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11 Attorneys for Plaintiff and
 12 Counterclaim-Defendant APPLE INC.

13 UNITED STATES DISTRICT COURT
 14 NORTHERN DISTRICT OF CALIFORNIA
 15 SAN JOSE DIVISION

16 APPLE INC., a California corporation,
 17

18 Plaintiff,

19 v.

20 SAMSUNG ELECTRONICS CO., LTD., a
 Korean corporation; SAMSUNG
 21 ELECTRONICS AMERICA, INC., a New
 York corporation; and SAMSUNG
 22 TELECOMMUNICATIONS AMERICA,
 LLC, a Delaware limited liability company,

23 Defendants.
 24

Case No. 11-cv-01846-LHK

**DECLARATION OF CYNDI WHEELER IN
 SUPPORT OF SAMSUNG'S
 ADMINISTRATIVE MOTION TO FILE
 DOCUMENTS UNDER SEAL RE
 SAMSUNG'S MOTION TO STRIKE
 EXPERT TESTIMONY**

1 I, Cyndi Wheeler, hereby declare as follows:

2 1. I am an attorney for Apple Inc. (“Apple”). I submit this declaration in support of
3 Samsung’s Administrative Motion to File Under Seal (D.N. 934) pursuant to Local Rules 7-11
4 and 79-5. I have personal knowledge of the matters set forth below. If called as a witness I could
5 and would competently testify as follows.

6 2. Samsung’s Motion to Strike Expert Testimony (“Samsung’s Motion to Strike”),
7 the Declaration of Christopher E. Price in Support of Samsung’s Motion to Strike (“Price
8 Declaration”), the Declaration of James Ward in Support of Samsung’s Motion to Strike (“Ward
9 Declaration”), and Exhibits to the Price and Ward Declarations contain Apple-confidential
10 information. (See Declaration of James Ward in Support of Samsung’s Administrative Motion to
11 File Documents Under Seal [D.N. 934-2].) A description of these documents follows.

12 3. Ward Declaration Exhibit E is Apple’s Corrected and Amended Objections and
13 Responses to Samsung’s Interrogatories 4, 6, 7, 16, 17 and 18. It contains highly confidential and
14 commercially sensitive business information, including Apple’s advertising expenditures and
15 confidential discussions between the parties relating to legal disputes. A proposed redacted
16 version is attached as **Exhibit 1**.

17 4. Ward Declaration Exhibit H is Apple’s Objections and Responses to Samsung’s
18 Fourth Set of Interrogatories. It contains confidential product development information on pages
19 64 and 65. A proposed redacted version is attached as **Exhibit 2**.

20 5. Ward Declaration Exhibit K is excerpts from the Sood Deposition. It contains
21 confidential information about Apple’s design and product development at 155:1-156:25 and
22 165:1-167:23. A proposed redacted version is attached as **Exhibit 3**.

23 6. Ward Declaration Exhibit O is excerpts from the Givargis Deposition on April 23,
24 2012. It contains non-public Apple confidential information relating to Apple’s products and the
25 components in Apple’s products, and could be used to Apple’s disadvantage by competitors if it
26 were not filed under seal. A proposed redacted version is attached as **Exhibit 4**.

27 7. Ward Declarations Exhibits T and U are the Expert Report and Rebuttal Report of
28 Terry Musika. The parties have stipulated that that damages-related expert reports will be

1 submitted under seal in full and not on the public record. These documents contain confidential,
2 proprietary market research and analysis, including information about the competitive landscape
3 for mobile devices. This business information was created at a significant cost to Apple, and
4 could be used by Apple's competitors to its disadvantage, particularly because it discusses Apple's
5 direct competitors. These documents should be under seal in their entirety.

6 8. Ward Declaration Exhibit V is an excerpt from the Buckley Deposition, which
7 contains specific non-public financial data that is highly confidential to the company. A proposed
8 redacted version is attached as **Exhibit 5**.

