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6 Attorneys for Plaintiff
 7 AFFINITY ENGINES, INC.

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

12 GOOGLE, INC., a Delaware corporation,
 13 Plaintiff,
 14 v.
 15 AFFINITY ENGINES, INC., a Delaware
 16 corporation,
 17 Defendant.

CASE NO. C 05-0598 JW (HRL)

**DECLARATION OF GABRIEL M.
 RAMSEY IN SUPPORT OF REPLY
 BRIEF RE AFFINITY ENGINES, INC.'S
 MOTION TO DISMISS AND/OR STAY
 PROCEEDINGS**

Date: May 9, 2005
 Time: 9:00 a.m.
 Judge: Honorable James Ware

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1 I, Gabriel M. Ramsey, hereby declare as follows:

2 1. I am a member of the bar of the State of California, and am an associate
3 with the firm of Orrick, Herrington & Sutcliffe LLP. I make this declaration in support of
4 Affinity Engine Inc.'s ("AEI") Reply In Support Of AEI's Motion To Dismiss And/Or Stay
5 Proceedings. I make this declaration of my own personal knowledge unless otherwise noted and,
6 if called as a witness, I could and would testify competently to the truth of the matters set forth
7 herein.

8 2. AEI filed a state court complaint in Santa Clara Superior Court on May 25,
9 2004 alleging, among other things, ownership of the source code at issue in the instant Federal
10 Case.

11 3. A Trial Setting Conference in the pending state court case will be held on
12 Tuesday, April 26, 2005, the day after the instant reply brief will be filed. Attached hereto as
13 **Exhibit A** is a true and correct copy of AEI's April 19, 2005 Case Management Conference
14 Statement filed in the state court case. In its CMC statement, AEI informed the superior court
15 that the parties will be ready for trial by late July.

16 4. Discovery in the state court case is nearing completion. Google has taken
17 AEI's corporate deposition on two occasions, both times exploring the ownership issue.
18 Moreover, the parties have produced over 200,000 pages of documents. Currently, the parties are
19 scheduling dates to depose the remaining nine fact witnesses.

20 5. Several documents evidence that AEI owns the source code at issue in this
21 Federal Case.

22 6. Attached hereto as **Exhibit B** is a true and correct copy of an April 30,
23 2002 Retention Agreement.

24 7. Attached hereto as **Exhibit C** is a true and correct copy of a September 11,
25 2002 agreement.

26 8. Attached hereto as **Exhibit D** is a true and correct copy of a July 9, 2003
27 agreement.

28 9. Attached hereto as **Exhibit E** is a true and correct copy of a "List of Prior

1 Inventions” attached to Orkut Buyukkokten’s Google Employment agreement.

2 10. Attached hereto as **Exhibit F** is a true and correct copy of documents
3 produced by AEI in this litigation and Bates-labeled AEI 004153 and AEI00458.

4 11. Attached hereto as **Exhibit G** is a true and correct copy of Google’s
5 copyright application relating to the inCircle source code.

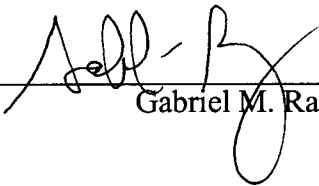
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7 I declare under penalty of perjury under the laws of the United States that the foregoing is
8 true and correct to the best of my knowledge.

9 Executed this 25th day of April, 2005 in Menlo Park, California

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Gabriel M. Ramsey

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