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)

FOUNDRY NETWORKS, INC.'S ANSWER
TO COUNT I OF PLAINTIFFS' AMENDED COMPLAINT

ANSWER TO COUNT I

Foundry Networks, Inc. ("Foundry") answers Count I of the Amended Complaint of Alcatel USA Resources, Inc. ("Alcatel USA Resources") and Alcatel Internetworking, Inc. ("Alcatel Internetworking") (collectively "Plaintiffs") as follows:

1. Foundry admits the allegations of paragraph 1 of the Amended Complaint.

2. Foundry admits that it is a Delaware corporation, it has a principal place of business at 2100 Gold Street, San Jose, California 95164, it has office locations in the United States and world-wide, and it conducts business and has a registered agent for service of process in this judicial district. Foundry admits that venue is proper in this judicial district under 28 U.S.C. §§ 1391(c)-(d) and 1400(b). Except as so admitted, Foundry denies each and every allegation of paragraph 2 of the Amended Complaint.

3. Foundry is without knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 3 of the Amended Complaint, and on that ground Foundry denies those allegations.

4. Foundry admits that ServerIron, NetIron, NetIron with MPLS Module, BigIron, FastIron, and EdgeIron are Foundry products. Except as so admitted, Foundry denies each and every allegation of paragraph 4 of the Amended Complaint.

5. Foundry denies each and every allegation of paragraph 5 of the Amended Complaint.

6. Foundry admits that, prior to the filing of the Complaint, Alcatel USA Resources informed Foundry of its allegation that Foundry infringed U.S. Patent Nos. 5,301,192, 5,461,615, 5,506,840, 6,339,830, and 6,697,329. Foundry further admits that it received actual notice of Alcatel USA Resources' allegation that Foundry infringed U.S. Patent Nos. 6,865,153, 6,874,090, and 6,882,647 upon receipt of the Complaint and of Alcatel USA Resources' allegation that Foundry infringed U.S. Patent No. 5,521,923 upon its receipt of the Amended Complaint. Except as so admitted, Foundry denies each and every allegation of paragraph 6 of the Amended Complaint.

7. Foundry denies each and every allegation of paragraph 7 of the Amended Complaint.

AFFIRMATIVE DEFENSES

A. FAILURE TO STATE A CLAIM

8. As its first separate and affirmative defense, Foundry alleges, on information and belief, that Alcatel USA Resources has failed to state a claim upon which any relief may be granted against Foundry.

B. NONINFRINGEMENT

9. As its second separate and affirmative defense, Foundry alleges, on information and belief, that it does not infringe any valid and enforceable claim of the Alcatel Patents-in-Suit.

C. PATENT INVALIDITY

10. As its third separate and affirmative defense, Foundry alleges, on information and belief, that one or more claims of the Alcatel Patents-in-Suit are invalid because they fail to meet the conditions of patentability of 35 U.S.C. §§ 101, 102, 103, and/or 112.

D. ESTOPPEL

11. As its fourth separate and affirmative defense, Foundry alleges that Count I of the Amended Complaint is barred, in whole or in part, under the doctrine of estoppel.

E. LACHES

12. As its fifth separate and affirmative defense, Foundry alleges that Count I of the Amended Complaint is barred, in whole or in part, under the doctrine of laches.

F. AUTHORIZATION AND CONSENT OF THE UNITED STATES GOVERNMENT

13. As its sixth separate and affirmative defense, Foundry alleges that it used and/or manufactured some of the products accused of infringing the Alcatel Patents-in-Suit for and with the authorization and consent of the United States Government and that, accordingly, Alcatel USA Resources' claims against Foundry with respect to such products may not be pursued in this Court and are subject to other limitations pursuant to 28 U.S.C. § 1498.

PRAYER FOR RELIEF

WHEREFORE, Foundry prays that this Court enter judgment:

A. That Count I of Plaintiffs' Amended Complaint be dismissed with prejudice;

B. That the Alcatel Patents-in-Suit be found not infringed by any actions of Foundry

or its customers, suppliers, users, licensees, vendors or vendees, or others using its products either alone or in combination with any other product;

C. That one or more of the Alcatel Patents-in-Suit be found invalid, void and unenforceable;

D. That Plaintiffs be ordered to pay the costs incurred by Foundry in responding to this action and Foundry's reasonable attorneys' fees pursuant to 35 U.S.C. § 285; and

E. That Foundry be granted such other and further relief as this Court deems just and warranted under the circumstances.

JURY DEMAND

Foundry demands a trial by jury as to all issues so triable.

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By: _____

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(As to Count I of the Amended Complaint)

Dated: August 11, 2005
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IN THE UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF DELAWARE

CERTIFICATE OF SERVICE

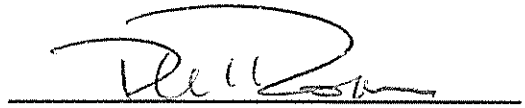
I, Philip A. Rovner, hereby certify that on August 11, 2005, the within document was filed with the Clerk of the Court using CM/ECF which will send notification of such filing(s) to the following; that the document was served on the following counsel as indicated; and that the document is available for viewing and downloading from CM/ECF.

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I hereby certify that on August 11, 2005 I have sent by Federal Express the foregoing document to the following non-registered participant:

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