

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

XEROX CORPORATION,)	REDACTED
)	PUBLIC VERSION
Plaintiff,)	
)	
v.)	
)	C.A. No. 10-136-LPS
GOOGLE INC., YAHOO! INC., RIGHT)	
MEDIA INC., RIGHT MEDIA LLC,)	
YOUTUBE, INC., and YOUTUBE, LLC,)	
)	
Defendants.)	

**DECLARATION OF STEVE SHIN IN SUPPORT OF XEROX CORPORATION'S
ANSWERING LETTER BRIEF CONCERNING PRIVILEGE ISSUES**

I, Steve Shin, hereby declare as follows:

1. I am a Vice President, IP Counsel in the Legal Group of IPVALUE Management, Inc. ("IPValue"), and have been in my position since June 2008. I submit this declaration in support of Xerox Corporation's ("Xerox") Answering Letter Brief Concerning Privilege Issues. I have personal knowledge of the facts set forth herein, and, if called upon to testify hereto, I am competent to do so and would do so.

2. In my capacity as Vice President, IP Counsel, I advise IPValue regarding legal issues, such as patent infringement theories and defenses to patent assertions. I have recently described the nature of my legal work at IPValue in a declaration I submitted to the Northern District of California in support of IPValue's Opposition to Google Inc.'s and YouTube LLC's Motion to Compel Production of Documents. I understand that Xerox will submit that declaration in support of its efforts to maintain common-interest privilege over privileged attorney-client communications and attorney work product shared between Xerox and IPValue.

3. In performing services for other companies, the business of IPValue consists of two major components: (1) the identification of patent commercialization opportunities, and (2) the conduct of the licensing or sales that comprise that commercialization.

4. IPValue's work in connection with Xerox's patent assertions against Google Inc. ("Google") and Yahoo! Inc. ("Yahoo!") is performed pursuant to a December 31, 2008 Master Services Agreement. Prior to December 31, 2008, IPValue's engagement with Xerox was governed by a similar Master Services Agreement signed in 2003. Under these agreements, IPValue is entitled to a commission to the extent Xerox realizes any revenue as a result of its patent assertions against companies such as Google and Yahoo!.

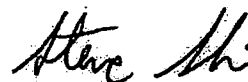
5. I have provided legal advice to IPValue concerning its efforts to assert and license Xerox's patent portfolio, including the assertion of Xerox patents against Google and Yahoo!. I have provided legal advice to IPValue concerning, *inter alia*, (a) the infringement of Xerox's patents by Google and Yahoo, (b) preparation for meetings and negotiations with Google and (c) responding to Google's positions regarding Xerox's assertion arguments. In that regard, I have drafted and revised documents such as claim charts and other materials. Other IPValue attorneys have performed similar legal work with respect to Xerox's patent assertions, including Keith Wilson, Senior Vice President, Legal, and former IPValue IP Counsel Mitchell Rosenfeld and Sanjay Prasad.

6. To further both companies' shared interest in successfully licensing or asserting Xerox intellectual property, legal analysis and advice generated by me or by other IPValue attorneys is often shared with Xerox attorneys and other employees working on licensing and assertion matters. For the same reason, Xerox has shared legal analysis and advice generated by its attorneys with IPValue attorneys and other employees working on licensing and assertion

matters. Given the pervasive role that patent law and licensing law issues have in the parties' relationship, this mutual sharing of privileged information is invaluable in formulating common legal positions and strategy and in allowing IPValue effectively to represent Xerox's interests in licensing negotiations.

7. In order for me to fully and effectively advise my client, IPValue, it is necessary that I be able to communicate freely with Xerox and its attorneys concerning licensing and assertion matters and to share privileged analysis and advice with Xerox and its attorneys as required. Accordingly, both IPValue and Xerox have shared privileged material with each other with the expectation that such material will remain privileged and confidential in view of both companies' common interest in successfully licensing or asserting Xerox intellectual property. This material would not be shared absent such expectations of confidentiality, nor would it be shared but for the need for Xerox and IPValue to secure legal representation and advice concerning matters directly affecting the legal interests of both companies. Thus, at all times, the privileged communications shared between Xerox and IPValue have been kept confidential, and are not disclosed to any other party.

8. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed in Bridgewater, New Jersey on June 24, 2011.



Steve Shin