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12

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 LARRY J. HAYNES

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.)

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I, Larry J. Haynes, declare under penalty of perjury:

1. I am a Partner of Defendant-Counterclaim-Plaintiff Ernst & Young LLP ("Ernst & Young"), a limited liability partnership registered under the laws of the State of Delaware with its principal place of business at 5 Times Square, 37th Floor, New York, NY 10036. I began working for Ernst & Young in 1978 and have held my current title of Partner since 1989. In addition, since July 1, 2008, I have served as Americas Director Entrepreneur Of The Year Program, which program is described in further detail below. This declaration is based on my personal knowledge, the records of my company, and matters about which I have been informed by persons acting under my supervision.

A. Ernst & Young ENTREPRENEUR OF THE YEAR Program

2. Ernst & Young, a member firm of the United Kingdom-based Ernst & Young Global Limited, is one of the largest professional services organizations in the United States.

3. For more than two decades, Ernst & Young has conducted an annual awards program in the United States under the ENTREPRENEUR OF THE YEAR mark to commemorate the exceptional achievement of business leaders and to make the general public more aware of the benefits these leaders provide to the economy.

4. Ernst & Young uses the ENTREPRENEUR OF THE YEAR mark under license from Defendant-Counterclaim-Plaintiff EYGN Limited ("EYGN"), an intellectual property holding company incorporated and located in the Bahamas.

5. Ernst & Young's ENTREPRENEUR OF THE YEAR award is highly sought-after and is the most prestigious business award of its kind.

6. ENTREPERNEUR OF THE YEAR award honorees over the years have included some of the most influential business leaders in the world, such as Michael Dell of Dell Computer Corp. (1989), Howard Schultz of Starbucks Corp. (1991), Steve Case of America Online (1994), Jeff Bezos of Amazon.com (1997),

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1 John P. Mackey of Whole Foods Market, Inc. (2003) and Wayne Huizenga of
2 Huizenga Holdings, Inc. (2004).

3 **B. Location of Ernst & Young's Documents and Witnesses**

4 7. In my capacity as Americas Director Entrepreneur Of The Year
5 Program, I coordinate the program out of Ernst & Young's offices in Dallas, Texas,
6 where I work. I am assisted primarily by Betty Pilcher, who works out of Ernst &
7 Young's Baltimore, Maryland offices. Documents relating to Ernst & Young's
8 national ENTREPRENEUR OF THE YEAR program are kept in my office in
9 Dallas and Betty Pilcher's office in Baltimore. Other documents are kept in various
10 Ernst & Young offices throughout the United States.

11 8. For more than twenty years EYGN has owned and Ernst & Young has
12 used the ENTREPRENEUR OF THE YEAR mark in the United States, and EYGN
13 and Ernst & Young have actively policed their rights in the mark against use by
14 third parties. Ernst & Young conducts its enforcement activities from its
15 headquarters in New York City.

16 9. The majority of files relating to enforcement of Ernst & Young's rights
17 in the ENTREPRENEUR OF THE YEAR mark are located in New York City.

18 10. Ernst & Young's in-house counsel responsible for overseeing
19 enforcement of Ernst & Young's rights in the ENTREPRENEUR OF THE YEAR
20 mark are located in New York City.

21 11. Ernst & Young does not anticipate calling any company witnesses who
22 reside or are located in the State of California.

23 12. Ernst & Young does not anticipate relying on any company files that
24 are located in the State of California.

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1 I declare under penalty of perjury that the foregoing is true and correct.

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3 Executed on October 29, 2008 at DALLAS, TEXAS

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Larry J. Haynes
Larry J. Haynes

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