

**UNITED STATES DISTRICT COURT  
FOR THE CENTRAL DISTRICT OF CALIFORNIA**

IN RE DDi CORP. SECURITIES LITIGATION	)	No. CV-03-7063-SGL (SHx)
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**NOTICE OF PENDENCY AND PROPOSED SETTLEMENT OF CLASS ACTION**

**This Notice provides you with important information in connection with the settlement of a lawsuit concerning DDi Corp. (“DDi”). Your rights may be affected by this Notice. If you wish to recover money you must act by April 6, 2007. You should read this Notice carefully.**

**TO: ALL PERSONS AND ENTITIES WHO PURCHASED SHARES OF DDI COMMON STOCK IN DDI’S FEBRUARY 14, 2001 PUBLIC OFFERING FOR \$23.50 PER SHARE (THE “SETTLEMENT CLASS”).**

A federal court authorized this notice. This is not a solicitation from a lawyer.

- The Settlement will provide a four million three hundred and fifty thousand dollar (\$4,350,000) settlement fund (the “Settlement Fund”) for the benefit of persons and entities who purchased shares of DDi common stock in DDi’s February 14, 2001 public offering for \$23.50 per share.
- The Settlement resolves class litigation (the “Action”) over allegations as to whether DDi’s January 31, 2001 registration statement and prospectus, and the amendments thereto (the “February Prospectus”), contained misrepresentations and omissions of material information concerning DDi’s customer base, market conditions, financial results, business focus and future prospects, and whether these alleged misrepresentations and omissions inflated the price of DDi’s common stock issued during the Company’s February 14, 2001 public offering (the “February Offering”), causing financial injury to members of the Settlement Class.
- Your legal rights are affected whether you act, or do not act. Read this notice carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT:	
<b>SUBMIT A CLAIM FORM</b>	The only way to receive a payment.
<b>EXCLUDE YOURSELF</b>	Receive no payment. This is the only option that allows you to ever be part of any other lawsuit against Defendants (defined below) and the other Released Persons (defined below) about the legal claims being released in this case.
<b>OBJECT</b>	Write to the Court about why you do not like the Settlement, Plan of Allocation or application for attorneys’ fees and reimbursement of expenses.
<b>GO TO A HEARING</b>	Ask to speak in Court about the fairness of the Settlement.
<b>DO NOTHING</b>	You will receive no payment, and give up your right to file your own lawsuit or participate in any other lawsuit against Defendants and the other Released Persons concerning the legal claims being released in the Action.

- These rights and options – **and the deadlines to exercise them** – are explained in this Notice.
- The Court in charge of this Action still must decide whether to approve the Settlement. Payments will be made if the Court approves the Settlement, the Settlement becomes final, after the resolution of any appeals, and after the claims processing procedure is complete. Please be patient. This process may take some time.

**SUMMARY NOTICE**

Statement of Plaintiffs’ Recovery

Pursuant to the Settlement described herein, a Settlement Fund consisting of \$4,350,000 in cash, plus interest, has been established. The Settlement represents an average recovery of \$.73 per damaged share (for the 6 million shares of common stock issued by the Company during its February Offering which may have been damaged as a result of the purported acts or omissions alleged in the Action.) This average is an estimate, calculated before deduction of Court-awarded attorneys’ fees and expenses. A Settlement Class Member’s actual recovery will be a proportion of the Net Settlement Fund determined by that claimant’s Recognized Claim as compared to the total Recognized Claims of all Settlement Class Members who submit acceptable Proof of Claim and Release forms.

An individual Settlement Class Member may receive more or less than this average amount depending on: (1) the number of claims filed; (2) when the Settlement Class Members sold their shares; (3) administrative costs, including the costs of notice, for the lawsuit; and (4) the amount awarded by the Court for attorneys' fees and reimbursement of expenses.

