

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

ADVANCED MICRO DEVICES,)	
)	
Plaintiffs,)	Civil Action No.
)	05-441-JJF
v.)	
)	
INTEL CORPORATION,)	
)	
Defendant.)	

Teleconference in above matter taken pursuant to notice before Renee A. Meyers, Registered Professional Reporter and Notary Public, in the offices of Blank Rome, LLP, 1201 North Market Street, Wilmington, Delaware, on Friday, July 20, 2007, beginning at approximately 4:00 p.m., there being present:

BEFORE:

THE HONORABLE VINCENT J. POPPITI, SPECIAL MASTER

APPEARANCES:

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1 SPECIAL MASTER POPPITI: If we could start
2 with a roll call and if we could start with the Class
3 plaintiffs.

4 MR. SMALL: Your Honor, this is Dan Small
5 with Cohen, Milstein for the Class plaintiffs.

6 SPECIAL MASTER POPPITI: Thank you.

7 MS. HERBERT: Lana Herbert for the Class
8 plaintiffs.

9 MR. VOLLEN: Richard Vollen from Finkelstein
10 Thompson for the Class.

11 SPECIAL MASTER POPPITI: Thank you.

12 MR. POWELL: Mike Powell from Quinn Emanuel
13 for Frys Electronics.

14 SPECIAL MASTER POPPITI: Thank you.

15 MS. GRAHAM: And Mary Graham for Frys
16 Electronics.

17 MS. MALONEY: And Mary Maloney from Blank
18 Rome.

19 MR. HORWITZ: Rich Horwitz for Intel.

20 SPECIAL MASTER POPPITI: Good afternoon. I
21 think Rick Ripley from Bingham McCutchen is on for Intel
22 as well.

23 MR. RIPLEY: Yes, I am, Your Honor.

24 SPECIAL MASTER POPPITI: Thanks very much.

1 MR. CHANDLER: Your Honor, for AMD, it's
2 Chad Chandler, and we have, with us, Linda Smith and
3 perhaps others from O'Melveny.

4 SPECIAL MASTER POPPITI: Linda, are you on?
5 It may be that Miss Smith is not on yet, your Honor.

6 MS. SMITH: Your Honor, I am.

7 SPECIAL MASTER POPPITI: Anyone else joining
8 you?

9 MS. SMITH: Chad Chandler is supposed to be
10 on. Is he on?

11 SPECIAL MASTER POPPITI: Yes, he is on.

12 MS. SMITH: I just got on the line.

13 SPECIAL MASTER POPPITI: Thank you. Why
14 don't we get started.

15 The purpose was my request for a status on
16 where we were with meet and confers, communication,
17 etcetera, with Frys.

18 MR. SMALL: Dan Small, if I may address
19 that.

20 SPECIAL MASTER POPPITI: Please.

21 MR. SMALL: We have, as I am sure that you
22 are aware, been at this for a very long time negotiating
23 with Frys to try and work out with them an agreement for
24 them to produce data to us, and I would characterize the

1 negotiations not only as long but difficult with a lot
2 of ups and downs. We thought, several times, that we
3 were close to an agreement, where it turns out we really
4 weren't, and I think we have reported to you probably a
5 few times in the past that we thought we were close to
6 agreement, so we are now -- we have continued to work
7 hard.

8 There have been -- there has been a lot of
9 back and forth since the last time that we spoke with
10 you, and we are, I believe, in a different position
11 today than we have been in before.

12 I believe that we are very close to an
13 agreement. There is a final proposal, I would
14 characterize it as a final proposal on the table --

15 SPECIAL MASTER POPPITI: Okay.

16 MR. SMALL: That has been presented, you
17 know, to all the relevant parties, and, in fact, I think
18 we would have known today whether we had a deal but for
19 the fact that a management person from Frys who has to
20 approve this is away on vacation and not reachable.

21 SPECIAL MASTER POPPITI: Okay.

22 MR. SMALL: And, so, what we have agreed to
23 with Frys, in light of that, is that they will commit to
24 telling us by Wednesday whether or not we have a deal,

1 and in either event, subject to Your Honor's
2 availability, to have another call with your Honor on
3 Wednesday so that we can report to you whether we have a
4 deal or whether we need to have further proceedings
5 before your Honor.

