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8 Attorneys for Defendants
 GOOGLE INC. and MARISSA MAYER
 9

10 UNITED STATES DISTRICT COURT
 11 NORTHERN DISTRICT OF CALIFORNIA
 12 SAN JOSE DIVISION
 13

14 ROBERT A. BROWN, an individual,
 15 Plaintiff,

16 v.

17 GOOGLE, INC.; PAYROLLING.COM;
 18 MARISSA MAYER; and DOES 1 through
 20, Defendants.
 19

Case No. C05 01779 PVT

**DECLARATION OF SUE WUTHRICH IN
 SUPPORT OF DEFENDANTS GOOGLE
 INC. AND MARISSA MAYER'S MOTION
 TO DISMISS**

Date: June 14, 2005
 Time: 10:00 a.m.
 Judge: Hon. Patricia V. Trumbull

21 I, Sue Wuthrich, declare:

22 1. I am employed by Google Inc. ("Google") as Google's Benefits Director. In that
 23 capacity, I am responsible for managing Google's various benefit plans, and am familiar with the
 24 medical, dental, 401(k), stock option and bonus plans referenced below.

25 2. Attached as Exhibit A are true and correct copies of selected provisions of Google's
 26 Blue Shield medical plans.

27 3. Attached as Exhibit B are true and correct copies of selected provisions of Google's
 28 CIGNA medical plans.

1 4. Attached as Exhibit C are true and correct copies of selected provisions of Google's
2 Kaiser Permanente medical plan.

3 5. Attached as Exhibit D are true and correct copies of selected provisions of Google's
4 Delta dental plan.

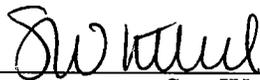
5 6. Attached as Exhibit E are true and correct copies of selected provisions of Google's
6 Fidelity 401(k) retirement plan.

7 7. Attached as Exhibit F are true and correct copies of Google's 2000, 2003 and 2004
8 stock plans.

9 8. The facts set forth above are based on my own personal knowledge. If called as a
10 witness, I could and would testify competently to them.

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

13 Dated: May 6, 2005

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16 _____
17 Sue Wuthrich

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PROOF OF SERVICE

STATE OF CALIFORNIA, COUNTY OF SAN FRANCISCO

I am employed in the County of San Francisco, State of California. I am over the age of 18 and not a party to the within action; my business address is: 580 California Street, Suite 1500, San Francisco, CA 94104. On May 6, 2005, I served the foregoing document(s) described as: DECLARATION OF SUE WUTHRICH IN SUPPORT OF DEFENDANTS GOOGLE INC. AND MARISSA MAYER'S MOTION TO DISMISS on the interested party(ies) below, using the following means:

Gregory M. Sheffer
The Sheffer Law Firm
160 Sansome Street, 2nd Floor
San Francisco, CA 94104

Ronald H. Blumberg
Aniko M. Felsen
Blumberg Lorber Nelson LLP
137 N. Acacia Avenue
Solana Beach, CA 92075

BY PERSONAL SERVICE I delivered such envelope(s) by hand to the offices of the addressee(s).

BY UNITED STATES MAIL I enclosed the documents in a sealed envelope or package addressed to the respective address(es) of the party(ies) stated above and placed the envelope(s) for collection and mailing, following our ordinary business practices. I am readily familiar with the firm's practice of collection and processing correspondence for mailing. On the same day that correspondence is placed for collection and mailing, it is deposited in the ordinary course of business with the United States Postal Service, in a sealed envelope with postage fully prepaid at San Francisco, California.

BY OVERNIGHT DELIVERY I enclosed the document(s) in an envelope or package provided by an overnight delivery carrier and addressed to the respective address(es) of the party(ies) stated above. I placed the envelope or package for collection and overnight delivery at an office or a regularly utilized drop box of the overnight delivery carrier.

BY MESSENGER SERVICE I served the documents by placing them in an envelope or package addressed to the respective address(es) of the party(ies) stated above and providing them to a professional messenger service for service.

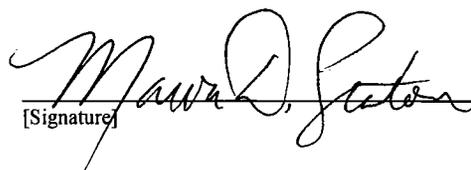
BY FAX Based on an agreement of the parties to accept service by fax transmission, I faxed the documents to the respective fax number(s) of the party(ies) as stated above. No error was reported by the fax machine that I used. A copy of the record of the fax transmission(s), which I printed out, is attached.

BY ELECTRONIC MAIL OR ELECTRONIC TRANSMISSION. Based on a court order or an agreement of the parties to accept service by e-mail or electronic transmission, I caused the document(s) to be sent to the respective e-mail address(es) of the party(ies) as stated above. I did not receive, within a reasonable time after the transmission, any electronic message or other indication that the transmission was unsuccessful.

I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made.

Executed on May 6, 2005 at San Francisco, California.

Marva Seaton
[Print Name of Person Executing Proof]


[Signature]