

**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 MARK HEARN IN SUPPORT OF PLAINTIFFS' RESPONSE TO
GOOGLE'S MOTION TO TRANSFER VENUE**

I, Mark Hearn, declare as follows:

1. I am Senior Licensing Counsel for Rockstar Consortium US LP ("Rockstar Consortium"), one of the Plaintiffs in this action. Prior to my employment with Rockstar, I was employed by Nortel for over 13 years as Senior Counsel, and I worked at Nortel's Richardson, Texas office. I submit this declaration in support of Plaintiffs' Response to Google's Motion to Transfer Venue, which is filed herewith. 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.

2. I lived in the Eastern District of Texas from 1989 to 2003, and I currently reside in Dallas, Texas, in the Northern District of Texas. I currently work out of Rockstar Consortium's Plano, Texas office.

3. Numerous other former Nortel employees with knowledge relevant to this lawsuit—including knowledge about willfulness, Google’s knowledge of the patents-in-suit, and the licensing and monetization efforts regarding the patents-in-suit—also continue to work or reside in or near the Eastern District of Texas. These individuals include Raj Krishnan, who lives and works in the Dallas area and who met to discuss the patents-in-suit with Google in 2010; Art Fisher, the former Vice President of Intellectual Property at Nortel, who works in the Dallas area; and Richard Weiss, the former Deputy Intellectual Property Counsel at Nortel, who works primarily in the Dallas area and lives in the Eastern District of Texas.

4. At various times dating back to at least 2000, including at the time of Nortel’s bankruptcy, Nortel’s Intellectual Property Law Group was run from the Lakeside campus at 2221 Lakeside Boulevard in Richardson, Texas. For the majority of that time period, Nortel’s licensing activities were handled exclusively by the IP Law Group. Many members of that group lived and worked in the Dallas area up to and including the time when Nortel declared bankruptcy.

5. After the bankruptcy, Nortel accelerated the process of laying off its employees. Many of the employees who remained with the company, including many within the IP Law Group, focused on Nortel’s patent assets. This work included preparing the patents for auction and monetizing Nortel’s patents, including the patents-in-suit.

6. As part of my employment with Nortel, I personally attended a meeting with Google about the patents-in-suit in 2010. That meeting was also attended by Raj Krishnan and John Veschi, among others, who were all part of the intellectual property team at Nortel.

7. At the 2010 discussions with Google, Nortel employees presented claim charts to Google regarding the manner in which Google infringes the patents-in-suit directly and through third parties.

8. The patents-in-suit that had then issued were the only patents where Nortel presented claim charts to Google.


9. Many documents concerning patent monetization regarding the patents-in-suit, including communications with Google about the patents-in-suit and notifications of infringement, have resided in or near the Eastern District of Texas since the time of their creation in the Nortel era.

10. At the 2011 auction of Nortel's patents, a group of companies operating as Rockstar Bidco US LP ("Rockstar Bidco") outbid Google and acquired a number of patents, including the patents-in-suit, for \$4.5 billion, following a \$900 "stalking horse" bid made by Google. Rockstar Bidco, a Delaware LP, was formed by the Rockstar group as the acquisition vehicle for the patents.

11. Rockstar Bidco later transferred the patents-in-suit to Rockstar Consortium.

I declare under penalty of perjury that the foregoing is true and correct.

Signed this 20th day of February, 2014, at Plano, Texas.



Mark Hearn

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