

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION

UNITED STATES OF AMERICA,

Plaintiff,

v.

MICROSEMI CORPORATION,

Defendant.

Civil No: 1:08cv1311

**FOUNDATION DECLARATION OF KEVIN QUIN, ESQ. IN SUPPORT OF
PLAINTIFF'S MOTION FOR TEMPORARY RESTRAINING ORDER**

I, Kevin C. Quin, declare:

1. I am an attorney with the Litigation II Section of the Antitrust Division ("Division") of the United States Department of Justice. In my capacity as staff attorney, I was responsible for leading the Division's investigation of whether Microsemi Corporation's ("Microsemi") July 14, 2008 acquisition of substantially all of the assets of Semicoa, Inc. ("Semicoa") (the "acquisition"), violated Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 2 of the Sherman Act, 15 U.S.C. § 2. I have personal knowledge of the facts stated below, and would be competent to testify to them if called upon to do so.
2. The attached exhibits for and on behalf of the United States were duly prepared under the direction of the Attorney General of the United States. The exhibits herein have been assembled by authorized employees and counsel of the United States.
3. Attached hereto as Exhibit 1 is a true and correct copy of a document received from Microsemi on December 3, 2008, numbered MSC-DOJ-002747-55, entitled "Operation Growth Strategy." This document was produced in response to an information request I sent to Microsemi by email on November 25, 2008, and by letter on November 26, 2008.
4. Attached hereto as Exhibit 2 is a true and correct copy of a document received

from Microsemi on December 3, 2008, numbered MSC-DOJ-000004-69, entitled "Strategic Overview." This document was produced in response to an information request I sent to Microsemi by email on November 25, 2008, and by letter on November 26, 2008.

5. Attached hereto as Exhibit 3 is a declaration from Annie Koo, a Division Paralegal Specialist assigned to work under my supervision during the course of the Division's investigation of the acquisition. Ms. Koo's declaration describes her role in downloading and transcribing an audio file ("podcast") from the internet that appears to be a presentation by James Peterson, President and CEO of Microsemi. This podcast available for listening on the accompanying CD (labeled as Exhibit 3, Attachment A).
6. Attached hereto as Exhibit 4 is a true and correct copy of a document received from Microsemi on September 26, 2008, numbered MSC-001-000019, which appears to be an email sent from Doug Milne to David Goren, Corporate Counsel at Microsemi Corporation, dated September 15, 2008. This document was produced in response to a request for voluntary documents and information I sent to Microsemi on August 20, 2008.
7. Attached hereto as Exhibit 5 is a true and correct copy of a document that I downloaded from Microsemi's website at <http://investor.microsemi.com/financials.cfm>, which appears to be Microsemi's annual 10-K filing for fiscal year 2008.
8. Saved on the accompanying CD is Exhibit 6, a spreadsheet received from Microsemi on December 5, 2008, entitled "JANS Shipments by Year.xls." This spreadsheet is submitted electronically because of its volume, 18,858 lines.
9. Attached hereto as Exhibit 7 is a true and correct copy a document received from Microsemi entitled "Asset Purchase Agreement" and dated July 14, 2008. This document was produced in response to a request for voluntary documents and information by Microsemi during the course of this investigation.
10. Attached hereto as Exhibit 8 is a true and correct copy of a document received from Microsemi on September 26, 2008, numbered MSC-001-000142-380, which is comprised of schedules to the Asset Purchase Agreement between Microsemi and Semicoa dated July 14, 2008. This document was produced in response to a request for voluntary documents and information I sent to Microsemi on August 20, 2008.
11. Attached hereto collectively as Exhibit 9 are a true and correct copy of documents received from Microsemi on December 3, 2008, numbered MSC-DOJ-002550

and MSC-DOJ-002551-95, which appear to be an e-mail and an attached presentation authored by Semicoa entitled "Diode Cross Reference" dated March 2007. These documents were produced in response to an information request I sent to Microsemi by email on November 25, 2008, and by letter on November 26, 2008.

