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 2 **BRIAN K. BROOKEY, CA Bar No. 149522**
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 3 **G. WARREN BLEEKER, CA Bar No. 210834**
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 4 **CHRISTIE, PARKER & HALE, LLP**
 350 West Colorado Boulevard, Suite 500
 5 **Post Office Box 7068**
 Pasadena, California 91109-7068
 6 **Telephone: (626) 795-9900**
 Facsimile: (626) 577-8800
 7
 8 Attorneys for Plaintiffs,
 CALCAR, INC. and AMERICAN CALCAR, INC.

9
 10 UNITED STATES DISTRICT COURT
 11 NORTHERN DISTRICT OF CALIFORNIA

12
 13 CALCAR, INC., a California
 corporation; and AMERICAN
 14 CALCAR, INC., a Delaware
 corporation,

15 Plaintiff(s),

16 vs.

17 THE CALIFORNIA CARS
 18 INITIATIVE, INC., an unknown
 business entity; and FELIX KRAMER,
 19 an individual,

Case No. 3:08-MC-80083 MHP
 (WDBx)

**DECLARATION OF G. WARREN
 BLEEKER IN SUPPORT OF
 PLAINTIFFS' OPPOSITION TO
 GOOGLE'S MOTION FOR A
 PROTECTIVE ORDER**

DATE: May 14, 2008
TIME: 1:00 p.m.
CTRM: 4, Oakland

1 I, G. Warren Bleeker, declare and state as follows:

2 1. I am an associate with the law firm Christie, Parker & Hale, LLP,
3 counsel for Plaintiffs in this Miscellaneous Action, and am admitted to practice
4 before the United States District Courts for the Central and Northern Districts of
5 California. I have personal knowledge of the contents of this declaration and, if
6 called as a witness, could and would competently testify thereto.

7 2. On March 18, 2008, Calcar served Google with a deposition
8 subpoena and a check for witness fees and anticipated mileage. Attached as
9 Exhibit A is a true copy of the deposition subpoena, notice of deposition and
10 proof of service.

11 3. Prior to the deposition date of April 7, I contacted Google to
12 determine who from Google would be attending the deposition. On Friday,
13 April 4, Google employee Suzanne Abbott (a Google legal assistant) responded
14 and told me that Google generally did not sit for third party depositions and
15 would probably not produce a witness for the deposition the following Monday. I
16 requested that Google's litigation counsel contact me to discuss the issue further.

17 4. Later in the afternoon of April 4, Google, again through Ms. Abbott,
18 faxed written objections to Calcar's deposition subpoena noticed for Monday,
19 April 7. Attached as Exhibit B is a true copy of Google's written objections. Ms.
20 Abbott also confirmed by telephone that Google would not produce any witness
21 for deposition on April 7.

22 5. On the afternoon of April 4, I notified Ms. Abbott that, based on her
23 representation that Google refused to make a representative available for
24 deposition on April 7, Calcar would not incur the costs of traveling to San
25 Francisco for the deposition. I again asked Ms. Abbott to have Google's
26 litigation counsel contact me to discuss whether Google would appear for
27 deposition. Attached as Exhibit C is a true copy of my correspondence to Ms.
28 Abbott containing this information.

1 6. On April 7, 2008, Judge Andrew J. Guilford, Central District Court
2 Judge, extended the deposition discovery cut-off date from April 8 to May 19,
3 2008 to allow Calcar to request relevant documents and testimony from Google,
4 among others. Attached as Exhibit D is a true copy of that Order.

5 7. On April 9, 2008, Google's counsel finally responded to me and
6 stated that Google wanted to defer the issue of complying with the deposition
7 subpoena until after Google had produced documents in response to the separate
8 subpoena for documents. Google produced documents on Friday, April 11.
9 Having reviewed the documents, I again contacted Google's counsel on Monday,
10 April 14 and Tuesday, April 15. Due to Google's counsel's schedule, the parties
11 were not able to discuss whether Google would comply with the subpoena until
12 April 17. On April 17, counsel for Google, Adam Barea and I, met and
13 conferred. Google again refused to provide a witness in compliance with the
14 subpoena.

15 8. On April 18, 2008, Calcar filed a motion to compel Google's
16 deposition testimony and filed a motion to shorten time so that if the motion is
17 granted, the deposition could take place before the May 19 deposition cutoff date.
18 On May 2, 2008, Google filed a motion for a protective order. Google did not file
19 its own motion to shorten time until late in the evening on May 8.

20 9. Defendants TCCI and Kramer have taken the position in the
21 underlying litigation pending in the Central District of California, that because
22 TCCI is purportedly a "non-profit," TCCI does not receive any "profits." This
23 issue is currently pending in a discovery dispute pending in the underlying matter.

24 10. A protective order has been entered in the underlying action. I
25 provided a copy of the protective order to Google on April 4, 2008. Attached as
26 Exhibit E is a true copy of my correspondence to Google attaching the protective
27 order. Google has utilized that protective order, designating certain emails as
28 confidential.

Exhibit A

Issued by the
UNITED STATES DISTRICT COURT

 Northern DISTRICT OF California

CALCAR, INC., a California corporation;
 and AMERICAN CALCAR, INC., a California
 corporation,

SUBPOENA IN A CIVIL CASE

V.
 THE CALIFORNIA CARS INITIATIVE, INC.,
 an unknown business entity; and FELIX
 KRAMER, an individual,

Case Number: SACV07-00723 AG (JWJx)
 Central District of California

TO: GOOGLE, INC.
 1600 Amphitheatre Parkway
 Mountain View, California 94043

YOU ARE COMMANDED to appear in the United States District court at the place, date, and time specified below to testify in the above case.

PLACE OF TESTIMONY	COURTROOM
	DATE AND TIME

YOU ARE COMMANDED to appear at the place, date, and time specified below to testify at the taking of a deposition in the above case.

PLACE OF DEPOSITION Arnold & Porter, LLP, 90 New Montgomery St. San Francisco, CA 94105, (415) 356-3000	DATE AND TIME April 7, 2008 9:30 a.m.
---	---


YOU ARE COMMANDED to produce and permit inspection and copying of the following documents or objects at the place, date, and time specified below (list documents or objects):

PLACE	DATE AND TIME

YOU ARE COMMANDED to permit inspection of the following premises at the date and time specified below.

PREMISES	DATE AND TIME

Any organization not a party to this suit that is subpoenaed for the taking of a deposition shall designate one or more officers, directors, or managing agents, or other persons who consent to testify on its behalf, and may set forth, for each person designated, the matters on which the person will testify. Federal Rules of Civil Procedure, 30(b)(6).

ISSUING OFFICER'S SIGNATURE AND TITLE (INDICATE IF ATTORNEY FOR PLAINTIFF OR DEFENDANT)  Attorneys for Plaintiffs	DATE March 17, 2008
---	------------------------

ISSUING OFFICER'S NAME ADDRESS AND TELEPHONE NUMBER
 G. Warren Bleeker, Christie, Parker & Hale, LLP, 350 W. Colorado Blvd., #500
 Pasadena, California 91105, (626) 795-9900

(See Rule 45, Federal Rules of Civil Procedure, Subdivisions (c), (d), and (e), on next page)

1 If action is pending in district other than district of issuance, state district under case number.

PROOF OF SERVICE

DATE	PLACE
SERVED	
SERVED ON (PRINT NAME)	MANNER OF SERVICE
SERVED BY (PRINT NAME)	TITLE

DECLARATION OF SERVER

I declare under penalty of perjury under the laws of the United States of America that the foregoing information contained in the Proof of Service is true and correct.

Executed on _____ DATE _____ SIGNATURE OF SERVER _____

ADDRESS OF SERVER _____

Rule 45, Federal Rules of Civil Procedure, Subdivisions (c), (d), and (e), as amended on December 1, 2006:

(c) PROTECTION OF PERSONS SUBJECT TO SUBPOENAS.

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction, which may include, but is not limited to, lost earnings and reasonable attorney's fee.

(2) (A) A person commanded to produce and permit inspection, copying, testing, or sampling of designated electronically stored information, books, papers, documents or tangible things, or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (d)(2) of this rule, a person commanded to produce and permit inspection, copying, testing, or sampling may, within 14 days after service of the subpoena or before the time specified for compliance if such time is less than 14 days after service, serve upon the party or attorney designated in the subpoena written objection to producing any or all of the designated materials or inspection of the premises — or to producing electronically stored information in the form or forms requested. If objection is made, the party serving the subpoena shall not be entitled to inspect, copy, test, or sample the materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production, inspection, copying, testing, or sampling. Such an order to compel shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection, copying, testing, or sampling commanded.

(3) (A) On timely motion, the court by which a subpoena was issued shall quash or modify the subpoena if it

- (i) fails to allow reasonable time for compliance;
- (ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place where that person resides, is employed or regularly transacts business in person, except that, subject to the provisions of clause (c)(3)(B)(iii) of this rule, such a person may in order to attend trial be commanded to travel from any such place within the state in which the trial is held;
- (iii) requires disclosure of privileged or other protected matter and no exception or waiver applies; or
- (iv) subjects a person to undue burden.

(B) If a subpoena

- (i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or
- (ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party, or

(iii) requires a person who is not a party or an officer of a party to incur substantial expense to travel more than 100 miles to attend trial, the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) DUTIES IN RESPONDING TO SUBPOENA.

(1) (A) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.

(B) If a subpoena does not specify the form or forms for producing electronically stored information, a person responding to a subpoena must produce the information in a form or forms in which the person ordinarily maintains it or in a form or forms that are reasonably usable.

(C) A person responding to a subpoena need not produce the same electronically stored information in more than one form.

(D) A person responding to a subpoena need not provide discovery of electronically stored information from sources that the person identifies as not reasonably accessible because of undue burden or cost. On motion to compel discovery or to quash, the person from whom discovery is sought must show that the information sought is not reasonably accessible because of undue burden or cost. If that showing is made, the court may nonetheless order discovery from such sources if the requesting party shows good cause, considering the limitations of Rule 26(b)(2)(C). The court may specify conditions for the discovery.

(2) (A) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial-preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.

