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8 Attorneys for Defendant
 APPLE INC.

10 UNITED STATES DISTRICT COURT
 11 NORTHERN DISTRICT OF CALIFORNIA
 12 OAKLAND DIVISION

14 THE APPLE IPOD iTUNES ANTI-TRUST
 LITIGATION.

Case No. C 05-00037 (YGR)

[CLASS ACTION]

**DECLARATION OF DAVID C.
 KIERNAN IN SUPPORT OF APPLE
 INC.'S ADMINISTRATIVE MOTION TO
 SEAL**

19
 20 1. I am a partner in the law firm of Jones Day, located at 555 California Street, 26th
 21 Floor, San Francisco, CA 94104. I submit this declaration in support of Apple's Administrative
 22 Motion to Seal. The facts stated in this declaration are true and based upon my own personal
 23 knowledge, and if called to testify to them, I would competently do so.

24 2. The relief requested in the Administrative Motion is necessary and narrowly
 25 tailored to protect Apple's confidential business information. Apple's Motion to Exclude the
 26 Expert Testimony of Roger G. Noll and for Summary Judgment and the Expert Reports of Dr.
 27 John Kelly, Dr. Robert H. Topel and Dr. Kevin M. Murphy and certain exhibits to the Declaration
 28 of Amir Amiri in support thereof, contain highly confidential information regarding iPod pricing

1 strategy and information regarding sales of iPods to iPod resellers. As demonstrated in the
2 attached declarations, the disclosure of this information would harm Apple.

3 3. Attached as **Exhibit 1** is a true and correct copy of the Declaration of Jeffrey
4 Robbin in Support of Apple's Administrative Motion to Seal, filed January 18, 2011, ECF No.
5 467.

6 4. Attached as **Exhibit 2** is a true and correct copy of the Declaration of David C.
7 Kiernan in Support of Apple's Renewed Motion for Summary Judgment, filed January 18, 2011,
8 ECF No. 470.

9 5. Attached as **Exhibit 3** is a true and correct copy of the Declaration of Mark
10 Buckley in Support of Apple's Response to Plaintiffs' Motion to File Under Seal filed January
11 25, 2011, ECF No. 492.

12 6. Attached as **Exhibit 4** is a true and correct copy of the Declaration of Mark
13 Buckley in Support of Apple's Response to Plaintiffs' Motion to File Under Seal filed January
14 14, 2011, ECF No. 454.

15 7. Attached as **Exhibit 5** is a true and correct copy of the Declaration of Eddy Cue in
16 Support of Apple's Response to Plaintiffs' Motion to File Under Seal filed December 23, 2010,
17 ECF No. 409.

18 Executed this 20th day of December, 2013 in San Francisco, California.

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21 /s/ David C. Kiernan
22 David C. Kiernan

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25 SFI-846655v1

Exhibit 1

to Kiernan Declaration in Support of
Apple Inc.'s Administrative Motion to Seal

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10 UNITED STATES DISTRICT COURT
 11 NORTHERN DISTRICT OF CALIFORNIA
 12 SAN JOSE DIVISION

14 THE APPLE IPOD iTUNES ANTI-TRUST
 LITIGATION.

Case No. C 05-00037 JW (HRL)
[CLASS ACTION]

16 This Document Relates To:
 17 ALL ACTIONS

**DECLARATION OF JEFFREY
 ROBBIN IN SUPPORT OF APPLE'S
 ADMINISTRATIVE MOTION TO
 SEAL**

20 I, Jeffrey Robbin, declare as follows:

21 1. I am the Vice President of iTunes and Apple TV Engineering at Apple. I make
 22 this declaration in support of Apple Inc.'s Administrative Motion To File Under Seal. The facts
 23 stated in this declaration are true and based upon my own personal knowledge and, if called to
 24 testify to them, I would competently do so.

25 2. Apple's Renewed Motion for Summary Judgment and declarations and exhibits
 26 filed in support thereof contain highly confidential and commercially sensitive business
 27 information, including confidential details of Apple's FairPlay digital rights management (DRM)
 28

1 technology, updates to that technology, third-party technology used to protect or improve
2 FairPlay, confidential contract terms, and confidential communications between Apple and record
3 labels regarding the distribution of music through the iTunes Store and Apple's FairPlay DRM
4 technology. Apple keeps this information highly confidential and does not publicly disclose it.

5 3. Apple's FairPlay technology is a highly protected trade secret, and Apple uses
6 physical and electronic controls to protect it. The efficacy of FairPlay is dependent on the
7 confidentiality of information regarding its operation and maintenance. Only a few Apple
8 employees have access to and work on FairPlay, and they work in restricted areas. Information
9 regarding FairPlay and third-party technology intended to increase FairPlay efficacy is non-public
10 information that should remain confidential, and has been disclosed to plaintiffs pursuant to the
11 Stipulation and Protective Order Regarding Confidential Information entered June 13, 2007
12 ("Protective Order," Doc. 112). Harm to Apple would result from the public disclosure of the
13 information.

