

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

**FPX, LLC, (d.b.a. FIREPOND),
Individually and on Behalf of All Others
Similarly Situated,**

Civil Action No. 2:09-cv-00142

Plaintiff,

v.

(1) GOOGLE, INC.;
(2) YOUTUBE, LLC;
(3) AOL, LLC;
**(4) TURNER BROADCASTING
SYSTEM, INC.;**
(5) MYSPACE, INC., and
(6) IAC/INTERACTIVECORP

Defendants.

**DECLARATION OF SCOTT KLINE
IN SUPPORT OF CLASS ACTION CERTIFICATION**

1. My name is Scott Kline. I am over the age of eighteen, have never been convicted of a felony, and am fully qualified to make this declaration. The following facts are within my personal knowledge and are true and correct.

2. I am a partner at SNR Denton LLP, which is counsel of record for Plaintiff FPX, LLC, individually and on behalf of all others similarly situated, in the above styled and numbered causes before this Court.

3. SNR Denton is also counsel of record for the plaintiffs in the parallel action, *John Beck Amazing Profits, LLC et al v. Google, et al.*, case no. 09-cv-0151. The class certification hearings in this case and the Beck case were combined into a single hearing on December 1, 2010.

4. Given the resources, qualifications, and experience of the counsel at SNR Denton, the interests of Plaintiff and all of those similarly situated are adequately represented in these causes.

5. I am a member of the Texas bar and this Court and have been practicing law in Texas and federal courts inside and outside of Texas for 22 years. My practice focuses on complex business and technology matters. I have litigated numerous cases involving mergers and acquisitions, license agreements, software and systems design, systems integration, telecommunications, professional malpractice, trade secrets, and trademark matters. As part of my practice, I have been involved in numerous class actions, including representing both plaintiffs and defendants.

6. More specifically, I was an attorney for plaintiffs in the *Lane's Gifts v. Google* case in the state court in Texarkana (docket no. CV-2005-52-1). In that case, which was based on click fraud, we obtained class certification for a class similar to the instant case. We prevailed, the class was certified and appropriately administered, and a settlement was negotiated and applied to class members

7. SNR Denton has over 1400 attorneys in 33 offices around the globe. It is one of the 25 largest law firms in the world.

8. Based upon the resources, qualifications, and experience of myself and my firm, it is my opinion and belief that Plaintiff and their counsel will provide more than adequate representation of the interests of the proposed class.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: December 7, 2010.

/s/Scott Kline _____
Scott Kline