9 9. Ward Declaration Exhibit X is the Expert Report of Tony Givargis, Ph.D.
10 Regarding Non-Infringement of the Asserted Claims of U.S. Patent No. 7,698,711. It contains
11 non-public Apple confidential information relating to Apple's products, the components in
12 Apple's products and Apple's source code, and could be used to Apple's disadvantage by
13 competitors if it were not filed under seal. A proposed redacted version is attached as Exhibit 6.

14 10. Price Declaration Exhibit B is a letter from Diane Hutnyan, counsel for Samsung,
15 to Mia Mazza, counsel for Apple, which contains specific non-public financial data that is highly
16 confidential to the company. A proposed redacted version is attached as **Exhibit 7**.

17 11. Price Declarations Exhibits C, D and F are letters from Diane Hutnyan to Mia
18 Mazza that contain specific non-public financial data that is highly confidential to the company.
19 They should be sealed in full.

20 12. Price Declaration Exhibit E is a letter from Diane Hutnyan to Mia Mazza and
21 Jason Bartlett, counsel for Apple, which contains specific non-public financial data that is highly
22 confidential to the company. A proposed redacted version is attached as **Exhibit 8**.

23 13. Price Declaration Exhibit H is a letter from Mia Mazza to Sarah Jenkins, counsel
24 for Samsung, which contains specific non-public financial data that is highly confidential to the
25 company. A proposed redacted version is attached as **Exhibit 9**.

26 14. Price Declaration Exhibit I is a letter from Mia Mazza to Diane Hutnyan, which
27 contains specific non-public financial data that is highly confidential to the company. A proposed
28 redacted version is attached as **Exhibit 10**.

1 15. Price Declarations Exhibits K, L, M, FF and GG are documents that contain
2 specific non-public financial data that is highly confidential to the company and should be sealed
3 in their entirety.

4 16. Price Declarations Exhibits P, Q, R, S, Y, Z, AA-DD are license agreements
5 between Apple and third parties, which are subject to non-disclosure agreements and contain
6 proprietary information that is highly sensitive and highly confidential to the company and to
7 those third parties. These exhibits should be sealed in their entirety.

8 17. Price Declaration Exhibit T is a Letter from Diane Hutnyan to Peter Kolovos,
9 which discusses royalty reports and confidential license agreements between Apple and third
10 parties, which are subject to non-disclosure agreements. The documents discussed contain Apple
11 and third party proprietary information that is highly sensitive and highly confidential to the
12 company and to those third parties. A proposed redacted version is attached as **Exhibit 11**.

13 18. Price Declaration Exhibit U is an email chain containing confidential business
14 information regarding Apple's licensing practices with third parties and discussing provisions of a
15 license containing highly sensitive and highly confidential Apple and third party information.
16 This exhibit should be sealed in its entirety.

17 19. Price Declarations Exhibits V and W are draft license agreements with third
18 parties and contain proprietary information that is highly confidential to the company and to those
19 third parties. These Exhibits should be sealed in their entirety.

20 20. Price Declaration Exhibit X is a Letter from Peter Kolovos to Diane Hutnyan,
21 which discusses Apple's confidential licensing and royalty policies and confidential license
22 agreements between Apple and third parties, which are subject to non-disclosure agreements.
23 The documents discussed contain Apple and third party proprietary information that is highly
24 sensitive and highly confidential to the company and to those third parties. A proposed redacted
25 version is attached as **Exhibit 12**.

26 21. The portions of the confidential, unredacted versions of Samsung's Motion to
27 Strike, the Price Declaration, and the Ward Declaration containing information drawn from the
28 exhibits above should remain under seal for the same reasons articulated above.

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ATTESTATION OF E-FILED SIGNATURE

I, Jason R. Bartlett, am the ECF User whose ID and password are being used to file this Declaration. In compliance with General Order 45, X.B., I hereby attest that Cyndi Wheeler has concurred in this filing.

Dated: May 24, 2011

By: /s/ Jason R. Bartlett
Jason R. Bartlett