(B) If information is produced in response to a subpoena that is subject to a claim of privilege or of protection as trial-preparation material, the person making the claim may notify any party that received the information of the claim and the basis for it. After being notified, a party must promptly return, sequester, or destroy the specified information and any copies it has and may not use or disclose the information until the claim is resolved. A receiving party may promptly present the information to the court under seal for a determination of the claim. If the receiving party disclosed the information before being notified, it must take reasonable steps to retrieve it. The person who produced the information must preserve the information until the claim is resolved.

e) CONTEMPT. Failure of any person without adequate excuse to obey a subpoena served upon that person may be deemed a contempt of the court from which the subpoena issued. An adequate cause for failure to obey exists when a subpoena purports to require a nonparty to attend or produce at a place not within the limits provided by clause (ii) of subparagraph (c)(3)(A).

1 ART HASAN, CA Bar No. 167323
art.hasan@cph.com
2 BRIAN K. BROOKEY, CA Bar No. 149522
brian.brookey@cph.com
3 G. WARREN BLEEKER, CA Bar No. 210834
warren.bleeker@cph.com
4 CHRISTIE, PARKER & HALE, LLP
350 West Colorado Boulevard, Suite 500
5 Post Office Box 7068
Pasadena, California 91109-7068
6 Telephone: (626) 795-9900
Facsimile: (626) 577-8800

7 Attorneys for Plaintiff,
8 CALCAR, INC. and AMERICAN
CALCAR, INC.

9 UNITED STATES DISTRICT COURT
10 CENTRAL DISTRICT OF CALIFORNIA
11

12 CALCAR, INC., a California
corporation; and AMERICAN
13 CALCAR, INC., a Delaware corporation,

14 Plaintiffs,

15 vs.

16 THE CALIFORNIA CARS
INITIATIVE, INC., an unknown
17 business entity; and FELIX KRAMER,
an individual,

18 Defendants.
19

Case No. SACV07-00723 AG (JWJx)

**NOTICE OF DEPOSITION OF
GOOGLE, INC.**

DATE: April 7, 2008

TIME: 9:30 a.m.

**PLACE: Arnold & Porter, LLP
90 New Montgomery St.
San Francisco, CA 94105
(415) 356-3000**

20 **TO ALL PARTIES AND THEIR ATTORNEYS OF RECORD:**

21 **PLEASE TAKE NOTICE** that, under Rule 30(b)(6) and 45 of the Federal Rules
22 of Civil Procedure, CALCAR, INC. AND AMERICAN CALCAR, INC. will
23 take the deposition upon oral examination of GOOGLE, INC., last known address
24 is 1600 Amphitheatre Parkway, Mountain View, CA 94043, commencing on 9:30
25 a.m. at Arnold & Porter, LLP located at 90 New Montgomery Street, San
26 Francisco, California 94105, (415) 356-3000, or at another time and place
27 mutually agreed upon by counsel for the parties and the deponent.
28

1 Pursuant to Federal Rule of Civil Procedure 30(b)(6), the deponent is
2 obligated to designate one or more of its officers, directors, managing agents or
3 other consenting persons to testify in this action as to matters known or
4 reasonably available to the deponent with respect to the subject matters listed on
5 Attachment A to the attached subpoena. You are invited to attend and cross-
6 examine. It is hereby requested that the deponent identify those persons whom it
7 will designate to testify concerning the listed matters by no later than seven days
8 prior to the date of deposition.

9 The deposition will be taken before an officer authorized to administer
10 oaths by the laws of the United States. The deposition will be recorded
11 stenographically via the use of real-time reporting.

12
13 DATED: March 17, 2008

Respectfully submitted,
CHRISTIE, PARKER & HALE, LLP

14
15
16 By 
G. Warren Bleeker

17
18 Attorneys for Plaintiffs,
19 CALCAR, INC. and AMERICAN
20 CALCAR, INC.
21
22
23
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27
28

1 **ATTACHMENT A**

2 **DEFINITIONS**

3 1. The term "TCCI" refers to The California Cars Initiative, Inc. its
4 predecessors, successors, assigns, and all persons acting or purporting to act on its
5 behalf, including but not limited to its employees, officers, directors,
6 shareholders, independent contractors, consultants, affiliates, accountants, and
7 attorneys.

8 2. The term "GOOGLE" refers to Google, Inc. its predecessors,
9 successors, assigns, and all persons acting or purporting to act on its behalf,
10 including but not limited to its employees, officers, directors, shareholders,
11 independent contractors, consultants, affiliates, accountants, and attorneys.

12 3. The term "COMMUNICATIONS" means any transmission of
13 information, whether oral or in writing (including electronic communications).

14
15
16 **SUBJECT MATTERS**

- 17 1. Any agreements or contracts between GOOGLE and TCCI.
18 2. Any agreements or contracts between GOOGLE and Felix Kramer.
19 3. Any COMMUNICATIONS between GOOGLE and TCCI.
20 4. Any COMMUNICATIONS between GOOGLE and Felix Kramer.
21 5. The Google.org grant to TCCI to promote plug-in hybrid vehicle
22 education.

23 SC PAS783160.1.*-03/17/08 11:43 AM

1 **CERTIFICATE OF SERVICE**

2
3 I certify that on March 17, 2008, pursuant to Federal Rules of Civil
4 Procedure, a true and correct copy of the foregoing document described as
5 NOTICE OF DEPOSITION OF GOOGLE, INC.; SUBPOENA IN A CIVIL
6 CASE was served on the parties in this action by U.S. Mail addressed as follows:
7

8 William C. Rooklidge
9 Russell B. Hill
10 Bobby A. Ghajar
11 HOWREY LLP
12 4 Park Plaza, Suite 1700
13 Irvine, California 92614-8557

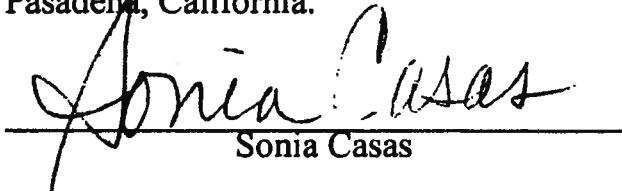
14 Attorneys for Defendants, THE
15 CALIFORNIA CARS INITIATIVE,
16 INC. and FELIX KRAMER

17 Joshua A. Burt
18 HOWREY LLP
19 550 South Hope Street, Suite 1100
20 Los Angeles, California 90071

21 Attorneys for Defendants, THE
22 CALIFORNIA CARS INITIATIVE,
23 INC. and FELIX KRAMER

24 I declare that I am employed by a member of the bar of this Court, at
25 whose direction this service was made.

26 Executed on March 17, 2008 at Pasadena, California.

27 
28 _____
Sonia Casas

Party without Attorney:

For Court Use Only

CHRISTIE, PARKER & HALE
350 W. COLORADO BLVD.
SUITE: #500
PASADENA, CA 91105
Telephone No: 626 795-9900 FAX No: 626 577-8800

Ref. No. or File No.:
93251

Attorney for: Plaintiff

Insert name of Court, and Judicial District and Branch Court:

UNITED STATES DISTRICT COURT OF CALIFORNIA, SANTA ANA

Plaintiff: CALCAR, INC

Defendant: THE CALIFORNIA CARS INITIATIVE, INC

PROOF OF SERVICE SUBPOENA IN A CIVIL	Hearing Date: Fri, Apr. 04, 2008	Time: 10:00AM	Dept/Div:	Case Number: SACV07-00723
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1. At the time of service I was at least 18 years of age and not a party to this action.
2. I served copies of the SUBPOENA IN A CIVIL CASE; NOTICE OF DEPOSITION OF GOOGLE, INC.
3. a. Party served: GOOGLE, INC
b. Person served: BECKY DE GEORGE, AGENT FOR SERVICE OF PROCESS
4. Address where the party was served: CSC LAWYERS INCORPORATING SERVICE
2730 GATEWAY OAKS
#100
SACRAMENTO, CA 95833
5. I served the party:
 - a. by personal service. I personally delivered the documents listed in item 2 to the party or person authorized to receive service of process for the party (1) on: Tue., Mar. 18, 2008 (2) at: 10:52AM
 - b. I received this subpoena for service on: Tuesday, March 18, 2008
6. Witness fees were offered or demanded, and paid: \$68.00
7. Person Who Served Papers:

<ol style="list-style-type: none"> a. SCOTT A. OLIVER b. CORPORATE LEGAL SERVICES PO BOX 27975, Registration # 2296 LOS ANGELES, CA 90027 c. 213 202-6030, FAX 213 202-6045 	<p style="text-align: right;">Recoverable Cost Per CCP 1033.5(a)(4)(B)</p> <ol style="list-style-type: none"> d. The Fee for Service was: e. I am: (3) registered California process server <ol style="list-style-type: none"> (i) Independent Contractor (ii) Registration No.: 2005-35 (iii) County: Sacramento
--	---

8. I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Date: Tue, Mar. 18, 2008

(SCOTT A. OLIVER)

Exhibit B

Google Inc.
1600 Amphitheatre Parkway
Mountain View, California 94043



Tel: 650.253.3425
Fax: 650.249.3429
www.google.com

FACSIMILE TRANSMITTAL SHEET

TO: G. Warren Bleeker	FROM: Suzanne Abbott
COMPANY: Christie, Parker & Hale, LLP	DATE: April 4, 2008
FAX NUMBER: (626)577-8800	TOTAL NO. OF PAGES INCLUDING COVER: 3
PHONE NUMBER: (626)795-9900	SENDER'S FAX NUMBER: 650-249-3429
RE: Subpoena dated 03-17-2008	SENDER'S TELEPHONE NUMBER:

URGENT FOR REVIEW PLEASE COMMENT PLEASE REPLY

NOTES/COMMENTS:

Subpoena dated 03-17-2008 (Internal Ref. No. 21699)

Google Inc.
1600 Amphitheatre Parkway
Mountain View, California 94043



Tel: 650.253.3425
Fax: 650.249.3429
www.google.com

April 4, 2008

Via Facsimile Only
(626)577-8800

G. Warren Bleeker
Christie, Parker & Hale, LLP
350 W. Colorado Blvd.
Pasadena, CA 91109

**Re: CalCar Inc. and American CalCar, Inc. v. The California Cars Initiative,
Inc and Felix Kramer. (Internal Ref. No. 63115-21699) and previous letter from
Google dated 4/4/2008.**

Dear G. Warren Bleeker:

We have received your subpoena for deposition, dated 03-17-2008, in the above-referenced matter.

