

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

SONOS, INC.,)	
)	
Plaintiff,)	
)	
v.)	C.A. No. 14-1330 (RGA)
)	
D&M HOLDINGS INC. d/b/a THE D+M)	DEMAND FOR JURY TRIAL
GROUP, D&M HOLDINGS U.S. INC., and)	
DENON ELECTRONICS (USA), LLC,)	
)	
Defendants.)	

DEFENDANTS’ ANSWER TO PLAINTIFF’S SECOND AMENDED COMPLAINT

Pursuant to the Federal Rules of Civil Procedure 7 and 12, Defendants D&M Holdings Inc. d/b/a The D+M Group, D&M Holdings U.S. Inc., and Denon Electronics (USA), LLC, (“Defendants”), by and through the undersigned counsel, hereby file this Answer to the Second Amended Complaint For Patent Infringement (“Complaint”) (D.I. 31) filed by Plaintiff Sonos, Inc. (“Plaintiff” or “Sonos”). Except as expressly admitted herein, Defendants deny all allegations in the Complaint.

I. THE PARTIES

1. Defendants are without knowledge or information sufficient to form a belief as to the allegations contained in Paragraph 1 of the Complaint, and therefore deny the same.

2. Defendants admit the allegations contained in Paragraph 2 of the Complaint except that the D+M Group is no longer a wholly owned subsidiary of Bain Capital and therefore is not a Bain Capital portfolio company

3. Defendants admit the allegations contained in Paragraph 3 of the Complaint.

4. Defendants admit the allegations contained in Paragraph 4 of the Complaint.

II. JURISDICTION AND VENUE

5. Defendants admit that this is a patent infringement action and that the Court has subject matter jurisdiction over the subject matter of the Complaint. Except as expressly admitted, Defendants deny the allegations in Paragraph 5 of the Complaint.

6. Defendants admit that D&M Holdings U.S. Inc. and Denon Electronics (USA), LLC are subject to personal jurisdiction in this Court. However, Defendants deny that Defendant D&M Holdings Inc. d/b/a The D+M Group is subject to this Court's personal jurisdiction. Except as expressly admitted, Defendants deny the allegations in Paragraph 6 of the Complaint.

7. Defendants admit that D&M Holdings U.S. Inc. is organized under Delaware law. Except as expressly admitted, Defendants deny the allegations in Paragraph 7 of the Complaint.

8. Defendants admit that Denon Electronics (USA), LLC is organized under Delaware law. Except as expressly admitted, Defendants deny the allegations in Paragraph 8 of the Complaint.

9. Defendants deny the allegations contained in Paragraph 9 of the Complaint.

10. Defendants D&M Holdings U.S. Inc. and Denon Electronics (USA), LLC admit that they transact business in the State of Delaware. Except as expressly admitted, Defendants deny the allegations contained in Paragraph 10 of the Complaint.

11. For purposes of this lawsuit only, Defendants D&M Holdings U.S. Inc. and Denon Electronics (USA), LLC do not contest that venue is proper in this Court, although Defendants D&M Holdings U.S. Inc. and Denon Electronics (USA), LLC maintain that there are more convenient fora in which to proceed with this action. Except as expressly admitted, Defendants deny the allegations in Paragraph 11 of the Complaint.

III. FACTUAL BACKGROUND

12. Defendants are without sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 12 of the Complaint, and therefore deny them.

13. Defendants are without sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 13 of the Complaint, and therefore deny them.

14. Defendants are without sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 14 of the Complaint, and therefore deny them.

15. Defendants admit that the HEOS system was launched in June 2014. In addition, Defendants admit that the HEOS system is made up of a line of HEOS wireless audio products, including the “HEOS 7” speaker, the “HEOS 5” speaker, the “HEOS 3” speaker, the “HEOS LINK” pre-amplifier, and the “HEOS AMP” amplifier. Except as expressly admitted, Defendants deny the allegations in Paragraph 15 of the Complaint.

