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UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN JOSE DIVISION

BE IN, INC., a New York corporation,)	CASE NO.: 5:12-cv-03373-LHK
)	
Plaintiff,)	DECLARATION OF COLLEEN
)	BAL IN SUPPORT OF
v.)	DEFENDANTS' CONDITIONAL
)	OPPOSITION TO MOTION FOR
GOOGLE INC., a California corporation;)	LEAVE TO FILE SECOND
YOUTUBE, LLC, a Delaware limited liability)	AMENDED COMPLAINT
company; and GOOGLE UK LTD., a private)	
limited company registered in England and)	Hearing Date: September 26, 2013
Wales,)	Hearing Time: 1:30 pm
)	Courtroom: 8, 4th Floor
Defendants.)	Judge: Hon. Lucy H. Koh
)	Trial Date: None Set
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I, Colleen Bal, declare:

1. I am a member of the law firm Wilson Sonsini Goodrich & Rosati, counsel for Defendants Google Inc. and Richard Robinson. I have personal knowledge of the facts stated in this declaration and, if called upon to do so, I would and could competently testify hereto.

2. Attached hereto as Exhibit A is a true and correct copy of a string of e-mail correspondence from May 13, 2013 to May 14, 2013, that I had with current counsel for Plaintiff Be In at Gibson Dunn & Crutcher, as well as Charles Barquist, counsel at Morrison & Foerster, who today filed a notice that he would be substituting in for current counsel.

3. Mr. Barquist and I spoke late today regarding Plaintiff's pending motion for leave to file the Second Amended Complaint. During our call, I asked him whether Morrison & Foerster would be signing the proposed Second Amended Complaint. Mr. Barquist indicated that he expected that counsel at Gibson Dunn & Crutcher, having signed the Second Amended Complaint included as an exhibit to Plaintiff's motion for leave, would likewise be formally signing the Second Amended Complaint if and when it were filed.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 14th day of May, 2013, in San Francisco, California.

/s/ Colleen Bal
Colleen Bal