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5 Attorneys for Defendant, AZOOGLEADS.COM, INC.

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

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

13 Plaintiff,

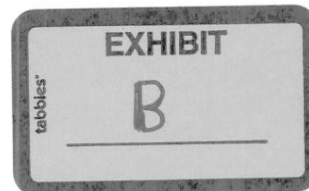
14 vs.

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

18 Defendants.

Case No. C-05-5124 JCS

**DECLARATION OF DON MATHIS IN
SUPPORT OF AZOOGLEADS.COM,
INC.'S MOTION FOR PROTECTIVE
ORDER AND MOTION TO QUASH
PLAINTIFF'S SUBPOENAS**



19
20 I, Don Mathis, declare as follows:

21 1. I am the Chief Operating Office of AzooglesAds.com Inc. ("Azoogle"). As the
22 Chief Operating Officer of Azoogle, I am responsible for managing the day-to-day
23 activities of the company, and I am familiar with the policies and procedures of Azoogle.

24 2. I submit this Declaration in support of Azoogle's application seeking leave to file
25 a motion for a protective order and motion to quash Plaintiff's 115+ third party
26 subpoenas.

27 3. As a direct result of Plaintiff serving this staggering number of subpoenas on
28 third party entities—some of which are business associates of Azoogle—one recipient of

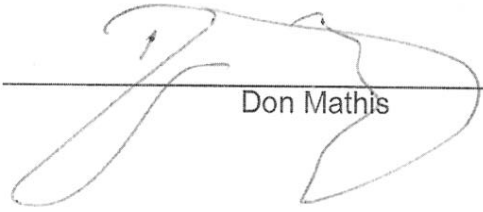
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1 a subpoena has cancelled two (2) Azoogle deals.¹ Moreover, I can only speculate as to
2 the severe reputational damage Azoogle has suffered as a direct result of the Plaintiff's
3 subpoenas, with companies that have not expressly complained to Azoogle about the
4 subpoenas.

5 4. Apparently, Plaintiff is seeking documents and information from entities which
6 do NOT have anything to do with the Bruce Wolf lead that is the subject of this lawsuit.
7 Whether Plaintiff's actions are an unethical attempt to force a settlement, or simply an
8 attempt to discredit Azoogle and disparage its reputation in the industry, there is no
9 question in my mind that Plaintiff's staggering 115+ unrelated third party subpoenas are
10 inappropriate and an unacceptable abuse of the judicial system.

11 5. On behalf of Azoogle, I have instructed our attorneys to inform the Court of
12 Plaintiff's behavior, and to seek Azoogle's costs and expenses in addressing the
13 subpoenas with our business partners. We are also seeking legal costs incurred in
14 addressing this issue with the Court.

15 6. 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 2nd day of
17 August 2007, at New York, New York.


Don Mathis


STEPHEN L. FOX
Notary Public, State of New York
No. 02FO5024551
Qualified in Westchester County
Commission Expires March 14, 19~~07~~₂₀₁₀

27 ¹ Azoogle declines to state the name of the entity for fear of retribution by Plaintiff's counsel.
28 Upon request by the Court, Azoogle will submit the name of the entity to the Court by means of a
sealed folder for the Court's eyes only.