

EXHIBIT 14

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
MARSHALL DIVISION**

ROCKSTAR CONSORTIUM US LP and §
MOBILESTAR TECHNOLOGIES LLC, §
§
PLAINTIFFS, §
v. §
§ Civil Action No. 2:13-cv-00900-JRG
SAMSUNG ELECTRONICS CO., LTD., §
SAMSUNG ELECTRONICS AMERICA, §
INC., SAMSUNG § JURY TRIAL REQUESTED
TELECOMMUNICATIONS AMERICA, §
LLC, and GOOGLE, INC., §
§
DEFENDANTS. §

**DECLARATION OF DONALD POWERS IN SUPPORT OF PLAINTIFFS ROCKSTAR
CONSORTIUM US LP AND MOBILESTAR TECHNOLOGIES LLC'S RESPONSE IN
OPPOSITION TO DEFENDANTS' MOTION TO TRANSFER**

DECLARATION OF DONALD POWERS

I, Donald Powers, declare as follows:

1. I have been a member in good standing of the State Bar of Texas since 1986 and am Litigation Counsel for Rockstar Consortium US LP (“Rockstar”). I submit this declaration in support of Rockstar’s Response in Opposition to Defendants’ Motion to Transfer, which is filed herewith in the cases *Rockstar Consortium US LP, et al v. ASUSTek Computer, Inc., et al*, Case No. 2:13-cv-00894-JRG; *Rockstar Consortium US LP, et al v. HTC Corp., et al*, Case No. 2:13-cv-00895-JRG; *Rockstar Consortium US LP, et al v. LG Electronics Inc., et al*, Case No. 2:13-cv-00898-JRG; *Rockstar Consortium US LP, et al v. Pantech Co., Ltd., et al*, Case No. 2:13-cv-00899-JRG; *Rockstar Consortium US LP, et al v. Samsung Electronics Co., Ltd., et al*, Case No. 2:13-cv-00900-JRG; and *Rockstar Consortium US LP, et al v. ZTE Corp., et al*, Case No. 2:13-cv-00901-JRG.

2. Prior to my employment with Rockstar, I worked for Nortel for over 13 years as Senior Counsel in the Richardson, Texas, office. I began my employment with Nortel on February 2, 1998, and left the company in April 2011. I joined Rockstar in January 2012.

3. Based on my previous employment with Nortel and present employment with Rockstar, I have relevant knowledge regarding the instant suits, including knowledge of Nortel’s corporate organization and structure, Rockstar’s corporate organization and structure, documents investigated for purposes of this suit and locations of relevant documents and witnesses, and parties with first-hand knowledge about the patents-in-suit and activities related to those patents. I make this declaration based upon my own personal knowledge unless otherwise indicated herein, and if called as a witness, I could and would competently testify thereto.

4. I currently reside in Richardson, Texas, in the Eastern District of Texas, where I have lived for 17 years.

5. Rockstar and MobileStar Technologies LLC (“MobileStar”) are the assignee and the exclusive licensee, respectively, of the patents-in-suit, which were previously held by Nortel. Rockstar owns two of the patents-in-suit and previously owned the others, before assigning them to MobileStar.

6. Rockstar is a Delaware limited partnership. Rockstar Consortium Inc. is a British Columbia (Canadian) corporation with its office in Ottawa. The two companies are separate legal entities.

7. MobileStar is a subsidiary of Rockstar. MobileStar is based in Plano, Texas.

8. At the time Nortel filed for bankruptcy, its international headquarters was located in Ontario, Canada, and Nortel’s United States headquarters was located at 2221 Lakeside Boulevard in Richardson, Texas—less than one mile from the border of the Eastern District of Texas. This location was referred to as the Lakeside campus. On information and belief, the Lakeside campus was built in 1991 and encompassed over 800,000 square feet of office space, including two office buildings. At its peak around the year 2000, a little fewer than 10,000 employees worked for Nortel in the Dallas area, many of whom lived in the Eastern District of Texas.

