

Exhibit

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ELECTRONIC

Jun 17 2005

CLARENCE MADDOX
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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

STELOR PRODUCTIONS, L.L.C., a
Delaware corporation, f/k/a STELOR
PRODUCTIONS, INC.,

CASE NO. 05-80393-CIV-HURLEY
Magistrate Hopkins

Plaintiff,

v.

STEVEN A. SILVERS, a Florida resident,

Defendant,

NOTICE OF FILING DECLARATION OF PAUL WORSHAW


Defendant, Steven Silvers, hereby gives notice of filing the attached Declaration of Paul
Worshaw.

I HEREBY CERTIFY that a true and correct copy of the foregoing was hand-delivered this
17th day of June, 2005, to: Kevin C. Kaplan, Esq., Daniel F. Blonsky, Esq. and David Zack, Esq.,
Burlington, Weil, Schwiep, Kaplan & Blonsky, P.A., Counsel for Plaintiff, Office in the Grove,
Penthouse A, 2699 South Bayshore Drive, Miami, FL 33133.

Respectfully submitted,

DIMOND KAPLAN & ROTHSTEIN, P.A.
Co-Counsel for Defendant
200 S.E. First Street, Suite 708
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Adam T. Rabin, Esq.

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Counsel for Defendant
2525 Ponce de Leon, 9th Floor
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Telephone: (305) 372-1800



Kenneth R. Hartmann
Florida Bar No: 664286
Gail M. McQuilkin
Florida Bar No. 969338

3339/101/254549.1

IN-UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

STELOR PRODUCTIONS, L.L.C., a
Delaware corporation, f/k/a STELOR
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CASE NO. 05-80393-CIV-HURLEY
Magistrate Hopkins

Plaintiff,

v.

STEVEN A. SILVERS, a Florida resident,

Defendant,

DECLARATION OF PAUL WORSHAM

I, Paul Worsham, make this Declaration based on personal knowledge.

1. I reside in Potomac, Maryland (Montgomery County) and make this Declaration from my own personal knowledge.

2. I was introduced to Steven A. Esrig in 2001. I was asked by Esrig in the fall of 2001 to help with internet-related aspects of the Googles project, including the website Googles.com. I produced a draft plan for the "information technology" aspects of the project around that time, and it included ideas for online merchandising of products with various Googles images and logos.

3. By the middle of 2002, I had my own account with Cafepress and was experienced in setting up a Cafepress online store. CafePress.com is an online marketplace that allows sellers to independently create and sell a wide variety of products branded with the sellers name and logo through an independent online store. I told Esrig about Cafepress.com and suggested this would be a good place to market "Googles" merchandise.

4. In July 2002, I was assisting Esrig with graphics work relating to the Googles project. See Email dated July 30, 2002 attached as Exhibit A. At that time, a person named Salil Kumar from the company Spinning Doors was helping Esrig with the Googles web site design, hosting, and webmaster work. I did not have access to update the Googles.com website. The updates to the website were done by people that worked for Spinning Doors. Esrig told me that he had found Spinning Doors through one of the people involved with Stelor Productions.

5. While I was working with Esrig in July, 2002, he asked me to set up an account at CafePress.com so that Stelor could market and sell merchandise with the Googles name and logo. He directed me to work with Salil Kumar to set up a link from the Googles web site to CafePress.com. Attached is an email exchange from July 26-27, 2002 between myself, Esrig and Salil Kumar about the CafePress idea. Exhibit B.

6. During August 2002, the Googles-themed CafePress shop was established. As part of the configuration of the account and the shop, I went to Esrig's house and sat with him in his home office while we worked on a Googles-themed CafePress account using his personal computer. I helped set up the initial CafePress account for Esrig using an email address provided at googles.com, with Esrig's approval.

