

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

IN RE )  
INTEL CORPORATION )  
MICROPROCESSOR ANTITRUST )  
LITIGATION )

MDL No. 05-1717-JJF

ADVANCED MICRO DEVICES, INC., a )  
Delaware Corporation, and AMD )  
INTERNATIONAL SALES & SERVICES, )  
LTD., a Delaware corporation, )

Plaintiffs, )

v. )

C.A. No. 05-441-JJF

INTEL CORPORATION, a Delaware )  
Corporation, and INTEL **KABUSHIKI** )  
KAISHA, a Japanese corporation, )

Defendants. )

PHIL PAUL, on behalf of himself and )  
all others similarly situated, )

Plaintiffs, )

v. )

C.A. No. 05-485-JJF

INTEL CORPORATION, )  
Defendants. )

CONSOLIDATED

DM-17

ORDER

WHEREAS, after significant discussions with, and input from, Intel Corporation ("Intel") and Advanced Micro Devices, Inc. ("AMD") ( collectively "the Parties"), as well as certain third parties, the Confidentiality Agreement and Protective Order (the "Protective Order") was

recommended by the Special Master (D.I. 221 in C.A. No. 05-1717) and entered by the Court on September 26, 2006 (D.I. 276 and 277 in C.A. No. 05-1717);

WHEREAS, on August 21, 2008, The New York Times Company, Situation Publishing Ltd., Dow Jones & Company, Inc, The Washington Post, the Reporters Committee for Freedom of the Press, and the Computer & Communications Industry Association ("CCIA") (collectively, "Movants") moved to Intervene for Purpose of Unsealing Judicial Records (D.I. 840 in C.A. No. 05-441);

WHEREAS, the Parties agreed to provide Movants' counsel access to certain sealed documents (without exhibits that are documents produced in this action) filed with the Court on an "attorneys' eyes only" basis, to allow such counsel to make an informed and independent determination as to whether sealing is justified;

WHEREAS, the Special Master directed the Parties to meet and confer regarding the process for providing such access;

WHEREAS, on January 27, 2009, the Movants moved (the "Motion") to (i) Modify the Confidentiality Agreement and Protective Order entered into in this action on September 26, 2006 (the "Confidentiality Order"), for the limited purpose of allowing counsel for Movants to review, on an "attorneys' eyes only" basis, documents filed with the Court under seal so that they may determine whether they believe such sealing is justified, and (ii) for approval of protocol for unsealing documents during the discovery phase of the litigation (D.I. 1193 in C.A. No. 05-441);

WHEREAS, the protocol contained in the Motion was agreed to by the Movants and the Parties;

WHEREAS, on March 12, 2009, the Special Master circulated a revised form of protocol adding language preventing the Parties from disclosing the Confidential Information of third parties;

WHEREAS, on March 12, 2009, a hearing was held during which certain third parties requested the opportunity to modify or add to the language of the protocol;

WHEREAS, the Special Master instructed the Movants, the Parties and the third parties to meet and confer regarding the proposed form of protocol; and,

WHEREAS, the Movant, the Parties and the third parties have agreed to a revised form of protocol;

THEREFORE IT IS HEREBY ORDERED that the Confidentiality Agreement and Protective Order entered on September 26, 2006 is amended as follows:

1. David L. Finger ("Movants' Outside Counsel") is added as a party to the Protective Order for the limited purpose of obtaining access to certain of Intel's and AMD's Confidential Information as outlined below. For purposes of this protocol Confidential Information shall have the same definition as in the Protective Order at paragraph M (D.I. 276 and 277 in C.A. No. 05-1717).

2. Movants' Outside Counsel shall be entitled to receive and review versions of all discovery-related motions, briefs and other documents filed with the Court with the redactions of Intel and AMD's Confidential Information removed. In no event is Movants' Outside Counsel entitled to see versions of discovery-related motions, briefs and other documents filed with the Court with any redactions removed from the confidential designation of information containing or constituting the Confidential Information of any third party (whether so designated by the

parties or a third party), nor is Movants' Counsel entitled to receive or review any documents produced in discovery.

3. Movant's Outside Counsel shall receive the documents described in paragraph 2 above pursuant to an "outside attorney's eyes only" designation and may not disclose, discuss or otherwise reveal the contents of said documents to anyone who is not a party to the Protective Order, including Movants' in-house counsel.

