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10 UNITED STATES DISTRICT COURT
 11 NORTHERN DISTRICT OF CALIFORNIA
 12 SAN JOSE DIVISION

13 IN RE HIGH-TECH EMPLOYEE ANTITRUST
 14 LITIGATION

Master Docket No. 11-CV-2509-LHK

15 THIS DOCUMENT RELATES TO:
 16 ALL ACTIONS
 17

**INTEL CORPORATION'S
 AMENDED ANSWER TO
 PLAINTIFFS' CONSOLIDATED
 AMENDED COMPLAINT**

18 Pursuant to the Stipulation and Order Regarding Amending Answers and
 19 Affirmative Defenses entered on June 15, 2012 (dkt. no. 152), Defendant Intel Corporation
 20 ("Intel"), by and through its undersigned attorneys, hereby files its amended answer to Plaintiffs'
 21 Consolidated Amended Complaint ("CAC") dated September 13, 2011, admitting, denying and
 22 otherwise alleging as follows (the numbered paragraphs correspond to those in the CAC):

23 1. To the extent that paragraph 1 purports to state a legal conclusion, Intel is not
 24 required to respond. To the extent that paragraph 1 alleges conduct on the part of other
 25 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
 26 that basis denies them. Intel otherwise denies the allegations in paragraph 1.

27 2. To the extent that paragraph 2 purports to state a legal conclusion, Intel is not
 28

1 required to respond. To the extent that paragraph 2 alleges conduct on the part of other
2 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
3 that basis denies them. Intel otherwise admits that the CAC purports to allege violations of
4 federal and state laws and to seek certain remedies. Intel states that Plaintiffs or the Court have
5 dismissed some of their alleged claims and requests for relief. Except as expressly admitted,
6 Intel denies the allegations in paragraph 2, and specifically denies that it has violated any law or
7 that Plaintiffs are entitled to any relief.

8 3. To the extent that paragraph 3 purports to state a legal conclusion, Intel is not
9 required to respond. To the extent that paragraph 3 alleges conduct on the part of other
10 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
11 that basis denies them. Intel admits that the Antitrust Division of the Department of Justice
12 (“DOJ”) investigated Intel’s recruiting practices in 2009 and 2010. Intel denies Plaintiffs’
13 characterization of the DOJ investigation or any conclusions of fact or law made by the DOJ,
14 including any quoted language from the DOJ in paragraph 3. Except as expressly admitted, Intel
15 denies the allegations in paragraph 3.

16 4. Intel admits that the DOJ did not seek a monetary penalty as a result of its
17 investigation. Except as expressly admitted, Intel denies the allegations in paragraph 4.

18 5. To the extent that paragraph 5 purports to state a legal conclusion, Intel is not
19 required to respond. Intel otherwise admits that the CAC purports to allege violations of federal
20 and state laws and to seek certain remedies. Intel states that Plaintiffs or the Court have
21 dismissed some of their alleged claims and requests for relief. Except as expressly admitted,
22 Intel denies the allegations in paragraph 5.

23 6. To the extent that paragraph 6 purports to state a legal conclusion, Intel is not
24 required to respond. Intel otherwise admits the allegations in paragraph 6.

25 7. To the extent that paragraph 7 purports to state a legal conclusion, Intel is not
26 required to respond. To the extent that paragraph 7 alleges conduct on the part of other
27 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
28 that basis denies them. Intel admits that its principal place of business is located in Santa Clara,

1 California. Intel also admits that venue is proper. Except as expressly admitted, Intel denies the
2 allegations in paragraph 7.

3 8. To the extent that paragraph 8 purports to state a legal conclusion, Intel is not
4 required to respond. To the extent that paragraph 8 alleges conduct on the part of other
5 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
6 that basis denies them. Intel admits that it is subject to the jurisdiction of this Court. Except as
7 expressly admitted, Intel denies the allegations in paragraph 8.

8 9. To the extent that paragraph 9 purports to state a legal conclusion, Intel is not
9 required to respond. Intel otherwise denies the allegations in paragraph 9.

10 10. To the extent that paragraph 10 purports to state a legal conclusion, Intel is not
11 required to respond. To the extent that paragraph 10 alleges conduct on the part of other
12 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
13 that basis denies them. Intel otherwise denies the allegations in paragraph 10.

14 11. To the extent that paragraph 11 purports to state a legal conclusion, Intel is not
15 required to respond. To the extent that paragraph 11 alleges conduct on the part of other
16 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
17 that basis denies them. Intel otherwise denies the allegations in paragraph 11.

18 12. To the extent that paragraph 12 purports to state a legal conclusion, Intel is not
19 required to respond. Intel denies that any class does or can exist in this matter, and on that basis
20 denies any and all allegations related to membership in a class. Intel admits that its principal
21 place of business is located in Santa Clara. Except as expressly admitted, Intel denies the
22 allegations in paragraph 12.

23 13. To the extent that paragraph 13 purports to state a legal conclusion, Intel is not
24 required to respond. To the extent that paragraph 13 alleges conduct on the part of other
25 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
26 that basis denies them. Intel otherwise denies the allegations in paragraph 13. Intel specifically
27 denies that any class does or can exist in this matter, and on that basis denies any and all
28 allegations related to membership in a class.

