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Attorneys for Defendant
Apple Inc.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

JCS

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2011 MAY 23 P 3:41

RICHARD W. WIEKING
CLERK, U.S. DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

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SIDDHARTH HARIHARAN, individually
and on behalf of all others similarly
situated,

Case No.

Plaintiff,

DECLARATION OF JOEL PODOLNY IN
SUPPORT OF NOTICE OF REMOVAL OF
ACTION FROM STATE COURT
PURSUANT 28 U.S.C. §§ 1331, 1332 & 1441

v.

ADOBE SYSTEMS INC., APPLE INC.,
GOOGLE INC., INTEL CORP., INTUIT
INC., LUCASFILM LTD., PIXAR, AND
DOES 1-200,

Defendants.

I, Joel Podolny, hereby declare:

1. I am employed as Vice President of World Wide Human Resources at Apple Inc. ("Apple") in Cupertino, California. I have been employed by Apple since January 5, 2009. I provide this declaration in support of Defendants' Joint Notice of Removal of Action from State Court Pursuant to 28 U.S.C. §§ 1331, 1332, & 1441. Unless otherwise indicated below, the statements in this declaration are based upon my personal knowledge or corporate records maintained by Apple in the ordinary course of business.

PODOLNY DECL. ISO NOTICE OF
REMOVAL OF ACTION

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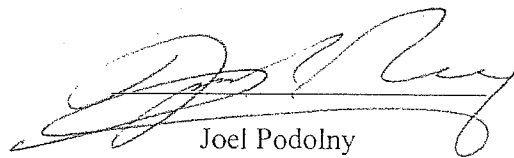
2. I understand that Plaintiff purports to represent a class of individuals described in Paragraph 29 of the Complaint in this action as follows:

All natural persons employed by Defendants in the United States on a salaried basis during the period from January 1, 2005 through January 1, 2010. Excluded from the class are: retail employees; corporate officers, members of the boards of directors, and senior executives of Defendants who entered into the illicit agreements alleged herein; and any and all judges and justices, and chambers' staff, assigned to hear or adjudicate any aspect of this litigation.

3. As of May 19, 2011, Apple had approximately 17,590 salaried, non-retail employees who reside in the United States. As of that same date, Apple had approximately 12,154 salaried, non-retail employees who reside in California. In determining who are "retail employees" for purposes of excluding them from the above figures, I used the meaning of "retail" from Apple's latest 10-K filing with the United States Securities and Exchange Commission.

4. Based on my experience, I believe that the percentage of salaried, non-retail United States employees who reside in California for the entire class period is not materially different than the percentage that the above numbers represent. However, due to the shortness of time, I have not been able to make this determination yet for the entire purported class period.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 22nd day of May, 2011 at Cupertino, California.


Joel Podolny

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