14 4. Apple's contracts with record labels, which include information regarding the
15 manner in which FairPlay protects music sold through the iTunes Store, are subject to
16 confidentiality provisions and have been disclosed to plaintiffs pursuant to the Protective Order.
17 Similarly, Apple's communications with the record labels regarding FairPlay's operation and the
18 distribution of music through Apple's iTunes Store are kept highly confidential and have been
19 disclosed to plaintiffs pursuant to the Protective Order. This information is non-public
20 information that should remain confidential. Harm to Apple would result from the public
21 disclosure of this highly confidential information. For example, the disclosure of confidential
22 contract terms and communications regarding those terms would adversely impact Apple's
23 bargaining position in future dealings with current and potential business partners.

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

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

27 
28 _____
Jeffrey Robbin

SFI-658662v2

Decl. ISO Apple's Administrative Motion to Seal
C 05 00037 JW (HRL), C 06-04457 JW (HRL)

Exhibit 2

to Kiernan Declaration in Support of
Apple Inc.'s Administrative Motion to Seal

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10 UNITED STATES DISTRICT COURT
 11 NORTHERN DISTRICT OF CALIFORNIA
 12 SAN JOSE DIVISION

14 THE APPLE IPOD iTUNES ANTI-
 15 TRUST LITIGATION

Lead Case No. C 05-00037 JW (HRL)
 [CLASS ACTION]

17 **This Document Relates To:**
 18 **ALL ACTIONS**

DECLARATION OF DAVID KIERNAN IN
 SUPPORT OF APPLE'S RENEWED
 MOTION FOR SUMMARY JUDGMENT

Judge: Honorable James Ware
 Date: April 18, 2011
 Time: 9:00 a.m.
 Place: Courtroom 8, 4th Floor

DOCUMENT FILED UNDER SEAL

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10 UNITED STATES DISTRICT COURT
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14 THE APPLE IPOD iTUNES ANTI-
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Lead Case No. C 05-00037 JW (HRL)
[CLASS ACTION]

16
17 **This Document Relates To:**
18 **ALL ACTIONS**

DECLARATION OF DAVID KIERNAN IN
SUPPORT OF APPLE'S RENEWED
MOTION FOR SUMMARY JUDGMENT

Judge: Honorable James Ware
Date: April 18, 2011
Time: 9:00 a.m.
Place: Courtroom 8, 4th Floor

21
22 I, David Kiernan, declare as follows:

23 I am an partner in the law firm of Jones Day, located at 555 California Street, 26th Floor,
24 San Francisco, CA 94104. I am a member in good standing of the State Bar of California and
25 represent Apple Inc. in this case. I make this declaration in support of Apple's Motion for
26 Summary Judgment. I have personal knowledge of the facts set forth herein.

27 Attached as **Exhibit 1** is a true and correct copy of portions of the transcript of the
28 deposition of Roger G. Noll, Ph.D. conducted on September 19, 2008.

1 Attached as **Exhibit 2** is a true and correct copy of portions of the transcript of the
2 deposition of Gary L. French, Ph.D. conducted on April 3, 2009.

3 Attached as **Exhibit 3** is a true and correct copy of portions of the transcript of the
4 deposition of Eddy Cue conducted on December 17, 2010.

5 Attached as **Exhibit 4** is a true and correct copy of portions of the transcript of the
6 deposition of Jeffrey L. Robbin conducted on December 3, 2010.

7 Attached as **Exhibit 5** is a true and correct copy of a presentation by Thomas O. Barnett,
8 Assistant Attorney General of the Antitrust Division at the Department of Justice, titled
9 "Interoperability Between Antitrust and Intellectual Property" dated September 13, 2006.

10 Customer inquiries and Apple's responses are kept highly confidential and have been
11 disclosed to Plaintiffs pursuant to the Stipulation and Protective Order Regarding Confidential
12 Information entered June 13, 2007 ("Protective Order," Doc. 112). Among other things, the
13 inquiries reflect personal information of the customers and confidential, proprietary information
14 regarding how Apple tracks and responds to such inquiries. This information is non-public
15 information that should remain confidential. Harm would result from the public disclosure of this
16 highly confidential information.

17 I declare under penalty of perjury under the laws of the United States of America that, to
18 the best of my knowledge, the foregoing is true and correct. This declaration was executed on
19 January 18, 2011, in San Francisco, California.

20 /s/ David C. Kiernan
21 David C. Kiernan

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23 SFI-659325v1
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Exhibit 3

to Kiernan Declaration in Support of
Apple Inc.'s Administrative Motion to Seal

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10 UNITED STATES DISTRICT COURT
11 NORTHERN DISTRICT OF CALIFORNIA
12 SAN JOSE DIVISION
13

14 THE APPLE IPOD iTUNES ANTI-TRUST
15 LITIGATION.

Case No. C 05-00037 JW (HRL)

[CLASS ACTION]

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

21 I, Mark Buckley, declare as follows:

22 1. I am a Financial Analyst at Apple Inc. ("Apple"). I have held this position since
23 August 15, 2005. I submit this declaration in support of Apple's Response to Plaintiffs'
24 Administrative Motion to File Under Seal (Dkt. 434, "Administrative Motion"). The facts stated
25 in this declaration are true and based upon my own personal knowledge, and if called to testify to
26 them, I would competently do so.

