UNITED STATES PATENT AND TRADEMARK OFFICE

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BEFORE THE PATENT TRIAL AND APPEAL BOARD

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SEMICONDUCTOR COMPONENTS INDUSTRIES, LLC,
Petitioner

v.

GREENTHREAD, LLC,
Patent Owner

_____

Case: IPR2024-00263
U.S. Patent No. 11,316,014

_____

PATENT OWNER'S MOTION TO SEAL PURSUANT TO 37 C.F.R. §§ 42.14 & 42.54

Pursuant to 37 C.F.R. §§ 42.14 and 42.54, Patent Owner, Greenthread, LLC ("Patent Owner") respectfully submits this Motion to Seal and to enter the Proposed Protective Order found in Appendix A. Pursuant to the Proposed Protective Order, Patent Owner moves to seal Patent Owner's Request to File a Motion for Additional Discovery (filed concurrently with the present Motion) in its entirety, along with Exhibits 2002, 2014, 2022, 2028-2029, 2049-2052, 2056 and 2901-2912. Patent Owner conferred with Petitioner regarding this motion and request for entry of the proposed protective order, and Petitioner indicated that it would oppose, stating that Petitioner "would agree to narrow motions to seal genuinely confidential information, but [Petitioner] continue to believe that Greenthread is over sealing material" and that Petitioner "oppose[s] Greenthread's proposed PO, which deviates from the default PO."

I. GOOD CAUSE EXISTS

The Office Trial Practice Guide (TPG) states that "a document or thing will be made publicly available, unless a party files a motion to seal that is then granted by the Board." Office Trial Practice Guide (Nov. 2019) at 19; *see also* 35 U.S.C. §316(a)(7). "The document or thing will be protected on receipt of the motion and remain so, pending the outcome of the decision on motion." *Id.* The TPG states that "protective orders may be issued for good cause by the Board to protect a party from disclosing confidential information." *Id.* at 20 (citing C.F.R. § 42.54). Here, there

is good cause for sealing Patent Owner's Request to file a Motion for Additional Discovery and Exhibits 2002, 2014, 2022, 2028-2029, 2049-2052, 2056 and 2901-2912 because as explained below, these documents contain sensitive, confidential, and non-public business information, including licensing information regarding the identities of parties in license agreements.

A. Exs. 2002 and 2014

Exhibits 2002 and 2014 are email exchanges between counsel for Patent Owner and counsel for Petitioner, and these exhibits contain sensitive, confidential and non-public information regarding whether or not certain third parties are in certain business relationships with Petitioner, including licensing relationships. Therefore, these exhibits should be sealed in their entirety.

B. Ex. 2022

Exhibit 2022 (confidential settlement agreement) in this proceeding was previously filed confidentially (accessible to the Board and parties only) as Exhibit 2001 in the following IPR proceedings, in conjunction with motions to terminate those proceedings: *Intel Corp. v. Greenthread, LLC*, IPR2023-00420, *Intel Corp. v. Greenthread, LLC*, IPR2023-00552; *Dell Techs. v. Greenthread, LLC*, IPR2023-00506; *Dell Techs. v. Greenthread, LLC*, IPR2023-00509; *Sony Group Corp. v. Greenthread, LLC*, IPR2023-00324; *Sony Group Corp. v. Greenthread, LLC*, IPR2023-00376. In those proceedings, the Board found that the settlement

agreements (including what is filed here as Exhibit 2022) contain confidential business information regarding the terms of settlement. *Intel*, IPR2023-00420, Paper 10 (PTAB May 18, 2023); *Intel*, IPR2023-00552, Paper 10 (PTAB May 18, 2023); *Dell Techs.*, IPR2023-00506, Paper 11 (PTAB May 17, 2023); *Dell Techs*., IPR2023-00509, Paper 10 (PTAB May 17, 2023); *Sony Group*, IPR2023-00376, Paper 10 (PTAB May 18, 2023).