Statement of Potential Outcome of Case

The parties disagree regarding both liability and damages and do not agree on the average amount of damages per share that would be recoverable if Plaintiffs were to have prevailed on each claim alleged. Defendants deny that they are liable to the Plaintiffs or the Settlement Class and deny that Plaintiffs or the Settlement Class have suffered any damages.

Statement of Attorneys' Fees and Costs Sought

Lead Counsel is moving the Court for an award of attorneys' fees from the Settlement Fund not to exceed twenty-five percent (25%), and reimbursement of expenses of no greater than \$150,000 plus interest on such amounts. The requested fees and expenses would amount to an average of \$.20 per damaged share in total for fees and expenses. Lead Counsel has expended considerable time and effort in the prosecution of this Action on a contingent fee basis, and has advanced the expenses of litigation with the expectation that if it were successful in recovering money for the Settlement Class, it would receive fees and be reimbursed for its expenses from the recovery. In this type of litigation it is customary for counsel to be awarded a percentage of the common fund recovery as their attorneys' fees.

Further Information

Further information regarding the class action and this Settlement may be obtained by contacting Lead Counsel: Andrew L. Zivitz or Kay E. Sickles, Schiffrin & Barroway, LLP, 280 King of Prussia Road, Radnor, PA 19087, Telephone: 610-667-7706.

Reasons for the Settlement

The principal reason for the Settlement is to provide a benefit to the Settlement Class now. This benefit must be compared to the risk that no recovery might be achieved after a contested trial and likely appeals, possibly years into the future. While Lead Counsel was prepared to go to trial and was confident in its ability to present a case, it recognizes that a trial is a risky proposition and that Plaintiffs and the Settlement Class might not have prevailed on all their claims. The claims advanced by the Settlement Class involve numerous complex legal and financial issues, requiring extensive expert testimony, which would add considerably to the expense and duration of the Action. Even after extensive investigation and discovery, questions remain regarding the extent of Defendants' liability, if any, the extent a jury might find them liable, if at all, and the true measure of the Settlement Class' damages, if any. In particular, because the decline in the price of DDi common stock might have been subject to industry-wide market factors that were driving down the stock prices of many companies in this sector, there existed a substantial risk that Plaintiffs may not have been able to prove to a jury that the majority of Plaintiffs' losses were due to Defendants' allegedly false and misleading statements.

In agreeing to this Settlement, Defendants do not concede any infirmities in their defenses to the claims asserted, or that the claims are valid or have merit. Defendants have denied and continue to deny each and all of the claims and contentions alleged by the Plaintiffs in the Action. Defendants expressly have denied and continue to deny all charges of wrongdoing or liability against them arising out of any of the conduct, statements, acts or omissions alleged, or that could have been alleged, in the Action. Defendants have also denied and continue to deny, *inter alia*, the allegations that Plaintiffs or the Settlement Class have suffered damages, that the price of DDi common stock was artificially inflated by reasons of the alleged misrepresentations, omissions or otherwise, and that the Plaintiffs or the Settlement Class were harmed by the conduct alleged in the Second Amended Consolidated Complaint (the "SACC"). Nonetheless, Defendants have concluded that further conduct of the Action would be protracted and expensive, and that it is desirable that the Action be fully and finally settled in the manner and upon the terms and conditions set forth in this Stipulation. Defendants have also taken into account the uncertainty and risks inherent in any litigation, especially in complex cases like this securities Action. Defendants have, therefore, determined that it is desirable and beneficial to them that the Action be settled in the manner and upon the terms and conditions set forth in this Stipulation.

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**BASIC INFORMATION**

**1. Why did I receive this notice package?**

You or someone in your family may have purchased shares of DDi common stock in DDi's February 14, 2001 public offering for \$23.50 per share. If the description above applies to you or someone in your family, you have a right to know about the proposed Settlement of this class action, and about all of your options.

This package explains the lawsuit, the Settlement, Settlement Class Members' legal rights, what benefits are available, who is eligible for them, and how to receive those benefits.

