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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 MODIFYING
16	v.)	ORDER TO PRESERVE AND
17	MICROSEMI CORPORATION,)	MAINTAIN ASSETS
18	Defendant.)	
19	_____)	Hon. Andrew J. Guilford

20
21 It is hereby stipulated and agreed by and between the
22 undersigned parties, subject to approval and entry by the
23 Court, that the December 24, 2008 Order to Preserve and
24 Maintain Assets shall be modified to read as follows:

25 **ORDER TO PRESERVE AND MAINTAIN ASSETS**

26 1. Plaintiff United States filed a complaint on
27 December 18, 2008, alleging that Defendant Microsemi

1 Corporation's ("Microsemi") acquisition of substantially all
2 of the assets of Semicoa, Inc. ("Semicoa") violated Section 7
3 of the Clayton Act, 15 U.S.C. § 18, and Section 2 of the
4 Sherman Act, 15 U.S.C. § 2.

5 2. Plaintiff seeks preliminary and permanent equitable
6 and other relief to remedy the alleged harm to competition,
7 including the divestiture of the acquired assets.

8 3. Defendant Microsemi has agreed to preserve and
9 maintain the assets it acquired from Semicoa pending a
10 resolution on the merits of this action.

11 4. Microsemi agrees to this Order.

12 WHEREFORE, for good cause shown, it is hereby ORDERED:

13 For the purpose of this Order, the following definitions
14 shall apply:

15 A. "Microsemi" means Defendant Microsemi Corporation, a
16 Delaware corporation with its headquarters in Irvine, CA, its
17 successors and assigns, and its subsidiaries, divisions,
18 groups, affiliates, partnerships and joint ventures, and their
19 directors, officers, managers, agents, and employees.

20 B. "Semicoa" means Semicoa, Inc., a California
21 corporation with its headquarters in Costa Mesa, CA, its
22 successors and assigns, and its subsidiaries, divisions,
23 groups, affiliates, partnerships and joint ventures, and their
24 directors, officers, managers, agents, and employees.

25 C. "Semicoa Assets" means all assets acquired by
26 Microsemi from Semicoa on July 14, 2008, including but not
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1 limited to:

2 (1) all specifications, manufacturing plans,
3 assembly instructions, standard operating
4 procedures, and work instructions related to
5 the manufacturing process, including all right,
6 title and interest in or to all other assets of
7 every kind and nature used or intended to be
8 used in the operation of Semicoa's business,
9 including, but not limited to, any finished or
10 unfinished devices, any materials, data or
11 know-how wherever found or of whatever kind
12 reasonably required to manufacture and sell the
13 goods and services previously produced by
14 Semicoa as well as all books and records, and
15 all files, documents, papers and agreements
16 that are material to the continuing operation
17 of Semicoa's business;

18 (2) all finished goods, works in progress, piece
19 parts and materials inventory, packaging, and
20 labels, supplies and other related personal
21 property;

22 (3) all equipment, machinery or software used in
23 the development, design, manufacturing and
24 testing of goods previously manufactured by
25 Semicoa;

26 (4) all right, title and interest in, and all
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1 information related to, any tooling, molds,
2 equipment and proprietary specifications
3 Semicoa previously had with any and all vendors
4 from which Semicoa purchased goods or services,
5 whether or not there are any "open" purchase
6 orders issued to such vendors, as well as names
7 and other information concerning any vendor
8 that provides goods or services that were
9 material to the operation of Semicoa's
10 business;

11 (5) any list of customers to which Semicoa
12 previously sold products or provided services
13 over the three years prior to July 14, 2008,
14 whether or not there are any "open" sales
15 orders from such customers;

16 (6) all sales, marketing and promotional
17 literature, cost and pricing data, promotion
18 list, marketing data and other compilations of
19 names and requirements, customer lists and
20 other sales-related materials;

21 (7) all intellectual property ("IP") assets or
22 rights that have been used in the development,
23 production, servicing, and sale of transistors
24 and diodes, including but not limited to: all
25 licenses, rights, and sublicenses, trademarks,
26 trade names, service marks, service names,

1 technical information, computer software and
2 related documentation, know-how, trade secrets,
3 approvals, certifications, advertising
4 literature, and all manuals and technical
5 information provided to the employees,
6 customers, suppliers, agents, or licensees of
7 Semicoa and used in connection with the
8 development, design, manufacture, testing,
9 markets, sale or distribution of transistors or
10 diodes;

11 (8) all rights under all contracts, licenses,
12 sublicenses, agreements, leases, building
13 leases, commitments, purchase orders, bids and
14 offers; and

15 (9) all rights acquired pursuant to municipal,
16 state and federal franchises, permits,
17 licenses, agreements, waivers and
18 authorizations.

19 It is FURTHER ORDERED that:

20 A. Unless the United States consents in writing,
21 Microsemi, and its officers, agents, servants, employees, and
22 attorneys, and those persons in active concert or participation
23 with Microsemi who receive actual notice of this Order by
24 personal service or otherwise, are hereby ordered to preserve
25 and maintain the Semicoa Assets, and are restrained from

26 (1) licensing or encumbering any such asset;
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1 (3) to take all commercially reasonable steps
2 necessary to ensure that the Semicoa Assets
3 retain all regulatory approvals, including but
4 not limited to certifications and
5 qualifications granted by the Defense Supply
6 Center Columbus.

7 C. Microsemi is hereby ordered to appoint a person or
8 persons to oversee the Semicoa Assets who will be responsible
9 for Microsemi's compliance with this Order and shall have
10 complete managerial responsibility for such assets.

11 D. The United States may consent to a divestiture of
12 the Semicoa Assets by Microsemi if the United States
13 determines, in its sole discretion, that the Semicoa Assets can
14 and will be used by the acquirer of the Semicoa Assets as part
15 of a viable, ongoing business engaged in the development,
16 manufacture, and sale of transistors and diodes and that such
17 divestiture will remedy the competitive harm alleged in the
18 complaint. Any divestiture of the Semicoa Assets: (1) shall be
19 made to an acquirer that, in the United States's sole judgment,
20 has the intent and capability (including the necessary
21 managerial, operational, technical, and financial capability)
22 of competing effectively in the business of developing,
23 manufacturing, and selling transistors and diodes; and (2)
24 shall be accomplished so as to satisfy the United States, in
25 its sole discretion, that none of the terms of any agreement
26 between an acquirer and Microsemi gives Microsemi the ability
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1 unreasonably to raise the acquirer's costs, to lower the
2 acquirer's efficiency, or otherwise to interfere in the ability
3 of the acquirer to compete effectively.

4 E. This Order shall not expire until Judgment is
5 entered in this matter and any appeals are final.

6 F. This Order is without prejudice to the United States
7 seeking additional relief at any time pending a final
8 determination of the merits.

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10 Dated: July 31, 2009

By: _____/s/_____
Lowell R. Stern
Attorney for Plaintiff

11
12 Dated: July 31, 2009

By: _____/s/_____
Michael Antalics
Attorney for Defendant

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on the 4th August of July, 2009, I will electronically file the foregoing with the Clerk of Court using the CM/ECF system, which will then send a notification of such filing (NEF) to the following:

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_____/s/_____
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