16. Defendants deny each and every allegation of Paragraph 16 of the Complaint.

17. Defendants deny each and every allegation of Paragraph 17 of the Complaint.

18. Defendants deny each and every allegation of Paragraph 18 of the Complaint.

19. Defendants deny each and every allegation of Paragraph 19 of the Complaint.

20. Defendants deny each and every allegation of Paragraph 20 of the Complaint.

21. Defendants deny each and every allegation of Paragraph 21 of the Complaint.

22. Defendants deny each and every allegation of Paragraph 22 of the Complaint.

23. Defendants deny each and every allegation of Paragraph 23 of the Complaint.

24. Defendants deny each and every allegation of Paragraph 24 of the Complaint.

COUNT ONE
[ALLEGED] INFRINGEMENT OF U.S. PATENT NO. 8,788,080

25. To the extent that Paragraph 25 of the Complaint incorporates allegations in previous paragraphs, Defendants incorporate by reference all of their responses to those paragraphs, as if fully set forth herein.

26. Defendants admit that U.S. Patent No. 8,788,080 (the “’080 Patent”) is entitled “Multi-Channel Pairing in a Media System” and was issued by the United States Patent and Trademark Office. Defendants admit that what appears to be a copy of the ’080 Patent was attached as Exhibit K to the Complaint. Defendants deny the remaining allegations contained in Paragraph 26 of the Complaint.

27. Defendants are without sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 27 of the Complaint, and therefore deny them.

28. Defendants deny each and every allegation of Paragraph 28 of the Complaint.

29. Defendants deny each and every allegation of Paragraph 29 of the Complaint.

30. Paragraph 30 of the Complaint contains Plaintiff’s characterization of the ’080 Patent’s disclosure to which no response is required. To the extent that a response is required to the allegations in Paragraph 30 of the Complaint, Defendants deny the allegations in Paragraph 30 of the Complaint and state that the content of the ’080 Patent speaks for itself.

31. Defendants deny each and every allegation of Paragraph 31 of the Complaint.

32. Defendants deny each and every allegation of Paragraph 32 of the Complaint.

33. Defendants deny each and every allegation of Paragraph 33 of the Complaint.

34. Defendants deny each and every allegation of Paragraph 34 of the Complaint.

35. Defendants deny each and every allegation of Paragraph 35 of the Complaint.

36. Defendants deny each and every allegation of Paragraph 36 of the Complaint.

COUNT TWO
[ALLEGED] INFRINGEMENT OF U.S. PATENT NO. 7,571,014

37. To the extent that Paragraph 37 incorporates allegations in previous paragraphs, Defendants incorporate by reference all of their responses to those paragraphs, as if set forth herein.

38. Defendants admit that U.S. Patent No. 7,571,014 (the “’014 Patent”) is entitled “Method and Apparatus for Controlling Multimedia Players in a Multi-Zone system” and was issued by the United States Patent and Trademark Office. Defendants admit that what appears to be a copy of the ’014 Patent was attached as Exhibit N to the Complaint. Defendants deny the remaining allegations contained in Paragraph 38 of the Complaint.

39. Defendants are without sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 39 of the Complaint, and therefore deny them.

40. Defendants deny each and every allegation of Paragraph 40 of the Complaint.

41. Defendants deny each and every allegation of Paragraph 41 of the Complaint.

42. Paragraph 42 of the Complaint contains Plaintiff’s characterization of the ’014 Patent’s disclosure to which no response is required. To the extent that a response is required to the allegations in Paragraph 42 of the Complaint, Defendants deny the allegations in Paragraph 42 of the Complaint and state that the content of the ’014 Patent speaks for itself.

43. Defendants deny each and every allegation of Paragraph 43 of the Complaint.

44. Defendants deny each and every allegation of Paragraph 44 of the Complaint.

45. Defendants deny each and every allegation of Paragraph 45 of the Complaint.

46. Defendants deny each and every allegation of Paragraph 46 of the Complaint.

47. Defendants deny each and every allegation of Paragraph 47 of the Complaint.

48. Defendants deny each and every allegation of Paragraph 48 of the Complaint.

COUNT THREE
[ALLEGED] INFRINGEMENT OF U.S. PATENT NO. 8,588,949

49. To the extent that Paragraph 49 incorporates allegations in previous paragraphs, Defendants incorporate by reference all of their responses to those paragraphs, as if fully set forth herein.

