

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

STEPHEN SOTELO, individually and on behalf of all
persons similarly situated,

Plaintiffs,

v.

DIRECTREVENUE, LLC; DIRECTREVENUE
HOLDINGS, LLC; BETTERINTERNET, LLC;
BYRON UDELL & ASSOCIATES, INC., D/B/A
ACQUQUOTE; AQUANTIVE, INC., and JOHN DOES
1-100,

Defendants.

Index No. 05 C 2562

Judge Gettleman

**DECLARATION OF
ANTHONY S. HIND**

ANTHONY S. HIND, declares, under penalty of perjury and pursuant to 28 U.S.C.


§ 1746, that the following is true and correct:

1. I am one of the attorneys for Defendants DirectRevenue, LLC, DirectRevenue Holdings, LLC, BetterInternet, LLC, and AccuQuote in the captioned matter. I submit this Declaration in support of DirectRevenue, LLC and BetterInternet, LLC's Motion for a Protective Order.

2. Attached as Exhibit A to this Declaration is a true and accurate copy of the third party subpoena served by Plaintiff Stephen Sotelo on ING Direct.

3. Attached as Exhibit B to this Declaration is a true and accurate copy of the third party subpoena served by Plaintiff Stephen Sotelo on FastClick, Inc.

I declare under penalty that the foregoing is true and correct to the best of my knowledge.



Anthony S. Hind

9/8/05

AO 88 (Rev. 1/94) Subpoena in a Civil Case

Issued by the
UNITED STATES DISTRICT COURT
District of Delaware

STEPHEN SOTELO, individually and on behalf
of all persons similarly situated,

Plaintiffs,

v.

DIRECTREVENUE, LLC, et al.,

Defendants.

SUBPOENA IN A CIVIL CASE

Case Number: 05 C 2562*

** Pending in the U.S. District Court
Northern District of Illinois
Eastern Division*

TO: ING Direct
One S. Orange Street
Wilmington, Delaware 19801

YOU ARE COMMANDED to appear in the United States District Court at the place, date, and time specified below to testify in the above case:

PLACE OF TESTIMONY: _____ COURTROOM: _____
DATE AND TIME: _____

YOU ARE COMMANDED to appear at the place, date, and time specified below to testify at the taking of a deposition in the above case:

PLACE OF DEPOSITION: _____ DATE AND TIME: _____

X YOU ARE COMMANDED to produce and permit inspection and copying of the following documents or objects at the place, date, and time specified below (list documents or objects):

SEE ATTACHED SUBPOENA RIDER


PLACE: **The Collins Law Firm, P.C.** DATE AND TIME: **July 5, 2005**
1770 North Park Street, Suite 200, Naperville, IL 60563 **10:00 a.m.**

****Note: We will pick up documents for copying from your office if you prefer that this be done.**

YOU ARE COMMANDED to permit inspection of the following premises at the date and time specified below:

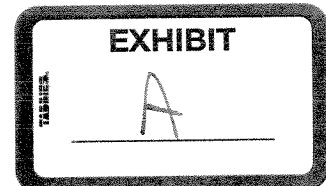
PREMISES: _____ DATE AND TIME: _____

Any organization not a part to this suit that is subpoenaed for the taking of a deposition shall designate one or more officers, directors, or managing agents, or other persons who consent to testify on its behalf, and may set forth, for each person designated, the matters on which the person will testify. Federal Rules of Civil Procedure, 30(b)(6).

ISSUING OFFICER SIGNATURE AND TITLE (INDICATE IF ATTORNEY FOR PLAINTIFF OR DEFENDANT) _____ Date: _____
 Attorney for Plaintiff June 24, 2005

ISSUING OFFICER'S NAME, ADDRESS AND PHONE NUMBER
David J. Fish, THE COLLINS LAW FIRM, P.C., 1770 N. Park Street, Suite 200, Naperville, IL 60563 (630) 527-1595

(See Rule 45 Federal Rules of Civil Procedure, Parts C & D on Reverse)



SUBPOENA RIDER
ING DIRECT

1. All documents relating to ING DIRECT's use of Internet pop-up advertising.
2. All documents relating to ING DIRECT's use (directly or indirectly) of DirectRevenue or BetterInternet to display advertisements on computers.
3. Documents sufficient to show which companies ING DIRECT relies upon to place/display its Internet pop-up advertisements.
4. Documents sufficient to show each company that ING DIRECT relied upon or dealt with to have the advertisement depicted on Exhibit A displayed.
5. All documents relating to DirectRevenue or BetterInternet.
6. All documents relating to the ad-effectiveness of Exhibit A.

