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GUCCI AMERICA, INC.,

Plaintiff,

v.

FRONTLINE PROCESSING CORPORATION;
WOODFOREST NATIONAL BANK; and
DURANGO MERCHANT SERVICES, LLC d/b/a
NATIONAL BANKCARD SYSTEMS OF
DURANGO,

Defendants.

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09 CIV. 6925 (HB)

Pursuant to 28 U.S.C. § 1746, I, Anne M. Coyle, under penalty of perjury, declare as follows:

1. I am an associate in the law firm of Gibson, Dunn & Crutcher LLP, counsel for plaintiff Gucci America, Inc. (“Gucci”). I respectfully submit this declaration in support of Gucci’s Motion for Summary Judgment. I make the following statements of my own personal knowledge and if called upon to testify concerning them, could and would do so.

2. Attached hereto as Exhibit 1, are true and correct copies of screenshots taken from the BagAddiction website and marked as Exhibit 14 to the Transcript of the July 8, 2010 Deposition of Jennifer Kirk.

3. Attached hereto as Exhibit 2, is a an excerpt of the Declaration of Michael F. Falsone filed in *Gucci America, Inc. v. Laurette Company, Inc., et al.*, 08 Civ. 5065 (LAK) (S.D.N.Y.) dated May 29, 2008, with some exhibits excerpted (Docket No. 11).
4. Attached hereto as Exhibit 3, is a true and correct copy of the Transcript of the Deposition of Jennifer Kirk, dated July 8, 2010.
5. Attached hereto as Exhibit 4, is a true and correct copy of the Final Order and Judgment on Consent, entered on December 15,2008 in *Gucci America, Inc. v. Laurette Company, Inc., et al.*, 08 Civ. 5065 (LAK) (S.D.N.Y.).
6. Attached hereto as Exhibit 5, is a true and correct copy of the Declaration of Jennifer Kirk, dated November 13, 2009 (Docket No. 26).
7. Attached hereto as Exhibit 6, is a true and correct copy of the Declaration of Shane Kairilla, dated October 30, 2009 (Docket No. 22).
8. Attached hereto as Exhibit 7, is a true and correct copy of the Transcript of the Deposition of Mona Boykin, dated June 29, 2010.
9. Attached hereto as Exhibit 8, is a true and correct copy of the Transcript of the Deposition of Rhonda Lemos, dated June 25, 2010.
10. Attached hereto as Exhibit 9, is a true and correct copy of the Declaration of Charles A. Vernon, dated October 30, 2009 (Docket No. 21).
11. Attached hereto as Exhibit 10, is a true and correct copy of Merchants' Choice Payment Solutions Press Release, dated November 9, 2009, filed as Exhibit 2 to Declaration of Anne M. Coyle in Support of Plaintiff's Opposition to Motion To Dismiss (Docket No. 29).

12. Attached hereto as Exhibit 11, is a true and correct copy of a contract between Woodforest National Bank (“Woodforest”) and Delta Card Services that was filed with the Securities & Exchange Commission (“SEC”), filed June 18, 2004.

13. Attached hereto as Exhibit 12, are true and correct copies of screenshots taken from the Durango website and marked as Exhibit 30 to the Transcript of the June 14, 2010 Deposition of Nathan Counley.

14. Attached hereto as Exhibit 13, is a true and correct copy of the Transcript of the June 14, 2010 Deposition of Nathan Counley.

15. Attached hereto as Exhibit 14, are true and correct copies of emails between Nathan Counley and Jennifer Kirk, dated September 11-14, 2006 (Gucci-0048024-0048029).

16. Attached hereto as Exhibit 15, is a true and correct copy of the application for the Laurette Company submitted to Frontline Processing Corporation (“Frontline”), dated September 15, 2006 produced by Frontline (FG000026-000035).

17. Attached hereto as Exhibit 16, are true and correct copies of emails between Nathan Counley and Stephanie Walker (Gucci-0048264-0048267).

