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9   NEO4J, INC. and NEO4J SWEDEN AB

10   UNITED STATES DISTRICT COURT

11   NORTHERN DISTRICT OF CALIFORNIA

12   NEO4J, INC., a Delaware corporation, and   CASE NO. 5:18-CV-07182-EJD
     NEO4J SWEDEN AB, a Swedish
13   corporation,   **DECLARATION OF PHILIP RATHLE IN
                                                      SUPPORT OF DEFENDANTS'**
14   Plaintiffs,   **ADMINISTRATIVE MOTION TO FILE
                                                      EXHIBITS UNDER SEAL**
15   v.
                                                      [CIVIL L.R. 79-5(d)(1)(A)]
16   PURETHINK LLC, a Delaware limited
     liability company, IGOV INC., a Virginia
17   corporation, and JOHN MARK SUHY, an
     individual,
18
                    Defendants.
19
     AND RELATED COUNTERCLAIM.
20

21   NEO4J, INC., a Delaware corporation, and   CASE NO. 5:19-CV-06226-EJD
     NEO4J SWEDEN AB, a Swedish
22   corporation,

23   Plaintiffs,

24   v.

25   GRAPH FOUNDATION, INC., an Ohio
     corporation, GRAPHGRID, INC., an Ohio
26   corporation, and ATOMRAIN INC., a
     Nevada corporation,
27
                    Defendants.
28

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DECLARATION OF PHILIP RATHLE IN SUPPORT OF DEFENDANTS' ADMINISTRATIVE MOTION TO FILE EXHIBITS UNDER
SEAL; CASE NOS. 5:18-CV-07182-EJD AND 5:19-CV-06226-EJD

I, Philip Rathle, declare as follows:

1.   I am the Vice President of Products at Neo4j, Inc. ("Neo4j USA"). I have held that position since December 2013; and prior to that, worked in a similar position as Senior Director of Products at Neo4j USA, beginning May 2012. I am responsible for product management of the Neo4j product portfolio, which includes the Neo4j® graph database platform ("Neo4j® Platform"). My responsibilities include product strategy and product roadmap, including specifying what features are to be built in successive versions of the Neo4j® Platform, as well as the design and behaviors of those features. I and my team work closely the Neo4j Product Engineering team, who are responsible for building and testing each successive version of the Neo4j® Platform, and who comprise of over 100 engineers primarily employed by Neo4j Sweden AB.

2.   I submit this declaration in response to Defendants and Counterclaimants' Administrative Motion to File Exhibits Designated by Opposing Side as Highly Confidential-Attorneys' Eyes Only and Confidential Under Protective Order. The facts stated herein are based on my personal knowledge, except with respect to those matters stated to be on information and belief, and as to those matters, I believe them to be true. If called upon to testify as a witness in this matter, I could and would do so competently.

3.   I have reviewed the following exhibits to the Declaration of Adron G. Beene in Support of Defendants Consolidated Opposition and Motion For Summary Judgment ("Beene Declaration"), which either contain Plaintiffs' highly confidential, commercially sensitive business information, or confidential, commercially sensitive business information:

(a)   **Exhibit 1** to the Beene Declaration is a highly confidential Amended and Restated License Agreement between Neo4j, Inc. and Neo4j Sweden AB. This intercompany agreement contains highly confidential and proprietary information relating to the business and financial relationship between Neo4j, Inc., and its wholly-owned subsidiary, Neo4j Sweden AB. Neo4j Inc. is a privately held company and does not publically disclose its internal financial or business operations information, or in particular this agreement. It also limits access of this agreement and internal business and financial information on a "need-to-know basis" to a small number of high-level employees of Neo4j, Inc. and Neo4j Sweden AB, and limits its disclosure

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DECLARATION OF PHILIP RATHLE IN SUPPORT OF DEFENDANTS' ADMINISTRATIVE MOTION TO FILE EXHIBITS UNDER SEAL; CASE NOS. 5:18-CV-07182-EJD AND 5:19-CV-06226-EJD

1   subject to a non-disclosure/confidentiality agreement. I believe that the public disclosure of this

2   information would substantially harm our competitive standing in the marketplace, provide

3   competitors with information that could be used to obtain a competitive advantage over Neo4j, Inc.

4   by obtaining insight into the financial condition of Neo4j, Inc. and Neo4j Sweden AB, as well as

5   the profitability of their software business.
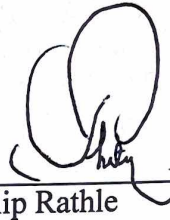
6   (b)   **Exhibit 2** to the Beene Declaration is a highly confidential report of royalties

7   paid by Neo4j, Inc. to Neo4j Sweden under the Amended and Restated License Agreement attached

8   as Exhibit 1. This report contains highly confidential and proprietary financial information relating

9   to the business and financial relationship between Neo4j, Inc., and its wholly-owned subsidiary,

10   Neo4j Sweden AB, including cost of goods and royalty payments based thereon. Neo4j Inc. is a

11   privately held company and does not publically disclose its internal financial information, or in

12   particular the amount of royalties paid or costs of its goods sold. It also limits access of this internal

13   financial information on a "need-to-know basis" to a small number of high-level employees of

14   Neo4j, Inc. and Neo4j Sweden AB, and limits its disclosure subject to a non-

15   disclosure/confidentiality agreement. I believe that the public disclosure of this information would

16   substantially harm our competitive standing in the marketplace, provide competitors with

17   information that could be used to obtain a competitive advantage over Neo4j, Inc. by obtaining

18   insight into the financial condition of Neo4j, Inc. and Neo4j Sweden AB, as well as the profitability

19   of their software business.

20   (c)   **Exhibit 7** to the Beene Declaration is an October 2016 email exchange

21   between Jason Zagalsky and David Mohr, both employees of Neo4j, Inc. at that time. This email

22   contains confidential and proprietary information that relates to Neo4j, Inc.'s business model and

23   strategy of obtaining government contracts for the Neo4j® Platform. It also contains confidential

24   information pertaining to Neo4j, Inc.'s licensing strategy. I believe that the disclosure of this

25   information would substantially harm our competitive standing in the marketplace, provide

26   competitors with information that could be used to obtain a competitive advantage over Neo4j, Inc.

27   and damage Neo4j, Inc.'s actual and potential customer relationships.

28   / / /

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DECLARATION OF PHILIP RATHLE IN SUPPORT OF DEFENDANTS' ADMINISTRATIVE MOTION TO FILE EXHIBITS UNDER
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1   4.   All of the documents and excerpts discussed above contain information that is highly

2 confidential and competitively sensitive. Neo4j, Inc. takes significant precautions to ensure that

3 this type of information is not publicly disclosed.

4   I declare under penalty of perjury under the laws of the United States of America that the

5 foregoing is true and correct, and that this declaration was executed on this 19th day of January

6 2021, at San Mateo, California

7

8   _____
     Philip Rathle

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DECLARATION OF PHILIP RATHLE IN SUPPORT OF DEFENDANTS' ADMINISTRATIVE MOTION TO FILE EXHIBITS UNDER
SEAL; CASE NOS. 5:18-CV-07182-EJD AND 5:19-CV-06226-EJD