

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE VITESSE SEMICONDUCTOR)	CONSOLIDATED
CORPORATION STOCKHOLDERS)	C.A. No. 10828-VCP
LITIGATION)	

NOTICE OF PENDENCY OF CLASS ACTION, PROPOSED SETTLEMENT AND SETTLEMENT HEARING

TO: ALL PERSONS OR ENTITIES WHO HELD SHARES OF THE COMMON STOCK OF VITESSE SEMICONDUCTOR CORPORATION (“VITESSE” OR THE “COMPANY”), EITHER OF RECORD OR BENEFICIALLY, INCLUDING THEIR RESPECTIVE SUCCESSORS IN INTEREST, SUCCESSORS, PREDECESSORS IN INTEREST, PREDECESSORS, REPRESENTATIVES, TRUSTEES, EXECUTORS, ADMINISTRATORS, HEIRS, ASSIGNS OR TRANSFEREES, IMMEDIATE AND REMOTE, AND ANY PERSON OR ENTITY ACTING FOR OR ON BEHALF OF, OR CLAIMING UNDER, ANY OF THEM, AND EACH OF THEM, TOGETHER WITH THEIR PREDECESSORS AND SUCCESSORS AND ASSIGNS, AT ANY TIME BETWEEN AND INCLUDING MARCH 17, 2015 AND APRIL 28, 2015 (THE “CLASS”).

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. THIS NOTICE RELATES TO A PROPOSED SETTLEMENT OF A LAWSUIT AND CONTAINS IMPORTANT INFORMATION. YOUR RIGHTS WILL BE AFFECTED BY THESE LEGAL PROCEEDINGS IN THIS LITIGATION. IF THE COURT APPROVES THE PROPOSED SETTLEMENT, YOU WILL BE FOREVER BARRED FROM CONTESTING THE FAIRNESS OF THE PROPOSED SETTLEMENT, OR PURSUING THE SETTLED CLAIMS (AS DEFINED BELOW).

IF YOU WERE NOT THE BENEFICIAL HOLDER OF COMMON STOCK OF VITESSE BUT HELD SUCH STOCK FOR A BENEFICIAL HOLDER, PLEASE TRANSMIT THIS DOCUMENT PROMPTLY TO SUCH BENEFICIAL HOLDER.

The purpose of this Notice is to inform you of a proposed settlement (the “Settlement”) of the above-captioned consolidated action (the “Action”) pending before the Court of Chancery of the State of Delaware (the “Court of Chancery” or “Court”), and of a hearing to be held before the Court, in the New Castle County Courthouse, located at 500 North King Street, Wilmington, DE 19801, on September 29, 2015, at 10:00 a.m. (the “Settlement Hearing”). The purpose of the Settlement Hearing is to determine: (i) whether the Court should certify the Class for purposes of the Settlement; (ii) whether the Court should approve the proposed Settlement; (iii) whether the Court should enter an Order and Final Judgment (as defined below) dismissing the claims asserted in the Action on the merits and with prejudice as against Plaintiffs and the Class and effectuating the releases described below; (iv) whether the Court should grant the application of Counsel for the Plaintiffs for an award of attorneys’ fees and reimbursement of litigation expenses; and (v) such other matters as may properly come before the Court.

If you are a member of the Class, this Notice will inform you of how, if you so choose, you may enter your appearance in the Action or object to the proposed Settlement and have your objection heard at the Settlement Hearing.

THE FOLLOWING RECITATION DOES NOT CONSTITUTE FINDINGS OF THE COURT AND SHOULD NOT BE UNDERSTOOD AS AN EXPRESSION OF ANY OPINION OF THE COURT AS TO THE MERITS OF ANY CLAIMS OR DEFENSES BY ANY OF THE PARTIES. IT IS BASED ON STATEMENTS OF THE PARTIES AND IS SENT FOR THE SOLE PURPOSE OF INFORMING YOU OF THE EXISTENCE OF THIS ACTION AND OF A HEARING ON A PROPOSED SETTLEMENT SO THAT YOU MAY MAKE APPROPRIATE DECISIONS AS TO STEPS YOU MAY, OR MAY NOT, WISH TO TAKE IN RELATION TO THIS ACTION.

