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1 QUINN EMANUEL URQUHART OLIVER & HEDGES, LLP
 2 Michael T. Zeller (Bar No. 196417)
 3 michaelzeller@quinnemanuel.com
 4 865 South Figueroa Street, 10th Floor
 5 Los Angeles, California 90017-2543
 6 Telephone: (213) 443-3000
 7 Facsimile: (213) 443-3100
 8 Charles K. Verhoeven (Bar No. 170151)
 9 charlesverhoeven@quinnemanuel.com
 10 50 California Street, 22nd Floor
 11 San Francisco, California 94111
 12 Rachel M. Herrick (Bar No. 191060)
 13 rachelherrick@quinnemanuel.com
 14 555 Twin Dolphin Drive, Suite 560
 15 Redwood Shores, California 94065-213
 16 Attorneys for Defendant Google Inc.

*Lodged Proposed
Order*

2008 DEC 12 PM 4: 01
 CLERK U.S. DISTRICT COURT
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FILED

11 UNITED STATES DISTRICT COURT
 12 CENTRAL DISTRICT OF CALIFORNIA

13 PERFECT 10, INC., a California
 14 corporation,

15 Plaintiff,

16 vs.

17 GOOGLE INC., a corporation; and
 18 DOES 1 through 100, inclusive,

19 Defendants.

20 AND COUNTERCLAIM

21 PERFECT 10, INC., a California
 22 corporation,

23 Plaintiff,

24 vs.

25 AMAZON.COM, INC., a corporation;
 26 A9.COM, INC., a corporation; and
 27 DOES 1 through 100, inclusive,

28 Defendants.

CASE NO. CV 04-9484 AHM (SHx)
 [Consolidated with Case No. CV 05-
 4753 AHM (SHx)]

**GOOGLE INC.'S APPLICATION
 TO FILE UNDER SEAL THE
 DECLARATION OF ANDREA
 PALLIOS ROBERTS IN SUPPORT
 OF GOOGLE INC.'S RESPONSE
 TO THE COURT'S TENTATIVE
 ORDER DATED DECEMBER 2,
 2008 AND OPPOSITION TO
 CONTEMPLATED STAY**

Hon. A. Howard Matz

Date: December 18, 2008
 Time: 3:00 pm
 Crtrm.: 14

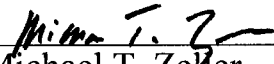
Discovery Cutoff: None Set
 Pretrial Conference Date: None Set
 Trial Date: None Set

1 Pursuant to Local Rule 79-5.1, the Procedures and Schedules of the
2 Honorable A. Howard Matz, and the Protective Order entered by the Court in this
3 action (Docket No. 94), Google Inc. ("Google") hereby submits this application to
4 file under seal the Declaration of Andrea Pallios Roberts in Support of Google Inc.'s
5 Response to the Court's Tentative Order Dated December 2, 2008 and Opposition to
6 Contemplated Stay, and Exhibits thereto (the "Roberts Declaration").

7 The Roberts Declaration includes materials that Perfect 10, Inc. has
8 designated "Confidential" and/or "Highly Confidential" pursuant to the Protective
9 Order. Accordingly, Google requests that the Roberts Declaration be filed under
10 seal.

11
12 DATED: December 12, 2008

QUINN EMANUEL URQUHART OLIVER &
HEDGES, LLP

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14 By  _____
15 Michael T. Zeller
16 Attorneys for Defendant Google Inc.