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13 **THE UNITED STATES DISTRICT COURT**
14 **FOR THE CENTRAL DISTRICT OF CALIFORNIA**

15 ENTREPRENEUR MEDIA, INC., a)
16 New York corporation,)
17 Plaintiff,)
18 vs.)
19 EYGN Limited, ERNST & YOUNG)
20 LLP and ERNST & YOUNG)
ADVISORY INC.,)
21 Defendants.)

Case No. SACV08-0608 DOC
(MLGx)
Complaint filed June 2, 2008

DECLARATION OF VICTORIA COCHRANE

Date: December 22, 2008
Time: 8:30 a.m.
Courtroom: 9D
Judge: Honorable David O. Carter

22 _____)
23 EYGN Limited, ERNST & YOUNG)
LLP,)
24 Counterclaim-Plaintiffs,)
25 vs.)
26 ENTREPRENEUR MEDIA, INC.,)
Counterclaim-Defendant.)

1 I, Victoria Cochrane, declare under penalty of perjury:

2 1. I am a Director of Defendant-Counterclaim-Plaintiff EYGN Limited
3 (“EYGN”), a position I have held since 1 July, 2008. This declaration is based on
4 my personal knowledge, my review of corporate records kept in the ordinary course
5 of business, and matters about which I have been informed by persons acting under
6 my supervision.

7 2. EYGN is an intellectual property holding company organized and
8 existing under the laws of the Bahamas, with a registered office at One Montague
9 Place, East Bay Street, Nassau, Bahamas.

10 3. EYGN is not registered to do business in California, nor does it
11 conduct or solicit business in California. EYGN maintains no California offices,
12 property, personnel, bank accounts, mailing addresses or telephone numbers.

13 4. EYGN has no subsidiaries that conduct business in California.

14 5. Aside from a demand letter and follow-up email that EYGN’s New
15 York counsel sent to Entrepreneur Media, Inc. (“EMI”) in California, as described
16 below, EYGN has had no dealings whatsoever in California.

17 6. EYGN owns the ENTREPRENEUR OF THE YEAR in the United
18 States and elsewhere, and owns United States Trademark Registration No.
19 1,587,164 for this mark, based on first use in interstate commerce in 1986, in
20 connection with “[c]onducting an annual awards ceremony commemorating the
21 recipient’s exceptional achievement in entrepreneurial business achievements” in
22 International Class 41.¹ I am advised that, under the applicable law, this
23 registration is “incontestable.” A print-out from the United States Patent and
24 Trademark Office (“USPTO”) showing the details of this registration is annexed
25 hereto as Exhibit A.

26 ¹ EYGN also owns, *inter alia*, the WORLD ENTREPRENEUR OF THE YEAR
mark and United States Registration No. 2,669,983 therefor in connection with the
same services, based on first use in commerce in 2001, as shown on the USPTO
print-out annexed hereto as Exhibit B.

1 7. EYGN has licensed use of certain marks, including the
2 ENTREPRENEUR OF THE YEAR mark, to Ernst & Young LLP (“Ernst &
3 Young”), which is a member firm of Ernst & Young Global Limited. Ernst &
4 Young uses the mark under this license (the “E&Y License”) in connection with a
5 contest and awards program for innovative business leaders that has been running
6 in the United States for more than twenty years. Ernst & Young is headquartered in
7 New York, and the E&Y License is governed by New York law. A true and correct
8 copy of the E&Y License is annexed hereto as Exhibit C.

9 8. The E&Y License provides that EYGN and Ernst & Young have no
10 liability for each others’ acts or omissions. EYGN receives no royalty income or
11 license fees from the E&Y License.

12 9. EYGN has never licensed or otherwise authorized EMI to use the
13 ENTREPRENEUR OF THE YEAR mark.

14 10. While EYGN licenses certain of its trademarks (such as the ERNST &
15 YOUNG mark) and other intellectual property to Ernst & Young in the United
16 States and other member firms of Ernst & Young Global Limited elsewhere in the
17 world, EYGN and Ernst & Young have no relationship with each other besides that
18 of licensor/licensee.

19 11. For example: EYGN is not an owner or partner of Ernst & Young, and
20 Ernst & Young is not an owner or shareholder of EYGN. Ernst & Young does not
21 pay any expenses of EYGN. EYGN and Ernst & Young have separate boards of
22 directors, maintain separate offices, maintain separate bank accounts and issue
23 separate financial statements.

24 12. EYGN has not authorized Ernst & Young to act as an agent for
25 EYGN.

26 13. The majority of files relating to EYGN’s United States trademark
registrations, including enforcement activities with respect to infringing uses of the
ENTREPRENEUR OF THE YEAR mark in the United States, are kept in New

1 York, at the offices of EYGN's New York trademark counsel Fross Zelnick
2 Lehrman & Zissu, P.C. and the offices of EYGN's United States licensee, Ernst &
3 Young. Accordingly, a considerable amount of documents and things relating to
4 the ENTREPRENEUR OF THE YEAR mark, including copies of trademark
5 registrations, Statements of Continuing Use of the mark, Specimens of Use of the
6 mark and other filings with the USPTO, as well as copies of enforcement
7 correspondence and documents, are located in New York.

8 14. In addition, copies of documents relating to EYGN's
9 ENTREPRENEUR OF THE YEAR mark are located in London, at the offices of
10 Ernst & Young Global Limited.


11 15. None of EYGN's trademark registration or enforcement files are
12 located in California.

13 16. For the above reasons, litigation in California would impose a great
14 burden and expense upon EYGN.

15
16
17 I declare under penalty of perjury under the laws of the United States of America
18 that the foregoing is true and correct.

19
20 Executed on October 29, 2008

21 at Becket House, 1 Lambeth Palace Road, London, SE1 7EU, UK.

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23
24
25 

26 VICTORIA COCHRANE