Background and Description of the Action

On March 18, 2015, the Company announced that it had entered into a definitive merger agreement (the “Merger Agreement”) pursuant to which Microsemi Corporation (“Microsemi”) would acquire all of the Company’s outstanding stock for \$5.28 per share in cash (the “Merger Consideration”) through a tender offer scheduled to expire at 12:00 midnight, New York City time, at the end of Monday, April 27, 2015 (the “Transaction”).

The Merger Agreement provided for, among other things, the commencement of a tender offer by LLIU100 Acquisition Corp. (the “Merger Sub,” and together with Microsemi, “Microsemi Defendants”), and, subject to the satisfaction or waiver of certain conditions, a merger under Section 251(h) of the General Corporation Law of the State of Delaware of Merger Sub with and into Vitesse, with Vitesse surviving as an indirect wholly owned subsidiary of Microsemi.

On March 19, 2015, the Microsemi Defendants commenced a tender offer by filing a Tender Offer Statement on Schedule TO (together with exhibits thereto, as amended, the “Schedule TO”), with the U.S. Securities and Exchange Commission (the “SEC”), which related to the offer by Merger Sub to purchase all of the outstanding shares of Vitesse common stock, upon the terms and subject to the conditions set forth in the Merger Agreement (which, collectively with any attachments, amendments or supplements thereto, constitute the “Offer”).

On March 23, 2015, Plaintiff Jefferson Mattox (“Mattox”) filed a Verified Class Action Complaint in the Court of Chancery against members of the Vitesse board of directors, Christopher R. Gardner, Edward Rogas, Jr., Matthew B. Frey, Steven P. Hanson, James H. Hugar, Scot B. Jarvis, William C. Martin, and Kenneth H. Traub (collectively, the “Individual Defendants,” and together with Vitesse, the “Vitesse Defendants”) and the Microsemi Defendants, alleging, among other things, that the Individual Defendants breached their fiduciary duties in connection with the Transaction, and that the Microsemi Defendants aided and abetted the alleged breaches of fiduciary duties.

On March 27, 2015, Plaintiff George Gowan (“Gowan”) filed a Verified Class Action Complaint in the Court of Chancery against Vitesse, the Individual Defendants, and the Microsemi Defendants, alleging, among other things, that the Individual Defendants breached their fiduciary duties in connection with the Transaction, and that the other defendants aided and abetted the alleged breaches of fiduciary duties.

On March 30, 2015, Plaintiff Bernard McGoey (“McGoey”) filed a Verified Class Action Complaint in the Court of Chancery against the Individual Defendants and the Microsemi Defendants, alleging, among other things, that the Individual Defendants breached their fiduciary duties in connection with the Transaction, and that the Microsemi Defendants aided and abetted the alleged breaches of fiduciary duties.

On March 31, 2015, Vitesse filed with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9 (together with any exhibits and annexes attached thereto, and as amended or supplemented from time to time, the “Schedule 14D-9”), which, among other things, summarized the Merger Agreement, provided an account of the events leading up to the execution of the Merger Agreement, and summarized the valuation analyses conducted by Deutsche Bank Securities Inc. (“Deutsche Bank”), which served as financial advisor to the Board of Directors of Vitesse (the “Board”).

On April 2, 2015, Plaintiff Patricia Mroz (“Mroz”) filed a Verified Class Action Complaint in the Court of Chancery against Vitesse, the Individual Defendants, and the Microsemi Defendants, alleging, among other things, that the Individual Defendants breached their fiduciary duties in connection with the Transaction, and that the other defendants aided and abetted the alleged breaches of fiduciary duties.

On April 7, 2015, Plaintiff Debbie Koenig (“Koenig”) filed a Verified Class Action Complaint in the Court of Chancery against Vitesse, the Individual Defendants, and the Microsemi Defendants, alleging, among other things, that the Individual Defendants breached their fiduciary duties in connection with the Transaction, and that the other defendants aided and abetted the alleged breaches of fiduciary duties.