50. Defendants admit that U.S. Patent No. 8,588,949 (the “’949 Patent”) is entitled “Method and Apparatus for Adjusting Volume Levels in a Multi-Zone System” and was issued by the United States Patent and Trademark Office. Defendants admit that what appears to be a copy of the ’949 Patent was attached as Exhibit Q to the Complaint. Defendants deny the remaining allegations contained in Paragraph 50 of the Complaint.

51. Defendants are without sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 51 of the Complaint, and therefore deny them.

52. Defendants deny each and every allegation of Paragraph 52 of the Complaint.

53. Defendants deny each and every allegation of Paragraph 53 of the Complaint.

54. Paragraph 54 of the Complaint contains Plaintiff’s characterization of the ’949 Patent’s disclosure to which no response is required. To the extent that a response is required to the allegations in Paragraph 54 of the Complaint, Defendants deny the allegations in Paragraph 54 of the Complaint and state that the content of the ’949 Patent speaks for itself.

55. Defendants deny each and every allegation of Paragraph 55 of the Complaint.

56. Defendants deny each and every allegation of Paragraph 56 of the Complaint.

57. Defendants deny each and every allegation of Paragraph 57 of the Complaint.

58. Defendants deny each and every allegation of Paragraph 58 of the Complaint.

59. Defendants deny each and every allegation of Paragraph 59 of the Complaint.

60. Defendants deny each and every allegation of Paragraph 60 of the Complaint.

COUNT FOUR
[ALLEGED] INFRINGEMENT OF U.S. PATENT NO. D559,197

61. To the extent that Paragraph 61 incorporates allegations in previous paragraphs, Defendants incorporate by reference all of their responses to those paragraphs, as if fully set forth herein.

62. Defendants admit that U.S. Patent No. D559,197 (“the ’197 design patent”) is entitled “Control Strip for Electronic Appliances” and was issued by the United States Patent and Trademark Office. Defendants admit that what appears to be a copy of the ’197 design patent was attached as Exhibit R to the Complaint. Defendants deny the remaining allegations contained in Paragraph 62 of the Complaint.

63. Defendants are without sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 63 of the Complaint, and therefore deny them.

64. Defendants deny each and every allegation of Paragraph 64 of the Complaint.

65. Defendants deny each and every allegation of Paragraph 65 of the Complaint.

66. Paragraph 66 of the Complaint contains Plaintiff’s characterization of the ’197 design patent’s disclosure to which no response is required. To the extent that a response is required to the allegations in Paragraph 66 of the Complaint, Defendants deny the allegations in Paragraph 66 of the Complaint and state that the content of the ’197 design patent speaks for itself.

67. Defendants deny each and every allegation of Paragraph 67 of the Complaint.

68. Defendants deny each and every allegation of Paragraph 68 of the Complaint.

69. Defendants deny each and every allegation of Paragraph 69 of the Complaint.

70. Defendants deny each and every allegation of Paragraph 70 of the Complaint.

71. Defendants deny each and every allegation of Paragraph 71 of the Complaint.

COUNT FIVE
[ALLEGED] INFRINGEMENT OF U.S. PATENT NO. 7,792,311

72. To the extent that Paragraph 72 incorporates allegations in previous paragraphs, Defendants incorporate by reference all of their responses to those paragraphs, as if fully set forth herein.

73. Defendants admit that U.S. Patent No. 7,792,311 (the “311 Patent”) is entitled “Method and Apparatus for Automatically Enabling Subwoofer Channel Audio Based on Detection of Subwoofer Device” and was issued by the United States Patent and Trademark Office. Defendants admit that what appears to be a copy of the ’311 Patent was attached as Exhibit S to the Complaint. Defendants deny the remaining allegations contained in Paragraph 73 of the Complaint.

74. Defendants are without sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 74 of the Complaint, and therefore deny them.

