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 Intel Corporation  
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8 UNITED STATES DISTRICT COURT  
 9 NORTHERN DISTRICT OF CALIFORNIA  
 10 SAN JOSE DIVISION

12 INTEL CORPORATION, A DELAWARE  
 CORPORATION,

13 Plaintiff,  
 14

15 v.

16 AMERICAN GUARANTEE AND  
 LIABILITY INSURANCE COMPANY, A  
 NEW YORK CORPORATION,

17 Defendant.  
 18

19 MARKEL AMERICAN INSURANCE  
 COMPANY, a Virginia Corporation,

20 Counterclaimant,  
 21

22 v.

23 INTEL CORPORATION, a Delaware  
 Corporation, and AMERICAN  
 GUARANTEE AND LIABILITY  
 INSURANCE COMPANY, a New York  
 Corporation,  
 24

25 Counterclaim  
 Defendant.  
 26

Case No. C09-00299-JF

**STIPULATION AND ~~[PROPOSED]~~  
 ORDER DISMISSING REMAINING  
 CAUSES OF ACTION AND ENTERING  
 FINAL JUDGMENT**

**The Honorable Jeremy Fogel**

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 28

1 Plaintiff Intel Corporation ("Intel), Defendant American Guarantee and Liability  
2 Insurance Company ("AGLI") and Intervenor Markel American Insurance Company ("Markel")  
3 (collectively, the "Parties"), pursuant to Rule 41(a)(1)(A)(ii) of the Federal Rules of Civil  
4 Procedure, jointly stipulate to dismiss, with prejudice, the Third, Fourth, and Fifth Causes of  
5 Action of the First Amended Complaint for Declaratory Relief, Breach of Contract and Bad Faith  
6 ("First Amended Complaint").

7 WHEREAS, on December 7, 2010, the Court entered an Order (1) Granting AGLI and  
8 Markel's Motion for Reconsideration, (2) Vacating Order Dated July 26, 2010, (3) Denying Intel's  
9 Motion for Partial Summary Judgment, and (4) Entering Partial Summary Judgment in Favor of  
10 AGLI and Markel (the "December 7, 2010 Order"); and

11 WHEREAS, the December 7, 2010 Order grants summary judgment in favor of AGLI and  
12 Markel in connection with the First Cause of Action to the First Amended Complaint  
13 (Declaratory Relief With Regard to AGLI's Duty to Defend); and

14 WHEREAS, the December 7, 2010 Order grants summary judgment in favor of AGLI and  
15 Markel in connection with the Second Cause of Action to the First Amended Complaint (Breach  
16 of Contract – Duty to Defend the AMD Litigation); and

17 WHEREAS, Intel reserves its right to appeal the December 7, 2010 Order;

18 WHEREAS, Intel would like to voluntarily dismiss the Third, Fourth, and Fifth Causes of  
19 Action to the First Amended Complaint, with prejudice; and

20 WHEREAS, neither AGLI nor Markel will suffer any prejudice as the result of such a  
21 dismissal with prejudice; and

22 WHEREAS, dismissal with prejudice of the Third, Fourth, and Fifth Causes of Action to  
23 the First Amended Complaint will result in termination of the entire action; and

24 WHEREAS, the parties agree that judgment should be entered pursuant to Federal Rule of  
25 Civil Procedure 58, with the recognition that Intel is reserving its right to appeal that judgment  
26 and the Court's underlying December 7, 2010 Order,

27 NOW, THEREFORE, IT IS HEREBY STIPULATED BY AND BETWEEN THE  
28 PARTIES, SUBJECT TO THE APPROVAL OF THE COURT, AS FOLLOWS:

1           1.       The Third Cause of Action to the First Amended Complaint (Declaratory Relief  
2 With Regard to AGLI's Duty to Indemnify) is fully and finally dismissed, with prejudice;

3           2.       The Fourth Cause of Action to the First Amended Complaint (Breach of Contract  
4 – Standstill and Confidentiality Agreement) is fully and finally dismissed, with prejudice;

5           3.       The Fifth Cause of Action to the First Amended Complaint (Tortious Breach of the  
6 Implied Covenant of Good Faith and Fair Dealing) is fully and finally dismissed, with prejudice;  
7 and

8           4.       Because with the dismissal, with prejudice, of the Third, Fourth and Fifth Causes  
9 of Action to the First Amended Complaint, there are no claims remaining for the Court to  
10 adjudicate, the Court may enter final judgment in favor of AGLI and Markel.

11 DATED: December 22, 2010

PERKINS COIE LLP

13 By: /s/Lester O. Brown

14 Lester O. Brown  
15 Attorneys for Plaintiff/Counterclaim Defendant  
Intel Corporation

16 DATED: December 22, 2010

CROWELL & MORING LLP

18 By: /s/Steven P. Rice

19 Steven P. Rice  
20 Attorneys for Defendant/Third-Party  
Plaintiff/Counterclaim Defendant  
American Guarantee and Liability Insurance  
Company

21 DATED: December 22, 2010

LONG & LEVIT LLP

23 By: /s/Glen R. Olson

24 Glen R. Olson  
25 Attorneys for Third-Party  
Defendant/Counterclaimant  
Markel American Insurance Company

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**IT IS SO ORDERED.**

Date: 1/12/11

  
United States District Judge