

Attachment A

Letter to J. Robert Kramer, II

Ref: United States v. Northrop Grumman Corp. and TRW, Inc.,
Civil No. 1:02 CV 02432 (GK)

Section becomes unreasonably large. In such event, Northrop shall notify the Compliance Officer, who shall review the decision and make a recommendation to the Secretary of the Air Force within ten (10) business days. The Secretary of the Air Force shall have the sole discretion to decide with whom, and on what terms, Northrop enters into such teaming relationships, such decision to be made within ten (10) business days of the decision of the Compliance Officer.

(4) In the event that Northrop notifies the Compliance Officer in writing that: (i) the Northrop Payload business elects not to supply its Payload to the Northrop Satellite Prime Business and not to bid as Prime Contractor through the Northrop Payload Business; or (ii) Northrop elects not to compete at either the Prime or Payload level, Northrop need not comply with the requirements of Section IV.C. after such notice.

Existing IV.C. through IV.I. renumbered to IV.D. through IV.J.

Research and Development:

Existing IV.C (to be renumbered IV.D.) and replaced with the following: When the Northrop Payload Business enters into teaming agreements or contracts or similar intra-company arrangements that function as teaming agreements with the Northrop Satellite Prime Business, the provisions in this Final Judgment requiring non-discriminatory behavior shall not require that Northrop disclose to any other team for the Program or potential future Program the products and/or other results of investments or developments achieved by the Northrop Payload Business to the extent funded exclusively by the Northrop Satellite Prime Business. When the Northrop Satellite Prime Business enters into teaming agreements or contracts or similar intra-company arrangements that function as teaming agreements with the Northrop Payload Business, the provisions in this Final Judgment requiring non-discriminatory behavior shall not require that Northrop disclose to any other team for the Program or potential future Program the products and/or other results of investments or developments achieved by the Northrop Satellite Prime Business to the extent funded exclusively by the Northrop Payload Business. When the Northrop Payload Business or the Northrop Satellite Prime Business enters into teaming agreements or contracts with any unrelated Company to compete for any Program or potential future Program, and the team engages in joint investment or development activity for that Program, the provisions in this Final Judgment requiring non-discriminatory behavior shall not require that Northrop disclose the products and/or other results of such joint investments or developments of that team to any other team for the Program or potential future Program.