

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF VIRGINIA  
NORFOLK DIVISION

I/P ENGINE, INC.

Plaintiff,

v.

AOL, INC., *et al.*,

Defendants.

Civil Action No. 2:11-cv-512

**DECLARATION OF JAMES MACCOUN IN SUPPORT OF DEFENDANTS' MOTION  
TO SEAL**

I, James Maccoun, declare as follows:

1. I am Patent Counsel at Google Inc. ("Google") where I have been employed since October 2011. As part of my duties at Google, I handle patent licensing transactions and other work related to patents and licensing.
2. I am providing this declaration to describe the extraordinarily sensitive and valuable nature of information regarding Google's confidential patent license agreements and other intellectual property agreements, including settlement agreements. This declaration is based on my personal knowledge.
3. During the course of its existence, Google has entered into a variety of patent license agreements and other intellectual property agreements, including settlement agreements, with

third parties. I understand that a number of these agreements have been produced in this action, and the parties' damages experts have discussed such agreements in their expert reports. These agreements have also been discussed in depositions, including my deposition taken on June 19, 2012 and August 17, 2012.

4. The vast majority of these agreements contain confidentiality clauses in order to protect the confidential information of Google and the third parties with whom they have entered into agreements. Most of these confidentiality clauses require that notice be given to the third party signors prior to any disclosure in litigation, including timeframes during which the signors may object to disclosure. The agreements thus contain the closely guarded, confidential information of both Google and the third party signors. This confidential information includes the intellectual property, technology or other assets that Google has licensed or acquired in the past and the terms of those agreements, including the payment terms. Google and its partners in those agreements consider this information to be highly confidential and sensitive, and treat it as such under the confidentiality provisions negotiated and entered into by those parties.
5. A lack of Court protection of the aforementioned information would also severely harm Google because the information could be used by third parties as leverage in negotiating with Google related to intellectual property and intellectual property disputes. Google would also suffer competitive harm in having other parties know its licensing rates for intellectual property. This could give competitors or potential licensors insight into Google's and its licensing partners' confidential licensing strategy and thus an unfair competitive advantage.

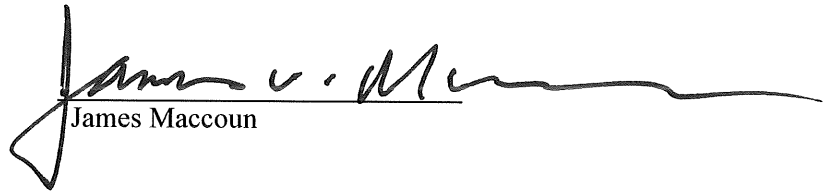
6. Only by keeping the information regarding Google's confidential patent license agreements and other intellectual property in the strictest of confidence can Google protect both its own and its licensing partners sensitive financial and business information.

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

Executed this twenty first day of September, 2012 in Mountain View, California.

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

Dated: September 21, 2012

  
James Maccoun

DATED: September 24, 2012

/s/ Stephen E. Noona

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**CERTIFICATE OF SERVICE**

I hereby certify that on September 24, 2012, I will electronically file the foregoing with the Clerk of Court using the CM/ECF system, which will send a notification of such filing (NEF) to the following:

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*/s/ Stephen E. Noona*

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