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9 Attorneys for Defendants  
10 APPLE INC. and  
11 QUATTRO WIRELESS, INC.

12 **UNITED STATES DISTRICT COURT**  
13 **SOUTHERN DISTRICT OF CALIFORNIA**

14 STREETSPLACE, INC., a Delaware  
15 Corporation,

16 Plaintiff,

17 v.

18 GOOGLE INC., a Delaware Corporation,  
19 ADMOB, INC., a Delaware Corporation,  
20 APPLE INC., a California Corporation,  
21 QUATTRO WIRELESS, INC., a Delaware  
22 Corporation, NOKIA CORPORATION, a  
23 foreign corporation, NOKIA INC., a  
24 Delaware Corporation, NAVTEQ  
25 CORPORATION, a Delaware Corporation,  
26 MILLENIAL MEDIA, INC., a Delaware  
27 Corporation, JUMPTAP, INC., a Delaware  
28 Corporation, and DOES 1 through 20,  
inclusive,

Defendants.

Case No. 10-CV-1757 (LAB)

**DECLARATION OF APPLE INC. AND  
QUATTRO WIRELESS, INC. IN  
SUPPORT OF MOTION TO  
TRANSFER VENUE TO THE  
NORTHERN DISTRICT OF  
CALIFORNIA**

Judge: Hon. Larry A. Burns  
Hearing Date: March 14, 2011  
Time: 11:25 AM  
Courtroom: 9, 2nd Floor

Action Filed: August 23, 2010

1 I, Joel Podolny, declare:

2 1. I am employed as the Vice President of Human Resources and Dean of Apple  
3 University at Apple Inc. ("Apple") in Cupertino, California. I have been employed by Apple  
4 since 2008. I submit this declaration on behalf of Apple and Quattro Wireless, Inc. ("Quattro") in  
5 support of Defendants' Motion to Transfer Venue to the Northern District of California. Unless  
6 otherwise indicated below, the statements in this declaration are based on either my personal  
7 knowledge or corporate records maintained by Apple in the ordinary course of business.

8 2. Apple is a California company headquartered in Cupertino, California.

9 3. Apple designs, manufactures, and markets personal computers, portable digital  
10 music players, and mobile communication devices and sells a variety of related software,  
11 services, peripherals, and networking solutions.

12 4. Quattro was a mobile advertising company previously based in Waltham,  
13 Massachusetts. Apple acquired Quattro in January 2010. After the acquisition, all of Quattro's  
14 operations, including its employees and records, were moved to Apple's headquarters in  
15 Cupertino. In August 2010, Apple announced that it would be shutting down Quattro's  
16 advertising network as of September 2010 to focus exclusively on the iAd Network.

17 5. The iAd Network is a mobile advertising platform announced by Apple in July  
18 2010 and developed by Apple and Quattro. Using the iAd Network, advertisements can be  
19 delivered over the Internet to iPhone and iPod touch users.

20 6. Cupertino, California is the home to the vast majority of Apple/Quattro's research  
21 and development operations. Apple has approximately 8,200 employees who work in its  
22 headquarters in Cupertino, including the employees from Quattro who came over to Apple after  
23 the acquisition.

24 7. The research, design and development for the iAd Network takes place in  
25 Cupertino, and virtually all of the documents and records relating to the research, design and  
26 development of the iAd Network are located in Cupertino. All of the Apple employees who have  
27 responsibilities for the design and development of the iAd Network reside in or near Cupertino.

28

1           8.       All marketing, sales, and pricing decisions relating to the iAd Network are made  
2 by individuals located in Cupertino, and virtually all Apple and Quattro business records relating  
3 to iAd marketing, sales, pricing and revenue are located in Cupertino. All of the employees who  
4 have responsibilities relating to iAd Network marketing and sales reside in or near Cupertino.

5           9.       Apple is not aware of any witnesses with relevant information who reside in San  
6 Diego or elsewhere in the Southern District of California.

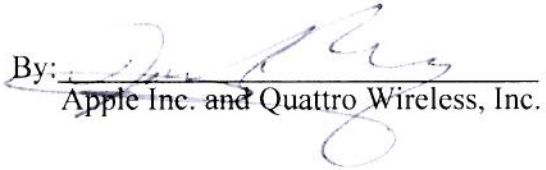
7           10.      As of January 2011, Apple operates more than 220 retail stores in the United  
8 States. Only 5 retail stores are located in the Southern District of California. Apple's retail  
9 stores, including those in the Southern District of California, have nothing whatsoever to do with  
10 the iAd Network, other than the fact that users can purchase iPhones and iPod touches at the  
11 stores. I am not aware of any employee in the Southern District of California retail stores that  
12 could be characterized as a relevant witness regarding the iAd Network.

13          11.      Other than these retail stores, Apple does not maintain any facilities, employees, or  
14 documents in the Southern District of California.

15          12.      Quattro has no facilities, employees, or documents of any kind in the Southern  
16 District of California.

17           I declare under penalty of perjury that the foregoing is true and correct.

18  
19 Dated: January 20, 2011

By:   
Apple Inc. and Quattro Wireless, Inc.