1 14. To the extent that paragraph 14 purports to state a legal conclusion, Intel is not
2 required to respond. Intel otherwise denies the allegations in paragraph 14.

3 15. To the extent that paragraph 15 purports to state a legal conclusion, Intel is not
4 required to respond. Intel otherwise denies the allegations in paragraph 15.

5 16. Intel lacks sufficient information or belief to admit or deny the allegations in
6 paragraph 16 and on that basis denies them.

7 17. Intel admits that it employed Mark Fichtner in the State of Arizona as a software
8 engineer from approximately May 2008 through May 2011. Intel denies that Mark Fichtner
9 suffered injury to his business or property as a result of Intel's alleged conduct, and denies that
10 Intel committed any alleged violations. Intel lacks sufficient information or belief to admit or
11 deny the other allegations in paragraph 17 and on that basis denies them.

12 18. Intel lacks sufficient information or belief to admit or deny the allegations in
13 paragraph 18 and on that basis denies them.

14 19. Intel lacks sufficient information or belief to admit or deny the allegations in
15 paragraph 19 and on that basis denies them.

16 20. Intel lacks sufficient information or belief to admit or deny the allegations in
17 paragraph 20 and on that basis denies them.

18 21. Intel lacks sufficient information or belief to admit or deny the allegations in
19 paragraph 21 and on that basis denies them.

20 22. Intel lacks sufficient information or belief to admit or deny the allegations in
21 paragraph 22 and on that basis denies them.

22 23. Intel lacks sufficient information or belief to admit or deny the allegations in
23 paragraph 23 and on that basis denies them.

24 24. Intel admits the allegations in paragraph 24.

25 25. Intel lacks sufficient information or belief to admit or deny the allegations in
26 paragraph 25 and on that basis denies them.

27 26. Intel lacks sufficient information or belief to admit or deny the allegations in
28 paragraph 26 and on that basis denies them.

1 27. Intel lacks sufficient information or belief to admit or deny the allegations in
2 paragraph 27 and on that basis denies them.

3 28. To the extent that paragraph 28 purports to state a legal conclusion, Intel is not
4 required to respond. Intel denies that it participated in any alleged conspiracy or violation or
5 law. Intel otherwise lacks sufficient information or belief to admit or deny the allegations in
6 paragraph 28 and on that basis denies them.

7 29. To the extent that paragraph 29 purports to state a legal conclusion, Intel is not
8 required to respond. Intel denies that it participated in any alleged conspiracy or violation or
9 law. To the extent that paragraph 29 alleges conduct on the part of other Defendants or unnamed
10 DOES, Intel lacks sufficient information or belief to admit or deny those allegations and on that
11 basis denies them. Intel otherwise denies the allegations in paragraph 29. Specifically, Intel
12 denies that its “corporate officers, members of the board[] of directors, or senior executives”
13 were “co-conspirators with other Defendants in the violations alleged in the” CAC.

14 30. To the extent that paragraph 30 purports to state a legal conclusion, Intel is not
15 required to respond. Intel admits that Plaintiffs purport to serve as representatives of the
16 identified putative class, but otherwise denies the allegations in paragraph 30.

17 31. To the extent that paragraph 31 purports to state a legal conclusion, Intel is not
18 required to respond. Intel otherwise denies the allegations in paragraph 31. Intel specifically
19 denies that any class does or can exist in this matter, and on that basis denies any and all
20 allegations related to the number of alleged class members.

21 32. To the extent that paragraph 32 purports to state a legal conclusion, Intel is not
22 required to respond. Intel otherwise denies the allegations in paragraph 32. Intel specifically
23 denies any and all allegations related to whether questions of law or fact are common to the
24 alleged class.

25 33. To the extent that paragraph 33 purports to state a legal conclusion, Intel is not
26 required to respond. Intel otherwise denies the allegations in paragraph 33. Intel specifically
27 denies any and all allegations related to whether common questions or law and fact predominate
28 over individual questions.

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1 34. To the extent that paragraph 34 purports to state a legal conclusion, Intel is not
2 required to respond. Intel otherwise denies the allegations in paragraph 34. Intel specifically
3 denies any and all allegations related to whether the named plaintiffs' claims are typical of the
4 claims of the alleged class.

5 35. To the extent that paragraph 35 purports to state a legal conclusion, Intel is not
6 required to respond. Intel otherwise denies the allegations in paragraph 35. Intel specifically
7 denies any and all allegations related to whether the named plaintiffs will fairly and adequately
8 represent the interests of the alleged class.

9 36. To the extent that paragraph 36 purports to state a legal conclusion, Intel is not
10 required to respond. Intel otherwise denies the allegations in paragraph 36.

11 37. To the extent that paragraph 37 purports to state a legal conclusion, Intel is not
12 required to respond. Intel otherwise denies the allegations in paragraph 37. Intel specifically
13 denies any and all allegations related to whether final injunctive relief is appropriate to all
14 members of the alleged class.

