

1 CHARLES S. BARQUIST (BAR NO. 133785)
 CBarquist@mofo.com
 2 WENDY J. RAY (BAR NO. 226269)
 WRay@mofo.com
 3 MORRISON & FOERSTER LLP
 707 Wilshire Blvd., Suite 6000
 4 Los Angeles, California 90017-3543
 Telephone: 213.892.5200
 5 Facsimile: 213.892.5454

6 KENNETH A. KUWAYTI (BAR NO. 145384)
 KKuwayti@mofo.com
 7 MORRISON & FOERSTER LLP
 755 Page Mill Road
 8 Palo Alto, California 94304-1018
 Telephone: 650.813.5600
 9 Facsimile: 650.494.0792
 Attorneys for Plaintiff BE IN INC.

10 **UNITED STATES DISTRICT COURT**
 11 **NORTHERN DISTRICT OF CALIFORNIA**
 12 **SAN JOSE DIVISION**

13 BE IN INC., a New York corporation)
)
 14 Plaintiff,)
)
 15 v.)
)
 16 GOOGLE INC., a California corporation;)
 YOUTUBE, LLC, a Delaware limited liability)
 17 company, and GOOGLE UK LTD., a private)
 limited company registered in England and)
 18 Wales,)
)
 19 Defendants.)
 20 _____)

CASE NO.: 5:12-cv-03373-LHK-HRL

**DECLARATION OF JOSEPH
 D'ANNA IN SUPPORT OF
 GOOGLE'S ADMINISTRATIVE
 MOTION TO FILE UNDER SEAL
 CERTAIN DOCUMENTS**

The Honorable Howard R. Lloyd

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I, Joseph D'Anna, declare as follows:

1. I submit this declaration in support of Defendant Google's Administrative Motion to File Under Seal Certain Documents containing Be In's trade secrets. I have personal knowledge of the matters set forth herein and, if called to testify, could and would testify competently to the following.

2. I am the Chief Executive Officer of Plaintiff Be In Inc. and am responsible for all aspects of the business, including developing business strategies.

3. Be In's interrogatory responses are quoted in the parties' Discovery Dispute Joint Report #2. Excerpts of Be In's July 1, 2013 responses and October 1, 2003 supplemental responses to Google's first set of interrogatories are attached to Joint Report #2 as Exhibit B.

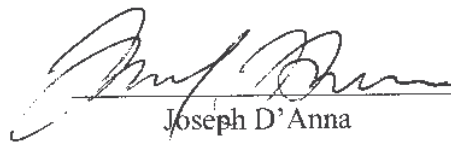
4. The quotes and excerpts from Be In's interrogatory responses in Joint Report #2 describe Be In's strategies for Google to use CamUp or a CamUp-like platform to advance Google's business. These strategies were provided to Google pursuant to a non-disclosure agreement, which required Google to maintain their confidentiality and not to disclose them to third parties. Be In is continuing to develop and implement the strategies, and public disclosure would harm and disadvantage CamUp competitively.

5. Be In thus respectfully requests that portions of the Joint Report #2 and Be In's attached interrogatory responses be filed under seal. The table below describes the portions that Be In requests be sealed:

Document	Portion to be Sealed
Discovery Dispute Joint Report #2	Page 5, lines 17-18 (all text in point (3) after "such as"), 21 (all text after "such as" through end of sentence), 22-24 (all text after "the following:", through end of page) Page 6, lines 1-2
Exhibit B to Joint Report	Page 3, ll. 16-27 (except numbers "1." and "2.") Page 4, ll. 1-7, 24-27 (except numbers "4." and "5.") Page 5, ll. 1-6 (except numbers "6." and "7.")

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I declare under penalty of perjury under the laws of the United States of America that to the best of my knowledge the foregoing is true and correct. Executed on October 14, 2013, in London, England.



Joseph D'Anna

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LOCAL RULE 5-1(I)(3) ATTESTATION

I, Charles Barquist, am the ECF User whose ID and password are being used to file the Declaration of Joseph D’Anna in Support of Google’s Administrative Motion to File Documents Under Seal. In compliance with Local Rule 5-1(i)(3), I hereby attest that I have obtained Mr. D’Anna’s concurrence to file this document on his behalf.

/s/ Charles Barquist
Charles Barquist