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*Attorneys for Third-Party Defendant Pacific
 Webworks, Inc.*

**IN THE UNITED STATES DISTRICT COURT
 FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

GOOGLE, INC., a Delaware corporation,
 Plaintiff,

vs.

BLOOSKY INTERACTIVE, LLC
 Defendant, Third-Party Plaintiff

vs.

PACIFIC WEBWORKS, INC., a Nevada
 corporation, VIABLE MARKETING, a Florida
 corporation doing business as View Marketing,
 WEALTH TOOLS INTERNATIONAL, a Utah
 limited liability company, VIRGIN OFFERS
 MEDIA INTERNATIONAL, a Utah limited
 liability company, IWORKS, a Utah corporation,
 CPA UPSELL, a California corporation

Third-Party Defendants

**DECLARATION OF ROBERT E.
 MANSFIELD IN SUPPORT OF MOTION
 TO DISMISS BLOOSKY'S THIRD-PARTY
 COMPLAINT**

Civil No.: 2:09-cv-01068-BSJ

Honorable Judge Bruce S. Jenkins

I, Robert E. Mansfield, declare as follows:

1. I have personal knowledge of the matters set forth herein unless otherwise

indicated, and could and would competently testify thereto if called as a witness. I am counsel to Pacific WebWorks, Inc. (“WebWorks”). I make this declaration in support of WebWorks’ motion to dismiss Defendant and Third-Party Plaintiff Bloosky Interactive’s Third-Party Claim.

2. Parties represented by Edelson McQuire LLC have brought class action cases based on WebWorks’ marketing and advertising practices in Illinois, Washington, California, Missouri and Florida. The Illinois case is styled Ford, et al. v. Pacific WebWorks, Inc., et al., Case No. 09-07867-JHL/MD, and is pending in the Northern District of Illinois. The Washington case is styled Rasmussen, et al. v. Pacific WebWorks, Inc., et al., Case No. 2:09-cv-01815-TSZ, and is pending in the Western District of Washington. The California case is styled Pelletier v. Pacific WebWorks, Inc., et al., Case No. 2:09-cv-03503-FCD-KJN, and is pending in the Eastern District of California. The Missouri case is styled Aikens v. Pacific Webworks, Inc., et al., Case No. 1016-cv-21599, and is pending in the Circuit Court of Jackson County, Missouri, Sixteenth Judicial Circuit at Kansas City. The Florida case is styled Guffey v. Pacific WebWorks, Inc., et al., Case No. 10-4218-CA, and is pending in the Twentieth Judicial Circuit in and for Collier County, Florida. The operative complaints in each of these cases are attached to this declaration as Exhibits A, B, C, D, and E, respectively.

3. Bloosky Interactive, LLC (“Bloosky”) has been added as a co-defendant in the Ford (Illinois) and Rasmussen (Washington) class actions. Given the nature of WebWork’s marketing relationship with Bloosky and the litigation path these related cases have taken, WebWorks anticipates that Bloosky may be added as a co-defendant in the California, Missouri, and Florida cases.

4. In Ford, the Illinois class action, Bloosky recently brought a Cross-Complaint against WebWorks. (Ford, et al. v. Pacific WebWorks, Inc., et al., Case No. 09-07867-JHL/MD, Cross-Complaint, Dkt. No. 51, Aug. 3, 2010.) In this Cross-Complaint, Bloosky alleges (1) breach of written contract, (2) equitable indemnification, and (3) contribution against WebWorks based on the indemnification clauses in the Master Advertising Agreement, “Online Success Kit” Insertion Order, and the Settlement and Release Agreement. In Ford, WebWorks filed a motion

to dismiss without prejudice based on the forum selection clauses in these contracts. (Id., Motion to Dismiss Bloosky's Cross-Claims, Dkt. No. 56, Aug. 24, 2010.)

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

Executed on September 1, 2010.

SNELL & WILMER, L.L.P.



Robert E. Mansfield (#6272)
Attorney for Pacific WebWorks, Inc.

CERTIFICATE OF SERVICE

I hereby certify that on this 1st day of September, 2010, I caused the foregoing
DECLARATION OF ROBERT E. MANSFIELD to be electronically filed through the CM/ECF
system, which will send notification of such filing to the following counsel:

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/s/ Mindi Mordue