9. In January 2009, at the time Nortel declared bankruptcy, over 2,000 employees worked at Nortel’s office in Richardson, Texas.

10. The equity owners of Rockstar are Apple Incorporated (“Apple”), BlackBerry Corporation (“BlackBerry”), Ericsson Incorporated (“Ericsson”), Microsoft Corporation (“Microsoft”) and Sony IPLA Holdings Inc. (“Sony”).

11. BlackBerry's United States headquarters is in Irving, Texas. Ericsson's United States headquarters is in Plano, Texas, within the Eastern District of Texas.

12. Microsoft is headquartered in Redmond, Washington.

13. Apple is headquartered in Cupertino, California.

14. Sony's United States headquarters is in New York City, New York. Its intellectual property operations are run from offices in New Jersey.

15. Rockstar's equity owners do not direct or control Rockstar's licensing efforts.

16. I understand that Lazard in New York and Global IP Law Group in Chicago advised Nortel in the auction process. The lead Lazard employee working on the Nortel intellectual property deal was David Descoteaux, who still works for Lazard in New York. Other advisory team members were Justin Lux, who now works for Portfolio Advisors in the New York City area; Colin Keenan, who now works for Brightwood Capital Advisors in New York City; Edouard Gueyffier, who now lives in the United Kingdom and works for Estin & Co.; and Kshitij Bhatia, who now lives in India and works for Warburg Pincus.

17. The United States Nortel representative is now in New York and the Canadian Nortel representative is in Ontario.

18. Rockstar Bidco LP, a separate entity from Rockstar, having separate management, is also based in New York.

19. When the sale of the patents-in-suit closed in 2011, many of the former Nortel employees who worked in the IP group were hired by Rockstar. Several of Nortel's Canadian employees involved in intellectual property were hired by a Canadian entity, Rockstar Consortium Inc., which was created as a vehicle to hire those former Nortel employees. The

Canadian entity entered into a services agreement to provide various intellectual-property-support services to Rockstar.

20. Rockstar originally conducted operations out of a portion of the former Nortel complex at the Lakeside campus that used to house the Nortel IP group. The company upgraded its facilities in August 2012 when it signed a 7-year lease at its current offices at Legacy Town Center in Plano, Texas, a short drive away from the Lakeside campus. In December 2012, Rockstar finished the build-out of the new Plano, Texas, office and completed its move to the new facilities, which are located in the Eastern District of Texas.

21. Rockstar's current offices are far more attractive and suitable than the former location, and Rockstar selected them to serve as a fully functional headquarters facility that would attract high-quality employees. The office contains 8,125 square feet with 10 assigned offices, two guest offices, seven work areas, and four conference rooms, in addition to storage space.

22. Rockstar has 15 full-time employees; five employees work full-time from the Plano, Texas, office, while the others spend significant time there.

23. Rockstar's Plano, Texas, office is the only office for the company, although some employees work out of their homes in addition to working from offices in the Plano, Texas, facilities. From the Plano, Texas, office, Rockstar employees engage in substantial licensing and litigation support work. Additionally, Rockstar's regular board meetings are held at the Plano, Texas, office. Rockstar's annual strategy sessions, requiring the attendance of many Rockstar employees, including all of Rockstar and Rockstar Consortium Inc.'s management, are also conducted in Plano, Texas.

24. Rockstar routinely sends licensing correspondence and executes contracts, including Non-Disclosure Agreements, from its Plano, Texas, office. When Rockstar initially formed, for a transitional period of time Rockstar would send licensing correspondence using Rockstar Consortium Inc.'s Ottawa address. Since Rockstar re-located to its current Plano, Texas, location, it has sent licensing correspondence and entered into agreements from its Plano, Texas, office. For example, since March 2012, Rockstar employees have signed non-disclosure and other agreements with a number of companies from its Plano, Texas, offices.