The Court in charge of the Action is the United States District Court for the Central District of California, and the Action is known as *In re DDi Corp. Securities Litigation*, Case No. 03-CV-7063-SGL. This Action is assigned to United States District Judge Stephen G. Larson. The people who sued are called plaintiffs, and the company and the persons they sued are called defendants. The defendants in this Action are: (1) Joseph P. Gisch, Bruce D. McMaster, Charles Dimick, Gregory Halvorson, Mark R. Benham and John Peters (together the "Individual Defendants"); (2) Credit Suisse Securities (USA) LLC (sued as Credit Suisse First Boston Corporation), FleetBoston Financial Corporation, J.P. Morgan Securities Inc. and Needham & Company, Inc. (together, the "Underwriter Defendants"); and (3) Bain Capital, Inc., David Dominik, Stephen G. Pagliuca, Stephen M. Zide and Edward W. Conard (together, the "Bain Defendants") (the Individual Defendants, Underwriter Defendants and Bain Defendants are herein referred to collectively as "Defendants").

DDi is not a defendant in this Action due to its filing of a petition for reorganization under Chapter 11 of the United States Bankruptcy Code.

**2. What is this lawsuit about?**

Headquartered in Anaheim, California, DDi designs and manufactures internal components for original equipment manufacturers and other providers of electronics manufacturing services. At the time relevant to this Action, DDi's principal line of business was designing and assembling printed circuit boards for electronics.

On January 31, 2001, DDi filed a registration statement with the Securities and Exchange Commission covering the public sale of 6 million shares of DDi common stock. On February 14, 2001, pursuant to its February Prospectus, DDi completed its offering, selling its common stock at \$23.50 per share and yielding net proceeds of approximately \$66 million for the Company and another \$66 million for selling shareholders.

Five federal securities class action complaints were filed on or after October 1, 2003 against some or all of the Defendants for alleged violations of the federal securities laws, and these actions were consolidated by the Court. Plaintiffs filed their Consolidated Amended Complaint on July 26, 2004, and Defendants filed motions to dismiss the complaint on September 9, 2004. By order dated January 7, 2005, the Court granted the Defendants' motions to dismiss without prejudice and granted plaintiffs leave to amend their complaint.

Thereafter on February 22, 2005, Plaintiffs filed their Second Amended Consolidated Class Action Complaint ("SACC") which asserted claims solely under Sections 11, 12(a)(2) and 15 of the Securities Act of 1933 (the "Securities Act"). The SACC alleged that DDi's February Prospectus was materially incomplete and contained materially false and misleading statements pertaining to, *inter alia*, DDi's customer base, market conditions, financial results, business focus and future prospects. The SACC further alleged that Defendants' misleading statements and omissions caused the February Offering to be completed at an inflated price, resulting in damages to persons and entities who purchased DDi common stock in DDi's February Offering. Defendants filed motions to dismiss the SACC on March 25, 2005. Both parties submitted additional briefing related to the motions to dismiss. On July 20, 2005, the Court denied in part and granted in part Defendants' motions to dismiss, allowing Plaintiffs to proceed with: (1) claims against all Defendants under Section 11 of the Securities Act, (2) claims against the Underwriter Defendants under Section 12(a)(2) of the Securities Act, and (3) claims against the Individual and Bain Defendants under Section 15 of the Securities Act. The Court dismissed claims in the SACC relating to convertible notes sold in connection with DDi's February 14, 2001 public offering on statute of limitation grounds. On September 19, 2005, Defendants filed answers to the SACC.

On February 21, 2006, the Court held a scheduling conference regarding discovery, at which time the parties were required to resolve matters of class certification before continuing with discovery on the merits of the Action. The Court also referred the Action to a private mediator. Thereafter, the parties proceeded with class certification discovery and the case was reassigned to the Honorable Stephen G. Larson. On April 19, 2006, Defendants served Plaintiffs with interrogatories relating to class certification issues, and on June 16, 2006, Plaintiffs filed their motion for class certification.

