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11 **UNITED STATES DISTRICT COURT**
12 **CENTRAL DISTRICT OF CALIFORNIA**
13 **SOUTHERN DIVISION**

14 SECURITIES AND EXCHANGE
COMMISSION,

15 Plaintiff,

16 vs.

17 BROADCOM CORPORATION,

18 Defendant.

Case No. SACV 08-0430 JVS(RNBx)

**FINAL JUDGMENT OF
PERMANENT INJUNCTION AND
OTHER RELIEF AGAINST
BROADCOM CORPORATION**

19
20 The Securities and Exchange Commission (the "Commission") having filed
21 a Complaint ("Complaint") and Defendant Broadcom Corporation ("Broadcom")
22 having entered a general appearance; consented to the Court's jurisdiction over
23 Broadcom and the subject matter of this action; consented to entry of this Final
24 Judgment without admitting or denying the allegations of the Complaint (except
25 as to jurisdiction), in the Consent of Defendant Broadcom Corporation to Entry of
26 Final Judgment of Permanent Injunction and Other Relief Against Broadcom
27 Corporation ("Consent"); waived findings of fact and conclusions of law; and
28 waived any right to appeal from this Final Judgment:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Broadcom and its agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 (“Securities Act”), 15 U.S.C. § 77q(a), by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to obtain money or property by means of any untrue statement of a material fact or any omission of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- (c) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

II.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Broadcom and its agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the “Exchange Act”), 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated thereunder, 17 C.F.R. § 240.10b-5, by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security:

- (a) to employ any device, scheme, or artifice to defraud;

- 1 (b) to make any untrue statement of a material fact or to omit to state a
2 material fact necessary in order to make the statements made, in light
3 of the circumstances under which they were made, not misleading; or
4 (c) to engage in any act, practice, or course of business which operates or
5 would operate as a fraud or deceit upon any person.

6 **III.**

7 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that
8 Broadcom and its agents, servants, employees, attorneys, and all persons in active
9 concert or participation with them who receive actual notice of this Final Judgment
10 by personal service or otherwise are permanently restrained and enjoined from,
11 directly or indirectly, filing, or causing to be filed annual reports with the
12 Commission on Forms 10-K, quarterly reports with the Commission on Forms 10-
13 Q, and reports of material events and press releases on Forms 8-K that fail to
14 contain material information necessary to make the required statements in the
15 Forms 10-K, 10-Q, or 8-K, in light of the circumstances under which they are
16 made, not misleading, in violation of Section 13(a) of the Exchange Act, 15 U.S.C.
17 § 78m(a), and Rules 12b-20, 13a-1, 13a-11 and 13a-13 thereunder, 17 C.F.R.
18 §§ 240.12b-20, 240.13a-1, 240.13a-11, and 240.13a-13.

19 **IV.**

20 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that
21 Broadcom and its agents, servants, employees, attorneys, and all persons in active
22 concert or participation with them who receive actual notice of this Final Judgment
23 by personal service or otherwise are permanently restrained and enjoined from
24 directly or indirectly failing to make and keep accurate books, records, and
25 accounts which, in reasonable detail, accurately and fairly reflect financial
26 transactions and disposition of assets in violation of Section 13(b)(2)(A) of the
27 Exchange Act, 15 U.S.C. § 78m(b)(2)(A).
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V.

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2 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that
3 Broadcom and its agents, servants, employees and attorneys, and all persons in
4 active concert or participation with them, who receive actual notice of this Final
5 Judgment by personal service or otherwise are permanently restrained and enjoined
6 from, directly or indirectly failing to devise and maintain a system of internal
7 accounting controls sufficient to provide reasonable assurances that financial
8 statements are prepared in conformity with Generally Accepted Accounting
9 Principles in violation of Section 13(b)(2)(B) of the Exchange Act, 15 U.S.C.
10 §78m(b)(2)(B).

VI.

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12 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that
13 Broadcom and its agents, servants, employees and attorneys, and all persons in
14 active concert or participation with them, who receive actual notice of this Final
15 Judgment by personal service or otherwise are permanently restrained and enjoined
16 from, directly or indirectly soliciting, by the use of the mails or by any means or
17 instrumentality of interstate commerce or of any facility of a national securities
18 exchange or otherwise, and by means of a proxy statement, form of proxy, notice
19 of meeting or other communication, written or oral, containing statements which,
20 at the time and in light of the circumstances under which they were made, were
21 false and misleading with respect to material facts, or omitted to state material
22 facts necessary in order to make the statements therein not false or misleading or
23 necessary to correct statements in earlier communications with respect to the
24 solicitation of the proxy for the same meeting or subject matter which was false or
25 misleading, in violation of Section 14(a) of the Exchange Act, 15 U.S.C. § 78n(a),
26 and Rule 14a-9 thereunder, 17 C.F.R. § 240.14a-9.

VII.

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2 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that
3 defendant Broadcom shall pay a civil penalty in the amount of \$12 million
4 pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), and Section
5 21(d)(3) of the Exchange Act, 15 U.S.C. § 78u(d)(3). Broadcom shall make this
6 payment within ten (10) business days after entry of this Final Judgment by
7 certified check, bank cashier's check, or United States postal money order payable
8 to the Securities and Exchange Commission. The payment shall be delivered or
9 mailed to the Office of Financial Management, Securities and Exchange
10 Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3,
11 Alexandria, Virginia 22312, and shall be accompanied by a letter identifying
12 Broadcom as a defendant in this action; setting forth the title and civil action
13 number of this action and the name of this Court; and specifying that payment is
14 made pursuant to this Final Judgment. Defendant shall pay post-judgment interest
15 on any delinquent amounts pursuant to 28 U.S.C. § 1961. The Commission shall
16 remit the funds paid pursuant to this paragraph to the United States Treasury.

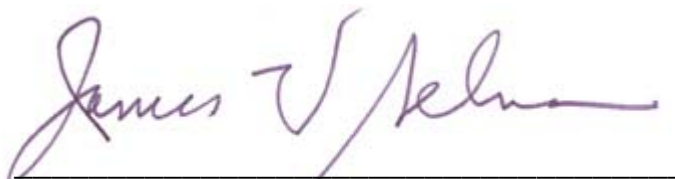
VIII.

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18 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the
19 Consent is incorporated herein with the same force and effect as if fully set forth
20 herein, and that Broadcom shall comply with all of the agreements set forth
21 therein.

IX.

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23 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this
24 Court shall retain jurisdiction of this matter for the purposes of enforcing the terms
25 of this Final Judgment.

26 Dated: April 29, 2008

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UNITED STATES DISTRICT JUDGE