7. I spoke to Esrig often about the CafePress project during the design phase. Attached as Exhibit C is an email dated August 1, 2002 I sent to Esrig while I worked on the CafePress.com project. Esrig also approved the markup amount for each item from the base price charged by CafePress. Attached as Exhibit D is an email dated August 5, 2002 from Esrig to me asking me to call him at 301-419-6363 in response to an email I sent him on August 2, 2002 that referenced a CafePress newsletter.

8. On August 7, 2002, Esrig sent me an email attaching the artwork for the Cafepress project. Exhibit E. Esrig also gave me a CD with all of the Googles artwork that I used for the Cafepress project and other activities. Esrig asked me to design a "Googles" word logo to use in addition to the artwork for the Cafepress merchandise that would be sold in the Googles store. Attached as Exhibit F is a copy of the Googles store from the Cafepress.com web site. The images and logos that appear are the ones I helped create and uploaded to Cafepress.com at Esrig's direction. Esrig approved the merchandise from Cafepress that he wanted to brand and sell with the "Googles" name and logos.

9. In September, 2002 I worked with Esrig and Salil Kumar to establish a link on the googles.com web site to the Googles-themed CafePress store. A link was established to <http://www.cafeshops.com/googles> (cafeshops.com is operated by CafePress.com). Attached as Exhibit G is an email exchange from September 12-13, 2002 between myself, Esrig and Salil Kumar about working on the link between googles.com and Cafeshops.com/googles.

10. In mid-September, 2002 Esrig asked me to send him the information on how to log in to the Googles store at Cafepress.com. Attached as Exhibit H is the email I sent on September 16, 2002 in response to Esrig's request. At a later date, I assisted Esrig at his home office with changing the information on the Cafepress account to his name and contact information. Esrig provided me with his personal email at Stelor Productions to enter into the Cafepress account information, along with validating the telephone number and address on the account.

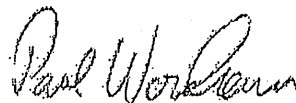
11. In or around October 2002, I was in Esrig's home office for a discussion on the Googles project when we logged into the Cafepress account and viewed information on a large order for Googles merchandise. We discussed that Cafepress indicated that there was a problem with the order. I assisted Esrig in investigating the problem. The sale did not go through because Cafepress

could not obtain credit card authorization for the buyer's credit card, and that the order would not be shipped.

12. After the October-November 2002 timeframe, I did not log into or assist with the Googles store Cafepress account.

I HEREBY DECLARE under penalty of perjury that I have read the foregoing Declaration and that the facts stated in it are true, and that all the emails attached are true and correct copies.

Dated this 15th day of June, 2005.



Paul Worsham
Paul Worsham

Exhibit A

From: "Steven Esrig" <egginternational@hotmail.com>
To: <paul@zz8.com>
Date: 7/30/2002 10:13:35 PM
Subject: Re: Revised Googles Artwork files

>From: "Paul Worsham" <paul@zz8.com>
>To: <egginternational@hotmail.com>
>Subject: Revised Googles Artwork files
>Date: Mon, 29 Jul 2002 23:51:42 -0400

>
>Steve,
>
>I have edited one of the images and put it online in this folder, as we
>discussed last night:
>
> <http://googlesmail.com/steve/> (you should see at least the file named:
>GOO_01_PWc.jpg)
>
>Note that the original image was a 1 megabyte file, and this image was
>reduced to a lower resolution for faster uploading/downloading. But I will
>work a higher resolution for the next images.
>
>Let me know what you think of the erasing/replacing work on the image.
>
>
>Paul
>

I tried calling on both lines just now-they worked fine!-but the shoes and
stickers arena tad too small-can they be made bigger in proportion?
Call soon!

