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 (See Signature Page for Additional
 12 Plaintiffs' Counsel)

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

16 CLRB HANSON INDUSTRIES, LLC d/b/a
 17 INDUSTRIAL PRINTING, and HOWARD
 STERN, on behalf of themselves and all others
 18 similarly situated,

19 Plaintiffs,

20 vs.

21 GOOGLE, INC.,

22 Defendant.

Case No. C 05-03649 JW PVT

**DECLARATION OF RACHEL S. BLACK
 IN SUPPORT OF PLAINTIFFS' MOTION
 FOR PRELIMINARY APPROVAL OF
 CLASS ACTION SETTLEMENT,
 PROVISIONAL CERTIFICATION OF
 NATIONWIDE SETTLEMENT CLASS,
 AND APPROVAL OF PROCEDURE FOR
 AND FORM OF NOTICE**

Hearing: Monday, May 11, 2009
 Time: 9:00 am.
 Dept.: Courtroom 8
 Judge: Honorable James W. Ware

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1 I, Rachel S. Black, hereby declare and state as follows:

2 1. I am an attorney at Susman Godfrey L.L.P., and counsel for plaintiffs CLRB
3 Hanson Industries LLC d/b/a Industrial Printing and Howard Stern (collectively "Plaintiffs"), in
4 the above-captioned action. I am a member in good standing with the bar of the State of
5 Washington. I am over the age of eighteen, attest to the following matters from personal
6 knowledge, and if called as a witness, could competently testify to the matters set forth herein.

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8 2. Before reaching settlement, Susman Godfrey L.L.P. and Wolf Popper LLP
9 (collectively, "Representative Plaintiffs' Counsel") extensively analyzed the applicable law and
10 facts of this case, which included reviewing thousands of pages of documents produced by Google
11 and taking several depositions of Google representatives. Based on public data released by Google
12 concerning the number of AdWords customers, Representative Plaintiffs' Counsel believe that the
13 number of class members easily exceeds one thousand.

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15 3. Settlement was achieved in this case as a result of vigorous, arm's-length
16 negotiations. Representative Plaintiffs' Counsel believe based on their analysis that the proposed
17 settlement is eminently fair, reasonable, and adequate and warrants judicial approval.

18 I declare under penalty of perjury under the laws of the United States that the foregoing is
19 true and correct.

20 Signed this 26th day of March, 2009, at Seattle, Washington.

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22 s/ Rachel S. Black
23 Rachel S. Black

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CERTIFICATE OF SERVICE

I hereby certify that on the date written above, that I electronically filed the foregoing document with the Clerk of the Court using the CM/ECF system. The Court or the CM/ECF system will send notification of such filings to all CM/ECF participants, as follows:

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s/ Rachel S. Black