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 9 Google Inc.

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

13 DIGITAL ENVOY, INC.,)
 14)
 15 Plaintiff/Counterdefendant,)
 16)
 17 v.)
 18)
 19 GOOGLE INC.,)
 20)
 21 Defendant/Counterclaimant.)
 22)
 23)
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 27)
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CASE NO. C 04 01497 RS
**DECLARATION OF HILARY
 WARE IN SUPPORT OF GOOGLE
 INC.'S MOTION FOR ENTRY OF A
 PROTECTIVE ORDER**

Judge: Hon. Richard Seeborg
 Courtroom: 4, 5th Floor
 Date: January 26, 2005
 (pending motion)
 Time: 9:30 a.m.

1 I, Hilary Ware, declare as follows:

2 1. I am an attorney at law duly licensed to practice in the State of California. I am
3 commercial litigation counsel at Google Inc. ("Google"), the defendant and counterclaimant in
4 this action. One of my responsibilities is to oversee and coordinate Google's response to
5 litigation discovery requests. I have personal knowledge of the facts set forth herein and, if
6 called as a witness, could and would testify competently thereto.

7 2. I have reviewed a copy of a subpoena that I understand Digital Envoy has served in
8 this litigation on a number of Google's business partners. Based upon my review and internal
9 investigation, I can say without question that most, if not all of the documents Digital Envoy is
10 demanding from Google's partners contain or constitute Google's highly confidential
11 information. For example, Google takes care to ensure that its contract negotiations with
12 partners as well as the contracts themselves are confidential so that negotiations with an
13 individual partner are not controlled by the negotiations or agreements with others. Such
14 confidentiality is equally important to ensure that Google's competitors cannot use the
15 information to Google's detriment in negotiations. For similar and obvious reasons, Google
16 requires that its partners preserve Google's technical specification documents and its documents
17 discussing future business plans as confidential. Even the unintentional use or disclosure of
18 such information by a company directly involved in the Internet space (and associated with
19 Google's competitors) could cost Google its relationships with partners, set back its future plans,
20 and directly or indirectly cause Google competitive harm.

21 3. I can also say, based on my investigation, that the volume of documents demanded
22 from at least several of Google's partners is substantial. For example, Google and its employees
23 communicate with AskJeeves almost every day on a host of subjects that have nothing to do with
24 Digital Envoy or this litigation. The same is true for Google's partners Infospace, Lycos,
25 Amazon, and others. As drafted, there would literally be thousands of potentially responsive
26 documents, located in a variety of different departments (and, in some cases, offices or regions)
27 that would take weeks if not months to locate, review, redact where applicable, and produce.

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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 on January 19, 2005, at Mountain View, California.

/s/ Hilary Ware
Hilary Ware

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CERTIFICATION

I, David H. Kramer, am the ECF User whose identification and password are being used to file this Declaration of Hilary Ware in Support of Google Inc.'s Motion for Entry of a Protective Order. In compliance with General Order 45.X.B, I hereby attest that Hilary Ware has concurred in this filing.

DATED: January 19, 2005

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

By: /s/ David H. Kramer
David H. Kramer
Attorneys for Google Inc.