PayPal - Verify Your Identity - Microsoft Internet Explorer

2.60%
Orange Savings

The Orange Savings Account

"...the best money market account in the country..."
- Money Magazine

Annual Percentage Yield	0.55%	0.53%
Annual Interest	\$520	\$106
	ING DIRECT Money Market	Savings Account

Rates are variable. ING DIRECT rate as of 02/25/05. Chart based on a deposit of \$20,000 for one year. Source: Savings & money market average from bankrate.com as of 02/25/05.

- Great Rate. No Fees. No Minimums.
- No need to change banks - Your Orange Savings Account will be automatically linked to your current checking account.
- Access your account around the clock via ingdirect.com.
- Open your account online in under 5 minutes.
- Check out our great rates on Orange Mortgages and Orange CDs too!

[Open Now](#) [Learn More](#) ingdirect.com

ING DIRECT Save Your Money

ING Bank, f.s.b. MEMBER FDIC

Full Account Number:

Security Questions

Question 1: Mother's maiden name

Up | Log In | Help

Auction Tools

s. Please try

with this page

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category to verify

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EXHIBIT

A

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AO 88 (Rev. 1/94) Subpoena in a Civil Case

Issued by the
UNITED STATES DISTRICT COURT
Central District of California

STEPHEN SOTELO, individually and on behalf
of all persons similarly situated,

Plaintiffs,

v.

DIRECTREVENUE, LLC, et al.,

Defendants.

SUBPOENA IN A CIVIL CASE

Case Number: 05 C 2562*

** Pending in the U.S. District Court
Northern District of Illinois
Eastern Division*

TO: FastClick, Inc.
c/o CT Corporation System
818 West Seventh Street
Los Angeles, California 90017

YOU ARE COMMANDED to appear in the United States District Court at the place, date, and time specified below to testify in the above case:

PLACE OF TESTIMONY:

COURTROOM:

DATE AND TIME:

YOU ARE COMMANDED to appear at the place, date, and time specified below to testify at the taking of a deposition in the above case:

PLACE OF DEPOSITION:

DATE AND TIME:

X YOU ARE COMMANDED to produce and permit inspection and copying of the following documents or objects at the place, date, and time specified below (list documents or objects):

SEE ATTACHED SUBPOENA RIDER

PLACE:

The Collins Law Firm, P.C.
1770 North Park Street, Suite 200, Naperville, IL 60563

DATE AND TIME:

August 19, 2005
10:00 a.m.

****Note: We will pick up documents for copying from your office if you prefer that this be done.**

YOU ARE COMMANDED to permit inspection of the following premises at the date and time specified below:

PREMISES:

DATE AND TIME:

Any organization not a part to this suit that is subpoenaed for the taking of a deposition shall designate one or more officers, directors, or managing agents, or other persons who consent to testify on its behalf, and may set forth, for each person designated, the matters on which the person will testify. Federal Rules of Civil Procedure, 30(b)(6).

