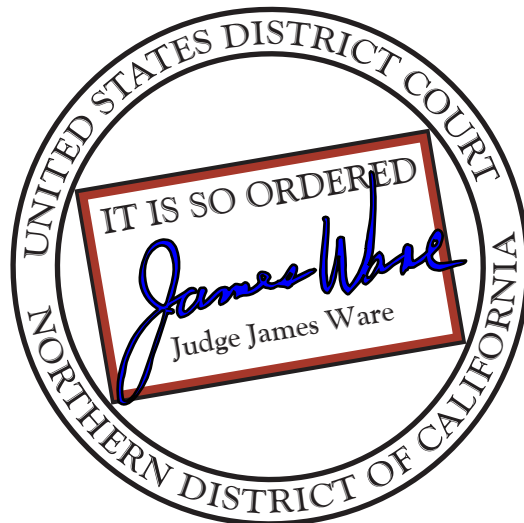


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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

SAN JOSE DIVISION

In re MAXIM INTEGRATED
PRODUCTS, INC., SECURITIES
LITIGATION

CASE NO. C-08-00832-JW

CLASS ACTION

~~[PROPOSED]~~ FINAL JUDGMENT AND
ORDER OF DISMISSAL WITH
PREJUDICE

1 WHEREAS Lead Plaintiffs the Cobb County Government Employees' Pension Plan, the DeKalb
2 County Pension Plan and the Mississippi Public Employees Retirement System (collectively, "Lead
3 Plaintiffs") and Defendant Maxim Integrated Products, Inc. ("Maxim" or the "Company," and, together
4 with Lead Plaintiffs, the "Settling Parties") have determined to settle the above-captioned consolidated
5 class action (the "Action") on the terms set forth in the Stipulation of Settlement dated June 18, 2010
6 (the "Stipulation");

7 WHEREAS the Court is familiar with and has reviewed the record in the Action and has
8 reviewed the Stipulation and the settlement provided for by the Stipulation (the "Settlement"), and has
9 considered all submissions to the Court and presentations at a hearing held on September 27, 2010 (the
10 "Settlement Hearing") following notice of the Settlement and the settlement hearing given in accordance
11 with this Court's July 13, 2010 Order Preliminarily Approving Settlement, Providing for Notice and
12 Scheduling Settlement Hearing (the "Preliminary Approval, Notice and Settlement Hearing Order"); and

13 WHEREAS the Court has found good cause for entering the following Order, Judgment and
14 Decree (the "Final Order and Judgment"),

15 NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

16 1. This Final Order and Judgment incorporates by reference the definitions in the
17 Stipulation, and all capitalized terms used, but not defined herein, shall have the same meanings as in the
18 Stipulation.

19 2. This Court has jurisdiction over the subject matter of the Action and over all parties to the
20 Action, including all members of the Class.

21 3. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this Court hereby certifies
22 the Action as a class action for settlement purposes only. The Class consists of all persons and entities
23 who purchased the common stock of Maxim between April 29, 2003, and January 17, 2008, inclusive,
24 and who were damaged thereby. Excluded from the Class are Defendants Maxim, Gifford, Jasper and
25 Ruehle; the officers and directors of the Company, at all relevant times; members of the immediate
26 families of any Defendant and/or officer or director and their legal representatives, heirs, successors or
27 assigns and any entity in which Defendants have or had a controlling interest. Also excluded from the
28

1 Class are any persons who exclude themselves by filing a request for exclusion in accordance with the
2 requirements set forth in the Notice, a list of which is attached hereto as Exhibit 1.

