

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

IN RE SONUS NETWORKS, INC.
SECURITIES LITIGATION-II

Civil Action No. 06-CV-10040 (MLW)

**PETITION FOR (1) AN AWARD OF ATTORNEY'S FEES,
(2) A CASE CONTRIBUTION AWARD TO LEAD PLAINTIFF,
AND (3) REIMBURSEMENT OF EXPENSES**

Pursuant to Rules 23(h) and 54(d)(2) of the Federal Rules of Civil Procedure, and 15 U.S.C § 78u-4(a)(4), Wolf Popper LLP, Court-appointed Lead Counsel for Lead Plaintiff and the Settlement Class, respectfully files this petition, on behalf of all Plaintiffs' Counsel, for an Order awarding attorney's fees in the amount of seventeen percent (17%) of the Settlement Benefit, and awarding a case contribution award to Lead Plaintiff in the amount of \$9,680.00 reimbursing litigation expenses incurred to date in the amount of \$34,506.26.

In support of this petition, Lead Counsel and Lead Plaintiff rely on a memorandum of law and the Declaration of James A. Harrod, with exhibits, filed contemporaneously herewith, and all prior papers and proceedings in this Action.

By Order dated February 4, 2009, this Court scheduled a Fairness Hearing for June 16, 2009 at 3:00 p.m. to consider this petition and related matters.

A proposed Order is annexed hereto for the Court's consideration.

Dated: April 17, 2009

Respectfully submitted,

WOLF POPPER LLP

By: /s/ James A. Harrod (pro hac vice)

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Plaintiffs' Local Counsel

Certification Pursuant to Local Rule 7.1(A)(2)

Pursuant to Local Rule 7.1(A)(2), Lead Counsel for Lead Plaintiff certifies that they have conferred with Defendants' counsel concerning the issues presented by this petition. Defendants have advised Lead Counsel that they take no position with respect to the relief sought herein.

/s/ James A. Harrod

James A. Harrod (*pro hac vice*)

CERTIFICATE OF SERVICE

I, James A. Harrod, hereby certify that on April 17, 2009, I caused a true copy of the foregoing document to be served electronically via the Court's Electronic Filing System upon all counsel of record.

Dated: April 17, 2009

/s/ James A. Harrod

James A. Harrod

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

IN RE SONUS NETWORKS, INC.
SECURITIES LITIGATION-II

Civil Action No. 06-CV-10040 (MLW)

**[PROPOSED] ORDER GRANTING PETITION FOR
AN AWARD OF ATTORNEY'S FEES, A CASE CONTRIBUTION
TO LEAD PLAINTIFF, AND REIMBURSEMENT OF EXPENSES**

WHEREAS:

A. Lead Counsel, on behalf of all Plaintiffs' Counsel, has filed a Petition for an Award of Attorney's Fees and Reimbursement of Expenses;

B. This Court entered an Order Preliminarily Approving Settlement and Providing for Notice to the Settlement Class, dated February 4, 2009, (the "Order for Notice and Hearing"), preliminarily approving the proposed Settlement, directing individual and publication notice to potential Settlement Class Members, scheduling a hearing for June 16, 2009 (the "Fairness Hearing"), and providing Settlement Class Members with an opportunity to object to, *inter alia*, the Petition for an (1) Award of Attorney's Fees, (2) a Case Contribution Award to Lead Plaintiff, (3) Reimbursement of Expenses (the "Petition"), and to be heard concerning such objections;

C. Notice has been provided to the members of the Settlement Class in accordance with the Order for Notice and Hearing, as evidenced by the Affidavit of Peter M. Craig In Connection With Notice By Mailing and Publication;

D. The Notice disseminated to Settlement Class Members in accordance with the Order for Notice and Hearing disclosed the maximum attorney's fee Lead Counsel would seek, the maximum case contribution award Lead Plaintiff would seek, and the approximate amount of expenses for which Lead Counsel would seek reimbursement;

E. Pursuant to the Order for Notice and Hearing and as set forth in the Notice, any objections to the Petition had to be filed and served by May 15, 2009.

