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10 Attorneys for Plaintiff  
 BE IN, INC., a New York corporation

DAVIS WRIGHT TREMAINE LLP

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 13 IN THE UNITED STATES DISTRICT COURT  
 14 THE NORTHERN DISTRICT OF CALIFORNIA  
 15 SAN JOSE DIVISION

16 BE IN, INC.,	)	Case No. CV12-03373-LHK
	)	
17 Plaintiff,	)	<b>DECLARATION OF JOSEPH E.</b>
	)	<b>ADDIEGO III IN SUPPORT OF MOTION</b>
18 v.	)	<b>TO WITHDRAW AS COUNSEL FOR</b>
	)	<b>PLAINTIFF</b>
19 GOOGLE, INC., a California corporation,	)	
RICHARD ROBINSON, and DOES 1 through	)	
20 3, inclusive,	)	Judge: Hon. Lucy H. Koh
	)	Hearing Date: April 18, 2013
21 Defendants.	)	Hearing Time: 1:30pm
	)	Courtroom: 8, 4th Floor
	)	Judge: Hon. Lucy H. Koh
	)	Trial Date: None set

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 23  
 24 I, Joseph E. Addiego III, declare as follows:

- 25 1. I am a partner with the law firm Davis Wright Tremaine LLP ("DWT"). I have personal  
 26 knowledge of the facts stated in this declaration and, if called upon to do so, I would and  
 27 could competently testify thereto.

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2. Be In, Inc has retained DWT to represent it in the above-captioned litigation ("Litigation"). In doing so, Be In agreed to pay DWT's expenses and fees associated with its representation of Be In in the Litigation.
3. I am listed as attorney for Be In in the pleadings filed in this action.
4. Be In has breached and remains in breach of its agreements with or obligation to DWT as to expenses and fees.
5. As a result of Be In's failure to pay fees and expenses, continued representation of Be In will present an unreasonable financial burden upon DWT and it is and will be unreasonably difficult for DWT to effectively carry out its representation of Be In.
6. In several oral and written communications dating back to November 2012, I gave Be In due notice of DWT's intent to withdraw from representing Be In the Litigation if Be In did not remedy its breach of its payment obligations.
7. On January 17, 2013, I provided Be In with final notice that DWT intended to withdraw from the Litigation if Be In did not remedy its breach by January 31, 2013.
8. Concurrently with the filing of this Motion, I will serve this Motion and its supporting papers on all parties not registered with the Court's e-filing system.
9. I have served these papers via overnight mail on Be In.

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

Executed this this 19th day of February, 2013.

\_\_\_\_\_  
/s/ Joseph E. Addiego III  
Joseph E. Addiego III