

UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION  
OFFICE OF ADMINISTRATIVE LAW JUDGES

ORIGINAL



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In the Matter of )

Polypore International, Inc., )  
a corporation, )

Respondent. )  
-----

) Docket No. 9327  
)  
)  
)  
)  
)

**STIPULATION AND [PROPOSED] PROTECTIVE ORDER**  
**GOVERNING DISCOVERY FROM**  
**HOLLINGSWORTH & VOSE COMPANY**

WHEREAS, on December 31, 2008, Respondent, Polypore International, Inc., served on third-party Hollingsworth & Vose Company ("H&V") a subpoena *duces tecum* (the "Subpoena"), a copy of which is attached hereto as Exhibit 1. The Subpoena called for numerous categories of highly-confidential, proprietary, trade secret and competitively-sensitive documents.

WHEREAS, on January 26, 2009, Complaint Counsel served subpoenas for testimony on three H&V employees. (A copy of each of those subpoenas are attached hereto as Exhibits 2, 3 and 4). These subpoenas on H&V employees called for testimony relating to the confidential, proprietary, trade secret and competitively-sensitive documents requested by Respondent (the "H&V Highly Confidential Material").

WHEREAS, the disclosure of the H&V Highly Confidential Material to Respondent would cause harm to H&V's competitive position.

WHEREAS, the Protective Order Governing Discovery Material dated October 23, 2008 and entered in this matter permits discovery from third parties to be disclosed, under certain circumstances, to employees of the Respondent, and at any time to Respondent's in-house Special Counsel. Since any disclosure to Respondent would compromise H&V's competitive position, H&V has sought to prohibit the disclosure of its Highly Confidential Material directly to Respondent, including to its in-house Special Counsel, while permitting disclosure to Respondent's outside counsel, experts and consultants.

WHEREAS, the parties have agreed to stipulate to the proposed Protective Order Governing Discovery from Hollingsworth & Vose Company (the "H&V Protective Order"),

attached hereto as Exhibit 5, providing for a "H&V Highly Confidential" designation for such competitively-sensitive documents and testimony. Under the proposed H&V Protective Order, documents or testimony designated "H&V Highly Confidential" may not be disclosed to any officer, director, employee or representative of Respondent, except for any author or recipient of the document or Respondent's outside counsel and consultants or experts retained by Respondent for purposes of this matter; and

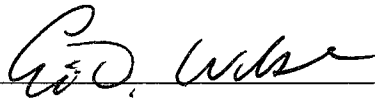
WHEREFORE, the Parties respectfully request the entry of the proposed Protective Order Governing Discovery from Hollingsworth & Vose Company, attached hereto as Exhibit 5.

Date: February 3, 2009

By  \_\_\_\_\_

Kathryn K. Conde  
Jonathan D. Persky  
NUTTER MCCLENNEN & FISH LLP  
155 Seaport Boulevard  
World Trade Center West  
Boston, MA 02210  
Tel: (617) 439-2000  
Fax: (617) 310-9000  
E-mail: [kconde@nutter.com](mailto:kconde@nutter.com)  
[jpersky@nutter.com](mailto:jpersky@nutter.com)

*Attorneys for Hollingsworth & Vose Company*

By  \_\_\_\_\_

William R. Rikard, Jr.  
Eric D. Welsh  
PARKER POE ADAMS & BERNSTEIN LLP  
Three Wachovia Center  
401 South Tryon Street, Suite 3000  
Charlotte, NC 28202  
Tel: (704) 372-9000  
Fax: (704) 334-4706  
E-mail: [williamrikard@parkerpoe.com](mailto:williamrikard@parkerpoe.com)  
[ericwelsh@parkerpoe.com](mailto:ericwelsh@parkerpoe.com)

*Attorneys for Respondent*

CERTIFICATE OF SERVICE

I hereby certify that on February 3, 2009, I filed via overnight delivery and electronic mail delivery an original and two copies of the foregoing Stipulation and [Proposed] Protective Order Governing Discovery from Hollingsworth & Vose Company and that the electronic copy is a true and correct copy of the paper original and that a paper copy with an original signature is being filed with:

Donald S. Clark, Secretary  
Office of the Secretary  
Federal Trade Commission  
600 Pennsylvania Avenue, NW, Rm. H-135  
Washington, DC 20580  
*secretary@ftc.gov*

I hereby certify that on February 3, 2009, I caused to be served one copy via electronic delivery and two copies via overnight mail delivery a copy of the foregoing Stipulation and [Proposed] Protective Order Governing Discovery from Hollingsworth & Vose Company upon:

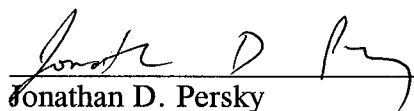
The Honorable D. Michael Chappell  
Administrative Law Judge  
Federal Trade Commission  
600 Pennsylvania Avenue, NW  
Washington, DC 20580  
*oalj@ftc.gov*

I hereby certify that on February 3, 2009, I caused to be served via electronic delivery and first-class mail delivery a copy of the foregoing Stipulation and [Proposed] Protective Order Governing Discovery from Hollingsworth & Vose Company upon:

William L. Rikard, Jr.  
Parker, Poe, Adams & Bernstein, LLP  
401 South Tryon Street, Suite 3000  
Charlotte, North Carolina 28202  
*willamrikard@parkerpoe.com*

