

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
MARSHAL DIVISION

PA ADVISORS, LLC
Plaintiff,

v.

GOOGLE, INC., et al.,

Defendants.

Civil No.: 2-07CV-480 (TJW)

DECLARATION OF RICHARD SHELDON IN SUPPORT OF CONTEXTWEB, INC.'S MOTION TO DISMISS OR TRANSFER

I, Richard Sheldon, declare as follows:

1. I am the Chief Financial Officer of defendant ContextWeb, Inc.

("ContextWeb"). ContextWeb is a Delaware corporation with its principal place of business at 22 Cortlandt Street, 9th Floor, New York, N.Y. 10007.

2. ContextWeb has approximately 80 employees, who are located in New York.

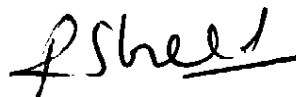
ContextWeb was founded approximately seven years ago. ContextWeb's principal business is the placement of advertisements on the Internet through a system marketed under the trademark "ADSDAQ." The ContextWeb system has no Internet search capabilities through what is known as internet search engines.

3. ContextWeb does not have an office, place of business, employees or sales representatives in the Eastern District of Texas. ContextWeb also does not own any real property in the Eastern District of Texas.

4. ContextWeb directs its marketing to internet advertisers and to internet websites that have advertisement space available for sale. Based on a search of the records of ContextWeb, ContextWeb received \$102.34 from one client in 2006 from a company based in the Eastern District of Texas. ContextWeb derived substantially more (5000 times more) revenue from business with companies located in Austin, Carrollton, Dallas, Fort Worth, Frisco, Houston, Irving, North Richland, Round Rock, San Antonio, Southlake, and Vanderpool.

I declare under the penalty of perjury that the foregoing statements are true and correct.

Executed on this 22 day of February, 2008.



By: Richard Sheldon

CERTIFICATE OF SERVICE

The undersigned certifies that the foregoing document was filed electronically in compliance with Local Rule CV-5(a). As such, this paper was served on all counsel who have consented to electronic service, Local Rule CV-5(a)(3)(A), on this ___th day of January, 2008.

s/ James E. Hanft

James E. Hanft

CERTIFICATE OF CONFERENCE

The undersigned counsel certifies that they have conferred with opposing counsel in a good faith manner in an attempt to resolve the matter without court intervention, and the motion is unopposed.

s/ James E. Hanft

James E. Hanft