IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

ALCATEL USA RESOURCES, INC., a Delaware corporation, and ALCATEL INTERNETWORKING, INC., a California corporation, Plaintiffs, v. FOUNDRY NETWORKS, INC., a Delaware corporation, Defendant.	Civil Action No. 05-418-SLR (JURY TRIAL DEMANDED) PUBLIC VERSION

DECLARATION OF MATTHEW H. POPPE IN SUPPORT OF DEFENDANT FOUNDRY NETWORKS, INC.'S OPENING SUBMISSION ADDRESSING SCOPE OF DISCOVERY RE: FOUNDRY PRODUCTS

VOLUME 1 – EXHIBIT A-F

OF COUNSEL:

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(As to Count I only)
Dated: August 22, 2006
Public Version: August 29, 2006

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Attorneys for Defendant Foundry Networks, Inc.

I, Matthew H. Poppe, declare:

1. I am a partner in the law firm of Orrick, Herrington & Sutcliffe LLP, counsel of record in this action for Defendant and Counterclaimant Foundry Networks, Inc. ("Foundry"). I am licensed to practice law in the State of California, and I am admitted to practice *pro hac vice* in the United States District Court for the District of Delaware in connection with this action. I have personal knowledge of the facts stated herein, except where otherwise stated, and I could and would testify competently to those facts if called as a witness.

2. Attached hereto as Exhibit A is a true and correct copy of excerpts from Alcatel's Supplemental Response to Foundry's First Set of Interrogatories Regarding Plaintiff's Count I (Nos. 1-6), served by Alcatel on or about June 23, 2006. Although Alcatel designated the document "Confidential Technical Information--Attorneys' Eyes Only," Alcatel's counsel subsequently confirmed to Foundry's counsel that the responses to Interrogatory Nos. 1 and 2 (*i.e.*, the full content of the attached Exhibit A) were given that designation solely to protect Foundry. Foundry does not consider the contents of Exhibit A to be confidential, although it considers the contents of some of the documents cited in Exhibit A to be confidential.

3. Attached hereto as Exhibit B is a true and correct copy of charts related to the '192 patent that Alcatel included in Alcatel's Response to Foundry's First Set of Interrogatories Regarding Plaintiff's Count I (Nos. 1-7), served by Alcatel on or about April 21, 2006.

4. Attached hereto as Exhibit C is a true and correct copy of the official transcript of the hearing before the Court in this action on August 8, 2006.

5. Attached hereto as Exhibit D is a true and correct copy of U.S. Patent No. 5,301,192, which is one of the Alcatel patents-in-suit in Phase I of this action.

6. Attached hereto as Exhibit E is a true and correct copy of a document produced by Foundry to Alcatel in this action with Bates Nos. FN A_00382797 to FN A_00382877. Foundry considers this document to be a confidential technical document.

7. Attached hereto as Exhibit F is a true and correct copy of a document produced by Foundry to Alcatel in this action with Bates Nos. FN A_00377503 to FN A_00377558. Foundry considers this document to be a confidential technical document.

8. Attached hereto as Exhibit G is a true and correct copy of a document produced by Foundry to Alcatel in this action with Bates Nos. FN A_00355006 to FN A_00355033. Foundry considers this document to be a confidential technical document.

9. Attached hereto as Exhibit H is a true and correct copy of excerpts from Donald G. Fink, ed., *Electronics Engineers' Handbook* (1975).

10. Attached hereto as Exhibit I is a true and correct copy of a document produced by Foundry to Alcatel in this action with Bates Nos. FN A_00064809 to FN A_00064860. Foundry considers this document to be a confidential technical document.

11. Attached hereto as Exhibit J is a true and correct copy of a document produced by Foundry to Alcatel in this action with Bates Nos. FN A_00056579 to FN A_00056634. Foundry considers this document to be a confidential technical document.

12. Attached hereto as Exhibit K is a true and correct copy of U.S. Patent No. 5,506,840, which is one of the Alcatel patents-in-suit in Phase I of this action.

13. Attached hereto as Exhibit L is a true and correct copy of a document presented by Alcatel to the Court at the August 8, 2006 hearing in this action behind Tab 10 of the binder entitled "Plaintiffs' Discovery Conference Notebook."

14. Attached hereto as Exhibit M is a true and correct copy of charts related to the '840 patent that Alcatel included in Alcatel's Response to Foundry's First Set of Interrogatories Regarding Plaintiff's Count I (Nos. 1-7), served by Alcatel on or about April 21, 2006.

15. Attached hereto as Exhibit N are true and correct copies of a letter from Robert Greenspoon, counsel for Alcatel in this action, to me dated August 16, 2006 and my response letter dated August 18, 2006.

16. Attached hereto as Exhibit O is a true and correct copy of Plaintiffs' Second Set of Document Requests to Foundry Networks, Inc. (Nos. 47-124), served by Alcatel on or about February 23, 2006.

17. Attached hereto as Exhibit P is a true and correct copy of Plaintiffs' First Set of Document Requests to Foundry Networks, Inc., served by Alcatel on or about October 5, 2005.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and that this declaration was executed in Menlo Park, California on August 22, 2006.

Public Version: August 29, 2006

/s/ Matthew H. Poppe
Matthew H. Poppe

IN THE UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF DELAWARE

CERTIFICATE OF SERVICE

I, Philip A. Rovner, hereby certify that on August 29, 2006, the within document was filed with the Clerk of the Court using CM/ECF which will send notification of such filing(s) to the following; that the document was served on the following counsel as indicated; and that the document is available for viewing and downloading from CM/ECF.

BY HAND DELIVERY AND E-MAIL

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I hereby certify that on August 29, 2006 I have sent by E-mail the foregoing document to the following non-registered participant:

Timothy J. Haller, Esq.
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