

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

SKYLINE SOFTWARE SYSTEMS, INC.,

Plaintiff,

v.

KEYHOLE, INC., and
GOOGLE INC.

Defendants.

CIVIL ACTION NO. 06-10980 DPW

**DECLARATION OF CAROLYN CHANG IN SUPPORT OF DEFENDANTS'
MOTIONS FOR SUMMARY JUDGMENT OF NONINFRINGEMENT AND
ANTICIPATION**

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I, Carolyn Chang, declare as follows:

1. I am an attorney with Fenwick & West, LLP, counsel for Defendants Keyhole, Inc. and Google Inc. (collectively, “Google” or “Defendants”) in this matter. I make this declaration of my own personal knowledge and would competently testify thereto if called upon to do so.

2. Attached as Exhibit 1 to this Declaration is a true and correct copy of U.S. Patent No. 6,496,189 (“the ’189 patent), entitled “Remote Landscape Display and Pilot Training,” which issued on December 17, 2002.

3. Attached as Exhibit 2 to this Declaration are true and correct copies of relevant excerpts from the ’189 patent prosecution history file obtained from the U.S. Patent and Trademark Office. The excerpts include the Original Application submitted by the applicants during prosecution of the application that issued as the ’189 patent. The Original Application was produced by Google in this litigation as GOOG 000026 through GOOG 000066. The excerpts also include the July 5, 2001 Office Action issued by the examiner during prosecution of the application that issued as the ’189 patent. The July 5, 2001 Office Action was produced by Google in this litigation as GOOG 000102 through GOOG 000115. Also included is the October 4, 2001 Amendment submitted by the applicants during prosecution of the application that issued as the ’189 patent. The October 4, 2001 Amendment was produced by Google in this litigation as GOOG 000116 through 000119. Also included is the November 27, 2001 Office Action issued by the examiner during prosecution of the application that issued as the ’189 patent. The November 21, 2001 Office Action was produced by Google in this litigation as GOOG 000130 through GOOG 000138. The excerpt also includes the February 27, 2002 Amendment submitted by the applicants during prosecution of the application that issued as the

'189 patent. The February 27, 2002 Amendment was produced by Google in this litigation as GOOG 000143 through GOOG 000154.

4. Attached as Exhibit 3 to this Declaration is a true and correct copy of Plaintiff's Supplemental Answers and Objections to Keyhole's Interrogatories (Nos. 1, 2, 3, 4, 5, 6, and 10), served by Skyline on September 22, 2006. Portions of Exhibit 3 contain information designated Confidential or Highly Confidential pursuant to the Protective Order. Exhibit 3 is being filed under seal.

5. Attached as Exhibit 4 to this Declaration is a true and correct copy of this Court's March 24, 2006 Memorandum and Order filed on March 24, 2006 as Docket Entry # 96 in Civil Action No. 04-11129-DPW.

6. Attached as Exhibit 5 to this Declaration is a true and correct of this Court's November 16, 2006 Memorandum and Order filed on November 16, 2006 as Docket Entry # 5 in Civil Action No. 06-10980-DPW.

7. Attached as Exhibit 6 to this Declaration are true and correct copies of source code excerpts printed out from Google's source code production on a CD Bates labeled G-SC_00005. The source code produced on CD G-SC_00005 was obtained from Google and is the source code for the Google Earth client software as of June 12, 2006. Exhibit 6 was designated Highly Confidential – Restricted Electronic Media pursuant to the Protective Order and is being filed under seal.

8. Attached as Exhibit 7 to this Declaration is a true and correct copy of the July 10, 2006 Expert Report of Dinesh Manocha, Ph.D., served by Skyline on July 10, 2006. Portions of Exhibit 7 contain information designated Confidential or Highly Confidential pursuant to the Protective Order. Exhibit 7 is being filed under seal.

9. Attached as Exhibit 8 to this Declaration is a true and correct copy of the August 11, 2006 Rebuttal Expert Report of Dinesh Manocha, Ph.D., served by Skyline on August 11, 2006. Portions of Exhibit 8 contain information designated Confidential or Highly Confidential pursuant to the Protective Order. Exhibit 8 is being filed under seal.

10. Attached as Exhibit 9 to this Declaration is a true and correct copy of the December 8, 2006 Expert Report of Dinesh Manocha, Ph.D., served by Skyline on December 8, 2006. Portions of Exhibit 9 contain information designated Confidential or Highly Confidential pursuant to the Protective Order. Exhibit 9 is being filed under seal.

11. Attached as Exhibit 10 to this Declaration is a true and correct copy of the December 22, 2006 Rebuttal Expert Report of Dinesh Manocha, Ph.D., served by Skyline on December 22, 2006. Portions of Exhibit 10 contain information designated Confidential or Highly Confidential pursuant to the Protective Order. Exhibit 10 is being filed under seal.

12. Attached as Exhibit 11 to this Declaration are true and correct copies of relevant excerpts from the official transcript of the deposition of Mark Aubin taken on June 7, 2006. The transcript is an accurate reflection of the proceedings. Portions of Exhibit 11 contain information designated Confidential or Highly Confidential pursuant to the Protective Order. Exhibit 11 is being filed under seal.

13. Attached as Exhibit 12 to this Declaration are true and correct copies of relevant excerpts from the official transcripts of the depositions of Michael T. Jones, in his personal capacity and as a witness for Google pursuant to Federal Rule of Civil Procedure 30(b)(6), taken on June 26, 2006, June 27, 2006, and December 1, 2006. The transcripts are an accurate reflection of the proceedings. Portions of Exhibit 12 contain information designated Confidential or Highly Confidential pursuant to the Protective Order. Exhibit 12 is being filed

under seal.

14. Attached as Exhibit 13 to this Declaration are true and correct copies of relevant excerpts from the official transcript of the deposition of Phillip Keslin, taken on June 1, 2006. The transcript is an accurate reflection of the proceedings. Portions of Exhibit 13 contain information designated Confidential or Highly Confidential pursuant to the Protective Order. Exhibit 13 is being filed under seal.

15. Attached as Exhibit 14 to this Declaration are true and correct copies of relevant excerpts from the official transcript of the depositions of Stephen Lau, taken on June 21, 2006 and June 22, 2006. The transcripts are an accurate reflection of the proceedings.

16. Attached as Exhibit 15 to this Declaration are true and correct copies of relevant excerpts from the rough transcript of the deposition of Dinesh Manocha, taken on June 8, 2006. As of the date of the filing of this Declaration, the parties have not received a copy of the official transcript of the deposition of Dinesh Manocha. The rough transcript is an accurate reflection of the proceedings. Portions of Exhibit 15 contain information designated Confidential or Highly Confidential pursuant to the Protective Order. Exhibit 15 is being filed under seal.

17. Attached as Exhibit 16 to this Declaration are true and correct copies of relevant excerpts from the transcript of the deposition of Brian McClendon, taken on June 6, 2006. The transcript is an accurate reflection of the proceedings. Portions of Exhibit 16 contain information designated Confidential or Highly Confidential pursuant to the Protective Order. Exhibit 16 is being filed under seal.

18. Attached as Exhibit 17 to this Declaration are true and correct copies of relevant excerpts from the transcript of the deposition of John Rohlf, taken on June 28, 2006. The transcript is an accurate reflection of the proceedings. Portions of Exhibit 17 contain information

designated Confidential or Highly Confidential pursuant to the Protective Order. Exhibit 17 is being filed under seal.

19. Attached as Exhibit 18 to this Declaration are true and correct copies of relevant excerpts from the transcript of the deposition of Edward Ruben, taken on May 31, 2006. The transcript is an accurate reflection of the proceedings. Portions of Exhibit 18 contain information designated Confidential or Highly Confidential pursuant to the Protective Order. Exhibit 18 is being filed under seal.

20. Attached as Exhibit 19 to this Declaration are true and correct copies of relevant excerpts from the transcript of the deposition of Aharon (Ronnie) Yaron, taken on May 25, 2006. The transcript is an accurate reflection of the proceedings. Portions of Exhibit 19 contain information designated Confidential or Highly Confidential pursuant to the Protective Order. Exhibit 19 is being filed under seal.

21. Attached as Exhibit 20 to this Declaration are true and correct copies of excerpts from the TerraVision source code printed from CD G_T 0020, which was produced by Google in this litigation. The source code on G_T 0020 was obtained from Stephen Lau, and authenticated by Mr. Lau at his deposition. Exhibit 14 at 216:6-217:24; *see also* 218:17-224:19

22. Attached as Exhibit 21 to this Declaration is a true and correct copy of a document entitled, "Magic Final Report." Exhibit 21 was produced by Google in this lawsuit as GOOG 000358 through GOOG 000370. Exhibit 21 was authenticated by Stephen Lau at his deposition as describing the status of the TerraVision project as of May 1996. Exhibit 14 at 60:2-7; *see also* 57:12-58:6 and 59:18-60:14.

23. Attached as Exhibit 22 to this Declaration is a true and correct copy of an article from the IEEE Network, the Magazine of Global Information Exchange, entitled "The MAGIC

Project: From Vision to Reality.” Exhibit 22 was produced by Google in this lawsuit as GOOG 000346 through 000357. A different copy of Exhibit 22 (GOOG 025560-25570) was authenticated by Stephen Lau at his deposition as accurately describing the TerraVision system as of May/June 1996. Exhibit 14 at 106:20-107:3; *see also* 103:17-105:17.

24. Attached as Exhibit 23 to this Declaration is a true and correct copy of SRI International’s Technical Note No. 540, entitled “TerraVision: A Terrain Visualization System.” Exhibit 23 was produced by Google in this lawsuit as GOOG 000371 through GOOG 00390. Exhibit 23 was authenticated by Stephen Lau at his deposition as accurately describing the TerraVision system as of April 22, 1994. Exhibit 14 at 97:8-12; *see also* 95:4-97:12.

25. Attached as Exhibit 24 to this Declaration is a true and correct copy of a video produced by Google in this lawsuit as G-T 00018. Exhibit 24 was produced by Stephen Lau and authenticated by him at his deposition as a video prepared in the summer of 1994 to demonstrate the TerraVision system. Exhibit 14 at 168:24-169:12; *see also* 163:1-169:21. Exhibit 24 is a physical exhibit and is being manually filed.

26. Attached as Exhibit 25 to this Declaration is a true and correct copy of information my firm ordered from ACM SIGGRAPH, an organization responsible for the annual SIGGRAPH computer graphics conference, in particular the SIGGRAPH ’95 conference. Exhibit 25 was produced by Google in this lawsuit on a CD labeled G-T 00021.

27. Attached as Exhibit 26 is an article by Marke Clinger, entitled “GraphicsNet ’95: Integrated voice, video, graphics, and data networking using asynchronous transfer mode (ATM),” *ACM SIGGRAPH Computer Graphics*, 30 (1), pp. 10-18 (Feb. 1996).

28. Attached as Exhibit 27 to this Declaration is a true and correct copy of the transcript of the November 1, 2006 Motion Hearing on the issue of claim construction before the

Honorable Douglas P. Woodlock. The transcript is an accurate reflection of the proceedings.

29. Attached as Exhibit 28 is a true and correct copy of an e-mail I received from counsel for Skyline on January 16, 2007 regarding identification of asserted claims in this lawsuit.

30. Attached as Exhibit 29 is a true and correct copy of the confidential version of the Declaration of Michael T. Jones in Support of Defendants' Opposition to Plaintiff's Motion for Preliminary Injunction filed under seal on February 3, 2006. Portions of Exhibit 29 were designated Confidential or Highly Confidential pursuant to the Protective Order. Exhibit 29 is being filed under seal.

31. Attached as Exhibit 30 is a true and correct copy of the excerpts of the Visual Proceedings from the SIGGRAPH '95 conference held in Los Angeles, California. Exhibit 30 provided by Stephen Lau and produced by Google in this lawsuit as GOOG 017566-69, GOOG 17691. Exhibit 30 was authenticated by Stephen Lau at his deposition. Exhibit 14 at 201:5-202:8.

32. Attached as Exhibit 31 is a true and correct copy of is a copy of a poster representing a display at Supercomputer '95 ("SC '95"), provided by Stephen Lau and produced by Google in this lawsuit as GOOG 26467. Exhibit 31 was authenticated by Stephen Lau at his deposition. Exhibit 14 at 108:11-110:10.

33. Attached as Exhibit 32 is a true and correct copy of excerpts of the proceedings from the 1994 MAGIC Technical Symposium containing scripts describing TerraVision before August 1994. Exhibit 32 was provided by Stephen Lau and produced by Google in this lawsuit as GOOG 26931-35, GOOG 26967-84. Exhibit 32 was authenticated by Stephen Lau at his deposition. Exhibit 14 at 158:11-162:23.

34. Attached as Exhibit 33 is a true and correct copy of excerpts of the proceedings from the 1995 MAGIC Technical Symposium with images depicting TerraVision as of August 1995. Exhibit 33 was provided by Stephen Lau and produced by Google as GOOG 021033-36, GOOG 21112-28. Exhibit 33 was authenticated by Stephen Lau at his deposition. Exhibit 14 at 194:22-196:22.

35. Attached as Exhibit 34 to this Declaration is a true and correct copy of the TerraVision source code CD G_T 0020, which was produced by Google in this litigation, excerpts of which are attached as Exhibit 20. The source code on CD G_T 0020 was obtained from Stephen Lau, and authenticated by Mr. Lau at his deposition. Exhibit 14 at 216:6-217:24; *see also* 218:17-224:19. Exhibit 34 is a physical exhibit and is being manually filed.

36. Attached as Exhibit 35 to this Declaration is a true and correct copy of Skyline's Responses to Defendants' Request for Admissions, Request No. 1, served by Skyline on July 28, 2006.

37. Attached as Exhibit 36 to this Declaration is a true and correct copy of an exhibit to the deposition of Skyline's expert, Dinesh Manocha taken on January 8, 2007. The parties have not yet received a final certified copy of the transcript of Dr. Manocha's deposition and the exhibits used during the deposition. However, my firm contacted the court reporting service and obtained from them a copy of the exhibit Dr. Manocha created, outlining his infringement contentions regarding certain limitations of the '189 patent (*see* rough transcript of Manocha Depo, Ex. 15 above, at 298:7-199:6; 207:18; 245:6-11).

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. This declaration is executed this 19th day of January, 2007, in Mountain View, California.

/s/ Carolyn Chang

Carolyn Chang

