IN THE UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF DELAWARE

ST. CLAIR INTELLECTUAL PROPERTY CONSULTANTS, INC. Plaintiff, v. SAMSUNG ELECTRONICS CO., LTD., SAMSUNG ELECTRONICS AMERICA, INC., SAMSUNG TELECOMMUNICATIONS AMERICA, L.P., MATSUSHITA ELECTRIC INDUSTRIAL CO., LTD., MATSUSHITA ELECTRIC CORPORATION OF AMERICA, VICTOR COMPANY OF JAPAN, LTD., JVC COMPANY OF AMERICA, NOKIA CORPORATION, NOKIA, INC., HEWLETT-PACKARD COMPANY, EASTMAN KODAK COMPANY, Defendants.	)	Civil Action No. 04-1436 JJF **JURY TRIAL DEMANDED**

PLAINTIFF ST. CLAIR INTELLECTUAL PROPERTY CONSULTANTS, INC.'S REPLY TO DEFENDANTS MATSUSHITA ELECTRIC INDUSTRIAL CO., LTD., MATSUSHITA ELECTRIC CORPORATION OF AMERICA, VICTOR COMPANY OF JAPAN, LTD., AND JVC COMPANY OF AMERICA'S COUNTERCLAIMS

Plaintiff St. Clair Intellectual Property Consultants, Inc. ("St. Clair"), for its Reply to the Counterclaims asserted by Defendants Matsushita Electric Industrial Co., Ltd., Matsushita Electric Corporation of America (n/k/a Panasonic Corporation of America), Victor Company of Japan, Ltd., and JVC Company of America (collectively "Matsushita"), states and alleges as follows:

GENERAL DENIAL

Unless specifically admitted below, St. Clair denies each and every allegation set forth in Matsushita's Counterclaims.

RESPONSE TO SPECIFIC ALLEGATIONS

In answer to the separately numbered paragraphs of Matsushita's Counterclaims, St. Clair states the following:

45. St. Clair admits that in paragraph 45 of the Counterclaims, Matsushita repeats and re-alleges the allegations of paragraphs 1-44 and in response to paragraph 45 of the Counterclaims, St. Clair denies any allegation not expressly admitted.

46. St. Clair admits that an actual case or controversy exists between the parties as alleged in paragraph 46 of the Counterclaims. St. Clair also admits that Matsushita alleges counterclaims of invalidity, non-infringement, and unenforceability in paragraph 46 of the Counterclaims, but denies that Matsushita is entitled to any relief. The remaining allegations in paragraph 46 support a legal conclusion and do not require a response. To the extent that a response is deemed to be required, St. Clair does not dispute that Matsushita's counterclaims arise under 28 U.S.C. §§ 2201, 2202 and 35 U.S.C. §§ 1 *et seq.*, that jurisdiction is proper under 28 U.S.C. §§ 1331, 1338, and 2201 *et seq.*, and that venue is proper under 28 U.S.C. §§ 1391(b) & (c) and 1400(b).

47. St. Clair denies the allegations in paragraph 47 of the Counterclaims.

48. St. Clair denies the allegations in paragraph 48 of the Counterclaims.

49. St. Clair admits that in paragraph 49 of the Counterclaims, Matsushita repeats and re-alleges the allegations of paragraph 43 of the Answer and Affirmative Defenses and in response to paragraph 49 of the Counterclaims, St. Clair denies the allegations in paragraph 43 of the Answer and Affirmative Defenses and any additional allegations not expressly admitted.

50. St. Clair denies the allegations in paragraph 50 of the Counterclaims.

RESPONSE TO MATSUSHITA'S PRAYER FOR RELIEF

St. Clair denies that Matsushita is entitled to any relief whatsoever in this action, either as prayed for in its Counterclaims or otherwise.

AFFIRMATIVE DEFENSES

Matsushita's Counterclaims fail to state a claim upon which relief can be granted.

DEMAND FOR A JURY TRIAL

St. Clair hereby requests a trial by jury, pursuant to Rule 38 of the Federal Rules of Civil Procedures, on all issues so triable.

PRAYER FOR RELIEF

WHEREFORE, St. Clair denies that Matsushita is entitled to any relief for its Counterclaims and prays for judgment in its favor as prayed for in the First Amended Complaint and against Matsushita as follows:

A. Dismissing Matsushita's Counterclaims with prejudice on the merits;

B. Awarding St. Clair its costs, disbursements and attorney's fees incurred in connections with the Counterclaims; and

C. Awarding St. Clair such other and further relief as the Court deems just, equitable and proper.

Of Counsel:

Ronald J. Schutz, Esquire
Jake M. Holdreith, Esquire
Becky R. Thorson, Esquire
Carrie M. Lambert, Esquire
Kimberly G. Miller, Esquire
ROBINS, KAPLAN, MILLER & CIRESI LLP
2800 LaSalle Plaza
800 LaSalle Avenue
Minneapolis, MN 55402
(612) 349-8500

SEITZ, VAN OGTROP & GREEN

/s/ Patricia P. McGonigle
By:_____
George H. Seitz, III, Esquire (No. 667)
James S. Green, Esquire (No. 481)
Patricia P. McGonigle, Esquire (No. 3126)
222 Delaware Avenue, Suite 1500
P.O. Box 68
Wilmington, DE 19899
(302) 888-0600

Attorneys for St. Clair Intellectual Property Consultants, Inc.

Dated: May 5, 2005

CERTIFICATE OF SERVICE

I, Patricia P. McGonigle, hereby certify that on this 5th day of May 2005, a copy of the foregoing ***Plaintiff St. Clair Intellectual Property Consultants, Inc.'s Reply to Defendants Matsushita Electric Industrial Co., Ltd., Matsushita Electric Corporation of America, Victor Company of Japan, Ltd., and JVC Company of America's Counterclaims*** was served on counsel via United States Mail, postage prepaid, as follows:

Mark D. Selwyn, Esquire
Wilmer, Cutler, Pickering, Hale and Dorr, LLP
60 State Street
Boston, MA 02109
Counsel for Eastman Kodak Company

Richard L. Horwitz, Esquire
David E. Moore, Esquire
Potter, Anderson & Corroon, LLP
Hercules Plaza, 6th Floor
1313 North Market Street
Wilmington, DE 19801
Counsel for Eastman Kodak Company

Josy W. Ingersoll, Esquire
Young, Conaway, Stargatt & Taylor, LLP
1000 West Street, 17th Floor
P. O. Box 391
Wilmington, DE 19899
Counsel for Samsung Defendants

Donald L. Rhoads, Esquire
Kramer Levin Naftalis & Frankel LLP
919 Third Avenue
New York, NY 10022
Counsel for Nokia Corporation and Nokia Inc.

Jack B. Blumenfeld, Esquire
Morris Nichols Arsht & Tunnell
1201 N. Market Street
P.O. Box 1347
Wilmington, DE 19899
Counsel for Nokia Corporation and Nokia Inc.

Stuart Lubitz, Esquire
2049 Century Park East
Los Angeles, CA 90067
Counsel to Defendants Matsushita Electric Industrial Co., Matsushita Electric Corporation of America, Victor Company of Japan, Ltd., and JVC Company of America

John G. Day, Esquire
Ashby & Geddes
222 Delaware Avenue
P.O. Box 1150
Wilmington, DE 19899
Counsel to Defendants Matsushita Electric Industrial Co., Matsushita Electric Corporation of America, Victor Company of Japan, Ltd., and JVC Company of America

/s/ Patricia P. McGonigle

Patricia P. McGonigle, III (ID No. 3126)
pmcgonigle@svglaw.com