On April 8, 2015, Plaintiff Mark Durbin (“Durbin”) filed a Verified Class Action Complaint in the Court of Chancery against the Individual Defendants and the Microsemi Defendants, alleging, among other things, that Defendants breached, and/or aided breaches of, fiduciary duties owed to the Company’s stockholders by, among other things, engaging in a purportedly improper process, agreeing to a transaction price that purportedly does not adequately compensate stockholders, agreeing to purportedly preclusive deal protection devices in the Merger Agreement and purportedly omitting certain material information from the Schedule 14D-9.

On April 10, 2015, Plaintiff Merrill Davidoff (“Davidoff”) filed a Verified Class Action Complaint in the Court of Chancery against Vitesse, the Individual Defendants, and the Microsemi Defendants, alleging, among other things, that the Individual Defendants breached their fiduciary duties in connection with the Transaction, and that the other defendants aided and abetted the alleged breaches of fiduciary duties.

On April 14, 2015, the Court entered an order of consolidation, which (i) consolidated the seven lawsuits filed as of that date; (ii) appointed the law firms of Wolf Haldenstein Adler Freeman & Herz LLP, 270 Madison Avenue, New York, NY 10016, and Milberg LLP, One Pennsylvania Plaza, New York, NY 10119, as Plaintiffs’ Co-Lead Counsel (the “Co-Lead Counsel” or “Counsel for the Plaintiffs”); (iii) appointed the law firm of Rigrodsky & Long, P.A., 2 Righter Parkway, Suite 120, Wilmington, Delaware 19803, as Plaintiffs’ Liaison Counsel; (iv) named the law firms of Levi & Korinsky, LLP, 1101 30th Street, N.W., Suite 115, Washington, D.C. 20007, Rigrodsky & Long, P.A., 2 Righter Parkway, Suite 120, Wilmington, Delaware 19803, Johnson & Weaver, LLP, 99 Madison Avenue, 5th Floor, New York, NY 10016, Kirby McInerney LLP, 825 Third Avenue, 16th Floor, New York, NY 10022, and Brodsky & Smith, LLC, Two Bala Plaza, Suite 510, Bala Cynwyd, PA 19004, as members of Plaintiffs’ Executive Committee; and (v) designated the complaint filed by Plaintiff Durbin as the operative complaint in the Action (the “Complaint”).

In connection with this Action, Counsel for the Plaintiffs conducted investigations and discovery that included, among other things: (i) reviewing publicly available documents related to the Transaction; (ii) reviewing confidential and highly confidential internal documents produced by the Vitesse Defendants, including, without limitation, minutes of meetings of the Board and the Strategic Advisory Committee of the Board, banker books, and other types of documents related to the Transaction; and (iii) conducting the depositions of (a) Individual Defendant Kenneth H. Traub, a member of the Board who chairs the Strategic Advisory Committee of the Board; (b) Individual Defendant Christopher R. Gardner, a member of the Board and the Chief Executive Officer of Vitesse; and (c) a representative of Deutsche Bank, who acted as a financial advisor to the Board.

After arm’s-length negotiations following the deposition of Mr. Traub, counsel to the Parties reached an agreement-in-principle concerning the proposed settlement of the Action. Those extensive negotiations and discussions led to the execution of a memorandum of understanding (the “MOU”) on April 19, 2015. The MOU provided for an agreement in principle to settle the Action, subject to additional confirmatory discovery and approval of the Court, on the basis of the inclusion of additional disclosures in an amended Schedule 14D-9, in the form attached hereto as Exhibit A, that was filed with the SEC on April 20, 2015, concerning subject areas raised by Counsel for the Plaintiffs (the “Supplemental Disclosures”).

On April 20, 2015, the Parties notified the Court regarding the MOU and of Plaintiffs’ intention to conduct confirmatory discovery relating to the proposed Settlement.

