

8. Admitted.
9. This is a legal contention as to which no response is required.
10. This is a legal contention as to which no response is required.
11. This is a legal contention as to which no response is required, except admitted that all individual defendants reside in Delaware and the State lacks sufficient information to form a belief as to the truth of this paragraph regarding plaintiff's residence.
12. Admitted.
13. Denied, except admitted that the Court of Chancery adopted Court of Chancery Rules 96, 97 and 98 on January 5, 2010 in furtherance of 10 *Del.C.* §349, to which Rules the State refers for their complete text.
14. The State refers to Court of Chancery Rule 97(a)(4) for its complete text.
15. The State refers to Court of Chancery Rule 98(b) for its complete text.
16. Denied as alleged. Admitted only that in late September 2011, Advanced Analogic Technologies, Inc. filed a Form 8-K with the Securities and Exchange Commission that included as an exhibit a press release disclosing that it had initiated proceedings against Skyworks Solutions, Inc. pursuant to 10 *Del. C.* §349 and Court of Chancery Rules 96, 97 and 98.

COUNT I

17. This is an incorporation paragraph for which no response is required.
18. This is a legal contention as to which no response is required. To the extent any response is required, this paragraph is denied.
19. This is a legal contention as to which no response is required. To the extent any response is required, this paragraph is denied.

20. Denied.

First Affirmative Defense

The Complaint fails to state a claim upon which relief can be granted.

Second Affirmative Defense

The State is immune from suit in this action under the Eleventh Amendment to the United States Constitution.

Third Affirmative Defense

The Complaint should be dismissed because plaintiff lacks standing.

Fourth Affirmative Defense

The Complaint should be dismissed because any claims stated in the Complaint are barred by the appropriate statute of limitations or repose.

Fourth Affirmative Defense

The Complaint should be dismissed as it is untimely under the doctrine of laches.

Reservation of Rights

The State expressly reserves its right to assert additional affirmative defenses as it may discover through additional investigation.

* * * * *

WHEREFORE, the States asks for judgment in its favor for all that is just and proper, including dismissal of the action and assessment of costs including attorney's fees against the plaintiff.

**STATE OF DELAWARE
DEPARTMENT OF JUSTICE**

/s/ Ralph K. Durstein, III

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