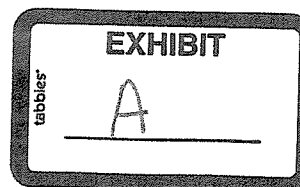


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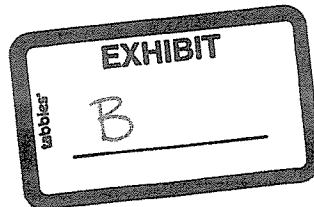
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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

GW EQUITY, LLC,

PLAINTIFF,

v.

XCENTRIC VENTURES, LLC,
WWW.RIPOFFREPORT.COM,
WWW.BADBUSINESSBUREAU.COM,
and EDWARD MAGEDSON,

DEFENDANTS.

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CIVIL ACTION

No. 3-07-CV-0976-K

DECLARATION OF MICHAEL GRISHMAN

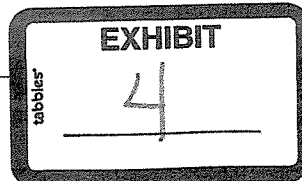
1. My name is Michael Grishman. I am over the age of 21, have never been convicted of a felony or crime of moral turpitude, and am, in all ways, capable of making this Declaration. The facts stated in this Declaration are within my personal knowledge and are true and correct.

2. I am the Chief Financial Officer of GW Equity, LLC ("GW Equity"). All of the information contained in this Declaration is submitted in support of GW Equity's Opposition to Defendants' Motion to Dismiss for Lack of Personal Jurisdiction. I make this declaration to place before the Court relevant documents.

3. Attached hereto as Exhibit A is a true and correct copy of a receipt I received from PayPal after purchasing the "Do-It-Yourself Guide: How to Get Rip-off Revenge."

4. Attached hereto as Exhibit B is a true and correct copy of a receipt I received from PayPal after donating money to Xcentric Ventures.

5. Attached hereto as Exhibit C is a true and correct copy of an email I received from Editor@ripoffreport.com after donating money to Xcentric Ventures.



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

Dated: June 22, 2007


MICHAEL GRISHMAN

Consumer Media Publishing, llc



Receipt

Ship To: Michael Grishman
 14241 Dallas Parkway
 Suite 600
 Dallas, TX 75254
 United States

Seller Information: Consumer Media Publishing, llc
 editor@ripoffreport.com

This Payment will appear on your credit card statement as **"RIPOFFREVEN"**

Transaction ID: 60Y352076K3938335

Placed on Jun. 19, 2007

Payment For	Quantity	Price
Rip-off Revenge Guidebook Item #USA Shipping Included	1	\$21.95 USD

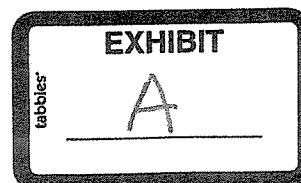
Subtotal: \$21.95 USD

Shipping & Handling: \$0.00 USD

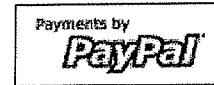
Sales Tax: \$0.00 USD

Total Amount: \$21.95 USD

PayPal protects your privacy and security.
 For more information, read our [User Agreement](#) and [Privacy Policy](#).



Xcentric Ventures



Receipt

Ship To: Michael Grishman
 14241 Dallas Parkway
 Suite 600
 Dallas, TX 75254
 United States

Seller Xcentric Ventures
Information: editor@xcentricventures.com

This Payment will appear on your credit card statement as **"XCENTRICVEN"**

Receipt ID: 0927-6585-8594-8685

Placed on Jun. 19, 2007

Payment For	Quantity	Price
Donate to keep Ripoff Report free Item #XcentricVenturesROR	1	\$100.00 USD

Subtotal: \$100.00 USD

Shipping & Handling: \$0.00 USD

Sales Tax: \$0.00 USD

Total Amount: \$100.00 USD

PayPal protects your privacy and security.
 For more information, read our [User Agreement](#) and [Privacy Policy](#).



PayPal

Page 1 of 3

Michael Grishman

From: EDitor@ripoffreport.com
Sent: Tuesday, June 19, 2007 4:29 PM
To: Michael Grishman
Subject: Thank you from Rip-off Report!!!! - - - RE. Notification of payment received

Thank you for your very very very generous donation! It is greatly appreciated!

I want you to know that we only receive donations totaling between \$650 to \$1,200.00 per month. So believe me when I say, "Thank You VERY VERY Much!"

