

April 27, 2012

Dear Customer.

Please be aware that Standard Microsystems Corporation is discontinuing the production of certain devices which you may have purchased in the past 24 months. As a responsible supplier, SMSC's goal is to minimize any negative impact this discontinuation may have on your production cycle. Therefore, the purpose of this letter is to describe SMSC's policy for the discontinuation, offer a last time buy opportunity, and to ensure proper notification of this program.

Attached below is a list of devices included in this Last Time Buy (pg.2) along with the timeframes for ordering and shipments. Also, included below are the standard SMSC terms and conditions for SMSC Last Time Buys. Please contact your SMSC regional sales office with any questions you may have.

## Terms & Conditions for Last Time Buy

- 1. All P.O.'s must be placed by the date indicated in the LTB list attached.
- 2. All deliveries must be scheduled prior to the date indicated in the LTB list attached.
- 3. Order acceptance is subject to SMSC's Standard Terms & Conditions, including but not limited to, credit approval, minimum order requirements and minimum shipments quantities.
- 4. All P.O.'s are non-cancelable and cannot be rescheduled. This must be indicated on the Purchase Order.
- 5. Devices are not returnable except under SMSC's standard warranty. SMSC Distributors must request an RMA for any applicable products still covered under SMSC's standard warranty, by the Last Order Date as indicated on the Last Time Buy list. Devices purchased by an SMSC Distributor will not be eligible for stock rotation privileges.
- 6. SMSC reserves the right to limit orders to inventory existing at the time of P.O. placement. Customer acknowledges and agrees that the final shipment quantity and adjusted purchase order may vary +/- 5% depending upon final product yield. If existing inventory is not sufficient to cover customer purchase order, customer may be required to place purchase orders in increments of 25 wafers.

