UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

RED BEND LTD. and
RED BEND SOFTWARE INC.,
 	
                    Plaintiffs,
       v.
 	
GOOGLE INC.,
 	
                    Defendant.
	CIVIL ACTION
	NO. 09-cv-11813

GOOGLE INC.,
 	
                    Counterclaim-Plaintiff,
       v.
 	
RED BEND LTD. and
RED BEND SOFTWARE INC.,
 	
                    Counterclaim-Defendants.	

**SECOND DECLARATION OF SUSAN BAKER MANNING IN SUPPORT OF
DEFENDANT AND COUNTERCLAIM-PLAINTIFF GOOGLE INC.'S
OPPOSITION TO RED BEND'S MOTION FOR A PRELIMINARY INJUNCTION**

I, Susan Baker Manning, declare as follows:

1. I am over 18 years of age. I am a partner of Bingham McCutchen

LLP, counsel for defendant and counterclaim-plaintiff Google Inc. I have personal

knowledge of the facts stated herein, except those stated on information and belief, and, if

called upon, could and would testify competently to them. I make this declaration in support

of Google Inc.'s Surreply in Support of Its Opposition to Red Bend's Motion for a

Preliminary Injunction.

2. Attached as Exhibit 38 is a true and correct copy of the Attorneys-

Eyes-Only confidential transcript of the April 2, 2010 deposition of Terry H. Korn, Red

Bend's proffered economic expert.

3. Attached as Exhibit 39 is a true and correct copy of a document

received from the U.S. Patent and Trademark Office entitled "Decision Granting Ex Parte

A/73342222.1

Reexamination." This document was produced with the bates numbers GOOG-00040016 through GOOG-00040043.
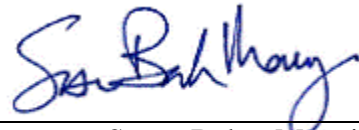
4.   Attached as Exhibit 40 is a true and correct copy of the Attorneys-Eyes-Only confidential portion of the transcript of the March 12, 2010 deposition of W. Christopher Bakewell, Google's economic expert.

5.   Attached as Exhibit 41 is a true and correct copy of the public portion of the transcript of the March 12, 2010 deposition of Mr. Bakewell.

6.   Attached as Exhibit 42 is a true and correct copy of the confidential portion of the transcript of the March 12, 2010 deposition of Mr. Bakewell.

I declare under penalty of perjury that the foregoing is true and correct. Executed on April 8, 2010, in Washington, D.C.

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Susan Baker Manning