

AFFIRMATIVE DEFENSES

Bedrock incorporates by reference the allegations in its Third Amended Complaint for Patent Infringement (Dkt. No. 410)¹ in response to each and every of MySpace's Affirmative Defenses.

1. Bedrock denies the allegations contained in MySpace's First Affirmative Defenses.

2. Bedrock denies the allegations contained in MySpace's Second Affirmative Defense.

3. Bedrock denies the allegations contained in MySpace's Third Affirmative Defense.

4. Bedrock denies the allegations contained in MySpace's Fourth Affirmative Defense.

5. Bedrock denies the allegations contained in MySpace's Fifth Affirmative Defense.

6. Bedrock denies the allegations contained in MySpace's Sixth Affirmative Defense.

7. Bedrock denies the allegations contained in MySpace's Seventh Affirmative Defense.

MYSPACE'S COUNTERCLAIMS

Bedrock incorporates by reference the allegations in its Third Amended Complaint for Patent Infringement against AOL in response to each and every one of MySpace's Counterclaims and denies that MySpace is entitled to any relief requested.

¹ Incorrectly filed and titled "First Amended Complaint for Patent Infringement."

1. Upon information and belief, Bedrock admits the allegations contained in paragraph 1 of MySpace's Counterclaims.

2. Bedrock admits the allegations contained in paragraph 2 of MySpace's Counterclaims.

3. Bedrock admits that this Court has subject matter jurisdiction but denies the remaining allegations contained in paragraph 3 of MySpace's Counterclaims. Bedrock also denies that MySpace is entitled to any relief requested.

4. Bedrock admits that venue is proper in this district but denies that this case should be transferred to the Northern District of California as alleged in paragraph 4 of MySpace's Counterclaims.

5. Bedrock admits the allegations contained in paragraph 5 of MySpace's Counterclaims.

6. Bedrock admits that it asserts that MySpace infringes U.S. Patent No. 5, 893,120 (the "'120 Patent"). Bedrock denies that the '120 Patent is invalid. Bedrock also admits that an actual case or controversy exists between Bedrock and MySpace regarding infringement and validity of the '120 Patent as contained in paragraph 6 of MySpace's Counterclaims.

7. Bedrock denies that MySpace is entitled to any relief requested in paragraph 7 of MySpace's Counterclaims.

8. Bedrock admits that an actual care or controversy exists between MySpace and Bedrock regarding infringement of the '120 Patent by MySpace as contained in paragraph 8 of MySpace's Counterclaims.

9. Bedrock admits that MySpace seeks a judicial declaration regarding MySpace's infringement of the '120 Patent but denies the remaining allegations contained in paragraph 9 of MySpace's Counterclaims.

10. Bedrock denies that MySpace is entitled to any relief requested in paragraph 10 of MySpace's Counterclaims.

11. Bedrock admits that an actual case or controversy exists between MySpace and Bedrock as to the validity of the '120 Patent but denies the remaining allegations contained in paragraph 11 of MySpace's Counterclaims.

12. Bedrock admits that MySpace seeks a judicial declaration regarding the validity of the '120 Patent but denies the remaining allegations contained in paragraph 12 of MySpace's Counterclaims.

PRAYER FOR RELIEF

Bedrock incorporates by reference the Prayer for Relief set forth in Bedrock's Third Amended Complaint for Patent Infringement. Bedrock denies that MySpace Inc. is entitled to any relief requested.

DATED: March 7, 2011.

Respectfully submitted,

McKOOL SMITH, P.C.

/s/ Douglas A. Cawley
Douglas A. Cawley, Lead Attorney
Texas Bar No. 04035500
dcawley@mckoolsmith.com
Theodore Stevenson, III
Texas Bar No. 19196650
tstevenson@mckoolsmith.com
Rosemary T. Snider
Texas Bar No. 18796500
rsnider@mckoolsmith.com

Scott W. Hejny
Texas State Bar No. 24038952
shejny@mckoolsmith.com
Jason D. Cassady
Texas Bar No. 24045625
jcassady@mckoolsmith.com
J. Austin Curry
Texas Bar No. 24059636
acurry@mckoolsmith.com
Phillip M. Aurentz
Texas State Bar No. 24059404
paurentz@mckoolsmith.com
McKOOL SMITH, P.C.
300 Crescent Court, Suite 1500
Dallas, Texas 75201
Telephone: 214-978-4000
Facsimile: 214-978-4044

Sam F. Baxter
Texas Bar No. 01938000
McKOOL SMITH, P.C.
sbaxter@mckoolsmith.com
104 E. Houston Street, Suite 300
P.O. Box 0
Marshall, Texas 75670
Telephone: (903) 923-9000
Facsimile: (903) 923-9099

Robert M. Parker
Texas Bar No. 15498000
Robert Christopher Bunt
Texas Bar No. 00787165
PARKER, BUNT & AINSWORTH, P.C.
100 E. Ferguson, Suite 1114
Tyler, Texas 75702
Telephone: 903-531-3535
Facsimile: 903-533-9687
E-mail: rmparker@pbatyler.com
E-mail: rcbunt@pbatyler.com

**ATTORNEYS FOR PLAINTIFF
BEDROCK COMPUTER
TECHNOLOGIES LLC**

CERTIFICATE OF SERVICE

The undersigned certifies that the foregoing document was filed electronically in compliance with Local Rule CV-5(a). As such, this document was served on all counsel who has consented to electronic service on March 7, 2011. Local Rule CV-5(a)(3)(A).

/s/ Jason D. Cassady

Jason D. Cassady