6 SPECIAL MASTER POPPITI: Okay. May I hear
7 from Frys' perspective, please.

8 MR. POWELL: Yes, your Honor. This is Mike
9 Powell with Quinn Emanuel. Dan has accurately
10 reflected, I think, the status of events, and we are
11 agreeable to having Wednesday be the cutoff for our
12 response.

13 SPECIAL MASTER POPPITI: And look, then, to
14 Wednesday for a touch base telecon as well? Is that
15 something that you both want to do?

16 MR. SMALL: Yes, your Honor.

17 MR. POWELL: So if we could have it as late
18 in the day as possible on Wednesday, just because we are
19 on the West Coast, that's fine.

20 SPECIAL MASTER POPPITI: Just give me one
21 moment, please.

22 Can we, then, on Wednesday, the 25th, let's
23 look at 4:30 if that works for everyone's schedule?

24 MR. SMALL: That's fine with me, your Honor.

1 SPECIAL MASTER POPPITI: Okay. Mr. Powell.

2 MR. POWELL: Checking. One moment.

3 SPECIAL MASTER POPPITI: Thank you.

4 MR. POWELL: 4:30 is fine for me.

5 SPECIAL MASTER POPPITI: Okay. Are there
6 any other matters, then, that need to be dealt with
7 today?

8 MR. SMALL: I don't think so, your Honor.

9 SPECIAL MASTER POPPITI: Thank you all.

10 (The teleconference was concluded at 4:08
11 p.m.)

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C E R T I F I C A T E .

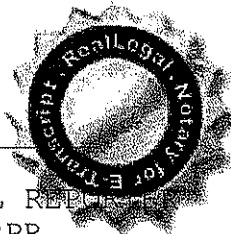
1
2 STATE OF DELAWARE:
3 :
4 NEW CASTLE COUNTY:

5 I, Renee A. Meyers, a Registered Professional
6 Reporter, within and for the County and State aforesaid,
7 do hereby certify that the foregoing hearing was taken
8 before me, pursuant to notice, at the time and place
9 indicated; that the testimony was correctly recorded in
10 machine shorthand by me and thereafter transcribed under
11 my supervision with computer-aided transcription; that
12 the foregoing hearing is a true record of the testimony
13 given; and that I am neither of counsel nor kin to any
14 party in said action, nor interested in the outcome
15 thereof.

16 WITNESS my hand this 23rd day of July A.D. 2007.

17 *Renee A. Meyers*

18 RENE E A. MEYERS
19 REGISTERED PROFESSIONAL REPORTER
20 CERTIFICATION NO. 106-RPR
21 (Expires January 31, 2008)
22
23
24



