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17 Attorneys for Defendants
 SAP AG, SAP AMERICA, INC., and
 18 TOMORROWNOW, INC.

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

21 ORACLE USA, INC., et al.,
 22 Plaintiffs,
 23 v.
 24 SAP AG, et al.,
 25 Defendants.

Case No. 07-CV-1658 PJH (EDL)

**DECLARATION OF THARAN GREGORY
 LANIER IN SUPPORT OF PLAINTIFFS'
 ADMINISTRATIVE MOTION TO FILE
 DEFENDANTS' DOCUMENTS
 SUPPORTING PLAINTIFFS' OPPOSITION
 TO DEFENDANTS' MOTION TO DISMISS
 UNDER SEAL**

26 Date: November 19, 2008; Time: 9:00 a.m.
 27 Courtroom: 3, 17th Floor
 Judge: Hon. Phyllis J. Hamilton

1 I, THARAN GREGORY LANIER, declare:

2 1. I am a partner in the law firm of Jones Day, 1755 Embarcadero Road, Palo Alto,
3 California 94303, and counsel of record for Defendants SAP AG, SAP America, Inc. and
4 TomorrowNow, Inc. (collectively, "Defendants") in the above-captioned action. I am a member
5 in good standing of the state bar of California and admitted to practice before this Court. I make
6 this declaration based on personal knowledge and, if called upon to do so, could testify
7 competently thereto.

8 2. Pursuant to Civil Local Rule 79-5 and the stipulated Protective Order entered on
9 June 6, 2007 in this case, I make this Declaration in support of Plaintiffs' Administrative Motion
10 to File Opposition to Motion to Dismiss, and Declarations and Exhibits in Support Thereof,
11 Under Seal ("Plaintiffs' Motion to Seal").

12 3. The requested relief is necessary and narrowly tailored to protect the
13 confidentiality of the materials put at issue by Plaintiffs' Opposition to Defendants' FRCP
14 12(b)(1) and 12(b)(6) Motion to Dismiss ("Plaintiffs' Opposition"). Specifically, Exhibits F, H,
15 and J through T to the Declaration of Chad Russell in support of Oracle's Opposition to
16 Defendants' FRCP 12(b)(1) and 12(b)(6) Motion to Dismiss ("Russell Declaration") contain
17 information constituting "Confidential Information" or "Highly Confidential Information -
18 Attorneys' Eyes Only" pursuant to the Protective Order entered on June 6, 2007 in this action. In
19 particular, Exhibits F, N, and O contain information designated Highly Confidential - Attorneys'
20 Eyes Only in good faith by Defendants. Additionally, Exhibits H, J through M, and P through T
21 to the Russell Declaration contain information designated Confidential in good faith by
22 Defendants.

23 4. Exhibit F contains Highly Confidential Information related to Defendant
24 TomorrowNow, Inc.'s ("TN") specific network structure, the disclosure of which would be likely
25 to cause competitive and business injury to Defendants.

26 5. Exhibit H contains Confidential Information consisting of non-public, customer-
27 specific information.

28 6. Exhibit J contains Confidential Information related to Defendants' business and

1 marketing plans, analyses, and strategies for competing with Plaintiffs, as well as Confidential
2 Information related to non-public, commercially sensitive analyses of business transactions and
3 combinations.

4 7. Exhibit K contains Confidential Information related to non-public, commercially
5 sensitive analyses of a business transaction.

6 8. Exhibit L contains Confidential Information related to Defendants' business and
7 marketing plans, analyses, and strategies for competing with Plaintiffs.

8 9. Exhibit M contains Confidential Information related to Defendants' business and
9 marketing plans, analyses, and strategies for competing with Plaintiffs.

10 10. Exhibit N contains Highly Confidential Information related to Defendants' current
11 and future business plans, analyses, and strategies for competing in the market, the disclosure of
12 which would be likely to cause competitive and business injury to Defendants.

13 11. Exhibit O contains Highly Confidential Information related to Defendants' current
14 and future business plans, analyses, and strategies for competing in the market generally and with
15 Plaintiffs specifically, the disclosure of which would be likely to cause competitive and business
16 injury to Defendants.

17 12. Exhibit P contains Confidential Information related to Defendants' business and
18 marketing plans, analyses, and strategies for competing with Plaintiffs.

19 13. Exhibit Q contains Confidential Information related to Defendants' business and
20 marketing plans, analyses, and strategies for competing with Plaintiffs.

21 14. Exhibit R contains Confidential Information related to non-public, commercially
22 sensitive analyses of business transactions and combinations.

23 15. Exhibit S contains Confidential Information related to Defendants' business and
24 marketing plans, analyses, and strategies for competing with Plaintiffs, as well as Confidential
25 Information related to non-public, commercially sensitive analyses of business transactions and
26 combinations.

27 16. Exhibit T contains non-public, commercially sensitive customer information.

28 17. Defendants note that although Plaintiffs quote minor excerpts from Exhibits F, H,

1 and J through T to the Russell Declaration in support of Plaintiffs' Opposition, there are extensive
2 portions of these documents that Plaintiffs do not contend are relevant to this Court's
3 consideration of Defendants' FRCP 12(b)(1) and 12(b)(6) Motion to Dismiss ("Defendants'
4 Motion to Dismiss") and that still deserve protection under the Protective Order entered in this
5 case. Defendants further contend that although Plaintiffs' Opposition puts in issue these very
6 limited portions of Exhibits F, H, and J through T to the Russell Declaration, even these portions
7 have no bearing on the Court's decision of the issues raised in Defendants' Motion to Dismiss.
8 *See* Defendants' Reply in Support of Defendants' Motion to Dismiss at 3.

9 I declare under penalty of perjury under the laws of the United States and the State of
10 California that the foregoing is true and correct. Executed this 5th day of November, 2008 in
11 Palo Alto, California.

12
13 /S/ Tharan Gregory Lanier
14 Tharan Gregory Lanier

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