

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
GREENBELT DIVISION**

COSTAR REALTY INFORMATION and
COSTAR GROUP, INC.,

Plaintiffs,

V.

ATKINSON-HUNT et al.

Defendants.

Civil Action No. PJM 06 CV 0655

**DECLARATION OF SCOTT ZEBRAK IN SUPPORT OF PLAINTIFFS' RESPONSE IN
OPPOSITION TO DEFENDANT'S MOTION TO DISMISS OR TRANSFER**

1. My name is Scott Zebak. I am an individual over the age of eighteen (18) years. I have personal knowledge of the matters set forth in this Declaration and would be willing and able to testify thereto if and when called upon to do so.

2. I am currently the Deputy General Counsel and Director of Intellectual Property for CoStar Realty Information and CoStar Group, Inc. ("CoStar") in Bethesda, Maryland. I make this Declaration in support of Plaintiff's Response In Opposition to Defendant's Motion to Dismiss or Transfer.

3. In August of 2004, Defendant Resource Realty entered into a written license agreement with CoStar for the right to access CoStar's services. Pursuant to that agreement, the parties agreed that:

This Agreement shall be construed under the laws of the State of Maryland ... The parties irrevocably consent to the exclusive jurisdiction of the federal and state courts located in the State of Maryland for the purpose of any action brought in connection with this Agreement or the use of the Licensed Product...

4. Resource Realty agreed to accept CoStar's online Terms of Use upon accessing CoStar's services for the first time and at periodic intervals thereafter. As with the written

license agreement, Resource Realty agreed to The Terms of Use which provide that the user “irrevocably consent[s] to the exclusive jurisdiction of the federal and state courts located in the State of Maryland for any action to enforce these Terms of Use.” Resource Realty agreed to CoStar’s online Terms of Use each time it logged into and used CoStar’s services.

5. The same forum selection language is also contained within the prior-existing license agreement between CoStar and Resource Realty, which was superseded by the August 2004 license.

6. CoStar is headquartered in Maryland and employs around 550 people at its main research centers in Columbia and Bethesda, Maryland.

7. CoStar maintains its online database services in Maryland as well. When a person logs in to CoStar’s services at www.costar.com and is authenticated as a user, they may search for properties using various search parameters. When Resource Realty logged on and accessed CoStar’s information online, it was accessing servers which are located in Bethesda, Maryland.

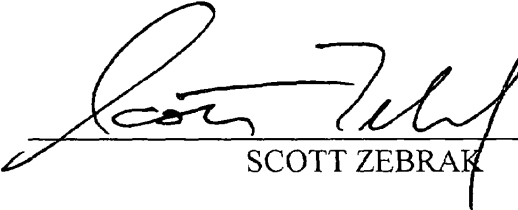
8. These are among the reasons why CoStar designates Maryland law and a Maryland forum for disputes in its user agreements.

9. CoStar’s witnesses in this litigation, at a minimum, include myself, David Keyser (Director of Sales Administration), Karen Karmilowicz (sales manager) and members of our Product Development team, all of whom are located in Maryland. In addition, CoStar anticipates that its witnesses would include Mark Dougherty (salesperson) who is located in Pennsylvania and Stephen Alliegro (Vice President of U.S. Field Sales) who is located in Connecticut. Mr. Alliegro travels routinely to CoStar’s Maryland headquarters on business, and Mr. Dougherty travels to Maryland on business as well.

10. CoStar's anticipated witnesses will suffer inconvenience and unnecessary expense if required to travel to New Jersey to litigate this case as they and most or all of the documents relevant to this case are located in Maryland.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed on June 1, 2006



SCOTT ZBRAK