While discovery was ongoing, the parties participated in a mediation session with the assistance of a retired federal judge and formally began their settlement discussions. Although the parties did not resolve the Action at the mediation, they then reached the proposed Settlement after several months of ongoing telephonic negotiations.

3. Why is this lawsuit a class action?

In a class action, one or more people called lead plaintiffs or settlement class representatives (in this case, Paul Poppe, LeRoy Schneider and Robert Watson), sue on behalf of people or entities who have similar claims. All these people and/or entities are referred to collectively as a Settlement Class, or individually as Settlement Class Members. One court resolves the issues for all Settlement Class Members, except for those who exclude themselves from the Settlement Class.

4. Why is there a settlement?

The Court did not decide in favor of Plaintiffs or Defendants. Instead, Plaintiffs and Defendants agreed to a settlement. As explained above, the Plaintiffs and their attorneys think the Settlement is best for all Settlement Class Members.

5. How do I know if I am part of the Settlement?

The Settlement Class includes *all persons and entities who purchased DDi common stock in DDi's February 14, 2001 public offering for \$23.50 per share.*

6. Are there exceptions to being included in the Settlement Class?

Yes. Excluded from the Settlement Class are Defendants; members of the families of each of the individual defendants; any parent, subsidiary, affiliate, partner, officer, executive or director of any Defendant, any entity in which any excluded person has or had a controlling interest; and the legal representatives, heirs, successors or assigns of any such excluded person or entity. Also excluded are those persons and entities who timely and validly request exclusion from the Settlement Class in accordance with the requirements set forth in this Notice as described in *Question 13* below.

7. I am still not sure whether I am included.

If you are still not sure whether you are included, you can ask for free help. You can call 1-888-292-1828 or visit [www.gardencitygroup.com](http://www.gardencitygroup.com) for more information. Or you can fill out and return the claim form described in *Question 9* to see if you qualify.

8. What does the Settlement provide?

The Defendants have agreed to create a \$4,350,000 settlement fund. The balance of the Settlement Fund, after deduction of Court-awarded attorneys' fees and expenses and settlement administration costs will be divided among all Settlement Class Members who send in valid claim forms.

9. How much will my payment be?

**PLAN OF ALLOCATION OF NET SETTLEMENT FUND AMONG SETTLEMENT CLASS MEMBERS**

Each Person claiming to be an Authorized Claimant shall be required to submit a separate Proof of Claim and Release form ("Proof of Claim") signed under penalty of perjury and supported by such documents as specified in the Proof of Claim as are reasonably available to the Authorized Claimant.

All Proofs of Claim must be postmarked or received by **April 6, 2007**, addressed as follows:

DDi Corp. Securities Litigation  
c/o The Garden City Group, Inc.  
Claims Administrator  
P.O. Box 9000 #6465  
Merrick, NY 11566-9000

The Net Settlement Fund will be distributed to Authorized Claimants pursuant to the terms of the Plan of Allocation described below. The Plan of Allocation provides that a Class Member will be eligible to participate in the distribution of the Net Settlement Fund only if he, she, or it has a net loss on all transactions in DDi common stock as a result of purchases of DDi common stock made in DDi's February Offering for \$23.50 per share.

For Settlement Class Members who held DDi common stock before the February Offering, or made multiple purchases or sales pursuant to the Offering, the first-in, first-out (“FIFO”) method will be applied to such holdings, purchases and sales for purposes of calculating a Recognized Loss. Under the FIFO method, sales will be matched, in chronological order, first against your holdings at the time of the February Offering and thereafter, in chronological order, against subsequent purchases following the February Offering.

The following proposed Plan of Allocation for calculating Recognized Losses for DDi common stock reflects the proposition that the price of DDi common stock was artificially inflated at the time of the February 14, 2001 public offering and that the inflation was fully dissipated when suit was filed on October 1, 2003. This Plan of Allocation is not a formalized damage study, but rather, a simplified methodology designed solely to compare one class member to another. The methodology does not adjust the stock price reaction to eliminate the effects, if any, attributable to general market or industry conditions or to eliminate company specific factors affecting the stock price which may have been unrelated to the alleged wrongdoing. The Plan of Allocation formula is also not intended to be an estimate of the amount of what a Class Member might have been able to recover after a trial; nor is it an estimate of the amount that will be paid to Authorized Claimants pursuant to the settlement. The Plan of Allocation formula is the basis upon which the Net Settlement Fund will be proportionately allocated to the Authorized Claimants.