Chat with friends online, try MSN Messenger: <http://messenger.msn.com>

Exhibit B

From: "Paul Worsham" <paul@zz8.com>
To: "Salil Kumar" <salil@s-d.biz>, "Paul Worsham" <paul@zz8.com>, "Steven Esrig" <egginternational@hotmail.com>
Date: 7/27/2002 10:04:53 AM
Subject: RE: requirements specification for Googles.com - first draft

All - my message is being rejected due to some issue with Salil's address. I am trying again, but may have to remove his address in order to get it sent. Below is what I wrote yesterday:

Hello Salil,

Thank you for the draft document. I have reviewed it, and will re-review it tomorrow. Steve and I will also need to have some discussions on the overall Googles online approach (vision, strategy, goals, and timelines).

You should try the Cafe Press website again - it was up when I visited it just now: <http://www.cafepress.com>

Paul

-----Original Message-----

From: Salil Kumar [mailto:salil@s-d.biz]
Sent: Friday, July 26, 2002 5:55 AM
To: Paul Worsham; Steven Esrig
Cc: Arun
Subject: requirements specification for Googles.com - first draft

Hi Paul, Steve:

Attached is a first draft of the requirements specification document for redesign of Googles.com. This document strives to formalize the process of defining the requirements and is based on various emails and discussions that we have had recently. Our intention is to work with you to agree upon the accurate set of functionality needed for googles.com as soon as possible.

REGARDING TIME AND COST:

Please note that the time and cost sections in this document are initial estimates. I would like to emphasize that we are flexible and committed to coming up with a mutually agreeable time frame and cost for the entire project.

I will try to call you regarding this Friday (26th) morning (your early afternoon) - hopefully you will have a chance to look through this before that.

Thanks

Salil

(SpinningDoors)

CC: "Arun" <arun@s-d.biz>

Exhibit C

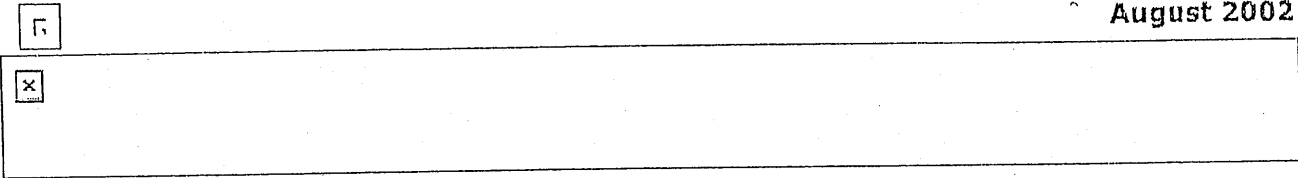
From: "Paul Worsham" <paul@FreedomStudio.com>
To: <egginternational@hotmail.com>
Date: 8/1/2002 6:06 PM
Subject: FW: CafePress.com: Back to School Products Are HERE!

Steve - I will probably order myself a "Googles" bag once I get the stuff online in a test "CafePress" shop. I'll also give you the link once I do that, probably by Saturday. You can see from the information below that they have a focus on the same vertical (Kids) as Googles.com!

Paul.

-----Original Message-----

From: CafePress.com [mailto:reply@cafepress.com]
Sent: Thursday, August 01, 2002 3:24 PM
To: admin@usa999.com
Subject: CafePress.com: Back to School Products Are HERE!



August 2002

In This Issue

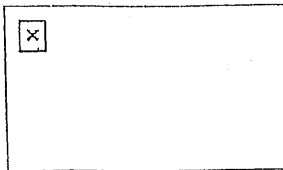
Back to School Products
Premium Shops
Shipping Promotion

What's New

Check out the upcoming store promotions in the Toolbox of your member account. Promotions until the end of September have been announced.

August Contest Winner

Congratulations Cat! Cat Hope is our Stamp of the Month Contest winner for August.

