

Exhibit M

The Bromwich Group

The Bromwich Group LLC
901 New York Avenue, NW, 5th Floor
Washington, DC 20001

November 1, 2013

**BY FEDERAL EXPRESS AND
BY E-MAIL VIA THEODORE J. BOUTROUS, JR.**

Mr. Timothy D. Cook
Chief Executive Officer
Apple Inc.

D. Bruce Sewell, Esq.
Senior Vice President and General Counsel
Apple Inc.
One Infinite Loop
Cupertino, CA 95014

Dear Gentlemen:

As you know, on October 16, 2013, I was selected by the Honorable Denise L. Cote, United States District Judge for the Southern District of New York, to serve as the external antitrust compliance monitor pursuant to the Final Judgment in *United States v. Apple, Inc. et al.*, Civil Action No. 1:12-CV-2826.¹ I want to take this opportunity to introduce myself, to share with you some information about my responsibilities, to express my hope for a constructive and collaborative relationship, and to express some concern about our initial interactions with the company.

I have been conducting oversight in the public and private sectors for twenty years, have served as an independent monitor for two public agencies, have worked with companies of all sizes and types as a private sector lawyer, and am currently serving as the independent monitor for one of the largest companies in the world. I am well aware that this litigation was hotly contested, that the company is appealing the Court's September 5 Final Judgment ("Final Judgment"), and that the company opposed the creation of the external monitor position.

¹ Judge Cote further ordered that Bernard A. Nigro, Jr. of Fried Frank, Harris, Shriver & Jacobson assist me on this matter.

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I view all of this as prologue but as fundamentally irrelevant to my responsibilities as the independent monitor. It presents no bar whatsoever to our developing a constructive and harmonious working relationship. Our monitoring responsibilities are clearly described in the Court's Final Judgment. The principal responsibilities are:

- to review and evaluate Apple's internal antitrust compliance policies and procedures;
- to review Apple's antitrust compliance training program and ensure that it satisfies the specific requirements of the Court's Final Judgment;
- to make recommendations regarding Apple's antitrust policies, procedures, and training;
- to work with Apple's newly-appointed Antitrust Compliance Officer, including in connection with the annual antitrust compliance audit the company is required to conduct; and
- to submit semi-annual reports to Apple, the Department of Justice ("DOJ"), the Plaintiff States in the litigation, and the Court and to submit any additional reports that may be requested or may be necessary or appropriate.

As we advised your counsel last week during an in-person meeting ("October 22 Meeting"), we will adhere to several basic principles in conducting our monitoring activities. First, we will follow the specific contours of the monitor's role as set forth in the Final Judgment. Second, we will be accessible at all times to Apple, the other parties in the litigation, and the Court. Our independence does not require remoteness; in fact, it requires the opposite. Third, Apple and the other parties must respect our independence. We are not counsel to Apple, nor a consultant to Apple, nor are we affiliated with the DOJ or the Plaintiff States. We were selected by the Court and ultimately we report to the Court. Finally, the relationship we have with Apple need not – and should not – be adversarial. In fact, the only sure road to failure, for both Apple and the monitoring team, is if we are treated as an adversary and given anything less than the full and complete cooperation of the company and its top management.

In the October 22 Meeting, we made initial requests to obtain a limited set of documentary materials and to conduct brief preliminary interviews of various members of top management and the Board during the week of November 18. These requests were in line with requests I have made in every matter of this type in which I have previously been involved and are central to our ability to discharge our responsibilities. Your counsel suggested that senior management and the Board would find it disconcerting to be interviewed at this time and repeatedly asked for justifications for our requests. After the October 22 Meeting, your

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counsel, through two emails, attempted to negotiate issues related to our monitorship that, according to the Final Judgment, are not subject to negotiation. Yesterday, we received a letter (“October 31 Letter”) from your counsel formally objecting to our request to interview senior Apple personnel prior to January 14, 2014. To date, we have not received any requested documentary materials.

Our obligation and authority to speak with you and Apple’s senior leaders come directly from Judge Cote’s Final Judgment and findings. At the August 27, 2013 hearing, to which your counsel specifically referred in the October 31 Letter, Judge Cote highlighted the central role played in the matters that were at issue by Apple’s “lawyers and highest level executives.” Hearing Transcript, *United States v. Apple, et al.*, No. 1:12-CV-2826, at 17 (Aug. 27, 2013). Accordingly, in outlining some of the specific activities the monitor is authorized to undertake, the Final Judgment listed as the first item the authority to “interview, either informally or on the record, any Apple personnel . . .” Section VI.G.1. In the context of the Final Judgment as a whole, it is clear that the most important interviews will involve senior management and the Board. When your counsel expressed concern about tying up executives and Board members with time-consuming interviews, I assured them that each of these initial interviews would be limited to one hour. Although we will do everything possible to accommodate the busy schedules and other commitments of the people we seek to interview, we do not believe the blanket refusal to consent to any interviews prior to the middle of January is consistent with our mandate, and it contradicts the company’s pledges to cooperate fully with us.

The success of our relationship depends in large part on the interest, attention and commitment given to this matter by Apple’s top management, including both of you. It cannot be delegated away. To ensure that we establish a proper and productive relationship from the outset, I respectfully request that you take a direct interest in making sure that the people within the company who will be overseeing Apple’s compliance with the Final Judgment provide us with full and complete cooperation consistent with its obligations under Paragraph VI.G of the Final Judgment.

I am prepared to meet with you, or to speak with you by telephone, at any time regarding these matters. I look forward to working with you and your colleagues as Apple fulfills its obligations under the Final Judgment and, in the words of your counsel, as it seeks to develop a world-class antitrust compliance program.

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Please feel free to share this letter with members of your Board and with other members of senior management.

Very truly yours,

A handwritten signature in blue ink that reads "Michael R. Bromwich" with a stylized flourish at the end.

Michael R. Bromwich

cc: Bernard A. Nigro, Jr.