Following the execution of the MOU, and as contemplated therein, Counsel for the Plaintiffs conducted a further investigation of the facts and circumstances underlying the claims asserted in the Action, which consisted of conducting the deposition of Thomas Cho, Co-Head of the Technology M&A Group at Deutsche Bank on April 22, 2015, and the deposition of Christopher R. Gardner, Vitesse’s Chief Executive Officer and a member of the Board, on April 24, 2015 (the “Confirmatory Discovery”).

On April 28, 2015, the Transaction was completed, and Vitesse became a wholly owned subsidiary of Microsemi.

Following a full analysis of the strengths and weaknesses of their case, on the basis of information available to them, including publicly available information, the additional Confirmatory Discovery, and consultations with retained experts, Counsel for the Plaintiffs have determined that the Settlement described herein is fair, reasonable, adequate, and in the best interests of the Plaintiffs and the Class.

On July 20, 2015, the Court entered a scheduling order providing for, among other things, the scheduling of the Settlement Hearing; the temporary certification, for settlement purposes only, of a non-opt out class consisting of any and all record and beneficial holders of Vitesse common stock, their respective successors in interest, successors, predecessors in interest, predecessors, representatives, trustees, executors,

administrators, heirs, assigns or transferees, immediate and remote, and any person or entity acting for or on behalf of, or claiming under, any of them, and each of them, together with their predecessors and successors and assigns, who held Vitesse common stock at any time between and including March 17, 2015, and April 28, 2015, excluding Defendants and their immediate family members; a stay of the Action pending a hearing on the proposed Settlement; and an injunction against the commencement or prosecution of any action by any member of the Class asserting any of the claims subject to the Settlement of the Action.

Reasons for the Settlement

Plaintiffs and Counsel for the Plaintiffs in the Action have determined to enter into the Settlement because the Settlement provides for the inclusion of disclosures in the Supplemental Disclosures concerning certain subject areas raised by Counsel for the Plaintiffs. On the basis of information available to them, including publicly available information, the additional Confirmatory Discovery, consultations with retained experts, and in consideration of the strengths and weaknesses of their claims, Counsel for the Plaintiffs has determined that the Settlement is fair, reasonable, adequate, and in the best interests of the Plaintiffs and the Class because it empowered the stockholders of Vitesse to make a fully informed decision on whether to approve the Transaction.

The Defendants each have denied, and continue to deny, that they have committed or aided and abetted the commission of any violation of law or engaged in any of the wrongful acts alleged in the Action, and expressly maintain that they diligently and scrupulously complied with their fiduciary and other legal duties and are entering into the Settlement solely to eliminate the burden and expense of further litigation.

The parties wish to settle and resolve the claims asserted by Plaintiffs and all claims relating to or arising out of the Transaction, and the parties have, following arm's-length negotiations, reached an agreement providing for the settlement of the Action, and the parties believe the Settlement is in the best interests of the parties and the Vitesse public stockholders.

Settlement Terms

In consideration for the Settlement and dismissal with prejudice of the Action and release described herein, Defendants agreed to provide, and did provide, additional disclosures in the Supplemental Disclosures concerning certain subject areas raised by Counsel for the Plaintiffs, which was filed with the SEC on April 20, 2015, and is attached hereto as **Exhibit A**.

The Settlement Hearing

The Settlement Hearing shall be held on September 29, 2015, at 10:00 a.m., in the in the New Castle County Courthouse, located at 500 North King Street, Wilmington, DE 19801, to: (i) determine whether the temporary class action certification should be made final; (ii) determine whether the Settlement should be approved by the Court as fair, reasonable, adequate and in the best interests of the Class; (iii) determine whether an Order and Final Judgment should be entered pursuant to the Stipulation; (iv) consider Counsel for the Plaintiffs' application for an award of attorneys' fees and expenses; and (v) rule on such other matters as the Court may deem appropriate.

The Court reserves the right to adjourn the Settlement Hearing or any adjournment thereof, including the consideration of the application for attorneys' fees, without further notice of any kind other than oral announcement at the Settlement Hearing or any adjournment thereof.

