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5 Attorneys for Third Party  
 IPVALUE MANAGEMENT, INC.

6 UNITED STATES DISTRICT COURT  
 7 NORTHERN DISTRICT OF CALIFORNIA  
 8 SAN FRANCISCO DIVISION  
 9

10 GOOGLE, INC., and YOUTUBE, LLC,  
 11 Plaintiff(s),  
 12 v.  
 13 IPVALUE MANAGEMENT INC.,  
 14 Defendant.

Case No. C11-80016 MISC RS (BZ)

**DECLARATION OF SANJAY  
 PRASAD IN SUPPORT OF THIRD  
 PARTY IPVALUE MANAGEMENT,  
 INC.'S OPPOSITION TO GOOGLE,  
 INC.'S AND YOUTUBE, LLC'S  
 MOTION TO COMPEL  
 PRODUCTION OF DOCUMENTS**

1 I, Sanjay Prasad, declare as follows:


2 1. I am an attorney admitted to practice in California and before the United  
3 States Patent and Trademark Office. From approximately November 2005 to approximately  
4 February 2008, I was employed by IPVALUE Management, Inc. ("IPVALUE"), and held the  
5 positions of Vice President, IP Counsel and Head of India Operations. I submit this declaration  
6 in support of *IPVALUE's Opposition To Google, Inc.'s and YouTube, LLC's Motion To Compel*  
7 *Production of Documents from Third Party IPVALUE* ("Opposition"). I have personal  
8 knowledge of the facts set forth herein.

9 2. During the time of my tenure with IPVALUE, IPVALUE's business  
10 consisted of two major components: (1) the identification of patent commercialization  
11 opportunities, and (2) the conduct of the licensing or sales that comprise that commercialization.  
12 These functions were led and primarily conducted by the "Technology and Operations Group,"  
13 and the "Licensing Group," respectively. The Technology and Operations Group generally  
14 included technical and financial specialists. The Licensing Group focused on license  
15 negotiations, and its members were typically designated as "Vice President, Licensing." or  
16 similar titles including the word "Licensing."

17 3. From approximately April 2007 to February 2008 I was the attorney  
18 assigned to provide legal advice to support IPVALUE's efforts in connection with patent  
19 licensing discussions with Google and Yahoo regarding certain patents owned by Xerox. In  
20 connection with these patent licensing discussions, I advised IPVALUE regarding infringement  
21 of Xerox's patents by Google and Yahoo. I participated in in-person and telephone meetings  
22 with Google and Yahoo in connection with these assertions, and I advised IPVALUE regarding  
23 preparation for these meetings. I also advised IPVALUE regarding the counter-arguments  
24 presented to IPVALUE. The meetings in which I participated were led by the Licensing Group  
25 (Ms. Kumar). In addition, Xerox may have requested that IPVALUE generate materials, such as  
26 claim charts, for review by counsel for Xerox prior to the use of similar materials by IPVALUE  
27 in negotiations, and I advised IPVALUE to support such requests.

1           4.       During the course of negotiations with Google, IPVALUE received  
2 arguments in response to the patent assertion, such as arguments pertaining to non-infringement  
3 or invalidity of the patents at issue. I advised IPVALUE regarding the merits of Google's  
4 response, and was sometimes asked to participate in meetings to communicate IPVALUE's  
5 response to Google. In the matter at bar, the Licensing Group (Ms. Kumar) performed the  
6 "business functions" by leading the licensing negotiations, and my participation was strictly to  
7 provide legal advice and counseling to IPVALUE before, during, and after negotiations – and to  
8 explain legal positions and answer legal questions from Google's team.

9           I declare under penalty of perjury under the laws of the United States of America  
10 that the foregoing is true and correct. Executed in MOUNTAINVIEW, California on April 6,  
11 2011.

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