IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

TV GUIDE ONLINE, INC. and TV GUIDE ONLINE, LLC	)	
Plaintiffs,	)	C.A. No. 05-CV-725-KAJ
v.	)	**JURY TRIAL DEMANDED**
TRIBUNE MEDIA SERVICES, INC.,	)	
Defendant.	)	

PLAINTIFFS' ANSWER TO DEFENDANT'S COUNTERCLAIMS

Plaintiffs and counterclaim defendants TV Guide Online, Inc. and TV Guide Online, LLC (jointly referred to herein as "TV Guide Online"), for their answer to the counterclaims of Tribune Media Services, Inc. ("TMS"):

1. Admit that the counterclaims purport to recite a claim for a declaration of non-infringement and invalidity of U.S. Patent No. 5,988,078 ("the '078 patent") under the Declaratory Judgment Act, 23 U.S.C. § 2201, *et seq.*, and the patent laws of the United States, 35 U.S.C. § 1, *et seq.*

2. Admit that the Court has jurisdiction under 28 U.S.C. §§ 1331 and 1338(a) over the subject matter of TMS's counterclaims, to the extent that they state a claim on which relief can be granted.

3. Admit that TV Guide Online, Inc. and TV Guide Online, LLC are Delaware corporations, admit that TV Guide Online has brought an action against TMS in the United States District Court for the District of Delaware, and admit that venue is proper in this jurisdiction.

4. Admit the allegations of paragraph 4 of the counterclaims.

5. Admit the allegations of paragraph 5 of the counterclaims.

6. Admit the allegations of paragraph 6 of the counterclaims.

7. Admit the allegations of paragraph 7 of the counterclaims.

8-12. Deny TMS's allegations of patent misuse. TV Guide Online asserts that TMS has failed to state a claim on which relief can be granted under Fed. R. Civ. P. 12(b)(6), in connection with TMS's "Count I: Declaratory Judgment of Patent Misuse." Accordingly, TV Guide Online is filing concurrently herewith Plaintiffs' Motion To Dismiss Defendant's Counterclaim for Alleged Patent Misuse And To Strike Defendant's Patent Misuse Defense.

Consistent with that Motion and by way of affirmative averment, TMS's contentions concerning TV Guide Online's license proposals, which included a "covenant not-to-assert" term, are inadequate to make out a claim of patent misuse, as a matter of law. TMS does not and cannot plead -- as the law requires -- that TV Guide Online refused to license TMS under any other terms because TMS never objected to the covenant not-to-assert provision. TV Guide Online has been and continues to be willing to negotiate a license with TMS that does not include a covenant not-to-assert term -- and TV Guide Online has already informed TMS of this.

13. Deny each and every allegation of paragraph 13 of the counterclaims. The details of TMS's infringement of the '078 patent are set forth in paragraphs 1-32 of TV Guide Online's Complaint, and are hereby incorporated by reference in their entirety herein.

14. Deny each and every allegation of paragraph 14 of the counterclaims.

15. Deny each and every allegation of paragraph 15 of the counterclaims.

WHEREFORE, plaintiffs and counterclaim defendants TV Guide Online, Inc. and TV Guide Online, LLC seek judgment in their favor and against defendant and counterclaim plaintiff TMS as follows:

A. Adjudging and decreeing that the claims of U.S. Patent No. 5,988,078 are not invalid and not unenforceable;

B. Adjudging and decreeing that TMS has infringed one or more claims of U.S. Patent No. 5,988,078;

C. Awarding injunctive relief permanently enjoining TMS, its officers, agents, servants, employees and attorneys and all persons in active concert or participation with it from infringing any of the claims of the '078 patent;

D. Awarding TV Guide Online, Inc. and TV Guide Online, LLC damages in an amount sufficient to compensate TV Guide Online, Inc. and TV Guide Online, LLC for TMS's infringement, together with prejudgment interest and costs of suit;

E. Adjudging that TMS's infringement is willful and awarding TV Guide Online, Inc. and TV Guide Online, LLC treble damages under 35 U.S.C. § 284;

F. Declaring this to be an exceptional case pursuant to 35 U.S.C. § 285 and awarding TV Guide Online, Inc. and TV Guide Online, LLC their attorneys' fees, costs and expenses against TMS; and

G. Granting such further relief as the Court may deem just and appropriate.

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Dated: February 21, 2006

IN THE UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE

CERTIFICATE OF SERVICE

I hereby certify that on February 21, 2005, I electronically filed the foregoing document with the Clerk of Court using CM/ECF which will send notification of such filing(s) and Hand Delivered to the following:

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I hereby certify that on February 21, 2006, I have sent by Federal Express, the foregoing document to the following non-registered participants:

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