Pursuant to Rule 45 of the Federal Rules of Civil Procedure, and all analogous rules under any applicable state law, Google Inc. ("Google"), which is not a party to the underlying action, responds and objects to the subpoena for deposition testimony and the deposition topics (the "Topics") for at least the following reasons.

1. Google objects to the subpoena to appear for a deposition on the grounds that it imposes an undue burden on Google, a non-party, to appear as a witness. Google also objects to the subpoena to appear for a deposition on the grounds that the information sought can be obtained through less burdensome means, including from the parties to the case.
2. Google objects to the subpoena to appear for a deposition on the grounds it is vague, overbroad, duplicative, cumulative, unduly burdensome, and oppressive. Google objects to the subpoena to appear for a deposition to the extent that the subpoena is abusively drawn and served for the purpose of annoying and harassing Google, a non-party.
3. Google objects to the Topics to the extent they seek testimony that has been, or could be, obtained from any of the parties to the underlying litigation or by less burdensome means.
4. Google objects to the Topics on the grounds that they impose an undue burden and demand that Google, a non-party, appear as a witness at its own expense. To the extent that Google appears as a witness pursuant to the subpoena, Google shall only do so upon compensation for costs, including attorney fees, related to the deposition.
5. Google objects to the Topics to the extent they seek testimony that contains, or may contain, trade secrets, or other confidential business or commercial information entitled to protection under applicable common law, statutes or rules. Google objects to the extent that any Stipulated Protective Order entered in the case does not provide sufficient protection for the information sought from Google.
6. Google objects to the Topics to the extent they seek testimony protected from disclosure by the attorney-client privilege, the work product doctrine, or any other applicable

Google Inc.
1600 Amphitheatre Parkway
Mountain View, California 94043



Tel: 650.253.3425
Fax: 650.249.3429
www.google.com

privilege or immunity. To the extent that Google testifies in response to the Topics, Google will not testify as to anything protected by such privileges or immunities, and any inadvertent disclosure shall not be deemed to constitute a waiver of any such privilege or immunity.

7. Google objects to the Topics to the extent they seek information that is not within Google's knowledge.

8. Google objects to the Topics to the extent that they are vague, overbroad or unduly burdensome.

9. Google objects to the Topics to the extent that they call for testimony that is neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence.

10. Google objects to the Topics to the extent that it seek testimony or impose obligations beyond what is permissible under the Federal Rules of Civil Procedure or any applicable local rules.

11. Google objects to the Topics to the extent they seek testimony concerning a large range of topics in only a short time frame for providing the testimony. To the extent that Google appears as a witness pursuant to the subpoena, Google shall do so at a mutually agreeable time and place.

If you have any questions, please feel free to contact the Legal Investigations Support Department at LEGAL-COMPLIANCE@GOOGLE.COM. Thank you.

Very truly yours,

Suzanne
Abbott

2008.04.04

12:53:18 -07'00'

Suzanne Abbott
Legal Investigations Support

Exhibit C

Via Facsimile

April 4, 2008

Suzanne Abbott
Google, Inc.
1600 Amphitheatre Parkway
Mountain View, CA 94043
Phone: 650-253-0000
Fax: 650-249-3429

**Re: *Calcar, Inc. et al. v. The California Cars Initiative, Inc., et al.*;
CPH Ref. C685:100.1**

Dear Ms. Abbott:

I have received your recent correspondence containing your boilerplate objections and acknowledgement of Google's receipt of the March 17, 2008 deposition subpoena. Service of objections more than 14 days after personal service, and the business day prior to the deposition date, does nothing to absolve Google from having to comply with the deposition subpoena. If Google did not intend to comply, it should have promptly filed a motion to quash the subpoena after it was personally served, instead of waiting 17 days and then sending boilerplate objections.

Based on your representation to me today that Google is refusing to comply with the subpoena and will not appear for deposition on Monday, April 7, I will not incur the costs of traveling to San Francisco for the deposition on Monday. However, please advise me immediately, and by no later than Monday, April 7, of alternate dates Google intends to make itself available for deposition, or if Google simply will not make itself available for deposition.

Be aware that by failing to appear for deposition on Monday, Google will be in contempt of Court pursuant to Fed. R. Civ. P. 45(e), and if Google fails to make itself available for deposition at all, Plaintiffs will promptly file an application for an order to show cause why a contempt citation should not issue and will seek all appropriate sanctions. This correspondence shall serve as Plaintiffs' request to meet and confer on this topic.

In addition, you represented to me earlier today that Google might be able to produce documents responsive to the business records subpoena sometime next week. Please provide me a date certain for service of responsive documents. Also,

James B. Christie (1904-1959)
Robert L. Parker (1920-1980)
C. Russell Hale (1916-2004)

D. Bruce Prout
Walter G. Maxwell
David A. Dillard
Thomas J. Daly
Edward R. Schwartz
John D. Carpenter
Wesley W. Monroe
David A. Plumley
Gregory S. Lampert
Mark Garscia
Syed A. Hasan
Robert A. Green
Howard A. Kroll
Michael J. MacDermott
Anne Wang
Constantine Marantidis
Daniel M. Cavanagh
Gary J. Nelson
Raymond R. Tabandeh
Josephine E. Chang
Jun-Young E. Jeon
Brian K. Brookey
Tom H. Dao
David J. Steele
Gary S. Dukarich
Peter C. Hsueh
Oliver S. Bajracharya
Lauren E. Schneider
Saeid Mirsaffian, Ph.D.*
Gabriel Fitch
Tiffany A. Parcher
Jonas J. Hodges
Steven E. Lauridsen
Patrick J. Orme
Nikki M. Dossman
Derek W. Yeung
G. Warren Bleeker
Jason C. Martone
Jeffrey T. Burgess
Uyen N. Tang
Joshua T. Chu
Anne F. Bradley
Joseph J. Mellema
Daniel L. Essig

Patent Agent
Brigitte C. Phan, Ph.D.

Of Counsel
Hayden A. Carney
Richard J. Ward, Jr.
Richard A. Wallen
Daniel R. Kimbell
Richard J. Paculian**

*Admitted only in IL
**Admitted only in MA

Suzanne Abbott
Google, Inc.
April 4, 2008
Page 2

Plaintiffs request that you withdraw all objections based on confidentiality, given that a protective order is in place in this matter, a copy of which I faxed to you earlier today. This correspondence shall serve as Plaintiffs' request to meet and confer on these topics also.

Very truly yours,

A handwritten signature in black ink, appearing to read "G. Warren Bleeker", with a long horizontal flourish extending to the right.

G. Warren Bleeker

GWB PAS787972.1-*-04/4/08 3:46 PM

facsimile

TRANSMITTAL

Date: April 4, 2008

No. of Pages: 3 (including this cover sheet)

Fax No.: (650) 249-3429

PLEASE DELIVER THE FOLLOWING PAGES IMMEDIATELY TO:

Name: Suzanne Abbott
Google, Inc.

Phone: (650) 253-0000

Your Ref:

From: G. Warren Bleeker

Re: Calcar, Inc. et al. v. The California Cars Initiative, Inc., et al.

File: C685:100.1

For Office Services Use Only
Return Fax to Sonia Casas

Christie, Parker & Hale, LLP
350 West Colorado Boulevard
Post Office Box 7068
Pasadena, CA 91109-7068
626-795-9900
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Date: April 4, 2008

No. of Pages: 3 (Including this cover sheet)

Fax No.: (650) 249-3429

PLEASE DELIVER THE FOLLOWING PAGES IMMEDIATELY TO:

Name: Suzanne Abbott
Google, Inc.

Phone: (650) 253-0000

Your Ref:

From: G. Warren Bleeker

Re: Calcar, Inc. et al. v. The California Cars Initiative, Inc., et al.

File: C685:100.1

Exhibit D

1 Brian K. Brookey (SBN 149522)
CHRISTIE, PARKER & HALE, LLP
2 350 West Colorado Boulevard, Suite 500
Post Office Box 7068
3 Pasadena, CA 91109-7068
Telephone: (626) 795-9900
4 Facsimile: (626) 577-8800
Email: brian.brookey@cph.com

5
6 Attorneys for Plaintiffs,
CALCAR, INC. and AMERICAN
CALCAR, INC.

7 William C. Rooklidge (SBN 134483)
8 HOWREY LLP
4 Park Plaza, Suite 1700
9 Irvine, CA 92614-8557
Telephone: (949) 721-6900
10 Facsimile: (949) 721-6910
E-mail: rooklidgew@howrey.com
11 E-mail: hillr@howrey.com

12 Bobby A. Ghajar (SBN 198719)
13 HOWREY LLP
550 South Hope Street, Suite 1100
Los Angeles, CA 90071
14 Telephone: (213) 892-1800
Facsimile: (213) 892-2300
15 E-mail: ghajarb@howrey.com

16 Attorneys for Defendants
17 THE CALIFORNIA CARS INITIATIVE
and FELIX KRAMER

18 UNITED STATES DISTRICT COURT
19 CENTRAL DISTRICT OF CALIFORNIA
20 SOUTHERN DIVISION

21 CALCAR, INC., a California corporation,
22 Plaintiff,
23 vs.
24 THE CALIFORNIA CARS INITIATIVE,
INC., an unknown business entity; and
25 FELIX KRAMER, an individual,
26 Defendants.

) Case No. SACV 07-00723 AG (JWJx)

) **STIPULATION OF PARTIES RE
CONTINUANCE OF DISCOVERY
AND MOTION CUT-OFF DATES
[PROPOSED] ORDER**

) [Hon. Andrew J. Guilford]

) **TRIAL DATE: 7-15-08
FINAL PRE-TRIAL CONF: 6-30-08**

1 WHEREAS, the discovery cut-off date in this matter is presently set for April 15,
2 2008;

3 WHEREAS, the last day to hear a Motion for Summary Judgment in this matter
4 is presently May 26, 2008;

5 WHEREAS, all parties desire a continuance of these dates in order that they may
6 complete necessary discovery in this matter and prepare dispositive motions.

7 WHEREAS, the parties have not previously sought a continuance of such dates.

8 IT IS HEREBY STIPULATED by and between the parties hereto through their
9 respective attorneys of record as follows:

10 1. The deposition discovery cut-off date shall be continued from April 8, 2008
11 to May 19, 2008 only for the purposes of accommodating the depositions and the
12 parties' schedules, as set forth below in Paragraphs 2-4.

