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17 Attorneys for Defendants  
SAP AG, SAP AMERICA, INC., and  
18 TOMORROWNOW, INC.

19 UNITED STATES DISTRICT COURT  
20 NORTHERN DISTRICT OF CALIFORNIA  
21 SAN FRANCISCO DIVISION

22 ORACLE CORPORATION, et al.,  
23 Plaintiffs,  
24 v.  
25 SAP AG, et al.,  
26 Defendants.

Case No. 07-CV-1658 PJH

**DECLARATION OF SHELLEY  
NELSON IN SUPPORT OF  
DEFENDANTS' RESPONSE TO  
PLAINTIFFS' MOTION TO COMPEL  
PRODUCTION OF CLAWED BACK  
DOCUMENTS**

Date: N/A  
Time: N/A  
Courtroom: E, 15<sup>th</sup> Floor  
Judge: Hon. Elizabeth D. Laporte

1 I, SHELLEY NELSON, declare:

2 I am an individual over 18 years old. At the times relevant to the document discussed in  
3 this declaration, I was the Vice President of PeopleSoft Enterprise Support for TomorrowNow,  
4 Inc., one of the Defendants in this action. I make this declaration based on personal knowledge  
5 and, if called upon to do so, could testify competently thereto.

6 1. The document that has been produced by TomorrowNow in this case and Bates  
7 labeled TN-OR00868717 through TN-OR00868719 is an email that I sent to Chris Jackson of  
8 TomorrowNow on October 10, 2006. The email was intended to document a meeting I had with  
9 Chris Jackson where we discussed several of TomorrowNow's business plans, including (1)  
10 recruitment efforts for support staff who would work with European customers and related  
11 marketing plans and strategies; (2) potential clients TomorrowNow was targeting at the time; and  
12 (3) the status of service delivery and related customer information for existing TomorrowNow  
13 customers. The sixth and seventh printed lines below the subject line of page one of this email  
14 contain a summary of a discussion with Christopher Faye, an in-house attorney at SAP, who was  
15 providing legal advice and recommendations to TomorrowNow in response to the company's  
16 inquiry regarding his legal interpretation of what level of cooperation between TomorrowNow  
17 and SAP would be permissible under TomorrowNow's Rules of Engagement. This entire email  
18 contains and was intended to contain extremely sensitive, highly confidential non-public  
19 information relating to what were at the time TomorrowNow's current and future business plans  
20 and strategies.

21 2. My understanding is that the sixth and seventh lines of this email were redacted by  
22 TomorrowNow's outside counsel in this case based on the assertion of the Attorney-Client  
23 privilege. Even the un-redacted portions of this email contain sensitive, highly confidential non-  
24 public information relating to what were at the time TomorrowNow's current and future business  
25 practices and what was considered by TomorrowNow to be internal, commercially sensitive  
26 information. For example, this email also includes information concerning confidential personnel  
27 evaluations and medical concerns of individual employees, and their privacy would be pointlessly  
28 violated by the public release of this information.

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I declare under penalty of perjury under the laws of the United States and the State of California that the foregoing is true and correct. Executed this 12th day of August, 2008 in Bryan, Texas.

  
\_\_\_\_\_  
SHELLEY NELSON