For the same reasons, the settlement-related business confidential information in Exhibit 2022 (i.e., the same document as Exhibit 2001 in the above-identified terminated proceedings) should be sealed in its entirety.

C. Ex. 2028

Exhibit 2028 is a declaration contain sensitive, confidential and non-public information regarding Patent Owner's licenses. Therefore, this exhibit should be sealed in its entirety.

D. Exs. 2029, 2049-2052, 2056

Exhibits 2029, 2049-2052 and 2056 are emails, including an email from the Board and email correspondence between the parties. That email chains includes discussion of sensitive, confidential, and non-public business information and Patent Owner's licenses discussed in Patent Owner's filings. Therefore, these exhibits should be sealed in their entirety.

E. Exs. 2901-2912

Exhibits 2901-2912 include briefing that the parties completed regarding discovery issues in prior IPRs, including IPR2023-01242, -01243, and -01244. These briefs discuss the sensitive, confidential, and non-public business information discussed above, including information regarding Patent Owner's licenses. Therefore, these exhibits should be sealed in their entirety.

F. Patent Owner's Request to file a Motion for Additional Discovery

Patent Owner's Motion for Additional Discovery, filed concurrently herewith, discusses the sensitive, confidential, and non-public business information discussed above regarding Exhibits 2002, 2014, 2022, 2028-2029, 2049-2052, 2056 and 2901-2912, including whether or not certain third parties are in certain business relationships with Petitioner, including licensing relationships. Therefore, Patent Owner's Motion for Additional Discovery should be sealed in its entirety.

II. CERTIFICATION OF NON-PUBLICATION

To the best of Patent Owner's knowledge, the information sought to be sealed by this Motion has not been made publicly available.

III. PROPOSED PROTECTIVE ORDER

Patent Owner respectfully requests entry of the Protective Order (attached hereto as Appendix A; redlined version with respect to the Default Protective Order attached hereto as Appendix B). It is respectfully requested that this Protective Order

govern the materials in this proceeding. The Protective Order largely tracks the language of the Default Protective Order, but adds an additional "Attorneys' Eyes Only" designation. *Compare* Motion, Appendix A, Paragraph 2 (identifying access to confidential information) *with* Motion, Appendix A, Paragraph 4 (identifying access to confidential information in the "Attorneys' Eyes Only" category). Upon entry of this Protective Order, Patent Owner designates Petitioner's Reply to Patent Owner's Preliminary Response in its entirety as "PROTECTIVE ORDER MATERIAL."

Upon entry of the Protective Order, Patent Owner designates Exhibits 2002, 2014, 2029, 2049-2052, 2056 and 2901-2912 and Patent Owner's Request to file a Motion for Additional Discovery in their entirety as "PROTECTIVE ORDER MATERIAL." Patent Owner designates Exhibits 2022 and 2028 in their entirety as "PROTECTIVE ORDER MATERIAL/ATTORNEYS' EYES ONLY." This materials for which Patent Owner seeks to restrict access under an "Attorneys' Eyes Only" designation are documents that contain highly competitively sensitive information related to licensing, including precise license terms and rates that should only be accessible to persons that qualify under Paragraph 4 of the amended Protective Order. *See* Motion, Appendix A, 4-5.

IV. CONCLUSION

For at least the foregoing reasons, Patent Owner requests that the Board enter the Proposed Protective Order in this proceeding and seal Exhibits 2002, 2014, 2022, 2028-2029, 2049-2052, 2056 and 2901-2912 and Patent Owner's Request to File a Motion for Additional Discovery in their entirety.

Dated: February 27, 2024

Respectfully submitted,

/Alan Whitehurst/

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CERTIFICATION OF SERVICE

The undersigned hereby certifies that a copy of this **PATENT OWNER'S MOTION TO SEAL PURSUANT TO 37 C.F.R. §§ 42.14 & 42.54** has been served on Petitioner via email on the following counsel of record for petitioner:

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Dated: February 27, 2024

By: */Alan Whitehurst/*
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APPENDIX A

PROTECTIVE ORDER

The following Protective Order will govern the filing and treatment of confidential information in the proceeding:

Protective Order

This protective order governs the treatment and filing of confidential information, including documents and testimony.