J. Robert Robertson, Esq.  
Bureau of Competition  
Federal Trade Commission  
600 Pennsylvania Avenue, NW  
Washington, DC 20580  
*rrobertson@ftc.gov*

Steven Dahm, Esq.  
Bureau of Competition  
Federal Trade Commission  
600 Pennsylvania Avenue, NW  
Washington, DC 20580  
*sdahm@ftc.gov*

  
Jonathan D. Persky

TAB

1



**SUBPOENA DUCES TECUM**  
 Issued Pursuant to Rule 3.34(b), 16 C.F.R. § 3.34(b)(1997)

1. TO  
 Hollingsworth & Vose Company  
 112 Washington Street  
 East Walpole, MA 02032

2. FROM  
  
 UNITED STATES OF AMERICA  
 FEDERAL TRADE COMMISSION

This subpoena requires you to produce and permit inspection and copying of designated books, documents (as defined in Rule 3.34(b)), or tangible things - or to permit inspection of premises - at the date and time specified in Item 5, at the request of Counsel listed in Item 9, in the proceeding described in Item 6.

3. PLACE OF PRODUCTION OR INSPECTION  
 Parker Poe Adams & Bernstein, LLP  
 Three Wachovia Center  
 401 S. Tryon Street, Suite 3000  
 Charlotte, NC 28202

4. MATERIAL WILL BE PRODUCED TO  
 Polypore International, Inc.

5. DATE AND TIME OF PRODUCTION OR INSPECTION  
 January 15, 2009 at 10:00 AM

6. SUBJECT OF PROCEEDING  
  
 In the Matter of Polypore International, Inc., Docket No. 9327

7. MATERIAL TO BE PRODUCED  
  
 Documents identified in the attached specifications.

8. ADMINISTRATIVE LAW JUDGE  
  
 The Honorable D. Michael Chappell  
  
 Federal Trade Commission  
 Washington, D.C. 20580

9. COUNSEL REQUESTING SUBPOENA  
  
 Eric D. Welsh  
 704-335-9052  
 Counsel for Respondent

DATE ISSUED  
  
 October 24, 2008

SECRETARY'S SIGNATURE

**GENERAL INSTRUCTIONS**

**APPEARANCE**

The delivery of this subpoena to you by any method prescribed by the Commission's Rules of Practice is legal service and may subject you to a penalty imposed by law for failure to comply.

**MOTION TO LIMIT OR QUASH**

The Commission's Rules of Practice require that any motion to limit or quash this subpoena be filed within the earlier of 10 days after service or the time for compliance. The original and ten copies of the petition must be filed with the Secretary of the Federal Trade Commission, accompanied by an affidavit of service of the document upon counsel listed in Item 9, and upon all other parties prescribed by the Rules of Practice.

**TRAVEL EXPENSES**

The Commission's Rules of Practice require that fees and mileage be paid by the party that requested your appearance. You should present your claim to counsel listed in Item 9 for payment. If you are permanently or temporarily living somewhere other than the address on this subpoena and it would require excessive travel for you to appear, you must get prior approval from counsel listed in Item 9.

This subpoena does not require approval by OMB under the Paperwork Reduction Act of 1980.

**RETURN OF SERVICE**

*I hereby certify that a duplicate original of the within subpoena was duly served: (check the method used)*

- in person.*
- by registered mail.*
- by leaving copy at principal office or place of business, to wit:*

.....  
.....  
.....  
.....

*on the person named herein on:*

.....  
(Month, day, and year)

.....  
(Name of person making service)

.....  
(Official title)

**SUBPOENA DUCES TECUM ISSUED TO HOLLINGSWORTH & VOSE COMPANY  
ON BEHALF OF POLYPORE INTERNATIONAL, INC.  
FTC DOCKET NO. 9327**

**EXHIBIT A**

**I. REQUESTS**

1. Documents sufficient to show the nature of any product in development or improvement projects by H&V intended to compete with PE lead acid battery separators.
2. Documents sufficient to show the nature of any product in development or improvement projects by any Third Party intended to compete with PE lead acid battery separators.
3. Documents sufficient to show H&V'S market share for battery separators (including absorptive glass mat ("AGM")) in (a) North America and (b) the world.
4. Documents sufficient to show H&V's market share for AGM battery separators by product end use, application or other classification used by H&V to record its market share for the sale of battery separators.
5. All documents relating to any actual or potential competitor of H&V for AGM or PE battery separators.
6. All documents relating to the level or state of competition in the battery separator business prior to February 29, 2008.
7. All documents relating to the level or state of competition in the battery separator business after February 29, 2008.
8. All scientific or presentation papers, market studies or reports, discussing or concerning the difference in pricing between PE and AGM separators or between batteries containing such separators during the period of January 1, 2003 to February 29, 2008.
9. All scientific or presentation papers, market studies or reports, discussing or concerning the difference in pricing between PE and AGM separators or between batteries containing such separators after February 29, 2008.
10. All documents relating to any communication between H&V and (a) Johnson Controls, Inc. ("JCI"), (b) Exide Technologies ("Exide"), (c) EnerSys, (d) East Penn Manufacturing Co., Inc. ("East Penn"), (e) Crown Battery Manufacturing Co. ("Crown"), (f) Trojan Battery Co. ("Trojan"), (g) US Battery Manufacturing Co. ("US Battery"), (h) C&D Technologies, Inc. ("C&D"), or (i) any other entity manufacturing lead acid batteries for sale in North America, concerning: (i) any actual or potential contract or agreement between such entity and H&V for the sale and purchase of battery separators, (ii) contemporaneous or future

prices of battery separators, (iii) Polypore, (iv) ENTEK International LLC ("ENTEK") or (v) Microporous.

