United States District Court Southern District Of New York

TRADECOMET.COM LLC,)
Plaintiff,	Docket No.: 09-CV-1400 (SHS)
v.))) DECLARATION OF HEATHER
GOOGLE INC.,) DECLARATION OF HEATHER) WILBURN IN SUPPORT OF) DEFENDANT'S MOTION TO DISMISS
Defendant.) BASED ON LACK OF SUBJECT) MATTER JURISDICION AND
	IMPROPER VENUE

I, Heather Wilburn, declare as follows:

- 1. I am an employee of Google Inc. ("Google"). My current title is Account Manager, Google TV Ads. From March 2002 to January 2008, I was employed as an AdWords Account Strategist at Google. I have personal knowledge of the facts set forth herein and, if called as a witness, could and would testify competently thereto.
- 2. As an AdWords Account Strategist, my responsibilities included but were not limited to: responding to customer emails and phone inquiries pertaining to the management, structure, and function of the AdWords program, managing accounts of high spending advertisers in the Travel and Retail verticals, training new team members, and evaluating peers. As a result of my duties as an AdWords Account Strategist, I am and have become familiar with the electronic acceptance of terms and conditions for the AdWords program.
- 3. The current operative terms and conditions, entitled Google Inc. Advertising Program Terms, dated August 22, 2006, are attached as Exhibit A. These terms and conditions are accessible to advertisers by clicking on a link in their online AdWords account interface.

- 4. I am informed that Plaintiff has indicated that AdWords accounts 549-100-6859, 356-439-1741, 758-713-4047, 943-546-8800, 544-065-9645, 259-964-0096, 338-794-1045, 736-728-0431, 832-287-9582, 906-559-3984, and 521-108-8939 are associated with Plaintiff.
- 5. According to Google's records, accounts 549-100-6859, 356-439-1741, 758-713-4047, 943-546-8800, 544-065-9645, 259-964-0096, 338-794-1045, 736-728-0431, 832-287-9582, and 906-559-3984 were created before August 2006. According to Google's records, account 521-108-8939 was created on November 28, 2006.
- 6. Based on my understanding of Google's AdWords program, for the accounts created before August 2006, the current terms and conditions were accepted electronically after they were released in August 2006. Google's records indicate that the current terms and conditions for these accounts were accepted electronically on August 29, 2006 by the email address (which is associated with each account as a valid log-in email address) listed under the August 29, 2006 date. These records are attached as Exhibits B through K.
- 7. Based on my understanding of Google's AdWords program, for the account created on November 28, 2006, the current terms and conditions were accepted electronically at the time the account was activated. Google's record indicates that the current terms and conditions for this account were accepted electronically on November 28, 2006 by the email address (which is associated with the account as a valid log-in email address) listed under the November 28, 2006 date. This record is attached as Exhibit L.

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

Executed on March 30, 2009, at Mountain View, California.

Heather Wilburn