IN THE UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF DELAWARE

AIP ACQUISITION LLC, Plaintiff, v. LEVEL 3 COMMUNICATIONS, INC., Defendant.	:	C.A. No. 12-617-GMS **JURY TRIAL DEMANDED**

AIP ACQUISITION LLC'S MOTION FOR LEAVE TO FILE A FIRST AMENDED COMPLAINT

Pursuant to Rule 15(a)(2) of the Federal Rules of Civil Procedure, AIP Acquisition LLC ("AIP") moves for leave to file a First Amended Complaint.

The proposed First Amended Complaint (Ex. 1) is directed to the following: (1) conforming the complaint by withdrawing allegations concerning United States Patent Numbers 5,606,602 and 5,917,897 (previously so ordered at D.I. 23); and (2) adding an allegation of indirect infringement under 35 U.S.C. § 271(b).

A blackline comparison of the First Amended Complaint to the Original Complaint is attached at Ex. 2.

This motion is timely because AIP's motion is being filed on or before December 1, 2013, the deadline set by this Court's Scheduling Order (D. I. 14).

Notice of AIP's intent to file this motion was provided to Defendant's counsel on November 27, 2013. Counsel for Defendant stated that they oppose AIP's motion for leave to amend.

December 1, 2013

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PLAINTIFF'S RULE 7.1.1 STATEMENT

Counsel for Plaintiff AIP Acquisition LLC hereby states that it contacted opposing counsel in an effort to resolve the issues raised in its Motion but the parties were not able to reach agreement on the relief sought.

Dated: December 1, 2013

/s/ Kenneth L. Dorsney
Kenneth L. Dorsney

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PROPOSED ORDER

Before the Court is Plaintiff AIP Acquisition LLC's Motion for Leave to File a First Amended Complaint. Having reviewed the motion and all related briefing, the Court finds good cause exists to grant the motion. Accordingly, it is:

ORDERED that Plaintiff AIP Acquisition LLC's Motion for Leave to File a First Amended Complaint is **GRANTED.** Plaintiff shall docket the First Amended Complaint within two (2) business days of the entering of this Order. The First Amended Complaint shall be deemed served as of the date of its docketing.

Date: _____

_____
Gregory M. Sleet, Chief Judge

EXHIBIT 1