

1 Rosemary M. Rivas (SBN 209147)  
 rrivas@zlk.com  
 2 **LEVI & KORSINSKY LLP**  
 44 Montgomery Street, Suite 650  
 3 San Francisco, CA 94104  
 Telephone: (415) 291-2420  
 4 Facsimile: (415) 484-1294

5 *Attorneys for Plaintiff*

6 *[Additional Counsel on signature page]*

7  
 8 **UNITED STATES DISTRICT COURT**  
 9 **NORTHERN DISTRICT OF CALIFORNIA**

10 THE VLADIMIR GUSINSKY REV. TRUST,  
 Individually and On Behalf of All Others  
 11 Similarly Situated,

12 Plaintiff,

13 v.

14 EXAR CORPORATION, GARY MEYERS,  
 RYAN A. BENTON, BEHROOZ ABDI, IZAK  
 15 BENCUYA, PIERRE G. GUILBAULT,  
 BRIAN HILTON, JEFFREY JACOBOWITZ,  
 16 MAXLINEAR, INC., and EAGLE  
 ACQUISITION CORPORATION,

17 Defendants.  
 18

Case No. 3:17-cv-2150-SI

**STIPULATION AND ~~[PROPOSED]~~  
 ORDER CONCERNING PLAINTIFF’S  
 VOLUNTARY DISMISSAL AND  
 PLAINTIFFS’ COUNSEL’S  
 ANTICIPATED APPLICATION FOR  
 AN AWARD OF ATTORNEYS’ FEES  
 AND EXPENSES**

19 WHEREAS, on March 29, 2017, Exar Corporation (“Exar” or the “Company”) and  
 20 MaxLinear, Inc. (“MaxLinear”) announced that they had entered into an agreement and plan of  
 21 merger (the “Merger Agreement”) pursuant to which MaxLinear would acquire all of the  
 22 outstanding shares of Exar in exchange for \$13.00 in cash per Exar share (the “Transaction”);

23 WHEREAS, on April 13, 2017, Exar filed a Solicitation/Recommendation Statement (the  
 24 “Solicitation Statement”) with the United States Securities and Exchange Commission (“SEC”) in  
 25 connection with the Transaction;

26 WHEREAS, on April 18, 2017, plaintiff The Vladimir Gusinsky Rev. Trust (“Plaintiff”)  
 27 filed a class action lawsuit in the United States District Court for the Northern District of California  
 28 challenging the adequacy of the disclosures made in the Solicitation Statement, captioned *The*

1 *Vladimir Gusinsky Rev. Trust v. Exar Corporation*, Case No. 3:17-cv-2150 (the “Action”).  
2 Plaintiff’s complaint alleged, among other things, that defendants Exar, Gary Meyers, Ryan A.  
3 Benton, Behrooz Abdi, Izak Bencuya, Pierre G. Guilbault, Brian Hilton, Jeffrey Jacobowitz,  
4 MaxLinear, Inc., and Eagle Acquisition Corporation (collectively, “Defendants”) violated  
5 Sections 14(e), 14(d), and 20(a) of the Securities Exchange Act of 1934 (the “Exchange Act”) in  
6 connection with the Solicitation Statement;

7 WHEREAS on April 25, 2017, plaintiff Richard E. Marshall (together with Plaintiff,  
8 “Plaintiffs”) filed the related action *Marshall v. Exar Corporation*, Case No. 3:17-cv-02334 (the  
9 “Related Action” and, together with the Action, the “Actions”) against defendants Exar, Gary  
10 Meyers, Ryan A. Benton, Behrooz Abdi, Izak Bencuya, Pierre G. Guilbault, Brian Hilton, and  
11 Jeffrey Jacobowitz, alleging, *inter alia*, that these defendants violated Sections 14(e), 14(d), and  
12 20(a) of the Exchange Act in connection with the Solicitation Statement;

13 WHEREAS, as a result of negotiations between the parties in the Actions, on May 3, 2017,  
14 the parties to the Actions agreed on supplemental disclosures related to the Transaction (the  
15 “Supplemental Disclosures”), which would address and moot Plaintiffs’ claims regarding the  
16 disclosures in the Solicitation Statement;

