

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

California Micro Devices Corporation

(Name of Subject Company (Issuer))

Pac-10 Acquisition Corporation

(Offeror)

an indirect, wholly-owned subsidiary of

ON Semiconductor Corporation

(Parent of Offeror)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

130439102

(CUSIP Number of Class of Securities)

George H. Cave, Esq.
ON Semiconductor Corporation
5005 E. McDowell Road
Phoenix, Arizona 85008
Phone (602) 244-6600

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

David P. Lewis
DLA Piper LLP (US)
2525 East Camelback Road, Suite 1000
Phoenix, Arizona 85016
(480) 606-5100

CALCULATION OF FILING FEE

Transaction Valuation*
Not applicable*

Amount of Filing Fee*
Not applicable*

* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11 (a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: None

Filing Party: N/A

Form or Registration No.: N/A

Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

Third-party tender offer subject to Rule 14d-1.

Issuer tender offer subject to Rule 13e-4.

Going-private transaction subject to Rule 13e-3.

Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

SCHEDULE TO

This filing on Schedule TO relates to a planned tender offer by Pac-10 Acquisition Corporation (the "Purchaser"), a Delaware corporation and an indirect, wholly-owned subsidiary of ON Semiconductor Corporation, a Delaware corporation ("ON"), to purchase all outstanding shares of Common Stock, par value \$0.001 per share, of California Micro Devices Corporation, a Delaware corporation ("CMD"), to be commenced pursuant to an Agreement and Plan of Merger, dated as of December 14, 2009, by and among ON, the Purchaser and CMD.

The tender offer described in this document has not yet commenced, and this document is neither an offer to purchase nor a solicitation of an offer to sell securities of CMD. At the time the tender offer is commenced, ON and the Purchaser will file a tender offer statement with the U.S. Securities and Exchange Commission (the "SEC"), and will mail an offer to purchase, letter of transmittal and related tender offer documents to CMD's stockholders. The tender offer statement (including the offer to purchase, letter of transmittal and related tender offer documents) and the related solicitation/recommendation statement that will be filed by CMD with the SEC will contain important information, including the various terms of, and conditions to, the tender offer that should be read carefully before making any decision to tender securities in the planned tender offer. Those materials will be made available to CMD's stockholders at no expense to them. In addition, these documents will be available at no charge on the SEC's web site at www.sec.gov.

Item 12. Exhibits.

<u>Exhibit</u>	<u>Exhibit Name</u>
99.1	PowerPoint presentation made to CMD employees on December 14, 2009.
99.2	A set of "Frequently Asked Questions" made available to CMD employees on December 14, 2009.
99.3	Message to ON Semiconductor employees delivered on December 14, 2009.
99.4	Message to ON Semiconductor management delivered on December 14, 2009.
99.5	Message to ON Semiconductor customers delivered on December 14, 2009.
99.6	Message to ON Semiconductor suppliers delivered on December 14, 2009.
99.7	Media and customer talking points distributed on December 14, 2009.



California Micro Devices Employee Meeting

December 14, 2009



Agenda

- Introductions
- Progress update - Bob
- Why we are selling the company - Bob
- ON Semiconductor introduction - Keith Jackson, president and CEO
- Q&A



Broad Based Progress

- Gaining share at key customers especially in handsets and lighting
- New products coming along well
- On track to meet financial objectives



Why We are Selling the Company

- We are too small
 - Cost disadvantage
 - Customer concerns
 - Limited distribution
- The timing is good
 - Our momentum
 - Favorable stock market
- We have a good offer from a good company
- The combination of our technology with ON Semiconductor's broad product line, customer base, channels and supply chain is a recipe for greater success



ON Semiconductor®

Safe Harbor Statement and Non-GAAP Financial Measure Information

During the course of this presentation, ON Semiconductor may make projections or other forward-looking statements regarding future events or its future financial performance. The words “estimate,” “intend,” “expect,” “plan,” “should” or similar expressions are intended to identify forward-looking statements. ON Semiconductor wishes to caution that such statements are subject to risks and uncertainties that could cause actual events or results to differ materially. Important factors relating to our business, including factors that could cause actual results to differ from our forward-looking statements, are described in our Form 10-K and other filings with the SEC. ON Semiconductor assumes no obligation to update forward-looking statements to reflect actual results or changed assumptions or other factors.

Some data in this presentation may include non-GAAP financial measures. You can find reconciliations of these non-GAAP financial measures to the most directly comparable measures under generally accepted accounting principles within the following presentation at our website (<http://www.onsemi.com>) at the “Investors” section under the category “Annual Reports/Financial Releases.”



Securities Law Disclosure and Additional Information

The tender offer for the outstanding shares of common stock of California Micro Devices Corporation (“California Micro Devices” or “CMD”) has not yet commenced. No statement in this document is an offer to purchase or a solicitation of an offer to sell securities. At the time the tender offer is commenced, ON Semiconductor Corporation and an indirect wholly-owned subsidiary of ON Semiconductor Corporation will file a tender offer statement on Schedule TO with the Securities and Exchange Commission, and California Micro Devices will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. Any offers to purchase or solicitations of offers to sell will be made only pursuant to such tender offer statement. The tender offer statement (including an offer to purchase, a related letter of transmittal and other offer documents) and the related solicitation/recommendation statement will contain important information, including the various terms of, and conditions to, the tender offer, that should be read carefully by CMD’s stockholders before they make any decision with respect to the tender offer. Such materials, when prepared and ready for release, will be made available to California Micro Devices’ stockholders at no expense to them. In addition, at such time such materials (and all other offer documents filed with the SEC) will be available at no charge on the SEC’s Web site: www.sec.gov and also may be obtained by contacting investor relations at ir@calmicro.com, or by mail at California Micro Devices Corporation Investor Relations, 490 N. McCarthy Blvd., No. 100, Milpitas, CA 95051, or by telephone at 1-408-934-3144.



Agenda

- **Why is ON Semiconductor Acquiring California Micro Devices**
- About ON Semiconductor
- Organization Overview and Common Questions
- Expectations and FAQs
- Employee Resources



Why is ON Semiconductor Acquiring California Micro Devices

- California Micro Devices strengthens ON Semiconductor's offering in **application specific integrated passive (ASIP)** devices to protect products in the wireless, computing and consumer electronics end-markets. CMD's expertise in protection solutions for the high brightness LED (HBLED) market, as well as their strengths in LC-based EMI filtering and ESD protection, complements ON Semiconductor's existing portfolio of protection and lighting solutions.
- California Micro Devices' **technology and process development expertise in ESD and EMI protection is highly differentiated** in the market as demonstrated by their strong customer relationships with leading global customers across multiple large and growing applications.
- California Micro Device's **proprietary intellectual property** and **proven design capabilities**.
- To compete successfully in today's global marketplace, **size and scale are important**. ON Semiconductor can provide California Micro Devices with:
 - Enhanced scale
 - Deeper customer relationships and sales channels
 - Integrated manufacturing capabilities
 - An expanded addressable market
- ON Semiconductor's **world-class operational capabilities and supply chain** enable California Micro Device's products to better penetrate a variety of markets and customers.



The Power of ON Semiconductor

The Transformation Continues with California Micro Devices



- World class, high volume, cost effective products.
- Leading standard products in Automotive, Computing, Consumer and Communications end markets.
- Industry leader in power management.



- Leader in processor power management solutions.
- Strong customer presence in Computing, Game Console and Server end markets.
- Strong technology capabilities & FAEs.



- Leader in analog and mixed signal technology and design.
- Automotive products leader.
- Leading custom products in Medical, Mil/Aero and Industrial end markets.



