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QUICKEN LOANS, INC.
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8 UNITED STATES DISTRICT COURT
9 CENTRAL DISTRICT OF CALIFORNIA

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11 HYPERTOUCH, INC., a California
corporation,

12 Plaintiff,

13 v.

14 AZOOGLE, INC., a Delaware
15 corporation, INTUIT, INC., a Delaware
corporation, QUICKEN LOANS, INC., a
16 Delaware corporation, ROCK
HOLDINGS, INC., a Delaware
17 corporation, and DOES 1-30,,

18 Defendants.

No. CV08-03739 GHK

DECLARATION OF JULIE
BOOTH IN SUPPORT OF
QUICKEN LOANS' NOTICE OF
JOINDER

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I, Julie Booth, declare as follows:

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1. My name is Julie Booth. I am the Vice President of Finance
and Treasurer of Quicken Loans Inc., a defendant in this civil action, # 08-03739.

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If called as a witness I would and could competently testify to the following:

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2. I make this declaration in support of Quicken Loans' response
to the Court's order to show cause concerning the notice of potential procedural
defect.

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3. Quicken Loans Inc. was formed in 1985 as a corporation under

1 the laws of the state of Michigan. Quicken Loans has continued to be organized
2 and in good standing as a Michigan corporation since it was formed.

3 4. Quicken Loans' corporate headquarters is at 20555 Victor
4 Parkway in Livonia, Michigan, a city in the Detroit metropolitan area. Quicken
5 Loans' corporate headquarters and principal place of business has always been in
6 Michigan in the Detroit metropolitan area.

7 5. Quicken Loans has never been incorporated as a California
8 corporation. Quicken Loans has never had its principal place of business in
9 California. Quicken Loans has no corporate offices in California.

10 6. As of July 8, 2008 Quicken Loans had employees in the
11 following states and in the following numbers: Michigan, 1,985; Ohio, 189;
12 Arizona, 185; Indiana, 10; New Hampshire, 6. Quicken Loans has 5 or fewer
13 employees who work out of their homes in approximately 15 other states.

14 7. Quicken Loans originates mortgage loans in all fifty states and
15 the District of Columbia. The mortgage loans are originated by mortgage bankers
16 who work predominately in Michigan, Ohio, and Arizona. Quicken Loans is a
17 direct lender, not a mortgage broker.

18 8. Quicken Loans processes, underwrites, funds, and maintains
19 records for all mortgage loans from its offices in Michigan.

20 9. For 2007, the percentage of mortgage loans Quicken Loans
21 originated by state (top 5) are as follows: Michigan, 6.3%; California, 5.8%,
22 Pennsylvania, 5.6%; New York, 4.8%; and Florida, 4.3%.

23 10. For 2007, 100% of the mortgage loans sold by Quicken Loans
24 were sold through the secondary mortgage market from its corporate headquarters
25 in Livonia, Michigan.

26 11. For 2007, the gross percentage of assets held by Quicken Loans
27 in each state is as follows: Michigan, 99.50%; Arizona, 0.27%; and Ohio, 0.23%.

28 I declare under the penalty of perjury under the laws of the United

1 States of America that the foregoing is true and correct and this declaration was
2 executed this 9th day of July 2008.

3 By: Julie Booth
4 Julie Booth
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