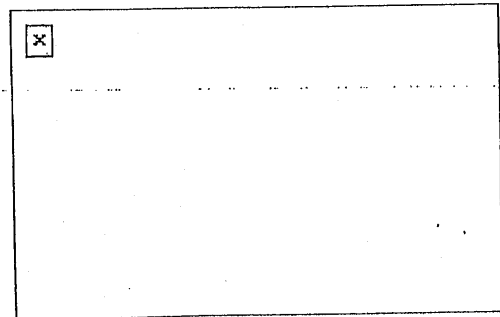


If you're interested in submitting your entry for our Stamp of the Month

Back to School Products

Our new Back to School products are here! The new products are:

- Backpack (black)
 - Metro Bag (black)
 - Unistrap Bag (black)
 - Briefcase (black)
 - Yellow Messenger Bag
 - Ash Grey Hoodie
 - Black Cotton Cap
 - Retro Lunch Box
- Coming later this month!*



The black cotton caps and black bags are customized using a 4" x 2" patch with an embroidered edge.

Check out these must-haves for Back to School by visiting the Product Center at: <http://www.cafepress.com/cp/info/products>

Get ready for Back to School and add these new products to your store TODAY!

Introducing CafePress.com Premium Shops

CafePress.com Premium Shops allow you to take your online store to the next level with complete store customization options. Offer multiple page stores with product categories and subcategories. Plus, add as many products to your store as you like.

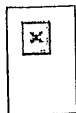
Contest, [click here](#) to learn how.

Member Testimonial

"Let me thank you for even existing! The past few days I've been working a bit on setting up stores with you, and enjoying it! This is a great service you offer."

Kurt T. Francis,
[BangkokAtoZ](#)

CafePress.com Forum



Have Ideas for new products? Need help promoting your store? Checkout

the CafePress.com Forum and discuss with CP staff and members ways to grow your online store.

[Join In the Discussions](#)

Try out the new Premium Shops service for FREE! For a limited time, all CafePress.com members receive a 15-day FREE trial of the Premium Shops service. Just login to your account and add a new store. When adding a new store, be sure to choose the Premium Store feature. After your trial, Premium Shops are as low as \$5 per month.

See how other members are using the Premium Shops Service:

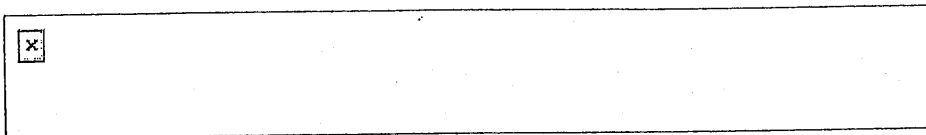
- <http://www.cafeshops.com/teamkamm>
- <http://www.cafeshops.com/usaaf>
- http://www.cafeshops.com/rudy_park
- <http://www.cafeshops.com/pawshopzone>

For more information on Premium Shops, visit <http://www.cafepress.com/cp/info/sell/premium.aspx>

Shipping Promotion

CafePress.com is having a Back to School shipping promotion! Until August 25, your customers receive FREE shipping when they spend \$50 or more. For more details, check out the promotional banner on your store.

Let your customers know about the FREE shipping promotion with banners and buttons! Get your promotional banners and buttons at: http://www.cafepress.com/cp/members/toolbox/banners_pr.aspx



If you wish to cancel your subscription to this newsletter, [click here](#).
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Exhibit D

From: "Steven Esrig" <egginternational@hotmail.com>
To: <paul@zz8.com>
Date: 8/5/2002 12:51:19 PM
Subject: Re: Your voicemails / domain name ALERT

>From: "Paul Worsham" <paul@zz8.com>
>To: <egginternational@hotmail.com>
>Subject: Your voicemails / domain name ALERT
>Date: Fri, 2 Aug 2002 00:51:36 -0400

>
>CafeNewsletter :: August 2002 12:00 am
>
>Steve,

>
>Just retrieved your voicemail from earlier tonight. Did you know that
>Googles.NET will expire in 1 week (currently registered to Aurora)?
>Googles.org was registered by someone in Michigan on May 9, 2002.