13 2. The following depositions will take place on the following dates:

14 a. Felix Kramer, individually and as the 30(b)(6) representative of
15 Defendant, The California Cars Initiative, Inc. ("TCCI"), on April 3, 2008 in San
16 Francisco, California. As Mr. Kramer is both an individual witness as well as the
17 30(b)(6) representative of Defendant, Plaintiff reserves the right to further depose Mr.
18 Kramer on a different day as necessary to complete the deposition.

19 b. Third party Google, Inc. on April 7, 2008 in San Francisco,
20 California.

21 c. Third party BMW on April 15, 2008 in New York City, New York.

22 d. Alex Yip, individually and as the 30(b)(6) representative of
23 American Calcar, Inc. ("ACI"), on April 14, 2008 in New York City, New York. As
24 Mr. Yip is both an individual witness as well as the 30(b)(6) representative of Plaintiff
25 ACI, Defendants reserve the right to further depose Mr. Yip on a different day as
26 necessary to complete the deposition.

27 e. Karen Obradovich on April 22, 2008 in Irvine, California.
28

1 f. Michael Obradovich, individually and as the 30(b)(6) representative
2 of Calcar, Inc. ("Calcar") on April 23, 2008 in Irvine, California. As Mr. Obradovich is
3 both an individual witness as well as the 30(b)(6) representative of Plaintiff Calcar, Inc.,
4 Defendants reserve the right to further depose Mr. Obradovich on a different day as
5 necessary to complete the deposition.

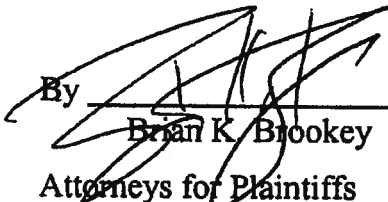
6 3. Defendants agree to withdraw the deposition notice of Plaintiffs' employee,
7 Geraldine Metheny. In return Plaintiffs agree not to call Ms. Metheny as a witness at
8 trial, or otherwise present any testimony, including sworn declarations, from Ms.
9 Metheny at trial or in support of any motions or briefs to be filed by Plaintiffs.

10 4. Plaintiffs and Defendants each reserve the right to additional time for any
11 witness, and to take the depositions of up to a total of four additional witnesses per side.

12 5. The last day to have a motion for summary judgment, and/or a motion for
13 partial summary judgment, heard by the Court shall be June 9, 2008, or as soon
14 thereafter as the Court is available to hear such a motion if not available on June 9,
15 2008.


16 Dated: April 3, 2008

CHRISTIE, PARKER & HALE, LLP

17
18 By 
19 Brian K. Brookey
20 Attorneys for Plaintiffs
21 CALCAR, INC. and AMERICAN CALCAR,
22 INC.

23 Dated: April 3, 2008

HOWREY LLP

24
25 By 
26 William C. Rooklidge
27 Attorneys for Defendants
28 THE CALIFORNIA CARS INITIATIVE and
FELIX KRAMER

LLP

Exhibit E

Via Facsimile

April 4, 2008

Suzanne Abbott
Google, Inc.
1600 Amphitheatre Parkway
Mountain View, CA 94043
Phone: 650-253-0000
Fax: 650-249-3429

**Re: *Calcar, Inc. et al. v. The California Cars Initiative, Inc., et al.*;
CPH Ref. C685:100.1**

Dear Ms. Abbott:

Thank you for speaking with me this morning. As you requested, enclosed is a copy of the protective order entered in this matter, which contains two tiers of protection for confidential information.

You represented to me during our phone call that Google might be able to produce the subpoenaed documents by next week. Google, however, is required by subpoena to produce a witness for deposition on Monday, April 7, 2008 and Plaintiffs Calcar, Inc. and American Calcar, Inc need to receive the requested documents from Google prior to the deposition. Plaintiffs therefore request that Google produce all responsive, non-privileged documents by today, as required by the business records subpoena.

Please have counsel for Google contact me today to confirm whether Google will produce all responsive, non-privileged documents by today and also to discuss the logistics and the identity of Google's deponent(s) for Monday's deposition.

Very truly yours,


G. Warren Bleeker

enclosure

James B. Christie (1904-1959)
Robert L. Parker (1920-1980)
C. Russell Hale (1916-2004)

D. Bruce Prout
Walter G. Maxwell
David A. Dillard
Thomas J. Daly
Edward R. Schwartz
John D. Carpenter
Wesley W. Monroe
David A. Plumley
Gregory S. Lampert
Mark Garcia
Syed A. Hasan
Robert A. Green
Howard A. Kroll
Michael J. MacDermott
Anne Wang
Constantine Marantidis
Daniel M. Cavanagh
Gary J. Nelson
Raymond R. Tabandeh
Josephine E. Chang
Jun-Young E. Jeon
Brian K. Brooker
Tom H. Dao
David J. Steele
Gary S. Dukarich
Peter C. Hsueh
Oliver S. Bajracharya
Lauren E. Schneider
Saeid Mirsafian, Ph.D.*
Gabriel Fitch
Tiffany A. Parcher
Jonas J. Hodges
Steven E. Lauridsen
Patrick J. Orme
Nikki M. Dossman
Derek W. Yeung
G. Warren Bleeker
Jason C. Martone
Jeffrey T. Burgess
Uyen N. Tang
Joshua T. Chu
Anne F. Bradley
Joseph J. Mellema
Daniel L. Essig

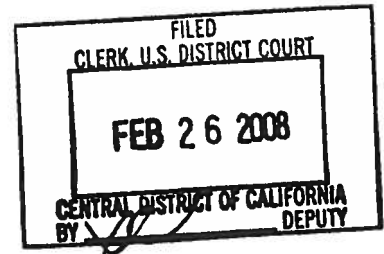
Patent Agent
Brigitte C. Phan, Ph.D.

Of Counsel
Hayden A. Carney
Richard J. Ward, Jr.
Richard A. Wallen
Daniel R. Kimbell
Richard J. Paculan**

*Admitted only in IL
**Admitted only in MA

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BRIAN K. BROOKEY, CA Bar No. 149522
brian.brookey@cph.com
G. WARREN BLEEKER, CA Bar No. 210834
warren.bleeker@cph.com
CHRISTIE, PARKER & HALE, LLP
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Post Office Box 7068
Pasadena, California 91109-7068
Telephone: (626) 795-9900
Facsimile: (626) 577-8800



NOTE CHANGES MADE BY THE COURT

Attorneys for Plaintiff,
CALCAR, INC. and AMERICAN
CALCAR, INC.

[Full List of Attorneys on the Signature Page]

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

CALCAR, INC., a California
corporation; and AMERICAN
CALCAR, INC., a Delaware corporation,

Case No. SACV07-723 AG ^{JWJ} (MLG)

Plaintiffs,

STIPULATED PROTECTIVE
ORDER

vs.

THE CALIFORNIA CARS
INITIATIVE, INC., an unknown
business entity; and FELIX KRAMER,
an individual,

Defendants.

It is stipulated and agreed by and between counsel for Calcar, Inc. and American Calcar Inc. ("Plaintiffs") on one hand, and counsel for The California Cars Initiative, Inc. and Felix Kramer ("Defendants") on the other hand, that the terms and conditions of this Stipulated Protective Order shall govern the handling of documents, depositions, pleadings, exhibits and all other information exchanged by the parties in this Action, or provided by or obtained from non-

1 parties in this Action.
2

3 **SCOPE**

4 1. This Protective Order shall apply to all documents, depositions,
5 pleadings, exhibits and all other material or information subject to discovery in
6 this Action, including responses to requests for production of documents, answers
7 to interrogatories, responses to requests for admissions, deposition testimony,
8 expert testimony and reports, and all other discovery taken pursuant to the Federal
9 Rules of Civil Procedure, as well as testimony adduced at trial, trial exhibits,
10 matters in evidence and any other information used or disclosed at trial, hereafter
11 furnished, directly or indirectly, by or on behalf of any party, non-party or witness
12 in connection with this Action ("Discovery Material").

13 2. As used herein, "Producing Party" shall refer to any party to this
14 Action and to any non-party who gives testimony or produces documents or other
15 information, and "Receiving Party" shall refer to any individual who receives, is
16 shown, or is exposed to material or information pursuant to this Protective Order.

17 **DESIGNATION**

18 3. Any Producing Party may designate Discovery Material as
19 "CONFIDENTIAL" or as "ATTORNEYS' EYES ONLY" in accordance with this
20 Protective Order. The burden of establishing that Discovery Material is
21 CONFIDENTIAL or ATTORNEYS' EYES ONLY as defined herein shall be on
22 the Producing Party. The designation of any Discovery Information as
23 CONFIDENTIAL or ATTORNEYS' EYES ONLY shall be deemed effective
24 unless and until the Court orders otherwise or the Producing Party withdraws the
25 designation.

26 4. Discovery Material falling into one or more of the following
27 categories may be designated as CONFIDENTIAL: information (regardless of
28

1 how generated, stored or maintained) or tangible things that qualify for protection
2 under standards developed under Fed. R. Civ. P. 26(c) which shall only be
3 disclosed to the parties to this litigation and their respective counsel, as set forth
4 in paragraph 13 below. Such information should fall into one or more of the
5 following categories: (i) sales, marketing, or product or service development
6 strategies, tactics or plans; (ii) financial data; (iii) costs of doing business; (iv)
7 customer lists; (v) business agreements and contracts; (vi) licensing negotiations
8 and agreements; and (vii) third-party documents covered by an obligation of
9 confidentiality.

10 5. Discovery Material falling into one or more of the following
11 categories may be designated as **HIGHLY CONFIDENTIAL -- ATTORNEYS'**
12 **EYES ONLY**: information (regardless of how generated, stored or maintained) or
13 tangible things that are extremely sensitive -- such as trade secrets or highly
14 sensitive business or product expansion plans or developments -- and whose
15 disclosure to any person other than the parties' respective outside counsel
16 (including any future outside counsel), as set forth in paragraph 14 below, would
17 create a substantial risk of serious injury that could not be avoided by less
18 restrictive means.