27 2. The relief requested in the Administrative Motion is necessary and narrowly
28 tailored to protect Apple's confidential business information. The redacted portions of pages 5

1 and 6 of Plaintiffs' Motion Regarding Schedule for Class Certification and Depositions (Dkt.
2 432) and page 2 of the Bernay Declaration in support thereof (Dkt. 433) contain confidential
3 descriptions of data regarding Apple's transactions with iPod resellers that must be kept
4 confidential in order to avoid causing substantial harm to Apple.

5 3. Apple's practices are that such information is to be kept highly confidential and
6 must not be publicly disclosed. Data regarding Apple's transactions with iPod resellers was
7 produced to plaintiffs pursuant to the Stipulation and Protective Order Regarding Confidential
8 Information entered June 13, 2007 ("Protective Order," Dkt. 112). The public disclosure of this
9 highly confidential information would cause substantial harm to Apple.

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

12 Executed this 13 day of January, 2011 in Cupertino, California.

13 
14 Mark Buckley

15 SFI-658673v1

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Exhibit 4

to Kiernan Declaration in Support of
Apple Inc.'s Administrative Motion to Seal

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 9 APPLE INC.

10 UNITED STATES DISTRICT COURT
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 14 THE APPLE IPOD iTUNES ANTI-TRUST
 15 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**

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 20 I, Mark Buckley, declare as follows:

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


26 2. The relief requested in the Administrative Motion is necessary and narrowly
 27 tailored to protect Apple's confidential business information. Plaintiffs' Motion for Class
 28

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.

15 
16 Mark Buckley
Mark Buckley

17 SFI-659999v1

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Exhibit 5

to Kiernan Declaration in Support of
Apple Inc.'s Administrative Motion to Seal

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 LITIGATION.

Case No. C 05-00037 JW (HRL)

[CLASS ACTION]

15
 16 **DECLARATION OF EDDY CUE IN**
 17 **SUPPORT OF DEFENDANT'S**
 18 **RESPONSE TO PLAINTIFFS'**
 19 **AMENDED ADMINISTRATIVE**
 20 **MOTION TO FILE UNDER SEAL**

Judge: Honorable Howard R. Lloyd

Date: January 18, 2011

Time: 10:00 a.m.

Place: Courtroom 2-5th Floor

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 25 I, Eddy Cue, declare as follows:

26 1. I am Vice President, Internet Services at Apple Inc. ("Apple"). I have held this
 27 position since August 2008. I have had responsibility for the iTunes Store since 2003.

28 2. I submit this declaration in support of Defendant's Response to Plaintiffs'

1 Amended Administrative Motion to File Under Seal Portions of Plaintiffs' Opposition to Apple
2 Inc.'s Motion for Protective Order Preventing Deposition of Steve Jobs, Portions of the Bernay
3 Declaration and Exhibits 1-4 and 6-11 Pursuant to Local Rule 79-5(b) and (c) ("Administrative
4 Motion"). The facts stated in this declaration are true and based upon my own personal
5 knowledge, and if called to testify to them, I would competently do so.

6 3. The relief requested in the Administrative Motion is necessary and narrowly
7 tailored to protect Apple's highly confidential and commercially sensitive business information.
8 The redacted portions of the Plaintiffs' Opposition (Dkt. 404) and the Bernay Declaration (Dkt.
9 405) contain highly confidential and sensitive information that must be kept confidential in order
10 to avoid causing substantial harm to Apple. The redactions specifically relate to (1) sensitive
11 contract terms and communications with record labels; (2) updates to Apple's FairPlay digital
12 rights management technology; and (3) business decisions and strategy at Apple.

13 4. Pages 4 and 10-11 of Plaintiffs' Opposition (Dkt. 404) and Exhibits 1 and 6-7 to
14 the Bernay Declaration (Dkt. 405) contain highly confidential and commercially sensitive
15 business information, including information regarding sensitive contract terms and
16 communications with record labels.

17 5. Apple's practices are that such information is to be kept highly confidential and
18 must not be publicly disclosed. Apple's contracts with record labels are subject to confidentiality
19 provisions and were produced to plaintiffs pursuant to the Stipulation and Protective Order
20 Regarding Confidential Information entered June 13, 2007 ("Protective Order," Dkt. 112).
21 Similarly, Apple's communications with the record labels contain highly confidential,
22 commercially sensitive business information and were produced plaintiffs pursuant to the
23 Protective Order. The public disclosure of this highly confidential information would cause
24 substantial harm to Apple.

25 6. Pages 4-8 of Plaintiffs' Opposition (Dkt. 404) and Page 1 and Exhibits 2, 4, 5, 6, 7,
26 8, 9, 10, and 11 to the Bernay Declaration (Dkt. 405) contain highly confidential and
27 commercially sensitive business information, including information regarding updates to Apple's
28 FairPlay DRM technology.

