

4. Bedrock denies all allegations contained in Paragraph 3 of Softlayer's Affirmative Defenses.

5. Bedrock denies all allegations contained in Paragraph 4 of Softlayer's Affirmative Defenses.

6. Bedrock denies all allegations contained in Paragraph 5 of Softlayer's Affirmative Defenses.

7. Bedrock denies all allegations contained in Paragraph 6 of Softlayer's Affirmative Defenses.

8. Bedrock denies all allegations contained in Paragraph 7 of Softlayer's Affirmative Defenses.

RESPONSE TO COUNTERCLAIMS

10. Bedrock incorporates by reference the allegations in its Complaint for Patent Infringement in response to each and every of Softlayer's Counterclaims.

11. Bedrock admits that this Court has jurisdiction as alleged in Paragraph 1 of Softlayer's Counterclaims, but denies that Softlayer is entitled to any relief requested.

12. Bedrock admits the this Court has subject matter jurisdiction as alleged in Paragraph 2 of Softlayer's Counterclaims, but denies that Softlayer is entitled to any relief requested.

13. Bedrock admits the allegations of Paragraph 3.

14. Bedrock admits the allegations of Paragraph 4.

15. With respect to Paragraph 5, Bedrock admits that an actual and justiciable controversy exists between Bedrock and Softlayer with respect to the validity and infringement of the '120 patent. Bedrock denies that there is an actual and justiciable controversy with respect

to the enforceability of the '120 patent because Softlayer has not alleged any fact or theory upon which the '120 patent can be adjudged unenforceable.

16. Bedrock denies the allegations of Paragraph 6.

PRAYER FOR RELIEF

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

DEMAND FOR JURY TRIAL

Bedrock hereby demands that all issues be determined by jury.

DATED: October 5, 2009

Respectfully submitted,

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**ATTORNEYS FOR PLAINTIFF
BEDROCK COMPUTER
TECHNOLOGIES**

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 have consented to electronic service on this, the 5th day of October, 2009. Local Rule CV-53(a)(3)(A).

/s/ Austin Curry
Austin Curry