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APPLE INC.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

THE APPLE IPOD iTUNES ANTI-TRUST
LITIGATION.

Case No. C 05-00037 JW (HRL)

[CLASS ACTION]

**DECLARATION OF MARK BUCKLEY
IN SUPPORT OF APPLE INC.'S
RESPONSE TO PLAINTIFFS'
ADMINISTRATIVE MOTION TO FILE
UNDER SEAL**

I, Mark Buckley, declare as follows:

1. I am a Financial Analyst at Apple Inc. ("Apple"). I have held this position since August 15, 2005. I submit this declaration in support of Apple's Response to Plaintiffs' Administrative Motion to File Under Seal (Dkt. 475, "Administrative Motion"). The facts stated in this declaration are true and based upon my own personal knowledge, and if called to testify to them, I would competently do so.

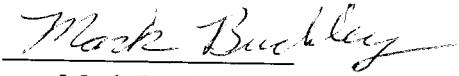
2. The relief requested in the Administrative Motion is necessary and narrowly tailored to protect Apple's confidential business information. Plaintiffs' Motion for Class

1 Certification (Dkt. 477) and the Sweeney (Dkt. 478) and Noll (Dkt. 479) declarations in support
2 thereof contain highly confidential information regarding iPod and iTunes Store pricing,
3 including pricing strategy and information considered by Apple when setting iPod and iTunes
4 Store prices; information regarding costs of manufacturing and selling iPods and costs associated
5 with the sale of music through the iTunes Store; and information regarding Apple's margins on
6 iPod and iTunes Store sales.

7 3. Apple's practices are that such information is kept highly confidential and is not
8 disclosed to the public. This information was produced to plaintiffs pursuant to the Stipulation
9 and Protective Order Regarding Confidential Information entered June 13, 2007 ("Protective
10 Order," Dkt. 112). The public disclosure of information regarding Apple's pricing decisions and
11 iPod and iTunes Store costs would put Apple at a business disadvantage.

12 I declare under penalty of perjury under the laws of the United States and the State of
13 California that the foregoing is true and correct.

14 Executed this 25 day of January, 2011 in Cupertino, California.

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16 Mark Buckley

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