- Leader in analog, mixed signal and EEPROM technologies.
- Top 4 player in EEPROM sector.
- Proprietary technology and proven design capabilities.



- Leader in EMI filtering and circuit protection.
- Provides standard and custom high speed and low power analog and mixed signal solutions for EMI reduction.



- Leader in EMI filtering and ESD protection.
- Provides new capabilities in protection circuits for High Brightness LEDs.



Agenda

- Why is ON Semiconductor Acquiring California Micro Devices
- **About ON Semiconductor**
- Organization Overview and Common Questions
- Expectations and FAQs
- Employee Resources



ON Semiconductor Mission and Vision

Vision

ON Semiconductor is the premier supplier of high performance, energy efficient silicon solutions for green electronics.



ON Semiconductor®

Mission Statement

To provide our customers with high quality, cost effective solutions to solve the demanding power and signal management design challenges.



Industry Dynamics Continue to Favor ON Semiconductor

- **Rationalization of the Supplier Base**
 - ON Semiconductor is the one-stop shop for the semiconductor requirements of our customers
 - From custom ASICs to standard components, we are an expert in power efficiency with the broadest selection of semiconductor products
 - We shipped more than 33 billion units in 2008, more than five products for every person in the world with 95 percent on-time delivery to our key customer requested dates
- **Customers and Consumers are focused on Energy Efficiency**
 - Government agencies such as EnergyStar™, California CEC, European Code of Conduct and the China CSC as well as consumers are focused on the power consumption of electronic devices
 - ON Semiconductor is a leader in the Green wave with its GreenPoint™ power solutions and Greenline™ products that meet these emerging standards at a lower total design cost
- **Consumer Driven Semiconductor Growth**
 - High volume, competitive costs, high quality levels, flexible capacity, quick design turns



Business Units

Digital and Mixed Signal Group Bob Klosterboer

- Military and Aerospace
- Medical Devices
- Communications and High Voltage
- Image Sensor Products
- High Frequency data conversion
- Foundry Services

Standard Products Group Bill Hall

- Protection / Filters
- Bipolar Power Devices
- Thyristors
- Small Signal Devices
- Zeners / Diodes
- Rectifiers

Computing and Consumer Group Bill Schromm

- Power Switching and Interface
- DC-DC Conversion
- Analog Switches
- AC-DC Conversion
- Low Voltage Devices
- Standard Logic

Automotive and Power Group Andy Williams


- Low and Medium Voltage MOSFETS
- Automotive Analog
- Automotive Power Devices
- LDOs and Voltage Regulation
- Custom Automotive ICs

Catalyst Products Group Gelu Voicu

- Memory Products



Focused on the Right Products

- **Automotive and Power Group:**
 - Total solutions including: ASICS + ASSP + Discrete
 - Infotainment, safety, lighting and engine control products
 - Greater than \$4 of SAM per new infotainment platform
- **Computing and Consumer Group**
 - Core regulators, AC/DC controllers, system DDR, system controllers
 - #1 position in AC/DC controllers for notebook adapters
 - Leadership position in desktop & gaming power management
 - Up to \$7.25 of SAM per desktop
 - Up to \$8.25 of SAM per notebook
 -  Leadership in energy efficient solutions
 - LCD TV, desktop & notebook adapters
- **Standard Products Group**
 - #1 U.S supplier of standard products
 - Strong cash flow generator
 - Leader in micro-packaging
 - Growth initiatives in protection
- **Digital and Mixed-signal Product Group**
 - Leadership position in Analog ASICs
 - #1 supplier in hearing aid ICs
 - #1 in industrial & #3 in mil/aero
 - New opportunities in Medical and Military/Aerospace end-markets
 - High growth opportunities in Audio DSP and image sensors



Focused on the Right Applications

Automotive



- Driver Information & Telematics
- Powertrain
- Safety & Chassis
- Audio & Infotainment
- Exterior & Interior Lighting
- Body Electronics

Computing & Gaming



- CPU / GPU Power Delivery & Regulation
- Efficient Power Supplies
- Audio Signaling
- Thermal Management

Portable Consumer



- Display & Flash LED Lighting
- Audio Subsystems
- Data Switching
- Battery Charging Control
- Filtering for Camera & LCD Interface

Media & Entertainment



- Audio Signaling
- Digital Audio/Video Transmission
- Image Filtering
- Digital Audio/Video Switching
- Conditional Access Systems
- Power Supply Efficiency

Industrial



- Factory Automation
- Security Systems
- Sensor Interfaces
- Wireless or Wired Networking
- Communications Interface

Medical



- Implantable Devices
- Remote Patient Monitoring
- Medical Imaging
- Blood Glucose Monitoring
- Hearing Aids
- Therapeutics

HV Communication



- IP Cameras
- World Class PoE
- Surveillance Cameras
- Industrial Ethernet
- Robust Ethernet Environment
- High Power Accuracy

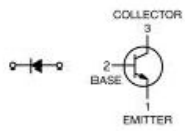
Military & Aerospace



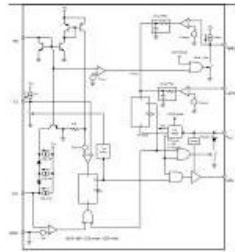
- Guidance Systems
- Infrared Imaging
- Secure Military Communications
- Commercial/Military Avionics
- Tactical Missiles/Munitions



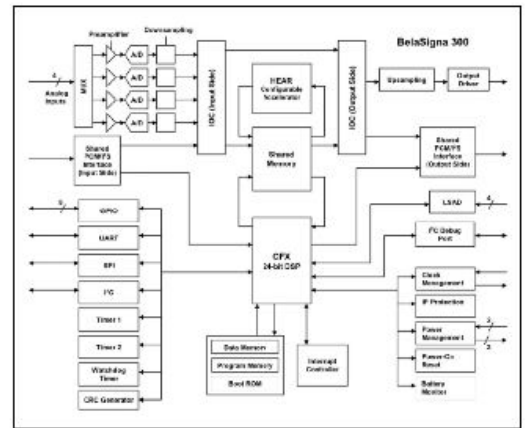
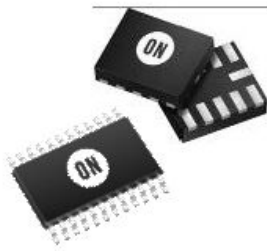
Providing a Broad Array of Products and Solutions



Components



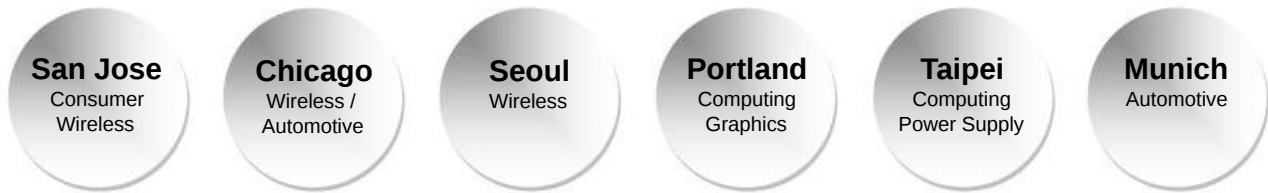
Standard Products



Systems-on-Chip



Helping Customers Solve Their Unique Design Challenges



Solution Engineering Centers



Our Business Strategy

Product Leadership

Improving our technological capabilities to provide leadership in power and signal management solutions.

- Increase rate of technological innovation.
- Shorten development cycle times.

