

EXHIBIT A

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

AGIS SOFTWARE DEVELOPMENT LLC,	§	
	§	Case No. 2:21-cv-00072-JRG
	§	(LEAD CASE)
Plaintiff,	§	
	§	<u>JURY TRIAL DEMANDED</u>
v.	§	
	§	
T-MOBILE USA, INC. and T-MOBILE US,	§	
INC.,	§	
Defendants.	§	

AGIS SOFTWARE DEVELOPMENT LLC,	§	
	§	Case No. 2:21-cv-00029-JRG
	§	(CONSOLIDATED CASE)
Plaintiff,	§	
	§	<u>JURY TRIAL DEMANDED</u>
v.	§	
	§	
WHATSAPP, INC.,	§	
Defendant.	§	

**DECLARATION OF MALCOLM K. BEYER, JR.
IN OPPOSITION TO DEFENDANT WHATSAPP, INC'S MOTION TO
DISMISS FOR IMPROPER VENUE**

I, Malcolm K. Beyer, Jr., hereby declare as follows:

1. I am the Chief Executive Officer (“CEO”) of Plaintiff AGIS Software Development LLC (“AGIS”). I am also the first-named inventor on U.S. Patent Nos. 7,031,728; 7,630,724; 9,408,055; 9,445,251; 9,467,838; and 9,749,829 (the “Patents-in-Suit”). I submit this declaration based on my personal knowledge and in support of AGIS’s Opposition to Defendant WhatsApp, Inc.’s (“WhatsApp”) Motion to Dismiss for Improper Venue.

Background

2. I graduated from the U.S. Naval Academy in 1962 and was commissioned as a Second Lieutenant in the U.S. Marine Corps. I later attended the U.S. Navy’s programming

school and was the lead programmer for the first automated Marine Corps Tactical Operations Center Link-11 Navy Interface. After leaving active service, I worked at a number of well-known technology companies, including System Development Corporation (considered the world's first computer software company) and Litton Industries. I then started several businesses which provided technology and engineering solutions supporting defense and military customers.

3. In 1987, I co-founded Advanced Programming Concepts, Inc. ("APC"), a Texas corporation based in Austin, Texas. APC operated primarily out of its main business location in Austin, Texas. APC specialized in designing, building, and supporting systems for enabling integration and sharing time-critical information across dissimilar military and defense applications. At APC, I was the majority shareholder and Chairman until we sold the business to Ultra Electronics in July 1999.

4. On June 30, 2004, I founded Advanced Ground Information Systems, Inc. ("AGIS Inc."), a Florida corporation. AGIS Inc.'s main business location is located at 92 Lighthouse Drive, Jupiter, Florida. AGIS Inc. also maintains business locations in Austin, TX and Kansas City, KS. AGIS Inc. employs approximately 15 people.

5. As the CEO of AGIS and AGIS Inc. and first-named inventor of the Patents-in-Suit, I will be one of AGIS's primary witnesses because I have knowledge of the businesses and the conception and reduction to practice of the Patents-in-Suit. I live and work in Jupiter, Florida.

6. In 2013, AGIS Inc. began a corporate restructuring plan for business growth purposes. By 2017, AGIS Inc.'s board of directors approved the restructuring plan which resulted in the formation of a parent corporation, AGIS Holdings, Inc. ("AGIS Holdings"), a Florida corporation. AGIS Holdings consists of two subsidiaries, AGIS Inc. and AGIS, a limited liability company organized under Texas law. Each is a separate corporate entity. AGIS was

established in Texas because of my previous successful business operations in Texas and because of my longstanding personal connections to Texas, which I describe in more detail below. AGIS has an office and a data center in Marshall, Texas.

7. AGIS holds assignment to each of the Patents-in-Suit and licenses its patent portfolio, including the Patents-in-Suit to AGIS Inc. The two entities, AGIS and AGIS Inc. maintain separate corporate formalities.

AGIS's Witnesses and Other Sources of Proof are in or Closer to This District Than to the Northern District of California

8. AGIS is a limited liability company organized and existing under the laws of the State of Texas. AGIS maintains an office and its principal place of business at 100 W. Houston Street, Marshall, Texas 75670. The lease on AGIS's Marshall office has run from June 1, 2017 and continues to present. AGIS's documents are maintained at this location, including patents, files histories, assignment records, prosecution records, formation documents, licenses, agreements, and corporate records. AGIS Inc. also conducts business and maintains documents and records at AGIS's Marshall office.

9. AGIS has a data center located at 1005 Stuart Lane, Marshall, Texas 75672. The Marshall data center hosts servers, code, applications, and services necessary to run operations for AGIS Inc.'s LifeRing and ASSIST products and solutions. The Marshall data center is used to store code, documents, and other data related to AGIS Inc.'s LifeRing and ASSIST products and solutions. The Marshall data center is used for research and development projects. AGIS Inc. invoices AGIS on a regular basis for AGIS Inc.'s provision of personnel and services related to the use, maintenance, and operation of the Marshall data center and for labor, travel expenses, and other expenses related to work performed at the Marshall data center.

10. AGIS Inc. also maintains a business location in Jupiter, Florida, at which it employs several software developers. Documents relevant to this action are located at AGIS's Marshall office, AGIS's Marshall data center, and AGIS Inc.'s Jupiter office.

11. For over 15 years, AGIS Inc.'s primary business has revolved around offering the "LifeRing" products and solutions which include client-based applications and a server-based solutions for, generally, enabling smartphone, tablet, and PC users to easily and rapidly establish secure ad hoc digital networks. LifeRing 5.0 and its predecessor versions have been offered and sold to military, defense, and first-responder customers, as well as private industry customers. In addition to LifeRing, AGIS Inc. offers the "ASSIST" solution which is an emergency broadcast and response system connecting employees to a company command center and a network of responders through personal smartphones. Technical documents and code relevant to LifeRing and ASSIST products and solutions are located in or accessible from Marshall, Texas.

12. The research, development, design, testing, manufacture, marketing, contract procurement, and sales activities for the LifeRing and ASSIST solutions have occurred in Florida, Kansas, and Texas. Thus, AGIS and AGIS Inc.'s documents relevant to this action and such activities are located at these locations.

13. For example, since 2010, Eric Armstrong has worked as a programmer and software developer for AGIS Inc. Since 2017, Mr. Armstrong has lived and worked in Allen, Texas, a city within Collin County and within the Eastern District of Texas. Prior to moving to Allen, Mr. Armstrong worked from AGIS Inc. business locations in Kansas and Missouri. Until approximately 2014, Mr. Armstrong was an employee of AGIS Inc. at which point he chose to convert his working relationship to that of consultant to AGIS Inc.

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