18. Attached hereto as Exhibit 17, is a true and correct copy of Woodforest’s processing history for the Laurette Company produced by Woodforest (WNB-00087).

19. Attached hereto as Exhibit 18, is a true and correct copy of Frontline’s processing history for Shopping Addiction produced by Frontline (FG000006-000009).

20. Attached hereto as Exhibit 19, is a true and correct copy of a screenshot of the “FAQ” section of TheBagAddiction.com website marked as Exhibit 13 to the Transcript of the July 8, 2010 Deposition of Jennifer Kirk.

21. Attached hereto as Exhibit 20, are true and correct copies of a Woodforest National Bank/MCCS Merchant Application/Account for TheBagAddiction.com and screenshots of the website produced by Woodforest in response to Gucci's Subpoena in the Laurette Litigation and marked as Exhibit 8 to the Transcript of the June 29, 2010 Deposition of Mona Boykin.

22. Attached hereto as Exhibit 21, is a true and correct copy of the Underwriting Guidelines for Merchant Choice Card Services ("MCCS"), marked as Exhibit 1 to the Transcript of the June 29, 2010 Deposition of Mona Boykin. (WNB-26449-26479).

23. Attached hereto as Exhibit 22, is a true and correct copy of an email from Rhonda Lemos, dated May 24, 2007, produced by Woodforest and marked as Exhibit 2 to the Transcript of the June 25, 2010 Deposition of Rhonda Lemos (WNB-09043).

24. Attached hereto as Exhibit 23, is a true and correct copy of an email sent by Rhonda Lemos to Charles V. Vernon, dated September 16, 2009, produced by Woodforest (WNB-00295-296).

25. Attached hereto as Exhibit 24, is a true and correct copy of a report by G2 Web Services, produced by Woodforest (WNB-02313-02321).

26. Attached hereto as Exhibit 25, are true and correct copies of the Woodforest/MCCS Merchant Bankcard Application/Agreement for ThePurseBoutique.com and accompanying screenshots of the merchant website produced by Woodforest (WNB-00569-00586).

27. Attached hereto as Exhibit 26, is a true and correct copy of an email from Nathan Counley to Peter Pangiotakos, dated February 4, 2008 produced by Durango.

28. Attached hereto as Exhibit 27, is a true and correct copy of a Woodforest/MCCS Merchant Bankcard Application/Agreement for Bagarama.net produced by Woodforest (WNB-27394-27398).

29. Attached hereto as Exhibit 28, are true and correct copies of screenshots of the website Bagarama.net produced by Woodforest. (WNB-01038-01041).

30. Attached hereto as Exhibit 29, is a true and correct copy of a spreadsheet displaying Woodforest National Bank's account history for various replica merchants produced by Woodforest and marked as Exhibit 12 to the Transcript of the June 25, 2010 Deposition of Rhonda Lemos (WNB-27516-27529).

31. Attached hereto as Exhibit 30, are true and correct copies of a Woodforest/MCCS Merchant Bankcard Application/Agreement for "Discount Replicas" and screenshots taken from the website produced by Woodforest (WNB-00815-00826).

32. Attached hereto as Exhibit 31, is a true and correct copy of a Woodforest/MCCS Merchant Bankcard Application/Agreement for the website LilTrendyBabies.com produced by Woodforest (WNB-27462-27466).

33. Attached hereto as Exhibit 32, are true and correct copies of screenshots taken from the website LilTrendyBabies.com produced by Woodforest (WNB-01055-01057).

34. Attached hereto as Exhibit 33, is a true and correct copy of a Woodforest/MCCS Merchant Bankcard Application/Agreement for LeeLuxuryBags.com produced by Woodforest (WNB-27473-27477).

35. Attached hereto as Exhibit 34, are true and correct copies of screenshots taken from the website LeeLuxuryBags.com produced by Woodforest (WNB-01065-01066).

