EXHIBIT A

Michael J. Malecek (State Bar No. 171034)
Email address: michael.malecek@kayescholer.com
KAYE SCHOLER LLP
Two Palo Alto Square, Suite 400
3000 El Camino Real
Palo Alto, California 94306
Telephone: (650) 319-4500
Facsimile: (650) 319-4700

Attorneys for Defendant
GOOGLE INC.

UNITED STATES DISTRICT COURT

FOR THE EASTERN DISTRICT OF CALIFORNIA

ICONFIND, INC., Plaintiff, v. GOOGLE INC., Defendant.	Case No. 2:11-CV-00319 GEB JFM **DEFENDANT GOOGLE INC.'S ANSWER TO PLAINTIFF'S COMPLAINT FOR PATENT INFRINGEMENT AND COUNTERCLAIMS**

Defendant and counterclaimant Google Inc. ("Google"), by and through the undersigned counsel, answers the Complaint of Patent Infringement of Plaintiff (the "Complaint") and counterclaim defendant IconFind, Inc. ("IconFind") as follows:

1. Google admits that Plaintiff's Complaint purports to state an action for patent infringement and that this Court has subject matter jurisdiction over patent law claims. Google denies any remaining allegations of paragraph 1.

2. Google is without knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 2, and therefore denies them.

3. Google is without knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 3, and therefore denies them.

4. Google admits that Google Inc. is a Delaware corporation with a principal place of business in Mountain View, California. Google admits that it owns and operates www.google.com, knol.google.com, books.google.com, and picasa.google.com.

5. Solely for the purposes of this action, Google does not contest personal jurisdiction in this District. Google denies that it has committed any acts of infringement within this or any other district and denies any remaining allegations of paragraph 5.

6. Solely for the purposes of this action, Google admits that venue is proper in the Eastern District of California.

7. Denied.

8. Google is without knowledge or information sufficient to form a belief as to the truth of the allegations of paragraph 8, and therefore denies them.

9. Google admits that it received a letter from Plaintiff's counsel, dated January 19, 2009 regarding IconFind and related to the '459 patent. Google also admits that reference to the '459 patent appears on the face of U.S. Patent Nos. 7,664,734; 7,693,825; and 7,788,274. Google denies that it has committed any acts of infringement of the '459 patent and denies any remaining allegations of paragraph 9.

10. Denied.

11. Denied.

AFFIRMATIVE DEFENSES

12. Further answering the Complaint, Google asserts the following defenses. In doing so, Google does not assume the burden of proof with respect to those related matters for which, pursuant to law, Plaintiff bears the burden. In addition to the affirmative defenses described below, subject to its responses above, Google specifically reserves all rights to allege additional affirmative defenses that become known through the course of discovery.

First Defense

13. Google does not infringe and has not infringed (not directly, contributorily, or by inducement) and is not liable for infringement of any valid and enforceable claim of U.S. Patent No. 7,181,459 ("the '459 patent" or the "Patent-in-suit").

Second Defense

14. The claims of the '459 patent are invalid and/or unenforceable for failure satisfy one or more conditions of patentability set forth in Title 35 of the United States Code, including, but not limited to, 35 U.S.C. §§ 101, 102, 103, and 112.

Third Defense

15. IconFind's claim for damages, if any, against Google for alleged infringement of the '459 patent are limited by 35 U.S.C. §§ 286, 287 and/or 288.

Fourth Defense

16. On information and belief, IconFind's claims for relief are barred, in whole or in part, by the equitable doctrines of laches and estoppel.

Fifth Defense

17. Any and all products or actions accused of infringement have substantial uses that do not infringe and do not induce or contribute to the alleged infringement of the claims of the '459 patent.

COUNTERCLAIMS

Pursuant to Rule 13 of the Federal Rules of Civil Procedure, Google for its Counterclaims against IconFind, alleges as follows:

THE PARTIES

1. Google is a corporation organized and existing under the laws of the State of Delaware, with its principal place of business at 1600 Amphitheatre Parkway, Mountain View, California 94043.

2. Upon information and belief, Plaintiff IconFind, Inc. is a corporation organized and existing under the laws of California with a principal place of business at 1660 Drew Circle #27, Davis, California 95618.

JURISDICTION AND VENUE

3. Venue is proper in this judicial district pursuant to 28 U.S.C. § 1391(b) and by virtue of IconFind's admissions in the Complaint that venue is proper in this district.

4. This Court has personal jurisdiction over IconFind.

5. This Court has subject matter jurisdiction over these Counterclaims pursuant to 28 U.S.C. §§ 1331 and 1338.

COUNT ONE - Declaratory Judgment of Non-Infringement of the '459 Patent

6. Google restates and incorporates by reference its allegations in paragraphs 1-5 of its Answer and Counterclaims.

7. An actual case or controversy exists between Google and IconFind as to whether the '459 patent is infringed by Google.

8. A judicial declaration is necessary and appropriate so that Google may ascertain its rights regarding the '459 patent.

9. Google has not infringed and does not infringe, directly or indirectly, any valid and enforceable claim of the '459 patent.

COUNT TWO - Declaratory Judgment of Invalidity of the '459 Patent

10. Google restates and incorporates by reference its allegations in paragraphs 1-9 of its Answer and Counterclaims.

11. The '459 patent is invalid for failure to satisfy one or more of the conditions of patentability set forth in Title 35 of the United States Codes, including, but not limited to, 35 U.S.C. §§ 101, 102, 103, and 112.

EXCEPTIONAL CASE

12. On information and belief, this is an exceptional case entitling Google to an award of its attorneys' fees incurred in connection with defending and prosecuting this action pursuant to 35 U.S.C. § 285, as a result of, *inter alia*, IconFind's assertion of the Patent-in-suit against Google with the knowledge that Google does not infringe any valid or enforceable claim of the Patent-in-suit and/or that the Patent-in-suit is invalid and/or unenforceable.

PRAYER FOR RELIEF

WHEREFORE, Google prays for judgment as follows:

a. A judgment dismissing IconFind's Complaint against Google with prejudice;

b. A judgment declaring that Google has not infringed, contributed to the infringement of, or induced others to infringe, either directly or indirectly, any valid and enforceable claim of the '459 patent;

c. A judgment declaring that the '459 patent is invalid and unenforceable;

d. A judgment declaring that Google has not willfully infringed and is not willfully infringing any valid and/or enforceable claim of the '459 patent.

e. A judgment declaring that this case is exceptional and an award to Google of its reasonable costs and expenses of litigation, including attorneys' fees and expert witness fees;

f. A judgment declaring, limiting or barring IconFind's ability to enforce the '459 patent in equity;

g. Such other and further relief as this Court may deem just and proper.

DEMAND FOR JURY TRIAL

In accordance with Fed. R. Civ. P. 38(b), Google demands a trial by jury on all issues so triable.

Dated: March 24, 2011

Respectfully submitted,

KAYE SCHOLER LLP

By: */s/ Michael J. Malecek*

Michael J. Malecek
Attorney for Defendant
GOOGLE INC.