



Antitrust Division

Office of the Deputy Assistant Attorney General

950 Pennsylvania Ave., Suite 3736
Washington, D.C. 20530

William J. Baer, Esq.
Arnold & Porter
555 Twelfth Street, NW
Washington, DC 20004

Gary R. Spratling, Esq.
Gibson, Dunn & Crutcher LLP
One Montgomery Street
San Francisco, CA 94104

Re: Micron Technology, Inc.

Dear Messrs. Baer and Spratling:

This letter sets forth the terms and conditions of an agreement between the Antitrust Division of the United States Department of Justice and Micron Technology, Inc. ("Micron"), in connection with possible price fixing or other conduct violative of Section 1 of the Sherman Act, 15 U.S.C. § 1, in the dynamic random access memory ("DRAM") industry in the United States and elsewhere. This agreement is conditional and depends upon Micron satisfying the conditions set forth below. After all of these conditions are met, the Division will notify Micron in writing that the application has been granted. It is further agreed that disclosures made by counsel for Micron in furtherance of the amnesty application will not constitute a waiver of the attorney-client privilege or the work-product privilege.

AGREEMENT

1. **Representations:** Micron desires to report to the Antitrust Division possible price fixing activity or other conduct violative of the Sherman Act in the DRAM industry in the United States and elsewhere ("the anticompetitive activity being reported"). Micron represents to the Antitrust Division that, in connection with the anticompetitive activity being reported, it:

- (a) took prompt and effective action to terminate its part in the anticompetitive activity being reported upon discovery of the activity; and
- (b) did not coerce any other party to participate in the activity and was not the leader in, or the originator of, the anticompetitive activity being reported.

2. **Cooperation:** Micron agrees to provide full, continuing and complete cooperation to the Antitrust Division in connection with the activity being reported, including, but not limited to, the following:

- (a) providing a full exposition of all facts known to Micron relating to the anticompetitive activity being reported;
- (b) providing promptly, and without requirement of subpoena, all documents or other items relating to the anticompetitive activity being reported in its possession, custody or control, wherever located, requested by the Antitrust Division, to the extent not already produced;
- (c) using its best efforts to secure the ongoing, full and truthful cooperation of the current and former directors, officers and employees of Micron, and encouraging such persons voluntarily to provide the Antitrust Division with any information they may have relevant to the anticompetitive activity being reported;
- (d) facilitating the ability of current and former directors, officers and employees to appear for such interviews or testimony in connection with the anticompetitive activity being reported as the Antitrust Division may require at the times and places designated by the Antitrust Division;
- (e) using its best efforts to ensure that current and former directors, officers and employees who provide information to the Antitrust Division relevant to the anticompetitive activity being reported respond completely, candidly and truthfully to all questions asked in interviews and grand jury appearances and at trial;
- (f) using its best efforts to ensure that current and former directors, officers and employees who provide information to the Antitrust Division relevant to the anticompetitive activity being reported make no attempt either falsely to protect or falsely to implicate any person or entity; and
- (g) making all reasonable efforts, to the satisfaction of the Antitrust Division, to pay restitution to any person or entity located in the United States injured as a result of the anticompetitive activity being reported, in which Micron was a participant.

3. **Corporate Leniency:** Subject to verification of Micron's representations in paragraph 1 above, and subject to its full, continuing and complete cooperation, as described in paragraph 2 above, the Antitrust Division agrees conditionally to accept Micron into Part B of the Corporate Leniency Program, as explained in an Antitrust Division policy statement dated August 10, 1993 (attached). Pursuant to that policy, the Antitrust Division agrees not to bring any criminal prosecution against Micron for any act or offense it may have committed prior to the date of this letter in connection with the anticompetitive activity being reported. The commitments in this paragraph are binding only upon the Antitrust Division, although, upon request of Micron, the Antitrust Division will bring this Agreement to the attention of other prosecuting offices or administrative agencies. If the Antitrust Division at any time determines that Micron has violated this Agreement, this Agreement shall be void, and the Antitrust Division may revoke the conditional

acceptance of Micron into the Corporate Leniency Program. Should the Antitrust Division revoke the conditional acceptance of Micron into the Corporate Leniency Program, the Antitrust Division may thereafter initiate a criminal prosecution against Micron, without limitation. Should such a prosecution be initiated, any documentary or other information provided by Micron, as well as any statements or other information provided by any current or former director, officer or employee of Micron to the Antitrust Division pursuant to this Agreement, may be used against Micron in any such prosecution.

