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 SAP AG, SAP AMERICA, INC., and
 18 TOMORROWNOW, INC.

19 UNITED STATES DISTRICT COURT
 20 NORTHERN DISTRICT OF CALIFORNIA
 21 SAN FRANCISCO DIVISION

22 ORACLE CORPORATION, et al.,

23 Plaintiffs,

24 v.

25 SAP AG, et al.,

26 Defendants.

Case No. 07-CV-1658 PJH

**DECLARATION OF SHELLEY
 NELSON IN SUPPORT OF
 DEFENDANTS' RESPONSE TO
 PLAINTIFFS' MOTION TO COMPEL
 PRODUCTION OF CLAWED BACK
 DOCUMENTS**

Date: N/A

Time: N/A

Courtroom: E, 15th Floor

Judge: Hon. Elizabeth D. Laporte

1 I, SHELLEY NELSON, declare:

2 I am an individual over 18 years old. At the times relevant to the document discussed in
3 this declaration, I was the Vice President of PeopleSoft Enterprise Support for TomorrowNow,
4 Inc., one of the Defendants in this action. I make this declaration based on personal knowledge
5 and, if called upon to do so, could testify competently thereto.

6 1. The document that has been produced by TomorrowNow in this case and Bates
7 labeled TN-OR00868717 through TN-OR00868719 is an email that I sent to Chris Jackson of
8 TomorrowNow on October 10, 2006. The email was intended to document a meeting I had with
9 Chris Jackson where we discussed several of TomorrowNow's business plans, including (1)
10 recruitment efforts for support staff who would work with European customers and related
11 marketing plans and strategies; (2) potential clients TomorrowNow was targeting at the time; and
12 (3) the status of service delivery and related customer information for existing TomorrowNow
13 customers. The sixth and seventh printed lines below the subject line of page one of this email
14 contain a summary of a discussion with Christopher Faye, an in-house attorney at SAP, who was
15 providing legal advice and recommendations to TomorrowNow in response to the company's
16 inquiry regarding his legal interpretation of what level of cooperation between TomorrowNow
17 and SAP would be permissible under TomorrowNow's Rules of Engagement. This entire email
18 contains and was intended to contain extremely sensitive, highly confidential non-public
19 information relating to what were at the time TomorrowNow's current and future business plans
20 and strategies.

21 2. My understanding is that the sixth and seventh lines of this email were redacted by
22 TomorrowNow's outside counsel in this case based on the assertion of the Attorney-Client
23 privilege. Even the un-redacted portions of this email contain sensitive, highly confidential non-
24 public information relating to what were at the time TomorrowNow's current and future business
25 practices and what was considered by TomorrowNow to be internal, commercially sensitive
26 information. For example, this email also includes information concerning confidential personnel
27 evaluations and medical concerns of individual employees, and their privacy would be pointlessly
28 violated by the public release of this information.

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I declare under penalty of perjury under the laws of the United States and the State of California that the foregoing is true and correct. Executed this 12th day of August, 2008 in Bryan, Texas.



SHELLEY NELSON