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UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

OAKLAND DIVISION

UNITED STATES OF AMERICA, *Plaintiff*, v. VISA INC. and PLAID INC., *Defendants*.	Case No.: 4:20-cv-07810-JSW **JOINT STIPULATION AND ~~[PROPOSED]~~ MODIFICATION TO PROTECTIVE ORDER**

Pursuant to Paragraph 3 of the Joint Stipulation and [Proposed] Protective Order entered on November 25, 2020 (Dkt. 49) (hereinafter "Protective Order"), Visa Inc. ("Visa"), Plaid Inc. ("Plaid"), and PayPal Holdings, Inc. ("PayPal") hereby stipulate to modify the Protective Order as set forth below. The Court, upon good cause shown and pursuant to Fed. R. Civ. P. 26(c)(1), **ORDERS** as follows:

Paragraph 8 is modified as follows:

The following terms are added to Paragraph 8 of the Protective Order:

With respect to PayPal: If a Defendant and PayPal cannot reach agreement on the objection within ten business days of the Defendant's written notice, the Defendant may address the dispute to this Court. The Defendant bears the burden of persuading the Court that the material is Confidential Information within the definition set forth in paragraph 1(b) or entitled to no confidentiality designation and, on a document-by-document basis, demonstrating a particularized need that outweighs the confidentiality interests of PayPal. The designated information shall be treated in accordance with its Confidential or Highly Confidential Information designation under this Order until the Court rules on the Defendant's timely filed motion. If the Defendant fails to move the Court in accordance with this Paragraph, or if the Court finds the designation of Confidential Information or Highly Confidential Information to have been appropriate, the challenge to the designation shall be considered rescinded, and the information shall maintain its designation.

Paragraph 9(i) is modified as follows:

Paragraph 9(i) of the Protective Order is deleted and replaced as follows:

(i) two in-house attorneys for each Defendant, not involved in business decisions, whose names shall be disclosed to the United States and to PayPal at least five business days prior to the effective date of such designation and who shall be agreed upon by the parties and PayPal or (in the absence of agreement) ordered by the Court, provided that the in-house attorneys shall first execute an Agreement Concerning Confidentiality in the form of Appendix A attached to the Protective Order. For purposes of this Paragraph, the phrase "involved in business decisions" shall not include the rendering of legal advice solely as to litigation, compliance, regulatory, or liability issues related to business decisions. However, the phrase "involved in business decisions" shall include rendering advice or decision-making that takes into account information regarding PayPal including

but not limited to such advice or decision-making regarding current and future agreements and contracts (in whole or portions thereof), marketing, pricing, product or service development, product or service offerings, licensing, and acquisition or enforcement of intellectual property rights. To the extent a Defendant seeks to change the two-in house attorneys that may receive access to Confidential Information, the Defendant must provide notice to Plaintiff and PayPal at least 10 business days prior to the effective date of such designation, and such designation shall be agreed upon by the parties and PayPal or (in the absence of agreement) ordered by the Court, provided that the in-house attorneys shall first execute an Agreement Concerning Confidentiality in the form of Appendix A attached hereto. Without waiving any of its rights under this Paragraph, PayPal consents to Plaid's designation of Elyse Whitehead as in-house counsel pursuant to the terms of this Protective Order.

Limitations

The modifications set forth above do not modify in any way any other terms of the Protective Order. The modifications are intended to be and are effective only as among PayPal, Visa, and Plaid, and do not apply to any rights or obligations with respect to the United States or any other non-party to this action.

SO STIPULATED:

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IT SO ORDERED.

Dated: December 11, 2020

HON. JEFFREY S. WHITE
United States District Judge