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Attorneys for Defendants and Counterclaimants
 Samsung Electronics Co., Ltd., et al.

17 UNITED STATES DISTRICT COURT
 18 NORTHERN DISTRICT OF CALIFORNIA

20 ADVANCED MICRO DEVICES, INC., et
 21 al.,

22 Plaintiffs,

23 v.

24 SAMSUNG ELECTRONICS CO., LTD.,
 25 et al.,

26 Defendants.

Case No. CV-08-0986-SI

**STIPULATION AND [PROPOSED]
 ORDER REGARDING THE
 PRODUCTION OF DOCUMENTS THAT
 CONTAIN CONFIDENTIAL
 INFORMATION OF TSMC ENTITIES**

[Civil L.R. 7-12]

1 Advanced Micro Devices, Inc. and ATI Technologies, ULC (collectively, “AMD”), and
2 Samsung Electronics Co., Ltd.; Samsung Semiconductor, Inc.; Samsung Austin Semiconductor,
3 LLC; Samsung Electronics America, Inc.; Samsung Telecommunications America, LLC;
4 Samsung Techwin Co., Ltd.; and Samsung Opto-Electronics America, Inc. (collectively,
5 “Samsung”) jointly submit this Stipulation regarding the production of documents that contain
6 confidential information of Taiwan Semiconductor Manufacturing Corporation, Ltd. and/or
7 TSMC North America, Inc (collectively, “the TSMC Entities”).

8 WHEREAS, certain ATI products accused in this lawsuit by Samsung allegedly were
9 manufactured by Taiwan Semiconductor Manufacturing Co. Ltd..

10 WHEREAS, the TSMC Entities are third parties with a heightened interest in protecting
11 their highly confidential technical information, the parties have agreed to certain additional
12 protections in order to facilitate production of documents and other information that contain
13 confidential information of any of the TSMC Entities.

14 Pursuant to Civil Local Rule 7-12, IT IS HEREBY STIPULATED AND AGREED, by
15 and between AMD and Samsung that, subject to the Court’s approval, the Joint Stipulated
16 Protective Order (Dkt. #60), and amendments thereto, will be amended as follows for the purpose
17 of any documents produced in this litigation that contain confidential information of any of the
18 TSMC Entities (“TSMC Entities Confidential Information”). This stipulation relates only to
19 confidential information of any of the TSMC Entities, which includes documents produced by
20 AMD that are proprietary documents of any of the TSMC Entities or otherwise contain
21 confidential information of any of the TSMC Entities; and confidential information of any of the
22 TSMC Entities obtained through other means, such as deposition testimony, and does not alter the
23 agreement of the parties or any stipulation or Order currently in place between the parties with
24 respect to documents or information that do not contain confidential information of any of the
25 TSMC Entities.

26 (1) Section 5.2(b) shall be modified at page 5, line 28; page 6 , line 5; page 6, line 9; page;
27 6, line 15 to add: "or Highly Confidential -- Restricted Access Only" following “Highly
28 Confidential – Outside Counsel’s Eyes Only.”

1 (2) Section 7.3 will be modified to add: (c) Any TSMC Entities Confidential Information,
2 as defined above, designated as "Highly Confidential -- Restricted Access Only" may not be
3 disclosed to mock jury members.

4 (3) Section 7.3(a) will be modified to add: disclosure of any TSMC Entities Confidential
5 Information, as defined above, designated as "Highly Confidential -- Restricted Access Only" to a
6 person described in Section 7.2(f) may be made only as may be permitted below by Section
7 7.3(b).

8 (4) Section 10 will be modified to add, starting at the end of line 20 of page 12: The
9 parties agree that they will file under seal as permitted by Judge Illston's Standing Order, or any
10 other applicable rule or law, any information or item in any form that has been designated
11 "Highly Confidential -- Restricted Access Only" that contains any TSMC Entities Confidential
12 Information or any information derived therefrom.

