

1 DOUGLAS L. HENDRICKS (CA SBN 83611)
 DHendricks@mofo.com
 2 ELIZABETH O. GILL (CA SBN 218311)
 EGill@mofo.com
 3 MORRISON & FOERSTER LLP
 425 Market Street
 4 San Francisco, California 94105-2482
 Telephone: 415.268.7000
 5 Facsimile: 415.268.7522
 6 Attorneys for Defendant
 IAC SEARCH & MEDIA, INC.
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8 UNITED STATES DISTRICT COURT
 9 NORTHERN DISTRICT OF CALIFORNIA
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11 HOSTWAY CORPORATION, an Illinois
 Corporation,,
 12
 Plaintiff,
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 v.
 14 IAC SEARCH & MEDIA, INC., a Delaware
 Corporation,
 15
 Defendant.
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Case No. C 07-3759 JCS

**DECLARATION OF ANDREW
 MOERS IN SUPPORT OF IAC
 SEARCH & MEDIA, INC.'S
 ADMINISTRATIVE MOTION
 PURSUANT TO CIVIL L.R. 79-5
 TO FILE DOCUMENTS UNDER
 SEAL**

Date: July 27, 2007
 Time: 3:30 p.m.
 Place: Courtroom A, 15th Floor
 The Hon. Joseph C. Spero

Complaint filed: July 23, 2007

1 I, Andrew Moers, declare as follows:

2 1. I am a Senior Vice President of Business Development at IAC Search & Media
3 ("Ask"), defendant in this action, and I have worked at the company since May, 2000. I make
4 this declaration on personal knowledge, except as otherwise expressly stated. If called as a
5 witness, I could and would testify competently to the matters stated in this declaration.

6 2. I understand and believe that on July 23, 2007, plaintiff Hostway Corporation filed
7 a Complaint for Breach of Contract, Injunctive Relief, and Damages. Attached to that Complaint
8 as Exhibit 1 is a copy of the Advertising Services and Search Services Syndication Agreement
9 between Ask and Hostway, dated March 2, 2007 ("Agreement"). I also understand and believe
10 that on July 23, 2007, Hostway filed a Declaration of Namit Merchant In Support of Plaintiff
11 Hostway Corporation's Motion for Temporary Restraining Order. Attached to that declaration as
12 Exhibit 1 is an unsigned copy of the Agreement.

13 3. The Agreement contains information confidential to Ask, including (but not
14 limited to) the "Payment Terms" that are attached to both copies of the Agreement is Exhibit B.
15 These payment terms, like all Ask's payment terms, are highly confidential and are not publicly
16 available, as evidenced by the Exhibit being marked "confidential," and section 9.5 of the
17 Agreement, which prohibits the disclosure of terms of the Agreement. For these reasons, Ask is
18 requesting the Agreement, as attached to both Hostway's Complaint and the Namit Merchant
19 Declaration, be filed under seal.

20 4. In support of its opposition to Hostway's Motion for Temporary Restraining
21 Order, Ask is submitting the Declaration of Dmitry Ryaboy. This declaration addresses the
22 receipt by Ask of what it has determined to be fraudulent traffic from Hostway. As the incidence
23 of fraudulent traffic is a highly sensitive issue, and one that Ask at all times keeps confidential,
24 Ask is also requesting that the Declaration of Dmitry Ryaboy be filed under seal.

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I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 25th day of July, 2007, at New York, New York.



Andrew Moers