11. All documents constituting or reflecting any actual or potential contract or agreement between H&V and (a) JCI, (b) Exide, (c) EnerSys, (d) East Penn, (e) Crown, (f) Trojan, (g) US Battery, (h) C&D, or (i) any other entity manufacturing lead acid batteries for sale in North America, for the sale by H&V to such entity of battery separators.

12. Documents sufficient to show the identity and nature of any product, either in commercial production or under development, that competes or is expected to compete with any AGM battery separator manufactured by H&V.

13. For each H&V facility that has manufactured or is currently manufacturing battery separators, documents sufficient to show the total annual volume of battery separators manufactured at such facility, including documents reflecting the amount of product sold by dollar amount, units, square meters, and product type or brand.

14. For all products responsive to Request No. 13, documents sufficient to show the destination of the shipment of such product.

15. Documents sufficient to reflect the percentage of AGM battery separators sold by H&V annually under contract with a duration in excess of one year as compared to total sales of battery separators by H&V during the same period of time.

16. All documents relating to any potential entry of Microporous into the business of manufacturing battery separators for sale to manufacturers of lead acid batteries for automotive use.

17. All documents discussing or mentioning the actual or potential acquisition of Microporous by Polypore.

18. All documents reflecting any analysis or comparison of performance characteristics between AGM separators and PE-based or PE-rubber based separators.

19. All documents relating to the negotiation of the Cross Agency Agreement, entered into as of March 23, 2001 by H&V and Polypore (the "Cross Agency Agreement").

20. All documents relating to any amendment to or renewal of the Cross Agency Agreement.

21. All documents relating to H&V's and/or Polypore's performance under the Cross Agency Agreement, including without limitation, documents concerning joint marketing efforts and sales calls.

22. All documents, including affidavits and statements, which H&V provided to the FTC relating in any way to Polypore or Microporous.



23. A copy of any transcript of any testimony, deposition or investigational hearing conducted in the Polypore Matter.

24. All documents evidencing, relating or referring to communications between the FTC and H&V relating in any way to Polypore or Microporous.

## II. INSTRUCTIONS AND DEFINITIONS

1. "Document" means the complete original or a true, correct and complete copy and any non-identical copies of any written or graphic matter, no matter how produced, recorded, stored or reproduced, including, but not limited to, any writing, letter, e-mail, envelope, telegram, meeting minute, memorandum, statement, affidavit, declaration, book, record, survey, map, study, handwritten note, working paper, chart, index tabulation, graph, tape, data sheet, data processing card, printout, microfilm, index, computer readable media or other electronically stored data, appointment book, diary, diary entry, calendar, desk pad, telephone message slip, note of interview or communication or any other data compilation in your possession, custody or control, including all drafts or all such documents. "Document" also includes every writing, drawing, graph, chart, photograph, phono record, tape and other data compilations from which information can be obtained, translated, if necessary, by Hollingsworth & Vose Company through detection devices into reasonably usable form, and includes all drafts and all copies of every such writing or record that contain any commentary, notes, or marking whatsoever not appearing on the original.

2. "You" "your" and "H&V" for purposes of this request, means Hollingsworth & Vose Company or any of its parents, divisions, subdivisions, subsidiaries, affiliates, members, officers, directors or managing agents, attorneys, employees, consultants, agents, as well as any predecessors in interest, and all other persons acting or purporting to act on its behalf.

3. "Polypore" for the purposes of this request, means the Polypore International, Inc. and any subsidiary or division thereof, including without limitation, Daramic, LLC, including their respective employees.

4. "Microporous" for the purposes of this request, means the Microporous Products, L.P., and any affiliate, subsidiary or division thereof, and their respective employees, officers, directors, partners, attorneys and agents.
5. "FTC" means the Federal Trade Commission, and any of its directors, commissioners, employees, consultants and agents.
6. "Polypore matter" means the investigation conducted by the FTC under Rule No. 081-0131 and this Administrative Proceeding, Docket No. 9327.
7. "Investigation" means any FTC investigation, whether formal or informal, public or non-public.
8. "Third Party" means any person; corporate entity; partnership; association; joint venture; state, federal or local governmental agency, authority or official; research or trade association; or any other entity other than Hollingsworth & Vose Company or any of its subsidiaries or affiliates.
9. "Complaint" means the Complaint issued by the Federal Trade Commission to Polypore International, Inc. in Docket No. 9327.
10. "Relating to" means in whole or in part constituting, containing, concerning, discussing, describing, analyzing, identifying or stating.
11. Unless otherwise stated, the relevant time period for these requests is January 1, 2003 to the present.
12. The use of the singular shall be deemed to include the plural and vice versa.
13. The terms "and" and "or" shall be interpreted liberally as conjunctive, disjunctive, or both, depending on the context, so as to have their broadest meaning.

14. Whenever necessary to bring within the scope of a request all documents that might otherwise be construed to be outside its scope, the use of a verb in any tense shall be construed as the use of the verb in all other tenses.

