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QUALCOMM INCORPORATED

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN JOSE DIVISION

FEDERAL TRADE COMMISSION,

Plaintiff,

vs.

QUALCOMM INCORPORATED, a Delaware corporation,

Defendant.

Case No. 5:17-cv-00220-LHK

DECLARATION OF GARY A. BORNSTEIN IN SUPPORT OF QUALCOMM INCORPORATED'S ADMINISTRATIVE MOTION TO FILE UNDER SEAL PORTIONS OF ITS MOTION TO DISMISS AND MEMORANDUM OF POINTS AND AUTHORITIES IN SUPPORT

DECLARATION OF GARY A. BORNSTEIN

I, Gary A. Bornstein, hereby declare as follows:

1. I am a partner at Cravath, Swaine & Moore LLP, counsel of record for Defendant Qualcomm Incorporated.

2. Pursuant to N.D. Cal. Local Rules 7-11 (a) and 79-5 (d)(1)(A), I submit this declaration in support of Qualcomm's Administrative Motion To File Under Seal Portions of Its Motion To Dismiss and Memorandum of Points and Authorities in Support.

3. I have personal knowledge of the facts set forth herein, or my knowledge is based upon my review of records of this case. If called upon as a witness in this action, I could and would testify competently thereto.

4. The Federal Trade Commission ("FTC") filed its Complaint on January 17, 2017. The same day, the FTC filed an Administrative Motion to File Under Seal Portions of Its Complaint (the "FTC's Motion to Seal"). Dkt. 2.

5. On January 23, 2017, Qualcomm submitted a Response to the FTC's Motion to Seal. Dkt. 11. Qualcomm also submitted the Declarations of John Skousen and Jeffrey Altman in Support of Defendant's Response. Dkts. 12, 13. Those declarations explain the confidential nature of the information contained in the FTC's Complaint, including specifically paragraphs 103, 105, and 106 of the FTC's Complaint.

6. On January 25, 2017, the Court found that good cause supported sealing the portions of the FTC's Complaint addressed by the Skousen and Altman Declarations, including paragraphs 103, 105, and 106 of the FTC Complaint. Dkt. 17.

7. I have reviewed Qualcomm's memorandum in support of its Motion to Dismiss. That memorandum discusses Qualcomm confidential licensing and business information that is contained in paragraphs 103, 105, and 106 of the FTC's Complaint. Qualcomm seeks to file

under seal only the portions of the memorandum in support of its Motion to Dismiss that discuss the confidential information contained in these specific paragraphs. As described in the Skousen and Altman Declarations, disclosure of this information would cause Qualcomm competitive and commercial harm because it would provide competitors and counterparties insights into Qualcomm's business that they would not otherwise have, and which would disadvantage Qualcomm in future negotiations with potential licensees and customers.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 3rd day of April, 2017.

/s/ Gary A. Bornstein
Gary A. Bornstein