FEDERAL TRADE COMMISSION
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SECRETARY

UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION

In the Matter of	)	**PUBLIC**
RAMBUS INC.,	)	
a corporation	)	Docket No. 9302

NON-PARTY DR. BETTY PRINCE'S
MOTION FOR *IN CAMERA* PROTECTION OF DOCUMENTS

Non-party Dr. Betty Prince moves for an order directing *in camera* treatment of a highly confidential, proprietary document. In response to the parties' discovery demands, Dr. Betty Prince, who is a principal of non-party Memory Strategies International ("Memory Strategies"), produced numerous internal documents, including documents containing information that is sensitive and proprietary to Memory Strategies. Respondent Rambus Inc. ("Rambus") and Complaint Counsel have given notice that they intend to introduce into evidence at the hearing on this matter various documents produced by Dr. Prince. General disclosure of at least one of these documents is likely to cause direct, serious harm to Dr. Prince and to Memory Strategies. Therefore, pursuant to the Scheduling Order dated February 21, 2003, and 16 C.F.R. § 3.45(g), Dr. Prince respectfully moves for *in camera* treatment of the confidential documents bearing production number BP 00004-98 (hereafter referred to as the "Prince Document").[1]

[1] This motion is supported by the Declaration of Betty Prince, which is attached hereto as Exhibit 1. The Prince Document for which Dr. Prince seeks *in camera* protection is attached as Exhibit 2.

Dr. Prince requests that should the harmful effects of the public disclosure of the Prince Document not be clear from the existing record, the Court err on the side of granting the document *in camera* treatment, with the understanding that this designation will be subject to further review as the case progresses.

DR. PRINCE'S CONFIDENTIAL DOCUMENT WARRANTS *IN CAMERA* TREATMENT UNDER THE FEDERAL TRADE COMMISSION'S RULES OF PRACTICE

Dr. Prince and Memory Strategies are both third parties to this proceeding. The information in the Prince Document is sufficiently material to Dr. Prince's memory consulting business and sufficiently secret that disclosure would result in serious competitive injury to Dr. Prince and Memory Strategies. Furthermore, the countervailing interest in public disclosure of this information does not outweigh the likelihood of serious competitive injury to Dr. Prince and Memory Strategies. Accordingly, the Prince Document warrant *in camera* treatment.

A. Dr. Prince Has Maintained The Prince Document In A Strictly Confidential Manner.

Dr. Prince has taken substantial measures to ensure the confidentiality of the Prince Document, precisely to avoid the serious competitive injury that would result from public disclosure of it and documents like it. Dr. Prince only produced the Prince Document because she was required to do so by a subpoena from Rambus in this matter. Upon producing the Prince Document, Dr. Prince clearly marked it as "Restricted Confidential, Outside Counsel Only" under the protective order. Thus, Dr. Prince has uniformly treated this highly proprietary information as confidential.

B. Disclosure Of The Prince Document Would Result In Serious Competitive Injury To Dr. Prince.

The Prince Document , attached hereto as Exhibit 2, is marketing study compiled by Dr. Prince as part of her employment with Memory Strategies. Dr. Prince compiled this marketing

study at the specific request of a customer, and the document contains Dr. Prince's confidential, proprietary analysis. This marketing study was thus produced by commission on behalf of a single customer, and it has not been disseminated to the industry. To the contrary, this information and information like it is kept strictly confidential by Dr. Prince and by Memory Strategies.

As is explained in the attached Prince Declaration, disclosure of the information contained in the document could cause severe harm to the business interests of both Dr. Prince and Memory Strategies. Dr. Prince is a consultant to the computer memory industry, and much of her business success depends upon her reputation in the industry. If reports such as these – which are commissioned by customers, contain confidential analysis, and are intended to remain confidential – are made part of the public record, Dr. Prince's future business as a consultant will certainly be harmed. Indeed, because she is a consultant to a wide variety of companies in the industry, her very job security depends on her continued discretion. Thus, public disclosure of this confidential document, which was created by Dr. Prince for a customer by commission, will have a serious affect on Dr. Prince's business.

C. The Public's Interest In Disclosure Of The Prince Document Is Outweighed By The Likelihood Of Serious Competitive Injury To Dr. Prince.

As a third party, Dr Prince's request for *in camera* treatment of its documents deserves "special solicitude." *See Kaiser Aluminum & Chem. Corp.*, 103 F.T.C. 500 (1984) (order granting extension of in camera treatment to sales statistics over five years old). "As a policy matter, extensions of confidential or *in camera* treatment in appropriate cases involving third party bystanders encourages cooperation with future adjudicative discovery requests." *Id.* That Dr. Prince and Memory Strategies are all third party bystanders presents this Court with further justification to grant *in camera* treatment.