Sincerely,

Brendan McKenna SMSC – Tactical Marketing

## **Last Time Buy Matrix:**

Min Order Qty./Order		Last Order		
[see T&C #6]	Lead Time	Date	Last Ship Date	Possible Replacements
4900	12-16 weeks	31-Oct-12	30-Apr-13	USB3311C-CP <sup>1</sup> ; USB3341-CP <sup>2</sup>
4000	12-16 weeks	31-Oct-12	30-Apr-13	USB3311C-CP-TR1; USB3341-CP-TR2
4900	12-16 weeks	31-Oct-12	30-Apr-13	USB3311C-GJ <sup>1;</sup> USB3341-CP <sup>2</sup> or USB3331E-GL <sup>2</sup>
4000	12-16 weeks	31-Oct-12	30-Apr-13	USB3311C-GJ-TR <sup>1</sup> ; USB3341-CP-TR <sup>2</sup> or USB3331E-GL-TR <sup>2</sup>
4900	12-16 weeks	31-Oct-12	30-Apr-13	USB3313D-CP1; USB3343-CP2
4000	12-16 weeks	31-Oct-12	30-Apr-13	USB3313D-CP-TR1; USB3343-CP-TR2
4900	12-16 weeks	31-Oct-12	30-Apr-13	USB3313D-GJ <sup>1</sup> ; USB3343-CP <sup>2</sup> or USB3333E-GL <sup>2</sup>
4000	12-16 weeks	31-Oct-12	30-Apr-13	USB3313D-GJ-TR1; USB3343-CP-TR2 or USB3333E-GL-TR2
4900	12-16 weeks	31-Oct-12	30-Apr-13	USB3315C-CP1; USB3345-CP2
4000	12-16 weeks	31-Oct-12	30-Apr-13	USB3315C-CP-TR1; USB3345-CP-TR2
4900	12-16 weeks	31-Oct-12	30-Apr-13	USB3316C-CP1; USB3346-CP2
4000	12-16 weeks	31-Oct-12	30-Apr-13	USB3316C-CP-TR1; USB3346-CP-TR2
4900	12-16 weeks	31-Oct-12	30-Apr-13	USB3316C-GJ <sup>1</sup> ; USB3346-CP <sup>2</sup> or USB3336E-GL <sup>2</sup>
4000	12-16 weeks	31-Oct-12	30-Apr-13	USB3316C-GJ-TR <sup>1</sup> ; USB3346-CP-TR <sup>2</sup> or USB3336E-GL-TR <sup>2</sup>
4000	12-16 weeks	31-Oct-12	30-Apr-13	USB3316D-GM <sup>2</sup> ; USB3346-CP <sup>2</sup> or USB3336E-GL <sup>2</sup>
4000	12-16 weeks	31-Oct-12	30-Apr-13	USB3316D-GM-TR <sup>2</sup> ; USB3346-CP-TR <sup>2</sup> or USB3336E-GL-TR <sup>2</sup>
4900	12-16 weeks	31-Oct-12	30-Apr-13	USB3317C-CP1; USB3347-CP2
4000	12-16 weeks	31-Oct-12	30-Apr-13	USB3317C-CP-TR1; USB3347-CP-TR2
4900	12-16 weeks	31-Oct-12	30-Apr-13	USB3317C-GJ <sup>1</sup> ; USB3347-CP <sup>2</sup> or USB3330E-GL <sup>2</sup>
4000	12-16 weeks	31-Oct-12	30-Apr-13	USB3317C-GJ-TR <sup>1</sup> ; USB3347-CP-TR <sup>2</sup> or USB3330E-GL-TR <sup>2</sup>
4900	12-16 weeks	31-Oct-12	30-Apr-13	USB3318C-CP1; USB3340-CP2
4000	12-16 weeks	31-Oct-12	30-Apr-13	USB3318C-CP-TR <sup>1</sup> ; USB3340-CP-TR <sup>2</sup>
4900	12-16 weeks	31-Oct-12	30-Apr-13	USB3319C-CP1; USB3340-CP2
4000	12-16 weeks	31-Oct-12	30-Apr-13	USB3319C-CP-TR <sup>1</sup> ; USB3340-CP-TR <sup>2</sup>
4900	12-16 weeks	31-Oct-12	30-Apr-13	USB3319C-GJ <sup>1</sup> ; USB3340-CP <sup>2</sup>
4000	12-16 weeks	31-Oct-12	30-Apr-13	USB3319C-GJ-TR <sup>1</sup> ; USB3340-CP-TR <sup>2</sup>
4000	12-16 weeks	31-Oct-12	30-Apr-13	USB3343-CP-TR <sup>2</sup>
sign changes requ	ired			
	Qty./Order increment [see T&C #6]           4900           4900           4900           4900           4900           4900           4900           4900           4900           4900           4900           4900           4900           4900           4000           4900           4000           4900           4900           4900           4900           4900           4900           4900           4900           4000           4900           4000           4900           4000           4000	Qty/Order increment (see T&C #6)         Lead Time           4900         12-16 weeks           4000         12-16 weeks           4000         12-16 weeks           4900         12-16 weeks           4900         12-16 weeks           4000         12-16 weeks <td>Qty/Order increment [see T&amp;C #6]         Lead Time         Last Order Date           4900         12-16 weeks         31-Oct-12           4900         12-16 weeks         31-Oct-12           4900         12-16 weeks         31-Oct-12           4000         12-16 weeks         31-Oct-12           4900         12-16 weeks         31-Oct-12           4000         12-16 weeks</td> <td>Qty/Order increment [see T&amp;C #6]         Lead Time         Last Order Date         Last Ship Date           4900         12-16 weeks         31-Oct-12         30-Apr-13           4000         12-16 weeks         31-Oct-12         30-Apr-13           4900         12-16 weeks         31-Oct-12         30-Apr-13           4000         12-16 weeks         31-Oct-12         30-Apr-13           4000         12-16 weeks         31-Oct-12         30-Apr-13           4000         12-16 weeks         31-Oct-12         30-Apr-13           40</td>	Qty/Order increment [see T&C #6]         Lead Time         Last Order Date           4900         12-16 weeks         31-Oct-12           4900         12-16 weeks         31-Oct-12           4900         12-16 weeks         31-Oct-12           4000         12-16 weeks         31-Oct-12           4900         12-16 weeks         31-Oct-12           4000         12-16 weeks	Qty/Order increment [see T&C #6]         Lead Time         Last Order Date         Last Ship Date           4900         12-16 weeks         31-Oct-12         30-Apr-13           4000         12-16 weeks         31-Oct-12         30-Apr-13           4900         12-16 weeks         31-Oct-12         30-Apr-13           4000         12-16 weeks         31-Oct-12         30-Apr-13           4000         12-16 weeks         31-Oct-12         30-Apr-13           4000         12-16 weeks         31-Oct-12         30-Apr-13           40

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