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March 27, 2007

By Federal Express

Peter Watkins, CEO
Webroot Software, Inc.
2560 55th Street
15th Floor
Boulder, CO 80301

RE: Sunbelt Software Distribution, Inc. ("Sunbelt")

Dear Mr. Watkins:

Be advised that we represent Sunbelt. We have been asked to notify you regarding Sunbelt's claims regarding Webroot's tortious interference with Sunbelt's business relationships.

Sunbelt has evidence that at least one of Webroot's personnel, Mr. Dan Montoya in your enterprise sales department, has contacted Sunbelt's enterprise customers that are under enterprise license contracts for Sunbelt's CounterSpy anti-spyware product. Mr. Montoya has intentionally made false, fraudulent, and malicious statements to Sunbelt's customers for purposes of harming Sunbelt's economic interests. We have reason to believe that others in your company are making similar false, fraudulent, and malicious statements.

Under Florida law, a claim for tortious interference with a business relationship requires: (1) the existence of a business relationship that affords the plaintiff with existing or prospective legal or contractual rights; (2) defendant's knowledge of that relationship; (3) an intentional and unjustified interference with that relationship by the defendant; and (4) damage to the plaintiff resulting from breach of that relationship. See *Ethan Allen, Inc. v.*

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Georgetown Manor, Inc. 647 So.2d 812, 814 (Fla. 1995); *Tamiami Trail Tours, Inc. v. Cotton*, 463 So.2d 1126, 1127 (Fla. 1985).

Mr. Montoya's intentional and unjustified interference with Sunbelt's business relationships stems from his malicious, false and fraudulent representations regarding Sunbelt's CounterSpy anti-spyware product, specifically including representations made in connection with an "independent" study undertaken by VeriTest. A Copy of the report based on this study dated March, 2006 is attached (the "VeriTest Report").

A careful examination of the VeriTest's test methodology and underlying assumptions reveals that the VeriTest Report is fatally flawed and fraudulently misleading for the following reasons:

1. It is scientifically invalid because it relies upon untested, unproven, and illogical assumptions about the collection of threats selected for the test and the relationship of that collection to the total universe of actual threats.
2. It is biased because the collection of threats was selected exclusively by Webroot.
3. It is misleading because it purports to measure things that it simply cannot measure, given that the threat collection was selected by Webroot and that collection represents an unknown sub-set of the actual threat universe.
4. It is meaningless because the testbed of threats used in the test remains unknown, denying readers the ability to assess the prevalence, currency, or risk level of the applications or threats used in the test.
5. It is scientifically invalid because the results cannot be independently reproduced by others.

A more detailed discussion of these flawed and fraudulently misleading statements is provided in Sunbelt's Response to the VeriTest Report, a copy of which is attached.

Mr. Montoya has presented the VeriTest Report, that is now one year old, as representing Sunbelt's products' effectiveness currently, which representations are absolutely false. Moreover, for the reasoning given in Sunbelt's Response as summarized above, the VeriTest Report was flawed, misleading, and fraudulent at the time it was released a year ago. These false, fraudulent, and malicious statements are actionable. The Supreme Court of Florida has made it clear that a claim for tortious interference will lie for false statements made for the purpose of harming the economic interests of another. *Londono, M.D., et. al. v. Turkey Creek, Inc., et. al.*, 609 So.2d 14 (1992). See also *Ellis Rubin, P.A. v. Alarcon*, 892 So.2d 501, 503 (Fla. 3d DCA 2004) (concluding that an attorney

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could state a claim for tortious interference where the client and a third party had engaged in fraud and collusion by falsely representing that an action had been dropped while concealing a settlement that would have entitled the attorney to a contingency fee).

Sunbelt hereby demands that you immediately cease and desist from making malicious, false and fraudulent representations regarding Sunbelt's CounterSpy anti-spyware product, and specifically, from contacting Sunbelt's customers for this purpose. If these malicious, false and fraudulent representations continue, Sunbelt will have no choice but to take aggressive legal actions against Webroot and the individuals who continue with the tortious conduct.

Very truly yours,

JONES, HALEY & MOTTERN, P.C.
A Professional Corporation



Frederick L. Cooper III

FLC/ctc
Enclosures
cc: Alex Eckelberry