4. The following protocol for any challenges by Movants to the confidentiality designations of Intel or AMD is hereby approved:

a. For Existing Filings: Intel and AMD will review documents associated with docket numbers 625, 627, 628, 629, 634, 645, 646 and 648 and unredact those sealed portions of the document: (a) which contain Intel's or AMD's formerly confidential but now "stale" information derived from documents created or generated prior to the filing of the original complaints in the above-captioned actions; or (b) which otherwise do not satisfy the definition of "Confidential Information" set forth in the Protective Order. In no event is Intel or AMD to unredact or remove the confidential designation from any information containing or constituting the Confidential Information of any third party (whether so designated by the parties or a third party). If there is any question as to whether the information contains or constitutes the Confidential Information of any third party, Intel or AMD shall not unredact or remove the confidential designation.

b. For Future Filings: With respect to documents filed going forward in this case, Intel and AMD, subject to the terms of this Order and the Protective Order, will, upon request of Movants' Outside Counsel, provide to Movants' Outside Counsel for outside attorney's eyes only review copies of documents filed partially or entirely under seal with Intel's

and AMD's redactions removed. In no event is Intel or AMD to unredact or remove the confidential designation from any information containing or constituting the Confidential Information of any third party (whether so designated by the parties or a third party). If there is any question as to whether the information contains or constitutes the Confidential Information of any third party, Intel or AMD shall not unredact or remove the confidential designation.

c. Challenges to Party Information:

i. To the extent Movants' Outside Counsel disagrees with any of Intel's or AMD's designations to keep party information under seal, Movants may then apply to the Special Master for relief. If such application is made, consistent with the Protective Order paragraph 16(c), the designating party bears the burden to demonstrate that the designation is justified as Confidential Information under the Protective Order.

ii. Before making such application, Movants' Outside Counsel must make a demand on Intel or AMD. To the extent not already provided, Intel or AMD must supply a copy of the document in question with AMD or Intel's designations removed to Movant's Outside Counsel with Intel and AMD's for "outside attorney's eyes only" review, pursuant to this Order and the terms of the Protective Order. In no event is Intel or AMD to unredact or remove the confidential designation from any information containing or constituting the Confidential Information of any third party (whether so designated by the parties or a third party).

iii. Movants' Outside Counsel and the parties shall attempt to come to a good faith resolution of any issue of confidentiality designations prior to the filing of any motion with the Special Master.

iv. If, upon hearing the motion and responses of the parties, the Special Master agrees that Intel's or AMD's designation is improper under the definition of Confidential Information contained in the Protective Order, the designating party will be ordered to unredact that portion of the document in question. No other relief shall be granted in connection with this protocol.

d. Challenges to Third Party Information:

i. To the extent Movants' Outside Counsel disagrees with any of Intel's or AMD's designations to keep third party information under seal, the designating party shall communicate that objection to the third party whose Confidential Information has been redacted and also provide the third party, for evaluation, a copy of the document in question and a copy of that document with the third party's information unredacted. The third party shall determine whether the redacted information is justified as Confidential Information under the Protective Order and then notify the designating party and Movants' Outside Counsel of its determination. The third party need not, and the parties shall not, provide Movants' Outside Counsel with an unredacted copy of the document in question.

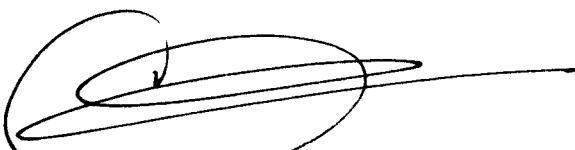
ii. To the extent Movants' Outside Counsel disagrees with the third party's determination that the redacted information is justified as Confidential Information under the Protective Order, Movants may apply to the Special Master for relief. If such application is made, consistent with the Protective Order paragraph 16(c), the designating party bears the burden to demonstrate that the designation is justified as Confidential Information under the Protective Order.

iii. Movants' Outside Counsel and the third party shall attempt to come to a good faith resolution of any issue of confidentiality designations prior to the filing of any motion with the Special Master.

iv. If, upon hearing the motion and response of third party, the Special Master agrees that the third party's designation is improper under the definition of Confidential Information contained in the Protective Order, the third party will be ordered to unredact that portion of the document in question. No other relief shall be granted in connection with this protocol.

e. This protocol is limited in application to discovery-related filings under the jurisdiction of the Special Master. Nothing in this protocol is intended to limit in any way Movants' right to seek unsealing of any other documents outside the scope of discovery related proceedings.

ENTERED this  
28 day of April, 2009



Vincent J. Poppiti (#100614)  
Special Master

SO ORDERED this      day of \_\_\_\_\_, 2009.

\_\_\_\_\_  
United States District Court Judge