

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

GOOGLE INC.,

Plaintiff,

vs.

CENTRAL MFG. INC. a/k/a CENTRAL
MFG. CO., a/k/a CENTRAL MFG. CO.
(INC.), a/k/a CENTRAL
MANUFACTURING COMPANY, INC.
and a/k/a CENTRAL MFG. CO. OF
ILLINOIS; and STEALTH INDUSTRIES,
INC. a/k/a RENTAMARK and a/k/a
RENTAMARK.COM,

Defendants.

Civil Action No. 07 CV 385

Hon. Virginia M. Kendall

Presentment Date: February 20, 2007

Presentment Time: 9 a.m.

DECLARATION OF MICHAEL T. ZELLER

I, Michael T. Zeller, declare as follows:

1. I am a member of the bar of the State of Illinois, New York and California and a partner of Quinn Emanuel Urquhart Oliver & Hedges, LLP, attorneys for plaintiff Google Inc. ("Google"). I make this declaration of personal, firsthand knowledge, and if called and sworn as a witness, I could and would testify competently thereto.

2. Attached as Exhibit 1 is a true and correct copy of the Order Authorizing The Trustee To Act On Behalf Of Debtor's Wholly-Owned Corporations And Related Relief, dated October 5, 2006 and entered by United State Bankruptcy Court for the Northern District of Illinois (the "Bankruptcy Court") in the bankruptcy proceeding *In re Leo Stoller*, Case No. 05 B 64075 (N.D. Ill.).

3. Attached as Exhibit 2 is a true and correct copy of the Bankruptcy Court's Findings Of Fact And Conclusions Of Law On Motion Of Pure Fishing To Convert To Chapter 7, dated September 26, 2006.

4. Attached as Exhibit 3 is a true and correct copy of Leo Stoller's Petition for Bankruptcy under Chapter 13, dated December 20, 2005.

5. Attached as Exhibit 4 is a true and correct copy of the Bankruptcy Court's December 19, 2006 Order .

6. Attached as Exhibit 5 is a true and correct copy of Stoller's December 8, 2006 Motion For Permission of Court To Allow Leo Stoller To Represent Himself And His Corporate Entities Before the Trademark Trial and Appeal Board ("TTAB").

7. Attached as Exhibit 6 is a true and correct copy of the Bankruptcy Court's December 5, 2006 Order Approving Trustee's Agreement With Google, Inc. To Modify Stay And Compromise Certain Claims Of Debtor's Wholly-Owned Corporations And Related Relief.

8. Attached as Exhibit 7 is a true and correct copy of the Settlement Agreement entered into by and between Google and Defendants (through the Trustee), and accompanying exhibits.

9. Attached as Exhibit 8 is a true and correct copy of Defendant Central Mfg. Co. (Inc.)'s Notice of Opposition to Google Inc.'s application to register the GOOGLE mark for certain goods, without exhibits, dated March 1, 2006 and filed before the TTAB (hereinafter, the "Opposition Proceeding").

10. Attached as Exhibit 9 is a true and correct copy of Defendant Central Mfg. Co. (Inc.)'s Motion for Summary Judgment, without exhibits, dated May 15, 2006 and filed before the TTAB in connection with Defendant Central Mfg. Co. (Inc.)'s Petition for Cancellation of Google Inc.'s registration of the GOOGLE mark for certain goods and services.

11. Attached as Exhibit 10 is a true and correct copy of Defendant Central Mfg. Co. (Inc.)'s Petition for Cancellation of Google Inc.'s registration of the GOOGLE mark for certain goods and services, without exhibits, dated April 18, 2006 and filed before the TTAB (hereinafter, the "Cancellation Proceeding").

12. Attached as Exhibit 11 is a true and correct copy of the transcript of an October 19, 2006 proceeding before the Bankruptcy Court in *In re Leo Stoller*.

13. Attached as Exhibit 12 are true and correct copies of (1) the July 30, 2006 Order by the TTAB dismissing Defendant Central Mfg. Co. (Inc.)'s Opposition Proceeding against Google, and (2) the TTAB Order attached thereto, dated July 14, 2006, finding that Defendant Central Mfg.'s assertions of rights to the GOOGLE mark were "baseless" and done for the improper purposes of coercing monetary payment for trademarks to which it demonstrated no proprietary right.

14. Attached as Exhibit 13 is a true and correct copy of the October 4, 2006 Final Judgment in *Central Mfg. Co., et al. v. Pure Fishing Inc., et al.*, No. 05 C 00725.

15. Attached as Exhibit 14 is a true and correct copy of the transcript of the August 31, 2006 hearing in Bankruptcy Court in *In re Leo Stoller*.

