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6 Attorneys for Plaintiff
 BE IN, INC.

8 UNITED STATES DISTRICT COURT
 9 NORTHERN DISTRICT OF CALIFORNIA
 10 SAN JOSE DIVISION

11 BE IN, INC., a New York Corporation,
 12
 13 Plaintiff,

14 v.

15 GOOGLE INC., a California corporation,
 16 YOUTUBE, LLC, a Delaware limited liability
 17 company, and GOOGLE UK LTD., a private
 18 limited company registered in England and
 Wales,

19 Defendants.

Case No. 5:12-CV-03373-LHK

[Assigned to The Honorable Lucy K. Koh,
 Courtroom 8]

**NOTICE OF SUBSTITUTION OF
 COUNSEL AND [PROPOSED] ORDER**

21 **TO ALL PARTIES AND TO THEIR ATTORNEYS OF RECORD AND TO THE CLERK
 22 OF COURT:**

23 PLEASE TAKE NOTICE that, subject to approval by the court, Plaintiff Be In, Inc.
 24 hereby substitutes Larry C. Russ and Dorian S. Berger of Russ, August & Kabat as counsel of
 25 record in this action, in place and instead of Charles S. Barquist, Wendy J. Ray, and Kenneth
 26 Kuwayti of Morrison Foerster LLP. Previous counsel for Plaintiff Be In, Inc. are:

27 CHARLES S. BARQUIST (BAR NO. 133785)

CBarquist@mof.com

28 WENDY J. RAY (BAR NO. 226269)

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KENNETH A. KUWAYTI (BAR NO. 145384)
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All pleadings, orders and notices should henceforth be served upon the following substituted counsel for Plaintiff Be In, Inc.:

Larry C. Russ, State Bar No. 082760
lruss@raklaw.com
Dorian S. Berger, State Bar No. 264424
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Substitution Based on Consent

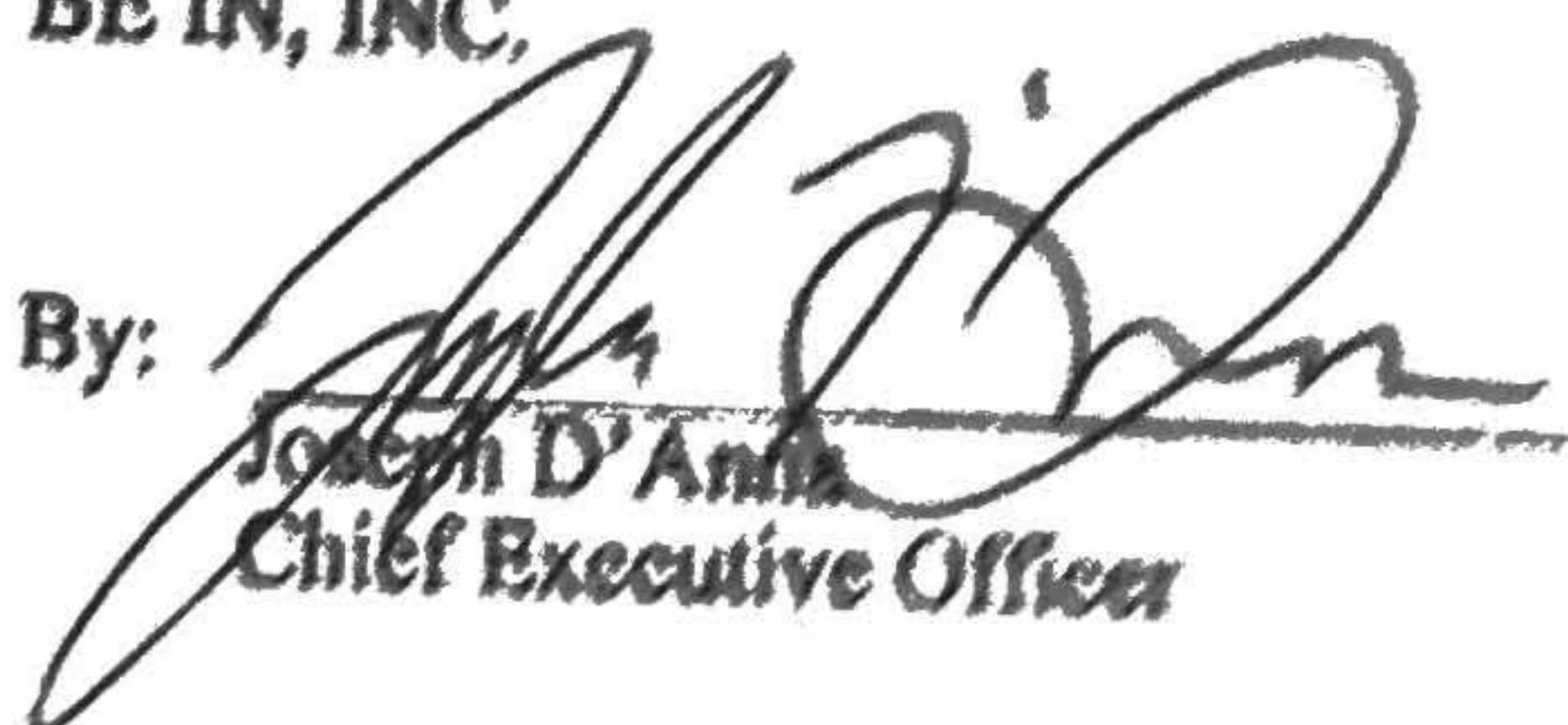
Plaintiff BE IN, INC. respectfully submits that the proposed substitution of counsel is in the interest of justice and is not made for purposes of delay or any other improper purpose. The undersigned consents to the above substitution of counsel.