The Court reserves the right to approve the Settlement at or after the Settlement Hearing with such modification(s) as may be consented to by the parties to the Stipulation and without further notice to the Class.

Right To Appear and Object

Any member of the Class who objects to the Settlement, the Order and Final Judgment to be entered in the Action, and/or Counsel for the Plaintiffs' application for attorneys' fees, or who otherwise wishes to be heard,

may appear in person or by his attorney at the Settlement Hearing and present evidence or argument that may be proper and relevant; provided, however, that, except for good cause shown, no person shall be heard and no papers, briefs, pleadings or other documents submitted by any person shall be considered by the Court unless not later than September 15, 2015, such person files with the Court and serves upon counsel listed below: (i) a written notice of intention to appear; (ii) a statement of such person's objections to any matters before the Court; and (iii) the grounds for such objections and the reasons that such person desires to appear and be heard, documentation evidencing membership in the Class, as well as all documents or writings such person desires the Court to consider. Such filings shall be filed with the Court and served upon the following counsel:

Brian D. Long
RIGRODSKY & LONG, P.A.
2 Righter Parkway, Suite 120
Wilmington, Delaware 19803
Tel.: (302) 295-5310
Liaison Counsel for the Plaintiffs, Member of Plaintiffs' Executive Committee, and Counsel for the Plaintiffs George Gowan, Bernard McGoey, and Patricia Mroz

Kent A. Bronson
MILBERG LLP
One Penn Plaza
New York, New York 10119
Tel.: (212) 594-5300
Co-Lead Counsel for the Plaintiffs and Counsel for Plaintiff Bernard McGoey

Gregory M. Nespole
**WOLF HALDENSTEIN ADLER
FREEMAN & HERZ LLP**
270 Madison Avenue
New York, New York 10016
Tel.: (212) 545-4600
Co-Lead Counsel for the Plaintiffs and Counsel for Plaintiff Mark Durbin

Jennifer C. Voss
**SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP**
One Rodney Square
P.O. Box 636
Wilmington, Delaware 19899
Tel.: (302) 651-3000
Attorneys for Vitesse Semiconductor Corporation, Christopher R. Gardner, Edward Rogas Jr., Matthew B. Frey, Steven P. Hanson, James H. Hugar, Scot B. Jarvis, William C. Martin, and Kenneth H. Traub

Kenneth J. Nachbar
**MORRIS NICHOLS ARSHT &
TUNNELL LLP**
1201 N. Market Street
Wilmington, Delaware 19801
Tel.: (302) 658-9200
Attorneys for Microsemi Corporation, LLIU 100 Acquisition Corporation

Unless the Court otherwise directs, no person shall be entitled to object to the approval of the Settlement, any judgment entered thereon, the adequacy of the representation of the Class by Plaintiffs and Counsel for the Plaintiffs, any award of attorneys' fees, or otherwise be heard, except by serving and filing a written objection and supporting papers and documents as prescribed above. Any person who fails to object in the manner described above shall be deemed to have waived the right to object (including any right of appeal) and shall be forever barred from raising such objection in this or any other action or proceeding. Any member of the Class who does not object to the Settlement or the request by Counsel for the Plaintiffs for an award of attorneys' fees and expenses (described below) or to any other matter stated above need not do anything.

The Order and Final Judgment

If the Court determines that the Settlement, as provided for in the Stipulation, is fair, reasonable, adequate and in the best interests of the Class, the parties to the Action will ask the Court to enter the Order and Final Judgment, which will, among other things:

- a. approve the Settlement as fair, reasonable, adequate and in the best interests of the Class and direct consummation of the Settlement in accordance with its terms and conditions;
- b. permanently certify the Class as a non-opt out class pursuant to Court of Chancery Rules 23(a), 23(b)(1) and (2) and designate Plaintiffs in the Action as the Class representatives with Counsel for the Plaintiffs as Class counsel;
- c. determine that the requirements of the Court of Chancery Rules and due process have been satisfied in connection with this Notice;

- d. dismiss the Action with prejudice on the merits and grant the releases more fully described below in accordance with the terms and conditions of the Stipulation;
- e. permanently bar and enjoin Plaintiffs and all members of the Class from instituting, commencing or prosecuting any of the Settled Claims against any of the Released Persons (as defined below); and
- f. award attorneys' fees and expenses to Counsel for the Plaintiffs.