As of April 2007, our average monthly overhead is over now over \$48,000 and some months over \$60,000 to pay for programming, phones, computer upkeep, hosting, special defenses from cyber attacks by those attempting to shutdown the site, consumer advocates, investigators and much more. These costs do not include legal fees we incur here in Arizona, California, Nevada, Texas, Ohio, Wisconsin, Illinois, New York and Florida for a grand total of about 11 lawsuits costing us from \$20,000 to over 30,000 per month. All in the name of Freedom of Speech: keeping the information available to consumers so they can be informed and make educated decisions regarding with whom they choose to do business.

Those suing us have no case against us as we are protected by the CDA (Communications Decency Act) that protects website owners like Rip-off Report. They are trying to wear us down financially. In most cases, these companies have put many small consumer websites out of business (or just force them to remove reports). As you know, we do not remove Reports so that you, the Consumer, have the maximum amount of information on which to base your purchasing decisions.

These lawsuits have no merit and we are confident the courts will dismiss them -- as they have done with all the others before. Obviously, it can cost a great deal of money to get even the most merit-less lawsuit dismissed. Some of the lawsuits were filed by Federated Financial, Roni Lynn Deutch, George S May, Whitney Information, Michael Zwebner, Hy Cite AKA Royal Prestige, Trans Continental Talent AKA Fashion Rock AKA Talent Rock and the list goes on ... there are many others -- all dismissed. We wish to stress to you that once we provide a forum where Consumers can write about their experiences with various companies we place our business in jeopardy -- and we thank you for helping.

DEATH THREATS

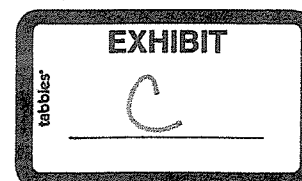
Because unscrupulous business have to run from Rip-off Report (and the millions of Consumers who report at, view and research our site), many of these businesses are losing millions of dollars -- money they used to steal from Consumers, including you, through their unsavory business practices. The truly desperate among these, usually the ones about to close because of Rip-off Report, have resorted to threats of physical violence -- several have even traveled thousands of miles to deliver their sick messages in person. Many of these threats have been taped -- and will soon we featured on our site.

At first the authorities -- particularly the over-burdened local police -- thought these people were run-of-the-mill hot heads. However, we are now working with State and Federal Authorities who have taken an interest and are much more able to track these criminals across state lines and international borders.

For example, read this Rip-off Report and read the UPDATE with the recorded threats. These are typical of the threats ED, the Founder of this site, receives almost every day:

<http://www.ripoffreport.com/view.asp?id=174371>

Remember: The BBB satisfactory or unsatisfactory rating is useless; even attorney generals' offices don't ever let you know about businesses' histories; the only place you can count on is Rip-off Report ... Don't Let Them Get Away with It!™



6/20/2007

Appx. 000108

PayPal

Page 2 of 3

Finally, if you have any questions, please feel free to ask us. Your comments and suggestions are always welcome!

Thank you again!

ED Magedson - Founder
EDitor@RipoffReport.com
www.ripoffreport.com

We are not lawyers.
We are not a collection agency.

We are Consumer Advocates.
...the victims' advocate

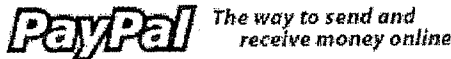
WE are Civil and Human Rights Activists

We are a Worldwide Consumer Reporting News Agency
..by consumers, for consumers

badbusinessbureau.com
PO Box 310, Tempe, Arizona 85280

Remember.
Don't let them get away with it!TM
Make sure they make the Rip-off ReportTM

From: sendmail@paypal.com [<mailto:sendmail@paypal.com>] **On Behalf Of** mgrishman@gwequity.com
Sent: Tuesday, June 19, 2007 12:34 PM
To: Xcentric Ventures
Subject: Notification of payment received



You've Got Cash!

Dear Xcentric Ventures,

This email confirms that you have received a payment for \$100.00 USD from Michael Grishman (mgrishman@gwequity.com).

Receipt ID: 0927-6585-8594-8685

The number above is the buyer's receipt ID for this transaction. Please retain it for your records so that you will be able to reference this transaction for customer service.

