

DECLARATION OF MICHAEL G. MCGUINNESS

1. I am a partner in the law firm of O'Melveny & Myers LLP and am the attorney primarily responsible for scheduling and conducting discovery on behalf of AMD relating to third-party Hewlett-Packard Company ("HP"). In this regard, I began to formally schedule depositions for HP witnesses in December 2008. Under the procedures established in this case for noticing and conducting depositions, AMD sent a letter to Sogol Pirnazar dated December 5, 2008, advising Intel, among other things, of its intention to begin conducting depositions of HP witnesses in January 2009. (The letter from Bernard Barmann to Sogol Pirnazar, dated December 5, 2008, is attached hereto as Exh. A, at 4.) Even before the December letter, in November 2008, I informally contacted Paul Weller of Morgan Lewis, counsel representing HP in this matter, to advise him of AMD's desire to depose HP witnesses, and to begin coordinating a schedule for those depositions. Consistent with its notice to Intel, AMD asked that depositions commence in January 2009. Given that HP was one of the last OEMs to complete its production of documents (final production did not occur until February 2009), it was impractical to start the depositions prior to this time.

2. Given the understandable complications in scheduling busy HP executives for deposition, and the timing of the document production, the first HP deposition took place on February 26 and 27, 2009. Throughout January, February, and March, I continued my efforts to schedule depositions for HP witnesses through the established letter process noted above and through informal contacts with counsel for HP and Joe Ostoyich, a Howrey partner assigned to HP. (See letters from Bernard Barmann to Sogol Pirnazar dated January 5, 2009. February 9,

2009, and March 5, 2009, attached hereto as Exhs. B, C, and D, respectively.) Those efforts, however, were hampered by the limited availability of Mr. Ostoyich, and the difficulty coordinating Mr. Ostoyich's busy calendar with the similarly busy calendars of current and former HP executives. For example, Intel sought to take the deposition of Duane Zitzner, a former HP Executive Vice President in the Personal Systems Group. Mr. Zitzner, through HP, offered to make himself available for deposition on either March 26 or 27, 2009. Although Intel was the party that noticed Mr. Zitzner's deposition, and notwithstanding the fact that the parties were operating under a May 1 discovery cutoff date at the time, Mr. Ostoyich initially stated that he was unavailable to conduct the deposition on those dates. Only after HP's counsel notified us that the March dates were the only dates when Mr. Zitzner was available before the close of fact discovery did Mr. Ostoyich relent and agree to conduct the deposition on March 26.

3. I participated in at least one or two calls with Mr. Ostoyich and HP's counsel in which we attempted to schedule HP depositions for April. In the course of our discussions, Mr. Ostoyich announced that he was unavailable the first two weeks of the month. When HP's counsel offered Mr. Beyers for deposition on April 30 and May 1, Mr. Ostoyich stated that he was unavailable on those dates also. Faced with Mr. Ostoyich's initial unavailability in the last week in March to depose Mr. Zitzner, and his statement that he also was unavailable a large part of April, I advised Mr. Ostoyich during these calls that it was not acceptable to AMD, given the discovery cutoff date in this case, that he had such limited availability. I expressed my opinion that we needed to get the HP depositions moving, and that April 30 was already too late a date.

3. Given the representation from HP's counsel that Mr. Beyers was available on April 30 and May 1, and communications from HP's counsel that he was not sure what other availability Mr. Beyers had in May, I issued a subpoena on April 9 for Mr. Beyers to appear at his deposition on the dates supplied by HP (April 30 and May 1). I served the deposition subpoena on Howrey LLP and Gibson, Dunn & Crutcher LLP on April 9. Intel never objected to the deposition subpoena in writing or otherwise, and I was not advised by counsel for Intel until this week that Intel was objecting to the deposition subpoena as issued.