15 38. To the extent that paragraph 38 purports to state a legal conclusion, Intel is not
16 required to respond. Intel otherwise denies the allegations in paragraph 38. Intel specifically
17 denies any and all allegations related to whether a class action is superior to alternative methods
18 of adjudication.

19 39. To the extent that paragraph 39 alleges conduct on the part of other Defendants,
20 Intel lacks sufficient information or belief to admit or deny those allegations and on that basis
21 denies them. Intel admits that it employed Mark Fichtner during the alleged Class Period in
22 Arizona. Except as expressly admitted, Intel denies the allegations in paragraph 39. Intel
23 specifically denies that any class does or can exist in this matter, and on that basis denies any and
24 all allegations related to where alleged class members were employed.

25 40. To the extent that paragraph 40 purports to state a legal conclusion, Intel is not
26 required to respond. To the extent that paragraph 40 alleges conduct on the part of other
27 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
28 that basis denies them. Intel otherwise denies the allegations in paragraph 40.

1 41. To the extent that paragraph 41 alleges conduct on the part of other Defendants,
2 Intel lacks sufficient information or belief to admit or deny those allegations and on that basis
3 denies them. Intel otherwise denies the allegations in paragraph 41.

4 42. Intel denies the allegations in paragraph 42.

5 43. To the extent that paragraph 43 alleges conduct on the part of other Defendants or
6 other high technology companies, Intel lacks sufficient information or belief to admit or deny
7 those allegations and on that basis denies them. Intel otherwise denies the allegations in
8 paragraph 43.

9 44. To the extent that paragraph 44 alleges conduct on the part of other companies,
10 Intel lacks sufficient information or belief to admit or deny those allegations and on that basis
11 denies them. Intel admits that hiring employees from other companies may involve free-riding
12 and impose costs on those companies. Except as expressly admitted, Intel denies the allegations
13 in paragraph 44.

14 45. To the extent that paragraph 45 alleges conduct on the part of other companies,
15 Intel lacks sufficient information or belief to admit or deny those allegations and on that basis
16 denies them. Intel otherwise denies the allegations in paragraph 45.

17 46. To the extent that paragraph 46 alleges conduct involving any individual
18 employee, Intel lacks sufficient information or belief to admit or deny those allegations and on
19 that basis denies them. Intel admits that when one of its employees received a job offer from
20 another company, that employee may, depending on his or her own individual circumstances,
21 have: (1) accepted that job offer; (2) used that offer to attempt to negotiate a pay increase or
22 other benefit; (3) stayed at Intel without negotiating a pay increase or other benefit; or (4) taken
23 some other action. Except as expressly admitted, Intel denies the allegations in paragraph 46.

24 47. To the extent that paragraph 47 alleges conduct involving any individual
25 employee, Intel lacks sufficient information or belief to admit or deny those allegations and on
26 that basis denies them. Intel admits that its employees' use of information relating to potential
27 compensation from other employers would have varied, depending on their individual
28 circumstances. Except as expressly admitted, Intel denies the allegations in paragraph 47.

1 48. To the extent that paragraph 48 alleges conduct on the part of other companies,
2 Intel lacks sufficient information or belief to admit or deny those allegations and on that basis
3 denies them. Intel otherwise denies the allegations in paragraph 48.

4 49. To the extent that paragraph 49 alleges conduct on the part of other companies,
5 Intel lacks sufficient information or belief to admit or deny those allegations and on that basis
6 denies them. Intel otherwise denies the allegations in paragraph 49.

7 50. To the extent that paragraph 50 alleges conduct on the part of other companies,
8 Intel lacks sufficient information or belief to admit or deny those allegations and on that basis
9 denies them. Intel otherwise denies the allegations in paragraph 50.

10 51. To the extent that paragraph 51 alleges conduct on the part of other Defendants,
11 Intel lacks sufficient information or belief to admit or deny those allegations and on that basis
12 denies them. Intel admits that it assigns different salary ranges to different types of jobs and that
13 compensation may vary with grade level, but states that each employee's compensation was
14 based on his or her individual circumstances. Intel admits that it offers a variety of employee
15 benefits and programs, and strives to maintain a positive and healthful workplace, in order to
16 maintain high employee morale and productivity, retain employees, and attract new and talented
17 employees. One of the many tools it uses to achieve these goals is compensation. Except as
18 expressly admitted, Intel denies the allegations in paragraph 51.

19 52. To the extent that paragraph 52 alleges conduct on the part of other Defendants,
20 Intel lacks sufficient information or belief to admit or deny those allegations and on that basis
21 denies them. Intel admits that it assigns different salary ranges to different types of jobs and that
22 compensation may vary with grade level, but states that each employee's compensation was
23 based on his or her individual circumstances. Intel reviews salary ranges annually. Except as
24 expressly admitted, Intel denies the allegations in paragraph 52.

25 53. To the extent that paragraph 53 alleges conduct on the part of other Defendants,
26 Intel lacks sufficient information or belief to admit or deny those allegations and on that basis
27 denies them. Intel admits that it sometimes engages in negotiations regarding compensation
28 levels with individual employees that vary depending on the specific circumstances applicable to

1 that employee. Except as expressly admitted, Intel denies the allegations in paragraph 53.