12. Attached hereto as Exhibit 10 is a true and correct copy of a document received from Microsemi on September 26, 2008, numbered MSC-001-000048-60, entitled "Semicoa Financial Statements Years Ended December 31, 2007 and 2006." This document was produced in response to a request for voluntary documents and information I sent to Microsemi on August 20, 2008.
13. Attached hereto as Exhibit 11 is a true and correct copy of a document received from Microsemi on September 26, 2008, numbered MSC-001-000038-47, that is labeled as a Bloomberg Transcript and is entitled "Acquisition of SEMICOA by Microsemi Call" and dated July 15, 2008. This document was produced in response to a request for voluntary documents and information I sent to Microsemi on August 20, 2008.
14. Attached hereto as Exhibit 12 is a true and correct copy of a document received from Microsemi on December 3, 2008, numbered MSC-DOJ-000002-03, which appears to be an email from Joe Pietrini of Microsemi to John Costello and Barbara Maddalena of Microsemi dated October 18, 2006. This document was produced in response to an information request I sent to Microsemi by email on November 25, 2008, and by letter on November 26, 2008.
15. Attached hereto as Exhibit 13 is a true and correct copy of a document received from Microsemi on December 3, 2008, numbered MSC-DOJ-002611, which appears to be an e-mail string between Semicoa employees dated July 8, 2008. This document was produced in response to an information request I sent to Microsemi by email on November 25, 2008, and by letter on November 26, 2008.
16. Attached hereto as Exhibit 14 is a true and correct copy of a document received from Microsemi on December 3, 2008, numbered MSC-DOJ-000114-35, labeled "Introduction" and dated July 21, 2008. This document was produced in response to an information request I sent to Microsemi by email on November 25, 2008, and by letter on November 26, 2008.
17. Attached hereto as Exhibit 15 is a true and correct copy of a document received from Microsemi on September 26, 2008, numbered MSC-001-000018, which appears to be an e-mail from Doug Milne to David Goren (Corporate Counsel at Microsemi), dated September 13, 2008. This document was produced in response to a request for voluntary documents and information I sent to Microsemi on

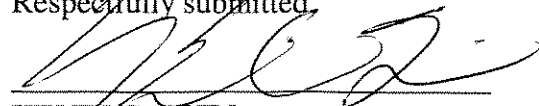
August 20, 2008.

18. Attached hereto as Exhibits 16 and 17 respectively are the declarations of Thomas M. Hess, Chief of the Active Devices Branch, and Raymond Kolonchuk, Chief of the Electronic Devices Branch, of the Defense Supply Center in Columbus, Ohio ("DSCC"), describing the conditions for qualifying to produce high reliability transistors and diodes for space and military applications. These declarations were received during the course of the Division's investigation of the acquisition.
19. Attached hereto as Exhibits 18, 19, 20, and 21 respectively are declarations from David Emily, manager for electronic subsystems for the United States Navy Trident Missile D-5 Life Extension program; Captain John Nicholson, Deputy Program Director for the Navy's Mobile User Objective System program; Michael J. Sampson, co-manager for the National Aeronautics and Space Administration's Electrical, Electronic, and Electromechanical Parts and Packaging program; and David Davis, Chief of the Systems Engineering Division of the United States Air Force Space and Missile Center. These declarants all are employees of United States government agency end-customers of high reliability transistors and diodes for space and military applications. These declarations were received during the course of the Division's investigation of the acquisition.
20. Attached hereto as Exhibits 22 and 23 respectively are declarations from Gary Bartmann, Vice President of Procurement for the Space Systems Company of Lockheed Martin Corporation, and Karin Hougen, procurement agent for Boeing Company, both customers of high reliability transistors and diodes for space and military applications. These declarations were received during the course of the Division's investigation of the acquisition.
21. Attached hereto as Exhibit 24 is a declaration from Dorothy B. Fountain, Assistant Chief of the Litigation II section of the Division. Ms. Fountain has been my supervisor since the inception of the Division's investigation of the Microsemi acquisition, and she prepared this declaration based on that role and on her active participation in the investigation.
22. Attached hereto as Exhibit 25 is a letter from John J. Young, Jr., the Under Secretary of Defense for Acquisition, Technology and Logistics at the United States Department of Defense, dated December 11, 2008, which was received during the course of the Division's investigation of the acquisition.

I declare under penalty of perjury that the above is true and correct.

Executed in Washington, D.C. on:
December 22, 2008

Respectfully submitted,



By: KEVIN C. QUIN
Attorney for the United States
United States Department of Justice
Antitrust Division
Litigation II Section
1401 H Street, N.W., Suite 3000
Washington, D.C. 20530
Tel: (202) 307-0922
Fax: (202) 514-9033
Kevin.Quin@usdoj.gov