36. Attached hereto as Exhibit 35, are true and correct copies of a Woodforest/MCCS Merchant Bankcard Application/Agreement for Primetime Enterprise submitted by Nathan Counley and screenshots from the website produced by Woodforest (WNB-01058-01063).

37. Attached hereto as Exhibit 36, is a true and correct copy of a Woodforest/MCCS Merchant Bankcard Application/Agreement for Primetime Enterprises submitted in December 2007, produced by Woodforest (WNB-27467-27472).

38. Attached hereto as Exhibit 37, is a true and correct copy of a Woodforest/MCCS Merchant Bankcard Application/Agreement for Freshstyles.com produced by Woodforest (WNB-27483-27487).

39. Attached hereto as Exhibit 38, is a true and correct copy of a screenshot taken from the website Freshstyles.com, produced by Woodforest (WNB-01080).

40. Attached hereto as Exhibit 39, is a true and correct copy of a Woodforest/MCCS Merchant Bankcard Application/Agreement for Worldof23.com produced by Woodforest (WNB-27427-27431).

41. Attached hereto as Exhibit 40, is a true and correct copy of a Woodforest/MCCS Merchant Bankcard Application/Agreement for SimplyChicPurses.com produced by Woodforest (WNB-00925-00926).

42. Attached hereto as Exhibit 41, is a true and correct copy of a Woodforest/MCCS Merchant Bankcard Application/Agreement for Kicksisland.com produced by Woodforest (WNB-27438-27443).

43. Attached hereto as Exhibit 42, are true and correct copies of screenshots taken from the website Kicksisland.com, produced by Woodforest (WNB-00948-00950).

44. Attached hereto as Exhibit 43, is a true and correct copy of a Woodforest/MCCS Merchant Bankcard Application/Agreement for Hotshotwatches.com produced by Woodforest (WNB-27432-27437).

45. Attached hereto as Exhibit 44, are true and correct copies of screenshots taken from the website Hotshotwatches.com, produced by Woodforest (WNB-00939-00944).

46. Attached hereto as Exhibit 45, are true and correct copies of a Woodforest/MCCS Merchant Bankcard Application/Agreement for CarbonCopyReplicas.com and screenshots taken from the website, produced by Woodforest (WNB-00470-485).

47. Attached hereto as Exhibit 46, is a true and correct copy of a Woodforest/MCCS Merchant Bankcard Application/Agreement for GenuineWatches.com produced by Woodforest (WNB-27444-27449).

48. Attached hereto as Exhibit 47, is a true and correct copy of a screenshot of the website GenuineWatches.com produced by Woodforest (WNB00956).

49. Attached hereto as Exhibit 48, is a true and correct copy of a Woodforest/MCCS Merchant Bankcard Application/Agreement for Michellesboutiqueonline.com produced by Woodforest (WNB-27450-27455).

50. Attached hereto as Exhibit 49, are true and correct copies of screenshots taken of the website Michellesboutiqueonline.com produced by Woodforest (WNB-00960-00964).

51. Attached hereto as Exhibit 50, is a true and correct copy of a Woodforest/MCCS Merchant Bankcard Application/Agreement for Charismaticstyle.com produced by Woodforest (WNB-27456-27461).

52. Attached hereto as Exhibit 51, are true and correct copies of screenshots taken from the website Charismaticstyle.com produced by Woodforest (WNB-00976-00977).

53. Attached hereto as Exhibit 52, are true and correct copies of a Woodforest/MCCS Merchant Bankcard Application/Agreement for 23LikeMike.com and screenshots taken from the website produced by Woodforest (WNB-00659-673).

54. Attached hereto as Exhibit 53, is a true and correct copy of a Woodforest/MCCS Merchant Bankcard Application/Agreement for Dress4Envy.com produced by Woodforest (WNB-27421-27426).

55. Attached hereto as Exhibit 54, are true and correct copies of screenshots taken from Dress4Envy.com produced by Woodforest (WNB-00909-911).

56. Attached hereto as Exhibit 55, is a true and correct copy of a Woodforest/MCCS Merchant Bankcard Application/Agreement for Freshnewkickz.com produced by Woodforest (WNB-27399-27404).

