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SYNOPSYS

July 23, 1997

Mr. Jorge Del Calvo
Pillsbury, Madison & Sutro
2700 Sand Hill Road
Menlo Park, CA 94025-7020

Re: Hiring of Lukas van Ginneken by
Magma Design Automation
Mountain View California,

Dear Mr. Del Calvo:

As I understand it, your client, Magma Design Automation recently hired a former Synopsys employee by the name of Lukas van Ginneken. Mr. Rajiv Madhavan asked me to communicate our concerns to you. Therefore, I am writing to inform you of Dr. van Ginneken's continuing obligations to Synopsys pursuant to the Proprietary Information and Inventions Agreement that he executed on May 17, 1995. A copy is enclosed for your reference.

Please note that under the Proprietary Information and Inventions Agreement, Dr. van Ginneken is required to keep as confidential any and all Proprietary Information such as trade secrets, processes, data and know-how, computer software, improvements, inventions, works of authorship, techniques, marketing plans, strategies, forecasts, and copyrightable material and customer lists or other subject matter pertaining to Synopsys' business or any of its clients, customers, consultants, licensees or affiliates. As an illustration, but not limitation, Synopsys considers its logic synthesis algorithms, logic optimization algorithms, including constant delay techniques, and placement algorithms as proprietary.

In addition, Dr. van Ginneken also agreed not to recruit employees from Synopsys for one year following his departure from Synopsys.

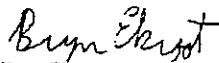
Synopsys assumes that Dr. van Ginneken intends to honor his obligations under the Proprietary Information and Inventions Agreement, and trusts that Magma Design Automation will not assign Dr. van Ginneken to a position that might risk disclosure or use of any of Synopsys' proprietary information. Synopsys would, however, appreciate your written confirmation of Magma Design Automation's intent to ensure that Dr. van Ginneken will not be placed in a position inconsistent with his obligations to Synopsys. Please send this confirmation to my attention.

Please note that any failure by Dr. van Ginneken to comply with his obligations under the Proprietary Information and Inventions Agreement or general legal principles may result in legal action against both Dr. van Ginneken and Magma Design Automation.

MAGMA 0010094

If you or anyone at Magma Design Automation have any questions or comments with respect to the matters discussed in this letter or Dr. van Ginneken's compliance therewith, please feel free to contact me at 415-694-1722.

Very truly yours,



Bryn Ekroot
Associate General Counsel
for Advanced Technology

enclosure:
SNPS matter: B1997-036

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