Operational Excellence

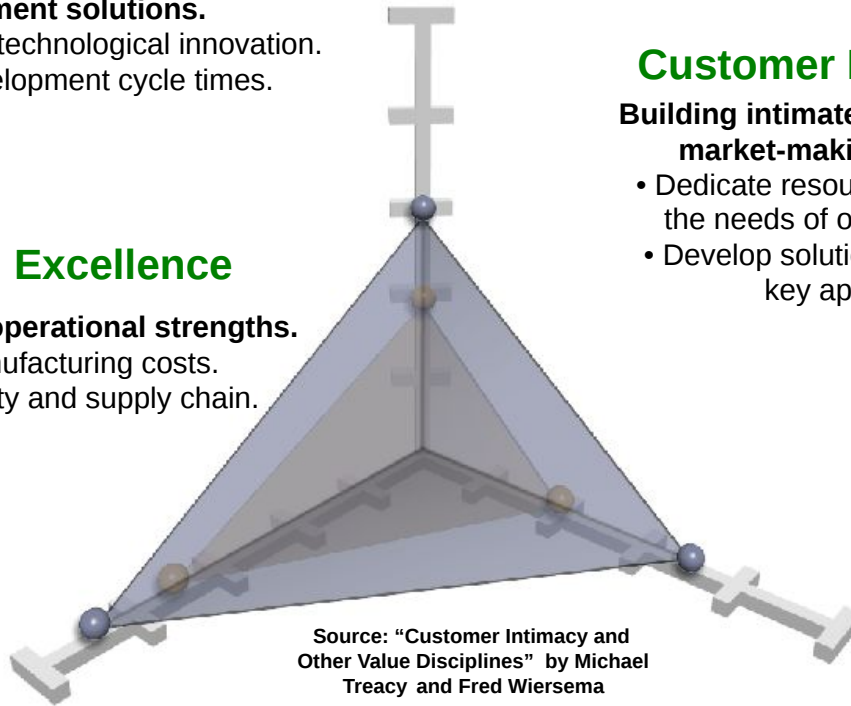
Leveraging our operational strengths.

- Lower manufacturing costs.
- Improve quality and supply chain.

Customer Intimacy

Building intimate relationships with market-making customers.

- Dedicate resources to understand the needs of our key customers.
- Develop solutions for customer's key applications.



We Have a Winning Organization

- **Operational Excellence**

- Manufacturing capability to deliver solutions at the right value point
- Supply chain management expertise to ensure you get your parts when you want them, where you want them and how you want them

- **Customer Intimacy**

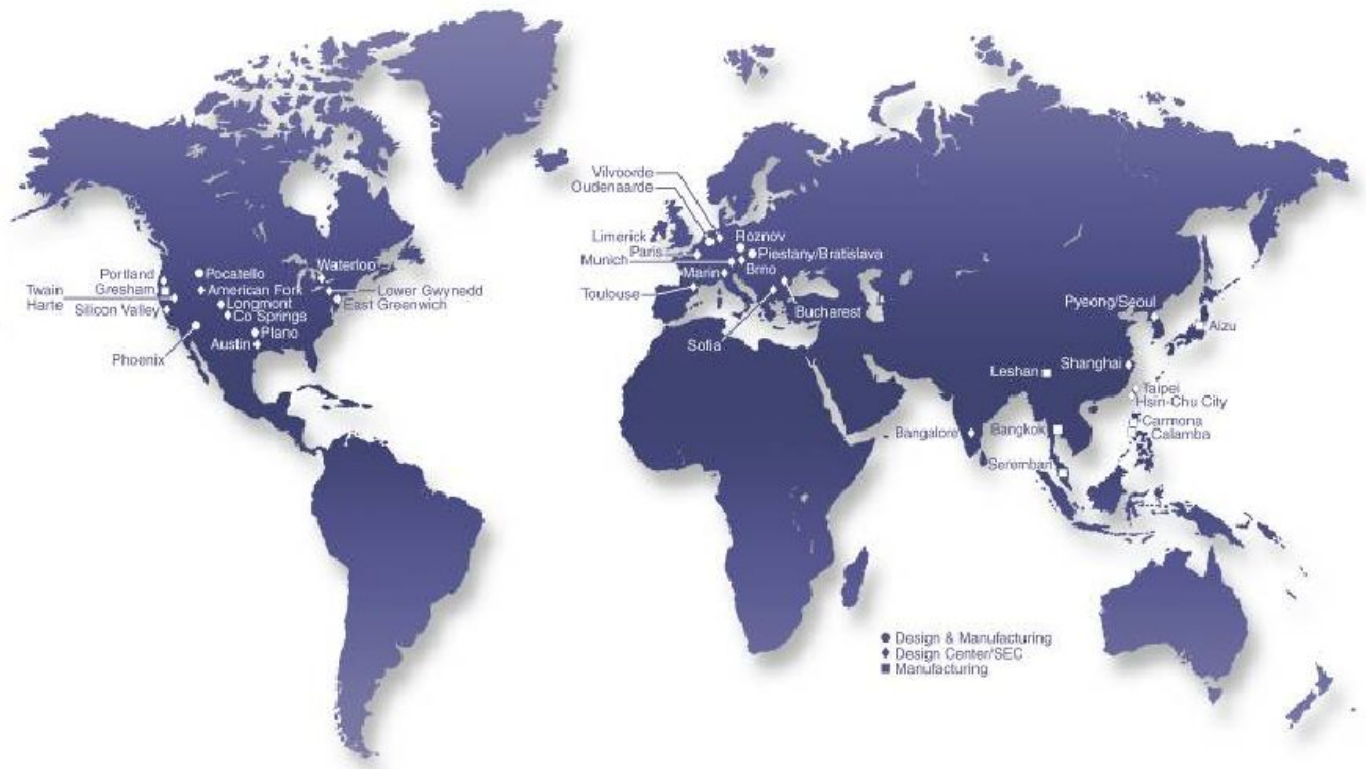
- Worldwide sales, design and support locations
- Solution Engineering Centers (SECs) dedicated to working closely with customers to drive innovative designs with higher performance and getting them to market fast

- **Product Leadership**

- Expertise in power efficient products and solutions and memory technologies
 - Custom, integrated ASICs, EMI/ESD protection to standard components
 - Serving a broad range of end-market applications/end products
- System knowledge to meet tomorrow's power management challenges
- Analog and power IC and memory design expertise to translate customer requirements into next generation products
- Broadest portfolio to offer both parts and system solutions



Global Design, Manufacturing and Supply Chain



Agenda

- Why is ON Semiconductor Acquiring California Micro Devices
- About ON Semiconductor
- **Organization Overview and Common Questions**
- Expectations and FAQs
- Employee Resources



Organizational Structure



Common Questions

- Organization expectations
- HR policies
 - 2009/2010 benefits
- Travel
 - Policy
- Payroll
- Seniority
- Vacation and sick leave



Agenda

- Why is ON Semiconductor Acquiring California Micro Devices
- About ON Semiconductor
- Organization Overview and Common Questions
- **Expectations and FAQs**
- Employee Resources



Expectations

- Your manager should:
 - Hold department meetings
 - Help set your focus/priorities
- Employees should:
 - Stay informed
 - Ask questions
 - Send questions to employee.questions@onsemi.com



Expectations

Moving forward

- You will see:
 - Ongoing communications
 - “The Circuit” – The employee newsletter
 - Updated FAQs
 - Ongoing communication meetings
 - Commitment to integrating work groups



Frequently Asked Questions

1. Where can I find answers to my questions?
2. How many people are being laid off?
3. Are layoffs planned?
4. When will benefits change?
5. When do I get paid?
6. How will salaries be impacted?
7. Will there be merit changes?
8. Will my title change?



