IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO

Civil Action Number: 16-cv-00704-MSK-KLM

FOUR WINDS INTERACTIVE LLC, a Colorado limited liability company,

Plaintiff,

v.

22 MILES, INC., a California corporation,

Defendant.

DECLARATION OF JENNY BROOK IN SUPPORT OF PLAINTIFF'S MOTION FOR LEAVE TO FILE AMENDED COMPLAINT

I, Jenny Brook, declare as follows:

1. I am the General Counsel of Four Winds Interactive, LLC ("FWI") and admitted to the bar of the State of Colorado and this Court.

2. I submit this Declaration in support of FWI's Motion for Leave to File Amended Complaint. If called to testify in this matter, I could and would competently testify as to the matters set forth in this Declaration.

3. In late 2015 and early 2016, a representative of an FWI customer informed multiple FWI employees on two or three occasions that 22 Miles, Inc. was in possession of FWI software. Based on the communications between FWI employees and the representative, it was FWI's understanding that the representative saw 22 Miles run FWI's software on a 22 Miles computer side-by-side with the 22 Miles software alleged in the above-captioned lawsuit to infringe FWI's software copyrights.

4. The report that 22 Miles, a competitor, possessed FWI's software deeply concerned FWI. As a result, FWI took steps to obtain an audio recording of the witness's representation.

5. The recording largely confirmed the witness's earlier accounts, although his earlier accounts contained facts not present in the recording, such as the fact he saw a side-by-side demonstration involving FWI's software.

6. A true and correct copy of the transcript of that audio recording, with key portions highlighted, is attached as Exhibit JB1.

7. On June 8, 2016, in-house counsel of the witness's employer emailed me and litigation counsel for 22 Miles stating that the witness believed that the allegations in FWI's Complaint did not accurately reflect his prior statements or his memory of what transpired. A true and correct copy of that e-mail is attached as Exhibit JB2.

8. On June 22, 2016, FWI voluntarily granted 22 Miles a 30-day extension in responding to FWI's written discovery requests, which otherwise would have been due on June 27, 2016.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated July 8, 2016.

s/ Jenny Brook
Jenny Brook