15. The term "all" includes any and vice versa.

16. If you object to any part of a document request under the FTC Rules of Practice §3.37(b), set forth the basis for your objection and respond to all parts of the document request to which you do not object. No part of a document request shall be left unanswered merely because an objection is interposed to another part of a document request.

17. All documents that respond, in whole or in part, to any portion of any document request shall be produced in their entirety, including all attachments, enclosures, cover memoranda and post-it notes.

18. If a document database is provided, provide an explanation of the definitions used and the fields existing in such database.

19. If any privilege is claimed as a ground for not producing any document, provide for each such document withheld on the basis of privilege all information required by FTC Rules of Practice §3.38A.

20. In the event that any responsive document was, but is no longer in your possession, state what disposition was made of it, when, and the reason for such disposition. In the event that a responsive document has been destroyed or returned to a Third Party, state (i) the reason for such document's destruction or return, the date on which the document was destroyed or returned, and the Third Party to whom the document was returned or on whose behalf the document was destroyed; (ii) the name, title, and location thereof within Hollingsworth & Vose Company of the individual in whose possession, custody or control the document was when it was destroyed or

returned; and (iii) the name, title, and location thereof within Hollingsworth & Vose Company of the individual who destroyed or returned the document.

21. These document requests are continuing in nature, up to and during the course of the adjudicative hearing. All documents sought by these requests that you obtain or locate after you serve your responses must be immediately produced to counsel for Polypore by supplementary response.

UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of )

Docket No. 9327

Polypore International, Inc., )  
a corporation. )

PUBLIC DOCUMENT

CERTIFICATE OF SERVICE

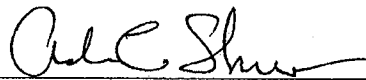
I hereby certify that on December 30, 2008, I caused to be served one copy via electronic mail delivery and two copies via overnight mail delivery of the foregoing Subpoena Duces Tecum upon:

The Honorable D. Michael Chappell  
Administrative Law Judge  
Federal Trade Commission  
600 Pennsylvania Avenue, NW  
Washington, DC 20580  
oalj@ftc.gov

I hereby certify that on December 30, 2008, I caused to be served via first-class mail delivery and electronic mail delivery a copy of the foregoing *Subpoena Duces Tecum* upon:

J. Robert Robertson, Esq.  
Federal Trade Commission  
600 Pennsylvania Avenue, NW  
Washington, DC 20580  
rrobertson@ftc.gov

Steven Dahm, Esq.  
Federal Trade Commission  
600 Pennsylvania Avenue, NW  
Washington, DC 20580  
sdahm@ftc.gov



Adam C. Shearer  
Parker Poe Adams & Bernstein LLP  
Three Wachovia Center  
401 South Tryon Street, Suite 3000  
Charlotte, NC 28202  
Telephone: (704) 335-9050  
Facsimile: (704) 334-4706

TAB

2



# SUBPOENA AD TESTIFICANDUM

Issued Pursuant to Rule 3.34(a)(1), 16 C.F.R. § 3.34(a)(1) (1997)

<p>1. TO Mr. Kevin Porter of Hollingsworth &amp; Vose Co. c/o Kathryn K. Conde, Esq. Nutter McClennen &amp; Fish LLP World Trade Center West 155 Seaport Boulevard Boston, MA 02210-2604</p>	<p>2. FROM  UNITED STATES OF AMERICA FEDERAL TRADE COMMISSION</p>
--	---

This subpoena requires you to appear and give testimony, at the date and time specified in Item 5, at the request of Counsel listed in Item 8, in the proceeding described in Item 6.

<p>3. PLACE OF HEARING  Bingham McCutchen LLP One Federal Street Boston, MA 02110</p>	<p>4. YOUR APPEARANCE WILL BE BEFORE Stephen Antonio, Esq., (202) 326-2536 Joel Christie, Esq., (202) 326-3297</p> <hr/> <p>5. DATE AND TIME OF HEARING OR DEPOSITION  February 4, 2009 at 11:00 a.m.</p>
---	---

6. SUBJECT OF PROCEEDING

In the Matter of Polypore, International, Inc., Docket No. 9327

This subpoena calls for the testimony of the witness concerning the matters in the attached list of topics.

<p>7. ADMINISTRATIVE LAW JUDGE  D. Michael Chapell  Federal Trade Commission Washington, D.C. 20580</p>	<p>8. COUNSEL REQUESTING SUBPOENA  J. Robert Robertson, Esq. Complaint Counsel Federal Trade Commission 600 Pennsylvania Avenue, NW Washington, DC 20580 (202) 326-2008</p>
---	---

<p>DATE ISSUED <i>October 16, 2008</i></p>	<p>SECRETARY'S SIGNATURE <i>Donald S. Clark</i></p>
--	---

### GENERAL INSTRUCTIONS

#### APPEARANCE

The delivery of this subpoena to you by any method prescribed by the Commission's Rules of Practice is legal service and may subject you to a penalty imposed by law for failure to comply.

#### MOTION TO LIMIT OR QUASH

The Commission's Rules of Practice require that any motion to limit or quash this subpoena be filed within the earlier of 10 days after service or the time for compliance. The original and ten copies of the petition must be filed with the Secretary of the Federal Trade Commission, accompanied by an affidavit of service of the document upon counsel listed in Item 8, and upon all other parties prescribed by the Rules of Practice.