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Dated: November 8, 2013

BE IN, INC.

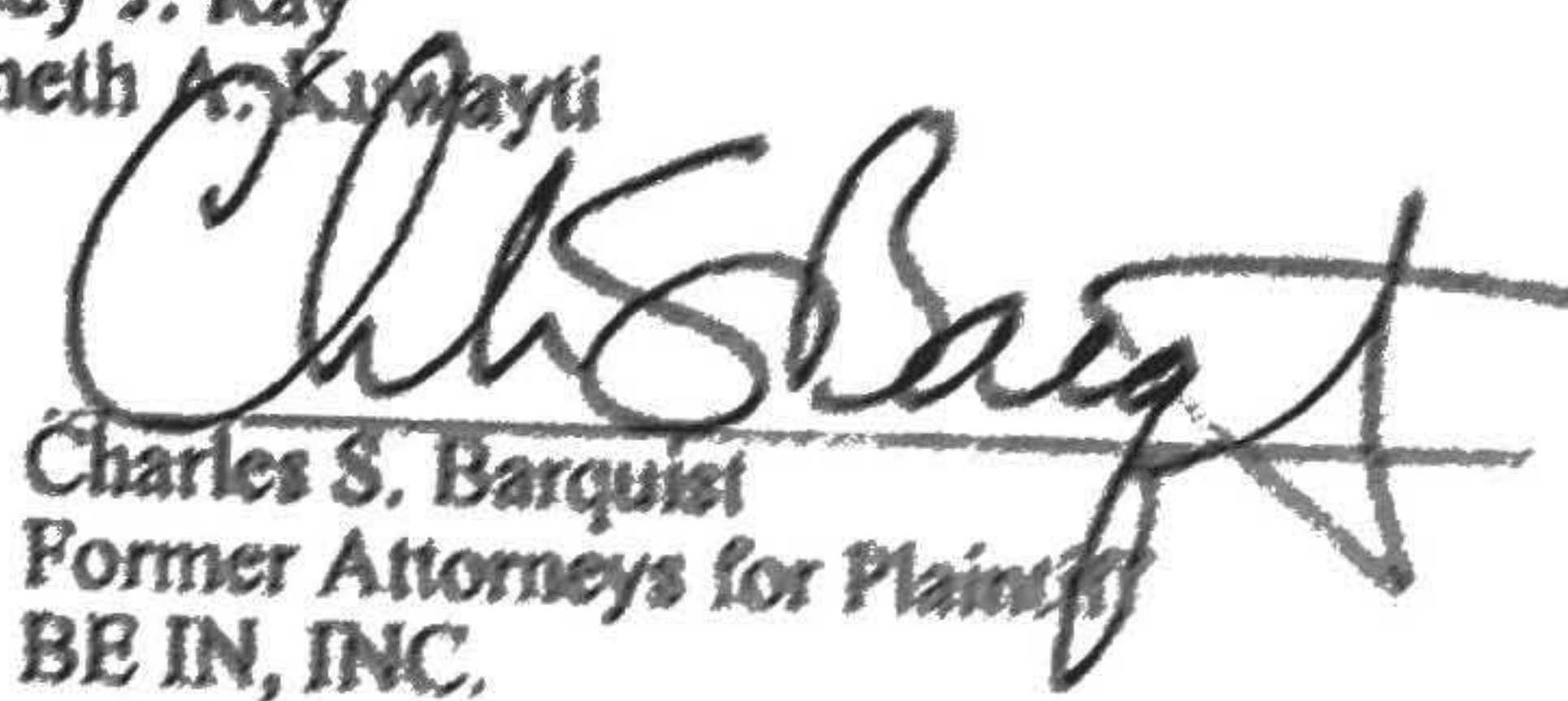
By:


Joseph D'Amico
Chief Executive Officer

Dated: November 8, 2013

MORRISON FOERSTER LLP
Charles S. Barquist
Wendy J. Ray
Kenneth A. Kurwayti

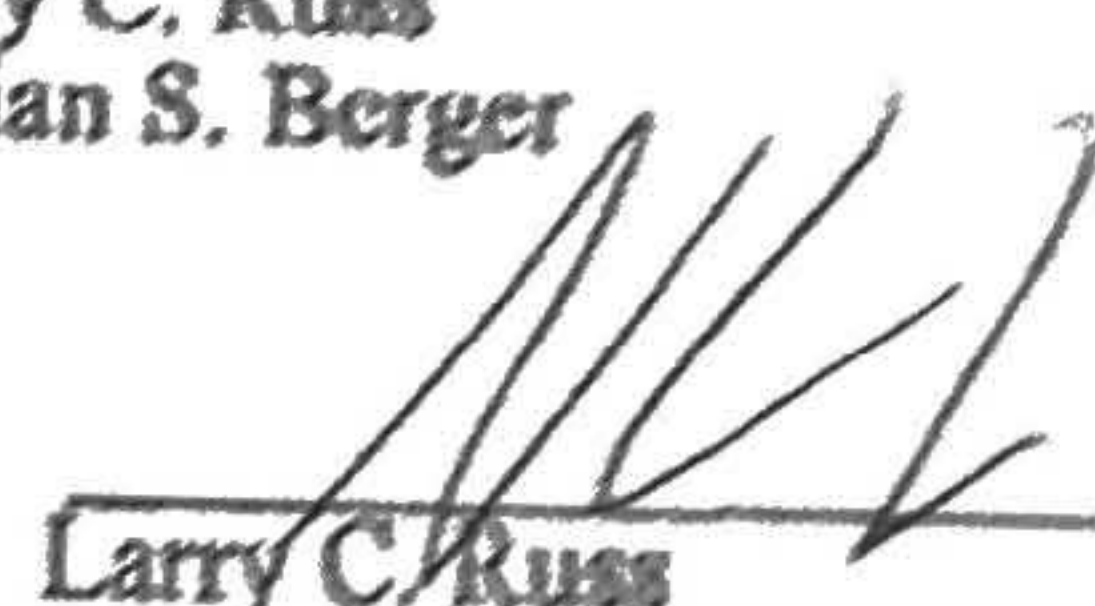
By:


Charles S. Barquist
Former Attorneys for Plaintiff
BE IN, INC.

Dated: November 8, 2013

RUSS, AUGUST & KABAT
Larry C. Russ
Dorian S. Berger

By:


Larry C. Russ
Attorneys for Plaintiff
BE IN, INC., a New York Corporation

IT IS SO ORDERED.

Dated: _____

Honorable Lucy H. Ko

1 **CERTIFICATE OF SERVICE**

2 I, Katherine DePangher, hereby declare:

3 I am employed in the City and County Los Angeles, California in the office
4 of a member of the bar of this court by whose direction the following service was
5 made. I am over the age of eighteen years and not a party to the within action. My
6 business address is Russ, August & Kabat, 12424 Wilshire Boulevard, 12th Floor,
7 Los Angeles, California 90025.

8 On November 9, 2013, I caused the following documents, described as:

9 **NOTICE OF SUBSTITUTION OF COUNSEL AND**
10 **[PROPOSED] ORDER**

11 to be served via CM/ECF by the Clerk of the Court, upon all counsel of
12 record registered to receive electronic filing, as indicated on the Court’s website, or
13 by United States Mail, upon those parties not registered for electronic filing.

14 I declare under penalty of perjury that the above is true and correct.
15 Executed on November 9, 2013 in Los Angeles, California.

16
17 */s/ Katherine DePangher*
18 Katherine DePangher

RUSS, AUGUST & KABAT