5. In a conference call on Wednesday, April 22, Mr. Ostoyich asked that I accommodate his schedule as he has a mediation set for the same dates as the Beyers deposition. While I normally would accommodate the schedule of opposing counsel without hesitation, I do not believe it is possible to accommodate Mr. Ostoyich on this occasion without causing prejudice to AMD. The parties are facing a June 12 discovery cutoff. Unless the HP depositions continue as planned on April 30, there is little chance the parties will complete their discovery by the discovery cutoff date. In addition to Mr. Beyers, HP depositions are already set for May 7 and 8 in Palo Alto (Joe Lee) and May 12 and 13 in Houston (Jeri Callaway). AMD also has asked for the depositions of current HP employees Richard Walker and Daniel Forlenza, but dates have not yet been set. AMD also anticipates that it may have to name HP employee Jeff Groudan in its May 5 letter as an additional deponent. (AMD had also notified Intel and HP of its intention to depose Carly Fiorina, but because of health issues she will be unavailable until after discovery cutoff). Intel has stated its intent to depose current and former HP employees Michael Winkler, John Romano and Scott Stallard. Glass has already subpoenaed IIP employees Keith Lefebvre and Bruce Greenwood for deposition. In addition to these third party

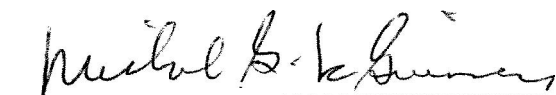
depositions, AMD has noticed the depositions of two Intel employees with responsibility for the HP account: Erik Steeb, Intel's former manager for the HP account between 2004 and 2006, who until recently was on a world tour that lasted over a year, and Steve Fingerhut, who is responsible for servers on Intel's HP Account Team. Mr. Steeb's deposition is scheduled to commence on June 9; Intel still owes AMD a date for Mr. Fingerhut's deposition. Thus, even if Mr. Beyers is deposed as scheduled, the parties have a difficult task in completing the HP depositions, particularly in light of Intel's limited availability to date. Counsel for HP expressed concern in the April 22 call about his ability to produce all the HP witnesses identified if the schedule is compressed any further.

6. In addition to the scheduling issues identified above, it is important to AMD to depose Mr. Beyers at the earliest possible date. He served as HP's lead negotiator for two commercial desktop agreements between HP and Intel which are at the heart of AMD's case. He is the witness most likely to reveal additional HP deponents whom AMD may need to notice for deposition. AMD believes that taking his deposition ahead of Ms. Callaway, instead of after, will streamline her deposition, and thereby cause less intrusion upon Ms. Callaway herself as well as HP. Mr. Beyers is a critical witness, and moving his deposition to a time which is less than a month prior to discovery cutoff will materially prejudice AMD. This is particularly true given that counsel for AMD made himself completely available for depositions, and counsel for Intel was unavailable a good part of April. The parties have known since last summer that discovery would need to be completed by May 1 (now June 12) and it was unreasonable for Intel to assign a single lawyer to the HP depositions who had such limited availability.

7. Mr. Ostoyich told me that he had tried to find another lawyer to conduct the deposition but was unable to do so, As I told Mr. Ostoyich, this does not make sense. Intel has several large law firms representing its interests in various aspects of this litigation. AMD is represented solely by O'Melveny and Myers. Intel has assigned a literal battalion of lawyers to conduct the depositions of dozens of AMD current and former employees, as well as third-party witnesses, in the months of April and May. (See Letter from Sogol K. Pirnazar to Bernard Barmann dated April 6, 2009, attached hereto as Exh. E.) With all of these lawyers at its disposal, Intel has the resources to cover as many depositions as can be covered by O'Melveny alone. Indeed, the issue here is that Intel has assigned its many lawyers to the depositions it wishes to take itself but refuses to cover the deposition of Mr. Beyers requested by AMD.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: April 23, 2009

A handwritten signature in black ink, reading "Michael G. McGuinness", written over a horizontal line.

Michael G. McGuinness