Agenda

- Why is ON Semiconductor Acquiring California Micro Devices
- About ON Semiconductor
- Organization Overview and Common Questions
- Expectations and FAQs
- **Employee Resources**



Human Resources Contacts

- **Colleen McKeown, SVP, HR and Communication**
- **Zareen Mohta, HR**
- **Drew Fesler, HR, Compensation**
- **Mark Carr, HR, Operations**
- **Linda Chan, HR, Asia**
- **Tobin Cookman, HR, Business Units and Support Departments**
- **Michelle Salcido, HR, Benefits**
- **Robert Colbert, Employee Communications**
- **employee.questions@onsemi.com**



Employee Resources

- **Company intranet**
- **Site/department meetings**
- **employee.questions@onsemi.com**
- **Human Resources**
- **Your leader**
- **The Circuit – the employee newsletter**



Questions?





ON Semiconductor®

FAQs – Pending Acquisition of California Micro Devices by ON Semiconductor

FREQUENTLY ASKED QUESTIONS

TABLE OF CONTENTS

Transaction Summary	2
Acquisition Background	4
About ON Semiconductor	6
Employment Upon Acquisition Completion	7
Technology Upon Acquisition Completion	7
Vacation	9
401(k)	9

FREQUENTLY ASKED QUESTIONS

Transaction Summary

What does the announcement mean?

ON Semiconductor and California Micro Devices (CMD) have signed a definitive merger agreement for ON Semiconductor to acquire CMD. Under the terms of the agreement, ON Semiconductor will make a cash tender offer to acquire all of the issued and outstanding shares of common stock of CMD. If you own shares of CMD common stock, you will receive \$4.70 in cash per common share of CMD owned if you tender them or else at the closing date of the follow-on acquisition.

Your CMD stock options will be exchanged for ON Semiconductor stock options at a ratio equal to the acquisition price per share of \$4.70 divided by the average closing price of ON Semiconductor shares for the five trading days immediately preceding the closing date of the merger for each CMD stock option owned. The exercise price for the ON Semiconductor options will be equal to the CMD exercise price times the ratio of the average price of ON Semiconductor shares for five days preceding the close to \$4.70.

Why does ON Semiconductor want to acquire CMD?

- CMD will significantly strengthen ON Semiconductor's offering of application specific integrated passive (ASIP) devices to protect products in the wireless, computing and consumer electronics end-markets.
- CMD's expertise in protection solutions for the High Brightness LED (HBLED) market, as well as their strengths in LC-based EMI filtering and low capacitance ESD protection, will complement ON Semiconductor's existing portfolio of protection and lighting solutions.
- CMD technology and process development expertise in ESD and EMI protection is highly differentiated in the market as demonstrated by their strong relationships with leading global customers across multiple large and growing applications.
- CMD's business generated more than \$11 million in sales in their most recent quarter which ended in September 2009 – a business that grew 19 percent versus the prior quarter.
- With the combination of ON Semiconductor's global footprint, effective channels of distribution, and top-tier customer relationships, ON Semiconductor expects to be able to support a broader and deeper penetration of CMD's overall product portfolio.
- CMD's strong portfolio offering should also benefit from ON Semiconductor's world-class manufacturing capabilities.

Does the announcement mean a deal has been completed?

This transaction is not done. There are a number of processes and potential government filings that we need to complete before the deal is closed. We currently expect the deal to close in the first quarter of 2010, subject to the acceptance and tendering of shares related to the tender offer by CMD shareholders as well as customary closing conditions and regulatory approvals and the completion of the anticipated follow-on acquisition.

Do ON Semiconductor shareholders have to approve the transaction?

ON Semiconductor shareholders do not need to vote on this agreement. SEC regulations do not require a vote.

California Micro Devices shareholders will either accept the proposed Tender Offer Conditions and tender their shares or else be cashed out in the anticipated follow-on acquisition. We would anticipate that the acquisition will be completed by the first quarter of 2010.

How many CMD employees are impacted by this decision?

All of the approximately 84 CMD employees will be directly impacted by this decision.

FAQs – Pending Acquisition of California Micro Devices by ON Semiconductor

Where are the majority of the employees involved in this deal located?

The majority of employees are located in Milpitas, California with a design center located in Tempe, Arizona and field sales and other employees located around the world.

What resources will ON Semiconductor utilize for the purchase?

This will be an all cash transaction. ON Semiconductor had approximately \$470.2 million of cash, cash equivalents and short-term investments at the end of its third quarter of 2009.

The press release mentioned enterprise value. What does that mean?

Enterprise value is a measure of a company's value. It is calculated as the market capitalization (share price x shares outstanding) plus any debt minus cash and short term investments. As of its last reported quarter ending in September 2009, CMD had more than \$44 million of cash and cash equivalents on its balance sheet. CMD also had no material debt.

What should I tell my customers about the acquisition?

If asked, tell customers that the deal is still pending subject to the official close. However, if the deal is completed, there are long-term benefits to customers including stronger and broader product portfolio, integrated sales channels, and world-class manufacturing capabilities to meet demand changes and enhanced scale.

What if customers ask me questions that I don't know the answers to?

If you don't know the answers, it's okay to say that you don't know, but that you will find out and get back to them. The best way to do this is to contact your manager.

What should I do if a journalist asks me a question?

Please direct all media inquiries to the media relations department of ON Semiconductor or CMD.

ON Semiconductor

Anne Spitzza
Corporate Communications
602-244-6398
anne.spitzza@onsemi.com

Kevin Berry
Chief Financial Officer
408-934-3144
kevinb@cmd.com

FAQs – Pending Acquisition of California Micro Devices by ON Semiconductor

Acquisition Background

Who is California Micro Devices?

CMD (NASDAQ: CAMD) is a leading supplier of application specific integrated passive (ASIP) devices for products for the mobile handset, high brightness LED (HBLED), digital consumer electronics and personal computer markets. Key product lines include ASIP protection devices for mobile handsets, HBLEDs, digital consumer electronics products and personal computers.

CMD was incorporated in 1980 and has been public since 1986.

Products include low capacitance, low profile ESD protection arrays featuring PicoGuard XP® and PicoGuard XS® architectures. XtremeESD products which are ideal for protection of high speed serial interfaces in digital TVs and LCD display monitors such as MDDI, MIPI® or USB2.0 High-Speed. CMD's Praetorian® ESD/EMI protection devices are multichannel LC EMI filters with ESD protection using spiral inductors combined with semiconductor circuit elements. These devices help enable superior filter performance making them ideal for high resolution display and camera interfaces in mobile handsets.

The LuxGuard™ family of ESD protection devices features silicon submounts and TVS diodes designed specifically for high power, high brightness LED applications. CMD introduced their first LED protection devices in 2001, and since then has shipped more than 300 million units to HB LED customers worldwide.

CMD' MediaGuard™ HDMI protection devices feature ESD protection for all 12 HDMI data lines plus level shifting, backdrive protection, and overcurrent protection for HDMI ports on digital TVs, cable and satellite set-top boxes, DVD players and recorders, and other digital video devices.

CMD' Centurion™ ESD/EMI protection devices include Zener diode ESD arrays plus multichannel RC EMI filters with ESD protection for mobile handset applications including dataports and internal interfaces to displays and cameras.

The CMD headquarters facility is located in Milpitas, California with regional offices in Tempe, Chicago, Hong Kong, Korea, China, Taiwan, Finland, Japan and the United Kingdom.

For more information visit: <http://www.cmd.com>.

When do you expect the deal to close?

We expect to close the deal during ON Semiconductor's first quarter of 2010 subject to the tender offer process, satisfaction of any necessary regulatory approvals and customary closing conditions and completion of the anticipated follow-on acquisition.