3 4. With respect to the Class, this Court finds, solely for the purposes of the Settlement, that:

4 (a) the members of the Class are so numerous that joinder of all Class Members in the
5 Action is impracticable;

6 (b) there are questions of law and fact common to the Class;

7 (c) the claims by Lead Plaintiffs are typical of the claims of the Class;

8 (d) Lead Plaintiffs and Lead Counsel have and will fairly and adequately represent and
9 protect the interests of the Class Members;

10 (e) the questions of law and fact common to the members of the Class predominate over
11 any questions affecting only individual members; and

12 (f) a class action is superior to other available methods for the fair and efficient
13 adjudication of the controversy, considering: (i) the interests of the Class Members in individually
14 controlling the prosecution of separate actions; (ii) the extent and nature of any litigation concerning the
15 controversy already commenced by Class Members; and (iii) the desirability or undesirability of
16 concentrating the litigation of these claims in this particular forum.

17 5. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this Court hereby approves
18 the Settlement set forth in the Stipulation and finds that the Settlement is, in all respects, fair, reasonable
19 and adequate to Lead Plaintiffs, the Class and each of the Class Members. The Court further finds that
20 the Settlement set forth in the Stipulation is the result of arm's-length negotiations between experienced
21 counsel representing the interests of the Settling Parties and is in the best interests of the Class. The
22 Court further finds that the record is sufficiently developed and complete to have enabled the Settling
23 Parties to have adequately evaluated and considered their respective positions. Accordingly, the
24 Settlement embodied in the Stipulation is hereby finally approved in all respects. The Settling Parties
25 are hereby directed to perform its terms.

26 6. The Action and all claims contained therein are dismissed with prejudice as against
27 Defendants. All parties are to bear their own costs, except as otherwise provided in the Stipulation.
28

1 7. Pursuant to this Final Order and Judgment, upon the Effective Date, Lead Plaintiffs and
2 each of the Class Members (except those persons or entities who have validly and timely requested
3 exclusion from the Class (identified as Exhibit 1 hereto)) shall be deemed by operation of law to have
4 fully, finally and forever released, relinquished, waived, discharged and dismissed each and every
5 Settled Claim, and shall forever be enjoined from prosecuting any or all Settled Claims, against any
6 Released Party.

7 8. Pursuant to this Final Order and Judgment, upon the Effective Date, Maxim and each of
8 the other Released Parties (other than Gifford, Jasper and Ruehle), on behalf of themselves, their heirs,
9 executors, administrators, predecessors, successors and assigns, shall be deemed by operation of law to
10 have released, waived, discharged and dismissed each and every Released Parties' Claim, and shall
11 forever be enjoined from prosecuting any or all of the Released Parties' Claims, against Lead Plaintiffs,
12 their officers, directors, employees, agents and attorneys, and all other Class Members.

13 9. The distribution of the Notice and the publication of the Summary Notice as provided for
14 in the Preliminary Approval, Notice and Settlement Hearing Order constituted the best notice reasonably
15 practicable under the circumstances, including individual notice to all Class Members who could be
16 identified through reasonable effort. Said notice provided the best notice practicable under the
17 circumstances of those proceedings and of the matters set forth therein, including the proposed
18 Settlement set forth in the Stipulation, to all persons entitled to such notice, and said notice fully
19 satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, Section 21D(a)(7) of the
20 Securities Exchange Act of 1934 (the "Exchange Act"), as amended by the Private Securities Litigation
21 Reform Act of 1995 (the "PSLRA"), 15 U.S.C. § 78u-4(a)(7), the Constitution of the United States, and
22 any other applicable law.

23 10. Any plan of allocation submitted by Lead Counsel or any order entered regarding any
24 attorneys' fee and/or expense application shall in no way disturb or affect this Final Order and Judgment
25 and shall be considered separate from this Final Order and Judgment.