19 6. The Producing Party may designate documents or other Discovery
20 Material as **CONFIDENTIAL** or **ATTORNEYS' EYES ONLY** by placing either
21 of the following legends (or similar legends) on the document or thing:
22 **CONFIDENTIAL - Civil Action No. 07-723 AG (MLGx)** or **ATTORNEYS'**
23 **EYES ONLY - Civil Action No. 07-723 AG (MLGx)** provided, however, that in
24 the event that original documents are produced for inspection, the Receiving
25 Party and Producing Party shall agree jointly upon a mechanism to place the
26 appropriate legend on the documents in the copying process. **CONFIDENTIAL** or
27 **ATTORNEYS' EYES ONLY** materials shall not include any document,
28

1 information or other materials that (a) are, at the time of disclosure, in the public
2 domain by publication or otherwise through no fault of the Receiving Party or, (b)
3 are not under law entitled to be treated as confidential.

4 7. Any party or non-party may designate discovery requests or
5 responses (and the information contained therein) as CONFIDENTIAL or as
6 ATTORNEYS' EYES ONLY by placing either of the following legends (or
7 similar legends) on the face of any such document:

8 "Contains CONFIDENTIAL information. Designated parts not to be used,
9 copied or disclosed except as authorized by Court Order or the party or parties
10 whose CONFIDENTIAL information is included";

11 or

12 "Contains ATTORNEYS' EYES ONLY information. Designated parts not
13 to be used, copied or disclosed except as authorized by Court Order or the party
14 or parties whose ATTORNEYS' EYES ONLY information is included."

15 In the case of discovery requests or responses, a statement must also be
16 included within the document specifying the portion(s) thereof designated as
17 CONFIDENTIAL or as ATTORNEYS' EYES ONLY and the face of the
18 document and those pages containing CONFIDENTIAL or ATTORNEYS' EYES
19 ONLY information shall be so designated.

20 8. Any party or non-party may designate depositions and other
21 testimony (including exhibits) as CONFIDENTIAL or as ATTORNEYS' EYES
22 ONLY by stating on the record at the time the testimony is given that the entire
23 testimony or portions thereof shall be designated as CONFIDENTIAL or as
24 ATTORNEYS' EYES ONLY. If entire testimony is designated
25 CONFIDENTIAL or ATTORNEYS' EYES ONLY, and the designating party
26 later determines that only portions of the previously designated testimony should
27 be designated CONFIDENTIAL or ATTORNEYS' EYES ONLY, the designating

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1 party shall, within 30 days of receipt of the transcript, de-designate those portions
2 of the transcript that should not be designated as CONFIDENTIAL or
3 ATTORNEYS' EYES ONLY. In addition, a party may designate information
4 disclosed at such deposition as CONFIDENTIAL or ATTORNEYS' EYES
5 ONLY by notifying all of the parties in writing within fifteen (15) days of receipt
6 of the transcript, of the specific pages and lines of the transcript which should be
7 treated as CONFIDENTIAL or ATTORNEYS' EYES ONLY. The following
8 legends (or similar legends) shall be placed on the front of any deposition
9 transcript (and, if videotaped, any copies of the videotape) containing
10 CONFIDENTIAL or ATTORNEYS' EYES ONLY information:

11 "Contains CONFIDENTIAL information. Designated parts not to be used,
12 copied or disclosed except as authorized by Court Order or the party or parties
13 whose CONFIDENTIAL information is included";

14 or

15 "Contains ATTORNEYS', EYES ONLY information. Designated parts not
16 to be used, copied or disclosed except as authorized by Court Order or the party
17 or parties whose ATTORNEYS' EYES ONLY information is included."

18 9. Subject to any overriding rules imposed by the Court in this Action,
19 all CONFIDENTIAL or ATTORNEYS' EYES ONLY material, or an excerpt,
20 reproduction or paraphrase thereof, filed with the Court shall be filed under seal
21 in accordance with Local Civil Rule 79-5. The Producing Party bears the burden
22 of proof to establish that the designated information should be filed under seal.
23 Where a moving party files and serves a written application to file
24 CONFIDENTIAL or ATTORNEYS' EYES ONLY information under seal, and
25 the moving party did not designate that information as CONFIDENTIAL OR
26 ATTORNEYS' EYES ONLY, the Producing Party may, within 5 court days from
27 the date that the moving party files its application, file and serve supplemental
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1 papers supporting the Producing Party's contention that the information should
2 remain under seal. If the Court grants a party permission to file an item under
3 seal, a duplicate disclosing all non-confidential information shall be filed and
4 made a part of the public record. The item shall be redacted to eliminate
5 confidential material from the document. The document shall be titled to show
6 that it corresponds to an item filed under seal, e.g., "Redacted Copy of Sealed
7 Declaration of John Smith in Support of Motion for Summary Judgment." The
8 sealed and redacted documents shall be filed simultaneously.

9 **USE**

10 10. All Discovery Material produced in this case, including Discovery
11 Material designated CONFIDENTIAL or ATTORNEYS' EYES ONLY shall be
12 used only in preparation for, and in, the trial of this Action or any appeal
13 therefrom and cannot be used for any other purpose including, but not limited to,
14 any other litigation, arbitration or claim. Nothing in this Protective Order shall
15 preclude a Producing Party from using or disseminating its own
16 CONFIDENTIAL or ATTORNEYS' EYES ONLY material.

17 11. All material designated CONFIDENTIAL or ATTORNEYS' EYES
18 ONLY shall be protected from disclosure as specified herein, unless a party
19 obtains an Order of the Court declaring that all or certain portions of such
20 Discovery Material are not, in fact, protected.

21 12. Third parties may (i) designate deposition transcripts of their
22 witnesses and any documents or information they produce, whether voluntarily or
23 by subpoena, CONFIDENTIAL or ATTORNEYS' EYES ONLY to the same
24 extent and in the same manner as parties to this Action and any such materials
25 and information shall be treated by the parties to this Action in the same manner
26 as materials and information so designated by a party, and (ii) intervene in this
27 Action to enforce the provisions of this Protective Order as if they were a party.

DISCLOSURE

1
2 13. Unless otherwise directed by the Court or authorized in writing by
3 the Producing Party, Discovery Material designated as CONFIDENTIAL may be
4 disclosed by the Receiving Party only to the following persons:

5 (a) any "outside" attorney of record in this Action (including
6 attorneys employed by firms of record but not otherwise identified specifically on
7 pleadings, and the parties agree to identify those outside attorneys on request if
8 not identified specifically on pleadings);

9 (b) support personnel for attorneys listed in sub-paragraph (a)
10 above, including law clerks, analysts, paralegals, interpreters, translators,
11 secretaries, and clerical staff employed by any attorney identified in sub-
12 paragraph (a) and assisting in connection with this Action;

13 (c) any outside expert or consultant who is expressly retained or
14 sought to be retained by any attorney described in sub-paragraph (a) to assist in
15 the preparation of this Action for trial, with disclosure only to the extent
16 necessary to perform such work;

17 (d) no more than two designated persons representing each Party
18 (including persons employed by affiliates) with whom counsel find it necessary to
19 consult, in the discretion of such counsel, in preparation for trial in this Action;

20 (e) any non-party interpreter, translator, or court or other
21 shorthand reporter, videographer or typist translating, recording or transcribing
22 testimony and who is not an employee of a Party or an employee of an affiliate of
23 a Party;

24 (f) service contractors (such as document copy services), jury
25 consultants and graphic artists;

26 (g) any person who authored and/or was an identified original
27 recipient of the particular CONFIDENTIAL material sought to be disclosed to
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1 that person, or any deponent where the examining attorney has a good faith basis
2 to believe the deponent is aware of the particular CONFIDENTIAL material
3 sought to be disclosed;

4 (h) personnel of the Court, including Mediators (and their
5 assistants) assigned by the Court and all appropriate courts of appellate
6 jurisdiction; and

7 (i) any person agreed to by the Producing Party in writing.

8 CONFIDENTIAL material shall not be disclosed to persons described in
9 paragraphs 13 (b), (c), (d), (e) (with respect to non-party interpreters or
10 translators), (f), (g) (with respect to any deponent when the examining attorney
11 has a good faith basis to believe the deponent is aware of the particular
12 ATTORNEYS' EYES ONLY material) or (i), unless and until such person has
13 executed the affidavit in the form attached as Exhibit A. CONFIDENTIAL
14 material shall not be disclosed to any person unless such person is authorized to
15 receive CONFIDENTIAL material pursuant to Paragraphs 13 and 15 of this
16 Protective Order.

17 14. Unless otherwise directed by the Court or authorized in writing by
18 the Producing Party, Discovery Material designated as ATTORNEYS' EYES
19 ONLY may be disclosed by the Receiving Party only to the following persons:

20 (a) any "outside" attorney of record in this Action (including
21 attorneys employed by firms of record but not otherwise identified specifically on
22 pleadings and the parties agree to identify those outside attorneys on request if not
23 identified specifically on pleadings);

24 (b) support personnel for attorneys listed in sub-paragraph (a)
25 above, including law clerks, analysts, paralegals, secretaries, interpreters,
26 translators, and clerical staff employed by any attorney identified in sub-
27 paragraph (a) and assisting in connection with this Action;

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1 (c) any outside expert or consultant who is expressly retained or
2 sought to be retained by any attorney described in sub-paragraph (a) to assist in
3 the preparation of this Action for trial, with disclosure only to the extent
4 necessary to perform such work;

5 (d) any non-party interpreter, translator, or court or other
6 shorthand reporter, videographer or typist translating, recording or transcribing
7 testimony and who is not an employee of a Party or an employee of an affiliate of
8 a Party;

9 (e) service contractors (such as document copy services), jury
10 consultants and graphic artists;

11 (f) any person who authored and/or was an identified original
12 recipient of the particular ATTORNEYS' EYES ONLY material sought to be
13 disclosed to that person or any deponent when the examining attorney has a good
14 faith basis to believe the deponent is aware of the particular ATTORNEYS'
15 EYES ONLY material sought to be disclosed;

16 (g) personnel of the Court and all appropriate courts of appellate
17 jurisdiction; and

18 (h) any person agreed to by the Producing Party in writing.

