EXHIBIT 14

Lisa Borodkin <lborodkin@gmail.com>

Your call

Lisa Borodkin <lborodkin@gmail.com> **Thu, May 20, 2010 at 2:01 AM**
To: david@ripoffreport.com
Cc: Daniel Blackert <blackertesq@yahoo.com>, Maria Crimi Speth <mcs@jaburgwilk.com>

Hi David,

As a formal matter, I reserve our client's right to continue in the position stated on May 11, 2010 that we will not agree to a protective order regarding confidentiality unless it is ordered. That position supersedes any prior statements we made to you before May 11.

However, purely as a courtesy, I have reviewed the drafts and here are my comments on why the proposed form of Protective Order, or the usual way of negotiating a Protective Order, will work for us in this case.

If you have a more creative solution for solving the current impasse, please suggest it.

I also note that your drafts did not include Exhibit "A" - the form of agreement that persons covered by the protective order need to sign. If I missed it in another email, I apologize.

1. Paragraphs 2/3:

These are too broad in that any person can designate material "confidential" or "Confidential - Attorney's Eyes Only"within their sole discretion. We think this is burdensome, and subject to bad-faith designations for which there is no adequate remedy.

No trade secrets, or proprietary matter has been identified in this case yet.

We already suggested that we would agree to a narrow protective order purely to protect Mr. Magedson 's personal information in terms of his address and whereabouts. If you want me to actually draft that into something we can sign, I will. However, your comments in the May 11 meet and confer indicated that would be futile.

Even if there is a trade secret, or personal or proprietary information, we don't believe your clients have taken reasonable steps to preserve confidentiality, with regard to the primary aspects of the business that are subject to this litigation -- the Corporate Advocacy Program and your clients' SEO practices.

Much of our position on this is drawn from the your clients' own statements on the Internet. The entire premise of Ripoff Report's website is that it is allegedly public and objective. Your client's website states:

"Since all the Reports are out in the open, consumers, journalists, attorneys and investigators from all types of agencies can research existing problems and anticipate potential problems. We provide immediate access to all kinds of fraud and scams, all out in the open, all unedited and all for FREE."

That is on the Ripoff Report home page: http://www.ripoffreport.com

Mr. Magedson also states, literally repeatedly, on the website and/or in correspondence that "We will all be blogged."

We agree. This case should also be blogged and reported on.

Given the nature of your client's statements, and representations to the public, there is a great public interest in having a public record as to the actual transparency and legitimacy of the Corporate Advocacy Program, ad the objectivity of your Search Engine Optimization practices. If it is all neutral and above board, it should not be a problem.

We also think that would be consistent with Ripoff Report's statements to the public regarding the law as follows:

"If this seems unfair or unreasonable, consider this -- if someone sues you in court and makes outlandish claims that are completely false, you can fight the case and win and at the end a judgment will be entered in your favor proving that you were right and your accuser was wrong. **However, the court clerk will NOT destroy the file or seal the records of the case simply because you won. Even when a lawsuit is shown to be 100% baseless, the documents remain part of a public record that is maintained for years or perhaps forever (trust us -- we KNOW about this from first-hand experience).** In this situation, the remedy you are entitled to is a court order or judgment proving that you were right, not the destruction of public records about the case."

That is from the section at http://www.ripoffreport.com/ConsumersSayThankYou/WantToSueRipoffReport.aspx

If there is a particular algorithm for determining the cost of enrollment and monthly fee for the Corporate Advocacy Program (CAP), then we may consider a provisional proposal for solely that as well as the actual prices. However, it says right on the Ripoff Report website that the cost depends on the following:

"Fees for enrolling in the program are based upon the number of Reports filed, the number of offices you have, and/or the size of an average sale. Additionally, there is a flat set-up fee to offset the costs associated with programming and contract legalities. Rate sheets will be sent upon completion and verification of the intake questionnaire."

That is from: http://www.ripoffreport.com/CorporateAdvocacy/HowItWorks.aspx

Because we do not now know if a legitimate reason to correlate the cost of enrolling in CAP to the number of offices, or -- in particular -- the size of an average sale, there is a chance that is illegal discriminatory pricing, and/or further supports the claim that the CAP is extortion rather than a legitimate sale of services. We think that at least part of that should be public record.

Also of concern are your clients' statements on the Internet regarding potential litigation:

"Victims & attorneys who are interested in pursuing litigation against a particular company reported on this website **must** contact us **directly**. It is inappropriate to solicit business using this website other than through prior arrangement."

That is on the home page at: http://www.ripoffreport.com/

Given that that statements have a potentially restrictive chilling effect on legal rights, we think there is a strong public policy in having a public record of your clients' rationale for telling readers that they "must contact us directly." We do not think the rationale for that statement would qualify as a trade secret, and we eventually will seek more information about that.

I think you get the general idea. As I said, we would consider a reasonable proposal to limit what is truly confidential and as to which your client has taken reasonable steps to preserve confidentiality. We've only requested to things so far - depos of Ed Magedson and your 30(b)(6) witness on a handful of topics. If you want to tell us what in there you think needs to be kept secret, we'll consider it.

2. Paragraph 6:

This is regarding automatic designation of all deposition transcripts as "Attorney's Eyes Only" until 20 days after receipt of the final deposition transcript. It is unduly broad, slow, burdensome and not acceptable given the August 3 trial date.

In any event, you took our client's deposition without a protective order. I gather from your email you intend to use portions of that transcript with your motion for summary judgment without a confidential designation and without filing under seal. I think it is equitable for us to do the same. I would be more inclined to consider this further if you were going to voluntarily abstain for 20 days form using that transcript.

Secondly, this is a bifurcated case with a trial in less than 3 months. All we have requested in the way of discovery so far (besides your voluntary Initial Rule 26(a) Disclosures) are the depositions of Ed Magedson and Xcentric's designated Rule 30(b)(6) witness(es) on a few narrow topics pertinent to the bifurcated trial. Automatically designating all such discovery Attorneys' Eyes Only unreasonably burdens pur ability to explain the evidence to our client and hampers our ability to prepare for trial or evaluate the case for settlement.

Our clients must know what is said in depositions to evaluate the case for trial and for settlement.

If you want propose a more creative way of handling those deposition problems, we will consider it. If you want to suggest a list of topics to avoid in depositions, perhaps we can agree to something informally through email, but as it stands, we cannot agree to the proposed form of protective order.

3. Paragraph 11:

This requires a motion to challenge improper confidentiality, and no provision for fee shifting for bad-faith designations.

There is no incentive for a party not to designate every piece of evidence with the most restrictive designation, as this is written.

It is burdensome, raises the costs, and slows the discovery process down.

We are already at an impasse with the depositions we have requested of your clients, since you claim it is all confidential.

In short, we might as well bring a general motion to the Magistrate Judge regarding the protective order overall rather than agreeing to a default position proposed here and then having to go on motions individually on specific designations.

Please let me know if you agree, or if anything I have stated above is inaccurate.

Lisa

[Quoted text hidden]