Peter J. Wied (SBN 198475)
pwied@goodwinprocter.com
GOODWIN PROCTER LLP
601 S. Figueroa Street, 41st Floor
Los Angeles, CA 90017
Tel.: 213.426.2500
Fax: 213.623.1673

Attorneys for Defendants
WISDOM TREE INVESTMENTS, INC.; WISDOM TREE TRUST; WISDOM TREE ASSET MANAGEMENT, INC.; WISDOM TREE RETIREMENT SERVICES, INC.; MELLON CAPITAL MANAGEMENT CORP.; and ALPS DISTRIBUTORS, INC.

UNITED STATES DISTRICT COURT

CENTRAL DISTRICT OF CALIFORNIA

SOUTHERN DIVISION

Research Affiliates, LLC,

Plaintiff,

v.

Wisdom Tree Investments, Inc., Wisdom Tree Trust, Wisdom Tree Asset Management, Inc., Wisdom Tree Retirement Services, Inc., Mellon Capital Management Corp., and ALPS Distributors, Inc.,

Defendants.

Case No. SACV11-01846 DOC (ANx)

DECLARATION OF PETER J. WIED IN SUPPORT OF DEFENDANTS' OPPOSITION TO PLAINTIFF'S MOTION TO DISMISS AND STRIKE INEQUITABLE CONDUCT PLEADINGS

Judge: Hon. David O. Carter
Complaint Filed: December 1, 2011

I, Peter J. Wied, do hereby state and declare as follows:

1. I am currently counsel at the law firm Goodwin Procter LLP in Los Angeles, California, a member in good standing of the California Bar, and admitted to practice in the Central District of California. I have personal knowledge of the facts as set forth below, and if called as a witness, I could and would competently testify to them.

2. Attached as **Exhibit 1** is a true and accurate copy of Defendants' Second Supplemental Response to RA's First Set of Interrogatories filed on September 5, 2012.

3. Attached as **Exhibit 2** is a true and accurate copy of an e-mail correspondence string between Rob Arnott and Robert C. Jones, from May 6, 2005 to May 18, 2005, bearing Bates Nos. RA 0296503-08. Exhibit 7 was produced by RA after Defendants filed their unopposed motion seeking leave to file a second amended answer on July24, 2012.

4. Attached as **Exhibit 3** is a true and accurate copy of an e-mail correspondence string between Rob Arnott and Paul Wood, from October 27, 2004 to November 4, 2004, bearing Bates Nos. RA 0130784-87.

5. Attached as **Exhibit 4** is a true and accurate copy of an e-mail correspondence string between Rob Arnott and Paul Wood, dated October 13, 2004, bearing Bates Nos. RA 0130524-27.

6. Attached as **Exhibit 5** is a true and accurate copy of an e-mail correspondence string between Rob Arnott and David Morris from October 26, 2004 to October 27, 2004, bearing Bates no. GWA000023. Exhibit 2 was produced by Global Wealth Allocation after Defendants filed their unopposed motion seeking leave to file a second amended answer on July24, 2012.

7. Attached as **Exhibit 6** is a true and accurate copy of an e-mail correspondence string between Rob Arnott and Katy Sherrerd, dated November 1, 2004, bearing Bates no. RA 0283280. Exhibit 3 was produced by RA after

Defendants filed their unopposed motion seeking leave to file a second amended answer on July24, 2012.

8. Attached as **Exhibit 7** is a true and accurate copy of an e-mail correspondence string, dated April 10, 2006, bearing Bates Nos. RA 0487189-90. Exhibit 14 was produced by RA after Defendants filed their unopposed motion seeking leave to file a second amended answer on July24, 2012.

9. Attached as **Exhibit 8** is a true and accurate copy of an e-mail correspondence from Rob Arnott to Mark Makepeace and Jerry Moskowitz, dated November 27, 2005, bearing Bates Nos. RA 0471430. Exhibit 15 was produced by RA after Defendants filed their unopposed motion seeking leave to file a second amended answer on July24, 2012.

10. Attached as **Exhibit 9** is a true and correct copy of a diagram entitled, "Patent Family Chart for RA's Patents" that depicts the filing and relationship between several patent applications, including U.S. Patent Application Nos. 10/159,610; 60/541,733; 10/961,404; 11/196,509; 60/751,212; 11/509,002; 60/896,867; and 11/931,913.

11. Attached as **Exhibit 10** is a true and accurate copy of an e-mail correspondence string bearing Bates Nos. WT0000327-35.

12. Attached as **Exhibit 11** is a true and accurate copy of § 1134.01 of the Manual of Patent Examining Procedure, entitled, "Third Party Submissions Under 37 CFR 1.99".

13. Attached as **Exhibit 12** is a true and accurate copy of U.S. Patent Application Publication No. US 2006/0149645 to Paul Wood, published July 6, 2006, and bearing Bates Nos. WT0044509-11.

Dated: September 24, 2012

Respectfully submitted,

By: /s/ Peter J. Wied

Peter J. Wied
pwied@goodwinprocter.com
GOODWIN PROCTER LLP

Attorneys for Defendants
WISDOM TREE INVESTMENTS, INC., WISDOM TREE TRUST, WISDOM TREE ASSET MANAGMENET, INC., WISDOM TREE RETIREMENT SERVICES, INC., MELLON CAPITAL MANAGMENT CORP., AND ALPS DISTRIBUTORS, INC.