

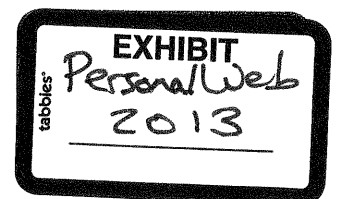
### DECLARATION OF KEVIN BERMEISTER

1. My name is Kevin Bermeister. I reside in Sydney, Australia, am over the age of twenty-one, and am competent in all respects to make this declaration. I have personal knowledge of the matters set forth below, and the factual matters set forth below are true and correct.

2. I am currently the Non-Executive Chairman of PersonalWeb Technologies, LLC ("PersonalWeb"). I am also the Chief Executive Officer and Director of Brilliant Digital Entertainment, Inc. ("BDE").

3. When I refer to "True Name patents" herein, I am referring to U.S. Patent Nos. 5,978,791 and all continuations thereof. The True Name patents were originally owned by a company called Kinetech. BDE entered into an exclusive license with Kinetech for the True Names patents in the field of peer-to-peer communications. Later, in approximately 2006, BDE acquired Kinetech and made it a wholly owned subsidiary.

4. Kinetech's headquarters are located at 12711 Ventura Boulevard, Suite 210, Studio City, California 91604. I am Chief Executive Officer and Chief Financial Officer of Kinetech.



5. In or around June, 2011, Kinetech contributed the True Names patents to PersonalWeb, and in exchange became a majority equity investor in PersonalWeb.

6. Exhibit 2016 in this IPR proceeding is a true and correct copy of a Patent and Software License Agreement, entered into in 2009, between BDE and affiliates thereof, and Skype Technologies SA, Skype, Inc. Skype paid approximately \$4,000,000.00 (Four-Million Dollars) for this license. Skype was a wholly owned subsidiary of eBay, and I had no personal interest in Skype at the time the Skype license was agreed to. None of the three licenses I identify herein settled or ended any patent litigation. I have been the President or CEO of BDE since 1996. I have personal knowledge that the amounts stated herein are approximately correct as stated. I recall from the time the licenses were granted and through the time that payments were made that the monetary amounts stated by me herein are approximately correct.

7. Exhibit 2017 in this IPR proceeding is a true and correct copy of a Patent License Agreement, having an effective date of October 18, 2002, made between Kinetech, and BDE and Altnet, Inc. BDE paid approximately 5,000,000 warrants which at the time of issuance were valued at approximately \$1,000,000.

8. Altnet is now a wholly-owned subsidiary of BDE. I am Chief Executive Office and Chief Financial Officer of Altnet.

9. Exhibit 2018 in this IPR proceeding is a true and correct copy of a Patent Sublicense Agreement, having an effective date of October 18, 2002, between BDE and Altnet, as sublicensors, and Sharman Networks Limited ("Sharman"). Sharman paid approximately \$7,200,000.00 (Seven-Million, Two-Hundred Thousand Dollars) for this license. There is no signature for BDE in Exhibit 2018. However, I recall that BDE did sign this license agreement but I have been unable to locate a copy of this license agreement that was signed by BDE.

10. In signing this declaration, I recognize that the declaration will be filed as evidence in a contested proceeding before the Patent Trial and Appeal Board of the United States Patent and Trademark Office. I also recognize that I may be subject to cross examination in the proceeding and that cross examination will take place within the United States. If cross examination is required of me, I will appear for cross examination within the United States during the time allotted for cross examination.

11. I declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code.

Dated: \_\_\_\_\_



Kevin  
Bermeister

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Kevin Bermeister