IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

THE VLADIMIR GUSINSKY REV. TRUST, On Behalf of Itself and All Others Similarly Situated,	)	
Plaintiff,	)	Case No. 1:17-cv-00241-VAC-SRF
v.	)	CLASS ACTION
GIGPEAK, INC., AVI KATZ, NEIL J. MIOTTO, KIMBERLY D.C. TRAPP, JOSEPH J. LAZZARA, JOHN J. MIKULSKY, FRANK W. SCHNEIDER, INTEGRATED DEVICE TECHNOLOGY, INC., and GLIDER MERGER SUB, INC.,	)	
Defendants.	)	

STIPULATION AND [PROPOSED] ORDER CONCERNING PLAINTIFF'S VOLUNTARY DISMISSAL OF THE ABOVE ACTION AND PLAINTIFF'S COUNSEL'S ANTICIPATED APPLICATION FOR AN AWARD OF ATTORNEYS' FEES AND EXPENSES

WHEREAS, on February 13, 2017, GigPeak, Inc. ("GigPeak" or the "Company") and Integrated Device Technology, Inc. ("Parent") announced that they had entered into an Agreement and Plan of Merger (the "Merger Agreement"), dated as of February 13, 2017, among GigPeak, Parent, and Parent's wholly-owned subsidiary, Glider Merger Sub, Inc. ("Merger Sub," and together with Parent, "IDT") pursuant to which Merger Sub would acquire all of the outstanding shares of GigPeak through a tender offer (the "Tender Offer") and second step merger, and GigPeak stockholders would receive $3.08 per share of GigPeak common stock (the "Transaction");

WHEREAS, under the Merger Agreement, IDT was obligated to commence the Tender Offer within 15 business days after the date of the Merger Agreement. The Tender Offer was commenced on March 7, 2017 and was scheduled to expire at midnight on April 3, 2017;

WHEREAS, on March 7, 2017, GigPeak filed a Solicitation/Recommendation Statement on a Schedule 14D-9 (the "Recommendation Statement") with the SEC. Among other things, the Recommendation Statement (i) summarized the terms of the Merger Agreement, (ii) provided an account of the events leading up to the execution of the Merger Agreement, (iii) stated that the GigPeak's board of directors determined that the Transaction was in the best interests of GigPeak's stockholders and recommended that the Company's stockholders tender into the Tender Offer, and (iv) summarized the valuation analyses and fairness opinions by Cowen & Company, LLC ("Cowen") and Needham and Company, LLC ("Needham"), the financial advisors to GigPeak;

WHEREAS, on March 8, 2017, plaintiff The Vladimir Gusinsky Rev. Trust ("Plaintiff") filed a purported class action lawsuit in this Court, on behalf of himself and other public stockholders of GigPeak, challenging the adequacy of the disclosures made in the Recommendation Statement (the "Action");

WHEREAS, the Action alleged, among other things, that defendants GigPeak, Avi Katz, Neil J. Miotto, Kimberly D.C. Trapp, Joseph J. Lazzara, John J. Mikulsky, Frank W. Schneider, and IDT (collectively, the "Defendants") committed disclosure violations under Sections 14(d), 14(e), and 20(a) of the Securities and Exchange Act of 1934 (the "Exchange Act"), and Rule 14d-9 promulgated thereunder;

WHEREAS, after negotiations between the parties, on March 24, 2017, GigPeak filed Amendment No. 5 to the Recommendation Statement with the SEC containing supplemental disclosures to the Recommendation Statement (the "Supplemental Disclosures");

WHEREAS, at one minute following 11:59 P.M. (12:00 midnight) New York City time, on Monday, April 3, 2017, the Tender Offer for GigPeak common stock expired and IDT successfully completed its acquisition of the Company;

WHEREAS, Plaintiff agrees that as a result of the filing of the Supplemental Disclosures, the disclosure issues related to the Proposed Transaction identified in the complaint have become moot;

WHEREAS, no class has been certified in the Action;

WHEREAS, for the avoidance of doubt, no compensation in any form has passed directly or indirectly to Plaintiff or his attorneys and no promise, understanding, or agreement to give any such compensation has been made, nor have the parties had any discussions concerning the amount of any mootness fee;

WHEREAS, Plaintiff's counsel believes they may assert a claim for a fee in connection with the prosecution of the Action and the issuance of the Supplemental Disclosure, and have informed Defendants of their intention to petition the Court for such a fee if their claim cannot be resolved through negotiations between counsel for Plaintiff and Defendants (the "Fee Application");

WHEREAS, all of the Defendants in the Action reserve all rights, arguments and defenses, including the right to oppose any potential Fee Application; and

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

1. Plaintiff hereby agrees to voluntarily dismiss the Action pursuant to Fed. R. Civ. P. 41(a)(1);

2. Because the dismissal is as to the named Plaintiff only and has no effect upon the putative class, and because no consideration or compensation has been given or promised to Plaintiff or their counsel, no notice of this dismissal is required to the putative class;

3. This Court retains continuing jurisdiction over the parties in the Action solely for purposes of further proceedings related to the adjudication of Plaintiff's petition for an award of attorneys' fees and expenses. If the parties reach an agreement to compromise and resolve the petition for attorneys' fees and expenses, they will notify the Court. Upon such notification, the Court will close the Action. If no agreement can be reached, Plaintiff will file a petition for such fees and expenses by no later than April 28, 2017; and

4. This Stipulation is not intended to, and shall not, waive or prejudice any right or argument that may be asserted or presented by Plaintiff or Defendants in support of or in opposition to any claim by Plaintiff for attorneys' fees and expenses.

Dated: April 11, 2017

/s/ Brian D. Long
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SO ORDERED this _____ day of _____, 2017

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Honorable Sherry R. Fallon
United States District Court Magistrate Judge