<p style="text-align: center;">A</p> <p>accurately 6:9 action 1:4 8:13 address 4:18 ADVANCED 1:3 affiliated 1:22 aforesaid 8:5 afternoon 3:20 agreeable 6:11 agreed 5:22 agreement 4:23 5:3,6,13 AMD 1:17 2:4 4:1 ANDERSON 2:5 Angeles 1:17 2:21 APPEARANC... 1:14 2:1 approve 5:20 approximately 1:11 availability 6:2 Avenue 1:16 2:10 aware 4:22 A.D 8:15</p> <hr/> <p style="text-align: center;">B</p> <p>back 5:9 base 6:14 beginning 1:10 believe 5:10,12 Bingham 3:21 Blank 1:9 2:16 3:17</p> <hr/> <p style="text-align: center;">C</p> <p>C 8:1,1 California 1:17 2:14,21 call 3:2 6:2 CASTLE 8:3 CERTIFICA... 8:19 certify 8:6</p>	<p>Chad 2:3 4:2,9 Chandler 2:3 4:1,2,9 characterize 4:24 5:14 Checking 7:2 Civil 1:4 Class 2:11,14 3:2,5,7,10 close 5:3,5,12 Coast 6:19 Cohen 2:8 3:5 commit 5:23 communication 4:16 computer-aided 8:10 concluded 7:10 confers 4:16 continued 2:1 5:6 Corbett 1:20,22 CORPORATI... 1:6 correctly 8:8 CORROON 2:5 counsel 8:12 County 8:3,5 Court 1:1,23 cutoff 6:11</p> <hr/> <p style="text-align: center;">D</p> <p>Dan 3:4 4:18 6:9 DANIEL 2:9 data 4:24 day 6:18 8:15 DE 1:21 2:4,7 deal 5:18,24 6:4 dealt 7:6 Defendant 1:7 Delaware 1:2,10 8:2 DEVICES 1:3 different 5:10 difficult 5:1 DISTRICT 1:1 1:2 downs 5:2</p>	<p>D.C 2:11</p> <hr/> <p style="text-align: center;">E</p> <p>E 8:1,1 either 6:1 Electronics 2:18 2:21 3:13,16 Emanuel 2:19 3:12 6:9 ESQ 1:16 2:3,6 2:9,9,13,16,20 etcetera 4:17 event 6:1 events 6:10 everyone's 6:23 Expires 8:19</p> <hr/> <p style="text-align: center;">F</p> <p>F 8:1 fact 5:17,19 Fetzer 1:23 Figueroa 2:20 final 5:13,14 fine 6:19,24 7:4 FINGER 2:2 Finkelstein 2:12 3:9 Floor 2:6,13,20 foregoing 8:6,11 forth 5:9 Francisco 2:14 Friday 1:10 Frys 2:18,21 3:13,15 4:17 4:23 5:19,23 6:7 further 6:4</p> <hr/> <p style="text-align: center;">G</p> <p>give 6:20 given 8:12 Good 3:20 Graham 3:15,15</p> <hr/> <p style="text-align: center;">H</p> <p>hand 8:15 hard 5:7 HAUSFELD 2:8</p>	<p>hear 6:6 hearing 8:6,11 Herbert 2:9 3:7 3:7 Honor 3:4,23 4:1,5,6 6:2,5,8 6:16,24 7:8 HONOROAB... 1:13 Honor's 6:1 Horwitz 2:6 3:19,19</p> <hr/> <p style="text-align: center;">I</p> <p>indicated 8:8 Intel 1:6 3:19,21 interested 8:13</p> <hr/> <p style="text-align: center;">J</p> <p>J 1:13 January 8:19 joining 4:7 July 1:10 8:15</p> <hr/> <p style="text-align: center;">K</p> <p>kin 8:12 know 5:17 known 5:18</p> <hr/> <p style="text-align: center;">L</p> <p>L 2:6 Lana 2:9 3:7 late 6:17 LAYTON 2:2 let's 6:22 light 5:23 Linda 1:16 4:2,4 line 4:12 LLP 1:10 2:16 Logan 2:17 long 4:22 5:1 look 6:13,23 Los 1:17 2:21 lot 5:1,8 LOUGHRAN 2:12</p> <hr/> <p style="text-align: center;">M</p> <p>machine 8:9</p>	<p>Maloney 2:16 3:17,17 management 5:19 Market 1:10,21 2:6 Mary 2:16 3:15 3:17 MASTER 1:13 3:1,6,11,14,20 3:24 4:4,7,11 4:13,20 5:15 5:21 6:6,13,20 7:1,3,5,9 matter 1:8 matters 7:6 McCutchen 3:21 meet 4:16 Meyers 1:9 8:4 8:18 MICHAEL 2:20 MICRO 1:3 Mike 3:12 6:8 Milstein 2:8 3:5 moment 6:21 7:2 MYERS 1:15</p> <hr/> <p style="text-align: center;">N</p> <p>need 6:4 7:6 negotiating 4:22 negotiations 5:1 neither 8:12 New 2:10 8:3 North 1:10,21 2:6 Notary 1:9 notice 1:9 8:7 N.W 2:10</p> <hr/> <p style="text-align: center;">O</p> <p>offices 1:9 Okay 5:15,21 6:6 7:1,5 outcome 8:13 O'Melveny 1:15 4:3</p> <hr/> <p style="text-align: center;">P</p>
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