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SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SANTA CLARA

ROBERT VARRENTI, individually and on
behalf of all others similarly situated,

Plaintiff,

vs.

ROBERT DICKINSON, EDWARD ROSS,
DAVID WITTROCK, JON CASTOR, JOHN
FICHTHORN, J. MICHAEL GULLARD,
KENNETH POTASHNER, CALIFORNIA
MICRO DEVICES CORPORATION, ON
SEMICONDUCTOR CORPORATION, and
PAC-10 ACQUISITION CORPORATION,

Defendants.

Case No. 1-09-CV-159469

[PROPOSED] FINAL JUDGMENT

Dept: 8C
Judge: Hon. Joseph H. Huber

Case filed December 17, 2009

1 This matter came before the Court for hearing pursuant to the Order of this Court, dated
2 _____, 2010, on the application of the Settling Parties for approval of the settlement set forth in
3 the Stipulation of Settlement dated as of February 18, 2010 (the "Stipulation"). Due and adequate
4 notice having been given to the Settlement Class as required in said Order, and the Court having
5 considered all papers filed and proceedings had herein and otherwise being fully informed in the
6 premises and good cause appearing therefore, IT IS HEREBY ORDERED, ADJUDGED AND
7 DECREED that:

8 1. This Judgment incorporates by reference the definitions in the Stipulation, and all terms
9 used herein shall have the same meanings as set forth in the Stipulation.

10 2. This Court has jurisdiction over the subject matter of the California Action and over all
11 parties to the California Action, including all Members of the Settlement Class.

12 3. Pursuant to § 382 of the California Code of Civil Procedure, the Court certifies, for
13 purposes of effectuating this settlement only, a non-opt-out Settlement Class of all record and beneficial
14 holders of the common stock of California Micro Devices Corporation ("CAMD") at any time during
15 the period beginning on and including December 14, 2009 (the date the Proposed Transaction was
16 publicly announced) through and including January 27, 2010 (the effective date of consummation of the
17 Acquisition), including any and all of their respective legal representatives, heirs, successors, successors
18 in interest, predecessors, predecessors in interest, trustees, executors, administrators, transferees and
19 assigns, and any Person or entity acting for or on behalf of, or claiming under, any such forgoing
20 holders, immediate and remote, except for the Defendants (the "Settlement Class").

21 4. With respect to the Settlement Class, this Court finds and concludes, for purposes of this
22 settlement only, that: (a) the Members of the Settlement Class are so numerous that joinder of all
23 Settlement Class Members in the California Action is impracticable; (b) there are questions of law and
24 fact common to the Settlement Class which predominate over any individual questions; (c) the claims of
25 the Plaintiff are typical of the claims of the Settlement Class; (d) the Plaintiff and his counsel have fairly
26 and adequately represented and protected the interests of all of the Settlement Class Members; and (e) a
27 class action is superior to other methods for the fair and efficient adjudication of the matter.

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1 5. This Court hereby approves the settlement set forth in the Stipulation and finds that said
2 settlement is, in all respects, fair, reasonable and adequate to each of the Settling Parties, and the
3 Settling Parties are hereby directed to perform its terms.

4 6. Upon the Effective Date hereof, the California Action is dismissed with prejudice.

5 7. Upon the Effective Date hereof, Plaintiff and each of the Settlement Class Members shall
6 be deemed to have, and by operation of this Judgment shall have, fully, finally, and forever released,
7 relinquished and discharged all Released Claims against the Released Persons.

8 8. All Settlement Class Members are hereby forever barred and enjoined from prosecuting
9 the Released Claims (including Unknown Claims) against the Released Persons.

10 9. Upon the Effective Date hereof, each of the Released Persons shall be deemed to have,
11 and by operation of this Judgment shall have, fully, finally, and forever released, relinquished and
12 discharged each and all of the Settlement Class Members and counsel to the Plaintiffs from all claims,
13 including Unknown Claims, based upon or arising out of the institution, prosecution, assertion,
14 settlement or resolution of the action or the Released Claims.

15 10. The Notice of Settlement of Class Action given to the Settlement Class was the best
16 notice practicable under the circumstances, including the individual notice to all Members of the
17 Settlement Class who could be identified through reasonable effort. Said notice provided the best
18 notice practicable under the circumstances of those proceedings and of the matters set forth therein,
19 including the proposed settlement set forth in the Stipulation, to all Persons entitled to such notice, and
20 said notice fully satisfied the requirements of § 382 of the California Code of Civil Procedure,
21 California Rules of Court, Rule 3.766, and the requirements of due process.

22 11. The Court orders that CAMD shall pay, or cause to be paid, the sum of \$ _____
23 in attorneys' fees and expenses to California Counsel in accordance with, and subject to the terms and
24 conditions of ¶¶ 5.1-5.3 of the Stipulation.

25 12. During the course of the Action, all Settling Parties and their counsel complied with
26 California Code of Civil Procedure § 128.7.

27 13. Neither the Stipulation nor the settlement contained therein, nor any act performed or
28 document executed pursuant to or in furtherance of the Stipulation or the settlement: (i) is or may be

1 deemed to be or may be used as an admission of, or evidence of, the validity or lack thereof of any
2 Released Claim, or of any wrongdoing or liability of the Defendants; or (ii) is or may be deemed to be
3 or may be used as an admission of, or evidence of, any fault or omission of any of the Defendants in
4 any civil, criminal or administrative proceeding in any court, administrative agency or other tribunal.
5 Defendants may file the Stipulation and/or this Judgment in any action that may be brought against
6 them in order to support a defense or counterclaim based on principles of *res judicata*, collateral
7 estoppel, release, good faith settlement, judgment bar or reduction, or any theory of claim preclusion or
8 issue preclusion or similar defense or counterclaim.

9 14. Without affecting the finality of this Judgment in any way, this Court hereby retains
10 continuing jurisdiction over: (a) implementation of this settlement; and (b) all parties hereto for the
11 purpose of construing, enforcing and administering the Stipulation.

12 In the event that the settlement does not become effective in accordance with the terms of the
13 Stipulation, then this Judgment shall be rendered null and void to the extent provided by and in
14 accordance with the Stipulation and shall be vacated and, in such event, all orders entered and releases
15 delivered in connection herewith shall be null and void to the extent provided by and in accordance with
16 the Stipulation.

17 IT IS SO ORDERED.

18 DATED: _____ THE HONORABLE JOSEPH HUBER
19 SUPERIOR COURT JUDGE

20 Submitted by,

21 **LEVI & KORSINSKY, LLP**
22 David E. Bower, Esq.

23
24 _____
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