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SAP AG, SAP AMERICA, INC., and  
18 TOMORROWNOW, INC.

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

21 ORACLE USA, INC., et al.,  
22 Plaintiffs,  
23 v.  
24 SAP AG, et al.,  
25 Defendants.

Case No. 07-CV-1658 PJH (EDL)

**DECLARATION OF THARAN GREGORY  
LANIER IN SUPPORT OF PLAINTIFFS'  
ADMINISTRATIVE MOTION TO FILE  
DEFENDANTS' DOCUMENTS  
SUPPORTING PLAINTIFFS' OPPOSITION  
TO DEFENDANTS' MOTION TO DISMISS  
UNDER SEAL**

Date: November 19, 2008; Time: 9:00 a.m.  
Courtroom: 3, 17th Floor  
Judge: Hon. Phyllis J. Hamilton

1 I, THARAN GREGORY LANIER, declare:

2 1. I am a partner in the law firm of Jones Day, 1755 Embarcadero Road, Palo Alto,  
3 California 94303, and counsel of record for Defendants SAP AG, SAP America, Inc. and  
4 TomorrowNow, Inc. (collectively, "Defendants") in the above-captioned action. I am a member  
5 in good standing of the state bar of California and admitted to practice before this Court. I make  
6 this declaration based on personal knowledge and, if called upon to do so, could testify  
7 competently thereto.

8 2. Pursuant to Civil Local Rule 79-5 and the stipulated Protective Order entered on  
9 June 6, 2007 in this case, I make this Declaration in support of Plaintiffs' Administrative Motion  
10 to File Opposition to Motion to Dismiss, and Declarations and Exhibits in Support Thereof,  
11 Under Seal ("Plaintiffs' Motion to Seal").

12 3. The requested relief is necessary and narrowly tailored to protect the  
13 confidentiality of the materials put at issue by Plaintiffs' Opposition to Defendants' FRCP  
14 12(b)(1) and 12(b)(6) Motion to Dismiss ("Plaintiffs' Opposition"). Specifically, Exhibits F, H,  
15 and J through T to the Declaration of Chad Russell in support of Oracle's Opposition to  
16 Defendants' FRCP 12(b)(1) and 12(b)(6) Motion to Dismiss ("Russell Declaration") contain  
17 information constituting "Confidential Information" or "Highly Confidential Information -  
18 Attorneys' Eyes Only" pursuant to the Protective Order entered on June 6, 2007 in this action. In  
19 particular, Exhibits F, N, and O contain information designated Highly Confidential - Attorneys'  
20 Eyes Only in good faith by Defendants. Additionally, Exhibits H, J through M, and P through T  
21 to the Russell Declaration contain information designated Confidential in good faith by  
22 Defendants.

23 4. Exhibit F contains Highly Confidential Information related to Defendant  
24 TomorrowNow, Inc.'s ("TN") specific network structure, the disclosure of which would be likely  
25 to cause competitive and business injury to Defendants.

26 5. Exhibit H contains Confidential Information consisting of non-public, customer-  
27 specific information.

28 6. Exhibit J contains Confidential Information related to Defendants' business and

1 marketing plans, analyses, and strategies for competing with Plaintiffs, as well as Confidential  
2 Information related to non-public, commercially sensitive analyses of business transactions and  
3 combinations.

4 7. Exhibit K contains Confidential Information related to non-public, commercially  
5 sensitive analyses of a business transaction.

6 8. Exhibit L contains Confidential Information related to Defendants' business and  
7 marketing plans, analyses, and strategies for competing with Plaintiffs.

8 9. Exhibit M contains Confidential Information related to Defendants' business and  
9 marketing plans, analyses, and strategies for competing with Plaintiffs.

10 10. Exhibit N contains Highly Confidential Information related to Defendants' current  
11 and future business plans, analyses, and strategies for competing in the market, the disclosure of  
12 which would be likely to cause competitive and business injury to Defendants.

13 11. Exhibit O contains Highly Confidential Information related to Defendants' current  
14 and future business plans, analyses, and strategies for competing in the market generally and with  
15 Plaintiffs specifically, the disclosure of which would be likely to cause competitive and business  
16 injury to Defendants.

17 12. Exhibit P contains Confidential Information related to Defendants' business and  
18 marketing plans, analyses, and strategies for competing with Plaintiffs.

19 13. Exhibit Q contains Confidential Information related to Defendants' business and  
20 marketing plans, analyses, and strategies for competing with Plaintiffs.

21 14. Exhibit R contains Confidential Information related to non-public, commercially  
22 sensitive analyses of business transactions and combinations.

23 15. Exhibit S contains Confidential Information related to Defendants' business and  
24 marketing plans, analyses, and strategies for competing with Plaintiffs, as well as Confidential  
25 Information related to non-public, commercially sensitive analyses of business transactions and  
26 combinations.

27 16. Exhibit T contains non-public, commercially sensitive customer information.

28 17. Defendants note that although Plaintiffs quote minor excerpts from Exhibits F, H,