1. Confidential information shall be clearly marked "PROTECTIVE ORDER MATERIAL." Such materials shall be referred to as the "Confidential" category of materials. An additional category of confidentiality, encompassing materials even more sensitive than materials in the "Confidential" category, is the "Attorneys' Eyes Only" category. The "Attorneys' Eyes Only" category applies to materials such as licensing materials of a first party, whose disclosure to in-house counsel of an opposing party would create a substantial risk of serious harm to the first party. Materials shall be in the "Attorneys' Eyes Only" category, and shall be handled according to the rules applicable to this higher-sensitivity category, if either: (a) the materials are marked "PROTECTIVE ORDER MATERIAL / ATTORNEYS' EYES ONLY"; or (b) the materials are any of the following: Paper 8 in this proceeding (Patent Owner's Motion for Additional Discovery Pursuant to 37 C.F.R. § 42.51(B)(2)(I)); Paper 11 in this

proceeding (Petitioner's Opposition To Patent Owner's Motion for Additional Discovery); Paper 14 in this proceeding (Patent Owner's Reply In Support Of Motion for Additional Discovery); Paper 18 in this proceeding (Patent Owner's Preliminary Response Pursuant to 35 U.S.C. § 313 and 37 C.F.R. § 42.107); Ex. 2022 in this proceeding; Ex. 2028 in this proceeding.

2. Access to confidential information (unless the confidential information is in the "Attorneys' Eyes Only" category) is limited to the following individuals who have executed the acknowledgment appended to this order:

(A) Parties. Persons who are owners of a patent involved in the proceeding and other persons who are named parties to the proceeding.

(B) Party Representatives. Representatives of record for a party in the proceeding.

(C) Experts. Retained experts of a party in the proceeding who further certify in the Acknowledgement that they are not a competitor to any party, or a consultant for, or employed by, such a competitor with respect to the subject matter of the proceeding.

(D) In-house counsel. In-house counsel of a party.

(E) Support Personnel. Administrative assistants, clerical staff, court reporters and other support personnel of the foregoing persons who are

reasonably necessary to assist those persons in the proceeding shall not be required to sign an Acknowledgement, but shall be informed of the terms and requirements of the Protective Order by the person they are supporting who receives confidential information.

(F) The Office. Employees and representatives of the United States Patent and Trademark Office who have a need for access to the confidential information shall have such access without the requirement to sign an Acknowledgement. Such employees and representatives shall include the Director, members of the Board and their clerical staff, other support personnel, court reporters, and other persons acting on behalf of the Office.

3. Employees (e.g., corporate officers), consultants, or other persons performing work for a party, other than those persons identified above in section 2(A)–(E), shall be extended access to confidential information in the "Confidential" category only upon agreement of the parties or by order of the Board upon a motion brought by the party seeking to disclose confidential information to that person and after signing the Acknowledgment. The party opposing disclosure to that person shall have the burden of proving that such person should be restricted from access to confidential information.

4. Access to confidential information in the "Attorneys' Eyes Only" category is limited to the following individuals who have executed the acknowledgment appended to this order:

(A) Parties. Persons who are owners of a patent involved in the proceeding and other persons who are named parties to the proceeding.

(B) Party Representatives. Representatives of record for a party in the proceeding.

(C) Experts. Retained experts of a party in the proceeding who further certify in the Acknowledgement that they are not a competitor to any party, or a consultant for, or employed by, such a competitor with respect to the subject matter of the proceeding.

(D) Support Personnel. Administrative assistants, clerical staff, court reporters and other support personnel of the foregoing persons who are reasonably necessary to assist those persons in the proceeding shall not be required to sign an Acknowledgement, but shall be informed of the terms and requirements of the Protective Order by the person they are supporting who receives confidential information.

