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 7 Attorneys for Defendant
 8 CONTINENTAL VISINET BROADBAND, LLC,
 erroneously sued as CONTINENTAL VISINET BROADBAND, INC.

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 10 IN THE UNITED STATES DISTRICT COURT
 11 THE NORTHERN DISTRICT OF CALIFORNIA
 12 SAN FRANCISCO DIVISION

13 SUSAN SIMON, individually, on behalf of
 14 herself and all others similarly situated,

15 Plaintiffs,

16 v.

17 ADZILLA, INC.; CONDUCTIVE
 CORPORATION; CONTINENTAL VISINET
 18 BROADBAND, INC.; CORE
 COMMUNICATIONS, INC. d/b/a CORETEL
 19 COMMUNICATIONS, INC. et al.

20 Defendants.

) Case No. C09-00879 MMC

) **DECLARATION OF CHARLES L.
 WATKINS IN SUPPORT OF MOTION
) OF CONTINENTAL VISINET
) BROADBAND, INC. TO DISMISS
) PLAINTIFFS' FIRST AMENDED
) COMPLAINT FOR LACK OF
) PERSONAL JURISDICTION**

) **Date: May 15, 2009**

) **Time: 9:00 a.m.**

) **Department: Courtroom 7, 19th Floor
) The Hon. Maxine M. Chesney**

21 I, CHARLES L. WATKINS, declare as follows:

22 1. I am over the age of 21 years, am competent, and if called to testify, I will testify as
 23 to the facts in this Declaration from my personal knowledge.

24 2. I am the Chairman of Continental Visinet Broadband, LLC ("Continental").

25 3. Continental was originally formed under the name Continental Broadband, LLC, as
 26 a Delaware limited liability company. On April 15, 2003, Continental Broadband, LLC acquired
 27 substantially all of the assets of the "VisiNet" business, which was owned by E&J Acquisition
 28 LLC, a Virginia limited liability company. On December 19, 2003, Continental Broadband, LLC,

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1 was merged with and into Continental VisiNet Broadband, Inc., a Virginia corporation formed ten
2 days earlier. The Virginia corporation survived the merger, remaining a Virginia corporation. On
3 August 25, 2008, Continental Visinet Broadband, Inc. converted to a Virginia limited liability
4 company, now operating as Continental Visinet Broadband, LLC. Although the Plaintiff has
5 named "Continental VisiNet Broadband, Inc., a Delaware Corporation" as a defendant, no such
6 entity has ever existed.

7 4. Continental provides a wide range of Internet and data center services to its
8 customers. The majority of Continental's revenues is derived from and focused on commercial,
9 not residential, customers. Continental's principal business is data center and associated managed
10 services. Continental's services include, among others, dialup internet access, website hosting,
11 and "collocation" data center services. Website hosting involves providing the necessary
12 infrastructure and technology to maintain a website. Collocation services involve, among other
13 things, providing the capability to store and access data offsite and to maintain system servers in a
14 secure offsite facility (i.e., a data center). Continental does not provide dialup or any other "last
15 mile" Internet access service in California or, for that matter, anywhere on the West Coast.

16 5. Continental's principal place of business is in Richmond, Virginia. Continental
17 owns no property, real or personal, in California. Continental does not have any offices in
18 California, nor does it maintain a mailing address, phone number, or bank account in California.
19 Continental does not maintain any facilities, network, or physical presence in California.
20 Continental is not licensed to do business in California, it does not maintain any corporate books
21 or records in California, and it does not pay taxes in California. It does not have any employees in
22 California, nor does it have a registered agent in California.

23 6. After reviewing corporate and administrative records, I found no evidence that any
24 Continental employee has ever visited California on business, nor made any marketing or sales
25 trips to California. Continental has not engaged in any direct marketing activity in California in an
26 effort to attract California customers.

27 7. After a good faith investigation of corporate and administrative records, which
28 included an electronic search of customer records, I have determined that Continental has only

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1 three active customers with billing addresses in California, none of whom were actively solicited
2 by Continental in California. The first customer, Active Web Networks, was a customer of
3 VisiNet who became a customer of Continental through the acquisition of the VisiNet business.
4 Continental bills Active Web Networks approximately \$200 per month for collocation and
5 associated bandwidth services. The second customer, Zipidee, purchased the assets of one of
6 Continental's sister companies, TotalVid (which was located in Virginia), which assets included
7 the Continental contract. Subsequent to that acquisition, the billing address was changed from
8 Virginia to California. Continental bills Zipidee \$883 per month for collocation and hosting
9 services. The third customer, Reach International, receives only an email address through
10 Continental (commonly referred to as an email "mailbox"). Continental bills Reach International
11 \$120 per year, for an average of \$10 per month for this service. None of these three customers
12 receive any last mile Internet access, dialup or otherwise, through Continental. All three
13 customers are served out of Continental's facilities in Richmond, Virginia. The total monthly
14 billing for these three customers is approximately \$1093. The total annual billing for these three
15 customers is approximately \$13,116.

16 8. The phrase "last mile" as used in internet-related industries, refers to that portion of
17 the customer's connection to the internet that is located between the customer premise and the
18 physical presence of the local Internet service provider (ISP). The technology to affect this portion
19 of the customer's connection to a website on the world wide web may be any one of many
20 available (e.g., dialup, cable modem). Continental does not provide last mile services by any
21 technology to customers in California.

22 9. Continental does not have California customers for its dialup services because it
23 does not maintain any facilities or networks for providing such services, nor does it have any
24 relationships with third parties to provide those services in California. Continental outsources all
25 of its dialup services to CoreTel Communications, Inc. ("CoreTel"). To the best of my
26 knowledge, CoreTel does not have any facilities or networks in California, but rather provides
27 services through independent subsidiary companies operating in Virginia, Maryland,
28 Pennsylvania, New York, and Washington, D.C.

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10. Continental has no relationship, contractual or otherwise, with Adzilla, Inc. ("Adzilla"). Continental never authorized the use of any Adzilla products in servicing Continental's dialup customers.

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

Executed on March 30, 2009 at Norfolk, Virginia.

Charles L. Watkins
Charles L. Watkins