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17 Attorneys for Defendants
 18 MILLENIAL MEDIA, INC.

19 UNITED STATES DISTRICT COURT
 20 SOUTHERN DISTRICT OF CALIFORNIA

21 STREETSPLACE, INC.,

22 Plaintiff,

23 v.

24 GOOGLE INC.; ADMOB, INC.;
 25 MILLENNIAL MEDIA INC.; QUATTRO
 26 WIRELESS, INC.; NOKIA
 27 CORPORATION; NOKIA INC.; NAVTEQ
 28 CORPORATION; MILLENIAL MEDIA,
 INC.; JUMPTAP, INC.; and DOES 1 through
 20,

Defendants.

Case No. 3:10-CV-01757-LAB-AJB

**DECLARATION OF MILLENNIAL MEDIA,
 INC. IN SUPPORT OF MOTION TO TRANSFER
 VENUE TO THE NORTHERN DISTRICT OF
 CALIFORNIA**

Judge: Hon. Larry Alan Burns
 Hearing Date: March 14, 2010
 Time: 11:15 AM
 Courtroom: 9, 2nd Floor

Action Filed: August 23, 2010

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I, MICHAEL B. AVON, declare:

1. I am employed as Chief Financial Officer and Executive Vice President at Millennial Media, Inc. (“Millennial Media”) in Baltimore, Maryland. I have been employed by Millennial Media since 2009, though I was involved with Millennial Media as an investor since the company’s founding in 2006. I submit this declaration on behalf of Millennial Media in support of Defendants’ Motion to Transfer Venue to the Northern District of California. Unless otherwise indicated below, the statements in this declaration are based on either my personal knowledge or corporate records maintained by Millennial Media in the ordinary course of business.

2. Millennial Media is a Delaware corporation headquartered in Baltimore, Maryland, with offices in New York, New York; San Francisco, California; London, United Kingdom; with additional sales offices in Los Angeles, California; Chicago, Illinois; Detroit, Michigan; Dallas, Texas and, Atlanta, Georgia (together, the “Regional Offices”).

3. Millennial Media develops mobile advertising services.

4. I understand that in the Complaint filed against Millennial Media and other Defendants, Streetspace, Inc. (“Streetspace”) alleges that Millennial Media infringes U.S. Patent 6,847,969.

5. The research, design and development for Millennial Media’s advertising services take place in Baltimore and San Francisco, and virtually all of the documents and records relating to the research, design and development are located in Baltimore. Nearly all of the Millennial Media employees who have responsibilities for the design and development of Millennial Media’s advertising service are located in Baltimore, with a small number of such employees located in San Francisco.

6. Substantially all marketing, sales, and pricing decisions relating to Millennial

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Media's advertising services are made by individuals located in Baltimore, and virtually all Millennial Media business records relating to marketing, sales, pricing and revenue are located in Baltimore or one or more of the Regional Offices. All of the Millennial Media's employees who have responsibilities relating to marketing and sales reside in or near Baltimore or one or more of the Regional Offices.


7. Millennial Media is not aware of any witnesses with relevant information who reside in San Diego or elsewhere in the Southern District of California.

8. Millennial Media has no facilities of any kind in the Southern District of California.

9. For Millennial Media, litigation in the Northern District of California would be more convenient than litigation in the Southern District of California.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: January 20, 2011

By: 
Title: CFO and EVP
Millennial Media, Inc.