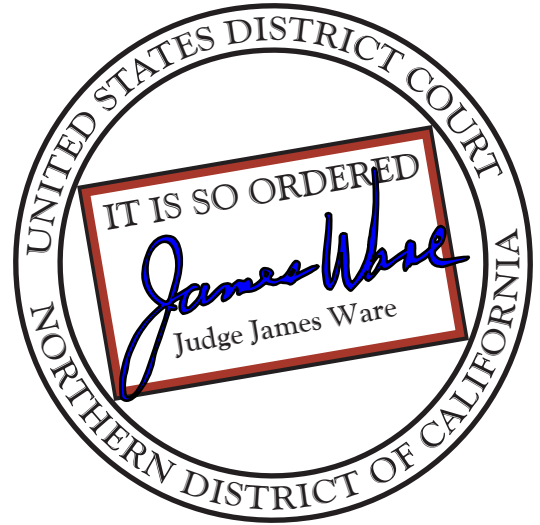


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 Kenneth Huening, Alan Hale, Eric Karros,
 11 Charles Rigg, Christopher Neil, Ed Medlin,
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 12 Georges, William Levin, Robert Scheer, Laszlo
 Gal, Sharon Smith-Lenox, M.D. Sampels, David
 13 Timm, Matthew Murphy, and Jennifer Gilbert



14 UNITED STATES DISTRICT COURT
 15 NORTHERN DISTRICT OF CALIFORNIA
 16 SAN JOSE DIVISION

17 In re MAXIM INTEGRATED PRODUCTS,
 18 INC. DERIVATIVE LITIGATION,

No. 5:06-cv-03344-JW

19 This Document Relates To:

20 ALL ACTIONS.
 21

22 STIPULATION AND [PROPOSED] ORDER
 23 REGARDING FILING OF CORRECTED
 24 THIRD AMENDED VERIFIED
 25 CONSOLIDATED SHAREHOLDER
 26 DERIVATIVE COMPLAINT
 27
 28

1 **STIPULATION**

2 IT IS HEREBY STIPULATED by and between all parties to the above-entitled action,
3 through their respective counsel, as follows:

4 WHEREAS, on August 27, 2008, the Court in the instant case entered an Order granting in
5 part and denying in part Certain Individual Defendants’ Motion to Dismiss Plaintiffs’ Second
6 Amended Verified Consolidated Shareholder Complaint (the “August 27, 2008 Order”);

7 WHEREAS, on September 19, 2008, Plaintiffs filed a Third Amended Verified
8 Consolidated Shareholder Derivative Complaint (“TAC”);

9 WHEREAS, on October 16, 2008, counsel for certain individual Defendants wrote to
10 counsel for Plaintiffs to request that, in light of, and consistent with the rulings contained in, the
11 Court’s August 27, 2008 Order, the TAC be corrected to eliminate certain claims against certain
12 individual Defendants (namely Count IV as against Defendant Sharon Smith-Lenox, Count II as
13 against Defendants Michael Byrd, Eric Karros and M.D. Sampels, and Counts III, IV and VII-IX
14 as against Defendant Alan Hale);

15 WHEREAS, with respect to Count IV as against Defendant Sharon Smith-Lenox, Count II
16 as against Defendants Eric Karros and M.D. Sampels, and Counts III, IV and VII-IX as against
17 Defendant Alan Hale, Plaintiffs agree that the TAC should be corrected;

18 WHEREAS, all parties agree that Plaintiffs should be permitted to file a Corrected Third
19 Amended Complaint, eliminating Count IV as against Defendant Sharon Smith-Lenox, Count II as
20 against Defendants Eric Karros and M.D. Sampels, and Counts III, IV and VII-IX as against
21 Defendant Alan Hale, but not adding any new or different factual allegations or claims;

22 IT IS HEREBY STIPULATED AS FOLLOWS:

23 1. Defendants need not respond to the TAC, as filed on September 19, 2008, responses to
24 which are currently due on or before December 17, 2008.

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2. Plaintiffs shall file a Corrected Third Amended Verified Consolidated Shareholder Derivative Complaint no later than December 15, 2008.

3. Defendants shall file their responses to Plaintiffs' Corrected Third Amended Verified Consolidated Shareholder Derivative Complaint on or before December 30, 2008.

IT IS SO STIPULATED.

DATED: December 15, 2008

By _____ /S/ _____

COUGHLIN STOIA GELLER
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Shawn A. Williams
Darren J. Robbins
Travis E. Downs III
Benny C. Goodman III
Lucas F. Olts

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Eric L. Zagar
Robin Winchester
James H. Miller

Co-Lead Counsel for Plaintiffs

DATED: December 15, 2008

ROPERS, MAJESKI, KOHN & BENTLEY

By _____ /S/ _____

Michael J. Ioannou
Attorneys for Nominal Defendant Maxim
Integrated Products, Inc.

1 DATED: December 15, 2008

QUINN EMANUEL URQUHART OLIVER &
HEDGES, LLP

2

3

By _____ /S/

4

Scott G. Lawson
Patrick C. Doolittle
Attorneys for certain Individual
Defendants _____

5

6

7 DATED: December 15, 2008

IRELL & MANELLA LLP

8

9

By _____ /S/

10

David Siegel
John C. Hueston
Garland A. Kelley
Shaunt T. Arevian
Attorneys for Defendant John F. Gifford

11

12

13 DATED: December 15, 2008

LATHAM & WATKINS LLP

14

15

By _____ /S/

16

David M. Friedman
Attorneys for Defendant Carl Jasper

17

ORDER

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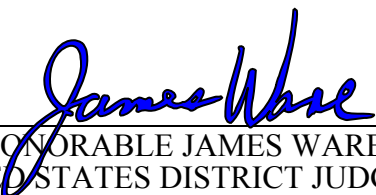
PURSUANT TO STIPULATION, IT IS SO ORDERED.

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DATED: December 18 , 2008

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THE HONORABLE JAMES WARE
UNITED STATES DISTRICT JUDGE

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