

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

MAXELL, LTD.,

Plaintiff,

v.

APPLE INC.,

Defendant.

Case No. 5:19-cv-00036-RWS

JURY TRIAL DEMANDED**FILED UNDER SEAL**

**DECLARATION OF TIFFANY A. MILLER IN SUPPORT OF
MAXELL, LTD.'S OPPOSITION TO APPLE'S MOTION TO COMPEL**

I, Tiffany A. Miller, hereby declare and state as follows:

1. I am an attorney at Mayer Brown LLP, counsel for Plaintiff Maxell, Ltd. in the above-captioned lawsuit. I submit this declaration in support of Maxell's Opposition to Apple Inc.'s Motion to Compel Licensing and Negotiation Documents. I have personal knowledge of the statements herein, and, if called to do so, I could and would testify competently as to the same.

2. On September 11, 2019, Mayer Brown sent, on behalf of Maxell, the letter at Exhibit A to Satoshi Matsuo at Hitachi, Ltd. requesting documents sought by Apple. Hitachi did not respond to Mayer Brown or Maxell regarding this request.

3. I understand that, following the transfer of the smartphone patent portfolio from Hitachi Consumer Electronics Co., Ltd. to Hitachi Maxell, Ltd. (HMX), Hitachi, Ltd. appointed one of its employees, Satoshi Matsuo, to work with HMX for a time following the assignment, and to assist HMX's efforts in licensing the smartphone portfolio. I further understand that such appointment ended in 2018.

4. The below is a true and accurate excerpt from Maxell Holdings, Ltd. Integrated Report 2019 (available at https://www2.maxell.co.jp/ir/pdf/MHD_IR19_E.pdf):

▲ Stock Information (As of April 1, 2019)

Major Shareholders

	Shareholder	Number of shares	Percentage of shareholdings
1	Japan Trustee Services Bank, Ltd.	6,814	12.90
2	The Master Trust Bank of Japan, Ltd.	3,552	6.72
3	BNP PARIBAS SECURITIES SERVICES SINGAPORE/JASDEC/ UOB KAY HIAN PRIVATE LIMITED (Standing proxy: The Hongkong and Shanghai Banking Corporation Limited, Tokyo Branch, Custody Services)	3,065	5.80
4	Minami Aoyama Real Estate Inc.	2,961	5.60
5	SSBTC CLIENT OMNIBUS ACCOUNT (Standing proxy: The Hongkong and Shanghai Banking Corporation Limited, Tokyo Branch, Custody Services)	2,601	4.92
6	TAIYO HANEI FUND, L.P. (Standing proxy: MUFG Bank, Ltd.)	2,003	3.79
7	Nichia Corporation	2,001	3.79
8	State Street Bank and Trust Company 505019 (Standing proxy: The Hongkong and Shanghai Banking Corporation Limited, Tokyo Branch, Custody Services)	1,927	3.65
9	Hitachi, Ltd.	1,603	3.03
10	TAIYO FUND, L.P. (Standing proxy: MUFG Bank, Ltd.)	1,511	2.86

Notes: 1. The number of shares held by Japan Trustee Services Bank, Ltd. and The Master Trust Bank of Japan, Ltd. is the number of shares held in trust.

2. The percentage of shareholdings is calculated without taking treasury shares (500,666) into account.

5. The below is a true and accurate excerpt of Maxell's response to Apple's Interrogatory No. 19, as served on July 29, 2019:

foregoing, Maxell states that for the '317, '999, and '498 Patents, the SSPPU is the phone itself, implicating numerous components including at least GPS chipset, digital compass, gyroscope, Bluetooth chipset, Wi-Fi chipset, cellular chipset, antennas accompanying the modem components (if including separately), application processor, display/input components (e.g., touchscreen and touchscreen interfaces and drivers), and/or iBeacon microlocation component of the accused devices.

For the '493 Patent, the SSPPU is the phone itself, implicating numerous components including at least front- and rear-facing cameras, light-receiving sensors, imaging sensors, gyroscope, image signal processor, application processor, and display components (e.g., OLED display, retina display, touchscreen and touchscreen interfaces and drivers) of the accused devices.

For the '438 Patent, the SSPPU is the phone itself, implicating numerous components including at least the Bluetooth chipset, WiFi chipset, cellular chipset, application processor, and display/input components (e.g., OLED display, retina display, touchscreen and touchscreen interfaces and drivers) of the accused devices.

For the '193 Patent, the SSPPU is the phone itself, implicating numerous components including at least the cellular chipset, antenna, RF chipsets, power management circuits, power amplifiers, RF front end components, microphone and speakers, and power trackers of the accused devices.

For the '991 Patent, the SSPPU is the phone itself, implicating numerous components including at least the front- and rear-facing cameras, light-receiving sensors, imaging sensors, image signal processor, application processor, display components (e.g., OLED display, retina display, touchscreen and touchscreen interfaces and drivers), WiFi chipset, cellular chipset, and/or application processor of the accused devices.

For the '306 Patent, the SSPPU is the phone itself, implicating numerous components including at least the application processor, cellular chipset, WiFi chipset, speaker, and controller of the accused devices.

