

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF TEXAS
MARSHALL DIVISION**

<p>BRIGHT RESPONSE, LLC, Plaintiff,</p> <p style="text-align:center">vs.</p> <p>GOOGLE INC., et al., Defendants.</p>	<p style="text-align:center">Civil Action No. 2:07-cv-371-CE JURY TRIAL DEMANDED</p>
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DECLARATION OF SCOTT SHERWIN

1. I am an associate with the law firm Howrey LLP, and counsel for Yahoo! Inc. I have personal knowledge of the pleadings and files in this matter. I have personal knowledge of the statement made in, and the documents submitted with this declaration and, if called upon as a witness, could and would testify competently thereto.
2. At the May 4, 2010 meet-and-confer, Bright Response stated that the only open source code issue between the parties was the production of the click protection source code.
3. At no other time during the May 4, 2010 meet-and-confer, or since, has Bright Response discussed any other source code production issue.
4. Attached as Exhibit 1 is a true and correct copy of a letter from Mr. Sherwin to Mr. Weiss dated May 7, 2010.
5. Attached as Exhibit 2 is a true and correct copy of Bright Response's Supplemental Infringement Disclosures against Yahoo! Inc., dated January 22, 2010.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief. Executed on May 24, 2010 in Chicago, Illinois.

/s/ Scott Sherwin
Scott Sherwin