A public understanding of this proceeding does not depend on access to Dr. Prince's marketing analysis. Indeed, public access to the aforementioned Prince Document would not further the aims of the Commission's investigation in this matter. With this motion Dr. Prince is seeking *in camera* treatment for only one particular document. The public record of this proceeding will not suffer if this single document is granted *in camera* treatment. In contrast, Dr. Prince would suffer serious competitive harm if the Prince Document were publicly disclosed. Thus, the interest in public disclosure of the Prince Document is outweighed by the likelihood of serious competitive injury to Dr. Prince.

D. The Prince Document Warrant In Camera Treatment Indefinitely.

To protect Dr. Prince's ongoing interest in the field of computer memory consulting, Dr. Prince requests that the Prince Document be afforded *in camera* protection indefinitely.

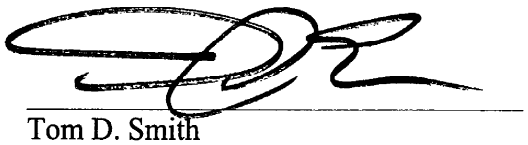
CONCLUSION

The Prince Document clearly meets the standard for *in camera* protection under the Commission Rules of Practice and relevant FTC rulings. The information in the Prince Document is sufficiently material to Dr. Prince's memory consulting business and sufficiently secret that disclosure would result in serious competitive injury to Dr. Prince. Moreover, the countervailing interest in public disclosure of this information does not outweigh the serious likelihood of serious competitive injury to Dr. Prince, a third party in this proceeding.

Accordingly, this Court should grant the designated Prince Document *in camera* protection.

DATED: April 18, 2003

Respectfully submitted,

By: 

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Attorneys for Dr. Betty Prince

UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION

In the Matter of RAMBUS INC., a corporation,	)	Docket No. 3902

ORDER

Upon the motion of Dr. Betty Prince, and for good cause shown, **IT IS HEREBY ORDERED** that the following document is to be provided *in camera* treatment: BP 00004-00098.

ORDERED:

Stephen J. McGuire
Chief Administrative Law Judge

Date: _____

Exhibit 1

UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION

In the Matter of	)	
RAMBUS INC.,	)	Docket No. 9302
a corporation	)	

DECLARATION OF DR. BETTY PRINCE IN SUPPORT OF HER MOTION FOR *IN CAMERA* PROTECTION OF DOCUMENTS

1. My name is Dr. Betty Prince, and I am the founder of Memory Strategies International. I am knowledgeable regarding the issues discussed below.

2. I am aware that there is an administrative proceeding as captioned above, and I have been informed that respondent Rambus Inc. and Complaint Counsel have indicated that they will proffer as evidence certain documents I produced during the discovery phase of this matter. I have concluded that both Memory Strategies and I would likely be harmed if at least one of documents was made public.

3. The document bearing production numbers BP-00004-98 is a marketing study I compiled as part of my employment with Memory Strategies. I compiled this marketing study at the specific request of a customer, and the document contains my confidential, proprietary analysis. This marketing study has not been disseminated to the industry. To the contrary, this information and information like it is kept strictly confidential by Memory Strategies.

4. Disclosure of the information contained in the document could cause severe harm to my business interests and to the business interests of Memory Strategies. I am a consultant to the computer memory industry, and much of my business success depends upon my reputation in the industry. If reports such as these – which are commissioned by customers, contain confidential analysis, and are intended to remain confidential – are made part of the public record, my future business as a consultant will certainly be harmed.

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

Betty Prince

Betty Prince, PhD
Executed on April 15, 2003

EXHIBIT 2

REDACTED

CERTIFICATE OF SERVICE

I certify that on April 18, 2003, I served by hand delivery and mail NON-PARTY BETTY PRINCE'S MOTION FOR *IN CAMERA* PROTECTION OF DOCUMENTS on the following counsel to the parties to this proceeding:

The ALJ

The Honorable Stephen J. McGuire
Administrative Law Judge
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and by facsimile and mail to:

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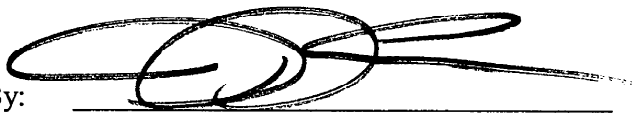
COPY CERTIFICATION

I certify that the electronic version of NON-PARTY DR. BETTY PRINCE'S MOTION FOR *IN CAMERA* PROTECTION OF DOCUMENTS filed by electronic mail with the Secretary of the Commission is a true and accurate copy of the paper original and that a paper copy with original signature has been filed with the Secretary of the Commission on this day.

Dated April 18, 2003

By: 

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