2 54. To the extent that paragraph 54 alleges conduct on the part of Defendants, Intel
3 lacks sufficient information or belief to admit or deny those allegations and on that basis denies
4 them. Intel otherwise denies the allegations in paragraph 54.

5 55. To the extent that paragraph 55 purports to state a legal conclusion, Intel is not
6 required to respond. To the extent that paragraph 55 alleges conduct on the part of other
7 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
8 that basis denies them. Intel otherwise denies the allegations in paragraph 55, and specifically
9 denies that it entered any alleged conspiracy.

10 56. Intel lacks sufficient information or belief to admit or deny the allegations in
11 paragraph 56 and on that basis denies them.

12 57. Intel lacks sufficient information or belief to admit or deny the allegations in
13 paragraph 57 and on that basis denies them.

14 58. Intel lacks sufficient information or belief to admit or deny the allegations in
15 paragraph 58 and on that basis denies them.

16 59. Intel lacks sufficient information or belief to admit or deny the allegations in
17 paragraph 59 and on that basis denies them.

18 60. Intel lacks sufficient information or belief to admit or deny the allegations in
19 paragraph 60 and on that basis denies them.

20 61. Intel lacks sufficient information or belief to admit or deny the allegations in
21 paragraph 61 and on that basis denies them.

22 62. Intel lacks sufficient information or belief to admit or deny the allegations in
23 paragraph 62 and on that basis denies them.

24 63. Intel lacks sufficient information or belief to admit or deny the allegations in
25 paragraph 63 and on that basis denies them.

26 64. Intel lacks sufficient information or belief to admit or deny the allegations in
27 paragraph 64 and on that basis denies them.

28 65. Intel lacks sufficient information or belief to admit or deny the allegations in

1 paragraph 65 and on that basis denies them.

2 66. Intel lacks sufficient information or belief to admit or deny the allegations in
3 paragraph 66 and on that basis denies them.

4 67. Intel lacks sufficient information or belief to admit or deny the allegations in
5 paragraph 67 and on that basis denies them.

6 68. Intel lacks sufficient information or belief to admit or deny the allegations in
7 paragraph 68 and on that basis denies them.

8 69. Intel lacks sufficient information or belief to admit or deny the allegations in
9 paragraph 69 and on that basis denies them.

10 70. Intel lacks sufficient information or belief to admit or deny the allegations in
11 paragraph 70 and on that basis denies them.

12 71. Intel lacks sufficient information or belief to admit or deny the allegations in
13 paragraph 71 and on that basis denies them.

14 72. Intel lacks sufficient information or belief to admit or deny the allegations in
15 paragraph 72 and on that basis denies them.

16 73. Intel lacks sufficient information or belief to admit or deny the allegations in
17 paragraph 73 and on that basis denies them.

18 74. Intel lacks sufficient information or belief to admit or deny the allegations in
19 paragraph 74 and on that basis denies them.

20 75. Intel lacks sufficient information or belief to admit or deny the allegations in
21 paragraph 75 and on that basis denies them.

22 76. Intel lacks sufficient information or belief to admit or deny the allegations in
23 paragraph 76 and on that basis denies them.

24 77. Intel lacks sufficient information or belief to admit or deny the allegations in
25 paragraph 77 and on that basis denies them.

26 78. Intel lacks sufficient information or belief to admit or deny the allegations in
27 paragraph 78 and on that basis denies them.

28 79. Intel lacks sufficient information or belief to admit or deny the allegations in

1 paragraph 79 and on that basis denies them.

2 80. Intel lacks sufficient information or belief to admit or deny the allegations in
3 paragraph 80 and on that basis denies them.

4 81. Intel lacks sufficient information or belief to admit or deny the allegations in
5 paragraph 81 and on that basis denies them.

6 82. Intel lacks sufficient information or belief to admit or deny the allegations in
7 paragraph 82 and on that basis denies them.

8 83. Intel lacks sufficient information or belief to admit or deny the allegations in
9 paragraph 83 and on that basis denies them.

10 84. Intel lacks sufficient information or belief to admit or deny the allegations in
11 paragraph 84 and on that basis denies them.

12 85. Intel lacks sufficient information or belief to admit or deny the allegations in
13 paragraph 85 and on that basis denies them.

14 86. Intel lacks sufficient information or belief to admit or deny the allegations in
15 paragraph 86 and on that basis denies them.

16 87. Intel lacks sufficient information or belief to admit or deny the allegations in
17 paragraph 87 and on that basis denies them.

18 88. Intel lacks sufficient information or belief to admit or deny the allegations in
19 paragraph 88 and on that basis denies them.

20 89. Intel lacks sufficient information or belief to admit or deny the allegations in
21 paragraph 89 and on that basis denies them.

22 90. Intel lacks sufficient information or belief to admit or deny the allegations in
23 paragraph 90 and on that basis denies them.

24 91. Intel lacks sufficient information or belief to admit or deny the allegations in
25 paragraph 91 and on that basis denies them.

26 92. Intel lacks sufficient information or belief to admit or deny the allegations in
27 paragraph 92 and on that basis denies them.

28 93. Intel lacks sufficient information or belief to admit or deny the allegations in

1 paragraph 93 and on that basis denies them.