57. Attached hereto as Exhibit 56, are true and correct copies of screenshots taken from the website Freshnewkicks.com, produced by Woodforest (WNB-00893-00894).

58. Attached hereto as Exhibit 57, is a true and correct copy of a Woodforest/MCCS Merchant Bankcard Application/Agreement for CostlessWatches.com produced by Woodforest (WNB-27411-27415).

59. Attached hereto as Exhibit 58, is a true and correct copy of a Woodforest/MCCS Merchant Bankcard Application/Agreement for SummerSunGlasses.com produced by Woodforest (WNB-27416-27420).

60. Attached hereto as Exhibit 59, are true and correct copies of screenshots taken from the website SummerSunGlasses.com, produced by Woodforest (WNB-00904-00906).

61. Attached hereto as Exhibit 60, is a true and correct copy of a Woodforest/MCCS Merchant Bankcard Application/Agreement for TheFreshestKicks.com produced by Woodforest (WNB-27405-27410).

62. Attached hereto as Exhibit 61, are true and correct copies of screenshots taken from the website TheFreshestKicks.com, produced by Woodforest (WNB-00897-898).

63. Attached hereto as Exhibit 62, is a true and correct copy of a residual report, produced by Durango and marked as Exhibit 26 to the Transcript of the June 14, 2010 Deposition of Nathan Counley.

64. Attached hereto as Exhibit 63, is a true and correct copy of a residual report produced by Durango and marked as Exhibit 27 to the Transcript of the June 14, 2010 Deposition of Nathan Counley.

65. Attached hereto as Exhibit 64, is a true and correct copy of a residual report, produced by Durango and marked as Exhibit 28 to the Transcript of the June 14, 2010 Deposition of Nathan Counley.

66. Attached hereto as Exhibit 65, is a true and correct copy of the Order, dated July 2, 2010 (Docket No. 47).

67. Attached hereto as Exhibit 66, is a true and correct copy of the transcript of the hearing held before the Court on June 30, 2010.

68. Attached hereto as Exhibit 67, is a true and correct copy of the Affidavit of Nathan Counley, dated June 23, 2010.

69. Attached hereto as Exhibit 68, is a true and correct copy of a Durango Merchant Account Pre-application for Mirella Fly Handbags, dated February 19, 2009, produced by Durango.

70. Attached hereto as Exhibit 69, is a true and correct copy of an email from Brad Jess to Mirella Fly Handbags, dated February 19, 2009 produced by Durango.

71. Attached hereto as Exhibit 70, is a true and correct copy of a residual report for the BagAddiction produced by Durango.

73. Attached hereto as Exhibit 71, is a true and correct copy of a Durango Merchant Account Pre-Application for Designer Luxury Handbags, dated October 7, 2006.

74. Attached hereto as Exhibit 72, are true and correct copies of a Frontline application for DesignerLuxuryHandbags.com and processing history for the merchant's website (FG000112-121).

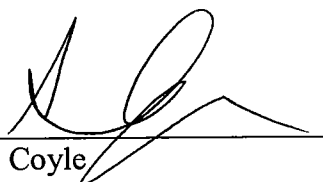
75. Attached hereto as Exhibit 73, is a true and correct copy of the Final Default Judgment, entered on November 25, 2008, in *Gucci America, Inc v. Richard XXX; XXX, Inc, and DOES 1-10*, 08-Civ-60622-Seitz/O'Sullivan (S.D.Fla.)

76. Attached hereto as Exhibit 74, is a true and correct copy of an email from Nathan Counley to Jennifer Halter, with copies to Shane Kairalla and Bill Demopolis dated August 11, 2008.

77. Attached hereto as Exhibit 75, is a true and correct copy of the Declaration of Charles Kennedy dated July 7, 2010 (Docket. No. 55).

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

Executed at New York, New York this 22nd day of July, 2010.


Anne M. Coyle