For the '794 Patent, the SSPPU is the phone itself, implicating numerous components including at least the display components (e.g., OLED display, retina display, touchscreen and touchscreen interfaces and drivers), cellular chipset, WiFi chipset, NFC chipset, components operating in "Power Reserve" Mode in Apple Watch, power management circuits, GPS chipset, memory devices, and application processor of the accused devices.

For the '586 Patent, the SSPPU is the phone itself, implicating numerous components including at least the Bluetooth chipset, WiFi chipset, memory, application processor, face recognition components (e.g., infrared camera and interfaces), and fingerprint sensor and drivers of the accused devices.

6. The below is a true and accurate excerpt from a letter sent from Maxell counsel to Apple counsel on August 19, 2019:

Finally, Maxell *does* dispute the relevance of the communications that you appear to be referencing [REDACTED]. With the exception of the '794 Patent, such communications do not relate to the asserted or related patents in any way. And even with respect to the '794 Patent, Maxell has not sought to rely on the communications for willfulness purposes and has not seen any exchanged technical discussions regarding the patent. Thus, the mere mention of this patent in prior documents appears as irrelevant to the current litigation as the remainder of the materials Apple may have exchanged with Hitachi [REDACTED]. Aside from Apple's blatant attempt to claim relevance solely for the purpose of transfer, Maxell is open to hearing why Apple believes such communications are relevant to the claims and defenses in *this* case.

7. [REDACTED]

8. The below are true and accurate excerpts from Maxell Holdings, Ltd. Integrated Report 2019 (https://www2.maxell.co.jp/ir/pdf/MHD_IR19_E.pdf) and Hitachi Ltd. Integrated Report 2019 (<https://www.hitachi.com/IR-e/library/integrated/2019/ar2019e.pdf>):

Executive Officers As of June 30, 2019

President & CEO



Toshiaki Higashihara*
Overall management

Executive Vice Presidents and Executive Officers



Masakazu Aoki*
Assistant to the President (business for industry & distribution sectors, water & environment business, and industrial products business)



Keiji Kojima*
Assistant to the President (smart life & ecofriendly systems business, automotive systems business, and healthcare business) and smart life & ecofriendly systems business



Keiichi Shiotsuka*
Assistant to the President (systems & services business and defense systems business), systems & services business and social innovation business promotion



Hideaki Takahashi*
Assistant to the President (cost structure reform and supply chain management), cost structure reform and supply chain management (SCM/LOGI and quality assurance)

Senior Vice Presidents and Executive Officers



Alstair Dornier*
Assistant to the President (building systems business, and railway systems business)



Toshikazu Nishino*
Assistant to the President (nuclear energy business and energy business)



Atsushi Oda
Nuclear energy business and energy business



Yoshihiko Kawamura
Management strategies, investment strategies, and strategies for next generation business



Kenichi Kokubo
Regional strategies (China)



Setsuo Shibahara
Services & platforms business



Hideaki Seki
Building systems business



Yoshitaka Tsuda*
Marketing & sales, regional strategies, and social innovation business promotion



Hidenobu Nakahata*
Corporate communications, legal matters, risk management, corporate auditing, and human capital



Mitsuki Nishiyama*
Finance and corporate governance systems

Vice Presidents and Executive Officers

Keiichi Akino
Marketing & sales (business for financial institutions, government public cooperation and social infrastructure systems, and defense systems business)

Jun Abe
Business for industry & distribution sectors

Hiroshi Ito
Government & external relations

Kenji Urase
Energy business

Ryuichi Otsuki
Investment strategies

Kohji Kodama
Legal matters, risk management, and corporate auditing

Norihiro Suzuki
Research & development

Yoji Takeuchi
Marketing & sales (business for industry & distribution sectors, water & environment business, building systems business, railway systems business and healthcare business)

Hideoaki Takehara
Nuclear energy business

Toshiaki Tokunaga
Services & platforms business

Osamu Naito
Government & external relations, CSR, environmental strategy and executive support

Koji Nakakita
Regional strategies (PAC)

Katsuya Nagano
Business for government, public cooperation, and social infrastructure systems

Seichiro Nukui
Business for industry & distribution sectors

Yasushi Nomura
Information technology strategies

Andrew Barr
Railway systems business

Kenro Masai
Supply chain management (MCM/LOGI and quality assurance)

Shinya Mitsuodomi
Railway systems business

Maashi Murayama
Supply chain management (procurement)

Mamoru Morita
Management strategies

Taegio Yamamoto
Business for financial institutions

Takashi Yoda
Marketing & sales (nuclear energy business and energy business)

Masaya Watanabe
Information security management and cost structure reform

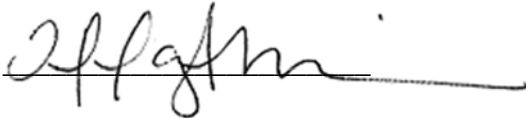
Executive Officer

Hiroaki Nakarishi
General

Note: Executive officers are listed by position and in Japanese alphabetical order within each grouping.
 * Denotes executive officers who are representative executive officers.

I declare under penalty of perjury under the laws of the United States of America that the above is true and correct and that this Declaration was executed on December 19, 2019 in Washington, D.C.

Dated: December 19, 2019

By: 
 Tiffany A. Miller