

**U.S. Department of Justice**

Antitrust Division

*City Center Building
1401 H Street, NW
Washington, DC 20530*

May 5, 2003

Mr. Neil F. Keehn
2603 Third Street
Santa Monica, CA 90405

Re: Comment on Proposed Final Judgment in *United States v. Northrop Grumman Corporation and TRW Inc.*, No. 1:02CV02432, filed December 11, 2002

Dear Mr. Keehn:

This letter responds to your January 7, 2003 letter, commenting on the proposed Final Judgment submitted for entry in the captioned case. The government's Complaint in the case charged that the proposed acquisition of TRW Inc. ("TRW") by Northrop Grumman Corp. ("Northrop") would combine one of the only two suppliers of radar and EO/IR payloads for reconnaissance satellite systems sold to the U.S. Government (Northrop) with one of the few companies able to act as prime contractor on U.S. reconnaissance satellite programs that use these payloads (TRW). The Complaint alleges that as a result of this combination, Northrop would have the incentive and ability to lessen competition by favoring its own payload and/or prime contractor capabilities to the detriment or foreclosure of competitors, and would harm the U.S. Government by posing an immediate danger to competition in two current or future programs, the Space-Based Radar and Space Based InfraRed System-Low programs (the latter program is now called the Space Tracking and Surveillance System).

Your letter relates exclusively to matters that are not in any way directly related to either the acquisition of TRW by Northrop or the proposed relief. Specifically, you claim that there have been unfair allegations that you were involved in illegal activities during a past employment by TRW. Your letter includes proposed modifications to the Final Judgment, which also relate specifically to your personal claims and not to the subject acquisition or efforts to remedy any competitive problems that it may cause.

The purpose of the proposed Final Judgment, and the Complaint on which it is based, is to address the potential lessening of competition that may result from the acquisition of TRW by Northrop. The Final Judgment cannot serve as a vehicle for addressing totally unrelated issues. For this reason, the United States cannot adopt the proposed modifications you have requested.