

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

\*\*E-Filed 8/13/10\*\*

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

In re ATMEL CORPORATION DERIVATIVE  
LITIGATION

Master File No. CV 06-4592-JF

This Document Related To:  
All Actions.

**SETTLEMENT AGREEMENT**  
**EXHIBIT C**

~~[PROPOSED]~~ FINAL FEDERAL JUDGMENT  
AND ORDER OF DISMISSAL

1 This matter came on for hearing on August 13, 2010. The Court has considered the  
2 Settlement Agreement (the "Agreement") and all oral and written objections and comments  
3 received regarding the proposed settlement, and has reviewed the record in the Action. Good  
4 cause appearing,

5 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED AS FOLLOWS:

6 1. The Court, for purposes of this Final Federal Judgment and Order of Dismissal of  
7 the Federal Action, adopts the definitions set forth in paragraphs 1.1 through 1.19 of the  
8 Agreement.

9 2. The Court has jurisdiction over the subject matter of the Federal Action and  
10 personal jurisdiction over the Federal Plaintiffs, all Current Atmel Shareholders, Atmel, and the  
11 Defendant.

12 3. During the course of the litigation, the Parties and their respective counsel at all  
13 times complied with the requirements of Federal Rule of Civil Procedure 11.

14 4. The Court finds that the distribution of the Notice of Proposed Settlement as  
15 provided for in the Preliminary Order constituted the best notice practicable under the  
16 circumstances and fully complied with Rule 23.1 of the Federal Rules of Civil Procedure and with  
17 the United States Constitution, and the requirements of due process under state law.

18 5. The Court approves the settlement of the Action as set forth in the Agreement as  
19 fair, reasonable, and adequate to Atmel and all Current Atmel Shareholders pursuant to Rule 23.1  
20 of the Federal Rules of Civil Procedure. The Parties are hereby ordered to consummate the  
21 settlement in accordance with its terms set forth in the Agreement.

22 6. The Federal Action is hereby dismissed on the merits and with prejudice. This  
23 order shall constitute a final judgment pursuant to Rule 54 of the Federal Rules of Civil  
24 Procedure, and the timeliness of any appeal shall be measured from the date of entry of this order.

25 7. As of the Effective Date, Atmel the Plaintiffs (individually and derivatively on behalf  
26 of Atmel and all Current Atmel Shareholders), and the Defendant shall be deemed to have, and by  
27 operation of this judgment shall have, fully, finally, and forever released and discharged the Released  
28

1 Persons from all Settled Claims and from all claims arising out of or relating to the defense,  
2 settlement, or resolution of the Action.

3 8. As of the Effective Date, each of the Released Persons shall be deemed to have, and  
4 by operation of this judgment shall have, fully, finally, and forever released and discharged Plaintiffs  
5 and Plaintiffs' Counsel from all claims arising out of, relating to, or in connection with the institution,  
6 prosecution, assertion, settlement, or resolution of the Action or the Released Claims.

7 9. Plaintiffs, Atmel, and Current Atmel Shareholders are permanently barred and  
8 enjoined from instituting or prosecuting, in any capacity, any action or proceeding against any of  
9 the Released Persons that involves or asserts any of the Settled Claims.

10 10. As of the Effective Date, the Parties, and all other persons and entities shall be  
11 deemed to be, and by operation of this judgment shall be, permanently barred, enjoined, and  
12 restrained from commencing, prosecuting, or asserting against the Defendant any claim for  
13 contribution or indemnity that is related to, based upon, or arises out of the Settled Claims,  
14 regardless of whether such claim for contribution or indemnity is asserted as a claim, cross-claim,  
15 counterclaim, third-party claim, or in any other manner, in any court, arbitration, administrative  
16 agency, or forum. All such claims are hereby extinguished, discharged, satisfied, and  
17 unenforceable.

18 11. This Order shall not limit or otherwise affect the rights, if any, of the Defendant (a)  
19 to receive indemnification or advancement of legal expenses arising from law and/or statute, or  
20 any existing written agreements, or (b) to enforce the terms of this Agreement.

21 12. The Court reserves exclusive and continuing jurisdiction over the Federal Action,  
22 the Federal Plaintiffs, all Current Atmel Shareholders, Atmel, and the Defendant for the purposes  
23 of supervising the implementation, enforcement, construction, and interpretation of the  
24 Agreement, the Preliminary Order, and this Judgment.

25 13. Neither this Final Federal Judgment, nor any of its terms or provisions, nor any of  
26 the negotiations or proceedings connected with it, shall be referred to, offered as evidence, or  
27 received in evidence in any pending or future civil, criminal, or administrative action or  
28

1 proceedings, except in a proceeding to enforce this judgment, to defend against the assertion of  
2 the Settled Claims, or as otherwise required by law.

3 Dated: 8/13/2010  
4

  
United States District Judge

5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28