19 ATTORNEYS' EYES ONLY material shall not be disclosed to
20 persons described in paragraphs 14 (b), (c), (d) (with respect to non-party
21 interpreters or translators), (e), (f) (with respect to any deponent when the
22 examining attorney has a good faith basis to believe the deponent is aware of the
23 particular ATTORNEYS' EYES ONLY material) or (h), unless and until such
24 person has executed the affidavit in the form attached as Exhibit A.
25 ATTORNEYS' EYES ONLY material shall not be disclosed to any person unless
26 such person is authorized to receive ATTORNEYS' EYES ONLY material
27 pursuant to Paragraphs 15 and 16 of this Protective Order.

28

1 15. At least seven (7) days before the disclosure of any
2 CONFIDENTIAL or ATTORNEYS' EYES ONLY material of the Producing
3 Party is made to an individual above in Paragraph 13, sub-paragraphs (c), (d) or
4 (i) or Paragraph 14, sub-paragraphs (c), or (h), and where that individual is either
5 (1) employed in the automotive industry, other than solely as a litigation expert or
6 consultant (including survey experts and academics retained as expert witnesses),
7 or (2) currently involved in providing goods and services to the automotive
8 industry, other than solely as a litigation expert or consultant (including survey
9 experts and academics retained as expert witnesses), an attorney for the Receiving
10 Party shall serve a Notice on the Producing Party identifying said individual by
11 name and including a curriculum vitae or equivalent resume setting forth such
12 person's present residence and business address(es), current employer and job
13 title, any company or companies by which that individual was employed during
14 the past five (5) years, and a list of all consulting agreements or arrangements that
15 said individual may have entered into during the past five (5) years. The list
16 should disclose the name and address of each such entity for which consulting
17 work is being, or has been, performed, and the subject matter of that consulting
18 work. If disclosure of either the identity of the entity for which the work is being
19 performed or the subject matter of that work, or both, is deemed proprietary by
20 the Receiving Party, then the fact that certain information is being withheld on the
21 basis that it is proprietary shall be disclosed by the Receiving Party, and any such
22 information that is not deemed proprietary shall be disclosed. Such notice shall be
23 accompanied by an executed acknowledgment from the individual to whom the
24 disclosure is to be made, in the form of Exhibit A attached hereto. In the event
25 that said individual enters into any subsequent consulting agreements or
26 arrangements during the course of this litigation, the Receiving Party shall
27 promptly notify the Producing Party of such agreements or arrangements. The

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1 Producing Party shall state any objections to the proposed disclosure of
2 CONFIDENTIAL or ATTORNEYS' EYES ONLY information to any individual
3 described in Paragraph 13, sub-paragraphs (c), (d), or (i) or Paragraph 14, sub-
4 paragraphs (c), or (h), and state the reasons therefore in writing to the Receiving
5 Party within six (6) days of receipt of the Notice. Upon the making of any such
6 objection(s), the Producing Party shall have ten (10) days (or any additional time
7 which may be agreed upon by the parties or granted by the Court) from sending
8 its objection(s) in which to challenge, by filing an expedited motion, the
9 disclosure of CONFIDENTIAL or ATTORNEYS' EYES ONLY information.
10 Unless the Producing Party objects to the disclosure and files an expedited motion
11 in accordance with the Notice and timing provisions of this Paragraph 15 and
12 Paragraph 29, the Producing Party waives its right to challenge the disclosure of
13 CONFIDENTIAL or ATTORNEYS' EYES ONLY information to the identified
14 individual(s), and the individual identified in the Notice shall be considered a
15 qualified recipient of CONFIDENTIAL or ATTORNEYS' EYES ONLY material
16 under the terms of this Protective Order. Should the Producing Party properly
17 object and file its expedited motion, CONFIDENTIAL or ATTORNEYS' EYES
18 ONLY material will not be disclosed pending resolution of the expedited motion.
19 Before the disclosure of any CONFIDENTIAL or ATTORNEYS' EYES ONLY
20 material of the Producing Party is made to an individual described above in
21 Paragraph 13, sub-paragraphs (c), (d) or (i), or Paragraph 14, sub-paragraphs (c)
22 or (h), an attorney for the Receiving Party shall obtain from each such person an
23 executed copy of the affidavit attached as Exhibit A and shall thereafter retain
24 such executed affidavits at least until the Termination of this Action (defined
25 below).

26 16. The recipient of any CONFIDENTIAL or ATTORNEYS' EYES
27 ONLY material that is provided under this Protective Order shall maintain such

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1 information in a secure and safe area and shall exercise the same standard of due
2 and proper care with respect to the storage, custody, use and/or dissemination of
3 such information as is exercised by the recipient with respect to its own
4 proprietary information.

5 **EXEMPTED MATERIALS**

6 17. None of the provisions of this Protective Order shall apply to the
7 following categories of documents and information, and any party may seek to
8 remove the restrictions set forth herein on the ground that information designated
9 as CONFIDENTIAL or ATTORNEYS' EYES ONLY has/had been:

10 (a) in the public domain at the time of its production hereunder;

11 (b) in the public domain after the time of its production through
12 no act, or failure to act, on behalf of the Receiving Party, its counsel,
13 representatives or experts;

14 The parties will use their best efforts to resolve any dispute under this
15 Paragraph 17, before involving the Court.

16 18. None of the limitations on disclosure of this Protective Order shall
17 apply to the following category of documents and information, and any party may
18 seek to remove the restrictions set forth herein on the ground that:

19 (a) information designated CONFIDENTIAL or ATTORNEYS'
20 EYES ONLY does not fall within the definitions of "CONFIDENTIAL" or
21 "ATTORNEYS' EYES ONLY" set forth in Paragraphs 4, 5 and 6 above.

22 The Producing Party shall have the burden of proof of establishing that
23 Discovery Material challenged under this Paragraph 18 constitutes
24 CONFIDENTIAL or ATTORNEYS' EYES ONLY Discovery Material as defined
25 in Paragraphs 4, 5 and 6.

26 **INADVERTENT PRODUCTION/DESIGNATION**

27 19. The inadvertent production of documents subject to the attorney-
28

1 client privilege or the attorney work-product doctrine will not waive the attorney-
2 client privilege or the attorney work-product doctrine. In addition, the fact that a
3 document was inadvertently produced shall not be used in any manner or
4 evidence in support of any such alleged waiver. Upon a request from a party that
5 has inadvertently produced any document which it believes may be subject to the
6 attorney-client privilege or attorney work-product doctrine, each party receiving
7 said document shall return it and all copies within three (3) business days to the
8 Producing Party. Nothing herein shall prevent the Receiving Party from
9 preparing a record for its own use containing the date, author, address(es), and
10 topic of the document and such other information as is reasonably necessary to
11 identify the document and describe its nature to the Court in any motion to
12 compel production of the document. Such a record of the identity and nature of a
13 document may not be used for any purpose other than preparation of a motion to
14 compel in this Action. After the return of the document(s), the Receiving Party
15 may challenge the Producing Party's claim(s) of privilege or work-product by
16 making a motion to the Court.

17 20. The inadvertent failure by a party to designate Discovery Material as
18 CONFIDENTIAL or as ATTORNEYS' EYES ONLY shall not be a waiver of
19 such designation provided that the party who fails to make such designation
20 informs the Receiving Party that such Discovery Material is CONFIDENTIAL or
21 ATTORNEYS' EYES ONLY within seven (7) days from when the failure to
22 designate first became known to the Producing Party. The party receiving
23 Discovery Material that the Producing Party inadvertently failed to designate as
24 CONFIDENTIAL or ATTORNEYS' EYES ONLY shall not be in breach of this
25 Order for any use made of such Discovery Material before the Receiving Party is
26 informed of the inadvertent failure to designate. Once the Receiving Party has
27 been informed of the inadvertent failure to designate pursuant to this Paragraph

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1 20, the Receiving Party shall take reasonable steps to, at the Producing Party's
2 option, either ensure that all copies of any such Discovery Materials are returned
3 promptly to the Producing Party or ensure that all copies of any such Discovery
4 Materials are marked with the proper designation and distributed only as
5 permitted under Paragraphs 13 through 16 of this Protective Order. If data or
6 information has been extracted from any Discovery Materials that are
7 subsequently re-designated pursuant to this Paragraph 20, to the extent possible,
8 the information and/or data will be expunged and not used, or used only to the
9 extent allowed under this Protective Order pursuant to its new confidentiality
10 designation.

11 21. In the event of disclosure of Discovery Materials designated
12 CONFIDENTIAL or ATTORNEYS' EYES ONLY to any person not authorized
13 to such access under this Protective Order, the party responsible for having made
14 such disclosure, and each party with knowledge thereof, shall immediately inform
15 counsel for the party whose Discovery Material has been disclosed of all known
16 relevant information concerning the nature and circumstances of the disclosure.
17 The party responsible for improperly disclosing such Discovery Material shall
18 also promptly take all reasonable measures to retrieve the improperly disclosed
19 Discovery Material and to ensure that no further or greater unauthorized
20 disclosure and/or use thereof is made.

21 USE IN COURTROOM PROCEEDINGS

22 22. In the event that any CONFIDENTIAL or ATTORNEYS' EYES
23 ONLY material is to be used in any court proceeding, the Producing Party may
24 seek an appropriate protective order from the Court before its introduction, and in
25 any event, it shall not lose its confidential status through such use, and the parties
26 shall take all steps reasonably required to protect its confidentiality during such
27 use. *The ^{disclosure} status of any evidence presented in a*
28 *public court proceeding shall be determined by the Court.*

1
2 **OBJECTION TO DESIGNATIONS**

3 23. Any party may object to the designation by the Producing Party of
4 any material as CONFIDENTIAL or as ATTORNEYS' EYES ONLY. The
5 process for making such an objection and for resolving the dispute shall be as
6 follows:

7 (a) The objecting party shall notify the Producing Party in writing
8 as to its objection(s) to the designations. This notice shall include, at a minimum,
9 a specific identification of the designated material objected to as well as the
10 reason(s) for the objection.

11 (b) The objecting party shall thereafter have the burden of
12 conferring either in person or by telephone with the Producing Party claiming
13 protection (as well as any other interested party) in a good faith effort to resolve
14 the dispute.

15 (c) Failing agreement, the objecting party may bring a noticed
16 motion to the Court for a ruling that the Discovery Material sought to be
17 protected is not entitled to such designation. The Producing Party bears the
18 burden to establish that the Discovery Material is CONFIDENTIAL or
19 ATTORNEYS' EYES ONLY and entitled to such protection under this Protective
20 Order.

