

EXHIBIT B

UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION

STRAGENT, LLC and SEESAW
FOUNDATION,

Plaintiffs,

vs.

CLASSMATES ONLINE, INC.;
CLASSMATES MEDIA CORPORATION;
UNITED ONLINE, INC.; GANNETT CO.,
INC.; LINDEN RESEARCH, INC.; MEEBO,
INC.; MTV NETWORKS; VIACOM INC.;
MYLIFE.COM, INC.; MYSPACE, INC.;
NOVELL, INC.; PLAXO, INC.; and
TWITTER, INC.,

Defendants.

Case No. 6:10-cv-00242-LED

DECLARATION OF NEIL P. EDWARDS IN SUPPORT OF MOTION TO DISMISS

I, Neil P. Edwards, hereby declare and state as follows:

1. I am an adult resident of California. I am above the age of eighteen years. I am competent to give this statement and do so based upon my personal knowledge.

2. I am the Senior Vice President of Finance, Treasurer, and Chief Accounting Officer of United Online, Inc. and Classmates Media Corporation. I am familiar with the operation, management, and corporate structure of United Online, Inc. and Classmates Media Corporation.

3. United Online, Inc. and Classmates Media Corporation are both holding companies that have no employees. None of the Officers of United Online, Inc. or Classmates Media Corporation reside or work in Texas.

4. United Online, Inc. is a Delaware corporation having its principal place of business in Woodland Hills, California, which is in Los Angeles county.

5. Classmates Media Corporation is a Delaware corporation having its principal place of business in Woodland Hills, California, which is in Los Angeles county.

6. Neither United Online, Inc. nor Classmates Media Corporation operate, make, use, offer for sale, sell, or import the www.classmates.com website.

7. Neither United Online, Inc. nor Classmates Media Corporation: (1) are qualified or registered to do business or do business in Texas; (2) have any place of business in Texas; (3) have a registered agent for service of process in Texas; (4) own any personal or real property in Texas; (5) maintain a telephone listing, mailing address, or bank account in Texas.

8. Neither United Online, Inc. nor Classmates Media Corporation make any sales to Texas residents.

9. Neither United Online, Inc. nor Classmates Media Corporation engage in any regular business transactions with Texas residents.

10. Neither United Online, Inc. nor Classmates Media Corporation solicit business in Texas.

11. I understand that Woodland Hills, California is approximately 1,500 miles from Tyler, Texas, where this lawsuit was filed. It would be extremely inconvenient for United Online, Inc. and Classmates Media Corporation to have to litigate in Tyler, Texas.

12. All of the key witnesses and documents of United Online, Inc. and Classmates Media Corporation reside in California. It would be extremely inconvenient for the witnesses of United Online, Inc. and Classmates Media Corporation to have to travel to Tyler, Texas.

13. United Online, Inc. and Classmates Media Corporation were unaware of Plaintiff's patent prior to Plaintiff filing suit against them.

I declare under penalty of perjury that the foregoing testimony is true and correct to the best of my knowledge, information, and belief.

Dated: October ____, 2010



Neil P. Edwards