

UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION

In the Matter of

WESTERN DIGITAL CORPORATION,
a corporation.

File No. 1110122

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission ("Commission"), having initiated an investigation of the proposed acquisition by Respondent Western Digital Corporation ("Western Digital"), hereinafter "Proposed Respondent" of Viviti Technologies Ltd. ("HGST"), a wholly owned subsidiary of Hitachi, Ltd. ("Hitachi"), and it now appearing that Proposed Respondent is willing to enter into this Agreement Containing Consent Order ("Consent Agreement") to divest certain assets and providing for other relief:

IT IS HEREBY AGREED by and between Proposed Respondent by its duly authorized officers and attorney.

1. Proposed Respondent Western Digital is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware with its office and principal place of business located at 3355 Michelson Drive, Irvine, California 92612.
2. Hitachi is a corporation organized, existing, and doing business under and by virtue of the laws of Japan, with its headquarters address at 6-6 Maunouchi 1-chome, Chiyoda-ku, Tokyo, 100-8280, Japan. HGST is a wholly owned subsidiary of Hitachi, Ltd.
3. HGST is a corporation organized, existing, and doing business under and by virtue of the laws of the Republic of Singapore, with its headquarters address at 3403 Yerba Buena Road, San Jose, California 95135.
4. Proposed Respondent admits all the jurisdictional facts set forth in the draft of Complaint here attached.
5. Proposed Respondent waives:
 - a. any further procedural steps;

circumstances may

to this Consent Agreement, or (2) will be in the control of the party to this Consent Agreement after the proposed acquisition.

15. By signing this Consent Agreement, Proposed Respondent presents and warrants that each Remedial Agreement (as defined in the Decision and Order) that has been submitted to the Commission at the time of this Consent Agreement for approval by the Commission in connection with the Commission's determination to make the Decision and Order final comports with all of the relevant requirements of the Decision and Order and requires Proposed Respondent to divest all assets required to be divested pursuant to the relevant requirements of the Decision and Order.
16. Proposed Respondent agrees that it shall interpret each Remedial Agreement in a manner that is fully consistent with all of the relevant provisions and remedial purposes of the Decision and Order.
17. Proposed Respondent has read the draft of Complaint, the Decision and Order, and the Order to Maintain Assets contemplated hereby. Proposed Respondent understands that once the Decision and Order and the Order to Maintain Assets have been issued, it will be required to file one or more compliance reports showing that it has fully complied with the Decision and Order and the Order to Maintain Assets.
18. Proposed Respondent agrees to comply with the terms of the proposed Decision and Order and the Order to Maintain Assets from the date it signs this Consent Agreement. Proposed Respondent further understands that it may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order and of the Order to Maintain Assets after they become final.

WESTERN DIGITAL CORPORATION

FEDERAL TRADE COMMISSION

By: _____
John F. Coyne
President and CEO
Western Digital Corporation
Date: _____

By: _____
Benjamin Gris
Deputy Assistant Director
Bureau of Competition

APPROVED:

George S. Cary Esq.
Cleary Gottlieb Steen & Hamilton LLP
Counsel for
Western Digital Corporation

By: _____
Catherine M. Moscatelli
Assistant Director
Bureau of Competition

Jeremy Calsyn, Esq.
Cleary Gottlieb Steen & Hamilton LLP
Counsel for
Western Digital Corporation

Richard A. Feinstein
Director
Bureau of Competition
Date: _____

Norman Armstrong
Deputy Director
Bureau of Competition
Date: _____