered to send the Settlement Notice and Proof of Claim promptly to such identified beneficial owners. Nominee purchasers who elect to send the Settlement Notice and Proof of Claim to previously unidentified beneficial owners shall send a statement to the Claims Administrator confirming that the mailing was made as directed. Additional copies of the Settlement Notice shall be made available to any record holder requesting such for the purpose of distribution to beneficial owners, and such record holders shall be reimbursed, upon receipt by the Claims Administrator of proper documentation, for the reasonable expense of sending the Settlement Notices and Proofs of Claim to beneficial owners. Lead Counsel shall, at or before the Settlement Fairness Hearing, file with the Court proof of mailing of the Settlement Notice and Proof of Claim.

6. The Court approves the form of Publication Notice of the proposed Settlement in all material respects in the form and content annexed hereto as Appendix 3 and directs that Lead Counsel shall cause the Publication Notice to be published once in the national and European editions of *The Wall Street Journal* and over the National and European distribution of a global

business-oriented newswire service within ten days of the mailing of the Settlement Notice. Lead Counsel shall, at or before the Settlement Fairness Hearing, file with the Court proof of publication of the Publication Notice.

7. The form and content of the Settlement Notice, and the method set forth herein of notifying the Class of the Settlement and its terms and conditions, meet the requirements of Rule 23 of the Federal Rules of Civil Procedure, Section 21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-4(a)(7) as amended by the Private Securities Litigation Reform Act of 1995, and due process, constitute the best notice practicable under the circumstances, and shall constitute due and sufficient notice to all persons and entities entitled thereto.

8. In order to be entitled to participate in the Net Settlement Fund, in the event the Settlement is effected in accordance with the terms and conditions set forth in the Stipulation, each Class Member shall take the following actions and be subject to the following conditions:

- (a) A properly executed Proof of Claim (the "Proof of Claim"), in all material respects in the form attached hereto as Appendix 2, must be submitted to the Claims Administrator, at the Post Office Box indicated in the Settlement Notice, postmarked not later than November 7, 2007. Such deadline may be further extended by Court Order. Each Proof of Claim shall be deemed to have been submitted when postmarked (if properly addressed and mailed by first class mail, postage prepaid) provided such Proof of Claim is actually received prior to the motion for an order of the Court approving distribution of the Net Settlement Fund. Any Proof of Claim submitted in any other manner shall be deemed to have been submitted when it was actually received at the address designated in the Settlement Notice. Any Class Member who does not timely submit a Proof of Claim within the time provided for shall be barred from sharing in the distribution of the proceeds of the Net Settlement Fund, unless otherwise ordered by the Court;
- (b) The Proof of Claim submitted by each Class Member must satisfy the following conditions: (i) it must be properly completed, signed and submitted in a timely manner in accordance with the provisions of the preceding subparagraph; (ii) it must be accompanied by adequate supporting documentation as designated in the Proof of Claim, including proof of the transactions claimed, or such other documents or proofs as the

Claims Administrator, in its discretion, may deem acceptable; (iii) if the person executing the Proof of Claim is acting in a representative capacity, the Proof of Claim must include evidence of that person's current authority to act on behalf of the Class Member; and (iv) the Proof of Claim must be complete and contain no material deletions or modifications of any of the printed matter contained therein and must be signed under penalty of perjury; and,

- (c) As part of the Proof of Claim, each Class Member shall submit to the jurisdiction of the Court with respect to the claim submitted, and shall (subject to effectuation of the Settlement) release all Settled Claims as provided in the Stipulation.

9. Regardless of whether they submit a Proof of Claim, all Class Members shall be bound by all determinations and judgments in this Action, whether favorable or unfavorable, unless such persons are listed on Appendix 1 to Exhibit B of the Stipulation as having previously and effectively requested exclusion from the Class. The persons and entities who previously and effectively requested exclusion from the Class in response to the Notice of Pendency of Class Action are excluded from the Class and shall not be entitled to submit any Proof of Claim forms and shall not be entitled to receive any payment out of the Net Settlement Fund as described in the Stipulation and in the Settlement Notice.