>
>If you want Googles.net, you can either pay up for another year and get it
>transferred, or use the SnapNames.com service (\$79) to lock it now. They
>will pick up the name the minute it expires and register it in your name.

>I
>would do that - my brother used SnapNames to get JunkFax.com for his law
>practice (anti-junk faxing cases), and it worked. You would not get
>Googles.net on August 9 - it would happen whenever the name gets deleted.
>SnapNames only takes one "reservation" per domain name, so if you pay \$79
>then they will not take another person's \$79 for the same name.

>
>---- Other ----

>
>I wanted to give a little more detail about how a "Googles ISP" would work.
>It could be part of the subscription-type of services that you are
>interested in - and I have ideas that would work for Googles. Here are
>some
>basic workable scenarios:

- >1.) Googles.Net Express - \$19.99 per month, includes nationwide filtered
>kid-friendly internet dialup access, and 5 email addresses
- >2.) Googles.Net Basic Club - \$21.99 per month, includes internet access, 5
>email accounts, and members-only newsletter
- >3.) Googles.Net Gold Club - \$29.99 per month - Same as Googles.Net club,
>plus get a CD when you sign up, and a plush toy every month for first 3
>months. After that, the price drops down to \$21.99 per month (Basic Club
>price). But Gold Club members would get first access to new (and help
>test)
>Googles Games and other website features.
- >4.) Google.Net Full Access - \$17.99 per month, includes nationwide internet
>dialup access, 5 emails, no filtering

>
>So, let me know if you want to move on setting up a pilot Googles ISP
>service using Googlesmail.com, or a new domain such as 2Goo.com or
>Googles2.com. It would cost \$10 to add Googles2.com to have nationwide
>dialup access. The basic service wholesale cost is about \$8.50 per month
>including the credit card processing fee, so charging \$19.99 or a similar
>AOL-and-MSN-range price would allow for a good margin. Filtering (or
>kid-friendly filtering) costs an additional \$3.00 per month, and can be

>automatically bundled in if we don't want to offer anyone non-filtered
>service.
>
>The main costs to run the Googles2 service above the \$8.50 per month are
>the
>people time to manage the accounts, and after 2 years of running an ISP it
>can be profitable with that type of margin per account. With 1,000 members
>the gross before expenses would be \$10,000 per month.
>
>-----
>
>Finally, checking ATT.COM just now for toll-free numbers, I did not find
>any
>with the full "GOOGLES" spelled out, as in 1-888-GOOGLES. I did find
>866-Google1 and 866-Google0 (ends in zero). Numbers such as 1-8**-GooKids
>or 1-8**-Gootime were not available.
>
>
>Paul

Please call as soon as you receive this-I just returned and need to speak
with you!!!
Page 301-419-6363

Chat with friends online, try MSN Messenger: <http://messenger.msn.com>

Exhibit E

From: "Steven Esrig" <egginternational@hotmail.com>
To: <paul@zz8.com>
Date: 8/7/2002 12:55:51 AM
Subject: art

