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 11 Attorneys for Plaintiff and  
 Counterclaim-Defendant APPLE INC.

12 UNITED STATES DISTRICT COURT  
 13 NORTHERN DISTRICT OF CALIFORNIA  
 14 SAN JOSE DIVISION

15 APPLE INC., a California corporation,  
 16  
 17 Plaintiff,  
 18 v.  
 19 SAMSUNG ELECTRONICS CO., LTD., a  
 Korean corporation; SAMSUNG  
 20 ELECTRONICS AMERICA, INC., a New  
 York corporation; and SAMSUNG  
 21 TELECOMMUNICATIONS AMERICA,  
 LLC, a Delaware limited liability company,  
 22 Defendants.

Case No. 11-cv-01846-LHK

**DECLARATION OF CYNDI  
 WHEELER IN SUPPORT OF  
 APPLE'S ADMINISTRATIVE  
 MOTION TO FILE UNDER SEAL  
 DOCUMENTS RE APPLE'S  
 OPPOSITION TO SAMSUNG'S  
 MOTION TO STRIKE EXPERT  
 TESTIMONY**

1 I, Cyndi Wheeler, do hereby declare as follows:

2 1. I am an attorney for Apple Inc. (“Apple”). I submit this declaration in support of  
3 Apple’s Administrative Motion to File Documents Under Seal re Apple’s Opposition to  
4 Samsung’s Motion to Strike Expert Testimony. I have personal knowledge of the matters set  
5 forth below. If called as a witness I could and would testify competently as follows.  
6

7 2. I understand that the confidential, unredacted version of Apple’s Opposition to  
8 Samsung’s Motion to Strike Expert Testimony contains material that Samsung has designated  
9 Outside Attorneys’ Eyes Only. I have reviewed a redacted version of this document. It contains  
10 highly confidential and commercially sensitive business information, including confidential  
11 information regarding licensing agreements and potential licensing agreements with business  
12 partners, that could be used to Apple’s disadvantage by competitors if it were not filed under seal.  
13 In addition, the parties have stipulated that damages-related expert materials should be submitted  
14 to the Court under seal and not placed on the public record.  
15

16 3. The confidential, unredacted version of Terry L. Musika’s Declaration in Support  
17 of Apple’s Opposition to Samsung’s Motion to Strike Expert Testimony contains highly  
18 confidential and commercially sensitive business information, including confidential information  
19 regarding licensing agreements and potential licensing agreements with business partners that  
20 could be used to Apple’s disadvantage by competitors if it were not filed under seal. In addition,  
21 the parties have stipulated that all damages-related expert materials should be submitted to the  
22 Court under seal and not placed on the public record.  
23

24 4. Exhibits A-C to Terry L. Musika’s Declaration in Support of Apple’s Opposition  
25 to Samsung’s Motion to Strike Expert Testimony contain highly confidential and commercially  
26 sensitive business information, including confidential information regarding licensing agreements  
27 and potential licensing agreements with business partners that could be used to Apple’s  
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1 disadvantage by competitors if it were not filed under seal. In addition, the parties have stipulated  
2 that all damages-related expert materials should be submitted to the Court under seal and not  
3 placed on the public record.

4           5.       I understand that the confidential, unredacted version of the Pernick Declaration in  
5 Support of Apple's Opposition to Samsung's Motion to Strike Expert Testimony contains  
6 material that Samsung has designated Outside Attorneys' Eyes Only. I have reviewed a redacted  
7 version of this document. It contains highly confidential and commercially sensitive business  
8 information, including confidential information regarding licensing agreements and potential  
9 licensing agreements with business partners that could be used to Apple's disadvantage by  
10 competitors if it were not filed under seal. In addition, the parties have stipulated that all  
11 damages-related expert materials should be submitted to the Court under seal and not placed on  
12 the public record.  
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14           6.       Exhibits 5, 6, 7, 9, 18 and 20-32 to the Pernick Declaration contain information  
15 that Apple treats confidential in the ordinary course of its business. Specifically:  
16

- 17           a.       Pernick Declaration Exhibits 5 and 6 contain a large variety of types of  
18 confidential information including information regarding licensing  
19 agreements and potential licensing agreements with business partners and  
20 commercially sensitive business information, including information about  
21 confidential discussions with third parties relating to legal disputes that  
22 could be used to Apple's disadvantage by competitors if it were not filed  
23 under seal.
- 24           b.       Pernick Declaration Exhibit 7 is excerpts from the Sood Deposition on  
25 April 20, 2012. It contains confidential, proprietary market research and  
26 analysis, including information about the competitive landscape for mobile  
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devices. This business information was created at a significant cost to Apple, and could be used by Apple’s competitors to its disadvantage, particularly because it discusses Apple’s direct competitors. In addition, the parties have stipulated that all survey-related expert materials will be submitted under seal.

- c. Pernick Declaration Exhibit 9 is an excerpt from the Expert Report of Woodward Yang Regarding the Infringement of U.S. Patent Nos. US 7,577,460, US 7,456,893, US 7,698,711 and US 7,079,871. I understand that Samsung has designated this Report Outside Attorneys’ Eyes Only. Paragraphs 40, 75-76, 86, 88-91 and exhibit 3 of the attached excerpt contain non-public Apple confidential information relating to Apple’s products and the source code in Apple’s products, and could be used to Apple’s disadvantage by competitors if it were not filed under seal.
- d. Pernick Declaration Exhibit 18 is excerpts from Apple’s Objections and Responses to Samsung’s Interrogatories to Apple Relating to Apple Inc.’s Motion for a Preliminary Injunction served July 25, 2011, which includes information regarding Apple’s development of its patented technologies.
- e. Pernick Declaration Exhibits 20-22 are correspondence from Apple to Samsung regarding the clawback of documents containing privileged information. These Exhibits contain highly confidential and commercially sensitive business and financial information, including confidential discussions between the parties relating to legal disputes, that could be used to Apple’s disadvantage by competitors if they were not filed under seal.

- 1 f. Pernick Declaration Exhibits 23-28 are selected licensing agreements. As  
2 such, they contain highly confidential and commercially sensitive business  
3 information, including confidential information regarding licensing  
4 agreements with business partners, that could be used to Apple's  
5 disadvantage by competitors if it were not filed under seal.  
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- 7 g. Pernick Declaration Exhibit 29 is excerpts from the Blevins Deposition on  
8 April 3, 2012. It contains discussions of manufacturing details, strategies  
9 for detecting and resolving problems, and confidential details of design and  
10 development practices that could be used to Apple's disadvantage by  
11 competitors if it were not filed under seal.  
12
- 13 h. Pernick Declaration Exhibit 30 is excerpts from the O'Brien Deposition on  
14 April 20, 2012. It contains highly confidential and commercially sensitive  
15 business information, including confidential information regarding  
16 licensing agreements and potential licensing agreements with business  
17 partners, that could be used to Apple's disadvantage by competitors if it  
18 were not filed under seal.  
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- 20 i. Pernick Declaration Exhibit 31 is excerpts from the Corrected Expert  
21 Report of Michael J. Wagner. Exhibit 32 is excerpts from the Wagner  
22 Deposition on May 12, 2012. They contain highly confidential and  
23 commercially sensitive business information, including confidential  
24 information regarding damages that could be used to Apple's disadvantage  
25 by competitors if it were not filed under seal. In addition, the parties have  
26 stipulated that damages-related expert materials should be submitted to the  
27 Court under seal and not placed on the public record.  
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