F. The Court held the Fairness Hearing on June 16, 2009 and has determined that the proposed Settlement of the Action on the terms and conditions provided in the Settlement Agreement are fair, reasonable, and adequate and should be approved by the Court, and entered the Final Judgment as provided for in the Stipulation of Settlement; and

WHEREAS, the Court, having considered all matters submitted to it at the Fairness Hearing, along with all prior submissions by the Parties to the Settlement and others, and otherwise having determined the fairness and reasonableness of the Petition.

NOW, THEREFORE, IT IS HEREBY ORDERED:

1. This Order incorporates by reference the definitions in the Stipulation of Settlement, and all terms used herein shall have the same meanings as set forth in the Stipulation of Settlement.

2. This Court has jurisdiction over the subject matter of the Petition and all matters relating thereto, including all members of the Settlement Class.

3. Due and adequate notice of the maximum attorney's fee Lead Counsel would request, the maximum Case Contribution Award Lead Plaintiff would request, and the approximate amount of expenses for which Lead Counsel would seek reimbursement, were

directed to all persons who were reasonably identifiable Settlement Class members, advising them of their right to object thereto.

4. Lead Counsel, on behalf of all Plaintiffs' Counsel, are awarded attorney's fees of \$_____, representing _____ percent (_____ %) of the Settlement Benefit of \$9.6 million, plus interest at the same rate as earned by the Settlement Fund, which shall be paid out of the Settlement Fund. This award of attorney's fees is reasonable, and represents a reasonable percentage of the Settlement Fund, in view of the applicable legal principles and the particular facts and circumstances of this action.

5. Lead Counsel, on behalf of all Plaintiffs' Counsel, are awarded reimbursement of expenses in the aggregate amount of \$_____, which shall be paid out of the Settlement Fund. These expenses are fair, reasonable and were necessarily incurred in connection with the prosecution and settlement of this litigation.

6. Lead Plaintiff, in recognition of its efforts on behalf of the Settlement Class and as an "award of reasonable cost and expenses (including lost wages) directly related to the representation of the Settlement Class" as provided for in 15 U.S.C. § 78u-4(a)(4), is awarded \$_____; which shall be awarded out of the Settlement Fund. This award is reasonable and represents a fair and reasonable amount in view of the applicable legal principles and benefit obtained for the Settlement Class.

7. The attorney's fees, case contribution award and expenses approved by the Court in paragraphs 4, 5 and 6 hereof (the "Fee and Expense Award") shall be payable from the Settlement Fund to Lead Counsel, on behalf of all Plaintiffs' Counsel and the Lead Plaintiff, immediately upon entry of this Order, notwithstanding the existence of any potential appeal or collateral attack on this Order.

8. Lead Counsel shall thereafter allocate the Fee and Expense Award payable as follows: (a) the attorneys' fees approved in paragraph 4 hereof among all Plaintiffs' Counsel in a manner that, in Lead Counsel's good-faith judgment, reflects such counsel's contribution to the institution, prosecution, or resolution of the Action; (b) the expenses approved in paragraph 5 hereof, among each Plaintiffs' Counsel and Lead Plaintiff as approved by the Court, and (c) the Case Contribution Award approved in paragraph 6 hereof, to lead Plaintiff.

9. The Court hereby retains and reserves jurisdiction over all matters relating to the administration, consummation, enforcement, and interpretation of the Stipulation of Settlement, and for any other necessary purpose, including, but not limited to, any distribution to Authorized Claimants under the terms and conditions of the Stipulation of Settlement and pursuant to further orders of this Court.

IT IS SO ORDERED.

Dated: _____, 2009

HON. MARK L. WOLF
CHIEF UNITED STATES DISTRICT JUDGE