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UNITED STATES DISTRICT COURT

CENTRAL DISTRICT OF CALIFORNIA

WESTERN DIVISION

SANOFI-AVENTIS U.S. LLC and REGENERON PHARMACEUTICALS, INC.,

Plaintiffs,

vs.

GENENTECH, INC., and CITY OF HOPE,

Defendants.

GENENTECH, INC., and CITY OF HOPE,

Counterclaim Plaintiffs,

vs.

SANOFI-AVENTIS U.S. LLC and REGENERON PHARMACEUTICALS, INC.,

Counterclaim Defendants.

Case No. 2:15-cv-05685-GW-AGR

JOINT APPLICATION TO FILE UNDER SEAL DOCUMENTS IN CONNECTION WITH PLAINTIFFS SANOFI-AVENTIS U.S. LLC AND REGENERON PHARMACEUTICALS, INC.'S MOTION TO COMPEL

Hearing on Motion: March 22, 2016
Time: 10:00 AM
Ctrm: B, 8th Floor, Spring Street
Judge: Alicia G. Rosenberg
Fact discovery cutoff:
March 4, 2016 (Current)
April 1, 2016 (Stipulation Pending)
Pretrial Conference: Sept. 8, 2016
Trial: Sept. 27, 2016

TO ALL PARTIES AND THEIR ATTORNEYS OF RECORD:

PLEASE TAKE NOTICE that Plaintiffs sanofi-aventis U.S. LLC and Regeneron Pharmaceuticals, Inc. (collectively "Plaintiffs") and Defendants Genentech, Inc. and City of Hope (collectively "Defendants") will and hereby do move for an order pursuant to Local Civil Rule 79 directing the Clerk of the Court to file the following documents under seal in the above-captioned action:

- Joint Stipulation re: Plaintiffs sanofi-aventis U.S. LLC and Regeneron Pharmaceuticals, Inc.'s Motion to Compel
- Declaration of Lisa M. Ferri in Support of Plaintiffs sanofi-aventis U.S. LLC and Regeneron Pharmaceuticals, Inc.'s Motion to Compel
- Exhibits B, D, J, and S to the Declaration of Lisa M. Ferri in Support of Plaintiffs sanofi-aventis U.S. LLC and Regeneron Pharmaceuticals, Inc.'s Motion to Compel

As set forth in detail in the attached memorandum and in the Declaration of Adam R. Brausa in support of this Joint Application, Defendants have advised Plaintiffs that the documents to be filed under seal disclose Defendants' confidential information, and Defendants have advised Plaintiffs that good cause exists to file such information under seal.

Statement of Plaintiffs' Position: Plaintiffs do not make any independent assertion that Defendants' information at issue contains any confidential information. Plaintiffs do not oppose this motion to seal pursuant to the protective order entered in this case. (D.I. 40.) Defendants have represented that the basis for sealing Defendants' information is set forth in the Declaration of Adam R. Brausa.

This Application is based on this Notice, the Declaration made by Defendants with respect to this motion, the pleadings and records on file in this action, and other matters of which the Court may take judicial notice.

MEMORANDUM OF POINTS AND AUTHORITIES

The parties submit this Memorandum of Points and Authorities in Support of their Joint Application to File Under Seal Documents in Connection with Plaintiffs' Motion to Compel.

Local Rule 79-5.1 provides that no document shall be filed under seal unless the Court has issued an order providing for filing of the documents under seal. The parties seek to file the following documents under seal because Defendants have represented that they contain confidential business and financial information for which there is good cause to maintain under seal:

- Joint Stipulation re: Plaintiffs sanofi-aventis U.S. LLC and Regeneron Pharmaceuticals, Inc.'s Motion to Compel
- Declaration of Lisa M. Ferri in Support of Plaintiffs sanofi-aventis U.S. LLC and Regeneron Pharmaceuticals, Inc.'s Motion to Compel
- Exhibits B, D, J, and S to the Declaration of Lisa M. Ferri in Support of Plaintiffs sanofi-aventis U.S. LLC and Regeneron Pharmaceuticals, Inc.'s Motion to Compel

Compelling reasons exist for sealing documents where their disclosure may "gratify private spite, promote public scandal, circulate libelous statements, or release trade secrets." *Kamakana v. City & County of Honolulu*, 447 F.3d 1172, 1179 (9th Cir. 2006). In determining whether documents should be sealed, a court should consider whether "disclosure of the material could result in improper use of the material for scandalous or libelous purposes or infringement upon trade secrets . . . ." *Foltz v. State Farm Mut. Auto Ins. Co.*, 331 F.3d 1122, 1135 (9th Cir. 2003) (quoting *Hagestad v. Tragesser*, 49 F.3d 1430, 1434 (9th Cir. 1995)) (internal citations and quotations omitted). Information about pricing and payment terms in a license agreement is "information that plainly falls within the definition of 'trade secrets'" and is a compelling reason to seal the license agreement. *Electronic Arts, Inc. v. United States District Court (In re Elec. Arts, Inc.)*, 298 Fed. Appx. 568, 569

(9th Cir. 2008); *see also Clark v. Bunker*, 453 F.2d 1006, 1008-10 (9th Cir. 1972) (adopting the Restatement definition and finding that "a detailed plan for the creation, promotion, financing, and sale of contracts" constitutes a trade secret). The parties seek to file the documents at issue under seal because Defendants have represented that they contain confidential business information warranting filing the information under seal filing.

CONCLUSION

Pursuant to Local Rule 79, the parties respectfully request that this Court issue an order directing the Clerk of the Court to seal the documents at issue in this application.

Dated: February 26, 2016

Mayer Brown LLP
Elizabeth D. Mann
Lisa M. Ferri
Richard J. McCormick

By: */s/ Elizabeth Mann*
Elizabeth Mann

Attorneys for SANOFI-AVENTIS U.S. LLC and REGENERON PHARMACEUTICALS, INC.

Dated: February 26, 2016

DURIE TANGRI LLP

By: */s/ Adam R. Brausa*
Adam R. Brausa

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Attorneys for Defendants and Counterclaim Plaintiffs GENENTECH, INC. and CITY OF HOPE

FILER'S ATTESTATION OF CONCURRENCE

Pursuant to Civil L.R. 5-4.3.4(a)(2) relating to documents requiring multiple signatures, I, Elizabeth Mann, attest that all other signatories concur in the content of the foregoing document and authorize the filing of the same.

/s/ Elizabeth Mann
Elizabeth Mann