21 Notwithstanding any such challenge to the designation of material as
22 CONFIDENTIAL or ATTORNEYS' EYES ONLY, all such material so
23 designated shall be treated as such and shall be subject to the provisions of this
24 Protective Order until one of the following occurs: (a) the party who designated
25 the material as CONFIDENTIAL or ATTORNEYS' EYES ONLY withdraws
26 such designation in writing, or (b) the Court rules that the designation is not
27 proper and that the designation be removed.

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RETURN/DESTRUCTION OF MATERIALS

24. Not later than sixty (60) days after the Termination of this Action (defined below) all CONFIDENTIAL or ATTORNEYS' EYES ONLY material, including all copies and derivative works thereof, shall be returned to the Producing Party or, with advance written consent of the Producing Party, destroyed. The party receiving any CONFIDENTIAL or ATTORNEYS' EYES ONLY material shall certify in writing that all such material, including CONFIDENTIAL or ATTORNEYS' EYES ONLY material disclosed hereunder, has been returned or destroyed.

The Court and its personnel are not subject to this provision.

MISCELLANEOUS PROVISIONS

25. This stipulated Protective Order shall not prevent a party from seeking additional protection of information for which the protection of this Protective Order is not believed by such party to be adequate. The parties, however, may not withhold the production of information solely on the basis of a confidentiality objection once this Order is effective. If a party wishes to seek additional protections beyond those contained within this Protective Order, the burden is on that party to file a motion with the Court seeking such additional protections.

26. The entry of this Protective Order shall not be construed as a waiver of any right to object to the furnishing of information in response to discovery and, except as expressly provided, shall not relieve any party of the obligation of producing information in the course of discovery.

27. If at any time CONFIDENTIAL or ATTORNEYS' EYES ONLY material is subpoenaed by any court, arbitral, administrative or legislative body, the person to whom the subpoena or other request is directed shall immediately give written notice thereof to counsel for every party who has produced such

1 CONFIDENTIAL or ATTORNEYS' EYES ONLY material and shall provide
2 each such party with an opportunity to object to the production of
3 CONFIDENTIAL or ATTORNEYS' EYES ONLY materials. If the Producing
4 Party does not move for a protective order within ten (10) days of the date written
5 notice is given, the party to whom the referenced subpoena is directed may
6 produce, on or after the date set for production in the subpoena but not prior to the
7 end of the ten (10) day notice period, such material in response thereto.

8 28. Counsel for any party to this Protective Order shall have the right to
9 exclude from depositions, other than the deponent and the reporter, any person
10 who is not authorized under this Protective Order to receive materials or
11 information designated as CONFIDENTIAL or ATTORNEYS' EYES ONLY.
12 Such right of exclusion shall be applicable only during periods of examination or
13 testimony directed to CONFIDENTIAL or ATTORNEYS' EYES ONLY
14 material.

15 29. All notices required by any paragraphs of this Protective Order are to
16 be made by facsimile or electronic mail to counsel representing the noticed party.
17 The date by which a party receiving notice shall respond or otherwise take action
18 shall be computed from the date of receipt of the notice.

19 Any of the notice requirements herein may be waived in whole or in
20 part, but only in a writing signed by an attorney for the Producing Party. All
21 specified time periods are in calendar days unless otherwise indicated.

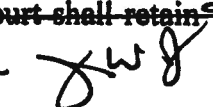
22 30. Nothing in this Protective Order shall bar or otherwise restrict
23 counsel from rendering advice to his or her client with respect to this Action and,
24 in the course thereof, relying in a general way upon his or her examination of
25 CONFIDENTIAL or ATTORNEYS' EYES ONLY material produced or
26 exchanged in this Action; provided, however, that in rendering such advice and in
27 otherwise communicating with his or her client, the attorney shall not disclose the

1 content of CONFIDENTIAL or ATTORNEYS' EYES ONLY material produced
2 by any other party or non-party.

3 31. Execution of this Protective Order shall not constitute a waiver of the
4 right of any party to claim in this Action or otherwise that any documents, or any
5 portion thereof, are privileged or otherwise non-discoverable, or are not
6 admissible in evidence in this Action or any other proceeding.

7 32. All persons receiving CONFIDENTIAL or ATTORNEYS' EYES
8 ONLY materials are enjoined from producing them to any other persons, except
9 in conformance with this Protective Order. Each individual who receives
10 CONFIDENTIAL or ATTORNEYS' EYES ONLY material agrees to subject
11 himself/herself to the jurisdiction of this Court for the purpose of any proceedings
12 relating to the performance under, compliance with, or violation of this Protective
13 Order.

14 33 For purposes of this Protective Order, "Termination of this Action"
15 is defined to mean the exhaustion of all appeals from orders and final judgments
16 in this Action or the settlement of this Action by the parties.

17 34. The parties agree that the terms of this Protective Order shall survive
18 and remain in effect after the Termination of this Action. ~~The Court shall retain~~
19 ~~jurisdiction to hear disputes arising out of this Protective Order.~~ 

20 35. Any party may move at any time to modify the terms of this
21 Protective Order. A party seeking to modify this Protective Order shall request
22 only the minimum modification as is reasonably necessary to address the grounds
23 upon which its motion to modify is based.

24 36. Any headings used in this Protective Order are for reference purpose
25 only and are not to be used to construe or limit the meaning of any provision.

26 37. This Protective Order may be executed in any number of
27 counterparts, all of which upon completed execution thereof by all parties,

28

1 collectively shall be deemed to constitute one original.

2 IT IS SO STIPULATED.

3

4 DATED: February 20, 2008

CHRISTIE, PARKER & HALE, LLP

5

By 

6

Brian K. Brookey, (SBN 149522)
brian.brookey@cph.com

7

G. Warren Bleeker, (SBN 210834)
warren.bleeker@cph.com

8

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350 West Colorado Boulevard, Suite
500

9

Post Office Box 7068
Pasadena, California 91109-7068

10

Telephone: (626) 795-9900

11

Facsimile: (626) 577-8800

12

Attorneys for Plaintiff,
CALCAR, INC. and AMERICAN
CALCAR, INC.

13

14

15 DATED: February 14, 2008

HOWREY LLP

16

By 

17

William C. Rooklidge (SBN 134483)
HOWREY LLP

18

2020 Main Street, Suite 1000
Irvine, CA 92614-8200

19

Telephone: (949) 721-6900

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Telephone: (213) 892-1800


28

Facsimile: (213) 892-2300

E-mail: ghajarb@howrey.com

E-mail: burtj@howrey.com

Attorneys for Defendants
The California Cars Initiative, Inc. and
Felix Kramer

IT IS SO ORDERED.
DATED: February 26, 2008

UNITED STATES MAGISTRATE JUDGE

*** TX REPORT ***

TRANSMISSION OK

TX/RX NO	4756
RECIPIENT ADDRESS	916502493429
DESTINATION ID	
ST. TIME	04/04 11:45
TIME USE	06:37
PAGES SENT	21
RESULT	OK

facsimile

TRANSMITTAL

Date: April 4, 2008

No. of Pages: 21 (including this cover sheet)

Fax No.: (650) 249-3429

PLEASE DELIVER THE FOLLOWING PAGES IMMEDIATELY TO:

Name: Suzanne Abbott
Google, Inc.

Phone: (650) 253-0000

Your Ref:

From: G. Warren Bleeker

Re: Calcar, Inc. et al. v. The California Cars Initiative, Inc., et al.

File: C685:100.1

facsimile

TRANSMITTAL

Date: April 4, 2008

No. of Pages: 21 (including this cover sheet)

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Re: Calcar, Inc. et al. v. The California Cars Initiative, Inc., et al.

File: C685:100.1

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350 West Colorado Boulevard
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626-795-9900
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privileged and confidential

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Exhibit F

calcars-google-due-diligence25feb07.doc Page 1 of 5

From: Felix Kramer, CalCars
To: Kirsten Olsen, Google.org
Date: 2/25/07
Re: CalCars Due Diligence Report

As we discuss at <http://www.calcars.org/sponsor.html>, The California Cars Initiative (CalCars) is a fiscal agent of our fiscal sponsor -- we are a Project of the International Humanities Center (IHC) -- see its IRS "Letter of Determination" as a 501(c)(3). Some of our organizational categories belong to IHC; we plan to incorporate as an independent non-profit in the near-term future.

Some of the material that follows is derived from the "Calcars Expansion Plan to Speed PHEV Commercialization proposal (calcars-policy-budget-23jan07.doc) that, most recently, was the basis for our request for support.

Research Background into Organization

1. EIN : 33-0767921 (IHC)
2. Board of Directors (include bios)

International Humanities Center Board of Directors -- see <http://www.ihcenter.org>

Catherine Carroll, (Financial Director of IHCenter) co-founding director of the Renaissance Foundation; dedicated to empowering people and projects; accounting and tax preparation industries; tax planning, money management, and estate planning. Her insights show others how to minimize income and estate taxes to expand the possibilities for change at a grass-root as well as corporate level.

Timothy Hall, two tours in Vietnam earning him a Bronze Star and other medals; founder of Eco Ranchos, a company based in the US and Mexico dedicated to environmentally sound agriculture supporting sustainable communities; reintroduced the native amaranth grain to regions of Mexico as well as spearheaded pioneering efforts in the fig industry; co-founder of Paulownia International Ltd. that meets the agricultural, commercial, environmental, and social needs of regions in Mexico through development of widespread use of the Paulownia tree for the international plywood market.

Katherine O'Flaherty, former systems analyst and training manager with Fingerhut Corporation; quality assurance troubleshooter for Wal-Mart Logistics; currently applies skills and expertise to streamline educational processes to high levels of efficiency and understanding in personal health, lifestyle, and well being; fully dedicating her life and livelihood to the health and well being of all persons seeking education and self empowerment through natural health care; currently enrolled in the certification program with Tree of Light Institute.

Dave Sanders, (Operations Director of IHCenter) research and development in sustainable technologies; active in organic farming, sustainable forestry, eco-responsible construction systems, and renewable energy generation; past president of an international nutritional products company and owned several for-profit ventures; holds a distant background of seventeen years in administrative and engineering positions with government contractors such as GE-Nuclear, a Department of Energy contractor, and FMC, a Department of Defense contractor; has since reversed his course fifteen years ago applying his body, mind, and spirit to the development and integration of sustainable living systems and the deployment of ecologically responsible development.

