

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION

MIRROR WORLDS, LLC,

Plaintiff,

v.

APPLE INC.,

Defendant.

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Civil Action No. 6:08-CV-88 LED

JURY TRIAL DEMANDED

**DECLARATION OF NICHOLAS A. BROWN IN SUPPORT OF APPLE INC.'S
MOTION FOR LEAVE TO FILE ITS FIRST AMENDED ANSWER, AFFIRMATIVE
DEFENSES AND COUNTERCLAIMS**

I, Nicholas A. Brown, declare as follows:

1. I am a member of the State Bar of California and a partner of the law firm of Weil, Gotshal & Manges LLP, counsel of record for Apple, Inc. in this case. I have personal knowledge of the facts stated in this Declaration and, if called upon as a witness, could and would testify competently thereto.

2. In conjunction with its investigation of Apple's Piles work and U.S. Patent No. 6,613,101 as prior art, Apple investigated whether Mirror Worlds Technologies' Scopeware product infringed Apple's '101 patent. As of the November 3, 2008 date for amendment of pleadings without leave, Apple was evaluating its patent infringement counterclaim.

3. Apple concluded its investigation and decision-making process related to that claim over the following weeks. Once its evaluation was complete, Apple promptly filed an amended pleading that included a counterclaim for infringement of the '101 patent and added

Mirror Worlds Technologies as a counterclaim defendant. Apple's filing was dated November 25, 2008, approximately three weeks after the deadline for filing without leave.

4. Over the first two weeks of December, I met and conferred with counsel for Mirror Worlds about Apple's request for leave to file its new counterclaim.

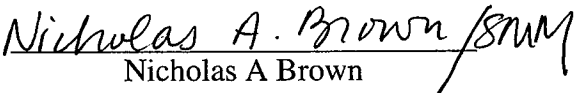
5. After multiple calls over the first ten days of December, Mirror Worlds advised that it would need until December 16, 2008 to decide whether or not it would consent to Apple's request. Attached hereto as Exhibit A is a December 11, 2008 email from me to counsel for Mirror Worlds memorializing their agreement to provide a final decision by December 16, 2008.

6. On December 16, counsel for Mirror Worlds stated that Mirror Worlds would oppose a motion for leave to file an amended answer. Attached hereto as Exhibit B is a true and correct copy of the December 16, 2008 letter from Kenneth Stein, counsel for Mirror Worlds, advising Apple of its decision.

7. Attached hereto as Exhibit C is a true and correct copy of Mirror Worlds LLC's Initial Disclosures, dated November 5, 2008.

Executed on this 23rd day of December at Redwood Shores, California.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.


Nicholas A Brown