rrrrr

Chat with friends online, try MSN Messenger: <http://messenger.msn.com>

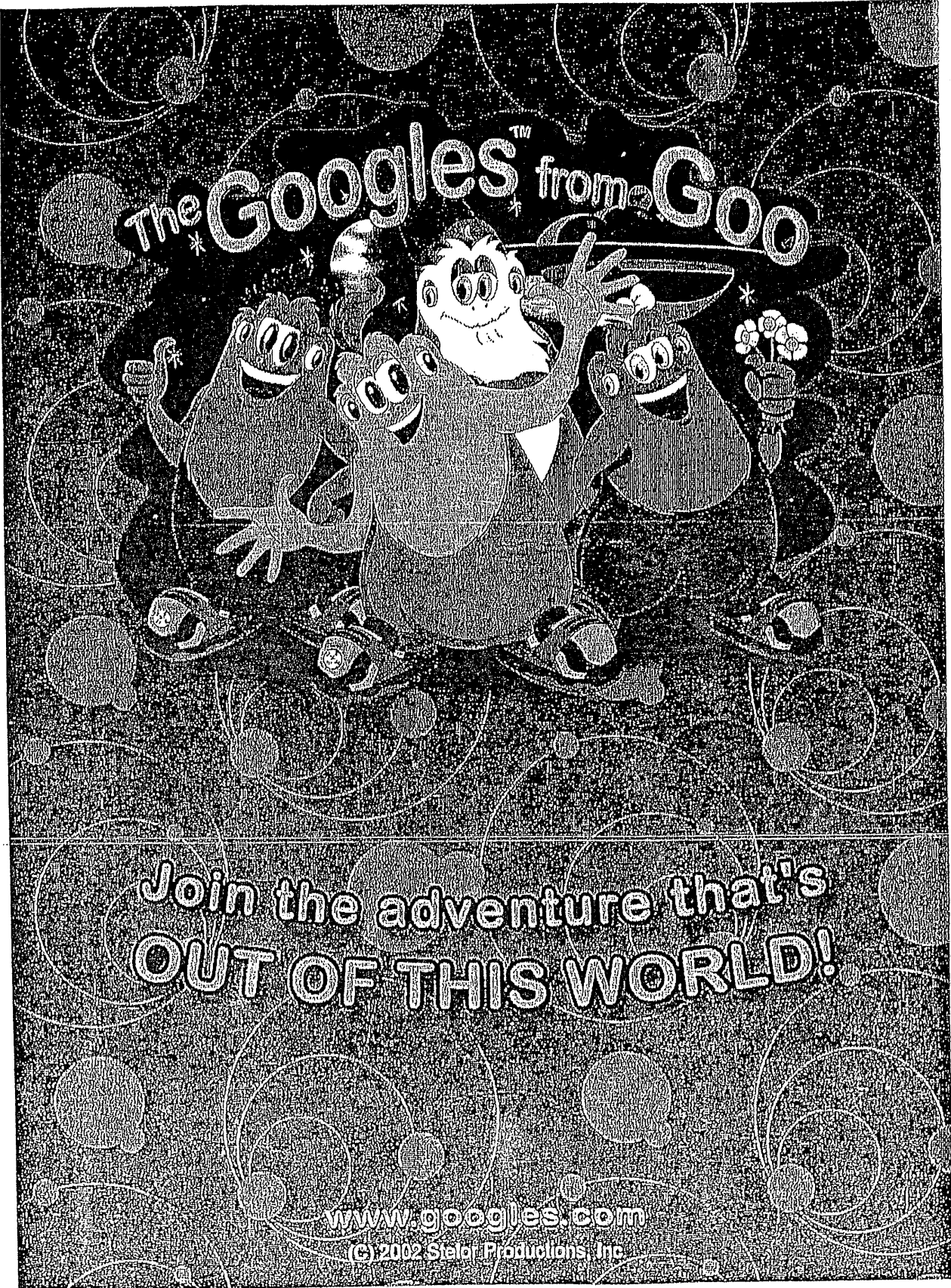
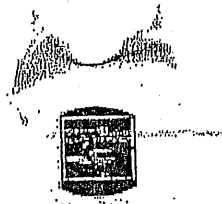


Exhibit F

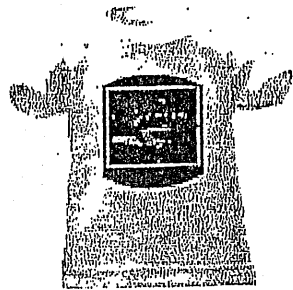
Back to [Google.com](http://www.google.com).



Hey Kids! Hey Adults! Hey Everyone!! Get your Googles merchandise here at our new store, with all-new merchandise. Also, use our feedback form to email us product suggestions. We know you will enjoy getting these products for yourself and your favorite people!



