

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
 UNITED STATES OF AMERICA,

 Plaintiff,

 v.
 APPLE INC.,

 Defendant.
 ----- X

12 Civ. 2826 (DLC)

----- X
 THE STATE OF TEXAS,
 THE STATE OF CONNECTICUT, *et al.*,

 Plaintiffs,

 v.
 PENGUIN GROUP (USA) INC., *et al.*,

 Defendants.
 ----- X

12 Civ. 3394 (DLC)

DECLARATION OF THEODORE J. BOUTROUS, JR

I, Theodore J. Boutrous, Jr., pursuant to 28 U.S.C. § 1746, declare:

1. I am an attorney duly licensed to practice law in the State of California. I have been given permission to appear before the United States District Court for the Southern District of New York *pro hac vice*. I am a partner at Gibson, Dunn & Crutcher LLP and am one of the attorneys representing Apple, Inc. in the above-captioned matter. I respectfully submit this

declaration in support of Defendant Apple Inc.'s Objections to the Court's order filed on November 21, 2013. I have personal knowledge of the matters stated herein and, if called upon to do so, could and would competently testify thereto.

2. Along with other Apple representatives, I met with Michael Bromwich on October 22, 2013, at which meeting Mr. Bromwich indicated his intent to interview Apple board members and senior executives as early as November 18.

3. Mr. Bromwich conducted interviews with Tom Moyer and Gene Levoff at Apple's headquarters in Cupertino, California on November 18, 2013. Mr. Bromwich also met with Noreen Krall to discuss Mr. Bromwich's fees and the details of the confidentiality agreement.

4. Attached hereto as Exhibit A is a letter from Theodore J. Boutrous, Jr. to Michael Bromwich, sent on October 31, 2013.

5. Attached hereto as Exhibit B is an email exchange between Theodore J. Boutrous, Jr. and Michael Bromwich, spanning the period from November 7 to November 11, 2013.

6. Attached hereto as Exhibit C is an email from Theodore J. Boutrous, Jr. to Michael Bromwich, sent on November 7, 2013.

7. Attached hereto as Exhibit D is an email from Kyle Andeer to Michael Bromwich and Barry Nigro, sent on October 17, 2013.

8. Attached hereto as Exhibit E is an email exchange between Theodore J. Boutrous, Jr. and Michael Bromwich, spanning the period from November 7 to November 11, 2013.

9. Attached hereto as Exhibit F is an email exchange between Theodore J. Boutrous, Jr. and Michael Bromwich, on November 12, 2013.

10. Attached hereto as Exhibit G is an email from Daniel Swanson to Michael Bromwich, sent on November 17, 2013, and the meeting agenda which was attached thereto.

11. Attached hereto as Exhibit H is an email from Michael Bromwich to Theodore J. Boutrous, Jr., sent on November 15, 2013.

12. Attached hereto as Exhibit I is a letter from Matthew Reilly to Michael Bromwich, sent on November 22, 2013.

13. Attached hereto as Exhibit J is a letter from Michael Bromwich to Apple's Board of Directors, sent on November 22, 2013.

14. Attached hereto as Exhibit K is an email from Michael Bromwich to Matthew J. Reilly, sent on November 22, 2013.

15. Attached hereto as Exhibit L is a letter from Michael Bromwich to Bruce Sewell, sent on November 5, 2013.

16. Attached hereto as Exhibit M is a letter from Michael Bromwich to Timothy Cook and Bruce Sewell, sent on November 1, 2013.

17. Attached hereto as Exhibit N is a letter from Michael Bromwich to Noreen Krall, sent on November 22, 2013.

18. Attached hereto as Exhibit O is a letter from Noreen Krall to Michael Bromwich, sent on November 21, 2013.

19. Attached hereto as Exhibit P is an email from Bruce Sewell to Michael Bromwich, sent November 25, 2013.

I declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct.

Dated: November 27, 2013

Respectfully submitted,

/s/ Theodore J. Boutrous, Jr.
Theodore J. Boutrous, Jr.