[View the details of this transaction online](#)

Payment Details

Total Amount: \$100.00 USD
Currency: U.S. Dollars

6/20/2007

Appx. 000109

PayPal

Page 3 of 3

Transaction ID: OUR503950H9766615
Quantity: 1
Item/Product Name: Donate to keep Ripoff Report free
Item/Product Number: XcentricVenturesROR
Buyer: Michael Grishman

Shipping Information

Address: Michael Grishman
14241 Dallas Parkway
Suite 600
Dallas, TX 75254
United States

Address Status: Confirmed 

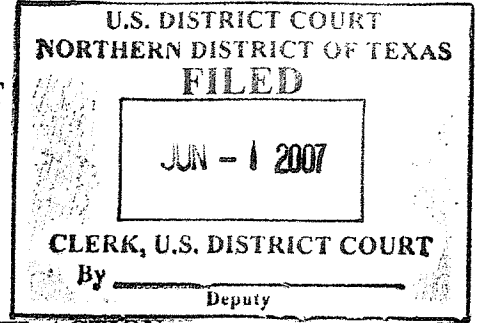
Thank you for using PayPal!
The PayPal Team

PayPal Email ID PP345

6/20/2007

Appx. 000110

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION



GW EQUITY, LLC,

PLAINTIFF,

v.

XCENTRIC VENTURES, LLC,
WWW.RIPOFFREPORT.COM,
WWW.BADBUSINESSBUREAU.COM,
and EDWARD MAGEDSON,

DEFENDANTS.

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CIVIL ACTION
No. 3-07 CV 0976-K

**PLAINTIFF'S ORIGINAL COMPLAINT FOR DAMAGES
AND EMERGENCY APPLICATION FOR INJUNCTIVE RELIEF**

Plaintiff GW Equity, by its undersigned attorneys, for its Complaint against the Defendants Xcentric Ventures, LLC, www.ripoffreport.com, www.badbusinessbureau.com, Edward Magedson (collectively, the "Defendants"), for damages and emergency application for injunctive relief under the laws of the United States and the State of Texas alleges as follows:

I. SUBJECT MATTER JURISDICTION

1. This Court has subject matter jurisdiction over this action pursuant to 28 U.S.C. § 1332 because there is complete diversity of jurisdiction of citizenship and the matter in controversy, exclusive of costs and interests, exceeds the sum or value of seventy-five thousand dollars. In addition, this Court has subject matter jurisdiction pursuant to 28 U.S.C. § 1331 because claims arise under 18 U.S.C. §§ 1962(c), 1962(d), and 1964 of the Racketeer Influenced and Corrupt Organizations Act (RICO).

2. This Court has supplemental jurisdiction over the claims in this Complaint that arise under the statutory and common law of the State of Texas pursuant to 28 U.S.C. § 1367(a)



and of pendant jurisdiction and any other applicable law, since the state law claims are so related to the federal claims that they form part of the same case or controversy and derive from a common nucleus of operative facts.

II. VENUE

3. Venue is proper in the Northern District of Texas and this Court pursuant to 28 U.S.C. § 1391 because the Defendants have committed and continue to commit tortious acts in the State of Texas and this district.

III. PARTIES AND PERSONAL JURISDICTION

4. Plaintiff, GW Equity, LLC, is a Delaware limited liability company with its principal offices located in Dallas, Texas. GW Equity is a mergers and acquisitions firm in the middle market assisting clients in mergers, acquisitions, and strategic growth. With over three hundred professional advisors, GW Equity brings a strategic domestic and international buying community to the middle market and does business in this district.

5. Upon information and belief, Defendant Xcentric Ventures, LLC ("Xcentric"), is a limited liability company organized and existing under the laws of Arizona with its principal office located in Arizona. Defendant is a citizen of Arizona and no other state. Defendant transacts business in this district through the Internet, by the domains names of ripoffreport.com and badbusinessbureau.com which are registered to Xcentric, and may be served through its owner and/or operator at 1138 S. Rose, Mesa, Maricopa County, AZ 85204, and/or P.O. Box 310, Tempe, Maricopa County, AZ 85280 and/or 8833 S. JB Road, Reeves Mountain, Gila County, AZ 85545. Upon information and belief, Defendant Xcentric is, or will be subject to the jurisdiction of this Court.

6. Upon information and belief, Defendant www.ripoffreport.com is an unknown business entity whose owner and/or speaker is Edward Magedson. www.ripoffreport.com also is an Internet website address and platform where, upon information and belief, Defendant transacts business in this district through the World Wide Web and may be served through its owner and/or operator at 1138 S. Rose, Mesa, Maricopa County, AZ 85204, and/or P.O. Box 310, Tempe, Maricopa County, AZ 85280. Upon information and belief, Defendant www.ripoffreport.com is, or will be subject to the jurisdiction of this Court.

