**Bonus Agreement**

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September 5, 2002

Patricia Sueltz

Executive Vice President, Sun Services

Sun Microsystems

Dear Pat,

Congratulations on a great Fiscal 2002 and on your new role with Sun. Your

contributions to Sun Microsystems and leadership of the Sun Services

organization are absolutely critical to our success, and we want to recognize

your value to this organization in a meaningful way.

In addition to your FY02 bonus, you are being awarded an extraordinary bonus of

$380,000 (gross). This special bonus recognizes your outstanding performance in

preparing the Software organization for the change in leadership and smoothly

assuming your new role leading Sun Services. In addition, this is intended to

serve as a tangible indicator of our desire to retain you as a key member of

Sun's senior leadership team.

$190,000 will be paid to you as soon as practicable. The remaining $190,000 will

be paid to you on October 3, 2003 provided you do not voluntarily terminate your

employment with Sun and you are not terminated for cause prior to that date.

This letter supercedes any previous letters on this subject matter.

Pat, I look forward to working with you during FY03 and beyond to meet our

challenges and achieve our objectives.

Regards,

/s/ Scott G. McNealy

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Scott G. McNealy

Chairman, CEO and President

Sun Microsystems

 PERSONAL & CONFIDENTIAL