2 94. Intel lacks sufficient information or belief to admit or deny the allegations in
3 paragraph 94 and on that basis denies them.

4 95. Intel lacks sufficient information or belief to admit or deny the allegations in
5 paragraph 95 and on that basis denies them.

6 96. Intel lacks sufficient information or belief to admit or deny the allegations in
7 paragraph 96 and on that basis denies them.

8 97. Intel lacks sufficient information or belief to admit or deny the allegations in
9 paragraph 97 and on that basis denies them.

10 98. To the extent that paragraph 98 purports to state a legal conclusion, Intel is not
11 required to respond. Intel admits that senior executives at Google and Intel had communications
12 regarding Google recruiting Intel employees. Except as expressly admitted, Intel denies the
13 allegations in paragraph 98.

14 99. Intel denies the allegations in paragraph 99.

15 100. To the extent that paragraph 100 purports to state a legal conclusion, Intel is not
16 required to respond. To the extent that paragraph 100 alleges conduct on the part of other
17 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
18 that basis denies them. Intel otherwise denies the allegations in paragraph 100.

19 101. To the extent that paragraph 101 alleges conduct on the part of other Defendants,
20 Intel lacks sufficient information or belief to admit or deny those allegations and on that basis
21 denies them. Intel otherwise denies the allegations in paragraph 101.

22 102. To the extent that paragraph 102 alleges conduct on the part of other Defendants,
23 Intel lacks sufficient information or belief to admit or deny those allegations and on that basis
24 denies them. Intel otherwise denies the allegations in paragraph 102.

25 103. Intel lacks sufficient information or belief to admit or deny the allegations in
26 paragraph 103 and on that basis denies them.

27 104. Intel lacks sufficient information or belief to admit or deny the allegations in
28 paragraph 104 and on that basis denies them.

1 105. Intel lacks sufficient information or belief to admit or deny the allegations in
2 paragraph 105 and on that basis denies them.

3 106. Intel lacks sufficient information or belief to admit or deny the allegations in
4 paragraph 106 and on that basis denies them.

5 107. Intel lacks sufficient information or belief to admit or deny the allegations in
6 paragraph 107 and on that basis denies them.

7 108. To the extent that paragraph 108 purports to state a legal conclusion, Intel is not
8 required to respond. To the extent that paragraph 108 alleges conduct on the part of other
9 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
10 that basis denies them. Intel otherwise denies the allegations in paragraph 108.

11 109. To the extent that paragraph 109 purports to state a legal conclusion, Intel is not
12 required to respond. To the extent that paragraph 109 alleges conduct on the part of other
13 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
14 that basis denies them. Intel otherwise denies the allegations in paragraph 109.

15 110. To the extent that paragraph 110 purports to state a legal conclusion, Intel is not
16 required to respond. To the extent that paragraph 110 alleges conduct on the part of other
17 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
18 that basis denies them. Intel otherwise denies the allegations in paragraph 110.

19 111. To the extent that paragraph 111 purports to state a legal conclusion, Intel is not
20 required to respond. To the extent that paragraph 111 alleges conduct on the part of other
21 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
22 that basis denies them. Intel admits that the DOJ investigated its recruiting practices beginning
23 in 2009. Intel disputed the allegations made by the DOJ. Intel admits that it produced
24 documents to the DOJ in response to a Civil Investigative Demand. Except as expressly
25 admitted, Intel denies the allegations in paragraph 111.

26 112. To the extent that paragraph 112 purports to state a legal conclusion, Intel is not
27 required to respond. To the extent that paragraph 112 alleges conduct on the part of other
28 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on

1 that basis denies them. Intel denies Plaintiffs' characterization of the DOJ investigation or any
2 conclusions of fact or law made by the DOJ, including any quoted language from the DOJ in
3 paragraph 112. Except as expressly admitted, Intel denies the allegations in paragraph 112.

4 113. To the extent that paragraph 113 purports to state a legal conclusion, Intel is not
5 required to respond. To the extent that paragraph 113 alleges conduct on the part of other
6 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
7 that basis denies them. Intel denies Plaintiffs' characterization of the DOJ investigation or any
8 conclusions of fact or law made by the DOJ, including any quoted language from the DOJ in
9 paragraph 113. Except as expressly admitted, Intel denies the allegations in paragraph 113.

10 114. To the extent that paragraph 114 purports to state a legal conclusion, Intel is not
11 required to respond. To the extent that paragraph 114 alleges conduct on the part of other
12 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
13 that basis denies them. Intel admits that the DOJ filed a Complaint against Defendants in *United*
14 *States v. Adobe Systems, Inc., et al.*, Case No. 10-cv-01629-RBW (D.D.C.). Intel disputed the
15 allegations in the Complaint. Intel admits that it entered into a settlement with the DOJ, but
16 states that the entry of the resulting Final Judgment did not constitute any admission by Intel that
17 the law has been violated or of any issue of fact or law, other than that the jurisdictional facts
18 alleged in the DOJ's Complaint are true. Except as expressly admitted, Intel denies the
19 allegations in paragraph 114.