75. Defendants deny each and every allegation of Paragraph 75 of the Complaint.

76. Defendants deny each and every allegation of Paragraph 76 of the Complaint.

77. Paragraph 77 of the Complaint contains Plaintiff’s characterization of the ’311 Patent’s disclosure to which no response is required. To the extent that a response is required to the allegations in Paragraph 77 of the Complaint, Defendants deny the allegations in Paragraph 77 of the Complaint and state that the content of the ’311 Patent speaks for itself.

78. Defendants deny each and every allegation of Paragraph 78 of the Complaint.

79. Defendants deny each and every allegation of Paragraph 79 of the Complaint.

80. Defendants deny each and every allegation of Paragraph 80 of the Complaint.

81. Defendants deny each and every allegation of Paragraph 81 of the Complaint.

82. Defendants deny each and every allegation of Paragraph 82 of the Complaint.

83. Defendants deny each and every allegation of Paragraph 83 of the Complaint.

COUNT SIX
[ALLEGED] INFRINGEMENT OF U.S. PATENT NO. 7,805,682

84. To the extent that Paragraph 84 incorporates allegations in previous paragraphs, Defendants incorporate by reference all of their responses to those paragraphs, as if fully set forth herein.

85. Defendants admit that U.S. Patent No. 7,805,682 (the “’682 Patent”) is entitled “Method and Apparatus for Editing a Playlist” and was issued by the United States Patent and Trademark Office. Defendants admit that what appears to be a copy of the ’682 Patent was attached as Exhibit T to the Complaint. Defendants deny the remaining allegations contained in Paragraph 85 of the Complaint.

86. Defendants are without sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 86 of the Complaint, and therefore deny them.

87. Defendants deny each and every allegation of Paragraph 87 of the Complaint.

88. Defendants deny each and every allegation of Paragraph 88 of the Complaint.

89. Paragraph 89 of the Complaint contains Plaintiff’s characterization of the ’682 Patent’s disclosure to which no response is required. To the extent that a response is required to the allegations in Paragraph 89 of the Complaint, Defendants deny the allegations in Paragraph 89 of the Complaint and state that the content of the ’682 Patent speaks for itself.

90. Defendants deny each and every allegation of Paragraph 90 of the Complaint.

91. Defendants deny each and every allegation of Paragraph 91 of the Complaint.

92. Defendants deny each and every allegation of Paragraph 92 of the Complaint.

93. Defendants deny each and every allegation of Paragraph 93 of the Complaint.

94. Defendants deny each and every allegation of Paragraph 94 of the Complaint.

95. Defendants deny each and every allegation of Paragraph 95 of the Complaint.

COUNT SEVEN
[ALLEGED] INFRINGEMENT OF U.S. PATENT NO. 8,024,055

96. To the extent that Paragraph 96 incorporates allegations in previous paragraphs, Defendants incorporate by reference all of their responses to those paragraphs, as if fully set forth herein.

97. Defendants admit that U.S. Patent No. 8,024,055 (the “’055 Patent”) is entitled “Method and System for Controlling Amplifiers” and was issued by the United States Patent and Trademark Office. Defendants admit that what appears to be a copy of the ’055 Patent was attached as Exhibit U to the Complaint. Defendants deny the remaining allegations contained in Paragraph 97 of the Complaint.

98. Defendants are without sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 98 of the Complaint, and therefore deny them.

99. Defendants deny each and every allegation of Paragraph 99 of the Complaint.

100. Defendants deny each and every allegation of Paragraph 100 of the Complaint.

101. Paragraph 101 of the Complaint contains Plaintiff’s characterization of the ’055 Patent’s disclosure to which no response is required. To the extent that a response is required to the allegations in Paragraph 101 of the Complaint, Defendants deny the allegations in Paragraph 101 of the Complaint and state that the content of the ’055 Patent speaks for itself.