7. Upon information and belief, Defendant www.badbusinessbureau.com is an unknown business entity whose owner and/or operator is Edward Magedson. www.badbusinessbureau.com also is an Internet website address and platform where, upon information and belief, Defendant transacts business in this district through the World Wide Web and may be served through its owner and/or operator at 1138 S. Rose, Mesa, Maricopa County, AZ 85204, and/or P.O. Box 310, Tempe, Maricopa County, AZ 85280. Upon information and belief, Defendant www.badbusinessbureau.com is, or will be, subject to the jurisdiction of this Court.

8. Edward Magedson, an individual who, upon information and belief, is, and at all relevant times was the owner and/or operator of www.ripoffreport.com and www.badbusinessbureau.com. In addition, Mr. Magedson has used www.ripoffreport.com and www.badbusinessbureau.com to conduct and direct the unlawful and tortious conduct described herein within the jurisdiction of this Court. Upon information and belief, Mr. Magedson may be served at 1138 S. Rose, Mesa, Maricopa County, AZ 85204, and/or P.O. Box 310, Tempe Maricopa County, AZ 85280. Upon information and belief, Mr. Magedson is, or will be, subject to the jurisdiction of this court.

9. The acts of defamation, interference with business relationships, business disparagement, conspiracy, and other wrongful acts alleged in this Complaint occurred, arose and were directed in whole or part in the Northern District of Texas.

IV. FACTUAL ALLEGATIONS

10. Founded in 1987, GW Equity Group, Inc. is the parent company of GW Equity, LLC. GW Equity, LLC is a mergers and acquisitions firm in the middle market assisting clients in mergers, acquisitions, and strategic growth. With over three hundred professional advisors, GW Equity brings a strategic domestic and international buying community to the middle market. GW Equity engages in the business of consulting middle-market business owners who are contemplating a sale or seeking merger and acquisition opportunities. GW Equity conducts educational or informational conferences or seminars that provide business owners with an overview of the processes of how and when to sell a private middle-market business for maximum value. GW Equity has more than three hundred professional advisors located in offices nationwide and consults thousands of clients each year.

11. Through its offices and professional advisors, GW Equity has become well-known to both its clients and the general public. GW Equity has gone to considerable expense and effort to develop and maintain its image to potential companies who might engage its services. As a means to promote its products and services, GW Equity created Internet websites to enable consumers to learn about its programs, and to provide a conduit for prospective and current clients to learn about its services and register for upcoming conferences. Clients use Internet search engines to locate GW Equity's website. GW Equity thus relies heavily on Internet search engines to direct potential clients to its websites.

12. The Defendants own and/or operate websites located at www.ripoffreport.com and www.badbusinessbureau.com (collectively, the "Websites") as centralized websites for publishing and posting alleged fraudulent business practices. Upon information and belief, the Defendants operate these Websites for profit. Magedson and Xcentric actively control and maintain the Websites, together with the assistance of one or more unknown agents.

13. The Websites hold themselves out to the public as a "worldwide consumer reporting Website and Publication, by consumers for consumers" and purport to expose companies and individuals who "ripoff" customers. A true and correct copy of the Defendants' homepage is attached hereto as Exhibit 1 and incorporated herein by reference.

14. The Defendants actively solicit and receive complaints from all over the country. The Defendants have edited and published well over 13,241 reports directed at Texas companies, some of which were purportedly authored by Texas residents.

15. Due to the aggressive marketing activities of the Defendants, existing and potential clients of GW Equity receive search engine results which feature lists to one or more reports published on the Websites. Clients that follow the links to the Websites are referred to the Websites containing information regarding GW Equity's business and reputation which is false, misleading, disparaging and/or defamatory. Additionally, the reports on the Websites contain discussions of intellectual property and proprietary information that clearly belong to GW Equity. Indeed, the information posted on the Websites contains facts that would only be known to GW Equity and serves to give its competitors an unfair advantage now that the information has been revealed. The information contained in the so-called "Rip-off Reports" on the Websites receive high placement on Internet search engines because Defendants include GW Equity's name in the caption of pages on the Websites, in page titles, and in metatags.

