

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

AGIS SOFTWARE DEVELOPMENT, LLC

Plaintiff,

v.

LG ELECTRONICS, INC.

Defendant.

CASE NO. 2:17-cv-515-JRG

JURY TRIAL DEMANDED

**DECLARATION OF JUSEONG RYU IN SUPPORT OF
DEFENDANT'S MOTION TO DISMISS FOR LACK OF PERSONAL JURISDICTION
AND/OR TRANSFER VENUE TO THE NORTHERN DISTRICT OF CALIFORNIA**

I, JuSeong Ryu, state and declare as follows:

1. I am a Senior Manager at LG Electronics, Inc. ("LGEKR") and work in LGEKR's IP Center. As a Senior Manager at LGEKR, my job responsibilities include patent licensing and patent litigation support.

2. I provide this declaration in support of LGEKR's motion to dismiss for lack of personal jurisdiction or, in the alternative, to transfer venue to the United States District Court for the Northern District of California. I submit this declaration based upon my knowledge of the corporate structure of LGEKR and its subsidiary companies, and my investigation of the location of witnesses and evidence related to the mobile devices that I understand plaintiff AGIS Software Development, LLC ("AGIS") has accused of patent infringement. If called as a witness, I would and could testify competently as to the same.

3. Based on AGIS's complaint, I understand the following LG-branded mobile phones have been accused: G Stylo, G6, X venture, V20, Phoenix, G5, K10, Phoenix 2, V10,

Vista 2, and Escape 2 (“Accused LG Devices”). I also understand that, based on AGIS’s complaint, certain applications for the Android Operating System (“Android OS”), on which the Accused LG Devices operate, have been accused, and that some of these applications are alleged to be provided by Google LLC (“Google”).

4. LGEKR is a South Korean company headquartered in Seoul, South Korea, with its principal place of business located at LG Twin Tower 128, Yeoui-daero, yeongdeungpogu, Seoul, Korea. LGEKR is responsible for designing, engineering, sourcing components, and manufacturing the Accused LG Devices. All of this work is done outside the United States, mostly in South Korea.

5. LG Electronics MobileComm U.S.A., Inc. (“LGEMU”) is a California company with large offices in California, including in Santa Clara, California. LG Electronics MobileResearch U.S.A., LLC (“LGEMR”) is a wholly-owned subsidiary of LGEMU. Like LGEMU, LGEMR is also a California company. LGEMU (including its wholly-owned subsidiary LGEMR), and not LGEKR, is the only LG entity that imports, tests (including through LGEMR), performs quality management on, markets, offers for sale, and sells the Accused LG Devices in the United States. LGEMU sells products to national mobile device carriers, retailers, and distributors, who in turn sell those products to end users throughout the country, including the Northern District of California.

6. LGEKR does not have any ownership of or title to the Accused LG Devices at any point within the United States. Indeed, LGEMU, not LGEKR, independently controls and is responsible for the distribution throughout the United States of the Accused LG Devices acquired from LGEKR. Any distribution agreements with U.S. distributors related to the Accused LG Devices is entered into by LGEMU, not LGEKR.

7. The Android OS installed on the Accused LG Devices is an open-source operating system for communication devices that was developed and is provided by Google, who also provides certain Android OS applications, including for example, but not limited to, Google Maps. As noted above, LGEKR manufactures the Accused LG Devices running the Android OS outside the United States, meaning that the devices' installation of the Android OS also occurs outside the United States, including any pre-installation of the accused Google applications that occurs during the manufacturing process. During the manufacturing process, LGEKR obtains the Android OS from the Android Open Source Project ("AOSP"), which is led by Google. Any modification made to the standard operating procedure set out by Google for the Android OS is performed in South Korea. All technical information retained by LGEKR is located outside the United States, and primarily in South Korea.

8. LGEMR employees in LGEMU's Northern California office are responsible for the Android OS certification for the Accused LG Devices sold by LGEMU. Android OS certification is a process by which Google and LGEMR ensure that LG-branded Android products, including the Accused LG Devices, manufactured by LGEKR and imported and sold by LGEMU adhere to Google's Android OS compatibility requirements. The team of employees in Northern California responsible for this certification is called the Partner Engineering team. The Partner Engineering team, which is led by Cecilia Son, communicates and interacts with Google personnel located in Google's Mountain View, California headquarters.

9. LGEMU employees working in California are responsible for testing and quality management of the Accused LG Devices. For example, Michael Henson, who is the Senior Director of Quality Management for LGEMU, is responsible for testing and quality management of the Accused LG Devices, and he and his team are responsible for ensuring pre-launch and

post-launch quality assurance for those devices. Pre-launch quality assurance includes, for instance, user-level testing, such as messaging, call feature testing, and browsing.

10. There are no LGEKR, LGEMU, and LGEMR employees in Texas who are involved in the designing, developing, or certification related to the Accused LG Devices.

11. Documents and records relating to LGEMU products, such as testing, quality management, and other similar types of documentation related to the Accused LG Devices, are maintained in its California offices, including in Northern California. Documents and records relating to Android OS certification of LGEMU products are also maintained in Northern California. Sales agreements, marketing and market strategy documents and records are located in California and/or New Jersey. Many of the documents described above exist on local computers and servers that are not accessible outside of their respective offices.

12. Documents and records relating to LGEKR's activities described above are located outside of the United States, and primarily in Korea.

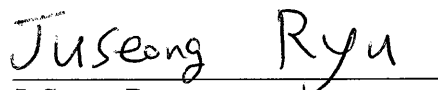
13. LGEKR does not manufacture, use, test, advertise, market, sell, offer to sell, trade, import, package, or distribute any products or services in Texas, or anywhere else in the United States. LGEKR does not have any employees or sales representatives, distributors, brokers, wholesalers or agents in Texas, and does not own or lease any real or personal property in Texas. LGEKR does not maintain any inventory of products in Texas. LGEKR does not maintain any bank accounts in Texas, and has not borrowed any money from any financial institution in Texas. LGEKR does not pay taxes or franchise fees in Texas. LGEKR does not have any office or telephone services or listings in Texas. LGEKR does not issue invoices, purchase orders, or other sale-related documents to customers in Texas. LGEKR has not negotiated any business contracts with any individuals or entities in Texas with respect to the sale or distribution of the

Accused LG Devices or any other LG-branded products. LGEKR is not qualified, authorized, or otherwise chartered, registered, or licensed to conduct business in Texas.

14. LGEKR maintains corporate separateness with its U.S. subsidiaries, including LGEMU and LGEMR. LGEKR's headquarters is separate from and different than LGEMU's and LGEMR's headquarters. LGEKR's assets and bank accounts are maintained separately from any assets and bank accounts of LGEMU and LGEMR. LGEKR does not direct or have the authority over the day-to-day operations of LGEMU or LGEMR. Indeed, LGEMU and LGEMR have their own board of directors and observe their own corporate formalities.

15. LGEKR is not responsible for maintaining the website for LG-branded products that are viewable from the United States (including <http://www.lg.com/us/support-product>). The URL resolves to a different IP address depending upon the location from which one accesses the site. For web users in Texas, or elsewhere in the United States, LG Electronics U.S.A., Inc. is the entity that maintains the IP address associated with the website. The website is passive and does not provide for the sale or offer for sale any of the Accused LG Devices.

I declare under penalty of perjury that the foregoing is true and correct. Executed in Seoul, South Korea on November 27, 2017.


JuSeong Ryu