EXHIBIT E

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

BEDROCK COMPUTER TECHNOLOGIES LLC,	§ § §	
Plaintiff,	§ §	
	§	**CASE NO. 6:09-CV-269-LED**
v.	§ §	
SOFTLAYER TECHNOLOGIES, INC.,	§	**JURY TRIAL DEMANDED**
CITIWARE TECHNOLOGY SOLUTIONS, LLC, GOOGLE INC.,	§ §	
YAHOO! INC., MYSPACE INC.,	§	
AMAZON.COM INC., PAYPAL INC.,	§	
MATCH.COM, INC., AOL LLC, AND	§	
CME GROUP INC.,	§	
	§	
Defendants.	§	

PLAINTIFF'S PROPOSED JURY INSTRUCTION
ON WILLFULNESS[1]

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[1]Plaintiff reserves the right to modify or amend these proposed instructions prior to the Court's charge conference if so warranted.

WILLFUL INFRINGEMENT[2]

In this case, Bedrock argues that the Defendants willfully infringed the claims of

Bedrock's '120 Patent.

The issue of willful infringement relates to the amount of damages Bedrock is entitled to

recover in this lawsuit. If you decide that Defendant willfully infringed the claims of Bedrock's

patent, then it is my job to decide whether or not to award increased damages to Bedrock. You

should not take this factor into account in assessing the damages, if any, to be awarded to

Bedrock.

To prove willful infringement, Bedrock must persuade you by clear and convincing

evidence that the Defendants acted with reckless disregard of the claims of Bedrock's patent. To

show "reckless disregard," Bedrock must satisfy a two-part test: the first concerns the

Defendants' conduct, the second concerns the Defendants' state of mind.

When considering the Defendants' conduct, you must decide whether Bedrock has

proven by clear and convincing evidence that Defendants' conduct was reckless; that is, that the

Defendants proceeded with the allegedly infringing conduct with knowledge of the patent, and in

the face of an unjustifiably high risk that it was infringing the claims of a valid patent. Because

that is an objective issue, the state of mind of Defendant is not relevant to it. Legitimate or

credible defenses to infringement, even if ultimately not successful, demonstrate a lack of

recklessness.

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[2]Adapted from the National Jury Instruction Project Model Patent Jury Instructions § 4.1 (June
17, 2009).

If you conclude that Bedrock has proven that a Defendant's conduct was reckless, then you need to consider the second part of the test. You must determine whether Bedrock proved by clear and convincing evidence that the unjustifiably high risk of infringement was known or so obvious that it should have been known to the Defendant. In deciding whether Bedrock satisfied the state-of-mind part of the test, you should consider all facts surrounding the alleged infringement including, but not limited to, the following:

1.   whether the Defendant acted in a manner consistent with the standards of commerce for its industry;

2.   whether the Defendant intentionally copied without a reasonable basis a product of Bedrock covered by one or more claims of the patent, as distinguished from trying to "design around" the patent by designing a product that the Defendant believed did not infringe those claims.