25. No employees of Rockstar live in California.

26. Of the eight Rockstar employees who likely have relevant information about this suit, three work full-time in the Plano office, one lives in Pennsylvania (John Veschi), one lives in Colorado (Chad Hilyard), one currently lives in North Carolina (Erik Fako), one lives in Massachusetts (Bruce Schofield), and one currently lives in Florida (Gillian McColgan). The three full-time employees in Plano who likely have relevant knowledge about this suit are myself, Mark Hearn, and Bernard Tiegerman. Mr. Tiegerman has lived in the Eastern District of Texas since 2000, when he started working for Nortel's Richardson, Texas office. With the exception of Mr. Hilyard, all of us formerly were employed by Nortel. I understand that Mr. Hearn has submitted his own declaration discussing his knowledge of facts and circumstances relevant to this suit. The additional five employees (Ms. McColgan, Mr. Veschi, Mr. Hilyard, Mr. Schofield and Mr. Tiegerman) all have relevant information related to infringement, damages and monetization, including possible licensing or sale, of the patents-in-suit. At least Messrs. Veschi and Hilyard also have relevant knowledge regarding Google's knowledge of the patents-in-suit.

27. Kasim Alfallahi, a Rockstar Board member and Chief IP officer at Ericsson, works at Ericsson, very close to Rockstar's Plano, Texas, office.

28. Randy Mishler, another Rockstar Board member and Senior Director of IP Licensing at BlackBerry, works in nearby Irving, Texas. Mr. Mishler is also a former Nortel patent attorney.

29. Rockstar's Plano, Texas, office contains hard drives from former Nortel and former Rockstar employees as well as boxes of hard copy documents pertaining to Nortel's licensing of the patents-in-suit, notes related to prior licensing meetings regarding the patents-in-suit, and internal patent prosecution files for the patents-in-suit. Additionally, the Plano office is equipped to access all electronic records at Rockstar Consortium Inc.'s Canada location.

30. Rockstar Consortium Inc. employs 21 employees in Canada – 19 in its office in Ottawa and two in Toronto. Certain of these employees routinely travel for work to Plano. Approximately four of these employees have relevant information about the lawsuit. It is significantly easier for these employees to travel from Ontario to the Eastern District of Texas than it is for them to travel to the Northern District of California, because the employees have support facilities in Texas and they are familiar with the Eastern District of Texas region by virtue of their routine travel there.

31. Willing third-party witnesses in this suit include former Nortel employees, and five named inventors of the patents-in-suit. The former Nortel employees include: Art Fisher, who was Nortel's Vice President of Intellectual Property Law from 1998-2004 and who currently resides in the Dallas area; and Richard Weiss, former Deputy Intellectual Property Counsel for Nortel, who currently resides in the Eastern District of Texas. Mr. Fisher and Mr. Weiss possess knowledge related to Nortel's licensing practices and policies during the years of

their employment. They can testify regarding what industries and technologies Nortel's patents, including the patents-in-suit, implicate. In addition, I understand that five named inventors of the patents-in-suit, William Colvin, Bruce Anthony Wootton, Matthew W. Poisson, Brian B. Egan and Marilyn French-St.George, have agreed to travel to the Eastern District of Texas to provide testimony.

32. Other cases filed by Rockstar in the Eastern District of Texas, including Case Nos. 2:13-cv-893, 894, 895, 896, 898, 899, and 901, as well as cases filed by Constellation Technologies and NetStar Technologies, other subsidiaries of Rockstar, including Case Nos. 2:13-cv- 1079 and 1080, will share certain facts with this case. The other cases consolidated with this matter also involve the same patents-in-suit as in this case, all involve common facts related to the circumstances of the auction and the corporate structure of Rockstar and its subsidiaries and affiliated companies.

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

Signed this 14th day of April, 2014.



Donald Powers