(E) The Office. Employees and representatives of the United States Patent and Trademark Office who have a need for access to the confidential

information shall have such access without the requirement to sign an Acknowledgement. Such employees and representatives shall include the Director, members of the Board and their clerical staff, other support personnel, court reporters, and other persons acting on behalf of the Office.

5. Employees (e.g., corporate officers), consultants, or other persons performing work for a party, other than those persons identified above in section 4(A)–(D), shall be extended access to confidential information in the "Attorneys' Eyes Only" category only upon agreement of the parties or by order of the Board upon a motion brought by the party seeking to disclose confidential information to that person and after signing the Acknowledgment. The party opposing disclosure to that person shall have the burden of proving that such person should be restricted from access to confidential information.

6. Persons receiving confidential information, whether in the "Confidential" category or the "Attorneys' Eyes Only" category, shall use reasonable efforts to maintain the confidentiality of the information, including:

(A) Maintaining such information in a secure location to which persons not authorized to receive the information shall not have access;

(B) Otherwise using reasonable efforts to maintain the confidentiality of the information, which efforts shall be no less rigorous than those the recipient

uses to maintain the confidentiality of information not received from the disclosing party;

(C) Ensuring that support personnel of the recipient who have access to the confidential information understand and abide by the obligation to maintain the confidentiality of information received that is designated as confidential; and

(D) Limiting the copying of confidential information to a reasonable number of copies needed for conduct of the proceeding and maintaining a record of the locations of such copies.

7. Persons receiving confidential information, whether in the "Confidential" category or the "Attorneys' Eyes Only" category, shall use the following procedures to maintain the confidentiality of the information:

A) Documents and Information Filed With the Board.

(i) A party may file documents or information with the Board along with a Motion to Seal. The Motion to Seal should provide a non-confidential description of the nature of the confidential information that is under seal, and set forth the reasons why the information is confidential and should not be made available to the public. A party may challenge the confidentiality of the information by opposing the Motion to Seal. The documents or

information shall remain under seal unless the Board determines that some or all of it does not qualify for confidential treatment.

(ii) Where confidentiality is alleged as to some but not all of the information submitted to the Board, the submitting party shall file confidential and non-confidential versions of its submission, together with a Motion to Seal the confidential version setting forth the reasons why the information redacted from the non-confidential version is confidential and should not be made available to the public. A party may challenge the confidentiality of the information by opposing the Motion to Seal. The non-confidential version of the submission shall clearly indicate the locations of information that has been redacted. The confidential version of the submission shall be filed under seal. The redacted information shall remain under seal unless the Board determines that some or all of the redacted information does not qualify for confidential treatment.

(B) Documents and Information Exchanged Among the Parties. Documents (including deposition transcripts) and other information designated as confidential that are disclosed to another party during discovery or other proceedings before the Board shall be clearly marked as "PROTECTIVE ORDER MATERIAL" or "PROTECTIVE ORDER MATERIAL /

ATTORNEYS' EYES ONLY" and shall be produced in a manner that maintains its confidentiality.

6. Within 60 days after the final disposition of this action, including the exhaustion of all appeals and motions, each party receiving confidential information, whether in the "Confidential" category or the "Attorneys' Eyes Only" category, must return, or certify the destruction of, all copies of the confidential information to the producing party.

(k) Standard Acknowledgement of Protective Order. The following form may be used to acknowledge a protective order and gain access to information covered by the protective order:

Standard Acknowledgment for Access to Protective Order Material

I _____, affirm that I have read the Protective Order; that I will abide by its terms; that I will use the confidential information only in connection with this proceeding and for no other purpose; that I will only allow access to support staff who are reasonably necessary to assist me in this proceeding; that prior to any disclosure to such support staff I informed or will inform them of the requirements of the Protective Order; that I am personally responsible for the requirements of the terms of the Protective Order and I agree to submit to the jurisdiction of the Office and the United States District Court for the Eastern District of Virginia for purposes of enforcing the terms of the Protective Order and providing remedies for its breach.