Releases

The Stipulation provides that upon Final Approval of the Settlement and in consideration of the benefits provided by the Settlement:

(a) The Court's Order and Final Judgment shall, among other things, provide for the full and complete dismissal of the Action with prejudice, and the settlement and release of, and a permanent injunction barring, any and all manner of claims (including Unknown Claims (as defined below)), demands, rights, actions, causes of action, liabilities, damages, losses, obligations, judgments, duties, suits, costs, debts, expenses, interest, penalties, sanctions, fees, attorneys' fees, matters, and issues and controversies of any kind whatsoever, whether known or unknown, contingent or absolute, suspected or unsuspected, disclosed or undisclosed, liquidated or unliquidated, matured or unmatured, accrued or unaccrued, apparent or unapparent, that have been, could have been, or in the future can or might be asserted in any court, tribunal, or proceeding (including but not limited to any claims arising under federal, state, local, foreign, common, regulatory, statutory or any other rule or law, including the federal securities laws and any state disclosure laws), by or on behalf of any of the Plaintiffs or any member of the Class, whether individual, direct, class, derivative, representative, legal, equitable, or any other type in his, her or its capacity as a Vitesse stockholder (collectively, the "Releasing Persons") against Vitesse, Christopher R. Gardner, Edward Rogas, Jr., Matthew B. Frey, Steven P. Hanson, James H. Hugar, Scot B. Jarvis, William C. Martin, Kenneth H. Traub, Microsemi, or Merger Sub, or any of their respective families, parent entities, controlling persons, associates, affiliates or subsidiaries, and each and all of their respective past or present officers, directors, stockholders, principals, representatives, employees, attorneys, financial or investment advisors, consultants, accountants, investment bankers, commercial bankers, entities providing fairness opinions, underwriters, brokers, dealers, advisors or agents, heirs, executors, trustees, general or limited partners or partnerships, limited liability companies, members, joint ventures, personal or legal representatives, estates, administrators, predecessors, successors, or assigns, whether or not each or all of the foregoing persons were named, served with process, or appeared in the Action (the "Released Persons"), which have arisen, could have arisen, arise now or hereafter may arise out of or relate to the acts, events, facts, matters, transactions, occurrences, statements, or representations, or any other matter whatsoever set forth in or otherwise related, directly or indirectly, to the allegations in the Action, the Complaint, the Merger Agreement, the Merger Consideration, the Offer, the Transaction, and the Schedule 14D-9 and disclosures made in connection therewith (including the adequacy and completeness of such disclosures), and any and all discussions or negotiations related thereto (the "Settled Claims"); provided, however, that the Settled Claims shall not include any properly perfected claims for appraisal pursuant to 8 Del. C. § 262, or claims to enforce the Settlement.

(b) The Released Persons and Plaintiffs acknowledge, and the members of the Class by operation of law shall be deemed to have acknowledged, that they may discover facts in addition to or different from those they now know or believe to be true with respect to the Settled Claims, but that it is the Released Persons' and Plaintiffs' intention, and by operation of law the intention of the members of the Class, to completely, fully, finally and forever compromise, settle, release, discharge, extinguish, and dismiss any and all Settled Claims, known or unknown, suspected or unsuspected, contingent or absolute, accrued or unaccrued, apparent or unapparent, which now exist, or heretofore existed, or may hereafter exist, and without regard to the subsequent discovery of additional or different facts. The Released Persons and Plaintiffs acknowledge, and the members of the Class by operation of law shall be deemed to have acknowledged, that Unknown Claims are expressly included in the definition of Settled Claims, and that such inclusion was expressly bargained for and was a key element of the Settlement and was relied upon by each and all of the Parties in entering into the Stipulation. Unknown Claims