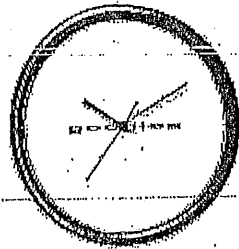
Googles GooShip Snap Bib
\$6.99



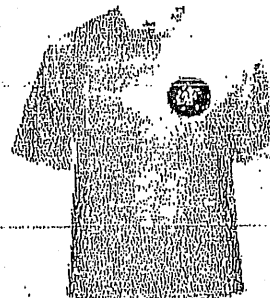
Googles Infant/Toddler T-Shirt
\$9.99



Googles (word) Black Cap
\$15.99



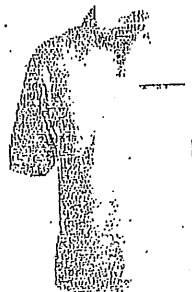
Googles (word) Wall Clock
\$11.99



Googles (TM) T-Shirt - White
\$15.99



Googles (word) White T-Shirt
\$15.99



Googles (word) Golf
Shirt
\$19.99



Googles Baseball Jersey
\$17.99



Googles (word) Baseball
Jersey
\$18.99



Googles (TM)
Sweatshirt
\$24.99

Googles (TM) Mug
\$13.99

Googles (word) Mug
\$12.99



Mousepad
\$10.99

Googles (word)
Mousepad
\$12.99

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Exhibit G

From: "Salil Kumar" <salil@s-d.biz>
To: "Steven Esrig" <sesrig@stelorproductions.com>, "Paul Worsham" <paul@ujazz.com>
Date: 9/13/2002 6:00:01 PM
Subject: RE: Googles.com work

Hi Paul/Steve:

As you may have noticed, the shopping links have been updated.

I would like to schedule some time with you tomorrow (Sat.) morning for a phone conference. My colleague Alka Soni, who is managing the overall design efforts would like to go over the theme for each site. Since Alka is based in Germany, I think the best time for all of us is probably after 9am pacific time. Please let me know if you can make it tomorrow - if not, we can try to find another time good for all of us.

Thanks

Salil

-----Original Message-----

From: Paul Worsham [mailto:paul@ujazz.com]
Sent: Thursday, September 12, 2002 8:01 PM
To: arun@s-d.biz; Steven Esrig
Cc: Salil Kumar
Subject: Googles.com work

Salil/Arun,

1) It looks like the shops link for the CafePress site is not working (it was up this afternoon). I think that is due to their moving to a different domain for hosting (they are not "dot gone", as they have a real business model... and I like the shirt they sent to me yesterday!).

Please change the shopping links that we just added on Googles.com to go to this link:

<http://www.cafeshops.com/googles>

This is a priority, since we'd really like to see if people buy the designs (I will be adding more as fast as I can).

2) Also, it is a GOI with Steve on your awesome designs... and the winner is:

<http://s-d.biz/googles/goog2.0a1/design/googlesclient/home3.htm>

(Note: GewRue's eyes need to move differently - he is the gray one)

However, we would like to listen to the theme and idea behind each of the sites, as envisioned by your designer(s). I liked the little icons above the links on design #1.

3) Note that one of the most common things that people do when they get to a site is "search", so we will need that functionality and space on the home

page once there is enough content to search. The search function should be easy to find - probably on top.

Paul

CC: "Alka Soni" <alka@s-d.biz>, "Arun" <arun@s-d.biz>

Exhibit H

From: "Paul Worsham" <paul@ujazz.com>
To: "Steve Esrig" <sesrig@stelorproductions.com>
Date: 9/16/2002 7:54:11 PM
Subject: CafePress.com account info

Steve,

The CafePress.com store can be logged in at this web address:

<http://www.cafepress.com>

and the account info is:

Account Name/
Email Address: pworsham@google.com
Password: arun

As of 7:00pm today, there have not been any sales.

Paul