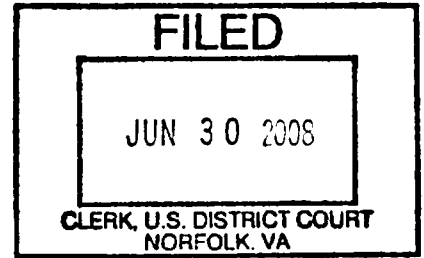


IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Norfolk Division



BID FOR POSITION, LLC,

Plaintiff/Counterclaim Defendant,

v.

Civil Action No. 2:07cv582 (JBF-TEM)

AOL LLC,
GOOGLE INC.,
MICROSOFT CORP.,
and MIVA, INC.,

Defendants/Counterclaim Plaintiffs.

JAL
**~~PROPOSED~~ AGREED ORDER ALLOWING GOOGLE INC. LEAVE TO
FILE UNDER SEAL THE DECLARATION OF CLAYTON BAVOR AND
PORTIONS OF THE BRIEF IN SUPPORT OF DEFENDANT GOOGLE INC.'S
MOTION FOR AN ORDER SUSTAINING GOOGLE'S OBJECTION TO
PLAINTIFF'S DESIGNATION OF DANA TODD AS A TECHNICAL ADVISOR
UNDER THE PROTECTIVE ORDER**

This matter comes before the Court on Defendant Google Inc.'s ("Google") Motion to File Under Seal the Declaration of Clayton Bavor and portions of its Brief in Support of Defendant Google Inc.'s Motion for an Order Sustaining Google's Objection to Plaintiff's Designation of Dana Todd as a Technical Advisor Under the Protective Order filed in this Court on May 15, 2008. And, it appearing to the Court that:

1. This Court entered a Protective Order ("Protective Order") on April 28, 2008.

Paragraph 23 of the Protective Order states:

- a. In the event a party wishes to use Protected Information, or any papers containing or making reference to the contents of such Protected Information, in any pleading or document filed with the Court in this litigation, such pleading or document and Protected Information shall be filed under seal, until such time as the Court orders or otherwise denies

permission to file under seal, and such Protected Information, or papers, shall plainly state on the first page of any bound or stapled document “Confidential—Filed Under Seal” and shall be filed only in sealed envelopes on which shall be endorsed the caption of this action and a statement substantially in the following form:

CONFIDENTIAL

This envelope contains documents that are subject to a Stipulation and Protective Order Governing Discovery Material entered by the Court in this action. This envelope shall neither be opened nor the contents revealed except by Order of the Court.

- b. Whenever a party files a document under seal with the Court, that party shall simultaneously file a motion requesting that the Court enter an order permitting the document to remain under seal. When such a motion is filed, the following steps must be taken:
 - i. The Clerk shall provide public notice by docketing the motion in a way that discloses its nature as a motion to seal, with a hearing date (if any);
 - ii. The Clerk shall provide interested persons an opportunity to submit memoranda in support of or in opposition to the motion;
 - iii. The document and any confidential memoranda shall be treated as sealed pending a ruling on the motion;
 - iv. If the Court decides to seal the documents at issue, it must state its reasons on the record, supported by specific findings; and
 - v. The Court must state its reasons for rejecting alternatives to closure.

2. The Declaration of Clayton Bavor (“Bavor Declaration”) and portions of the Brief in Support of Defendant Google Inc.’s Motion for an Order Sustaining Google’s Objection to Plaintiff’s Designation of Dana Todd as a Technical Advisor Under the Protective Order (“Portions of the Brief in Support”) contain a description of extraordinarily sensitive and valuable proprietary information relating to how certain systems used by Google operate. Because this information is designated “Highly Confidential” under the Protective Order, Google seeks permission to file the Bavor Declaration and Portions of the Brief in Support under seal.

3. The Bavor Declaration and Portions of the Brief in Support contain a description of extraordinarily sensitive and valuable proprietary information relating to how certain systems used by Google operate. The information has been designated as “Highly Confidential” by operation of Paragraph 26 of the Protective Order. Failing to file the Bavor Declaration and Portions of the Brief in Support under seal will risk the disclosure of Google’s confidential, trade secret information, would violate the Protective Order and potentially would cause competitive harm.

4. Google has sent copies of the Bavor Declaration and Brief in Support to opposing counsel. In-camera copies of the same will be sent to the Court as well.

5. Before this Court may seal Court documents, it must: “(1) provide public notice of the request to seal an allowance to the parties a reasonable opportunity to object; (2) consider less drastic alternatives to sealing the documents; and (3) provide specific reasons and factual findings supporting its decision to seal the documents and for rejecting the alternatives.” *Ashcraft v. Connoco, Inc.*, 218 F.3d 288, 302 (4th Cir. 2000). (Internal citations omitted.)

6. In compliance with Local Rule 5 of the Rules of this Court and *Ashcraft*, Google has attached a Public Notice of Google’s Motion to Seal.

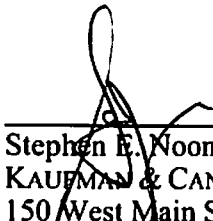
7. Google requests that the Court retain sealed materials until forty-five (45) days after a final order is entered and request that unless the case is appealed that any sealed materials be returned to counsel for the filing party.

Therefore, based upon the filings of Google and good cause shown, the Court FINDS and ORDERS that less drastic alternatives to sealing the Bavor Declaration and Portions of the Brief in Support are not feasible and therefore orders that the Bavor Declaration and Portions of the Brief in Support be filed under seal by the Clerk. The Court shall retain sealed materials until forty-five (45)

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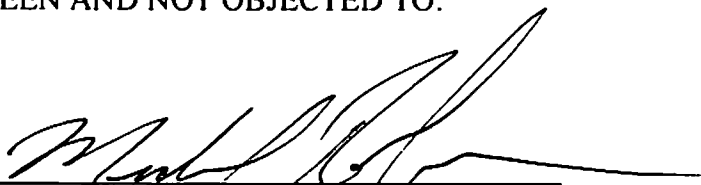
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A handwritten signature in black ink, appearing to be 'Dana J. Finberg', written over a horizontal line. The signature is stylized with loops and a long horizontal stroke.

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