

UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION

In the Matter of

RAMBUS INCORPORATED,

a corporation.

Docket No. 9302

PROTECTIVE ORDER GOVERNING DISCOVERY MATERIAL

For the purpose of protecting the interests of the parties and third parties in the above-
captioned matter against improper use and disclosure of confidential information submitted

persons retained as consultants or experts for purposes of this Matter.

c. "Rambus" means Rambus Incorporated, a public corporation organized existing

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its office and principal place of business located at 4440 El Camino Real, Los
Altos, California 94022.

"Best" means either the FTC or Rambus

mean the Third Party that originally provided the Restricted Confidential or Confidential Discovery Material to the FTC. Where necessary such Restricted Confidential or Confidential Discovery Materials shall be identified by the FTC by Third Party and the FTC shall provide the Respondent with contact information for

_____ of any document or material prepared by, or on behalf of, the FTC.

not limited to, every writing, letter, envelope, telegram, e-mail, meeting minute, memorandum, statement, affidavit, declaration, book, record, survey, map, study, handwritten note, working paper, chart, index, tabulation, graph, drawing, chart,

processing card, printout, microfilm, index, computer readable media or other electronically stored data, appointment book, diary, diary entry, calendar, organizer, desk pad, telephone message slip, note of interview or communication,

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

commercial information, the disclosure of which to Respondents or Third Parties would likely cause substantial commercial harm or personal embarrassment to the disclosing party. The following is a nonexhaustive list of examples of information

[REDACTED]

[REDACTED]

[REDACTED]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

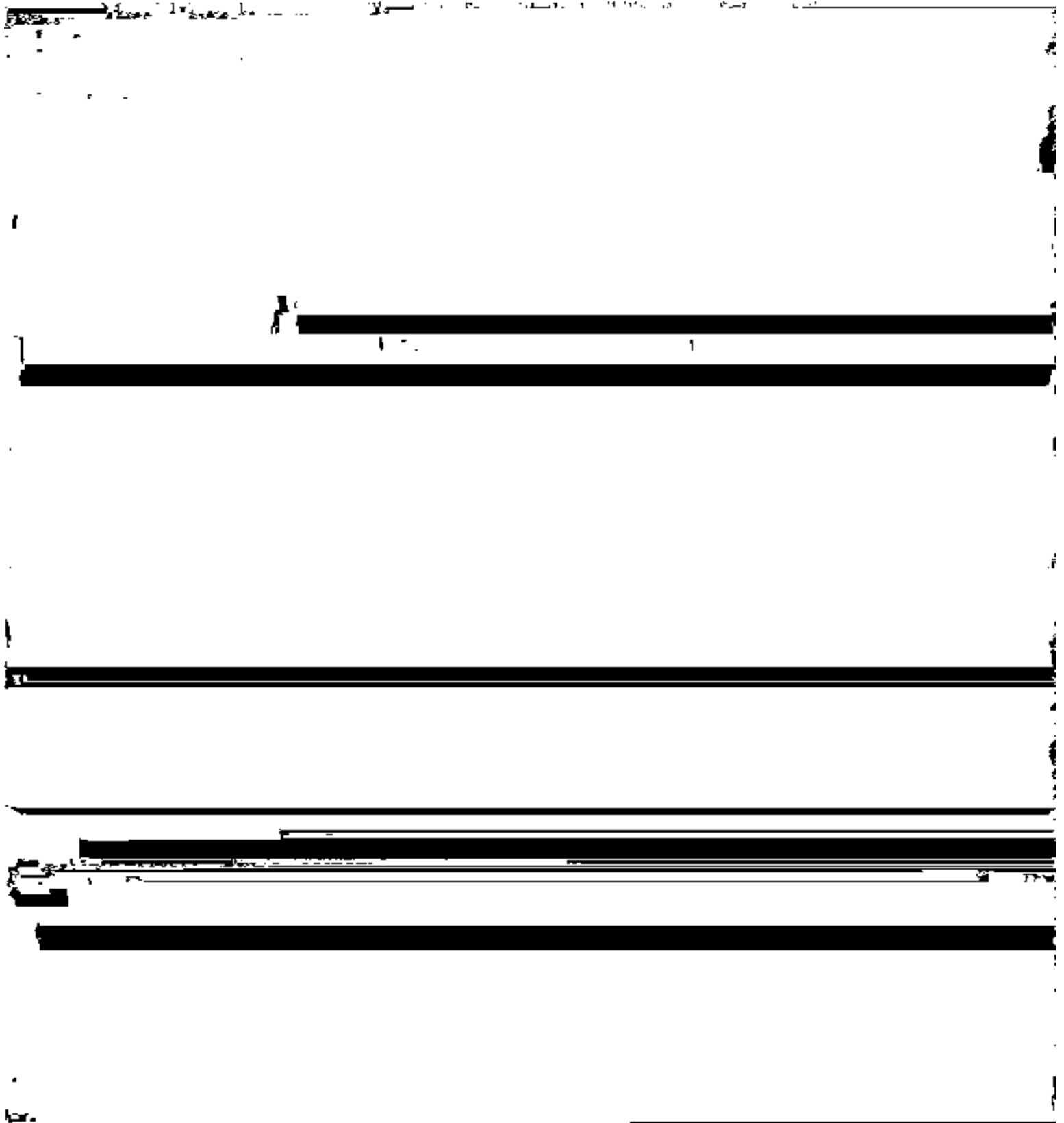
[Redacted]

[Redacted]

[Redacted]

[Redacted]

the first page of a document containing such Restricted Confidential or Confidential Discovery



Confidential Discovery Material or non-confidential.