4. Non-Prosecution Protection For Corporate Directors, Officers And Employees: Subject to Micron's full, continuing and complete cooperation, the Antitrust Division agrees that current directors, officers and employees of Micron, as well as former Micron personnel who do not consult or work, and have not consulted or worked since leaving Micron, for any other DRAM producer, who admit their knowledge of, or participation in, and fully and truthfully cooperate with the Antitrust Division in its investigation of the anticompetitive activity being reported, shall not be prosecuted criminally by the Antitrust Division for any act or offense committed prior to the date of this letter in connection with the anticompetitive activity being reported. Such full and truthful cooperation shall include, but not be limited to:

- (a) producing in the United States all documents and records, including personal documents and records, and other materials requested by attorneys and agents of the United States;
- (b) making himself or herself available for interviews in the United States upon the request of attorneys and agents of the United States;
- (c) responding fully and truthfully to all inquiries of the United States in connection with the anticompetitive activity being reported, without falsely implicating any person or intentionally withholding any information;
- (d) otherwise voluntarily providing the United States with any materials or information, not requested in (a) - (c) of this paragraph, that he or she may have relevant to the anticompetitive activity being reported; and
- (e) when called upon to do so by the United States, testifying in trial and grand jury or other proceedings in the United States, fully, truthfully and under oath, subject to the penalties of perjury (18 U.S.C. § 1621), making false statements or declarations in grand jury or court proceedings (18 U.S.C. § 1623), contempt (18 U.S.C. §§ 401-402) and obstruction of justice (18 U.S.C. § 1503), in connection with the anticompetitive activity being reported.

The commitments in this paragraph are binding only upon the Antitrust Division, although, upon the request of Micron, the Antitrust Division will bring this Agreement to the attention of other prosecuting offices or administrative agencies. In the event a current or former director, officer or employee of Micron fails to comply fully with his/her obligations hereunder, this Agreement as it pertains to such individual shall be void, and any leniency, immunity or non-prosecution granted to such individual under this Agreement may be revoked by the Antitrust Division. Should any

leniency, immunity or non-prosecution granted be revoked, the Antitrust Division may thereafter prosecute such person criminally, and any statements or other information provided by such person to the Antitrust Division pursuant to this Agreement may be used against him/her in such prosecution.

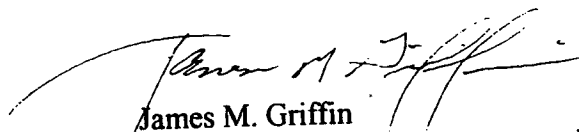
5. **Entire Agreement:** This letter constitutes the entire agreement between the Antitrust Division and Micron, and supersedes all prior understandings, if any, whether oral or written, relating to the subject matter herein.


6. **Authority And Capacity:** The Antitrust Division and Micron represent and warrant each to the other that the signatories to this Agreement on behalf of each party hereto have all the authority and capacity necessary to execute this Agreement and to bind the respective parties hereto.

The signatories below acknowledge acceptance of the foregoing terms and conditions.

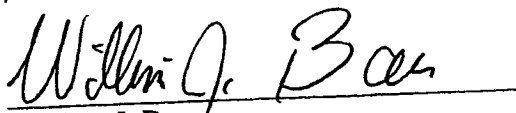
Sincerely yours,

Date: 10/2/02

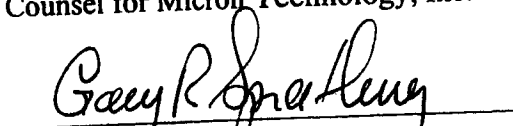

James M. Griffin
Deputy Assistant Attorney General
Antitrust Division


Micron Technology, Inc.