10. The Notice of Pendency provided Class members with an opportunity to exclude themselves from the Class and certain Class Members did so. The Court finds pursuant to Rule 23(b)(3) of the Federal Rules of Civil Procedure that no further opportunity for Class Members to exclude themselves from the Class is required or necessary.

11. The Court will consider comments and/or objections to the Settlement, the Plan of Allocation, or the award of attorneys' fees and reimbursement of costs and expenses or awards to Lead Plaintiff and the six Class Witnesses only if such comments or objections and any supporting papers are filed in writing with the Clerk of the Court, United States District Court, Everett McKinley Dirksen Building, Room 2119, 219 South Dearborn Street, Chicago, Illinois

60604, and copies of all such papers are served, on or before August 14, 2007, upon each of the following:

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ARNOLD & PORTER LLP
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On behalf of Defendants

- and -

Allyn Z. Lite
Bruce D. Greenberg
LITE DEPALMA GREENBERG
& RIVAS LLC
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Newark, New Jersey 07102
Telephone: (973) 623-3000
Facsimile: (973) 623-0858

*Lead Counsel for Lead Plaintiff
and the Class*

Attendance at the Settlement Fairness Hearing is not necessary; however, persons wishing to be heard orally in opposition to the approval of the Settlement, the Plan of Allocation, the request for attorneys' fees and/or for the reimbursement of costs and expenses to Lead Counsel, and/or the requested awards to the Lead Plaintiff or the Class Witnesses are required to indicate in their written objection their intention to appear at the hearing. Persons who intend to object to the Settlement, the Plan of Allocation, and/or counsel's application for an award of attorneys' fees and costs and expenses and desire to present evidence at the Settlement Fairness Hearing must provide in their written objections (i) the name and address of the person, persons or entity making the objection, (ii) the Motorola Securities purchased during the Class Period by the objector, and the dates, prices and number of securities purchased, and (iii) any arguments,

information or evidence that supports their objection. Any Class Member who does not make his, her or its objection within the time and in the manner provided shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness or adequacy of the proposed Settlement as incorporated in the Stipulation, the award of attorneys' fees and reimbursement of costs and expenses to Lead Counsel, the requested awards to the Lead Plaintiff and the Class Witnesses, unless otherwise ordered by the Court. Class Members do not need to appear at the hearing or take any other action to indicate their approval.

12. Pending final determination of whether the Settlement should be approved, the Lead Plaintiff, all Class Members, and each of them, and anyone who acts or purports to act on their behalf, shall not institute, commence, continue or prosecute any action which asserts any Settled Claims against any Released Party (except that this provision shall not prevent any derivative plaintiff in an action from continuing to assert such derivative claim or prevent further prosecution of the ERISA Litigation) through the Court's ruling on this Settlement, except as to any proceedings relating to the matters herein.

13. As provided in paragraph 5 of the Stipulation, the reasonable costs of distributing the Settlement Notice or publishing the Publication Notice, may be withdrawn from the Gross Settlement Fund without further approval from the Court.

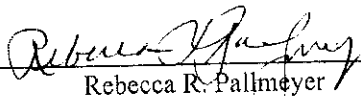
14. If any specified condition to the Settlement set forth in the Stipulation is not satisfied and therefore Lead Counsel or Defendants' Counsel elects to terminate the Settlement as provided in paragraph 21 of the Stipulation, then, in any such event, the Stipulation, including any amendment(s) thereof, and this Preliminary Order, except for paragraph 13 herein, shall be null and void, of no further force or effect, and without prejudice to any party, and may not be introduced as evidence or referred to in any actions or proceedings by any person or entity, and

each party shall be restored to his, her or its respective position as it existed on the date of the Stipulation.

15. All funds held in the Settlement Account shall remain subject to the continuing jurisdiction of the Court, until such time as such funds shall be distributed or returned pursuant to the Stipulation and/or further order(s) of the Court.

16. The Court retains exclusive continuing jurisdiction over the Action to consider all further matters arising out of or connected with the Settlement.

Dated: Chicago, Illinois
June 18, 2007


Rebecca R. Pallmeyer