102. Defendants deny each and every allegation of Paragraph 102 of the Complaint.

103. Defendants deny each and every allegation of Paragraph 103 of the Complaint.

104. Defendants deny each and every allegation of Paragraph 104 of the Complaint.

105. Defendants deny each and every allegation of Paragraph 105 of the Complaint.

106. Defendants deny each and every allegation of Paragraph 106 of the Complaint.

COUNT EIGHT
[ALLEGED] INFRINGEMENT OF U.S. PATENT NO. 8,843,224

107. To the extent that Paragraph 107 incorporates allegations in previous paragraphs, Defendants incorporate by reference all of their responses to those paragraphs, as if fully set forth herein.

108. Defendants admit that U.S. Patent No. 8,843,224 (the “’224 Patent”) is entitled “Method and System for Controlling Amplifiers” and was issued by the United States Patent and Trademark Office. Defendants admit that what appears to be a copy of the ’224 Patent was attached as Exhibit V to the Complaint. Defendants deny the remaining allegations contained in Paragraph 108 of the Complaint.

109. Defendants are without sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 109 of the Complaint, and therefore deny them.

110. Defendants deny each and every allegation of Paragraph 110 of the Complaint.

111. Paragraph 111 of the Complaint contains Plaintiff’s characterization of the ’224 Patent’s disclosure to which no response is required. To the extent that a response is required to the allegations in Paragraph 111 of the Complaint, Defendants deny the allegations in Paragraph 111 of the Complaint and state that the content of the ’224 Patent speaks for itself.

112. Defendants deny each and every allegation of Paragraph 112 of the Complaint.

113. Defendants deny each and every allegation of Paragraph 113 of the Complaint.

114. Defendants deny each and every allegation of Paragraph 114 of the Complaint.

115. Defendants deny each and every allegation of Paragraph 115 of the Complaint.

116. Defendants deny each and every allegation of Paragraph 116 of the Complaint.

117. Defendants deny each and every allegation of Paragraph 117 of the Complaint.

COUNT NINE
[ALLEGED] INFRINGEMENT OF U.S. PATENT NO. 8,923,997

118. To the extent that Paragraph 118 incorporates allegations in previous paragraphs, Defendants incorporate by reference all of their responses to those paragraphs, as if fully set forth herein.

119. Defendants admit that U.S. Patent No. 8,923,997 (the “’997 Patent”) is entitled “Method and Apparatus for Adjusting a Speaker System” and was issued by the United States Patent and Trademark Office. Defendants admit that what appears to be a copy of the ’997 Patent was attached as Exhibit W to the Complaint. Defendants deny the remaining allegations contained in Paragraph 119 of the Complaint.

120. Defendants are without sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 120 of the Complaint, and therefore deny them.

121. Defendants deny each and every allegation of Paragraph 121 of the Complaint.

122. Paragraph 122 of the Complaint contains Plaintiff’s characterization of the ’997 Patent’s disclosure to which no response is required. To the extent that a response is required to the allegations in Paragraph 122 of the Complaint, Defendants deny the allegations in Paragraph 122 of the Complaint and state that the content of the ’997 Patent speaks for itself.

123. Defendants deny each and every allegation of Paragraph 123 of the Complaint.

124. Defendants deny each and every allegation of Paragraph 124 of the Complaint.

125. Defendants deny each and every allegation of Paragraph 125 of the Complaint.

126. Defendants deny each and every allegation of Paragraph 126 of the Complaint.

127. Defendants deny each and every allegation of Paragraph 127 of the Complaint.

COUNT TEN
[ALLEGED] INFRINGEMENT OF U.S. PATENT NO. 8,370,678

128. To the extent that Paragraph 128 incorporates allegations in previous paragraphs, Defendants incorporate by reference all of their responses to those paragraphs, as if fully set forth herein.

129. Defendants admit that U.S. Patent No. 8,370,678 (the “’678 Patent”) is entitled “Systems and Methods for Synchronizing Operations Among a Plurality of Independently Clocked Digital Data Processing Devices Without a Voltage Controlled Crystal Oscillator” and was issued by the United States Patent and Trademark Office. Defendants admit that what appears to be a copy of the ’678 Patent was attached as Exhibit X to the Complaint. Defendants deny the remaining allegations contained in Paragraph 129 of the Complaint.

130. Defendants are without sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 130 of the Complaint, and therefore deny them.

