



Office of the Secretary

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

October 29, 2010

Edward J. Black
Daniel O'Connor
Computer & Communications Industry Association
Washington, D.C.

Re: *In the Matter of Intel Corporation, Docket No. 9341*

Dear Messrs. Black and O'Connor:

Thank you for your comments regarding the Proposed Consent Order accepted by the Federal Trade Commission for public comment in the above-captioned matter. The Commission appreciates your support of the Consent Order and your encouragement to the Commission to vigilantly enforce the Consent Order.

The Commission will enforce, vigilantly, the terms of the Consent Order, including the requirement that Intel engage in "good faith" negotiations in the event that one of its licensees undergoes a change of control. The Commission has the authority to monitor and determine whether Intel has not strictly complied with all of the provisions of the Consent Order, including, but not limited to, Intel's obligation to negotiate a license in good faith if certain licensees undergo a change of control. Intel is legally bound by the terms of the Commission's Consent Order and liable for civil penalties for any violations thereof.

Section V of the Proposed Order will prohibit Intel from designing or engineering its CPU or GPU products to solely disadvantage competitive or complementary products. The burden is on Intel to demonstrate that any engineering or design change complies with the terms of Section V. Although Section V of the Consent Order does not require a balancing test that would weigh the anticompetitive harms against the benefits of a particular Intel design change, a balancing test would be appropriate in a legal challenge to an Intel design change under Section 5 of the FTC Act or Section 2 of the Sherman Act. The Commission retains the authority to challenge separately any Intel design changes that are not prohibited by this provision of the Consent Order.

The Commission has determined that the public interest would best be served by issuing the Decision and Order in final form. A copy of the final Decision and Order is enclosed for your information. Relevant materials also are available from the Commission's website at <http://www.ftc.gov>.

It helps the Commission's analysis to hear from a variety of sources in its work on antitrust and consumer protection issues, and we appreciate your interest in this matter.

By direction of the Commission, Commissioner Kovacic recused.

Donald S. Clark
Secretary