7. Restricted Confidential Discovery Material shall not, directly or indirectly, be disclosed or otherwise provided to anyone other than:

- a. complaint counsel and the Commission, as permitted by the Commission's Rules of Practice;
- b. Outside Counsel;
- c. Experts/Consultants;
- d. the Administrative Law Judge presiding over this matter and personnel assisting him,

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

counsel for Respondent, provided that each signs a declaration in the form attached hereto as Exhibit "A," which is incorporated herein by reference. The designated in-house counsel for Respondent are John Danforth, Senior Vice President and General Counsel, and Robert Kramer Counsel.

9. Restricted Confidential or Confidential Discovery Material shall not, directly or indirectly, be disclosed or otherwise provided to an Expert/Consultant unless such

a. to maintain the confidentiality of such Restricted Confidential or Confidential:

expert in this Matter, is an officer, director, or employee of any company the primary business of

without providing further notice.

b. Disclosure to New Persons

If any Party desires to disclose a Producing Party's Restricted Confidential or Confidential

Material to someone other than those set forth in the Protective Order, the Disclosing Party shall

Protective Order ("New Person"), the Disclosing Party shall inform the Producing Party of its
desire to disclose such material. Such notice shall identify those materials sought to be disclosed

within this Protective Order, the challenging Party shall notify the Producing Party and all other Parties of the challenge. Such notice shall identify with specificity (*i.e.*, by document control numbers, deposition transcript page and line reference, or other means sufficient to locate easily

supplemental) the designation by [REDACTED]

designation within five (5) business days of receiving notice of the confidentiality challenge by

providing the challenging Party and all other Parties to this action with a written [REDACTED]

change in designation.

13 [Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

any person described as an Expert/Consultant under this Protective Order until such person has executed and transmitted to Respondent's counsel or complaint counsel, as the case may be, a declaration or declarations, as applicable, in the form attached hereto as Exhibit "A," which is incorporated herein by reference. Respondent's counsel and complaint counsel shall maintain a

14 [Redacted]

complaint counsel and Respondent's counsel in writing that such material should be so designated

return promptly or otherwise destroy the unmarked documents.

14. Counsel for any Producing Party shall have the right to exclude from oral

Discovery Material from another Party, the Party to whom the request is made shall return immediately to the Producing Party all copies of the Discovery Material within its possession, custody, or control — including all copies in the possession of experts, consultants, or others to whom the Discovery Material was provided — unless the Party asked to return the Discovery Material in good faith reasonably believes that the Discovery Material is not privileged. Such good faith belief shall be based on either (i) a facial review of the discovery material or (ii) the inadequacy of any explanations provided by the Producing Party.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

based on an argument that production or disclosure of the Discovery Material waived any privilege. In the event that only portions of the Discovery Material contain privileged subject matter, the Producing Party shall substitute a redacted version of the Discovery Material at the time of making the request for the return of the requested Discovery Material;

request. Such notification shall be in writing and be received by the Producing Party at least ten

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

a duplicate copy of the paper with the Restricted Confidential or Confidential Discovery

Material deleted pursuant to Section 3.33(b) and 3.45(a) of the Commission's Rules of

Practice. Further, if the protection for any such material expires, any Party may file on the public record a duplicate copy which also contains the formerly protected material.

18. This Order governs the disclosure of material during the course of discovery and does not constitute an *in camera* order as provided in Section 3.45 of the Commission's Rules of Practice ("Rule") 16 C.F.R. § 3.45. If the Parties intend to introduce any additional

be returned or destroyed. The FTC shall retain, return or destroy documents in accordance with the provisions of Rule 4.12 of the FTC's Rules of Practice, 16 C.F.R. § 4.12.

20. The provisions of this Protective Order, insofar as they restrict the communication and use of Restricted Confidential or Confidential Discovery Material, shall, without written

approval of the Producing Party or Sanctioning Party, be subject to the following:

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

UNITED STATES OF AMERICA
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In the Matter of

RAMBUS, INC.,

Docket No. 9302

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Restricted Confidential or Confidential Discovery Material (as these terms are used in the Protective Order) in this action and I agree to abide by the Protective Order.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Confidential Discovery Material include:

- a. that I will use such Restricted Confidential or Confidential Discovery

[REDACTED]

1 I am fully aware that, pursuant to Section 3.42(h) of the Commission's Rules of

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Practice, 16 C.F.R. § 3.42(h), my failure to comply with the terms of the Protective Order may constitute contempt of the Commission and may subject me to sanctions imposed by the Commission.

Date: _____

Full Name [Typed or Printed]