26 11. The fact and terms of this Final Order and Judgment and the Settlement, all negotiations,
27 discussions, drafts and proceedings in connection with this Judgment and the Settlement, and any act
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1 performed or document signed in connection with this Final Order and Judgment and the Settlement,
2 shall not, in this or any other court, administrative agency, arbitration forum or other tribunal, be:

3 a. offered or received against any of the Released Parties as evidence of, or
4 construed as, or deemed to be evidence of any presumption, concession or admission by any of the
5 Released Parties with respect to the truth of any fact alleged by Lead Plaintiffs or the validity of any
6 claim that was or could have been asserted against any of the Released Parties in this Action or in any
7 litigation, or of any liability, negligence, fault or other wrongdoing of any kind of any of the Released
8 Parties to Lead Plaintiffs, the Class or anyone else;

9 b. offered or received against any of the Released Parties as evidence of a
10 presumption, concession or admission of any fault, misrepresentation or omission with respect to any
11 statement or written document approved or made by any of the Released Parties, or against the Released
12 Parties, Lead Plaintiffs or any Class Member(s) as evidence of any infirmity in the claims or defenses
13 that have been or could have been asserted in the Action;

14 c. offered or received against any of the Released Parties, or against Lead Plaintiffs
15 or any other Class Member(s), as evidence of a presumption, concession or admission with respect to
16 any liability, negligence, fault or wrongdoing of any kind, or in any way referred to for any other reason
17 or purpose as against any of the Released Parties, in any other civil, criminal or administrative action or
18 proceeding, other than such proceedings as may be necessary to effectuate the provisions of the
19 Stipulation; provided, however, that Maxim or any other Released Party may refer to this Final Order
20 and Judgment and/or the Stipulation to effectuate the protection from liability granted hereunder;

21 d. construed against any of the Released Parties, Lead Plaintiffs or any other Class
22 Member(s) as an admission, concession or presumption that the consideration to be given in connection
23 with the Settlement represents the amount which could be or would have been recovered after trial; nor

24 e. construed against Lead Plaintiffs or any other Class Member(s) as an admission,
25 concession or presumption that any of their claims are without merit or that damages recoverable under
26 the Complaint would not have exceeded the amount of the Settlement Fund.

27 f. Notwithstanding the foregoing, nothing in this Paragraph 11 shall preclude
28 Maxim from referring to this Final Order and Judgment, the Stipulation and the Settlement in any action

1 by Maxim against the Individual Defendants, including, but not limited to, any action by Maxim against
2 the Individual Defendants for contribution.

3 12. This Final Order and Judgment and/or the Stipulation may be filed in an action to enforce
4 or interpret the terms of the Stipulation, the Settlement contained therein, and any other documents
5 executed in connection therewith. Class Members, Maxim and/or any other Released Party may file this
6 Final Order and Judgment and/or the Stipulation in any action that may be brought against them in order
7 to support a defense or counterclaim based on the principles of *res judicata*, collateral estoppel, full faith
8 and credit, release, good faith settlement, judgment bar or reduction or any other theory of claim
9 preclusion or issue preclusion or similar defense or counterclaim.

10 13. Without affecting the finality of this Final Order and Judgment in any way, this Court
11 hereby retains continuing jurisdiction to effectuate and enforce the terms of this Final Order and
12 Judgment and the Settlement and over all matters related to this Final Order and Judgment and the
13 Settlement, including, but not limited to, the releases provided for in this Final Order and Judgment.

14 14. The Court finds and concludes, pursuant to Section 21D(c)(1) of the Exchange Act, as
15 amended by the PSLRA, 15 U.S.C. § 78u-4(c)(1), that Lead Plaintiffs, Lead Counsel, Maxim and
16 Maxim's Counsel at all times have complied with the requirements of Rule 11(b) of the Federal Rules of
17 Civil Procedures.

18 15. In the event that the Settlement does not become effective in accordance with the terms
19 of the Stipulation or the Effective Date does not occur, or in the event that the Settlement Fund, or any
20 portion thereof, is returned to Maxim, then this Final Order and Judgment (except for Paragraphs 11 and
21 15) and the Preliminary Approval, Notice and Settlement Hearing Order (except for Paragraphs 26 and
22 28) shall be rendered null and void, the Stipulation (except for Paragraphs 32, 33 and 44) shall be
23 deemed terminated, and the Settling Parties shall return to their positions without prejudice in any way,
24 as provided for in the Stipulation.

