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 12 Attorneys for Plaintiff
 GOOGLE INC.

14 UNITED STATES DISTRICT COURT FOR THE
 15 NORTHERN DISTRICT OF CALIFORNIA
 16 OAKLAND DIVISION

17 GOOGLE INC.

18 Plaintiff,

19 v.

20 NETLIST, INC.,

21 Defendant.

Case No. 08-04144 SBA
 [Related to Case No: C09-05718 SBA]

[CORRECTED] DECLARATION OF LEO SPOONER III IN SUPPORT OF GOOGLE INC.'S ADMINISTRATIVE MOTION TO FILE A PORTION OF ITS OPPOSITION TO NETLIST'S MOTION FOR LEAVE TO AMEND INFRINGEMENT CONTENTIONS, AND CERTAIN EXHIBITS TO THE DECLARATION OF ALLISON ALTERSOHN, UNDER SEAL

Declaration of Leo Spooner III

1. I, Leo Spooner III, declare as follows:

1. I am an attorney admitted to practice in the State of California and before this Court, and I am an attorney with the law firm King & Spalding LLP, counsel for Plaintiff and Counter-Defendant Google Inc. I have personal first-hand knowledge of the matters set forth in this declaration, and if called as witness could and would testify competently thereto.
2. Google's Opposition to Defendant Netlist Inc.'s Motion for Leave to Amend Infringement Contentions (Patent L.R. 3-1 and 3-6) contains (i) excerpts of testimony and detailed information regarding Netlist's activities in connection with its patent rights which is designated as CONFIDENTIAL or CONFIDENTIAL ATTORNEYS' EYES ONLY Material by Netlist pursuant to the Protective Order entered in this action (Dkt. No. 25, April 27, 2009) ("the Protective Order"); and (ii) references to company-internal communications relating to technology alleged to be at issue in this litigation and designated as CONFIDENTIAL ATTORNEYS' EYES ONLY Material by Google pursuant to the Protective Order entered in this action.
3. The deposition transcript of Mario Martinez taken on March 23, 2010, excerpts of which are attached as Exhibit 1 to the declaration of Allison Altersohn, is designated as CONFIDENTIAL Material by Netlist pursuant to the Protective Order entered in this action.
4. NETLG00060756 marked as Exhibit 57 at the deposition of Mario Martinez taken on March 23, 2010, and attached as Exhibit 2 to the declaration of Allison Altersohn, is designated as CONFIDENTIAL Material by Netlist pursuant to the Protective Order entered in this action.
5. The deposition transcript of Jonathan Siann taken on March 30, 2010, excerpts of which are attached as Exhibit 3 to the declaration of Allison Altersohn, is

1 designated as CONFIDENTIAL ATTORNEYS' EYES ONLY Material by Netlist
2 pursuant to the Protective Order entered in this action.

3 6. NETLG00060028 marked as Exhibit 56 at the deposition of Mario Martinez, and
4 attached as Exhibit 4 to the declaration of Allison Altersohn, is designated as
5 CONFIDENTIAL ATTORNEYS' EYES ONLY Material by Netlist pursuant to
6 the Protective Order entered in this action.

7 7. GNET183476-776, marked as Exhibit 74 at the deposition of Robert Sprinkle taken
8 on February 18, 2010, and attached as Exhibit 8 to the Declaration of Allison
9 Altersohn, contains confidential technical information regarding the technology at
10 issue in this litigation which is designated as CONFIDENTIAL ATTORNEYS'
11 EYES ONLY Material by Google pursuant to the Protective Order entered in this
12 action.

13 8. GNET081506-634, JEDEC Standard JESD206 FBDIMM Architecture and
14 Protocol, marked as Exhibit 75 at the deposition of Robert Sprinkle taken on
15 February 18, 2010, and attached as Exhibit 9 to the Declaration of Allison
16 Altersohn, contains information regarding the technology at issue in this litigation
17 which is designated as CONFIDENTIAL ATTORNEYS' EYES ONLY Material
18 by Google pursuant to the Protective Order entered in this action.

19 9. GNET33204-274, attached as Exhibit 10 to the Declaration of Allison Altersohn,
20 contains information regarding the Google's suppliers which is designated as
21 CONFIDENTIAL ATTORNEYS' EYES ONLY Material by Google pursuant to
22 the Protective Order entered in this action.

23 10. The deposition transcript of Jayesh Bhakta taken on August 14, 2009, excerpts of
24 which are attached as Exhibit 12 to the declaration of Allison Altersohn, is
25 designated as CONFIDENTIAL ATTORNEYS' EYES ONLY Material by Netlist
26 pursuant to the Protective Order entered in this action.

1 I declare under penalty of perjury under the laws of the United States of America and the
2 State of California that the foregoing is true and correct. Executed this 13th day of April, 2010at
3 San Francisco, California.

4 State of California that the foregoing is true and **KING & SPALDING LLP**
5 correct. Executed this 13th day of April, 2010at
6 San Francisco, California.

By: /s/ Leo Spooner III
Leo Spooner III

7 DATED: April 14, 2010

8 Attorneys for Plaintiff
9 GOOGLE INC.