

1 PATRICK J. FLINN
JANA G. GOLD
2 MORRISON & FOERSTER
755 Page Mill Road
3 Palo Alto, California 94304
Telephone: (415) 813-5600

FILED

AUG 10 1994

RICHARD W. WIEKING
CLERK, U.S. DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

) / No. C 94-02332 CW

DECLARATION OF
CARO-KANN CORPORATION
REGARDING MOTION TO
DISMISS

) Date: September 9, 1994
) Time: 10:30 A.M.
) Courtroom: D, 15th Floor

) Date: September 9, 1994
) Time: 10:30 A.M.
) Courtroom: D, 15th Floor

) Date: September 9, 1994
) Time: 10:30 A.M.
) Courtroom: D, 15th Floor

CARO-KANN DECLARATION
RE MOTION TO DISMISS

1 I, Robert B. Fougner, declare:

2 1. I am the President of Caro-Kann Corporation ("CKC"), a wholly owned
3 subsidiary of Cylink Corporation ("Cylink"). In that capacity, I have personal knowledge
4 of the facts stated in this declaration, and I have the authority to make these
5 representations to this Court regarding the pending suit between Cylink and RSA Data
6 Security, Inc. ("RSADSI"). I could and would testify competently to these facts if called
7 upon to do so.

8 2. On June 29, 1994, I received a hand-delivered letter from RSADSI dated that
9 same day, a copy of which is attached to my declaration submitted in opposition to
10 RSADSI's two motions. This letter called on me, as President of CKC, and a member of
11 PKP's Licensing Committee and Management Committee, to authorize suit by PKP against
12 Cylink for infringement of the MIT Patent. RSADSI demanded such action despite Cylink
13 and CKC's pending arbitration to compel RSADSI's compliance with its contractual
14 obligation to grant Cylink's sublicense to the MIT Patent.

15 3. RSADSI's refusal to grant Cylink's sublicense, and its demand for suit against
16 Cylink, are strictly for RSADSI's own commercial advantage. CKC did not consent then,
17 and does not consent now, to any suit by PKP against Cylink. Nor does CKC consent to
18 PKP's joinder in this action.

19 4. This lawsuit is the result of RSADSI's decision to threaten Cylink
20 independently of PKP. CKC does not wish to join this action. CKC believes, moreover,
21 that its interests with respect to the issues in this suit are adequately protected by Cylink in
22 this specific instance. Thus, for purposes of the issues raised in the present First Amended
23 Complaint, CKC agrees to be bound by any judgment entered herein.

24

25

26

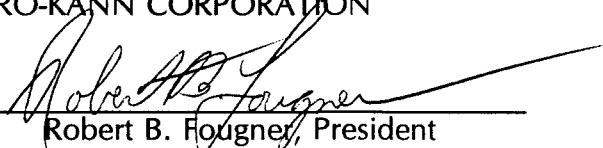
27

28

CARO-KANN DECLARATION
RE MOTION TO DISMISS

1 I declare, under the penalty of perjury and the laws of the State of California, that
2 the foregoing is true and correct, and that I executed this Declaration on August 19 1994,
3 in Palo Alto California.

4 CARO-KANN CORPORATION

5 By: 
6 Robert B. Fougner, President

7

8

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

26

27

28 2P163073.2
CARO-KANN DECLARATION
RE MOTION TO DISMISS