13 (5) Section 13.1 will be modified to add: No modification of the Protective Order will be
14 permitted that will have the effect of altering any provision that applies to any information or item
15 designated "Highly Confidential -- Restricted Access Only" that contains any TSMC Entities
16 Confidential Information or any information derived therefrom in a manner such that any TSMC
17 Entities Confidential Information is made any more accessible than as permitted herein without
18 the written permission of the appropriate TSMC Entit(ies) or as ordered by the Court. No party
19 shall seek any such modification to the Protective Order without the written permission of the
20 appropriate TSMC Entit(ies) or without filing a motion pursuant Civil Local Rule 7 (and in
21 compliance with Civil Local Rule 79-5, if applicable). Notice of any such motion must be given
22 to the appropriate TSMC Entit(ies) in the same manner and time as required to be made to a
23 party. Nothing in this paragraph shall have the effect of making any of the TSMC Entities a party
24 to this action.

25 (6) A new section, 13.6, will be added that provides: Subject to the Federal Rules of
26 Evidence, any information or item in any form designated as "Highly Confidential -- Restricted
27 Access Only" that contains any TSMC Entities Confidential Information or derived therefrom
28 will be offered or received into evidence at any court hearing or in any trial of the matter only in

1 camera, meaning that the courtroom is closed to all individuals other than outside counsel for the
2 parties and any necessary law firm staff of the firms of the parties' outside counsel assisting at
3 trial, the judge, the jury, and any necessary court personnel, unless agreed to by the appropriate
4 TSMC Entit(ies) or as ordered by the Court. No person shall seek to introduce or have received
5 into evidence other than in camera any information or item in any form designated "Highly
6 Confidential -- Restricted Access Only" that contains any TSMC Entities Confidential
7 Information or derived therefrom without the written permission of the appropriate TSMC
8 Entit(ies) or without filing a motion pursuant Civil Local Rule 7 (and in compliance with Civil
9 Local Rule 79-5, if applicable). Notice of any such motion must be given to the appropriate
10 TSMC Entit(ies) in the same manner and time as required to be made to a party." Nothing in this
11 paragraph shall have the effect of making any of the TSMC Entities a party to this action.

12 DATED: November 19, 2009

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.

13
14 By: /s/ Cole M. Fauver

15 Cole M. Fauver
16 Samuel L. Walling

17 **ATTORNEYS FOR ADVANCED MICRO
18 DEVICES, INC. AND ATI TECHNOLOGIES,
19 ULC**

20 DATED: November 19, 2009

COVINGTON & BURLING LLP

21 By: /s/ Laura E. Muschamp

22 Robert T. Haslam
23 Christine Saunders Haskett
24 Laura E. Muschamp

25 **ATTORNEYS FOR SAMSUNG
26 ELECTRONICS CO., LTD.; SAMSUNG
27 SEMICONDUCTOR, INC.; SAMSUNG
28 AUSTIN SEMICONDUCTOR, LLC; SAMSUNG
ELECTRONICS AMERICA, INC.; SAMSUNG
TELECOMMUNICATIONS AMERICA, LLC;
SAMSUNG TECHWIN CO., LTD.; AND
SAMSUNG OPTO-ELECTRONICS AMERICA**

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PURSUANT TO STIPULATION, IT IS SO ORDERED.



_____, 2009

Honorable Susan Illston
United States District Judge

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ECF CERTIFICATION

I, Laura E. Muschamp, am the ECF User whose identification and password are being used to file this Stipulation regarding the Production of Documents That Contain Confidential Information of TSMC Entities. In compliance with General Order 45.X.B, I hereby attest that Cole M. Fauver has concurred in this filing.

DATED: November 19, 2009

COVINGTON & BURLING LLP

By /s/ Laura E. Muschamp
LAURA E. MUSCHAMP

Attorneys for Defendants and Counterclaimants
Samsung Electronics Co., Ltd., et al.

SD: 3554-1