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Attorneys for Defendant, AZOOGLEADS.COM, INC.

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA**

**ASIS INTERNET SERVICES**, a California corporation,

Plaintiff,

vs.

**OPTIN GLOBAL, INC.**, a Delaware Corporation, also dba Vision Media Limited Corp., USA Lenders Network, USA Lenders, and USA Debt Consolidation Service; et al.,

Defendants.

Case No. C-05-5124 JCS

**DECLARATION OF DON MATHIS IN SUPPORT OF AZOOGLEADS.COM, INC.'S MOTION FOR 1) PROTECTIVE ORDER AND 2) LEAVE TO AMEND DISCOVERY RESPONSES**

I, Don Mathis, declare as follows:

1. I am the Chief Operating Office of AzooglesAds.com Inc. ("Azoogle"). As the Chief Operating Officer of Azoogle, I am responsible for managing the day-to-day activities of the company, and I am familiar with Azoogle's document management, retention and compliance systems and processes.

2. As an online company, Azoogle deals with large amounts of digital data in a dynamic and fast-paced environment. In the six years of our operations, we have gathered terabytes worth of information on various systems and archives. Combing through legacy systems for documents, e-mails and electronic media is particularly

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1 difficult and time-consuming.

2 3. I have reviewed Plaintiff's discovery requests for the above-captioned matter.

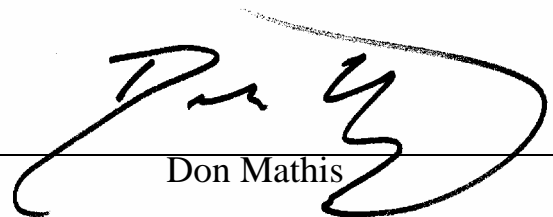
3 4. From my lay person's perspective, Plaintiff's discovery requests would require  
4 Azoogle to produce an unreasonably burdensome amount of documentation – going  
5 back in some cases almost two years before the first alleged violation.

6 5. Azoogle would be required to possibly expend hundreds of person-hours and  
7 tens-of-thousands of dollars in order to respond to Plaintiff's discovery requests, 99% of  
8 which appear to be unrelated to the "Bruce Wolf" lead.

9 6. Moreover, much of the information sought in Plaintiff's discovery requests is  
10 stored in backup files, which are not readily accessible, and some of which are kept off-  
11 site. Azoogle would be forced to develop and use custom-search scripts to identify  
12 documents and information responsive to Plaintiff's discovery requests. Such a process  
13 would compound the time and expense of an already burdensome process, and would  
14 result in a substantial imposition on Azoogle.

15 I declare under penalty of perjury under the laws of the United States that the  
16 foregoing is true and correct and that this Declaration was executed this 19 day of March  
17 2007, at New York, New York.

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Don Mathis