What happens after this initial announcement?

ON Semiconductor and CMD will prepare the necessary documentation for ON Semiconductor to commence the tender offer which will remain open for at least 20 business days. We will also prepare for the completion of the transaction and the successful integration of CMD into ON Semiconductor. After the tender offer closes, there will be a follow-on acquisition and the sale of CMD to ON Semiconductor will be complete.

When and where will CMD employees get more information about this acquisition?

Updates throughout the process will be provided to all employees via e-mail and company leaders.

Who or where should I direct questions?

Questions should be sent to your manager, your local HR representatives or employee.questions@onsemi.com.

About ON Semiconductor

Who is ON Semiconductor?

- ON Semiconductor (Nasdaq: ONNN) is a premier supplier of high performance, energy efficient, silicon solutions that enable designers to quickly and cost-effectively improve system efficiency for electronics in the computing, communications, consumer, automotive, industrial, medical and military/aerospace markets. The company's portfolio includes power management, signal, logic, discrete and custom devices.
- Global corporate headquarters are in Phoenix, Arizona. The company operates a network of manufacturing facilities, sales offices, and design centers in key markets throughout North America, Europe, and the Asia Pacific regions. ON Semiconductor:
 - Had 2008 Annual Revenue of \$2.055 Billion
 - Enables energy efficient solutions for a greener world
 - Provides a broad array of products and solutions
 - Helps customers solve their unique design challenges
 - Operates a world-class, value added supply chain
- Sales break-out by end-market
 - Computing – 27%
 - Automotive – 18%
 - Consumer – 17%
 - Communications – 17%
 - Industrial/Mil/Aero – 17%
 - Medical – 4%
- ON Semiconductor designs, manufactures and markets an extensive portfolio of semiconductor components that addresses the design needs of sophisticated electronic systems and products.
- The company's power management semiconductor components distribute and monitor the supply of power to the different elements within a wide variety of electronic devices.
- The company's data management semiconductor components provide high-performance clock management and data flow management for precision computing and communications systems.
- Their standard semiconductor components serve as "building block" components within virtually all electronic devices.
- For more details please go to <http://www.onsemi.com>.

Where is the ON Semiconductor's headquarters?

The company is headquartered in Phoenix, Arizona, USA. The company owns and operates several development centers and several manufacturing facilities located throughout the U.S., Europe and Asia.

How many employees are employed by ON Semiconductor?

Worldwide, ON Semiconductor employs more than 13,000 employees.

What is ON Semiconductor's company mission?

To provide its customers with high quality, cost effective solutions to solve the demanding power and signal management design challenges.

What is ON Semiconductor's company vision?

ON Semiconductor is the premier supplier of high performance, energy efficient, silicon solutions for green electronics.

What is ON Semiconductor's business strategy?

ON Semiconductor's business strategy is to become the supplier of choice by:

- Leveraging our operational strengths

FAQs – Pending Acquisition of California Micro Devices by ON Semiconductor

- Building intimate relationships with market-making customers
- Improving our technological capabilities to provide leadership in power and signal management solutions

To follow this strategy ON Semiconductor will continuously:

- Dedicate resources to understand the needs of key customers and develop solutions for key applications
- Increase rate of technological innovation
- Shorten development cycle times
- Lower manufacturing costs
- Improve quality and supply chain

What is ON Semiconductor’s Quality/Service philosophy/statement?

ON Semiconductor’s Quality statement is: “Every ON Semiconductor employee is personally responsible for ensuring the highest quality in products and services delivered to internal and external customers. Continuous improvement in the quality of processes, products, and service is fundamental to the achievement of customer satisfaction.”

Acquisition Impact Upon Completion

Will any products in development be cancelled?

We will review the status of products in development.

Will my work group remain intact?

No work group changes are planned in the short term. The experience and technical expertise of the California Micro Devices’ staff is a critical aspect of this transaction and stability in the transition is important to the company.

Who will I report to?

In most cases, employees will continue to report to their current manager.

Employment Upon Acquisition Completion

Do I have a job?

Your employment will transfer over to ON Semiconductor unless you are told otherwise.

What happens to employee benefits?

Employee benefits are expected to stay the same for the near future. We expect to notify employees of any upcoming changes prior to the changes being implemented.

What type of career opportunities could ON Semiconductor present for me?

Career opportunities are available on the company intranet. Employees are eligible to apply for these opportunities after 12 months of employment with ON Semiconductor.

Will years of service be retained and for how long after joining the new company?

Yes. Your years of service will be carried over to ON Semiconductor. There is no time limit.

Technology Upon Acquisition Completion

Will my e-mail address change?

Yes, most likely after closing or shortly thereafter. You will receive information about all of the changes as we progress.

FAQs – Pending Acquisition of California Micro Devices by ON Semiconductor

Can I keep my IT accessories such as my laptop?

We currently expect the IT and design infrastructure to remain as is.

Payroll

What is the ON Semiconductor payroll cycle?

Bi-weekly.

How does ON Semiconductor do performance reviews?

The company conducts performance reviews on annual basis during the first calendar quarter of each year. Any increase is effective the beginning of July.

Compensation

What is the compensation philosophy at ON Semiconductor?

ON Semiconductor's philosophy is to reward employees competitively based on position, performance, market data and experience.

Stock Options

When do I need to exercise my vested CMD shares?

It is not necessary that you exercise your vested CMD options. With the close of the transaction, they will be assumed and converted to option shares of ON Semiconductor.

What happens to my stock options that have not been exercised?

Your CMD stock options will be exchanged for ON Semiconductor stock options at a ratio equal to the acquisition price per share of \$4.70 divided by divided by the average closing price of ON Semiconductor shares for the five trading days immediately preceding the closing date of the merger for each CMD stock option owned. The exercise price for the ON Semiconductor options will be equal to the CMD exercise price times the ratio of the average price of ON Semiconductor shares for five days preceding the close to \$4.70.

Can I exercise my vested shares and tender them?

Yes. Alternatively, after exercise, you can trade subject to the company's securities trading policy and securities laws.

Work Schedule

Do I lose the flexibility I currently have at CMD?

ON Semiconductor will assess your current schedule and review with the employees. We do not anticipate any changes at this time.

I currently work out of a home office. Will I be able to continue?

ON Semiconductor offers a flexible work environment to meet business and personal needs. Your personal situation will be considered.

Will my expected working hours change?

ON Semiconductor does not anticipate any changes at this time.

Vacation

How does the vacation accrual work at ON Semiconductor?

You will continue accruing vacation at your current level based on your years of service.

What happens to my unused accrued vacation time?

This can vary by country and state according to specific employment laws. For example, in some countries, your vacation/holiday balance is carried forward to the new company, while in other countries, you will be paid for your accrued and unused vacation, and start with a zero balance on your first day as an employee of ON Semiconductor. We expect to notify employees of any upcoming changes prior to the changes being implemented.

How many public holidays does ON Semiconductor have? Which ones?

Each year a public holiday schedule will be distributed to list all of the holidays for the coming year.

401(k)

Which financial institute administers the 401(k) plan at ON Semiconductor?

Vanguard.

Does ON Semiconductor offer 401(k) matching?

Yes. ON Semiconductor generally matches dollar for dollar up to 4 percent of eligible wages. We currently anticipate that for a period of time the CMD 401(k) plan will remain in place.

