IN THE UNITED STATES DISTRICT COURT

FOR THE MIDDLE DISTRICT OF TENNESSEE

NASHVILLE DIVISION

GIBSON GUITAR CORP.,)
PLAINTIFF,)
) Civil Action No. 3:08-0279
V.)
) Judge Thomas A. Wiseman, Jr.
WAL-MART STORES INC., TARGET) Magistrate Judge Juliet Griffin
CORPORATION, KMART CORPORATION,)
SEARS, ROEBUCK & CO., AMAZON.COM, INC.,)
GAMESTOP CORP., TOYS-R-US, INC., HARMONIX)
MUSIC SYSTEMS, INC., MTV (A DIVISION OF)
VIACOM INTERNATIONAL, INC.), AND)
ELECTRONIC ARTS, INC.,)
)
DEFENDANTS.)

MOTION FOR LEAVE TO FILE UNDER SEAL

Plaintiff Gibson Guitar Corp. ("Gibson") respectfully requests leave from the Court to file under seal the following documents, each of which is being filed contemporaneously herewith as a "Sealed Document" pursuant to Administrative Order No. 167, Section 5.07:

- 1) Gibson's Opposition to Defendants' Joint Motion to Dismiss or, in the Alternative, to Stay This Action in Favor of a First-Filed Action in the Central District of California ("Opposition to the Joint Motion to Dismiss or Stay"); and
- The Declaration of Richard Eskew in Support of Gibson's Opposition to the Joint Motion to Dismiss or Stay.

Gibson Guitar requests that their Joint Motion to Dismiss or Stay (and papers filed in support thereof) be filed under seal for the following reasons:

- Gibson and Activision Publishing, Inc. are parties to an agreement that includes a confidentiality provision (the "Agreement"). The confidentiality provision of the Agreement prohibits, *inter alia*, public disclosure or use of the terms of the Agreement, as well as public disclosure of the parties relationship related to the Agreement. *See* Glass Decl. Ex. B, Agreement §5 [D.E. 39].
- 2) Certain provisions of the Agreement and the parties relationship thereunder are referenced in Gibson's Opposition to the Joint Motion to Dismiss or Stay.
- To comply with the confidentiality provision of the Agreement, Gibson hereby respectfully requests leave from the Court to file under seal the unredacted version of its Opposition to the Joint Motion to Dismiss or Stay as well as certain declarations and exhibits in support thereof.

Gibson further requests that should the Court grant this motion to seal, its Opposition to the Joint Motion to Dismiss or Stay be deemed filed as of May 21, 2008.

WHEREFORE, Gibson respectfully requests that the Court grant this Motion for Leave to File Under Seal. A proposed order granting this motion is submitted herewith.

Respectfully submitted,

/s Douglas R. Pierce
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Attorneys for Plaintiff Gibson Guitar Corp.

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing is being filed electronically.

Notice of this filing will be sent by operation of the Court's electronic filing system to:

Samuel D. Lipshie, No. 009538 BOLT, CUMMINGS, CONNERS & BERRY Roundabout Plaza 1600 Division Street, Suite 700 Nashville, TN 37203 William Taylor Ramsey (No. 9245) Aubrey B. Harwell, III (No. 17394) NEAL & HARWELL 150 Fourth Avenue, North 2000 First Union Tower Nashville, TN 37210

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on this the 21st day of May, 2008.

s/ Douglas R. Pierce