MAYER BROWN LLP
ELIZABETH MANN (SBN 106524)
emann@mayerbrown.com
350 S. Grand Avenue, 25th Floor
Los Angeles, CA 90071
Telephone: (213) 229-9500
Facsimile: (213) 625-0248

LISA M. FERRI (*pro hac vice*)
lferri@mayerbrown.com
BRIAN W. NOLAN (*pro hac vice*)
bnolan@mayerbrown.com
RICHARD J. McCORMICK (*pro hac vice*)
rmccormick@mayerbrown.com
1221 Avenue of the Americas
New York, New York 10020-1001
Telephone: (212) 506-2500
Facsimile: (212) 262-1910

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

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

APPLICATION TO FILE UNDER SEAL DOCUMENTS IN CONNECTION WITH SUPPLEMENTAL MEMORANDUM OF LAW IN SUPPORT OF 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: April 1, 2016
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") 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:

- Supplemental Memorandum of Law in Support of Plaintiffs sanofi-aventis U.S. LLC and Regeneron Pharmaceuticals, Inc.'s Motion to Compel
- Exhibits A, B, C, and D to the Declaration of Lisa M. Ferri in Support of Supplemental Memorandum of Law 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 Lisa M. Ferri in support of this Application, Defendants Genentech, Inc. and City of hope (collectively, "Defendants") have informed Plaintiffs that the documents to be filed under seal disclose Defendants' confidential information. Plaintiffs do not make any independent assertion that Defendants' information at issue contains any confidential information. Plaintiffs file this motion to seal pursuant to the protective order entered in this case (D.I. 40) to honor Defendants' confidentiality designations.

This Application is based on this Notice, the Declaration of Lisa M. Ferri 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

Plaintiffs submit this Memorandum of Points and Authorities in Support of their Application to File Under Seal Documents in Connection with Plaintiffs' Supplemental Memorandum of Law in Support of sanofi-aventis U.S. LLC and Regeneron Pharmaceuticals, Inc.'s 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. Plaintiffs 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:

- Supplemental Memorandum of Law in Support of Plaintiffs sanofi-aventis U.S. LLC and Regeneron Pharmaceuticals, Inc.'s Motion to Compel
- Exhibits A, B, C, and D to the Declaration of Lisa M. Ferri in Support of Supplemental Memorandum of Law 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). Plaintiffs 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, Plaintiffs respectfully request that this Court issue an order directing the Clerk of the Court to seal the documents at issue in this application.

Dated: March 8, 2016

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

By: */s/ Elizabeth Mann*
Elizabeth Mann

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