#### TRAVEL EXPENSES

The Commission's Rules of Practice require that fees and mileage be paid by the party that requested your appearance. You should present your claim to Counsel listed in Item 8 for payment. If you are permanently or temporarily living somewhere other than the address on this subpoena and it would require excessive travel for you to appear, you must get prior approval from Counsel listed in Item 8.

This subpoena does not require approval by OMB under the Paperwork Reduction Act of 1980.



**RETURN OF SERVICE**

*I hereby certify that a duplicate original of the within subpoena was duly served: (check the method used)*

- in person.*
- by registered mail.*
- by leaving copy at principal office or place of business, to wit:*

.....  
.....  
.....  
.....

*on the person named herein on:*

.....  
(Month, day, and year)

.....  
(Name of person making service)

.....  
(Official title)

UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION


_____	)	
<b>In the Matter of</b>	)	
	)	<b>Docket No. 9327</b>
<b>Polypore International, Inc.</b>	)	
<b>    a corporation.</b>	)	
_____	)	

NOTICE OF DEPOSITION OF KEVIN PORTER

PLEASE TAKE NOTICE, that pursuant to Rule 3.33(a) of the Federal Trade Commission's Rules of Practice for Adjudicative Proceedings (16 C.F.R. §§ 3.33(a)), Complaint Counsel will take the deposition of Kevin Porter of Hollingsworth & Vose Company concerning the attached list of topics. This deposition will be conducted before a person authorized by law to administer oaths. The testimony will be recorded by stenographic and/or video means. The testimony will be taken at the Bingham McCutchen LLP, One Federal Street, Boston, MA 02110 on February 4, 2009 at 11:00 a.m.

Dated: January 23, 2009

Respectfully submitted,

  
\_\_\_\_\_  
J. Robert Robertson  
Steven A. Dahm  
Bureau of Competition  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W.  
Washington, D.C. 20580

**SUBPOENA AD TESTIFICANDUM ISSUED TO KEVIN PORTER**

**TOPICS ON WHICH WITNESS WILL TESTIFY**

- (1) Discussions, meetings and documents between Daramic and H&V that lead up to the signing of the Cross Agency Agreement, including but not limited to, the drafting and signing of the letter of intent and the confidentiality agreement;
- (2) The Cross Agency Agreement entered into by H&V and Daramic on or about March 23, 2001, including any exhibits, addenda, amendments or modifications thereto;
- (3) Competition in the manufacture and/or sale of PE, AGM and any related battery separator products, including but not limited to, Daramic's attempts to develop AGM separators, or attempts by H&V to develop or enter PE separator production;
- (4) Documents submitted by H&V in connection with the FTC's investigation of the acquisition of Microporous Products, L.P. by Daramic LLC;
- (5) Communication within H&V, or between H&V and Daramic, concerning the manufacture and/or sale of PE battery separator products;
- (6) The acquisition of Corydon from Exide by Daramic, including but not limited to the offer that H&V submitted and any conversations or meeting H&V may have had with Bowles Hollowell Conner or other companies who bid for Exide's Corydon facility; and
- (7) H&V inquiry to purchase Microporous.

TAB

3



# SUBPOENA AD TESTIFICANDUM

Issued Pursuant to Rule 3.34(a)(1), 16 C.F.R. § 3.34(a)(1) (1997)

1. TO  
 Mr. Bob Cullen of Hollingsworth & Vose Co.  
 c/o Kathryn K. Conde, Esq.  
 Nutter McClennen & Fish LLP  
 World Trade Center West  
 155 Seaport Boulevard  
 Boston, MA 02210-2604

2. FROM  
  
 UNITED STATES OF AMERICA  
 FEDERAL TRADE COMMISSION

This subpoena requires you to appear and give testimony, at the date and time specified in Item 5, at the request of Counsel listed in Item 8, in the proceeding described in Item 6.

3. PLACE OF HEARING  
  
 Bingham McCutchen LLP  
 One Federal Street  
 Boston, MA 02110

4. YOUR APPEARANCE WILL BE BEFORE  
 Stephen Antonio, Esq., (202) 326-2536  
 Joel Christie, Esq., (202) 326-3297

5. DATE AND TIME OF HEARING OR DEPOSITION  
  
 February 5, 2009 at 10 a.m.

6. SUBJECT OF PROCEEDING  
  
 In the Matter of Polypore, International, Inc., Docket No. 9327  
  
 This subpoena calls for the testimony of the witness concerning the matters in the attached list of topics.

7. ADMINISTRATIVE LAW JUDGE  
  
 D. Michael Chapell  
  
 Federal Trade Commission  
 Washington, D.C. 20580

8. COUNSEL REQUESTING SUBPOENA  
  
 J. Robert Robertson, Esq.  
 Complaint Counsel  
 Federal Trade Commission  
 600 Pennsylvania Avenue, NW  
 Washington, DC 20580  
 (202) 326-2008

DATE ISSUED  
 October 16, 2008

SECRETARY'S SIGNATURE

### GENERAL INSTRUCTIONS

#### APPEARANCE

The delivery of this subpoena to you by any method prescribed by the Commission's Rules of Practice is legal service and may subject you to a penalty imposed by law for failure to comply.

