

EXHIBIT C

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
MARSHALL DIVISION**

TIVO INC.,

Plaintiff,

v.

AT&T INC.,

Defendant,

and

MICROSOFT CORPORATION,

Intervenor.

§
§
§
§
§
§
§
§
§
§
§
§
§
§
§
§
§
§
§
§
§

Case No. 2:09-CV—0259-DF

SECOND DECLARATION OF JAMES BALDWIN

James Baldwin declares:

1. My name is James Baldwin. I am a senior manager of technological development for the Mediaroom Group at Microsoft Corporation (“Microsoft”). I have personal knowledge of the factual matters stated below and would testify that they are true if called upon to do so.
2. Microsoft’s Mediaroom platform includes software for client devices that are commonly called “set-top boxes.” A set-top box with digital video recording capability is a special-purpose computer that permits a user to receive, record and playback television programming.
3. The hardware for the set-top boxes that are distributed to U-verse subscribers is manufactured by Motorola and Cisco using components such as media processor chips. Software must be installed and executing on the processor chips and other components in the Motorola and Cisco set-top boxes for U-verse subscribers to use them to perform recording and

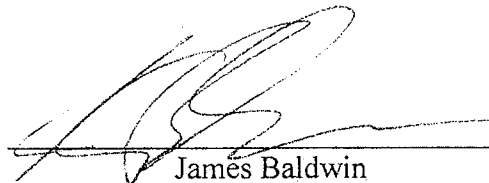
playback functions. The software that is installed on the U-verse set-top boxes is the Mediaroom software for client devices. That software includes the operating system for the set-top box and the application programming layer.

4. Mediaroom software for client devices was developed and is tested and maintained by a team of Microsoft engineers at Microsoft's Silicon Valley campus in Mountain View, California. Microsoft's Silicon Valley campus is where the technical design information for Mediaroom software is kept, such as the source safe archive for the Mediaroom source code.

5. Microsoft has provided access to its Mediaroom software for client devices to AT&T Operations, Inc. pursuant to license agreements.

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

DATED: 27 May 2010


James Baldwin

CERTIFICATE OF SERVICE

I hereby certify that the foregoing document was filed electronically on May 28, 2010 pursuant to Local Rule CV-5(a) and has been served on all counsel of record who are deemed to have consented to electronic service.

/s/ Chad S. Campbell _____

Chad S. Campbell

18395357.2