EXHIBIT 1

In re Maxim Integrated Products, Inc., Securities Litigation

Cumulative Requests for Exclusion

#	Name
1	Albrecht, John W.
2	Alvarado, Olga M.
3	Anderson Family Trust
4	Bennett, Bruce A.
5	Brower Living Trust
6	Chadwick, Sandra
7	Chanthavong, Michael
8	Cook, Herbert
9	Daste, Rossana P. & Alberto S.
10	Denner, Belinda A.
11	Desrosiers, Lynn
12	Ely, Glenn L.
13	Field, Karen E.
14	Franklin Mutual Funds Franklin Mutual Funds: Mutual Shares Fund Franklin Mutual Funds: Franklin Mutual Beacon Fund Franklin Mutual Funds: Franklin Mutual Recovery Fund Franklin Mutual Funds: Mutual Recovery Fund Franklin Mutual Funds: Franklin Mutual Shares Fund Franklin Mutual Funds: Mutual Shares Security Fund Franklin Mutual Funds: JNL/Franklin Templeton Mutual Shares Fund Franklin Mutual Funds: ING Franklin Mutual Shares Portfolio
15	Franklin Templeton Funds Franklin Templeton Funds: Franklin Flex Cap Growth Fund Franklin Templeton Funds: Franklin Flex Cap Growth Corporate Class Franklin Templeton Funds: Franklin Flex Cap Growth Fund (Franklin Strategic Series)

	Franklin Templeton Funds: Franklin Global Communications Fund Franklin Templeton Funds: Franklin Small-Mid Cap Growth Fund Franklin Templeton Funds: Franklin Flex Cap Growth Securities Fund Franklin Templeton Funds: Franklin Growth Opportunities Fund Franklin Templeton Funds: Franklin Technology Fund (Franklin Strategic Series) Franklin Templeton Funds: Franklin Balanced Fund Franklin Templeton Funds: Franklin Income Securities Fund Franklin Templeton Funds: Franklin Small-Mid Cap Growth Securities Fund Franklin Templeton Funds: Franklin US Opportunities Fund Franklin Templeton Funds: Franklin Technology Fund (Franklin Templeton Investment) Franklin Templeton Funds: Franklin US Small-Mid Cap Growth Fund Franklin Templeton Funds: Franklin US Core Equity Fund Franklin Templeton Funds: Franklin Focused Core Equity Fund
16	Fuller, Beverly L.
17	Geesey, Harold L. & Jean R.
18	Gilleland, John H.
19	Gorak, William & Leslie
20	Harrison, Caren D.
21	Heflin, M. Helen on behalf of Donald R. (Deceased)
22	Isensee, Glen
23	Johnson, Huber D.
24	Kempffer Michael
25	Kiefer, Craig S.
26	Kokkonda, Anil
27	Kren, Anna M.
28	Macort, Joan
29	Mangus, James R.
30	Mangus, Virginia L.
31	Mauser, Carole F.
32	Newcomb, Michael L. & Paula M.
33	Nguyen, Nam Thanh & Renee A.
34	Nichol, Paul S.
35	O'Brien, James
36	Raymond, Ada L.

37	Richards, Lloyd W. & Leola
38	Roddey, Otha C.
39	Rycroft, Chester A.
40	Salie, Richard C.
41	Sampson, Laurie A.
42	Shah, Atul
43	Sharman, Charles
44	Steinkamp, Jeffrey
45	Tassell, Anna L.
46	Tesdell, Katherine J.
47	Test & Measurement Systems Inc.
48	Thompson, Edward J.
49	Tran, Hong
50	Van Sicklen Family Trust
51	Venable, Ethel P. on behalf of John R. (Deceased)
52	Voit, Walter E.
53	Wessel, John V.
54	Whitt, Alan G.
55	Winfrey, David L.
56	Yee, Maxine K.S.