Date: 10/25/02


William J. Baer
Counsel for Micron Technology, Inc.

Date: 10/21/02


Gary R. Spratling
Counsel for Micron Technology, Inc.

Date: October 18, 2002

U.S. Department of Justice
Antitrust Division

Corporate Leniency Policy

August 10, 1993



CORPORATE LENIENCY POLICY

The Division has a policy of according leniency to corporations reporting their illegal antitrust activity at an early stage, if they meet certain conditions. "Leniency" means not charging such a firm criminally for the activity being reported. (The policy also is known as the corporate amnesty or corporate immunity policy.)

A. Leniency Before an Investigation Has Begun

Leniency will be granted to a corporation reporting illegal activity before an investigation has begun, if the following six conditions are met:

1. At the time the corporation comes forward to report the illegal activity, the Division has not received information about the illegal activity being reported from any other source;
2. The corporation, upon its discovery of the illegal activity being reported, took prompt and effective action to terminate its part in the activity;
3. The corporation reports the wrongdoing with candor and completeness and provides full, continuing and complete cooperation to the Division throughout the investigation;
4. The confession of wrongdoing is truly a corporate act, as opposed to isolated confessions of individual executives or officials;

5. Where possible, the corporation makes restitution to injured parties; and

6. The corporation did not coerce another party to participate in the illegal activity and clearly was not the leader in, or originator of, the activity.

B. Alternative Requirements for Leniency

If a corporation comes forward to report illegal antitrust activity and does not meet all six of the conditions set out in Part A, above, the corporation, whether it comes forward before or after an investigation has begun, will be granted leniency if the following seven conditions are met:

1. The corporation is the first one to come forward and qualify for leniency with respect to the illegal activity being reported;
2. The Division, at the time the corporation comes in, does not yet have evidence against the company that is likely to result in a sustainable conviction;
3. The corporation, upon its discovery of the illegal activity being reported, took prompt and effective action to terminate its part in the activity;
4. The corporation reports the wrongdoing with candor and completeness and provides full, continuing and complete cooperation that advances the Division in its investigation;
5. The confession of wrongdoing is truly a corporate act, as opposed to isolated confessions of individual executives or officials;

6. Where possible, the corporation makes restitution to injured parties; and

7. The Division determines that granting leniency would not be unfair to others, considering the nature of the illegal activity, the confessing corporation's role in it, and when the corporation comes forward.

In applying condition 7, the primary considerations will be how early the corporation comes forward and whether the corporation coerced another party to participate in the illegal activity or clearly was the leader in, or originator of, the activity. The burden of satisfying condition 7 will be low if the corporation comes forward before the Division has begun an investigation into the illegal activity. That burden will increase the closer the Division comes to having evidence that is likely to result in a sustainable conviction.

C. Leniency for Corporate Directors, Officers, and Employees

If a corporation qualifies for leniency under Part A, above, all directors, officers, and employees of the corporation who admit their involvement in the illegal antitrust activity as part of the corporate confession will receive leniency, in the form of not being charged criminally for the illegal activity, if they admit their wrongdoing with candor and completeness and continue to assist the Division throughout the investigation.

If a corporation does not qualify for leniency under Part A, above, the directors, officers, and employees who come forward with the corporation will be considered for immunity from criminal prosecution on the same basis as if they had approached the Division individually.

D. Leniency Procedure

If the staff that receives the request for leniency believes the corporation qualifies for and should be accorded leniency, it should forward a favorable recommendation to the Office of Operations, setting forth the reasons why leniency should be granted. Staff should not delay making such a recommendation until a fact memo recommending prosecution of others is prepared. The Director of Operations will review the request and forward it to the Assistant Attorney General for final decision. If the staff recommends against leniency, corporate counsel may wish to seek an appointment with the Director of Operations to make their views known. Counsel are not entitled to such a meeting as a matter of right, but the opportunity will generally be afforded.

Issued August 10, 1993