#### MOTION TO LIMIT OR QUASH

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**RETURN OF SERVICE**

*I hereby certify that a duplicate original of the within subpoena was duly served: (check the method used)*

- in person.*
- by registered mail.*
- by leaving copy at principal office or place of business, to wit:*

.....  
.....  
.....  
.....

*on the person named herein on:*

.....  
(Month, day, and year)

.....  
(Name of person making service)

.....  
(Official title)

**UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION**


	)	
In the Matter of	)	
	)	Docket No. 9327
Polypore International, Inc.	)	
a corporation.	)	
	)	

**NOTICE OF DEPOSITION OF BOB CULLEN**

PLEASE TAKE NOTICE, that pursuant to Rule 3.33(a) of the Federal Trade Commission's Rules of Practice for Adjudicative Proceedings (16 C.F.R. §§ 3.33(a)), Complaint Counsel will take the deposition of Bob Cullen of Hollingsworth & Vose Company concerning the attached list of topics. This deposition will be conducted before a person authorized by law to administer oaths. The testimony will be recorded by stenographic and/or video means. The testimony will be taken at the offices of Bingham McCutchen LLP, One Federal Street, Boston, MA 02110 on February 5, 2009 at 10 a.m.

Dated: January 23, 2009

Respectfully submitted,



\_\_\_\_\_  
J. Robert Robertson  
Steven A. Dahm  
Bureau of Competition  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W.  
Washington, D.C. 20580

**SUBPOENA AD TESTIFICANDUM ISSUED TO BOB CULLEN**

**TOPICS ON WHICH WITNESS WILL TESTIFY**

- (1) Discussions, meetings and documents between Daramic and H&V that lead up to the signing of the Cross Agency Agreement, including but not limited to, the drafting and signing of the letter of intent and the confidentiality agreement;
- (2) The Cross Agency Agreement entered into by H&V and Daramic on or about March 23, 2001, including any exhibits, addenda, amendments or modifications thereto;
- (3) Competition in the manufacture and/or sale of PE, AGM and any related battery separator products, including but not limited to, Daramic's attempts to develop AGM separators, or attempts by H&V to develop or enter PE separator production;
- (4) Documents submitted by H&V in connection with the FTC's investigation of the acquisition of Microporous Products, L.P. by Daramic LLC;
- (5) Communication within H&V, or between H&V and Daramic, concerning the manufacture and/or sale of PE battery separator products;
- (6) The acquisition of Corydon from Exide by Daramic, including but not limited to the offer that H&V submitted and any conversations or meeting H&V may have had with Bowles Hollowell Conner or other companies who bid for Exide's Corydon facility; and
- (7) H&V inquiry to purchase Microporous.



TAB

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# SUBPOENA AD TESTIFICANDUM

Issued Pursuant to Rule 3.34(a)(1), 16 C.F.R. § 3.34(a)(1) (1997)

1. TO  
Mr. Tom White of Hollingsworth & Vose Co.  
c/o Kathryn K. Conde, Esq.  
Nutter McClennen & Fish LLP  
World Trade Center West  
155 Seaport Boulevard  
Boston, MA 02210-2604

2. FROM  
  
UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION

This subpoena requires you to appear and give testimony, at the date and time specified in Item 5, at the request of Counsel listed in Item 8, in the proceeding described in Item 6.

3. PLACE OF HEARING  
  
Bingham McCutchen LLP  
One Federal Street  
Boston, MA 02110

4. YOUR APPEARANCE WILL BE BEFORE  
Stephen Antonio, Esq., (202) 326-2536  
Joel Christie, Esq., (202) 326-3297

5. DATE AND TIME OF HEARING OR DEPOSITION  
  
February 6, 2009 at 10 a.m.

6. SUBJECT OF PROCEEDING

In the Matter of Polypore, International, Inc., Docket No. 9327

This subpoena calls for the testimony of the witness concerning the matters in the attached list of topics.

7. ADMINISTRATIVE LAW JUDGE  
  
D. Michael Chapell  
  
Federal Trade Commission  
Washington, D.C. 20580

8. COUNSEL REQUESTING SUBPOENA  
  
J. Robert Robertson, Esq.  
Complaint Counsel  
Federal Trade Commission  
600 Pennsylvania Avenue, NW  
Washington, DC 20580  
(202) 326-2008

DATE ISSUED

October 16, 2008

SECRETARY'S SIGNATURE

*Donald S. Clark*

### GENERAL INSTRUCTIONS

#### APPEARANCE

The delivery of this subpoena to you by any method prescribed by the Commission's Rules of Practice is legal service and may subject you to a penalty imposed by law for failure to comply.

#### MOTION TO LIMIT OR QUASH

The Commission's Rules of Practice require that any motion to limit or quash this subpoena be filed within the earlier of 10 days after service or the time for compliance. The original and ten copies of the petition must be filed with the Secretary of the Federal Trade Commission, accompanied by an affidavit of service of the document upon counsel listed in Item 8, and upon all other parties prescribed by the Rules of Practice.

#### TRAVEL EXPENSES

The Commission's Rules of Practice require that fees and mileage be paid by the party that requested your appearance. You should present your claim to Counsel listed in Item 8 for payment. If you are permanently or temporarily living somewhere other than the address on this subpoena and it would require excessive travel for you to appear, you must get prior approval from Counsel listed in Item 8.

This subpoena does not require approval by OMB under the Paperwork Reduction Act of 1980.

