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9 **Attorneys for Defendant**
 10 **SKYLINE SOFTWARE SYSTEMS, INC.**

11 **UNITED STATES DISTRICT COURT**
 12 **NORTHERN DISTRICT OF CALIFORNIA**

13 GOOGLE INC.,)	Case No. C 04-4922 MEJ
14 Plaintiff,)	Honorable Maria-Elena James
15 v.)	DECLARATION OF H. JOSEPH
16 SKYLINE SOFTWARE SYSTEMS, INC.,)	HAMELINE IN SUPPORT OF
17 Defendant.)	DEFENDANT’S MOTION TO DISMISS OR
)	STAY

18 I, H. Joseph Hameline, declare as follows:

19

20 1. I am a member of the firm of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. in
 21 its Boston office, located at One Financial Center, Boston, Massachusetts, 02111. I have been an
 22 attorney since 1981.

23 2. I am counsel for Skyline Software Systems, Inc.

24 3. Skyline filed a patent infringement action against Keyhole in the United States
 25 District Court for the District of Massachusetts on May 28, 2004. Keyhole has been acquired by
 26 Google. Skyline’s motion to add Google is pending in Massachusetts District Court. The issues in
 27

1 the District of Massachusetts case and all the claims in this case are the same. The same patent is at
2 issue. The same parties technology is at issue. The same attorneys, witnesses, documents, claims
3 and defenses are at issue in both this case and the District of Massachusetts case.

4 4. I am submitting with this DECLARATION true and accurate copies of the following
5 documents, which are attached hereto as Exhibits A through G:
6

7 Exhibit A: Complaint for Patent Infringement and Demand for Jury Trial

8 Exhibit B: Defendant Keyhole, Inc.'s Answer and Counterclaim

9 Exhibit C: Plaintiff's Motion for Leave to Amend Its Complaint and First
10 Amended Complaint for Patent Infringement and Demand for Jury
11 Trial

12 Exhibit D: Articles appearing on-line discussing Google's Acquisition of
13 Keyhole:

14 (1) "Google Acquires Map Maker Keyhole," Monterey Herald.com,
15 October 28, 2004;

16 (2) "Keyhole Bought By Google For 3D Mapping," Digital-
17 Lifestyle.info, October 28, 2004

18 (3) "Google Acquires Keyhole Corp.," Directions Magazine, October
19 27, 2004

20 Exhibit E: Editorial written by Joe Francica that appeared in Directions Magazine
21 on October 29, 2004, entitled "Google Acquires Keyhole; CBS Enlists
22 Help of ESRI."

23 Exhibit F: Print-out of Google's web page as of December 10, 2004, offering
24 Keyhole's product as one of Google's "tools," available at:
25 <http://www.google.com/options/index.html>.

26 Exhibit G: November 16, 2004 Letter written by H. Joseph Hameline, Esq. to
27 David C. Drummond, Esq.

28 4. On November 3, 2004, Keyhole, Inc. filed a motion to transfer venue in Skyline's
patent infringement action that is pending before the United States District Court in the District of
Massachusetts. In its motion, Keyhole seeks to transfer the Massachusetts action to the Northern
District of California.

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5. Given its small size and the strong presumption in favor of the plaintiff's choice of forum, Skyline has vigorously opposed Keyhole's motion to transfer venue.

6. A hearing date on Keyhole's motion to transfer and for the Scheduling Conference to discuss discovery and related scheduling in the Massachusetts action is set for December 20, 2004.

7. Throughout the proceedings in Massachusetts District Court, Keyhole has been represented by the same counsel from Fenwick & West, LLP that represents Google in this action.

I declare under the penalty of perjury that the foregoing is true and correct.

Executed on December 13, 2004 in Boston, Massachusetts.



H. Joseph Hameline