17 WHEREAS, on May 3, 2017, Exar filed the Supplemental Disclosures with the SEC;

18 WHEREAS, on May 12, 2017, the Transaction closed;

19 WHEREAS, Plaintiffs’ counsel reserve the right to assert a claim for attorneys’ fees and  
20 expenses in connection with the prosecution of the Actions and the issuance of the Supplemental  
21 Disclosures, and have informed Defendants of their intention to petition the Court for such fees  
22 and expenses if their claim cannot be resolved through negotiations between counsel for Plaintiffs  
23 and Defendants (the “Fee Application”);

24 WHEREAS, by entering into this Stipulation, Defendants do not admit that the  
25 Supplemental Disclosures were material or that Plaintiffs are entitled to attorneys’ fees and  
26 expenses, and reserve the right to oppose, in whole or in part, any claim by Plaintiffs for attorneys’  
27 fees and expenses.;

28 WHEREAS, no class has been certified in the Action;

1 WHEREAS, for the avoidance of doubt, no compensation in any form has passed directly  
2 or indirectly to Plaintiffs or their attorneys, and no promise, understanding, or agreement to give  
3 any such compensation has been made, nor have the parties had any discussions concerning the  
4 amount of any mootness fee application or award; and

5 WHEREAS, Defendants have denied and continue to deny any wrongdoing and contend  
6 that no claim asserted in the Action was ever meritorious.

7 **IT IS HEREBY STIPULATED AND AGREED**, by and between the undersigned  
8 attorneys for the respective parties:

9 1. Plaintiff hereby voluntarily dismisses the Action with prejudice as to Plaintiff  
10 pursuant to Fed. R. Civ. P. 41(a)(1) and without prejudice as to other members of the putative  
11 class.

12 2. This Court retains jurisdiction over the parties in the Action solely for purposes of  
13 further proceedings related to the adjudication of Plaintiff's potential Fee Application.

14 3. If Plaintiff makes a Fee Application, such Fee Application will be made with the  
15 cooperation of, and also on behalf of, the plaintiff in the Related Action and his counsel.

16 4. If the parties are unable to resolve Plaintiff's counsel's claim for attorneys' fees and  
17 expenses, Plaintiff shall file any petition and supporting papers seeking such relief by no later than  
18 June 28, 2017, with the hearing to be noticed in accordance with Civil Local Rule 7-2.

19 IT IS SO STIPULATED.

20 Respectfully submitted this 12th day of June, 2017.

21 **LEVI & KORSINSKY LLP**

22 By: /s/ Rosemary M. Rivas

Rosemary M. Rivas  
44 Montgomery Street, Suite 650  
San Francisco, CA 94104  
Telephone: (415) 291-2420  
Facsimile: (415) 484-1294

*Attorneys for Plaintiffs*

23 **OF COUNSEL:**

24 **RIGRODSKY & LONG, P.A.**

25 Brian D. Long  
26 Gina M. Serra  
2 Righter Parkway, Suite 120  
Wilmington, DE 19803  
27 Telephone: (302) 295-5310  
28 Facsimile: (302) 654-7530

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**PILLSBURY WINTHROP SHAW  
PITTMAN LLP**

By: /s/ Bruce A. Ericson  
Bruce A. Ericson  
Four Embarcadero Center, 22nd Floor  
San Francisco, CA 94111  
Telephone: (415) 983-1560

*Attorneys for Defendants EXAR  
CORPORATION, GARY MEYERS,  
RYAN A. BENTON, BEHROOZ ABDI,  
IZAK BENCUYA, PIERRE G.  
GUILBAULT, BRIAN HILTON,  
JEFFREY JACOBOWITZ*

**WILSON SONSINI GOODRICH &  
ROSATI**

By: /s/ Ignacio Salceda  
Ignacio Salceda  
Catherine Moreno  
650 Page Mill Road  
Palo Alto, CA 94304  
Direct: 650.565.3503  
Phone: 650.493.9300  
Fax: 650.493.6811

*Attorneys for Defendants  
MAXLINEAR, INC. AND EAGLE  
ACQUISITION CORPORATION*

**FILER'S ATTESTATION**

Pursuant to Civil Local Rule 5-1 regarding signatures, I attest under penalty of perjury that the concurrence in the filing of this document has been obtained from all signatories.

/s/ Rosemary M. Rivas  
Rosemary M. Rivas

**PURSUANT TO STIPULATION, IT IS SO ORDERED.**

Date: June 12, 2017



Hon. Susan Illston  
Senior United States District Judge