16. The Defendants do not substantiate the source or accuracy of the information published and posted on the above referenced Websites, including but not limited to, information published and posted regarding GW Equity's business practices. Upon information and belief, the Defendants author the posts on the Websites, including but not limited to, information regarding GW Equity and then publish them for the public to view. See Exhibit 2, Deposition Transcript of Dixon Earl Woodward, Vol. I, 146:24-149:3; 183:6-8; 237:18-238:11. The Defendants exercise editorial control over the content on the Websites by including additional language to the so-called "Rip-off Reports," such as "ripoff," "fraud," and "scam," to imply that the company named in the report is "ripping off" the consumer.

17. Further, in order to improve and enhance search engine results regarding GW Equity, the Defendants edit, alter, change, and create report names and identifiers. The Defendants' websites also provide a search function where users can search postings organized by state, including postings allegedly involving Texas residents. In order to inflame the readers and overstate the postings, the Defendants categorize postings under several groupings, including one entitled "Corrupt Companies."

18. Upon information and belief, the Defendants have also solicited, developed, created, written, authored, and published on the Websites numerous false and deceptively misleading statements of fact concerning GW Equity, its executives, and its employees made at least in part in concert or conspiracy with a disgruntled former GW Equity employee using different identities to disparage GW Equity and to create the appearance that numerous businesses and clients are unhappy with GW Equity.

19. The Defendants have published false, misleading, disparaging and/or defamatory statements about GW Equity on their above-referenced websites. The Defendants have

developed, created, written, authored, and published on the Websites, in the form of report content, titles, and various headlines, numerous false and deceptively misleading statements of fact concerning GW Equity, its executives, and its employees. See Exhibit 2, Deposition Transcript of Dixon Earl Woodward, Vol. I, 236:13-237:13; Vol. II, 293:6-20, 300:2-10, 480:15-481:2.

20. On or about November 2, 2006, the Defendants, without authorization or consent, published and posted false, misleading, disparaging and/or defamatory statements about GW Equity and its services on the websites located at www.ripoffreport.com and www.badbusinessbureau.com. The Defendants' categorized this posting under the category "Corrupt Companies" and named the posting "Gw Equity – Geneva Business Research – Geneva Companies – Geneva Marketing Services – Geneval Consulting Services ripoff defrauded my company out of \$30,000 for retainer to sell my business Dallas Texas. . . The Truth about GW Equity and Geneva." A true and correct copy of this publication and posting is attached hereto as Exhibit 3 to the Affidavit of Ryan Binkley and incorporated herein by reference. In developing, creating, writing and publishing report content, titles, and various headings concerning GW Equity, the Defendants have produced original content in the so-called "Rip-off Reports" found on the Websites.

21. On November 7, 2006, the Defendants without authorization or consent published and posted false, misleading, disparaging and/or defamatory statements about GW Equity and its services on the websites located at www.ripoffreport.com and www.badbusinessbureau.com. The Defendants named the posting "Gw Equity, Geneva Corporate Finance, Geneva Capital Markets, wasted eight hours of my time then hit me up for \$30K." A true and correct copy of this publication and posting is attached hereto as Exhibit 4 to the Affidavit of Ryan Binkley and

incorporated herein by reference. In developing, creating, writing and publishing report content, titles, and various headings concerning GW Equity, the Defendants have produced original content in the so-called "Rip-off Reports" found on the Websites.

22. On November 29, 2006, the Defendants without authorization or consent published and posted false, misleading, disparaging and/or defamatory statements about GW Equity and its services on the websites located at www.ripoffreport.com and www.badbusinessbureau.com. The Defendants named the posting "GW Equity Wrongful Termination – Scam – perpetuating a fraud on the general public Dallas Texas." A true and correct copy of this publication and posting is attached hereto as Exhibit 5 to the Affidavit of Ryan Binkley and incorporated herein by reference. In developing, creating, writing and publishing report content, titles, and various headings concerning GW Equity, the Defendants have produced original content in the so-called "Rip-off Reports" found on the Websites.

23. On November 29, 2006, the Defendants without authorization or consent published and posted false, misleading, disparaging and/or defamatory statements about GW Equity and its services on the websites located at www.ripoffreport.com and www.badbusinessbureau.com. The Defendants named the posting "Gw Equity, Citibank, Citigroup, Citi Commerce Solutions M&A Business Consulting, paid \$30,000 for an inflated analysis of company that has yielded no results New York New York." A true and correct copy of this publication and posting is attached hereto as Exhibit 6 to the Affidavit of Ryan Binkley and incorporated herein by reference. In developing, creating, writing and publishing report content, titles, and various headings concerning GW Equity, the Defendants have produced original content in the so-called "Rip-off Reports" found on the Websites.