Securities Law Disclosure and Additional Information

The tender offer for the outstanding shares of common stock of California Micro Devices Corporation (“California Micro Devices” or “CMD”) has not yet commenced. No statement in this document is an offer to purchase or a solicitation of an offer to sell securities. At the time the tender offer is commenced, ON Semiconductor Corporation and an indirect wholly-owned subsidiary of ON Semiconductor Corporation will file a tender offer statement on Schedule TO with the Securities and Exchange Commission, and California Micro Devices will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. Any offers to purchase or solicitations of offers to sell will be made only pursuant to such tender offer statement. The tender offer statement (including an offer to purchase, a related letter of transmittal and other offer documents) and the related solicitation/recommendation statement will contain important information, including the various terms of, and conditions to, the tender offer, that should be read carefully by CMD’s stockholders before they make any decision with respect to the tender offer. Such materials, when prepared and ready for release, will be made available to California Micro Devices’ stockholders at no expense to them. In addition, at such time such materials (and all other offer documents filed with the SEC) will be available at no charge on the SEC’s Web site: www.sec.gov and also may be obtained by contacting investor relations at ir@calmicro.com, or by mail at California Micro Devices Corporation Investor Relations, 490 N. McCarthy Blvd., No. 100, Milpitas, CA 95051, or by telephone at 1- 408-934-3144.

Message to all ON Semiconductor employees – Pending Acquisition of California Micro Devices

Message to All Employees

Dear fellow employees,

Today we announced the signing of a definitive merger agreement for ON Semiconductor to acquire California Micro Devices (CMD). Based on the terms of the agreement, ON Semiconductor will make a cash tender offer to acquire all the outstanding shares of common stock of CMD, which will be followed by a merger to cash out those shares not tendered. Although we do not expect the deal to close until the first quarter of 2010, we are very excited about the potential benefits of this pending acquisition.

Benefits of the deal

- With the combination of ON Semiconductor's global footprint, effective channels of distribution and top-tier customer relationships, ON Semiconductor expects to be able to support a broader and deeper penetration of California Micro Devices' overall product portfolio.
- CMD employees will be a positive addition to the more than 13,000 ON Semiconductor employees around the world.
- CMD will significantly strengthen ON Semiconductor's offering of application specific integrated passive (ASIP) devices to protect products in the wireless, computing and consumer electronics end-markets.
- CMD's expertise in protection solutions for the high brightness LED (HBLED) market, as well as their strengths in LC-based EMI filtering and low capacitance ESD protection, will complement ON Semiconductor's existing portfolio of protection and lighting solutions.
- CMD's technology and process development expertise in ESD and EMI protection is highly differentiated in the market as demonstrated by their strong customer relationships with leading global customers across multiple large and growing applications.
- CMD's business generated more than \$11 million in sales in their most recent quarter which ended in September 2009 – a business that grew 19 percent versus the prior quarter.
- CMD's strong portfolio offering should also benefit from ON Semiconductor's world-class manufacturing capabilities.

Next Steps

If you have questions about this announcement or the pending acquisition, I encourage you to speak with your manager, visit The Connection, the employee intranet, or read The Circuit, the employee newsletter.

Your contributions to the company continue to drive our success as we make our way towards becoming the premier supplier of high performance, energy efficient, silicon solutions for green electronics.

Keith Jackson
President and CEO

Securities Law Disclosure and Additional Information

The tender offer for the outstanding shares of common stock of California Micro Devices Corporation (“California Micro Devices” or “CMD”) has not yet commenced. No statement in this document is an offer to purchase or a solicitation of an offer to sell securities. At the time the tender offer is commenced, ON Semiconductor Corporation and an indirect wholly-owned subsidiary of ON Semiconductor Corporation will file a tender offer statement on Schedule TO with the Securities and Exchange Commission, and California Micro Devices will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. Any offers to purchase or solicitations of offers to sell will be made only pursuant to such tender offer statement. The tender offer statement (including an offer to purchase, a related letter of transmittal and other offer documents) and the related solicitation/recommendation statement will contain important information, including the various terms of, and conditions to, the tender offer, that should be read carefully by CMD’s stockholders before they make any decision with respect to the tender offer. Such materials, when prepared and ready for release, will be made available to California Micro Devices’ stockholders at no expense to them. In addition, at such time such materials (and all other offer documents filed with the SEC) will be available at no charge on the SEC’s Web site: www.sec.gov and also may be obtained by contacting investor relations at ir@calmicro.com, or by mail at California Micro Devices Corporation Investor Relations, 490 N. McCarthy Blvd., No. 100, Milpitas, CA 95051, or by telephone at 1- 408-934-3144.

Manager letter for ON Semiconductor managers about pending California Micro Devices acquisition

Dear fellow leaders,

Today we announced the signing of a definitive merger agreement for ON Semiconductor to acquire California Micro Devices (CMD). Under on the terms of the agreement, ON Semiconductor will make a cash tender offer to acquire the outstanding shares of common stock of CMD, which will be followed by a merger to cash out those shares not tendered. Although we do not expect the deal to close until the first quarter of 2010, we are very excited about the potential benefits of this pending acquisition.

Benefits of the deal

- With the combination of ON Semiconductor's global footprint, effective channels of distribution and top-tier customer relationships, ON Semiconductor expects to be able to support a broader and deeper penetration of California Micro Devices' overall product portfolio.
- CMD employees will be a positive addition to the more than 13,000 ON Semiconductor employees around the world.
- CMD will significantly strengthen ON Semiconductor's offering of application specific integrated passive (ASIP) devices to protect products in the wireless, computing and consumer electronics end-markets.
- CMD's expertise in protection solutions for the high brightness LED (HBLED) market, as well as their strengths in LC-based EMI filtering and low capacitance ESD protection, will complement ON Semiconductor's existing portfolio of protection and lighting solutions.
- CMD's technology and process development expertise in ESD and EMI protection is highly differentiated in the market as demonstrated by their strong relationships with leading global customers across multiple large and growing applications.
- CMD's business generated more than \$11 million in sales in their most recent quarter which ended in September 2009 – a business that grew 19 percent versus the prior quarter.
- CMD's strong portfolio offering should also benefit from ON Semiconductor's integrated manufacturing capabilities.

Next Steps

Pending the close of the tender offer, CMD will continue to operate as an independent company. At ON Semiconductor, we continue looking for opportunities to generate company growth and strengthen our position as an industry leader. By expanding our portfolio and combining our product offerings with quality customer service and a best-in class supply chain, we will achieve our vision of becoming the premier supplier of high performance, energy efficient, silicon solutions for green electronics.

Additional information will be available on The Connection, the employee intranet, and in The Circuit, the employee newsletter.

Keith Jackson
President and CEO

Securities Law Disclosure and Additional Information

The tender offer for the outstanding shares of common stock of California Micro Devices Corporation (“California Micro Devices” or “CMD”) has not yet commenced. No statement in this document is an offer to purchase or a solicitation of an offer to sell securities. At the time the tender offer is commenced, ON Semiconductor Corporation and an indirect wholly-owned subsidiary of ON Semiconductor Corporation will file a tender offer statement on Schedule TO with the Securities and Exchange Commission, and California Micro Devices will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. Any offers to purchase or solicitations of offers to sell will be made only pursuant to such tender offer statement. The tender offer statement (including an offer to purchase, a related letter of transmittal and other offer documents) and the related solicitation/recommendation statement will contain important information, including the various terms of, and conditions to, the tender offer, that should be read carefully by CMD’s stockholders before they make any decision with respect to the tender offer. Such materials, when prepared and ready for release, will be made available to California Micro Devices’ stockholders at no expense to them. In addition, at such time such materials (and all other offer documents filed with the SEC) will be available at no charge on the SEC’s Web site: www.sec.gov and also may be obtained by contacting investor relations at ir@calmicro.com, or by mail at California Micro Devices Corporation Investor Relations, 490 N. McCarthy Blvd., No. 100, Milpitas, CA 95051, or by telephone at 1- 408-934-3144.