20 115. To the extent that paragraph 115 purports to state a legal conclusion, Intel is not
21 required to respond. To the extent that paragraph 115 alleges conduct on the part of other
22 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
23 that basis denies them. Intel admits it entered into a settlement with the DOJ, but states that the
24 entry of the resulting Final Judgment did not constitute any admission by Intel that the law has
25 been violated or of any issue of fact or law, other than that the jurisdictional facts alleged in the
26 DOJ's Complaint are true. Intel denies Plaintiffs' characterization of the Final Judgment, which
27 speaks for itself. Intel otherwise denies the allegations in paragraph 115.

28 116. To the extent that paragraph 116 purports to state a legal conclusion, Intel is not

1 required to respond. To the extent that paragraph 116 alleges conduct on the part of other
2 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
3 that basis denies them. Intel otherwise denies the allegations in paragraph 116.

4 117. Intel admits that the Final Judgment did not impose any monetary penalty.
5 Except as expressly admitted, Intel denies the allegations in paragraph 117.

6 118. To the extent that paragraph 118 purports to state a legal conclusion, Intel is not
7 required to respond. To the extent that paragraph 118 alleges conduct on the part of other
8 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
9 that basis denies them. Intel otherwise denies the allegations in paragraph 118, and specifically
10 denies that any employee was harmed by any “unlawful conspiracy.”

11 119. Intel hereby incorporates by reference its responses to the allegations contained in
12 paragraphs 1-118 of the CAC as set forth above.

13 120. To the extent that paragraph 120 purports to state a legal conclusion, Intel is not
14 required to respond. To the extent that paragraph 120 alleges conduct on the part of other
15 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
16 that basis denies them. Intel otherwise denies the allegations in paragraph 120.

17 121. To the extent that paragraph 121 purports to state a legal conclusion, Intel is not
18 required to respond. To the extent that paragraph 121 alleges conduct on the part of other
19 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
20 that basis denies them. Intel otherwise denies the allegations in paragraph 121.

21 122. To the extent that paragraph 122 purports to state a legal conclusion, Intel is not
22 required to respond. To the extent that paragraph 122 alleges conduct on the part of other
23 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
24 that basis denies them. Intel otherwise denies the allegations in paragraph 122.

25 123. To the extent that paragraph 123 purports to state a legal conclusion, Intel is not
26 required to respond. To the extent that paragraph 123 alleges conduct on the part of other
27 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
28 that basis denies them. Intel otherwise denies the allegations in paragraph 123.

1 124. To the extent that paragraph 124 purports to state a legal conclusion, Intel is not
2 required to respond. To the extent that paragraph 124 alleges conduct on the part of other
3 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
4 that basis denies them. Intel otherwise denies the allegations in paragraph 124. Specifically,
5 Intel denies Plaintiffs' characterization of Intel's conduct and therefore denies that its officers,
6 directors, agents, employees, or representatives authorized, ordered, or participated in any illegal
7 conduct.

8 125. To the extent that paragraph 125 purports to state a legal conclusion, Intel is not
9 required to respond. To the extent that paragraph 125 alleges conduct on the part of other
10 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
11 that basis denies them. Intel otherwise denies the allegations in paragraph 125.

12 126. Intel admits that the CAC purports to seek certain relief. Except as expressly
13 admitted, Intel denies the allegations in paragraph 126, and specifically denies that Plaintiffs are
14 entitled to any relief.

15 127. Intel hereby incorporates by reference its responses to the allegations contained in
16 paragraphs 1-126 of the CAC as set forth above.

17 128. To the extent that paragraph 128 purports to state a legal conclusion, Intel is not
18 required to respond. To the extent that paragraph 128 alleges conduct on the part of other
19 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
20 that basis denies them. Intel otherwise denies the allegations in paragraph 128.

21 129. To the extent that paragraph 129 purports to state a legal conclusion, Intel is not
22 required to respond. To the extent that paragraph 129 alleges conduct on the part of other
23 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
24 that basis denies them. Intel otherwise denies the allegations in paragraph 129.

25 130. To the extent that paragraph 130 purports to state a legal conclusion, Intel is not
26 required to respond. To the extent that paragraph 130 alleges conduct on the part of other
27 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
28 that basis denies them. Intel otherwise denies the allegations in paragraph 130.

1 131. To the extent that paragraph 131 purports to state a legal conclusion, Intel is not
2 required to respond. To the extent that paragraph 131 alleges conduct on the part of other
3 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
4 that basis denies them. Intel otherwise denies the allegations in paragraph 131.

5 132. To the extent that paragraph 132 purports to state a legal conclusion, Intel is not
6 required to respond.

7 133. To the extent that paragraph 133 purports to state a legal conclusion, Intel is not
8 required to respond. To the extent that paragraph 133 alleges conduct on the part of other
9 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
10 that basis denies them. Intel otherwise denies the allegations in paragraph 133. Specifically,
11 Intel denies Plaintiffs' characterization of Intel's conduct and therefore denies that its officers,
12 directors, agents, employees, or representatives authorized, ordered, or participated in any illegal
13 conduct.

