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UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN FRANCISCO DIVISION

ORACLE USA, INC., *et al.*, Plaintiffs, v. SAP AG, *et al.*, Defendants.	Case No. 07-CV-1658 PJH (EDL) **DECLARATION OF JASON MCDONELL ISO DEFENDANTS' ADMINISTRATIVE MOTION TO PERMIT DEFENDANTS TO FILE UNDER SEAL DOCUMENTS ISO DEFENDANTS' REPLY ISO MOTION FOR SANCTIONS AND REPLY ISO MOTION TO COMPEL**

I, JASON McDONELL, declare:

I am an attorney with the law firm of Jones Day and counsel for Defendants in the above-captioned matter. I make this declaration based on personal knowledge and, if called upon to do so, could testify competently thereto.

1. I make this declaration in support of Defendant's Administrative Motion to Permit Defendants to File Under Seal the following documents:

A. Portions of Defendants' Motion for Sanctions Reply containing quotes or other material from documents identified herein that have been designated by Plaintiffs as "Confidential Information" or "Highly Confidential Information - Attorneys' Eyes Only";

B. A portion of the Reply Declaration of Stephen K. Clarke in Support of Defendants' Motion for Sanctions Pursuant to Fed. R. Civ. P. 37(c) and 16(f);

C. Portions of Defendants' Motion to Compel Reply containing quotes or other material from documents identified herein that have been designated by Plaintiffs as "Confidential Information" or "Highly Confidential Information - Attorneys' Eyes Only";

D. Exhibit 8 to the Reply Declaration of Jason McDonell in Support of Defendants' Motion to Compel Production of Financial Information of Plaintiffs; and,

E. Portions of the Reply Declaration of Stephen K. Clarke in Support of Defendants' Motion to Compel Production of Financial Information from Plaintiffs.

2. Sealing of the documents identified above is requested because each of these documents contains information designated by Plaintiffs as Confidential or Highly Confidential – Attorneys Eyes' Only under the protective order entered into in this case. Defendants have narrowly tailored this request by redacting only a limited number of lines or paragraphs of documents and only the precise text that describes or discloses designated information.

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 4th day of August, 2009 in San Francisco, California.

DATED: August 4, 2009

JONES DAY

By: /s/ Jason McDonell
Jason McDonell

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

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