IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

HOSPIRA, INC., Plaintiff, v. AMNEAL PHARMACEUTICALS LLC Defendant.	Civil Action No. 15-697-RGA

[PROPOSED] STIPULATED PROTECTIVE ORDER

Plaintiff Hospira, Inc. ("Hospira") and Defendant Amneal Pharmaceuticals LLC ("Amneal"; collectively with Hospira, the "Parties"), having stipulated to the entry of this Protective Order ("Order") pursuant to Federal Rule of Civil Procedure 26(c) to facilitate the orderly completion of discovery, request entry of the following Protective Order.

1. **Scope of Order.** This Protective Order shall apply to all information, documents, and things produced by any Producing Party or third-party to a Receiving Party in the above-captioned litigation (the "Action") including, without limitation, all testimony adduced at depositions, documents or things produced in response to requests for the production of documents and things, answers to interrogatories, responses to requests for admission, and all other discovery taken pursuant to the Federal Rules of Civil Procedure, as well as hearing or trial transcripts, matters in evidence, and any other information furnished, directly or indirectly, by or on behalf of any Party to this Action.

2. **Definitions.**

a. The term "Producing Party" shall mean the Party or person designating documents or information as Confidential Information under this Order.

b. The term "Receiving Party" shall mean the Party to whom the Confidential Information is disclosed.

c. The term "In-House Counsel" shall mean attorneys who are employees of a Party or employed by an affiliate of a Party (*e.g.*, a parent company) who are responsible for overseeing this Action for a Party and who are not involved in competitive decision-making and do not and shall not have responsibility for, or involvement in, prosecuting or filing any patent applications involving dexmedetomidine or dexmedetomidine products, and do not and shall not have responsibility for submitting regulatory documents to or communications with regulatory agencies involving dexmedetomidine or dexmedetomidine products, including without limitation any Citizen Petition, or the like.

d. The term "Confidential Information" shall mean and include any information, document, or thing, or portion of any document or thing:

i. that contains: trade secrets, competitively sensitive technical, marketing, financial, sales, or other confidential business information (including but not limited to non-public business plans and strategies; non-public business relationship information pertaining to potential and/or existing customers, competitors, suppliers, distributors, affiliates, subsidiaries, and parents; information related to budgeting, accounting, sales figures, and advertising expenditures; non-public information concerning research, development, testing, or evaluation of pharmaceuticals; non-public patent applications and files; non-public manufacturing information; non-public license agreements or negotiations; non-public information concerning drug applications; and non-public communications with the Food and Drug

Administration). Information designated as "Confidential Information" may include, but shall not be limited to, materials relating to the research, development, manufacturing, marketing, sales and regulatory approval of dexmedetomidine or dexmedetomidine products;

ii. that contains private or confidential personal information (including but not limited to information concerning compensation, evaluations, and other employment information);

iii. that contains information received in confidence from third parties; or

iv. which the Producing Party otherwise believes in good faith to be entitled to protection under Rule 26(c)(1) of the Federal Rules of Civil Procedure.

v. All copies, recordings, abstracts, excerpts, analyses, or other writings, documents or things that contain, reveal, or otherwise disclose such Confidential Information shall be deemed Confidential Information.

3. **Manner of Designating Confidential Information.** Any Party to this Action and any third party shall have the right to designate information, documents, or things, in accordance with the procedures set forth herein, as "Confidential Information" subject to this Order. The Producing Party may designate material as Confidential Information in the following manner:

a. **Documents and Things.** The Producing Party shall label or mark documents and things that constitute or contain Confidential Information as "CONFIDENTIAL." At least the first page of a document and every page of the document on which Confidential Information appears shall be so labeled or marked.

b. **Non-Written Material.** With respect to non-written material and other material that cannot be marked on its face, such as recordings, magnetic media,

photographs, and things, the Producing Party shall label or mark the material, the container, or the package as "CONFIDENTIAL."

c. **Inspections of Documents and Things.** Inspections of documents and things by any Party shall be conducted by persons authorized to access Confidential Information under Paragraph 6 below. Such persons shall initially treat all information obtained from any inspection as Confidential Information until such time as copies of the documents or things from the inspection are produced, and, thereafter, such produced documents and things shall be treated in accordance with the confidentiality designation appearing on the document or thing at the time of its production.

d. **Court Filings and Written Discovery.** Any affidavit, brief, memorandum, or other paper filed with the court in this Action, or any discovery request or response served on a Party, containing Confidential Information, shall be designated on its face near the caption and on every page containing such information with an appropriate legend in the form set forth in Paragraph 3(a). In addition, every response to written discovery that contains or constitutes Confidential Information shall indicate that it constitutes or contains such information.

e. **Deposition Testimony.** When deposition testimony is or contains Confidential Information, any attorney of record present may so designate that testimony by notifying others present on the record of the deposition. The deposition reporter shall then so mark the transcript that reports that portion of the testimony. The Parties also may designate the entire deposition testimony of a witness as containing Confidential Information. With respect to any depositions that involve a disclosure of Confidential Information, including exhibits, the Producing Party shall have until fourteen

(14) calendar days after receipt of the deposition transcript within which to inform all other Parties in writing of the specific pages and lines of the transcript and exhibits that are to be designated, which period may be extended by agreement of the Parties. No such deposition transcript or exhibits or information contained therein shall be disclosed to any individual other than the individuals described in Paragraphs 6(a)-(e) and (g)-(h) and the deponent during these fourteen (14) calendar days, and no individual attending such a deposition shall disclose the contents of the deposition to any individual other than those described in Paragraphs 6(a)-(e) and (g)-(h) during said fourteen (14) calendar days. Upon being informed that certain portions of a deposition are to be designated as Confidential, all Parties shall immediately limit disclosure of that transcript in accordance with Paragraphs 4 and 6. If no such designations are made either on the record at the time the deposition is taken or within the time period specified above, the transcript and exhibits shall not be deemed to contain Confidential Information. At the expiration of the fourteen (14) calendar day period, unless designations in writing or at deposition are provided prior to the expiration of said period, the entire transcript and exhibits, or any part thereof that is not designated, shall be deemed non-confidential.

4. **Limited Use of Confidential Information.** All Confidential Information received from a Producing Party shall be disclosed, disseminated, and used by the Receiving Party solely for purposes of the prosecution or defense of this Action, or any related appellate proceeding, and shall not be used by the Receiving Party for any other business, commercial, competitive, personal, or other purpose, including without limitation use or citation in any submissions to the FDA, USPTO, or other regulatory bodies, and shall not be disclosed by the Receiving Party to

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