For **shares of DDi’s common stock purchased in the February 2001 Offering**, the “Recognized Loss” amount shall be the amount calculated below:

1. For such shares **sold at a loss on or before October 1, 2003**, an Authorized Claimant’s “Recognized Loss” shall mean the difference, if a loss, between the \$23.50 per share February Offering price and the price for which such shares were sold.

2. For shares **sold anytime after October 1, 2003 for more than \$0.03 per share**, an Authorized Claimant’s “Recognized Claim” shall mean the difference, if a loss, between the \$23.50 per share February 2001 Offering price and the price for which such shares were sold.

3. For shares (i) **sold anytime after October 1, 2003 for less than \$0.03 per share**, or (ii) **still owned at the time of submission of the Proof of Claim**, an Authorized Claimant’s “Recognized Claim” shall mean \$23.47 per share (the difference between the \$23.50 per share February 2001 Offering price and \$0.03 per share).

#### **NETTING RULES**

For purposes of determining whether a Class Member has a gain or loss in DDi common stock, any gain stemming from a sale of DDi common stock shall be used to offset losses stemming from purchases of DDi common stock.

#### **OTHER PROVISIONS OF THE PLAN**

To the extent there are sufficient funds in the Net Settlement Fund, each Authorized Claimant will receive an amount equal to the Authorized Claimant’s claim, as defined below. If, however, the amount in the Net Settlement Fund is not sufficient to permit payment of the total claim of each Authorized Claimant, then each Authorized Claimant shall be paid the percentage of the Net Settlement Fund that each Authorized Claimant’s claim bears to the total of the claims of all Authorized Claimants. No distribution will be made on a claim where the potential distribution amount is \$10.00 or less in cash. Payment in this manner shall be deemed conclusive against all Authorized Claimants.

The date of purchase or sale is the “contract” or “trade” date as distinguished from the “settlement” date. Therefore, you need to list all purchases of DDi common stock during DDi’s February Offering, and sales thereof. Brokerage commissions and transfer taxes paid by you in connection with your purchase and sale of DDi common stock purchased in DDi’s February Offering should be included in the “total purchase price” and net of the “total proceeds.”

The Court has reserved jurisdiction to allow, disallow or adjust the claim of any Settlement Class Member on equitable grounds. No Person shall have any claim against the Plaintiffs or their counsel or any claims administrator or other agent designated by the Plaintiffs or their counsel, or against Defendants or Defendants’ counsel, based on distributions made substantially in accordance with the Stipulation and the Settlement contained therein, the Plan of Allocation, or further orders of the Court.

The Plan of Allocation provides that a Settlement Class Member will be eligible to participate in the distribution of the Net Settlement Fund only if he, she, or it has a net loss and under no circumstances will a Recognized Loss exceed the out-of-pocket loss, not including commissions, taxes or other fees.

Unless otherwise ordered by the Court, any Settlement Class Member who fails to submit a properly completed and signed Proof of Claim within such period, or whose claim is not otherwise approved by the Court, will be barred from participating in distributions from the Net Settlement Fund, but otherwise shall be bound by all of the terms of the Settlement, including the terms of the Final Order and Judgment to be entered in the Action, and will be barred from bringing any Released Claim against any Released Person (as those terms are defined below and in the Stipulation of Settlement, which is available on the Internet at [www.gardencitygroup.com](http://www.gardencitygroup.com), or through the mail upon request).

