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THE HONORABLE RICARDO S. MARTINEZ

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

GINA KIM, on behalf of a class consisting
of herself and all other persons similarly
situated,

Plaintiffs, and as to Ms.
Kim, counterclaim
defendant,

v.

COACH, INC., a Maryland corporation,
and COACH SERVICES, INC., a
Maryland corporation,

Defendants, and, as to
Coach, Inc., counterclaim
plaintiff.

No. 2:11-cv-00214-RSM

**DECLARATION OF NANCY AXILROD
IN SUPPORT OF DEFENDANTS'
MOTION TO STRIKE CLASS
ALLEGATIONS**

FILED UNDER SEAL

I, Nancy Axilrod, declare as follows:

1. I am Associate General Counsel for Coach, Inc. I have personal knowledge of the facts set forth in this declaration, and if called to do so, I can and would testify competently thereto. This declaration is based on my own personal experience at Coach, Inc., and on information I regularly rely upon in the performance of my duties as Associate General Counsel for Coach, Inc., which is reasonably available to Coach, Inc., including business records, files, and other documentation.

2. This declaration is submitted without waiving and without intending to waive

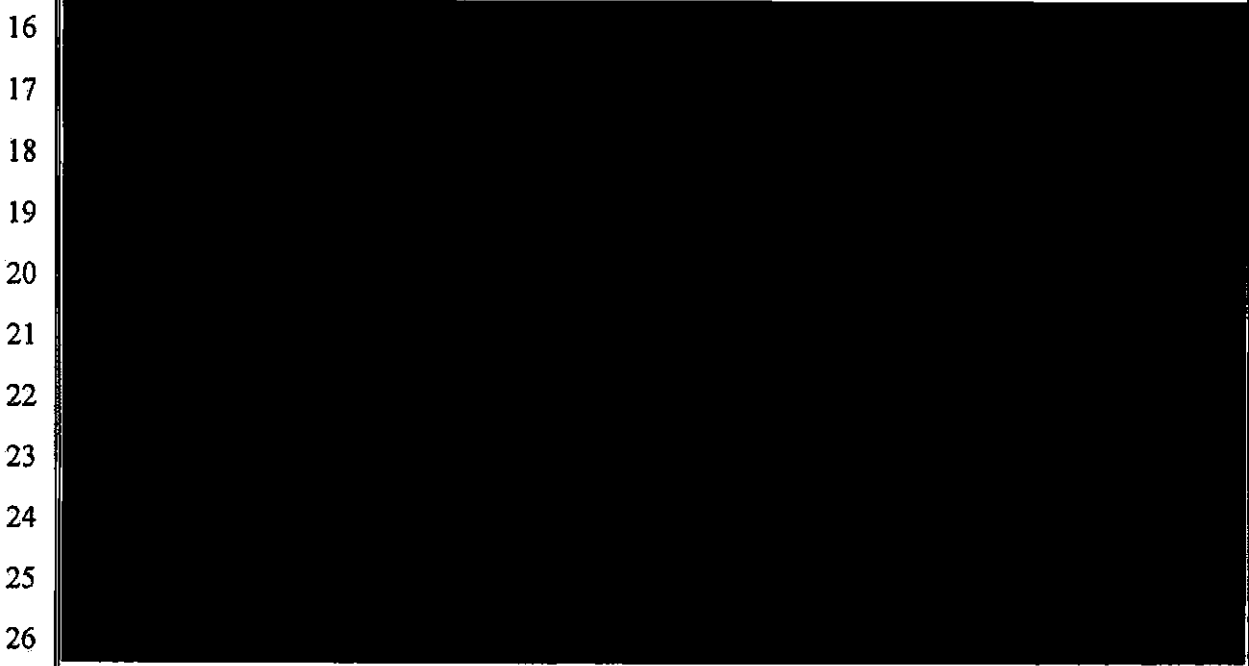
DECLARATION OF AXILROD IN SUPPORT OF
MOTION TO STRIKE CLASS ALLEGATIONS - 1
No. 2:11-cv-00214-RSM

DLA Piper LLP (US)
701 Fifth Avenue, Suite 7000
Seattle, WA 98104-7044 | Tel: 206.839.4800

1 the attorney-client privilege. The information in this declaration regarding how Coach, Inc. and
2 Coach Services, Inc. (collectively, "Coach Companies") have historically approached online
3 counterfeiting is highly confidential. Public disclosure of this information would enable
4 counterfeiters to evade detection. I am supplying this information in the understanding that
5 plaintiff's attorneys will maintain its confidentiality and that this declaration will be filed under
6 seal.

7 3. As part of my duties, I am responsible for supervising the enforcement of the
8 Coach Companies' intellectual property rights. This involves overseeing numerous facets of
9 the Coach Companies' intellectual property enforcement. As an attorney who supervises
10 enforcement, I am ultimately responsible for directing the efforts of Coach Companies'
11 employees, contractors, and agents in combating intellectual property infringement. This
12 includes overseeing outside counsel.

13 4. Online sales of counterfeit goods are a major problem for the Coach Companies.
14 The volume of counterfeit Coach Companies products offered for sale through online outlets is
15 enormous.



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10. Under [REDACTED] 18 individuals in Washington state were sent cease-and-desist letters by the Coach Companies or their agents in connection with sales of potentially infringing and counterfeit Coach Companies products through eBay. All 18 of those letters were sent by Gibney. The Coach Companies did not themselves send such letters.

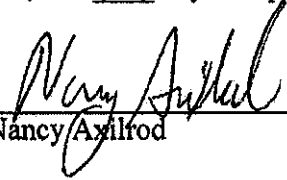


12. Accordingly, the maximum number of Washington state residents who could possibly have received a letter from the Coach Companies, or their agents, in connection with online sales of potentially counterfeit Coach Companies products, as alleged in plaintiff's class description, is 18. As explained elsewhere by Gibney, objective and indisputable proof shows that nearly every one of those 18 Washington residents were selling counterfeit Coach Companies products.

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I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed at New York, New York, this th 14 day of April, 2011.



Nancy Axilrod

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CERTIFICATE OF SERVICE

I hereby certify that on April 14, 2011, I electronically filed the foregoing, under seal, with the Clerk of the Court using the CM/ECF System.

Copies of the foregoing document were served on counsel of record via email, by agreement, at the following email addresses:

- **Jay S Carlson**
JayCarlson.legal@gmail.com

- **Christopher Robert Carney**
christopher.carney@cgi-law.com

- **Jason Moore**
jason@vaneyk-moore.com

Dated this 14th day of April, 2011.

s/ *Stellman Keehnel*
Stellman Keehnel, WSBA No. 9309

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