14 134. To the extent that paragraph 134 purports to state a legal conclusion, Intel is not
15 required to respond. To the extent that paragraph 134 alleges conduct on the part of other
16 Defendants, Intel lacks sufficient information or belief to admit or deny those allegations and on
17 that basis denies them. Intel otherwise denies the allegations in paragraph 134.

18 135. Intel admits that the CAC purports to seek certain relief. Except as expressly
19 admitted, Intel denies the allegations in paragraph 135, and specifically denies that Plaintiffs are
20 entitled to any relief.

21 136. Intel hereby incorporates by reference its responses to the allegations contained in
22 paragraphs 1-135 of the CAC as set forth above.

23 137. Plaintiffs have voluntarily dismissed their Third Claim For Relief. *See* Dkt. #119
24 at 24. Therefore, no response to this paragraph is required.

25 138. Plaintiffs have voluntarily dismissed their Third Claim For Relief. *See* Dkt. #119
26 at 24. Therefore, no response to this paragraph is required.

27 139. Plaintiffs have voluntarily dismissed their Third Claim For Relief. *See* Dkt. #119
28 at 24. Therefore, no response to this paragraph is required.

1 140. Plaintiffs have voluntarily dismissed their Third Claim For Relief. *See* Dkt. #119
2 at 24. Therefore, no response to this paragraph is required.

3 141. Plaintiffs have voluntarily dismissed their Third Claim For Relief. *See* Dkt. #119
4 at 24. Therefore, no response to this paragraph is required.

5 142. Plaintiffs have voluntarily dismissed their Third Claim For Relief. *See* Dkt. #119
6 at 24. Therefore, no response to this paragraph is required.

7 143. Plaintiffs have voluntarily dismissed their Third Claim For Relief. *See* Dkt. #119
8 at 24. Therefore, no response to this paragraph is required.

9 144. Intel hereby incorporates by reference its responses to the allegations contained in
10 paragraphs 1-143 of the CAC as set forth above.

11 145. The Court has dismissed Plaintiffs' Fourth Claim For Relief. *See* Dkt. #119 at 29.
12 Therefore, no response to this paragraph is required.

13 146. The Court has dismissed Plaintiffs' Fourth Claim For Relief. *See* Dkt. #119 at 29.
14 Therefore, no response to this paragraph is required.

15 147. The Court has dismissed Plaintiffs' Fourth Claim For Relief. *See* Dkt. #119 at 29.
16 Therefore, no response to this paragraph is required.

17 148. The Court has dismissed Plaintiffs' Fourth Claim For Relief. *See* Dkt. #119 at 29.
18 Therefore, no response to this paragraph is required.

19 149. The Court has dismissed Plaintiffs' Fourth Claim For Relief. *See* Dkt. #119 at 29.
20 Therefore, no response to this paragraph is required.

21 150. The Court has dismissed Plaintiffs' Fourth Claim For Relief. *See* Dkt. #119 at 29.
22 Therefore, no response to this paragraph is required.

23 151. The Court has dismissed Plaintiffs' Fourth Claim For Relief. *See* Dkt. #119 at 29.
24 Therefore, no response to this paragraph is required.

25 152. The Court has dismissed Plaintiffs' Fourth Claim For Relief. *See* Dkt. #119 at 29.
26 Therefore, no response to this paragraph is required.

27 153. This paragraph is part of Plaintiffs' Prayer for Relief and therefore requires no
28 response.

SEPARATE AND ADDITIONAL DEFENSES

166. Intel sets forth below its separate and additional defenses. Each defense is asserted as to all claims against Intel. By setting forth these additional defenses, Intel does not assume the burden of proving any fact, issue, or element of a cause of action where such burden properly belongs to the Plaintiffs. Moreover, nothing stated herein is intended or shall be construed as an admission that any particular issue or subject matter is relevant to the Plaintiffs' allegations.

**FIRST SEPARATE AND ADDITIONAL DEFENSE
(Statute of Limitations)**

167. As a defense to Plaintiffs' CAC, and each and every allegation contained therein, Intel alleges that each of Plaintiffs' claims is barred in whole or in part by applicable statutes of limitations, including 15 U.S.C. §15B and Cal. Bus. & Prof. Code §16750.1. The first complaint in this action was filed on May 4, 2011. Plaintiffs, however, challenge conduct that allegedly caused class members injuries dating back to January 1, 2005. This action therefore seeks relief for alleged injuries suffered outside the relevant four-year limitations period.

**SECOND SEPARATE AND ADDITIONAL DEFENSE
(Good Faith/Legitimate Business Justification)**

168. As a defense to Plaintiffs' CAC, and each and every allegation against Intel contained therein, Intel alleges that its actions were undertaken in good faith to advance legitimate business interests and had the effect of promoting, encouraging, and increasing competition. By asserting this defense, Intel does not concede it has the ultimate burden of proving procompetitive benefits resulting from its conduct or that those benefits outweighed any alleged anticompetitive effects.

