

**UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION**

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<b>In the Matter of</b>	)	
	)	<b>FTC File No. 171-0027</b>
<b>Broadcom Limited,</b>	)	
<b>    a limited company; and</b>	)	
	)	
<b>Brocade Communications Systems, Inc.,</b>	)	
<b>    a corporation.</b>	)	
	)	
	)	

**AGREEMENT CONTAINING CONSENT ORDER**

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by Broadcom Limited (“Broadcom”) of Brocade Communications Systems, Inc. (“Brocade”), hereinafter referred to as Proposed Respondents, and it now appearing that Proposed Respondents are willing to enter into this Agreement Containing Consent Order (“Consent Agreement and providing other relief:

**IT IS HEREBY AGREED** by and between Proposed Respondents, by their duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent Broadcom Limited is a limited company organized, existing and doing business under and by virtue of the laws of the Republic of Singapore, with a principal place of business located at 1320 Ridder Park Drive, San Jose, CA 95131.
2. Proposed Respondent Brocade Communications Systems, Inc. is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its executive office and principal place of business located at 130 Holger Way San Jose, CA 95134.
3. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.
4. Proposed Respondents waive:
  - a. any further procedural steps;

- b. the requirement that the Commission's Decision and Order, which is attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
  - c. all rights to seek judicial review or otherwise to challenge or contest the validity of the Decision and Order entered pursuant to this Consent Agreement; and
  - d. any claim under the Equal Access to Justice Act.
5. Not later than ten (10) days after the date this Consent Agreement is signed by the Proposed Respondents, Proposed Respondents shall submit an initial report, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33. Such report shall be signed by the Proposed Respondents and set forth in detail the manner in which the Proposed Respondents have complied with and will comply with the proposed Decision and Order.
6. In the above-described report, Proposed Respondents shall provide sufficient information and documentation to enable the Commission to determine independently whether Proposed Respondents are in compliance with this Consent Agreement. All reports shall be verified by a notarized signature or sworn statement of the Chief Executive Officer or other officer or employee of each Proposed Respondent specifically authorized to perform this function, or self verified in the manner set forth in 28 U.S.C. § 1746. Section 2.41(a) of the Commission's Rules, 16 C.F.R. § 2.41, requires that an original and two (2) copies of all compliance reports be filed with the Commission. Proposed Respondents shall file an original report and one (1) copy with the Secretary of the Commission, and shall send at least one (1) copy directly to the Bureau of Competition's Compliance Division.
7. This Consent Agreement, and any compliance reports filed pursuant to this Consent Agreement, shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission it, together with the draft of Complaint contemplated thereby, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Proposed Respondents, in which event it will take such action as it may consider appropriate, or issue and serve its Complaint (in such form as the circumstances may require) and Decision and Order, in disposition of the proceeding.
8. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated as alleged in the draft of Complaint here attached, or that the facts as alleged in the draft Complaint, other than jurisdictional facts, are true.

9. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (i) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached, and (ii) make information public with respect thereto. If such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of § 2.34 of the Commission's Rules, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondents, issue the attached Decision and Order providing for relief in disposition of the proceeding.
10. When final and effective, the Decision and Order shall have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time as provided by statute for other orders. The proposed Decision and Order shall become final and effective upon service. Delivery of the Complaint and the Decision and Order to Proposed Respondents by any means provided in § 4.4(a) of the Commission's Rules, 16 C.F.R. § 4.4(a), including, but not limited to, delivery to an office within the United States of counsel for Proposed Respondents identified on this Consent Agreement, shall constitute service as to Proposed Respondents. Proposed Respondents waive any rights they may have to any other manner of service. Proposed Respondents also waive any rights they may otherwise have to service of any Appendices incorporated by reference into the Decision and Order to the same extent as if they had been served with copies of the Appendices, where Proposed Respondents are already in possession of such Appendices.
11. The Complaint may be used in construing the terms of the Decision and Order, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order.
12. By signing this Consent Agreement, Proposed Respondents represent and warrant that they can fulfill all the terms of and accomplish the full relief contemplated by the attached Decision and Order, and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement and the attached Decision and Order are parties, or are within the control of parties to this Consent Agreement and the attached Decision and Order.
13. Proposed Respondents have read the draft of Complaint and the Decision and Order. Proposed Respondents understand that once the Decision and Order has been issued, they will be required to file one or more compliance reports setting forth in detail the manner in which they have complied, are complying, and will comply with the Decision and Order.

14. Proposed Respondents agree to comply with the terms of the Decision and Order from the date they sign this Consent Agreement. Proposed Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after it becomes final and effective.

<p><b>Broadcom Limited</b></p> <hr/> <p>Hock Tan Chief Executive Officer Broadcom Limited</p> <p>Dated: _____</p> <hr/> <p>Joshua Holian, Esq. Latham &amp; Watkins LLP Counsel for Broadcom Limited</p> <p>Dated: _____</p> <p><b>Brocade Communications System, Inc.</b></p> <hr/> <p>Lloyd A. Carney Chief Executive Officer Brocade Communications System, Inc.</p> <hr/> <p>Jamillia P. Ferris, Esq. Wilson Sonsini Goodrich &amp; Rosati Counsel for Brocade Communications Systems, Inc.</p>	<p><b>FEDERAL TRADE COMMISSION</b></p> <hr/> <p>Stephen Antonio Attorney Bureau of Competition</p> <p><b>Approved:</b></p> <hr/> <p>Benjamin Gris Assistant Director Bureau of Competition</p> <hr/> <p>Markus H. Meier Acting Deputy Director Bureau of Competition</p>
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