By: _____

Dated:

APPENDIX B

~~DEFAULT~~ PROTECTIVE ORDER

The following ~~Default~~ Protective Order will govern the filing and treatment of confidential information in the proceeding:

~~Default~~ Protective Order

This protective order governs the treatment and filing of confidential information, including documents and testimony.

1. Confidential information shall be clearly marked "PROTECTIVE ORDER MATERIAL." Such materials shall be referred to as the "Confidential" category of materials. An additional category of confidentiality, encompassing materials even more sensitive than materials in the "Confidential" category, is the "Attorneys' Eyes Only" category. The "Attorneys' Eyes Only" category applies to materials such as licensing materials of a first party, whose disclosure to in-house counsel of an opposing party would create a substantial risk of serious harm to the first party. Materials shall be in the "Attorneys' Eyes Only" category, and shall be handled according to the rules applicable to this higher-sensitivity category, if either: (a) the materials are marked "PROTECTIVE ORDER MATERIAL / ATTORNEYS' EYES ONLY"; or (b) the materials are any of the following: Paper 8 in this proceeding (Patent Owner's Motion for Additional Discovery Pursuant to 37 C.F.R. § 42.51(B)(2)(I)); Paper 11 in this

proceeding (Petitioner's Opposition To Patent Owner's Motion for Additional Discovery); Paper 14 in this proceeding (Patent Owner's Reply In Support Of Motion for Additional Discovery); Paper 18 in this proceeding (Patent Owner's Preliminary Response Pursuant to 35 U.S.C. § 313 and 37 C.F.R. § 42.107); Ex. 2022 in this proceeding; Ex. 2028 in this proceeding.

2. Access to confidential information (unless the confidential information is in the "Attorneys' Eyes Only" category) is limited to the following individuals who have executed the acknowledgment appended to this order:

(A) Parties. Persons who are owners of a patent involved in the proceeding and other persons who are named parties to the proceeding.

(B) Party Representatives. Representatives of record for a party in the proceeding.

(C) Experts. Retained experts of a party in the proceeding who further certify in the Acknowledgement that they are not a competitor to any party, or a consultant for, or employed by, such a competitor with respect to the subject matter of the proceeding.

(D) In-house counsel. In-house counsel of a party.

(E) Support Personnel. Administrative assistants, clerical staff, court reporters and other support personnel of the foregoing persons who are reasonably necessary to assist those persons in the proceeding shall not be

required to sign an Acknowledgement, but shall be informed of the terms and requirements of the Protective Order by the person they are supporting who receives confidential information.

(F) The Office. Employees and representatives of the United States Patent and Trademark Office who have a need for access to the confidential information shall have such access without the requirement to sign an Acknowledgement. Such employees and representatives shall include the Director, members of the Board and their clerical staff, other support personnel, court reporters, and other persons acting on behalf of the Office.

3. Employees (e.g., corporate officers), consultants, or other persons performing work for a party, other than those persons identified above in ~~(d)~~section ~~(~~2~~)~~(A)–(E), shall be extended access to confidential information in the "Confidential" category only upon agreement of the parties or by order of the Board upon a motion brought by the party seeking to disclose confidential information to that person and after signing the Acknowledgment. The party opposing disclosure to that person shall have the burden of proving that such person should be restricted from access to confidential information.

4. Access to confidential information in the "Attorneys' Eyes Only" category is limited to the following individuals who have executed the acknowledgment appended to this order:

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(B) Party Representatives. Representatives of record for a party in the proceeding.

(C) Experts. Retained experts of a party in the proceeding who further certify in the Acknowledgement that they are not a competitor to any party, or a consultant for, or employed by, such a competitor with respect to the subject matter of the proceeding.

