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December 4, 2008

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VIA ELECTRONIC MAIL AND BY HAND

The Honorable Vincent J. Poppiti
Blank Rome LLP
Chase Manhattan Centre, Suite 800
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**Re: *Advanced Micro Devices, Inc., et al. v. Intel Corporation, et al.*,
C.A. No. 05-441-JJF;
In re Intel Corp., C.A. No. 05-1717-JJF; and
Phil Paul v. Intel Corporation (Consolidated), C. A. No. 05-485 (JJF)**

Dear Judge Poppiti:

From the beginning of this action, Intel has strived to limit the burden and cost imposed by this lawsuit on third parties, including many Intel customers. Now that the parties have begun taking the depositions of these third-party witnesses, many of whom are senior executives, it is imperative that the parties avoid imposing any unnecessary or unreasonable burdens on these third parties.

AMD seeks an estimated 96 hours of deposition testimony from six current or former executives of Dell Inc. Specifically, AMD seeks to depose Dan Allen, Dell's Director of Worldwide Procurement, for 21 hours; Jeff Clarke, a Dell Senior Vice President, for 21 hours; Alan Luecke, Dell's Director of CTO Strategy, for 14 hours; Jerele Neeld, a Dell Senior Manager, for 14 hours; Kevin Rollins, Dell's former Chief Executive Officer, for 14 hours; and Michael Dell, Dell's founder, Chairman and Chief Executive Officer, for 12 hours. AMD indicates that these estimates are for its own examination of these witnesses. The class plaintiffs have indicated that they estimate two additional hours of examination for each of these witnesses, bringing the total time of examination of these six Dell witnesses by the plaintiffs in this case to 108 hours (or more than 15 seven-hour days).

By contrast, Intel has provided an estimate of 3.5 hours of deposition testimony from each of these six Dell witnesses. Rule 30(d)(1) of the Federal Rules of Civil Procedure provides that, absent a stipulation or court order, depositions should be limited to one 7-hour day. Intel based its estimate on the premise that the seven hours provided by Federal Rule 30 should be divided equally between the plaintiffs and the defendant. Intel provided these estimates before it

knew AMD's estimates and thus Intel reserved the right to seek additional time based on the amount of time ultimately agreed upon for each of these depositions.

Based on the nature of the parties' claims and defenses in this case as they relate to Dell, Intel believes that 3.5 hours of examination is sufficient time to adequately examine each Dell witness. To the extent AMD claims it needs significantly more time with the Dell executives to explore the numerous communications between Intel and Dell concerning the details of the nature and structure of the discount programs between Intel and Dell, it has had extraordinary access to Intel's employees. To date, AMD and the class have deposed Kristin McCollam, Intel's Account Manager for Dell since 2004, for more than 17 hours over the course of three days, and AMD has requested an two additional days of deposition from her. AMD has deposed Paul Schmisser, another Intel Account Manager on the Dell account, for more than 18 hours over four days. AMD has also deposed Trent Wallace, Intel's Client Account Manager for the Dell account, for 12 hours. In addition, AMD has requested Intel produce Art Roehm, an Intel Executive Vice President who is primarily responsible for the global Dell relationship, for 30-35 hours of deposition over five days. Intel also anticipates AMD will request the depositions of Craig Barrett, Paul Otellini and other Intel senior executives who have had involvement in the Intel-Dell business relationship.

AMD claims that Dell's decision to use Intel microprocessors exclusively before 2006 was the result of large payments to Dell and favorable discriminatory treatment, granted in exchange for Dell's commitment to buy exclusively from Intel. AMD also alleges that Dell executives have told AMD that Intel threatened Dell with retaliation and loss of favorable treatment if Dell were to purchase AMD microprocessors. (Compl. ¶¶ 38-39.)

Intel contends that AMD's allegations are unfounded. As set forth in Intel's Preliminary Pretrial Statement and Intel's Response to Plaintiffs' Joint Preliminary Case Statement, Dell sourced microprocessors solely from Intel until 2006 based on its independent business judgment. While Dell received substantial discounts from Intel during this period, Intel's discounts and pricing were not conditioned on Dell's agreement to be exclusive. Moreover, despite having serious concerns about AMD's capabilities and capacity during the alleged period of exclusivity, Dell repeatedly evaluated AMD's products, which is flatly inconsistent with any understanding that it had made any commitment of exclusivity to Intel. Dell's decision to add AMD as a second source in 2006 confirms that there never was any exclusive dealing agreement between Intel and Dell.

In light of these allegations and issues, AMD and the class do not reasonably need to examine these six Dell witnesses for anywhere near the approximately 108 hours they have proposed. During the alleged period of exclusivity from 2000 to 2006, there are only a few key time periods at issue when Intel's discounts to Dell increased based on changes in competitive conditions or when Dell made decisions not to use AMD processors in its products. AMD and the class plaintiffs should not be permitted to spend multiple days with senior executives of a third party going on a fishing expedition through countless emails and PowerPoint presentations, asking the same questions over and over (as has occurred with Intel's witnesses). Rather,

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plaintiffs should focus on the fundamental question here – what were the reasons Dell ultimately decided not to purchase AMD microprocessors prior to 2006?

In light of the nature of the relevant issues with respect to the Dell account and the significant amount of time AMD has already spent or intends to spend deposing Intel witnesses concerning Intel's dealings with Dell and Intel's discount programs with Dell, seeking 96 hours (108 including the class plaintiffs) of deposition time with third-party Dell executives is unnecessarily burdensome to Dell. While to date Intel has not yet objected to the lengthy, multiple-day depositions AMD has taken of its employees and executives, Intel does not want third parties such as Dell, who have no stake in the outcome of this litigation, to bear the unnecessary burden and expense of such inefficient depositions of its employees, particularly its most senior executives. Intel is mindful that third parties such as these Dell witnesses possess important knowledge relating to the parties' claims and defenses in this litigation, and that the parties need to be afforded a sufficient opportunity to discover that evidence, but that should not justify subjecting busy executives of third parties to endless and repetitive questioning in depositions.

At a minimum, direct oversight of the Dell depositions by the Special Master is justified, including the sequencing of the depositions as appropriate for efficiency and to minimize the burden on Dell's most senior executives. To the extent any exception to the 7-hour presumption of Federal Rule 30 is allowed, it should be limited to one or two witnesses and should not apply to Dell's most senior executives. Moreover, to the extent the Court grants AMD's request for substantially more time, Intel may require some additional time to address or further develop any documents or issues raised by AMD.

Respectfully,

/s/ Richard L. Horwitz

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cc: Clerk of Court (via Hand Delivery)
Counsel of Record (via CM/ECF & Electronic Mail)