24. On November 29, 2006, the Defendants without authorization or consent published and posted false, misleading, disparaging and/or defamatory statements about GW Equity and its services on the websites located at www.ripoffreport.com and www.badbusinessbureau.com. The Defendants named the posting "Gw Equity, Citibank, Citigroup, Citi Commerce Solutions Big company wasting Small Companies Time & Money New York New York." A true and correct copy of this publication and posting is attached hereto as Exhibit 7 to the Affidavit of Ryan Binkley and incorporated herein by reference. In developing, creating, writing and publishing report content, titles, and various headings concerning GW Equity, the Defendants have produced original content in the so-called "Rip-off Reports" found on the Websites.

25. The Defendants, presumably with the aid of unknown agents, have created the "Rip-off Report Corporate Advocacy Business Remediation & Customer Satisfaction Program." Through this so-called program, the Defendants offer to resolve disputes between targeted companies and complainants regarding published "Rip-off Reports" on the Websites if the target company pays the Defendants a sum of money. This so-called service is offered on the Websites.

26. GW Equity's Office of General Counsel contacted the editor of Rip Off Report known as EDitor@ripoffreport.com, which upon information and belief is an alias for Defendant Edward Magedson, via email and informed him of the presence of numerous false and misleading statements on the Websites regarding GW Equity. The Office of General Counsel explained the falsity of the information and requested that the false and misleading statements be removed from the Websites. In a series of emails, Magedson refused to remove the false and misleading statements and instead demanded payment for remedying the falsities pursuant to the

“Rip-off Report Corporate Advocacy Business Remediation & Customer Satisfaction Program” offered on the Websites. Mr. Binkley declined to pay for these services.

27. The postings on the Websites have significantly disrupted and continue to cause significant disruption GW Equity’s ability to conduct business in that prospective clients use Internet search engines to find information about GW Equity, but then discover the false postings regarding GW Equity. GW Equity must respond to these false, misleading, disparaging and/or defamatory comments and allegations in its dealings with existing and prospective clients. GW Equity may not have the opportunity to respond to every person who accesses the Websites because GW Equity does not know the identities of persons who access the Websites and review the false information. The Defendants’ conduct has caused GW Equity to lose at least eight customers per month and has damaged GW Equity’s business and reputation.

28. The Defendants continue to pose a threat of harming GW Equity and its business through the creation, publishing, and transmission of false and defamatory statements regarding GW Equity. The Defendants have refused to comply with GW Equity’s requests to remove the false postings and to delete every false statement of fact about or concerning GW Equity’s business. Without knowing the identity of some of the presently unknown sources of such information, GW Equity does not have the ability to prevent others from disseminating such false, misleading, disparaging and/or defamatory comments and allegations to third parties.

V. CAUSES OF ACTION

COUNT 1 – DEFAMATION/LIBEL

29. GW Equity realleges and incorporates by reference all preceding paragraphs as fully set forth herein.

30. The statements regarding GW Equity on the Websites are false. The statements pertain to GW Equity by intentionally making one or more false, misleading, disparaging and/or

defamatory comments and allegations concerning GW Equity's executives, management, employees, business methods, activities, policies, and practices.

31. The Defendants publicly communicated false, misleading, disparaging and/or defamatory comments and allegations to third parties by disseminating such comments and allegations via the Websites on the Internet and by placing metatags on the Websites designed to publicize those false statements.

32. The Defendants have hosted and transmitted false, misleading, disparaging and/or defamatory comments and allegations to such third parties on the Websites knowing the same were false or with a high degree of awareness that the same were probably false, or with a reckless disregard for the truth.

33. The Defendants disseminated false, misleading, disparaging and/or defamatory comments and allegations with the intent to damage the business, goodwill, and professional reputation of GW Equity.

34. The Defendants' false, misleading, disparaging and/or defamatory comments and allegations have caused general defamation damages to GW Equity by exposing it to contempt and ridicule by the third parties receiving such comments and allegations.

35. GW Equity has also suffered special damages in the form of financial loss resulting from the effect of the Defendants' statements, relating to, among other things, lost clients.

36. The Defendants acted maliciously by disseminating comments and allegations with wanton disregard for GW Equity's rights, and with the intent to defame and injure GW Equity.