**RETURN OF SERVICE**

*I hereby certify that a duplicate original of the within subpoena was duly served: (check the method used)*

- in person.*
- by registered mail.*
- by leaving copy at principal office or place of business, to wit:*

.....  
.....  
.....  
.....

*on the person named herein on:*

.....  
(Month, day, and year)

.....  
(Name of person making service)

.....  
(Official title)

UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION

\_\_\_\_\_  
In the Matter of )  
 )

Polypore International, Inc. )  
a corporation. )  
\_\_\_\_\_ )

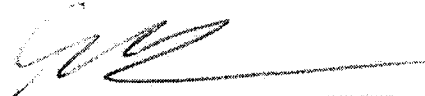
) Docket No. 9327  
)  
)  
)  
)

NOTICE OF DEPOSITION OF TOM WHITE

PLEASE TAKE NOTICE, that pursuant to Rule 3.33(a) of the Federal Trade Commission's Rules of Practice for Adjudicative Proceedings (16 C.F.R. §§ 3.33(a)), Complaint Counsel will take the deposition of Tom White concerning the attached list of topics. This deposition will be conducted before a person authorized by law to administer oaths. The testimony will be recorded by stenographic and/or video means. The testimony will be taken at the offices of Bingham McCutchen LLP, One Federal Street, Boston, MA 02110 on February 6, 2009 at 10 a.m.

Dated: January 23, 2009

Respectfully submitted,

  
\_\_\_\_\_  
J. Robert Robertson  
Steven A. Dahm  
Bureau of Competition  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W.  
Washington, D.C. 20580

**SUBPOENA AD TESTIFICANDUM ISSUED TO TOM WHITE**

**TOPICS ON WHICH WITNESS WILL TESTIFY**

- (1) Discussions, meetings and documents between Daramic and H&V that lead up to the signing of the Cross Agency Agreement, including but not limited to, the drafting and signing of the letter of intent and the confidentiality agreement;
- (2) The Cross Agency Agreement entered into by H&V and Daramic on or about March 23, 2001, including any exhibits, addenda, amendments or modifications thereto;
- (3) Competition in the manufacture and/or sale of PE, AGM and any related battery separator products, including but not limited to, Daramic's attempts to develop AGM separators, or attempts by H&V to develop or enter PE separator production;
- (4) Documents submitted by H&V in connection with the FTC's investigation of the acquisition of Microporous Products, L.P. by Daramic LLC;
- (5) Communication within H&V, or between H&V and Daramic, concerning the manufacture and/or sale of PE battery separator products;
- (6) The acquisition of Corydon from Exide by Daramic, including but not limited to the offer that H&V submitted and any conversations or meeting H&V may have had with Bowles Hollowell Conner or other companies who bid for Exide's Corydon facility; and
- (7) H&V inquiry to purchase Microporous.

CERTIFICATE OF SERVICE

I hereby certify that on January 26, 2000, I served *via* electronic mail and express mail the original and a copy of the foregoing Subpoenas *Ad Testificandum* and Deposition Notices of Kevin Porter, Bob Cullen and Tom White with:

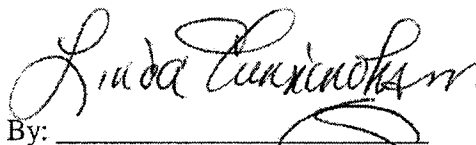
Kathryn K. Conde, Esq.  
Nutter McClennen & Fish LLP  
World Trade Center West  
155 Seaport Boulevard  
Boston, MA 02210-2604

I hereby certify that on January 26, 2000, I served *via* electronic mail and express mail two copies of the foregoing Subpoenas *Ad Testificandum* and Deposition Notices of Kevin Porter, Bob Cullen and Tom White with:

Daniel S. Savrin, Esq.  
Bingham McCutchen LLP  
One Federal Street  
Boston, MA 02110-1726

I hereby certify that on January 23, 2000, I served *via* electronic mail and first class mail two copies of the foregoing Subpoenas *Ad Testificandum* and Deposition Notices of Kevin Porter, Bob Cullen and Tom White with:

William L. Rikard, Jr., Esq.  
Eric D. Welsh, Esq.  
Parker, Poe, Adams & Bernstein, LLP  
401 South Tryon Street, Suite 3000  
Charlotte, North Carolina 28202  
[williamrikard@parkerpoe.com](mailto:williamrikard@parkerpoe.com)  
[ericwelsh@parkerpoe.com](mailto:ericwelsh@parkerpoe.com)

  
By: \_\_\_\_\_

Linda D. Cunningham  
Federal Trade Commission  
600 Pennsylvania Avenue, NW  
Washington, DC 20580  
Telephone: (202) 326-2638  
[lcunningham@ftc.gov](mailto:lcunningham@ftc.gov)

TAB

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**UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION  
OFFICE OF ADMINISTRATIVE LAW JUDGES**

-----  
In the Matter of )  
 )  
 )  
Polypore International, Inc., ) Docket No. 9327  
 a corporation, )  
 )  
Respondent. )  
-----

**[PROPOSED] PROTECTIVE ORDER GOVERNING DISCOVERY  
FROM HOLLINGSWORTH & VOSE COMPANY**

On December 31, 2008, Respondent, Polypore International, Inc., served on third-party Hollingsworth & Vose Company (“H&V”) a subpoena duces tecum calling for the production of highly-confidential, proprietary, trade secret and other competitively-sensitive documents (the “H&V Highly Confidential Material”). Thereafter, on January 26, 2009, Complaint Counsel served subpoenas on three H&V employees calling for testimony concerning the H&V Highly Confidential Material. H&V objected to the disclosure of any of its Highly Confidential Material to Respondent’s officers, directors, employees or representatives, including to its in-house or Special Counsel, on the ground that the disclosure could harm the competitive position of H&V.