Steven Sugarman, M.A. in Research Psychology (Executive Director of IHCenter); former

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Executive Director of the Social & Environmental Entrepreneurs (SEE); Co-Founder, Bolsa Chica Stewardship Group; author of *The Blueprint for Planetary Evolution*, as well as an avid creator of conceptual statistical models that are translated into games of strategy and probability.

David Michael Tanner, alchemic formulating, research and development of alchemic mineral, herbal, and essential oil formulas as well as other organic and inorganic substances; strong background in business administration and marketing; owned and managed two R&D laboratories; served as executive vice president to two international natural health product companies; currently working with Tree of Light Publishing, a distributor of herbal training, health education, and natural health products aligned with natural, healthful ways of living.

CalCars Key Advisors (from <http://www.calcars.org/about.html>)

Dave Bagshaw, Senior Advisor, an entrepreneur with a background both in technical engineering and business, former CEO of Shutterfly and a senior executive at Excite@Home, @Home Networks and the early Silicon Graphics. See announcement at the [CalCars-News Archive](#).

Gail Slocum, Senior Advisor, former Mayor, Menlo Park and Regulatory Attorney at Pacific Gas and Electric Company.

Andy Frank, Director, [advanced hybrid vehicle research center](#) (which has built 9 plug-in hybrid proof-of-concept vehicles), Professor, University of California at Davis; see a 2003 interview in [EVWorld, part 1](#) and [part 2](#) and a 2006 [Wall Street Journal](#) profile.

Daniel M. Kammen, Director, [Renewable and Appropriate Energy Laboratory](#), Professor, UC Berkeley, leading expert on renewable energy and climate change mitigation policy. His recent studies on ethanol have reversed decades of thinking on manufacturing efficiencies and proved ethanol's positive balance.

Paul Scott, Santa Monica-based electric vehicle owner, Co-Founder of [Plug In America](#), works in the visual effects industry on feature films, and represents [Energy Efficiency Solar](#) for commercial and residential photovoltaic cell installations in Southern California.

Sven Thesen, electric utility analyst, chemical/environmental engineer, new parent

3. Officers (include bios)-Full-time intermittently-paid staff

Founder Felix Kramer is a marketing strategist and communicator with an entrepreneurial track record with startups; in the environmental realm, he has managed major events and run campaigns and organizations. After founding, running and selling a small Internet company, since 2001 he has volunteered his time to CalCars. See [Kramer Communications](#) and [Felix Kramer Bio](#), his Feb. 14, 2005 OpEd on global warming, [Kyoto and Beyond](#) and [Power, Plugs and People](#), his blog.

Ron Gremban, Technology Development Lead and electrical and software engineer involved in sales of solar energy systems, has long experience with electric cars -- he helped design and drive the Caltech entry in the transcontinental 1968 Great Electric Car Race. See his not-recently-updated [bio](#).

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4. Identity of key funders and amounts (top 10) Totals from Jan. 2006-Jan. 2007

Amount	Donor
\$194,664.69	Carl Berg/Mission West
\$92,561.40	Carl B Page
\$20,000.00	Anonymous donor
\$10,000.00	Lori Park
\$10,000.00	Pacific Gas and Electric Company
\$9,000.00	Severns Family Foundation
\$5,000.00	Cypress Semiconductor Corp
\$5,000.00	Dawson Family Fund
\$5,000.00	Novellus Systems Inc
\$5,000.00	The Kathryn/Paul Miller Family Fund
356,226.09	Total Top 11
156,123.52	Additional donations
\$512,349.61	TOTAL ALL DONORS

5. Summary of program / description for project requiring funding (executive overview)

In our Jan 23 proposal, we requested a six-month \$498,000 grant to enable CalCars to achieve our #1 priority: getting auto-makers to commercialize PHEVs. We proposed advocacy, business and technology efforts aimed at leading to initial production and demonstration fleet commitments from automakers. We believe our efforts could significantly shorten the time before substantial numbers of PHEVs are in use. The efforts described below are in addition to our current technology demonstration projects.

We have customized strategies for each auto-maker. They include/reflect

1. external demand-side campaigns and approaches along with partners to OEMs.
2. our "no-worry" plan to remove battery risk factors for a PHEV demonstration fleet;
3. We will lead, coordinate and partner on policy and government initiatives:
 - * in Sacramento towards a unified Plug-In California Initiative to make CA the leader in commercialization of PHEVs, including incentives, regulatory exemptions and "whatever it takes" measures to create an inviting environment for OEMs
 - * in Washington leading to changes in regulatory requirements and leveraged public funds,

6. Staffing, business model, organizational plan

We have two full-time staff and hope to expand with three more full-time equivalent people plus minimal administrative support.

Budget/Use of Funds

1. Overall organization budget (please attach Proposed budget from Jan 23, 2007. We hope to raise the balance of these funds to accomplish our goals. (Technical Lead and technical projects funded from other sources.)

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Six-Month Budget (March 2007-August 2007) (Positions are Full-Time Equivalent)

\$ 72,000 founder
 72,000 communications director
 72,000 policy director/grant-writer
 72,000 campaign organizer/networker
 60,000 multimedia documentation/ads production/distribution, PR
 75,000 conferences, expositions, travel, memberships
 60,000 collateral design and production/signage/printing
 15,000 misc overhead
\$ 498,000 TOTAL"

2. Detailed outline for use of Google.org funds with attached budget

In view of the expected shortfall between our request and funds we may receive from Google, we will recruit some or between three and six people to fulfill these functions part-time or full-time on short-term contracts, some on minimal stipends, with no guarantee of continued contract renewals.

3. Additional funds needed to carry out program

To the extent we are able to raise additional funds from other sources to complete financing for the initial plan for six months and additional funds thereafter, we will be able to contract with or retain the personnel described, and attend conferences, produce and distribute collateral material, etc.

4. Financial management systems for organization

As fiscal agent, Felix Kramer authorizes direct payments from IHC to vendors and materials/service providers by approving and submitting invoices using IHC forms with standard accounting categories. He also invoices to reimburse expenses for which he pays in advance by check or credit card. We will replace this with new systems when we become an independent non-profit.

5. Key milestones for Google.org grant money

Our most fundamental milestones are reflected at [What are Car-Makers Saying?](#) our page that tracks the evolving responses of automakers and at [The CalCars News-Archive](#).

Reporting

1. Desired outcomes - short and medium-term (and metrics to be used)

Short- and medium-term, we engage in advocacy, business and technology efforts to gain initial production and timetable commitments for demonstration fleets. We would apply as the most significant metrics the volume of campaigns and activities we conduct, the number of PHEV conversions we help to inspire, and number of commitments by companies to PHEV production..

2. Long term impact sought by organization (and theory of change)

We aim to ensure the successful commercialization of PHEVs, their progressive technical optimization and product improvement to ensure cleaner air quality, lower transportation impact on

calcars-google-due-diligence25feb07.doc Page 5 of 5

climate change and lower dependency on foreign oil.

We hope to promulgate some of the strategies embodied by CalCars into other climate change-related campaigns.

3. Expected reporting deliverables to Google.org from CalCars

We report on the results of our efforts and those of our partners and allies with frequent updates at Car-Makers and News-Archive pages referenced above.

4. Timeline for reporting

We plan to provide quarterly or semi-annual reports.

Advocacy Disclosure

1. Description of any type of advocacy that will be undertaken by the organization

We provide technical advice and non-partisan analysis and research to individuals, companies and government bodies. We provide industry examples by doing conversions and making those conversions available for demonstration at public venues. We publicize existing, and promote future, activities by individuals, NGOs, corporations and all levels of government to build a market of buyers for PHEVs and to encourage commercialization and mass production of PHEVs.

2. Intended audience for advocacy

Our audiences are individual citizens as consumers and car-owners, as well as opinion leaders in the public and private sector, including community leaders, journalists and business analysts, government employees, appointees and elected officials.

3. List any intended activities with government officials and specific use of Google.org funds

We testify at public hearings and communicate with government officials regarding rule-making and policy options. We do not endorse individual politicians. As a mostly-volunteer organization, we spend insubstantial funds on direct lobbying or on grassroots lobbying. Our role in relation to legislation is to provide information on specific news, proposals and bills, analyzing their social, economic and environmental implications to enable CalCars volunteers and those who subscribe to our CalCars-News information service to find out the positions of their elected officials and convey their views to other NGOs and to their elected officials.

Fraud or Abuse

1. Disclosure of any accusations of fraud or abuse by the organization

We know of no accusations of fraud or abuse by The California Cars Initiative.

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CONCORD, OH 45301

DEPARTMENT OF THE TREASURY

Date: **MAY 23 2002**

INTERNATIONAL HUMANITIES CENTER
321 N MALE DR STE 1 201
ST GEORGE, UT 84790

Employer Identification Number:
33-0767921
DLN:
17053089754062
Contact Person:
TRACY D POST ID# 31471
Contact Telephone Number:
(877) 829-5500
Our Letter Dated:
December 1998
Addendum Applies:
No

Dear Applicant:

This modifies our letter of the above date in which we stated that you would be treated as an organization that is not a private foundation until the expiration of your advance ruling period.

Your exempt status under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) is still in effect. Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the Code because you are an organization of the type described in section 509(a)(1) and 170(b)(1)(A)(vii).

Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(1) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(1) organization.

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return or the date the return is filed. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. Copies of these documents are also required to be provided to any individual upon written or in person request without charge other than reasonable fees for copying and postage. You may fulfill this requirement by placing these documents on the internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or you may call our toll free number shown above.

If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Letter 1650 (00/09)

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CERTIFICATE OF SERVICE

I certify that on May 12, 2008, I electronically filed the document described as **DECLARATION OF G. WARREN BLEEKER IN SUPPORT OF PLAINTIFF'S OPPOSITION TO GOOGLE'S MOTION FOR A PROTECTIVE ORDER.** with the Clerk of the Court using the ECF system which will send notification of such filing to the parties. I further certify that I have e-mailed a true copy of the above document to the non-ECF participants addressed as follows:

William C. Rooklidge - rooklidgew@howrey.com

Russell B. Hill - hillr@howrey.com

Bobby A. Ghajar - ghajarb@howrey.com

/s/ _____
Susan Lovelace