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

MAXELL, LTD.,

Plaintiff,

v.

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APPLE INC.,

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

## JURY TRIAL DEMANDED FILED UNDER SEAL

Defendant.

## 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):

	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
7	Hitachi, Ltd.	1,603	3.03
0	TAIYO FUND, L.P. (Standing proxy; MUFG Bank, Ltd.)	1,511	2.86

Stock Information (As of April 1, 2019)

lotes: 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 (*a.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 (*a.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 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 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.

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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):

Keiji Nakamura

Director

Apr. 1990 Joined Hitachi Maxall, Ltd. Jan. 2013 Deputy General Manager of Energy Divisi Hitachi Maxall Jul. 2014 Executive Officer of Hitachi Maxall Oct. 2017 Executive Officer of Maxall, Ltd. Apr. 2018 Previous and Representative Director of Maxall (Incumbent) Maxall (Incumbent)

Maxell (incumbent) Jun. 2018 Director of Maxell Holdings, Ltd. (incumb President and Representative Director of Maxell 1td

## Maxell Holdings, Ltd. Integrated Report

#### Corporate Governance

Directors

### Directors and Executive Officers (As of June 25, 2019)



- Apr 1990 Joined Haark Manki, Ltd. Mer 2000 General Wangerd Reharpspahle Battery Division, Berger Solutions Business Group of Histok Maael Apr 2000 Execution Officer of Histok Maael Total Markowski Markowski Markowski Markowski Apr 2000 Execution Markowski Apr 2010 President and Baresentide Director of Hashi Markowski Maael Markowski Markowski Markowski Markowski Director 2017 President and Specentide Director of Hashi Markowski Maael President and Representative Director of Hashi Maael Col 2017 President and Representative Director of Maaki Maael Director 2017 President and Representative Director of Maaki Maael Director 2017 President and Representative Director of Maael, Ltd. J. 2019 President and Representative Director of Maael, Ltd. J. 2019 President and Representative Director of Maael, Ltd.

- President and Representative Director

Tatsuhiko

Outside Director

Izumi

Apr. 1971 Joined Hitschi Maxell, Ltd. Aug 1998 General Manager, Bicharpatelle Battery Division, Battery Business Group of Hatah Maxell Jun. 1999 Director of Hitschi Maxell Jun. 2009 Vice President and Executive Officer of Hitschi Maxell Apr. 2000 Samo Vice President and Executive Officer of Hitschi Maxell Apr. 2005 Seniol Yola President and Electrone comes or 1000 Seniol Yola President and Electronic Officer of Hotach Manal Apr. 2005 Directs Representative Security of Direct Seniol Yola President, and Electric Officer of Histoh Manal Jun. 2016 Representative Electronic Officer, Senior Managing Director of Histoh Manal Apr. 2011 Preventent and Representative Director of Histoh Manal Apr. 2011 Preventent and Representative Director of Histoh Manal Chairman and Representative Director of Hit Chairman and Representative Director of N irman and Represental dings, Ltd. irman of Maxell, Ltd.

Apr. 2018 Chairman and Representative Director of Maxell Holdings Jun. 2019 Chairman and Director of Maxell Holdings

Katsunori

Ikegami

Apr 1990 Joined Hitselv Meadl. Ltd. Jan. 2000 General Manager of Business Strategy Division of Hitselv Maail Apr 2011 Director of Hitselv Meadl Jan. 2014 Executive Officer of Hitselw Meadl Apr 2015 Specific programmatic sprebyree of Jan. 2015 Full-Tree Audit and Specificity Board Member of Hitselv Meadl Jan. 2015 Full-Tree Audit and Specific Specific Specific Specific Specific Member of Hitselv Meadl Jan. 2015 Director of Hitselv Meadl Audit of Director Meadl Hidseps, Ltd. Jini. The Audit of Meadl Apr 2019 Director Meadl Hidseps, Ltd. Jini. The Audit of Meadl Apr. 2019 Director Meadl Hidseps (Juli, Then Audit Apr. 2019 Director Meadl Hidseps, Ltd. Jili. The

Apr. 2019 Director of Maxell Holdings (Full-Time Audit and Supervisory Committee Member)

Yoshihiro

Chairman and

Senzai

#### Directors who serve as Audit and Supervisory Committee Members



- Outside Direc Apr. 1974 - Johne Ritte Eleminic Industrial Co., Ltd. Convertify REID. Device Corporation) Jun. 2003 Directific of Nito Device Jun. 2007 - Senier Vice President of Nito Device Jun. 2010 - Corporate Advisor of Nito Device Neo. 2013 - Audit and Supervisory Bland Mamber of Corporate Advisor of Nito Device Device Organization and Supervisory Bland Mamber of Hadrid Marell Jun. 2016 - Director of Holm Notelling Mark Supervisory Correntities Member of Corporate of Markin Midling Ltd (Judit and Supervisory Correntities Member) Apr. 2017 Director of Mark Holdings, Kulat and Supervisory Correntities Member)



# Apr. 1990 Joined Hitachi Maxell, Ltd. Jan. 2013 Deputy General Manager of En Apr. 1990. Journel Hausel Manager of Energy Division of Haach Manael Jan. 2013. Dopuly, General Manager of Haach Manael Jan. 2014. Dopuly, General Manager of Energy Division of Haach Manal Apr. 2015. Executive Officer and General Manager of Stortec Division of Manael. Manael Oct. 2017. Executive Officer and General Manager of Stortec Division of Manael. Manael Manael Stortec Division of Manael. Manael Stortec Division of Manael. Manael Stortec Division of Manael. Manager of Stortec Division of Manael. Manael Holdings, Division of General Manager of Sales Division of Manael. Manager of Sales Division of Manael. Manager of Sales Division of Manael. Manager of Sales Division and Sales. The Manager of Sales Division of Manael. Sales Tortes of Sales Division of Manael. Division of Manael. Division of Sales Division of Sales. Division of Manael. Division of Sales. Division of Manael. Division of Manael. Division of Sales. Division of Sales.

Shinobu

Outside Direct

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Jan, 2020 Executive Officer of Like Industrias and Chairman and Paudiated II Officer of Like Industrias
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> Executive Officers Osamu Onodera Tomohiro Suzuki

Masaharu Deguchi

## Hitachi, Ltd. Integrated Report

#### Management System

Apr. 1976 Joined Clarion Co., Ltd. Jun. 1999 Director of Clarion May 2001 President and Represent Clarion Clarion Apr. 2014 Chairman, Representative Director, and CEO of Clarion Jun. 2016 Chairman, CEO, and Director of Cla Apr. 2017 Director of Clarion Advisor of Clarion (incumbent)

Independent Directors\* At the





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Directors At the end of the Annual



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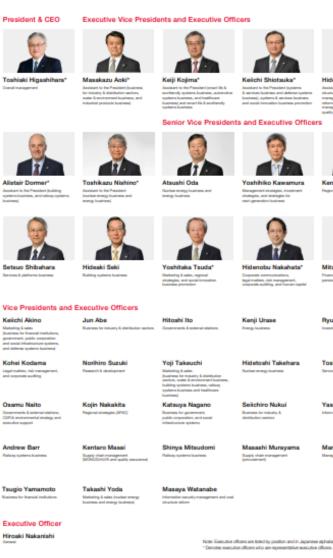








Nominating Committee
Audt Committee
Compensation Committee



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

RM

By:

Tiffany A. Miller

Executive Officers As of June 30, 2019



Ryuichi Otauki

Toshiaki Toku

Yasushi Nom

Mamoru Morita

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