Distributions will be made to Authorized Claimants after all claims have been processed and after the Court has finally approved the Settlement. If any funds remain in the Net Settlement Fund by reason of un-cashed distributions or otherwise, then, after the Claims Administrator has made reasonable and diligent efforts to have Settlement Class Members who are entitled to participate in the distribution of the Net Settlement Fund cash their distributions, any balance remaining in the Net Settlement Fund six months after the initial distribution of such funds shall be re-distributed to Authorized Claimants who have cashed their initial distributions and who would

receive at least \$10.00 from such re-distribution, after payment of any unpaid costs or fees incurred in administering the Net Settlement Fund for such re-distribution, if a re-distribution is economically feasible. If after six months after such re-distribution any funds shall remain in the Net Settlement Fund, then such balance shall be contributed to a not-for-profit, 501(c)(3) organization.

10. How can I receive a payment?

To qualify for payment, you must submit a Proof of Claim. A Proof of Claim is enclosed with this Notice. You also may obtain a Proof of Claim on the Internet at [www.gardencitygroup.com](http://www.gardencitygroup.com). Read the instructions carefully, fill out the form, include all the documents the form asks for, sign it, and mail it postmarked no later than April 6, 2007.

11. When will I receive my payment?

The Court will hold a hearing on February 26, 2007, to decide whether to approve the Settlement. Even if the Court approves the Settlement, it could take more than a year before the Net Settlement Fund is distributed to the Settlement Class Members. One reason that it may take more than a year for the Net Settlement Fund to be distributed is that delays could be caused by the filing of appeals, if any. The other reason that it may take more than a year for the Net Settlement Fund to be distributed is that the Claims Administrator must process all of the Proofs of Claim. The processing is a complicated process and will take many months.

12. What am I giving up to receive a payment?

Unless you exclude yourself, you are staying in the Settlement Class, and that means that, if the Settlement is approved, you will release all "Released Claims" (as defined below) against the "Released Persons" (as defined below).

"Released Claims" means any and all claims, debts, demands, rights or causes of action or liabilities, whether based on federal, state, local, statutory or common law or any other law, rule or regulation, whether fixed or contingent, accrued or un-accrued, liquidated or un-liquidated, at law or in equity, matured or un-matured, whether class or individual in nature, including both known claims and Unknown Claims, (i) that have been asserted in this Action by the Plaintiffs or Settlement Class Members or any of them or the successors and assigns of any of them against any of the Released Persons, or (ii) that could have been asserted in the Action by the Plaintiffs and Settlement Class Members or any of them against any of the Released Persons which arise out of, are based upon, or relate to any of the allegations, transactions, facts, matters or occurrences, representations or omissions set forth, or referred to in the Action and are based upon the purchase of DDi securities during the Settlement Class Period.

"Released Persons" means (1) each and all of the Defendants, DDi, and any of their respective predecessor or successor companies, parent companies, subsidiary companies, predecessors, successors, divisions, joint ventures, or related or affiliated entities, both past and present; (2) the directors, officers, partners, principals, employees, agents, associates, attorneys, accountants, banks, advisors, underwriters, personal or legal representatives, insurers, reinsurers, executors, administrators, controlling shareholders, spouses, heirs, and members of the immediate families of the foregoing; (3) any entity in which any Defendant and/or any member(s) of any Defendant's immediate family has or had a controlling interest, and (4) any trust of which any Defendant is the trustee or settlor or which is for the benefit of any Defendant and/or member(s) of his family.

"Unknown Claims" means any Released Claims which the Plaintiffs or any Settlement Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Persons, and any Released Defendants' Claims that any Defendant does not know or suspect to exist in his, her or its favor, which, if known by him, her or it, might have affected his, her or its decision(s) with respect to this Settlement.

If you remain a member of the Settlement Class, all of the Court's orders will apply to you and legally bind you.

**EXCLUDING YOURSELF FROM THE SETTLEMENT**

If you do not want a payment from this Settlement, but you want to keep any right you may have to sue or continue to sue Defendants and the other Released Persons, on your own, about the Released Claims, then you must take steps to exclude yourself, or "opt-out" of the Settlement Class.