169. Intel has regularly entered into collaborations with other companies, including Google, Apple, and Pixar, to create innovative, exciting products that capture consumers' attention and improve their lives. The health of these collaborative relationships, and of basic supplier-customer relationships, was critical to Intel's success as a company. As such, in general, Intel did not actively recruit employees from its customers or joint development partners

1 because doing so tended to breed distrust and resentment, thereby undermining those
2 relationships and the related collaborations. Meetings and discussions between Intel and its
3 partners or potential partners were at times emotional and heated when the collaborators were
4 concerned about losing employees during joint projects. Those concerns, at times, undermined
5 and endangered such collaborations, and Intel was sensitive to actions that threatened any
6 collaboration involving a significant investment of time and resources.

7 170. In close collaborations such as those between Intel and Google, for example,
8 active solicitation of a business partner's employees deprived the collaboration of key talent on
9 which it depended and undermined the trust between the parties necessary to the collaboration's
10 success, thereby weakening or even threatening the viability of the existing collaborations and
11 reducing the likelihood of future collaborations. This in turn threatened to harm consumers by
12 depriving them of the full benefits of new, better, more efficient products and services. On the
13 other hand, the productive working relationships between Intel and its collaborators were
14 enhanced when the companies were able to work closely together without fear that their key
15 employees would be recruited away based on relationships that developed during their
16 collaborative efforts.

17 171. To the extent Intel entered into alleged agreements with collaborators not to
18 actively solicit each other's employees, such agreements protected and facilitated the
19 collaboration between the parties. These collaborations had the effect of promoting,
20 encouraging, and increasing competition.

21 **THIRD SEPARATE AND ADDITIONAL DEFENSE**
22 **(Failure to Mitigate Damages)**

23 172. As a defense to Plaintiffs' CAC, and each and every allegation contained therein,
24 Intel alleges that some purported class members have failed to mitigate their damages, if any,
25 and that any recovery should be reduced or denied accordingly.

26 173. Some purported class members, including some Intel employees, knew about the
27 alleged conduct during the class period. These purported class members had the ability to
28 actively seek employment at the other Defendant companies (e.g., by submitting a resume or

1 attending a job fair) or to research compensation at the other Defendant companies. Doing so
2 would have allowed those purported class members to mitigate any alleged damage caused by
3 the alleged conduct.

4 174. All purported class members were free to seek out employment opportunities at
5 other companies, including other Defendants. None of the alleged agreements restricted the
6 ability of purported class members to seek new employment from any of the other Defendant
7 companies. Nor did any of the alleged agreements prevent a Defendant from hiring any of the
8 other Defendants' employees if those employees were actively seeking new employment.
9 Finally, purported class members had access to many independent sources of compensation
10 information including, but not limited to, friends, professional networks, job boards,
11 headhunters, and internet sites such as glassdoor.com.

12 **FOURTH SEPARATE AND ADDITIONAL DEFENSE**
13 **(Settlement and Release; Waiver)**

14 175. As a defense to Plaintiffs' CAC, and each and every allegation contained therein,
15 Intel alleges that Plaintiffs' claims are barred in whole or in part to the extent Plaintiffs have,
16 prior to the time of any judgment being entered in this matter, settled, released, or waived any
17 claims against Intel or any other Defendant.

18 176. During the class period, some purported class members entered into a termination
19 or severance agreement upon their departure from one of the Defendants that included: (1) a
20 release of any and all claims related to that purported class member's employment; and/or (2) a
21 waiver of the right to assert claims related to that purported class member's employment. These
22 releases and/or waivers cover the claims asserted in Plaintiffs' CAC.

23 **FIFTH SEPARATE AND ADDITIONAL DEFENSE**
24 **(Failure to Exhaust Remedies)**

25 177. As a defense to Plaintiffs' CAC, and each and every allegation contained therein,
26 Intel alleges that Plaintiffs' claims are barred in whole or in part because certain of the purported
27 class members are subject to mandatory arbitration, a remedy they have failed to exhaust.
28 Specifically, during the class period, some purported class members entered into a termination or

1 severance agreement upon their departure from one of the Defendants that included a clause
2 mandating arbitration of the claims asserted in Plaintiffs' CAC.

3 **SIXTH SEPARATE AND ADDITIONAL DEFENSE**
4 **(Reservation of Rights)**

5 178. Intel currently has insufficient knowledge or information on which to form a
6 belief as to whether it may have additional, as yet unstated, defenses available. Intel expressly
7 reserves its right to assert additional affirmative defenses in the event discovery indicates they
8 would be appropriate.

9 WHEREFORE, Intel prays for judgment as follows:

10 1. That Plaintiffs, and members of the purported class and subclass on whose behalf
11 they purport to sue, take nothing by reason of their Consolidated Amended Complaint;

12 2. That the Court offset the recovery, if any, by Plaintiffs, and members of any
13 purported class and subclass on whose behalf they purport to sue, by any amounts paid by Intel,
14 or other third parties, to them, in connection with claims relating to the subject matter of this
15 lawsuit;

16 3. That Intel recover its expenses, costs and attorneys' fees in connection with this
17 lawsuit; and

18 4. That the Court grant Intel such further relief as it deems just and proper.

19 DATED: July 5, 2012

Respectfully Submitted,

Bingham McCutchen LLP

21
22 By: s/Donn P. Pickett

23 Donn P. Pickett
24 Attorneys for Defendant
25 Intel Corporation