Complaint Counsel, Respondent and H&V have stipulated and agreed that in order to protect against improper use and disclosure of H&V’s competitively-sensitive information to officers, directors, employees or representatives of Respondent, it is necessary to amend the Protective Order Governing Discovery Material dated October 23 2008 (the “October 23 Protective Order”) as to H&V to provide for an additional designation for highly confidential



discovery material that shall not be disclosed to Respondent, other than to its outside counsel and its experts or consultants.

Based upon the Stipulation of the Parties, IT IS HEREBY ORDERED that the October 23 Protective Order is amended as follows:

1. Discovery Material produced in this matter designated “H&V HIGHLY CONFIDENTIAL/OUTSIDE COUNSEL AND EXPERTS ONLY/FTC Docket No. 9327” shall be disclosed only to the categories of persons identified in sub-paragraphs 9(a) – 9(d), 9(f) and 9(k) of the October 23 Protective Order, to Complaint Counsel and to any officer, director, employee or representative of H&V, and any witness or deponent who authored or received the document in question; provided that the document reflects that the witness or deponent authored or received the document or counsel for H&V stipulates or otherwise agrees in writing that the witness or deponent was an author or recipient.

2. Any expert or consultant receiving H&V Highly Confidential Material shall be provided with a copy of this Order and shall execute the acknowledgment in the form attached hereto as Exhibit A;

3. All deposition transcripts shall be treated as Confidential Material in accordance with the October 23 Protective Order, unless the testimony concerns a document marked H&V Highly Confidential or unless counsel designates testimony as H&V Highly Confidential on the record, in which case such testimony and any information contained in such testimony shall be treated as H&V Highly Confidential, in accordance with the terms of this Protective Order Governing Discovery from Hollingsworth & Vose Company.

4. Except as provided otherwise herein, all H&V Highly Confidential Material shall be treated in accordance with the terms of the October 23 Protective Order governing Confidential Material.

5. Except as provided otherwise herein, the provisions of the October 23 Protective Order shall remain unaltered.

ORDERED:

Date: February \_\_\_\_, 2009

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D. Michael Chappell  
Administrative Law Judge

EXHIBIT A  
UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION  
OFFICE OF ADMINISTRATIVE LAW JUDGES

-----  
In the Matter of )  
 )  
Polypore International, Inc., ) Docket No. 9327  
a corporation. )  
 )  
 )  
-----

**DECLARATION CONCERNING PROTECTIVE  
ORDER GOVERNING DISCOVERY FROM  
HOLLINGSWORTH & VOSE COMPANY**

I, \_\_\_\_\_, hereby declare and certify the following to be true:

1. [Statement of employment]

2. I have read the Protective Order Governing Discovery from Hollingsworth & Vose Company (“H&V Protective Order”) issued by the Commission on \_\_\_\_\_, 2009, in connection with the above-captioned Matter. I understand the restrictions on my access to and use of any H&V Highly Confidential Material (as that term is used in the H&V Protective Order) in this Matter, and I agree to abide by the H&V Protective Order.

3. I understand that the restrictions on my use of such H&V Highly Confidential Material include:

a. that I will use such H&V Highly Confidential Material only for the purpose of preparing for this proceeding, and hearing(s) and any appeal of this proceeding and for no other purpose;

b. that I will not disclose such H&V Highly Confidential Material to anyone, except as permitted by the H&V Protective Order;

c. that I will use, store and maintain the H&V Highly Confidential Material in such a way as to ensure its continued protected status; and

d. that, upon the termination of my participation in this proceeding, I will promptly return all H&V Highly Confidential Materials and all notes, memoranda, or other papers containing H&V Highly Confidential Material, to Complaint Counsel or Respondent's Outside Counsel as appropriate.

4. I understand that if I am receiving H&V Highly Confidential Material as an Expert/Consultant, as that term is defined in the Commission's October 23, 2008 Protective Order ("October 23 Order"), the restrictions on my use of H&V Highly Confidential Material also include the duty and obligation to:

a. maintain such H&V Highly Confidential Material in separate locked room(s) or locked cabinet(s) when such H&V Highly Confidential Material is not being reviewed;

b. return such H&V Highly Confidential Material to Complaint Counsel or Respondent's Outside Counsel, as appropriate, upon the conclusion of my assignment or retention, or upon conclusion of this Matter; and

c. use such H&V Highly Confidential Material and the information contained therein solely for the purpose of rendering consulting services to a Party to this Matter, including providing testimony in judicial or administrative proceedings arising out of this Matter.

5. I am fully aware that, pursuant to Section 3.42(h) of the FTC Rules of Practice, 16 C.F.R. § 3.42(h), my failure to comply with the terms of the H&V Protective Order may constitute contempt of the Commission and may subject me to sanctions.

Dated: \_\_\_\_\_, 2009

\_\_\_\_\_  
Full Name (typed or printed)

\_\_\_\_\_  
Signature

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