131. Defendants deny each and every allegation of Paragraph 131 of the Complaint.

132. Paragraph 132 of the Complaint contains Plaintiff’s characterization of the ’678 Patent’s disclosure to which no response is required. To the extent that a response is required to the allegations in Paragraph 132 of the Complaint, Defendants deny the allegations in Paragraph 132 of the Complaint and state that the content of the ’678 Patent speaks for itself.

133. Defendants deny each and every allegation of Paragraph 133 of the Complaint.

134. Defendants deny each and every allegation of Paragraph 134 of the Complaint.

135. Defendants deny each and every allegation of Paragraph 135 of the Complaint.

136. Defendants deny each and every allegation of Paragraph 136 of the Complaint.

137. Defendants deny each and every allegation of Paragraph 137 of the Complaint.

138. Defendants deny each and every allegation of Paragraph 138 of the Complaint.

COUNT ELEVEN
[ALLEGED] INFRINGEMENT OF U.S. PATENT NO. 8,689,036

139. To the extent that Paragraph 139 incorporates allegations in previous paragraphs, Defendants incorporate by reference all of their responses to those paragraphs, as if fully set forth herein.

140. Defendants admit that U.S. Patent No. 8,689,036 (the “’036 Patent”) is entitled “Systems and Methods for Synchronizing Operations Among a Plurality of Independently Clocked Digital Data Processing Devices Without a Voltage Controlled Crystal Oscillator” and was issued by the United States Patent and Trademark Office. Defendants admit that what appears to be a copy of the ’036 Patent was attached as Exhibit Y to the Complaint. Defendants deny the remaining allegations contained in Paragraph 140 of the Complaint.

141. Defendants are without sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 141 of the Complaint, and therefore deny them.

142. Defendants deny each and every allegation of Paragraph 142 of the Complaint.

143. Paragraph 143 of the Complaint contains Plaintiff’s characterization of the ’036 Patent’s disclosure to which no response is required. To the extent that a response is required to the allegations in Paragraph 143 of the Complaint, Defendants deny the allegations in Paragraph 143 of the Complaint and state that the content of the ’036 Patent speaks for itself.

144. Defendants deny each and every allegation of Paragraph 144 of the Complaint.

145. Defendants deny each and every allegation of Paragraph 145 of the Complaint.

146. Defendants deny each and every allegation of Paragraph 146 of the Complaint.

147. Defendants deny each and every allegation of Paragraph 147 of the Complaint.

148. Defendants deny each and every allegation of Paragraph 148 of the Complaint.

149. Defendants deny each and every allegation of Paragraph 149 of the Complaint.

COUNT TWELVE
[ALLEGED] INFRINGEMENT OF U.S. PATENT NO. 8,938,637

150. To the extent that Paragraph 150 incorporates allegations in previous paragraphs, Defendants incorporate by reference all of their responses to those paragraphs, as if fully set forth herein.

151. Defendants admit that U.S. Patent No. 8,938,637 (the “’637 Patent”) is entitled “Systems and Methods for Synchronizing Operations Among a Plurality of Independently Clocked Digital Data Processing Devices Without a Voltage Controlled Crystal Oscillator” and was issued by the United States Patent and Trademark Office. Defendants admit that what appears to be a copy of the ’637 Patent was attached as Exhibit Z to the Complaint. Defendants deny the remaining allegations contained in Paragraph 151 of the Complaint.

152. Defendants are without sufficient knowledge or information to form a belief as to the truth of the allegations in Paragraph 152 of the Complaint, and therefore deny them.

153. Defendants deny each and every allegation of Paragraph 153 of the Complaint.

154. Paragraph 154 of the Complaint contains Plaintiff’s characterization of the ’637 Patent’s disclosure to which no response is required. To the extent that a response is required to the allegations in Paragraph 154 of the Complaint, Defendants deny the allegations in Paragraph 154 of the Complaint and state that the content of the ’637 Patent speaks for itself.