TO: Our Valued Customers, Sales Representatives and Distributors
DATE: December 14, 2009
SUBJ: Pending Acquisition of California Micro Devices by ON Semiconductor

Dear Customer,

Today ON Semiconductor announced the signing of a definitive merger agreement providing for the acquisition of California Micro Devices (CMD) by ON Semiconductor. Under the terms of the agreement, ON Semiconductor will make a cash tender offer to acquire all of the issued and outstanding shares of common stock of CMD. This transaction has been approved by the board of directors. We are excited about the potential benefits of this announcement and expect the transaction to close as early as the first quarter of 2010.

The acquisition of CMD supports our ongoing commitment to becoming a technologically broader and operationally stronger company to better support our customers overall product, design and efficiency needs.

The acquisition of California Micro Devices will significantly strengthen our offering of application specific integrated passive (ASIP) devices to protect products in the wireless, computing and consumer electronics end-markets. In addition, CMD's expertise in protection solutions for the high brightness LED (HBLED) market, as well as their strengths in LC-based EMI (electromagnetic interference) filtering and low capacitance ESD (electrostatic discharge) protection, complement our existing portfolio of protection and lighting solutions. With technology and process development expertise in ESD and EMI protection, CMD is highly differentiated in the marketplace – as demonstrated by their strong relationships with leading global customers across multiple large and growing applications. Combined with ON Semiconductor's global sales channel footprint and effective channels of distribution, we expect to be able to support a broader and deeper penetration of CMD's overall product portfolio with market-leading customers. This should enable us to accelerate revenue growth for CMD's products and increase market share. We also believe CMD's products and operations will benefit from ON Semiconductor's world-class manufacturing capabilities.

Operationally it will be business as usual for customers of both companies. We will communicate any potential changes to you at the earliest possible time, but ask that you continue to do business using your existing contacts and processes for California Micro Devices products.

We remain committed to providing you with outstanding customer service, advanced technology solutions, industry-leading supply chain management, and world-class quality and manufacturing. We look forward to a long and mutually beneficial relationship.

If you have any questions or concerns, please contact your local sales contact.

Best Regards,

A handwritten signature in black ink, appearing to read "K. Jackson".

Keith Jackson
President and CEO
ON Semiconductor

ON Semiconductor® :: 5005 E. McDowell Road :: Phoenix AZ 85008 :: 602-244-6600 :: fax 602-244-5544



Securities Law Disclosure and Additional Information

The tender offer for the outstanding shares of common stock of California Micro Devices Corporation (“California Micro Devices” or “CMD”) has not yet commenced. No statement in this document is an offer to purchase or a solicitation of an offer to sell securities. At the time the tender offer is commenced, ON Semiconductor Corporation and an indirect wholly-owned subsidiary of ON Semiconductor Corporation will file a tender offer statement on Schedule TO with the Securities and Exchange Commission, and California Micro Devices will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. Any offers to purchase or solicitations of offers to sell will be made only pursuant to such tender offer statement. The tender offer statement (including an offer to purchase, a related letter of transmittal and other offer documents) and the related solicitation/recommendation statement will contain important information, including the various terms of, and conditions to, the tender offer, that should be read carefully by CMD’s stockholders before they make any decision with respect to the tender offer. Such materials, when prepared and ready for release, will be made available to California Micro Devices’ stockholders at no expense to them. In addition, at such time such materials (and all other offer documents filed with the SEC) will be available at no charge on the SEC’s Web site: www.sec.gov and also may be obtained by contacting investor relations at ir@calmicro.com, or by mail at California Micro Devices Corporation Investor Relations, 490 N. McCarthy Blvd., No. 100, Milpitas, CA 95051, or by telephone at 1- 408-934-3144.

ON Semiconductor® :: 5005 E. McDowell Road :: Phoenix AZ 85008 :: 602-244-6600 :: fax 602-244-5544



TO: Our Valued Suppliers and Vendors
DATE: December 14, 2009
SUBJ: Pending Acquisition of California Micro Devices by ON Semiconductor

Dear Supplier,

Today ON Semiconductor announced the signing of a definitive merger agreement providing for the acquisition of California Micro Devices (CMD). Under the terms of the agreement, ON Semiconductor will make a cash tender offer to acquire all of the issued and outstanding shares of common stock of CMD. This transaction has been approved by the board of directors. We are excited about the potential benefits of this announcement and expect the transaction to close as early as the first quarter of 2010.

The acquisition of CMD supports our ongoing commitment to becoming a technologically broader and operationally stronger company to better support our customers overall product, design and efficiency needs.

The acquisition of California Micro Devices will significantly strengthen our offering of application specific integrated passive (ASIP) devices to protect products in the wireless, computing and consumer electronics end-markets. In addition, CMD's expertise in protection solutions for the high brightness LED (HBLED) market, as well as their strengths in LC based EMI (electromagnetic interference) filtering and low capacitance ESD (electrostatic discharge) protection, complement our existing portfolio of protection and lighting solutions. With technology and process development expertise in ESD and EMI protection, CMD is highly differentiated in the marketplace – as demonstrated by their strong relationships with leading global customers across multiple large and growing applications. Combined with ON Semiconductor's global sales channel footprint and effective channels of distribution, we expect to be able to support a broader and deeper penetration of CMD's overall product portfolio with market-leading customers. This should enable us to accelerate revenue growth for CMD's products and increase market share. We also believe CMD's products and operations will benefit from ON Semiconductor's world-class manufacturing capabilities.

Operationally, it will be business as usual for suppliers of both companies. We will communicate any potential changes to you at the earliest possible time, but ask that you continue to do business using your existing contacts and processes for California Micro Devices products.

We remain committed to providing you with outstanding customer service, advanced technology solutions, industry-leading supply chain management, and world-class quality and manufacturing. We look forward to a long and mutually beneficial relationship.

If you have any questions or concerns, please contact your local procurement contact.

Best Regards,

A handwritten signature in black ink, appearing to read "Mamoon Rashid".

Mamoon Rashid
Vice President Global Supply Chain and External Manufacturing
ON Semiconductor

ON Semiconductor® :: 5005 E. McDowell Road :: Phoenix AZ 85008 :: 602-244-6600 :: fax 602-244-5544



Securities Law Disclosure and Additional Information

The tender offer for the outstanding shares of common stock of California Micro Devices Corporation (“California Micro Devices” or “CMD”) has not yet commenced. No statement in this document is an offer to purchase or a solicitation of an offer to sell securities. At the time the tender offer is commenced, ON Semiconductor Corporation and an indirect wholly-owned subsidiary of ON Semiconductor Corporation will file a tender offer statement on Schedule TO with the Securities and Exchange Commission, and California Micro Devices will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. Any offers to purchase or solicitations of offers to sell will be made only pursuant to such tender offer statement. The tender offer statement (including an offer to purchase, a related letter of transmittal and other offer documents) and the related solicitation/recommendation statement will contain important information, including the various terms of, and conditions to, the tender offer, that should be read carefully by CMD’s stockholders before they make any decision with respect to the tender offer. Such materials, when prepared and ready for release, will be made available to California Micro Devices’ stockholders at no expense to them. In addition, at such time such materials (and all other offer documents filed with the SEC) will be available at no charge on the SEC’s Web site: www.sec.gov and also may be obtained by contacting investor relations at ir@calmicro.com, or by mail at California Micro Devices Corporation Investor Relations, 490 N. McCarthy Blvd., No. 100, Milpitas, CA 95051, or by telephone at 1- 408-934-3144.

