

Filed on behalf of: Askeladden LLC

UNITED STATES PATENT AND TRADEMARK OFFICE

BEFORE THE PATENT TRIAL AND APPEAL BOARD

Askeladden LLC
Petitioner

v.

Sean McGhie and Brian Buchheit
Patent Owner

Case IPR2015-00124
U.S. Patent No. 8,540,152

DECLARATION OF SEAN REILLY

IPR2015-00124

I, Sean Reilly, hereby declare and state that:

1. I am General Counsel of Askeladden L.L.C. (“Askeladden”) and Senior Vice President and Associate General Counsel for The Clearing House Payments Company L.L.C. (“PayCo”).
2. Before joining PayCo, I worked at the intellectual property law firm of Fitzpatrick, Cella, Harper & Scinto, prosecuting patent applications and advising companies on various aspects of intellectual property law. I also previously worked at the United States Patent and Trademark Office as a patent examiner, and at Intel Corporation.
3. I received a B.S. in Computer Engineering from the University of Florida and a J.D. from Fordham University. I am a member of the New York and New Jersey bars, and I am registered to practice before the United States Patent and Trademark Office.
4. I provide this declaration on behalf of Askeladden, the Petitioner, in the following six proceedings: IPR2015-00122 (U.S. Patent No. 8,523,063); IPR2015-00123 (U.S. Patent No. 8,523,063); IPR2015-00124 (U.S. Patent No. 8,540,152); IPR2015-00125 (U.S. Patent No. 8,540,152); IPR2015-00133 (U.S. Patent No. 8,297,502); and IPR2015-00137 (U.S. Patent No. 8,297,502) (collectively, “the Proceedings”).

5. As General Counsel of Askeladden, I can competently testify based on personal knowledge concerning the organization and operation of Askeladden, and Askeladden's relationship as an independent subsidiary with its corporate parent company, PayCo.

6. Askeladden was formed under the laws of Delaware as a limited liability corporation on June 17, 2014. It exists as an independent subsidiary of PayCo.

7. Askeladden was formed to implement an initiative intended to improve the understanding, use and reliability of patents in financial services and elsewhere ("the Patent Quality Initiative"), including by (i) educating patent examiners and others about technology and systems employed by the financial services industry; (ii) developing a repository of prior art to patents in the field; (iii) filing amicus briefs in cases and proceedings; and (iv) challenging the validity of low-quality patents relating to the financial services sector, including in *Inter Partes Review* ("IPR") proceedings.

■ [REDACTED]

[REDACTED]

9. In contrast, PayCo's primary business is to implement payment system infrastructure that operates, among other things, an electronic check clearing and

settlement system, an automated clearing house, and a wholesale funds transfer system.

10. Askeladden was formed and operates as a separate, independent legal entity from PayCo. It maintains separate books and financial records from PayCo.

11. Askeladden is solely responsible for identifying and selecting patents to be challenged for invalidity utilizing, for instance, IPR proceedings. Askeladden does not solicit or accept input from PayCo or its members, and neither PayCo nor any of its members have consulted or given direction with respect to, the identification or selection of the specific patents that Askeladden may challenge through, for example, IPR proceedings. [REDACTED]

[REDACTED]

[REDACTED]

12. More specifically, neither PayCo nor its member banks were solicited by Askeladden for any input, and they did not give direction or exert control with respect to the specific Proceedings at issue here. In particular, PayCo and its member banks did not direct the filing of petitions in the Proceedings, or what should be stated in such petitions.

13. [REDACTED] a

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

15. I further point out that certain allegations made by the Patent Owners are incorrect. Specifically, it is not correct that, as Patent Owners allege, “the Board members of both Askeladden and The Clearing House are the same people.”

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

16. It is also erroneous that PayCo, or its member banks have provided funding for any specific IPR proceeding or the Proceedings at issue here pursued by Askeladden. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED].

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