16. Attached as Exhibit 15 is a true and correct copy of an Affidavit Stoller filed in Support of Permission to Appear In Forma Pauperis before the United States Court of Appeals for the Seventh Circuit, dated October 8, 2006.

17. Attached as Exhibit 16 is a true and correct copy of Stoller's Emergency Motion to, among other things, file and appeal in the case of *Central Mfg. Co., et al. v. Pure Fishing Inc., et al.*, filed before the Bankruptcy Court on October 30, 2006.

18. Attached as Exhibit 17 is the Bankruptcy Court's Order denying Stoller's Emergency Motion, dated October 31, 2006.

19. Attached as Exhibit 18 is a true and correct copy of Debtor's Response to Motion of Trustee To Approve Agreement With Google, Inc., filed on December 5, 2006.

20. Attached as Exhibit 19 is a true and correct copy of Google, Inc.'s Amended Proof of Claim in the Bankruptcy Court in *In re Leo Stoller*, dated December 20, 2006.

21. Attached as Exhibit 20 is a true and correct copy of the hearing transcript of proceedings dated October 13, 2005, in *Central Manufacturing Co. v. Pure Fishing, Inc.*, Docket No. 05 C 725, before the United States District Court for the Northern District of Illinois.

22. Attached as Exhibit 21 is a true and correct copy of the Bankruptcy Court's January 18, 2007 Order Granting Google's Motion For Order Declaring Proposed Suit To Be Outside Scope of Stay Or, In The Alternative, Modifying Stay.

23. Attached as Exhibit 22 is a true and correct copy of Google's Motion in the TTAB Cancellation Proceeding brought by Defendant Central Mfg. (1) to Strike Petitioner's Motion for Summary Judgment for Violation of Rule 56 (A), (2) to Suspend Proceeding Pending Final Disposition of Civil Actions and (3) in the Alternative for Extension of Time regarding Opposition to Petitioner's Motion, without exhibits, filed before the TTAB on June 16, 2006.

24. Attached as Exhibit 23 is a true and correct copy the September 30, 2005 Memorandum Opinion and Order in *Central Mfg. Co. et. al. v. Brett et. al.*, No. 04 C 3049 in the United States District Court for the Northern District of Illinois, the Honorable David H. Coar presiding.

25. Attached as Exhibit 24 is a true and correct copy of the July 31, 2006 Fee Award in *Central Mfg. Co. et. al. v. Brett et. al.*

26. Attached as Exhibit 25 is a true and correct copy of a January 10, 2007 filing by Leo Stoller in the TTAB Cancellation Proceeding entitled "Reply to Google, Inc.'s Response to Non-Party Leo Stoller's Purported Opposition To Agreed Dismissal Of Petition For Cancellation."

27. Attached as Exhibit 26 is a true and correct copy of a January 11, 2007 filing by Leo Stoller in the TTAB Cancellation Proceeding entitled "Amended Bankruptcy Fraud Complaint Under Title 18 U.S.C. § 152 & 3571."

28. Attached as Exhibit 27 is a true and correct copy of a January 19, 2007 filing by Leo Stoller in the TTAB Cancellation Proceeding entitled "Judicial Notice."


29. Attached as Exhibit 28 is a true and correct copy of a February 6, 2007 filing by Leo Stoller in the TTAB Cancellation Proceeding entitled "Reply to Google, Inc.'s Objection And Response To Non-Party Leo Stoller's Purported Filings Of February 6, 2007, January 11, 2007 And January 19, 2007 Re: Agreed Dismissal Of Petition For Cancellation."

30. Attached as Exhibit 29 is a true and correct copy of a February 8, 2007 filing by Leo Stoller in the TTAB Cancellation Proceeding entitled "Notice of Filings Supplemental Authority."

31. Attached as Exhibit 30 is a true and correct copy of Leo Stoller's January 4, 2007 Notice of Motion and Motion to Stay Court's Order Lifting Stay For Google Inc. To Sue The Debtor, filed before the Bankruptcy Court.

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

Executed on February 12, 2007, at Los Angeles, California.



Michael T. Zeller

CERTIFICATE OF SERVICE

I, William J. Barrett, certify that I caused to be served on the parties on the following Service List, manner of service and date as indicated below, a copy of the foregoing **DECLARATION OF MICHAEL T. ZELLER (WITH EXHIBITS 1-30)**.

/s/ William J. Barrett

William J. Barrett

SERVICE LIST

Mr. Leo Stoller
7115 W. North Ave., #272
Oak Park, IL 6030
Via email to ldms4@hotmail.com
(Served via email transmission and overnight delivery on February 12, 2007)

Richard M. Fogel
Janice Alwin
Shaw Gussis Fishman Glantz Wolfson & Towbin LLC
321 N. Clark St., Suite 800
Chicago, IL 60610
(Served via messenger delivery on February 13, 2007)