13. How do I exclude myself from the Settlement?

To exclude yourself from the Settlement, you must send a letter by mail saying that you want to be excluded from the *In re DDi Corp. Securities Litigation*. Be sure to include your name, address, telephone number, information concerning your purchase(s) and sale(s) of DDi common stock purchased in DDi's February 14, 2001 public offering for \$23.50 per share, including the number of shares and the dates of each sale, and your signature. You cannot exclude yourself on the telephone or by e-mail. You must mail your exclusion request postmarked no later than **January 26, 2007** to:

DDi Corp. Securities Litigation  
Exclusions  
c/o The Garden City Group, Inc.  
Claims Administrator  
P.O. Box 9000 #6465  
Merrick, NY 11566-9000

If you exclude yourself from the Settlement Class, you will not receive a Settlement payment, and you cannot object to the Settlement. If you exclude yourself, you will not be legally bound by anything that happens in this Action, and you may be able to sue (or continue to sue) Defendants and the other Released Persons in the future concerning the claims being released in this Action.

14. If I do not exclude myself, can I sue Defendants or the other Released Persons later for the claims that I am releasing in this Settlement?

No. Unless you exclude yourself, you give up any right to sue Defendants and the other Released Persons for the claims that this Settlement releases. You must exclude yourself from the Settlement Class to bring your own lawsuit. Remember, the exclusion deadline is **January 26, 2007**.

15. If I exclude myself, can I obtain a payment from this Settlement?

No. If you exclude yourself, do not send in a claim form to ask for any money. But, you may sue or be part of a different lawsuit involving the claims released by this Settlement against the Defendants and the other Released Persons.

16. Do I have a lawyer in this case?

The Court ordered that the following lead counsel will represent you and the other Settlement Class Members: Andrew L. Zivitz and Kay E. Sickles, Schiffrin & Barroway, LLP, 280 King of Prussia Road, Radnor, Pennsylvania, 19087. Schiffrin & Barroway, LLP is referred to as Lead Counsel. If you want to be represented by your own lawyer, you may hire one at your own expense.

17. How will the lawyers be paid?

Lead Counsel is moving the Court to award attorneys' fees from the Settlement Fund in an amount not greater than twenty-five percent (25%) of the Settlement Fund and for reimbursement of their expenses up to a maximum amount of \$150,000, plus interest on such amounts at the same rate as earned by the Settlement Fund. Lead Counsel, without further notice to the Settlement Class, may subsequently apply to the Court for fees and expenses incurred in connection with administering and distributing the Settlement proceeds to the Members of the Settlement Class and any proceedings after the Settlement Fairness Hearing.

18. How do I notify the Court if I do not like the Settlement, Plan of Allocation, or application for attorneys' fees and reimbursement of expenses?

If you are a Settlement Class Member you can object to the Settlement, Plan of Allocation, or application for attorneys' fees and reimbursement of expenses. To object, you must send a signed letter saying that you are a Settlement Class Member in the *DDi Corp. Securities Litigation*, that you object to the Settlement and the reasons why you object. In your objection, you must include your name, address, telephone number, and your signature. You must also include information concerning your purchase(s) and sale(s) of DDi common stock which was purchased in DDi's February Offering, including the number of shares and the dates of each purchase and sale. Your objection must be filed with the Court and served on all the following entities no later than **January 26, 2007**:

COURT	LEAD COUNSEL	DEFENSE COUNSEL
United States District Court for the Central District of California Office of the Clerk First Floor 3470 Twelfth Street Riverside, CA 92501	Andrew L. Zivitz Kay E. Sickles <b>SCHIFFRIN &amp; BARROWAY, LLP</b> 280 King of Prussia Road Radnor, PA 19087	Peter M. Stone Jay C. Gandhi <b>PAUL, HASTINGS, JANOFSKY &amp; WALKER LLP</b> Seventeenth Floor 695 Town Center Drive Costa Mesa, CA 92626-1924

19. What is the difference between objecting and requesting exclusion from the Settlement?

Objecting is simply telling the Court that you do not like something about the Settlement, Plan of Allocation or application for attorneys' fees and reimbursement of expenses. You can object only if you stay in the Settlement Class. Excluding yourself is telling the Court that you do not want to be part of the Settlement Class. If you exclude yourself, you have no basis to object because the Action no longer affects you.

