

does not respond to the allegations set forth in paragraphs 1 through 14 of Google's Answer, incorporated by reference in the Counterclaims, as no response is required.

6. P.U.M. admits the allegations set forth in paragraph 6 of Google's Counterclaims.

7. P.U.M. admits the allegations set forth in paragraph 7 of Google's Counterclaims.

8. P.U.M. denies the allegations set forth in paragraph 8 of Google's Counterclaims.

COUNT II: Declaratory Judgment of Non-Infringement of the '031 Patent

9. As to the allegations set forth in paragraph 9 of Google's Counterclaims, P.U.M. incorporates by reference each of its responses to paragraphs 1 through 8 above, and does not respond to the allegations set forth in paragraphs 1 through 14 of Google's Answer, incorporated by reference in the Counterclaims, as no response is required.

10. P.U.M. admits the allegations set forth in paragraph 10 of Google's Counterclaims.

11. P.U.M. admits the allegations set forth in paragraph 11 of Google's Counterclaims.

12. P.U.M. denies the allegations set forth in paragraph 12 of Google's Counterclaims.

COUNT III: Declaratory Judgment of Invalidity and/or Unenforceability of the '040 Patent

13. As to the allegations set forth in paragraph 13 of Google's Counterclaims, P.U.M. incorporates by reference each of its responses to paragraphs 1 through 12 above, and does not respond to the allegations set forth in paragraphs 1 through 14 of Google's Answer, incorporated by reference in the Counterclaims, as no response is required.

14. P.U.M. denies the allegations set forth in paragraph 14 of Google's Counterclaims.

**COUNT IV: Declaratory Judgment of Invalidity and/or
Unenforceability of the '031 Patent**

15. As to the allegations set forth in paragraph 15 of Google's Counterclaims, P.U.M. incorporates by reference each of its responses to paragraphs 1 through 14 above, and does not respond to the allegations set forth in paragraphs 1 through 14 of Google's Answer, incorporated by reference in the Counterclaims, as no response is required.

16. P.U.M. denies the allegations set forth in paragraph 16 of Google's Counterclaims.

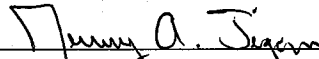
EXCEPTIONAL CASE

17. P.U.M. denies the allegations set forth in paragraph 17 of Google's Counterclaims.

PRAYER

WHEREFORE, Plaintiff and Counterclaim-Defendant P.U.M. respectfully requests that the relief Google requests be denied and that P.U.M. be granted the following relief with respect to Google's Counterclaims:

1. That judgment be entered in favor of P.U.M. on each of Google's Counterclaims, and that Google take nothing by reason of its Counterclaims;
2. That P.U.M. be awarded its attorneys' fees and costs of suit incurred in defense of Google's Counterclaims; and
3. Such other and further relief as the Court may deem just and proper.



Karen Jacobs Loudon (#2881)

Jeremy A. Tigan (#5239)

1201 N. Market Street

P.O. Box 1347

Wilmington, DE 19899-1347

(302) 658-9200

klouden@mnat.com

jtigan@mnat.com

Attorneys for Personalized User Model, L.L.P.

OF COUNSEL:

Marc S. Friedman

SONNENSCHN NATH &
ROSENTHAL LLP

1221 Avenue of the Americas

New York, NY 10020-1089

(212) 768-6700

Jimmy M. Shin

Yar R. Chaikovsky

Jennifer D. Bennett

SONNENSCHN NATH &
ROSENTHAL LLP

1530 Page Mill Road, Ste. 200

Palo Alto, CA 94304-1125

(650) 798-0300

September 30, 2009

3134721

CERTIFICATE OF SERVICE

I hereby certify that on September 30, 2009, I caused the foregoing to be electronically filed with the Clerk of the Court using CM/ECF which will send electronic notification of such filing to all registered participants.

Additionally, I hereby certify that true and correct copies of the foregoing were caused to be served on September 30, 2009 upon the following individuals in the manner indicated:

BY E-MAIL AND HAND DELIVERY

Richard L. Horwitz
David E. Moore
D. Fon Muttamara-Walker
POTTER ANDERSON & CORROON LLP
1313 N. Market St., 6th Floor
Wilmington, DE 19801
rhowitz@potternanderson.com
dmoore@potteranderson.com
fmuttamara-walker@potteranderson.com

BY E-MAIL

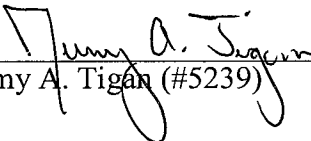
Brian C. Cannon
QUINN EMANUEL URQUHART OLIVER
& HEDGES, LLP
briancannon@quinnemanuel.com

Charles K. Verhoeven
QUINN EMANUEL URQUHART OLIVER
& HEDGES, LLP
charlesverhoeven@quinnemanuel.com

David A. Perlson
QUINN EMANUEL URQUHART OLIVER
& HEDGES, LLP
davidperlson@quinnemanuel.com

Antonio R. Sistos
QUINN EMANUEL URQUHART OLIVER
& HEDGES, LLP
antoniosistos@quinnemanuel.com

Eugene Novik
QUINN EMANUEL URQUHART OLIVER
& HEDGES, LLP
eugenenovikov@quinnemanuel.com



Jeremy A. Tigan (#5239)