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12 UNITED STATES DISTRICT COURT
13 NORTHERN DISTRICT OF CALIFORNIA

14 In re CADENCE DESIGN SYSTEMS, INC.)
SECURITIES AND DERIVATIVE)
15 LITIGATION)

No. C-08-4966 SC

16 ~~PROPOSED~~ FINAL JUDGMENT AND
ORDER OF DISMISSAL WITH PREJUDICE
RE: DERIVATIVE LITIGATION

17 This Document Relates To:)
Nos. CV-10-01849-SC, CV-10-03607-)
18 SC, and CV-10-03627-SC)

DATE: February 24, 2012
TIME: 10:00 a.m.
CTRM: The Honorable Samuel Conti
Courtroom 1, 17th Floor

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1 This matter came before the Court for hearing pursuant to the Order of this Court, dated
2 November 15, 2011 (“Order”), on the application of the parties for approval of the settlement
3 (“Settlement”) set forth in the Stipulation of Settlement dated June 7, 2011 (the “Stipulation”). Due
4 and adequate notice having been given to the current Cadence Design Systems, Inc. (“Cadence”) stockholders as required in said Order, and the Court having considered all papers filed and
5 proceedings had herein and otherwise being fully informed in the premises and good cause
6 appearing therefore, IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:
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8 1. This Judgment incorporates by reference the definitions in the Stipulation, and all
9 capitalized terms contained herein shall have the same meanings as set forth in the Stipulation (in
10 addition to those capitalized terms defined herein).

11 2. This Court has jurisdiction over the subject matter of the Federal Actions, including
12 all matters necessary to effectuate the Settlement, and over all parties to the Federal Actions,
13 including the Plaintiffs, Cadence, the Current Cadence Stockholders and the Individual Defendants.

14 3. The Federal Actions and all claims contained therein, as well as all of the Released
15 Claims, are dismissed with prejudice. As between Plaintiffs and the Individual Defendants, the
16 parties are to bear their own costs, except as otherwise provided in the Stipulation regarding the Fee
17 Award.

18 4. The Court finds that the Stipulation and Settlement are fair, reasonable, and adequate
19 as to each of the Settling Parties, and hereby finally approves the Stipulation and Settlement in all
20 respects, and orders the Settling Parties to perform its terms to the extent the Settling Parties have
21 not already done so.

22 5. Upon the Effective Date, (i) Plaintiffs and Plaintiffs’ Counsel, on their own behalf
23 and derivatively on behalf of Cadence (as nominal defendant), (ii) Cadence and (iii) Current
24 Cadence Stockholders shall be deemed to have, and by operation of the Final Judgment and Order
25 shall have, fully, finally and forever released, relinquished, extinguished and discharged all Released
26 Claims (including Unknown Claims) against each and all of the Released Persons and shall be
27 permanently barred and enjoined from instituting, commencing or prosecuting or asserting any
28 Released Claim against any of the Released Persons; provided, however, that nothing shall prevent

1 any of the Plaintiffs from submitting a claim (*i.e.*, Proof of Claim) or receiving any monetary or
2 other distribution from any settlement of the Securities Action.

3 6. Upon the Effective Date, Cadence and each of the Individual Defendants shall be
4 deemed to have, and by operation of the Final Judgment and Order shall have, fully, finally, and
5 forever released, relinquished, extinguished and discharged Plaintiffs and Plaintiffs' Counsel from
6 all claims (including Unknown Claims) arising out of, relating to or in connection with the
7 institution, prosecution, assertion, Settlement or resolution of the Actions or the Released Claims.
8 Nothing herein shall in any way impair or restrict the rights of Cadence or any Released Person to
9 enforce the terms of the Stipulation

10 7. The Court finds that the notice given to Current Cadence Stockholders was the best
11 notice practicable under the circumstances of these proceedings and of the matters set forth therein,
12 including the proposed Settlement set forth in the Stipulation, to all Persons entitled to such notice,
13 and said notice fully satisfied the requirements of Federal Rule of Civil Procedure 23.1 and the
14 requirements of due process.

15 8. The Court hereby approves the Fee Award in accordance with the Stipulation and
16 finds that the Fee Award is fair and reasonable. The Court hereby also approves the payment of
17 Special Awards to Plaintiffs Walter Hamilton and Ury Priel in the amount of \$2,500 each, payable
18 from the Fee Award.

19 9. Neither the Stipulation (including any exhibits attached hereto) nor the Settlement,
20 nor any act performed or document executed pursuant to or in furtherance of the Stipulation or the
21 Settlement: (a) is or may be deemed to be or may be used as an admission of, or evidence of, the
22 validity or invalidity of any Released Claim, or of any wrongdoing or liability or lack thereof of
23 Cadence or the Individual Defendants and Released Persons; or (b) is or may be deemed to be or
24 may be used as an admission of, or evidence of, any fault or omission or lack thereof of any of
25 Cadence or the Individual Defendants and Released Persons in any proceeding of any kind or nature,
26 including civil, criminal or administrative proceeding in any court, administrative agency or other
27 tribunal. Cadence, the Individual Defendants and Released Persons may file the Stipulation and/or
28 the Final Judgment and Order in any action that may be brought against them in order to support a

1 defense or counterclaim based on principles of *res judicata*, collateral estoppel, full faith and credit,
2 release, standing, good faith settlement, judgment bar or reduction or any other theory of claim
3 preclusion or issue preclusion or similar defense or counterclaim. Plaintiffs, Cadence or any Current
4 Cadence Stockholder may file the Stipulation in any proceeding brought to enforce any of its terms
5 or provisions.

6 10. During the course of the litigation, the parties and their respective counsel at all times
7 complied with the requirements of Federal Rule of Civil Procedure 11 and all other similar laws.

8 11. Without affecting the finality of this Judgment in any way, this Court hereby retains
9 continuing jurisdiction over the Federal Actions and the parties to the Stipulation to enter any further
10 orders as may be necessary to effectuate the Stipulation, the Settlement provided for therein, and the
11 provisions of this Judgment.


12 12. This Judgment is a final, appealable judgment and should be entered forthwith by the
13 Clerk in accordance with Rule 58, Federal Rules of Civil Procedure.

14 IT IS SO ORDERED.

15 DATED: April 23, 2012



HON. SAMUEL CONTI
UNITED STATES DISTRICT JUDGE

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17 Submitted by: 

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