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(E) The Office. Employees and representatives of the United States Patent and Trademark Office who have a need for access to the confidential information shall have such access without the requirement to sign an Acknowledgement. Such employees and representatives shall include the Director, members of the Board and their clerical staff, other support personnel, court reporters, and other persons acting on behalf of the Office.

5. Employees (e.g., corporate officers), consultants, or other persons performing work for a party, other than those persons identified above in section 4(A)–(D), shall be extended access to confidential information in the "Attorneys' Eyes Only" category only upon agreement of the parties or by order of the Board upon a motion brought by the party seeking to disclose confidential information to that person and after signing the Acknowledgment. The party opposing disclosure to that person shall have the burden of proving that such person should be restricted from access to confidential information.

46.Persons receiving confidential information, whether in the "Confidential" category or the "Attorneys' Eyes Only" category, shall use reasonable efforts to maintain the confidentiality of the information, including:

(A) Maintaining such information in a secure location to which persons not authorized to receive the information shall not have access;

(B) Otherwise using reasonable efforts to maintain the confidentiality of the information, which efforts shall be no less rigorous than those the recipient uses to maintain the confidentiality of information not received from the disclosing party;

(C) Ensuring that support personnel of the recipient who have access to the confidential information understand and abide by the obligation to maintain

the confidentiality of information received that is designated as confidential; and

(D) Limiting the copying of confidential information to a reasonable number of copies needed for conduct of the proceeding and maintaining a record of the locations of such copies.

~~5~~7.Persons receiving confidential information, whether in the "Confidential" category or the "Attorneys' Eyes Only" category, shall use the following procedures to maintain the confidentiality of the information:

A) Documents and Information Filed With the Board.

(i) A party may file documents or information with the Board along with a Motion to Seal. The Motion to Seal should provide a non-confidential description of the nature of the confidential information that is under seal, and set forth the reasons why the information is confidential and should not be made available to the public. A party may challenge the confidentiality of the information by opposing the Motion to Seal. The documents or information shall remain under seal unless the Board determines that some or all of it does not qualify for confidential treatment.

(ii) Where confidentiality is alleged as to some but not all of the information submitted to the Board, the submitting party shall file confidential and non-confidential versions of its submission, together with a Motion to Seal the

confidential version setting forth the reasons why the information redacted from the non-confidential version is confidential and should not be made available to the public. A party may challenge the confidentiality of the information by opposing the Motion to Seal. The non-confidential version of the submission shall clearly indicate the locations of information that has been redacted. The confidential version of the submission shall be filed under seal. The redacted information shall remain under seal unless the Board determines that some or all of the redacted information does not qualify for confidential treatment.

(B) Documents and Information Exchanged Among the Parties. Documents (including deposition transcripts) and other information designated as confidential that are disclosed to another party during discovery or other proceedings before the Board shall be clearly marked as "PROTECTIVE ORDER MATERIAL" or "PROTECTIVE ORDER MATERIAL / ATTORNEYS' EYES ONLY" and shall be produced in a manner that maintains its confidentiality.

6. Within 60 days after the final disposition of this action, including the exhaustion of all appeals and motions, each party receiving confidential information, whether in the "Confidential" category or the "Attorneys' Eyes

Only" category, must return, or certify the destruction of, all copies of the confidential information to the producing party.

(k) Standard Acknowledgement of Protective Order. The following form may be used to acknowledge a protective order and gain access to information covered by the protective order:

Standard Acknowledgment for Access to Protective Order Material

I _____, affirm that I have read the Protective Order; that I will abide by its terms; that I will use the confidential information only in connection with this proceeding and for no other purpose; that I will only allow access to support staff who are reasonably necessary to assist me in this proceeding; that prior to any disclosure to such support staff I informed or will inform them of the requirements of the Protective Order; that I am personally responsible for the requirements of the terms of the Protective Order and I agree to submit to the jurisdiction of the Office and the United States District Court for the Eastern District of Virginia for purposes of enforcing the terms of the Protective Order and providing remedies for its breach.

By: _____

Dated: