

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

**ROCKSTAR CONSORTIUM US LP
AND NETSTAR TECHNOLOGIES
LLC,**

Plaintiff,

v.

GOOGLE INC.,

Defendant.

Civil Action No. 2:13-cv-893

JURY TRIAL DEMANDED

**DECLARATION OF DONALD POWERS IN SUPPORT OF PLAINTIFFS' RESPONSE
TO GOOGLE'S MOTION TO TRANSFER VENUE**

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 Consortium"), one of the Plaintiffs in this action. I submit this declaration in support of Plaintiffs' Response to Google's Motion to Transfer Venue, which is filed herewith.

2. Based on my employment with Nortel and Rockstar Consortium, I have relevant knowledge regarding the instant suit, including knowledge of Nortel's corporate organization and structure, Rockstar Consortium'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.

3. Prior to my employment with Rockstar Consortium, 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 Consortium in January 2012.

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

5. Rockstar Consortium and NetStar Technologies LLC (“NetStar”) are the assignee and the exclusive licensee, respectively, of the patents-in-suit, which were previously held by Nortel.

6. 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.

7. The Lakeside campus encompassed over 800,000 square feet of office space, including two office buildings. At its peak around the year 2000, when the first of the patents-in-suit issued, a little fewer than 10,000 employees worked for Nortel in the Dallas area, many of whom lived in the Eastern District of Texas.

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

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

10. BlackBerry and Ericsson have their United States headquarters in the Dallas area. BlackBerry's United States headquarters is in Irving, Texas, and Ericsson's United States headquarters is in Plano. There are relevant witnesses and documents in these offices related at least to the acquisition of the patents-in-suit and Rockstar Bidco.

11. Microsoft is headquartered in Redmond, Washington.

12. Apple is headquartered in Cupertino, California.

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

14. 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.

15. The United States Nortel entity is now in New York and the Canadian Nortel entities are in Ontario.

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

17. 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 Consortium. 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 Consortium.

18. Rockstar Consortium 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 Consortium finished the build-out of the new Plano office and completed its move to the new facilities, which are located in the Eastern District of Texas.

19. The current offices are far more attractive and suitable than the former location, and Rockstar Consortium 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, 2 guest offices, 7 work areas, and 4 conference rooms in addition to storage space.

20. Rockstar Consortium's Plano 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 facilities.

21. Rockstar Consortium has 15 full-time employees. 5 employees work full-time from the Plano office, while the others spend significant time there.

22. No employees of Rockstar Consortium live in California.

23. Of the 7 Rockstar Consortium employees who likely have relevant information about this suit, 3 work full-time in the Plano office, 2 live in Pennsylvania (John Veschi and Shival Virmani), 1 lives in Colorado (Chad Hilyard), and 1 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 exceptions of Messrs. Virmani and 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 5 employees (Ms. McColgan, Mr. Veschi, Mr. Virmani, Mr. Hilyard, and Mr. Tiegerman) all have relevant info related to damages and monetization, including possible licensing or sale, of the patents-in-suit. At least Mr. Veschi also has relevant knowledge regarding Google's knowledge of the patents-in-suit.

24. The Plano office also contains hard drives from former Nortel and former Rockstar Consortium employees as well as boxes full of hard copy documents pertaining to the licensing history 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.

25. Rockstar Consortium Inc. employs 21 employees in Canada – 19 in its office in Ottawa and 2 in Toronto. These employees routinely travel for work to Plano. Approximately 4 or fewer 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, they are well-acquainted with the flights, airports, and routes involved in the commute, and they are familiar with the E.D. Tex. region by virtue of their routine travel there.

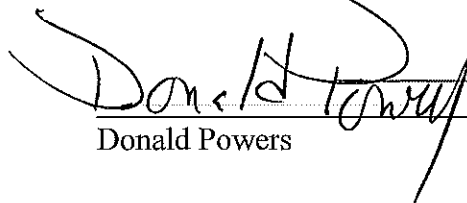
26. NetStar is an exclusive licensee of the patents-in-suit. NetStar is a subsidiary of Rockstar Consortium. NetStar is based in Plano but has no employees who are not also employees of Rockstar Consortium.

27. Willing third-party witnesses in this suit include Richard Weiss, former Deputy Intellectual Property Counsel for Nortel, and Bruce Garlick, who was the prosecuting attorney for the patents-in-suit. In addition, the inventors of the patents-in-suit should be contacted through counsel.

28. Other cases filed by Rockstar Consortium in the Eastern District of Texas, including Case Nos. 2:13-cv-894, 895, 896, 898, 899, 900, and 901, as well as cases filed by Constellation Technologies, a subsidiary of Rockstar Consortium, including Case Nos. 2:13-cv-1079 and 1080, will share facts with this case. Although the concurrently filed suits involve different patents, 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 20th day of February, 2014, at Plano, Texas.


Donald Powers

CERTIFICATE OF SERVICE

I hereby certify that all counsel of record, who are deemed to have consented to electronic service are being served this 20th day of February, 2014 with a copy of this document via the Court's CM/ECF system per Local Rule CD-5(a)(3).

/s/ Justin A. Nelson