

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

**ALOFT MEDIA, LLC,**

**Plaintiff,**

**v.**

**YAHOO!, INC., et al.,**

**Defendants.**

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**Civil Action No. 6:08-cv-509**

**JURY TRIAL DEMANDED**

**DECLARATION OF CHRISTOPHER M. EDGEWORTH IN SUPPORT  
OF PLAINTIFF ALOFT MEDIA LLC’S RESPONSE TO DEFENDANTS’  
MOTION TO TRANSFER PURSUANT TO 28 U.S.C. § 1404(a)**

1. My name is Christopher M. Edgeworth. I submit this Declaration in support of the Plaintiff Aloft Media LLC’s Response to Defendants’ Motion to Transfer Pursuant to 28 U.S.C. § 1404(a).

2. I am over 18 years of age, and my business address is 211 W. Tyler St., Suite C, Longview, Texas 75601. I also reside in Longview, Texas. I am fully competent to make this affidavit. I have personal knowledge of the facts stated, and they are all true and correct.

3. I am currently the President of Aloft Media LLC (“Aloft”), the plaintiff in this lawsuit. Attached as Exhibit 1 is a true and correct copy of a Consent of Members in Lieu of a Special Meeting of Members of Aloft Media, LLC, dated February 1, 2009, showing that I have been elected as President of Aloft.

4. Aloft is a Texas limited liability company, formed in July 2007, with its principal place of business at 211 W. Tyler St., Suite C, Longview, Texas 75601. Attached as Exhibit 2 is a true and correct copy of Aloft’s Certificate of Formation and related documents from the Texas Secretary of State’s office, dated July 12, 2007. Attached as Exhibit 3 is a true and correct copy

of a Certificate of Amendment of Aloft Media, LLC, showing the address of Aloft's principal place of business.

5. Aloft has a physical office at its principal place of business in Longview and has a lease share agreement for its office space corresponding to a commercial lease. Attached as Exhibit 4 is a true and correct copy of the commercial lease of Stragent, LLC, for Aloft's office space. Attached as Exhibit 5 is a true and correct copy of the Lease Share Agreement between Aloft and Stragent, LLC. Attached as Exhibit 6 is a true and correct copy of Aloft's prior lease for the same office space.

6. I am an equity member of Aloft. Attached as Exhibit 7 is a true and correct copy of the Sale and Purchase Agreement, which shows my equity interest, and the corresponding Bill of Sale and Assignment of Membership Interests, both dated February 1, 2009.

7. Aloft's other equity member, Kevin Zilka, who is also the inventor of U.S. Patent No. 7,472,351 (the "351 Patent"), lives in Northern California and practices law there. However, Mr. Zilka's business address for Aloft matters is at Aloft's Longview office, and Mr. Zilka travels to the Eastern District of Texas when needed for purposes of Aloft's business.

8. Aloft shares the services of one other employee, who also works at the Longview office. This employee's duties include filing documentation for Aloft matters, maintaining Aloft's files and records in its office, and supporting Aloft's other business activities. Attached as Exhibit 8 is a true and correct copy of the Employee Share Agreement that shows this arrangement.

9. All of Aloft's physical documents are at its Longview office, and all of Aloft's electronic documents are served and stored via a server located in its Longview office.

10. The patent prosecution file for the '351 Patent is located in Aloft's Longview office. Likewise, all of the emails and other documents from the law firm that prosecuted the '351 Patent (*i.e.*, Zilka-Kotab PC) are located in Aloft's Longview office. Attached as Exhibit 9 is a true and correct copy of the '351 Patent.

11. I am a patent agent registered to practice before the U.S. Patent and Trademark Office. I also have a law degree. I represent Aloft before the U.S. Patent and Trademark Office and have power of attorney on all active Aloft matters.

12. Aloft's corporate documents and its patent sales and assignment agreements are located at its Longview office.

13. Aloft has an accountant in Longview.

14. Aloft has tax counsel in Austin, Texas.

15. Aloft has a bank account in Henderson, Texas, which is in the Eastern District of Texas.

16. Aloft has filed several lawsuits for patent infringement, and all of those lawsuits have been brought in the Eastern District of Texas (Civil Action No. 6:07-cv-355, *Aloft v. Adobe Systems Inc., et al.*; Civil Action No. 6:08-cv-50, *Aloft v. Microsoft Corp., et al.*; Civil Action No. 6:08-cv-51, *Aloft v. Microsoft Corp., et al.*; Civil Action No. 2:08-cv-99, *Aloft v. Nokia, Inc., et al.*; Civil Action No. 2:08-cv-153, *Aloft v. Honeywell Int'l, Inc., et al.*; Civil Action No. 6:08-cv-255, *Aloft v. Yahoo! Inc., et al.*; Civil Action No. 2:08-cv-292, *Aloft v. Palm, Inc., et al.*; Civil Action No. 6:08-cv-440, *Aloft v. Google, Inc.*; Civil Action No. 6:08-cv-509, *Aloft v. Yahoo! Inc., et al.*). Aloft has never brought a lawsuit in any judicial district other than the Eastern District of Texas.

17. Aloft believes that all of the documents in its possession, custody or control that would be relevant to this litigation are located in the Eastern District of Texas, at Aloft's office in Longview and/or at the offices of Aloft's counsel in Longview.

18. Aloft will make Mr. Zilka available for trial in the Eastern District of Texas, and it will also make him available to give deposition testimony in the Eastern District of Texas, at the offices of Aloft's litigation counsel in Longview.

19. In other Aloft cases, with the exception of the first time he was deposed (in the 07-cv-355 case), Mr. Zilka has always given his depositions in the Eastern District of Texas, whether in his capacity as a Rule 30(b)(6) witness for Aloft, in his individual capacity under Rule 30(b)(1), or in his capacity as a corporate representative for the law firm of Zilka-Kotab PC.


20. I have made inquiry, and I am not aware of any information that Dominic Kotab would have with respect to the prosecution of the '351 Patent or its validity and enforceability.

21. I have made inquiry, and I am not aware of any information that Jesse Ozog would have with respect to the reduction to practice (or lack thereof) of the invention claimed in the '351 Patent.

22. In summary, Aloft, its documents, and virtually all of its activities are located in the Eastern District of Texas. The Eastern District of Texas is far more convenient for Aloft to litigate this case than the Northern District of California.

I hereby solemnly affirm under penalty of perjury that the foregoing is true and correct.

Executed on May 1, 2009.

  
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Christopher M. Edgeworth