ISSUING OFFICER SIGNATURE AND TITLE (INDICATE IF ATTORNEY FOR PLAINTIFF OR DEFENDANT)

Date:

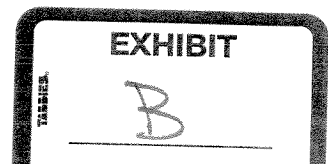
Attorney for Plaintiff

August 5, 2005

ISSUING OFFICER'S NAME, ADDRESS AND PHONE NUMBER

David J. Fish, THE COLLINS LAW FIRM, P.C., 1770 N. Park Street, Suite 200, Naperville, IL 60563 (630) 527-1595

(See Rule 45 Federal Rules of Civil Procedure, Parts C & D on Reverse)



AO 88 (Rev. 1/94) Subpoena in a Civil Case

PROOF OF SERVICE

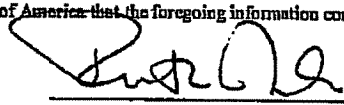
DATE	PLACE
SERVED ON (PRINT NAME)	MANNER OF SERVICE
SERVED BY (PRINT NAME)	TITLE

SERVED ON (PRINT NAME) _____ MANNER OF SERVICE
 CERTIFIED MAIL
 SERVED BY (PRINT NAME) Ruta Norkus TITLE Paralegal

DECLARATION OF SERVER

I declare under penalty of perjury under the laws of the United States of America that the foregoing information contained in the Proof of Service is true and correct.

Executed on 8-5-05
DATE



SIGNATURE OF SERVER
 1770 N. Park St., Suite 200
 ADDRESS OF SERVER
 Naperville, Illinois 60563

Rule 45, Federal Rules of Civil Procedure, Parts C & D

(c) PROTECTION OF PERSONS SUBJECT TO SUBPOENAS.

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction which may include, but is not limited to, lost earnings and a reasonable attorney's fee.

(2)(A) A person commanded to produce and permit inspection and copying of designated books, papers, documents or tangible things or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(2)(B) Subject to paragraph (d)(2) of this rule, a person commanded to produce and permit inspection and copying may, within 14 days after service of the subpoena or before the time specified for compliance if such time is less than 14 days after service, serve upon the party or attorney designated in the subpoena written objection to inspection or copying of any or all of the designated materials or of the premises. If objection is made, the party serving the subpoena shall not be entitled to inspect and copy the materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection is made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3)(A) On timely motion, the court by which a subpoena was issued shall quash or modify the subpoena if it

- (i) fails to allow reasonable time for compliance;
- (ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place where that person resides, is employed or regularly transacts business in person, except that, subject to the provisions of

clause (c)(3)(B)(iii) of this rule, such a person may in order to attend trial be commanded to travel from any such place within the state in which the trial is held, or

- (iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or
- (iv) subjects a person to undue burden.

(B) If a subpoena

- (i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or
- (ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party, or
- (iii) requires a person who is not a party or an officer of a party to incur substantial expense to travel more than 100 miles to attend trial, the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) DUTIES IN RESPONDING TO SUBPOENA.

(1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.

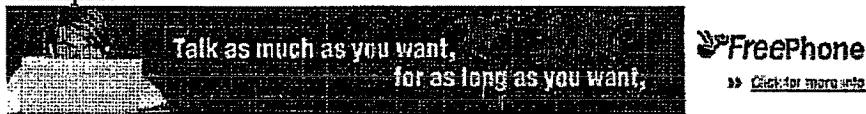
(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.

SUBPOENA RIDER
FASTCLICK, INC.

Produce all documents relating to the following topics:

Note, as used herein, BetterInternet includes Better Internet and each BetterInternet related entity such as DirectRevenue.

1. Documents sufficient to show, by day, the number of advertisements that were displayed for the BetterInternet advertising campaigns, or any other campaign relating to BetterInternet.
2. Documents sufficient to show the number of people who clicked on Betterinternet advertisements.
3. Documents sufficient to show the BetterInternet advertisements as they were shown on the Internet. (i.e., a picture of the free phone or screen saver banner ads). For example:



4. Documents sufficient to show the Internet address that each BetterInternet advertisements was shown, by month.
5. All documents showing terms and conditions that companies who place advertisements through FastClick should follow, including all documents pertaining to the permissibility of ActiveX popups being installed through advertisements.
6. All correspondence with BetterInternet or any other aliases of DirectRevenue, or any complaints relating to BetterInternet.
7. Produce all contracts and agreements relating to the placement of BetterInternet advertisements.