means any claim that a releasing person does not know or suspect exists in his, her or its favor at the time of the release of the Settled Claims as against the Released Persons, Plaintiffs, Plaintiffs' counsel or any member of the Class, including without limitation those which, if known, might have affected the decision to enter into the Settlement ("Unknown Claims"). The Settlement is intended to extinguish all of the Settled Claims and, consistent with such intention, upon Final Approval of the Settlement, the Releasing Persons shall waive and relinquish, to the fullest extent permitted by law, the provisions, rights and benefits of any state, federal, or foreign law or principle of common law, which may have the effect of limiting the release set forth above. This shall include a waiver by the Releasing Persons of any rights pursuant to section 1542 of the California Civil Code (or any similar, comparable, or equivalent provision of any federal, state, or foreign law, or principle of common law), which provides:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.

Plaintiffs acknowledge, and the members of the Class shall be deemed by operation of the entry of a final order and judgment approving the Settlement to have acknowledged, that the foregoing waiver was separately bargained for, is an integral element of the Settlement, and was relied upon by each and all of the Defendants in entering into the Settlement.

Application for Attorneys' Fees and Expenses

Counsel for Plaintiffs intends to apply for an award of attorneys' fees and expenses in the Court not to exceed \$625,000 (the "Fee Award"), and agrees they will submit only one application in the Action. Defendants reserve the right to oppose the amount of any requested Fee Award but acknowledge that Counsel for Plaintiffs is entitled to seek a reasonable Fee Award in connection with the Settlement, subject to the Court's approval. The Parties agree to negotiate in good faith in an effort to reach an agreement on an appropriate Fee Award. Counsel for any of the Plaintiffs in the Action agree not to seek an award of fees in any other court in connection with the Action and the Settlement other than the Fee Award. The Court may consider and rule upon the fairness, reasonableness, and adequacy of the Settlement independently of any award of attorneys' fees and expenses. The failure of the Court to approve any requested Fee Award, in whole or in part, shall have no effect on the Settlement, and final resolution by the Court of any requested Fee Award shall not be a precondition to the dismissal of the Action. Vitesse, its successor(s) and/or its insurance carrier(s) shall be responsible for paying or causing to be paid, on behalf of and for the benefit of all of the Defendants, the full amount of any fee award entered by the Court, within ten (10) business days of entry of the Court's order awarding such fees. In the event that any such order is reversed or modified on appeal, Counsel for the Plaintiffs are obligated to refund to the Defendants the amount by which the fees and expenses were reduced and all interest accrued or accumulated thereon.

Notice to Persons or Entities That Held Ownership on Behalf of Others

Brokerage firms, banks and/or other persons or entities who held shares of the common stock of Vitesse during the period from and including March 17, 2015, and April 28, 2015, for the benefit of others are requested to promptly send this Notice to all of their respective beneficial owners. If additional copies of the Notice are needed for forwarding to such beneficial owners, any requests for such copies may be made to Vitesse Semiconductor Corporation Stockholders Litigation, c/o GCG, P.O. Box 10231, Dublin, Ohio 43017-5731.

Scope of this Notice and Additional Information

The foregoing description of the Settlement Hearing, the Action, the terms of the proposed Settlement and other matters described herein do not purport to be comprehensive. Accordingly, members of the Class are referred to the documents filed with the Court in the Action. **PLEASE DO NOT WRITE OR CALL THE COURT.**

Inquiries or comments about the Settlement may be directed to the attention of Counsel for the Plaintiffs as follows:

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2 Righter Parkway, Suite 120
Wilmington, Delaware 19803
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*Liaison Counsel for the Plaintiffs, Member of Plaintiffs’
Executive Committee, and Counsel for the Plaintiffs
George Gowan, Bernard McGoey, and Patricia Mroz*

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*Co-Lead Counsel for the Plaintiffs and Counsel for
Plaintiff Mark Durbin*

Dated: July 20, 2015

BY ORDER OF THE COURT

/s/ _____