ON Semiconductor® :: 5005 E. McDowell Road :: Phoenix AZ 85008 :: 602-244-6600 :: fax 602-244-5544

MEDIA and CUSTOMER TALKING POINTS**Announcement of Pending Acquisition of California Micro Devices (CMD)****MEDIA CONTACTS**

Please direct all media inquiries to the media relations department of ON Semiconductor or California Micro Devices (CMD) – utilizing the contacts listed below.

ON Semiconductor

Anne Spitza
Corporate Communications / Media Relations
Office: (602) 244-6398
Cell: (602) 326-0071
anne.spitza@onsemi.com

California Micro Devices

Kevin Berry
Chief Financial Officer
408-934-3144
kevinb@cmd.com

KEY FACTS

- A definitive merger agreement for the acquisition of California Micro Devices (CMD) by ON Semiconductor was announced today (December 14).
- This will be an all-cash transaction with an equity value of approximately \$108 million and an enterprise value of approximately \$63 million.
- Under the terms of the agreement, ON Semiconductor will make a cash tender offer to acquire the outstanding shares of common stock of CMD for \$4.70 per share.
- The tender offer is expected to launch during the week of December 21, 2009, and will run for and close after 20 business days, assuming at least a majority of CMD's shares are tendered to ON Semiconductor. A successful tender offer will be followed by a cash-out merger so that CMD becomes a wholly-owned subsidiary of ON Semiconductor. (No CMD stockholder meeting will be needed unless fewer than approximately eighty percent of CMD outstanding shares are tendered.)
- The companies expect the entire transaction to close in the first quarter of 2010.

- This transaction and related agreement have been approved by both boards of directors.
- ON Semiconductor shareholders do not need to vote on this agreement. SEC regulations do not require a vote.

“ALL CASH” TRANSACTION

- Under the terms of the agreement, CMD shareholders can tender their existing common shares for \$4.70 per share of common stock owned.
- Upon completion of the transaction, ON Semiconductor will have utilized approximately \$108 million of cash to consummate the transaction. At close, ON Semiconductor will assume the balance sheet of CMD which includes approximately \$45 million of cash and cash equivalents. The net cash used for this transaction post close is approximately \$63 million.
- Shares of CMD will cease to exist post the closing of the transaction since existing shareholders will receive \$4.70 of cash per common share owned. Holders of options on CMD shares will generally exchange them for options in ON Semiconductor shares at a fixed exchange ratio pursuant to the merger agreement. ON Semiconductor will continue to trade on the NASDAQ Global Exchange under the symbol “ONNN.”

EMPLOYEES

- CMD currently employs approximately 84 people. The majority of these employees are located in Milpitas, California. They also have employees in a number of regional offices in the United States and abroad.

BUSINESS OPERATIONS

- Once this deal is completed, CMD’s customers, distributors, sales reps, vendors and suppliers can expect business to continue virtually unchanged for the near term.

FAQs

Why is ON Semiconductor buying California Micro Devices (CMD)?

- The acquisition of CMD will significantly strengthen ON Semiconductor's offering of application specific integrated passive (ASIP) devices to protect products in the wireless, computing and consumer electronics end-markets
- CMD's expertise in protection solutions for the high brightness LED (HBLED) market, as well as their strengths in LC-based EMI filtering and low capacitance ESD protection, complement ON Semiconductor's existing portfolio of protection and lighting solutions.
- CMD's technology and process development expertise in ESD and EMI protection is highly differentiated in the market – as demonstrated by their strong relationships with leading global customers across multiple large and growing applications.
- CMD's business generated more than \$11 million in sales in their most recent quarter which ended in September 2009 – a business that grew 19 percent versus the prior quarter.
- With the combination of ON Semiconductor's global footprint, effective channels of distribution, and top-tier customer relationships, ON Semiconductor expects to be able to support a broader and deeper penetration of CMD's overall product portfolio.
- CMD's strong portfolio offering is also expected benefit from ON Semiconductor's world-class manufacturing capabilities.
- To compete successfully in today's global marketplace, size and scale are important. ON Semiconductor can provide CMD products:
 - Enhanced scale
 - Deeper customer relationships and sales channels
 - Integrated manufacturing capabilities
 - An expanded addressable market

CMD has a "fabless" business model. Does ON Semiconductor plan to bring some or all manufacturing in-house?

- CMD's strategy has been to be a fabless supplier. This has enabled CMD to select the best fab location and process for each of its product families. Moving forward, we will maintain the philosophy of selecting the best fab and process for the new products we develop, including our own.

How does CMD sales model align with ON Semiconductor's?

- The two companies have complementary customers, supply chains, manufacturing technologies and sales channels.

- Much like ON Semiconductor, a large percent of CMD's sales are made through distribution channels. The remainder of CMD's sales is done via the internal sales team and via sales reps.
- CMD's customers will benefit from the support of ON Semiconductor award winning channel sales and supply chain operations. Because ON Semiconductor and CMD utilize many of the same distributors, we can build on these well-established relationships.

What products and markets does CMD sell into?

- Products include low capacitance, low profile ESD protection arrays featuring PicoGuard XP® and PicoGuard XS® architectures. XtremeESD products which are ideal for protection of high speed serial interfaces in digital TVs and LCD display monitors such as MDDI, MIPI® or USB2.0 High-Speed. CMD's Praetorian® ESD/EMI protection devices are multichannel LC EMI filters with ESD protection using spiral inductors combined with semiconductor circuit elements. These devices help enable superior filter performance making them ideal for high resolution display and camera interfaces in mobile handsets.
- The LuxGuard™ family of ESD protection devices features silicon submounts and TVS diodes designed specifically for high power, high brightness LED applications. CMD introduced their first LED protection devices in 2001, and since then has shipped more than 300 million units to HB LED customers worldwide.
- CMD's MediaGuard™ HDMI protection devices feature ESD protection for all 12 HDMI data lines plus level shifting, backdrive protection, and overcurrent protection for HDMI ports on digital TVs, cable and satellite set-top boxes, DVD players and recorders, and other digital video devices.
- CMD's Centurion™ ESD/EMI protection devices include Zener diode ESD arrays plus multichannel RC EMI filters with ESD protection for mobile handset applications including dataports and internal interfaces to displays and cameras.

How long has CMD been in business?

- California Micro Devices (CMD) was incorporated in 1980 and has been public since 1986.

Securities Law Disclosure and Additional Information

The tender offer for the outstanding shares of common stock of California Micro Devices Corporation ("California Micro Devices" or "CMD") has not yet commenced. No statement in this document is an offer to purchase or a solicitation of an offer to sell securities. At the time the tender offer is commenced, ON Semiconductor Corporation and an indirect wholly-owned subsidiary of ON Semiconductor Corporation will file a tender offer statement on Schedule TO with the Securities and Exchange Commission, and California Micro Devices will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. Any offers to purchase or solicitations of offers to sell will be made only pursuant to such tender offer statement. The tender offer statement (including

an offer to purchase, a related letter of transmittal and other offer documents) and the related solicitation/recommendation statement will contain important information, including the various terms of, and conditions to, the tender offer, that should be read carefully by CMD's stockholders before they make any decision with respect to the tender offer. Such materials, when prepared and ready for release, will be made available to California Micro Devices' stockholders at no expense to them. In addition, at such time such materials (and all other offer documents filed with the SEC) will be available at no charge on the SEC's Web site: www.sec.gov and also may be obtained by contacting investor relations at ir@calmicro.com, or by mail at California Micro Devices Corporation Investor Relations, 490 N. McCarthy Blvd., No. 100, Milpitas, CA 95051, or by telephone at 1- 408-934-3144.