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11 UNITED STATES DISTRICT COURT
12 CENTRAL DISTRICT OF CALIFORNIA

13	_____)	CASE NO.: 8:09-cv-00275-AG-AN
14	UNITED STATES OF AMERICA,)	
15	Plaintiff,)	STIPULATION REGARDING
16	v.)	PROPOSED FINAL JUDGMENT
17	MICROSEMI CORPORATION,)	Hon. Andrew J. Guilford
18	Defendant.)	
19	_____)	

19 It is hereby stipulated and agreed by and between the
20 undersigned parties, subject to approval and entry by the Court,
21 that:

22 **I. DEFINITIONS**

23 As used in this Stipulation:

24 (A) "Microsemi" means defendant Microsemi Corporation, a
25 Delaware corporation with its headquarters in Irvine,
26 California, its successors and assigns, and its subsidiaries,
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1 divisions, groups, affiliates, partnerships, and joint ventures,
2 and their directors, officers, managers, agents, and employees.

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4 **II. JURISDICTION AND VENUE**

5 This Court has jurisdiction over the subject matter of this
6 action and over each of the parties hereto, and venue of this
7 action is proper in the United States District Court for the
8 Central District of California.

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10 **III. COMPLIANCE WITH AND ENTRY OF FINAL JUDGMENT**

11 (A) The parties stipulate that a Final Judgment in the
12 form attached hereto as Exhibit A may be filed with and entered
13 by the Court, upon the motion of any party or upon the Court's
14 own motion, at any time after compliance with the requirements
15 of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16,
16 and without further notice to any party or other proceedings,
17 provided that the United States has not withdrawn its consent,
18 which it may do at any time before the entry of the proposed
19 Final Judgment by serving notice thereof on Microsemi and by
20 filing that notice with the Court.

21 (B) Microsemi shall abide by and comply with the
22 provisions of the proposed Final Judgment, pending the Final
23 Judgment's entry by this Court, or until expiration of the time
24 for all appeals of any Court ruling declining entry of the
25 proposed Final Judgment, and shall, from the date of the signing
26 of this Stipulation by the parties, comply with all the terms

1 and provisions of the proposed Final Judgment as though the same
2 were in full force and effect as an order of the Court.

3 (C) This Stipulation shall apply with equal force and
4 effect to any amended proposed Final Judgment agreed upon in
5 writing by the parties and submitted to the Court.

6 (D) In the event the United States has withdrawn its
7 consent or the proposed Final Judgment is not entered pursuant
8 to this Stipulation, the time has expired for all appeals of any
9 Court ruling declining entry of the proposed Final Judgment, and
10 the Court has not otherwise ordered continued compliance with
11 the terms and provisions of the proposed Final Judgment, then
12 the parties are released from all further obligations under this
13 Stipulation, and the making of this Stipulation shall be without
14 prejudice to any party in this or any other proceeding.

15 (E) Microsemi represents that the divestiture ordered in
16 the proposed Final Judgment can and will be made, and that
17 Microsemi will later raise no claim of mistake, hardship or
18 difficulty of compliance as grounds for asking the Court to
19 modify any of the provisions contained therein.

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2 **IV. DURATION**

3 Microsemi's obligations under this Stipulation shall remain
4 in effect until: (1) the consummation of the divestiture
5 required by the Final Judgment; or (2) further order of the
6 Court. If the United States voluntarily dismisses the Complaint
7 in this matter, Microsemi is released from all further
8 obligations under this Stipulation.

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10 Dated: August 20, 2009 By: _____/s/_____
Lowell R. Stern
Attorney for Plaintiff

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13 Dated: August 20, 2009 By: _____/s/_____
Michael E. Antalics
Attorney for Defendant
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