155. Defendants deny each and every allegation of Paragraph 155 of the Complaint.

156. Defendants deny each and every allegation of Paragraph 156 of the Complaint.

157. Defendants deny each and every allegation of Paragraph 157 of the Complaint.

158. Defendants deny each and every allegation of Paragraph 158 of the Complaint.

159. Defendants deny each and every allegation of Paragraph 159 of the Complaint.

IV. JURY DEMAND

Because Plaintiff's demand for jury trial does not state any allegation, no response by Defendants is required.

V. [PLAINTIFF'S] PRAYER FOR RELIEF

Defendants deny that Plaintiff is entitled to any relief whatsoever, including any relief requested in the Prayer for Relief portion of the Complaint that follows Paragraph 159, including subparagraphs A-F thereto.

VI. AFFIRMATIVE DEFENSES

Without prejudice to the denials hereinabove set forth in the Answer, without admitting any of Sonos's allegations not otherwise admitted, and without undertaking any of the burdens imposed by law on Sonos, Defendants assert the following defenses to Sonos's Complaint, and expressly reserves the right to allege additional Affirmative Defenses as they become known during this litigation:

FAILURE TO STATE A CLAIM

1. The Complaint fails to state a claim upon which relief may be granted.

NON-INFRINGEMENT OF THE PATENTS-IN-SUIT

2. Defendants do not infringe, and have not infringed, directly, contributorily, by inducement, jointly, literally, or under the doctrine of equivalents, any valid and enforceable claim of the Patents-in-Suit.

INVALIDITY OF THE PATENTS-IN-SUIT

3. One or more claims of the Patents-in-Suit are invalid or void for failing to comply with one or more of the conditions for patentability set forth in Part II of Title 35 of the United States Code, including, but not limited to, §§ 101, 102, 103, and 112.

LIMITATION ON DAMAGES AND COSTS

4. Sonos's claim for relief and prayer for damages are limited by 35 U.S.C. §§ 286, 287. Sonos's recovery of costs is limited under 35 U.S.C. § 288.

UNENFORCEABILITY – ESTOPPEL, ACQUIESCENCE, AND WAIVER

5. Sonos is barred in whole or in part by the doctrines of estoppel, acquiescence, unclean hands, and waiver from enforcing the Patents-in-Suit against Defendants.

PATENT EXHAUSTION, PATENT MISUSE, AND FIRST SALE DOCTRINE

6. Upon information and belief, Sonos is barred in whole or in part by the doctrines of patent exhaustion, patent misuse, and/or the first sale doctrine from enforcing the Patents-in-Suit against Defendants.

ADEQUATE REMEDY OTHER THAN INJUNCTIVE RELIEF

7. Sonos is not entitled to injunctive relief because any alleged injury to Sonos is not immediate and irreparable, Sonos cannot show likelihood of success on the merits, and/or Sonos has an adequate remedy at law.

INTERVENING RIGHTS

8. Based on information and belief, Sonos's claims for relief are limited and/or barred by intervening rights.

PERSONAL JURISDICTION

9. Sonos's claims for relief with respect to D&M Holdings Inc. d/b/a The D+M Group are barred as this Court does not have personal jurisdiction over D&M Holdings Inc. d/b/a The D+M Group.

VII. PRAYER FOR RELIEF

WHEREFORE, Defendants pray that the Court enter judgment in their favor and against Sonos as follows:

- a. a declaration that Defendants have not infringed any valid claim of the Patents-in-Suit;
- b. a declaration that the claims of the patents-in-suit are invalid and/or unenforceable;
- c. a dismissal, with prejudice, of Sonos's claims against Defendants;
- d. a denial of all relief sought by Sonos in its Complaint;
- e. an award of Defendants' costs and reasonable attorney fees; and
- f. such other and further relief that the Court deems just and proper.

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Michael J. Flynn

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The D+M Group, D&M Holdings U.S. Inc. and
Denon Electronics (USA), LLC*

April 30, 2015

CERTIFICATE OF SERVICE

I hereby certify that on April 30, 2015, I caused the foregoing to be electronically filed with the Clerk of the Court using CM/ECF, which will send notification of such filing to all registered participants.

I further certify that I caused copies of the foregoing document to be served on April 30, 2015, upon the following in the manner indicated:

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