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

The Court will hold a Settlement Fairness Hearing at 10 a.m. on 26<sup>th</sup> day, February, 2007, at the United States District Court for the Central District of California, 3470 Twelfth Street, Riverside, California. At this hearing, the Court will consider whether the Settlement and the Plan of Allocation are fair, reasonable and adequate. If there are written objections, the Court will consider them. The Court will also listen to people who have asked in writing by **January 26, 2007** to speak at the hearing. The Court may also decide how much to award Lead Counsel for attorneys' fees and reimbursement of expenses.

21. Do I have to come to the hearing?

No. Lead Counsel will answer any questions the Court may have.

22. May I speak at the hearing?

You may ask the Court for permission to speak at the Settlement Fairness Hearing. To do so, you must include with your objection, described in *Question 18* above, the statement, "I hereby give notice that I intend to appear at the Fairness Hearing in *DDi Corp. Securities Litigation*." Be sure to include your name, address and telephone number, identify the date(s), price(s), and number(s) of shares of all purchases and sales of DDi common stock purchased in DDi's February Offering for \$23.50 per share, and sign the letter. If you intend to have any witnesses testify or to introduce any evidence at the Settlement Fairness Hearing, you must list the witnesses and evidence in your objection. Your Notice of Intention to Appear must be postmarked no later than April 6, 2007, and be sent to the Clerk of the Court, Lead Counsel, and Defense Counsel, at the addresses shown in the answer to *Question 18*. You cannot speak at the hearing if you exclude yourself.

23. What happens if I do nothing at all?

If you do nothing, you will not receive any money from this Settlement. But, unless you exclude yourself, you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against Defendants and the other Released Persons about the claims released by this Settlement, ever again.

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

The Court has Ordered that if you purchased shares of DDi common stock in DDi's February 14, 2001 public offering for \$23.50 per share as nominee for a beneficial owner, then within ten (10) calendar days after you receive this Notice, you must either: (a) send a copy of this Notice and the accompanying Proof of Claim by first class mail to all such beneficial owners; or (b) provide a list of the names and addresses of such beneficial owners to the Claims Administrator:

DDi Corp. Securities Litigation  
c/o The Garden City Group, Inc.  
Claims Administrator  
P.O. Box 9000 #6465  
Merrick, NY 11566-9000

**GETTING MORE INFORMATION**

This notice summarizes the proposed Settlement. More details are contained in the Stipulation of Settlement. You can obtain a copy of the Stipulation by visiting [www.gardencitygroup.com](http://www.gardencitygroup.com). If you have questions regarding how to obtain copies of documents related to this Settlement, completing your Proof of Claim, correspondence you have received from the Claims Administrator, or the calculation of your Recognized Claim, you may contact the administrator for the distribution of Settlement Fund **toll free at 1-888-292-1828** or write DDi Corp. Securities Litigation, c/o The Garden City Group, Inc., Claims Administrator, P.O. Box 9000 #6465, Merrick, NY 11566-9000.

For further information regarding this Settlement, you may contact Lead Counsel:

Andrew L. Zivitz  
Kay E. Sickles  
Schiffirin & Barroway, LLP  
280 King of Prussia Road  
Radnor, PA 19087  
Telephone: (610) 667-7706  
e-mail: [info@sbclasslaw.com](mailto:info@sbclasslaw.com)

**DO NOT CONTACT THE COURT OR ANY OF THE DEFENDANTS OR COUNSEL FOR THE DEFENDANTS REGARDING THIS NOTICE**

By Order of the Court  
CLERK OF THE COURT