

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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UNITED STATES OF AMERICA, :
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 Plaintiff, :
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 v. : 12 Civ. 2826 (DLC)
 :
 APPLE INC., *et al.*, :
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 Defendants. :
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THE STATE OF TEXAS, :
 THE STATE OF CONNECTICUT, *et al.*, :
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 Plaintiffs, :
 :
 v. : 12 Civ. 03394 (DLC)
 :
 PENGUIN GROUP (USA) INC., *et al.*, :
 :
 Defendants. :
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DECLARATION OF GENE LEVOFF

1. I, GENE LEVOFF, pursuant to 28 U.S.C. § 1746, declare:

2. I am the Senior Director, Associate General Counsel, Corporate Law, and Assistant Secretary of Defendant Apple Inc. (“Apple”). In that position, I work closely with Apple’s Board of Directors and senior executives. Specifically, I act as: the legal liaison to the Board and its committees, including the Audit and Finance Committee; the Co-Chair of the Management Disclosure Committee; and counsel to the Management Risk Oversight Committee. I am also an attorney duly licensed to practice law in the state of California. I respectfully submit this declaration in support of Defendant Apple Inc.’s Motion by Order to Show Cause For a Stay of the Injunction filed on December 12, 2013. I have personal knowledge of the matters stated herein and, if called upon to do so, could and would competently testify thereto.

3. Apple has hired Deena Said as an Antitrust Compliance Officer who is working with the company to enhance and expand its compliance and training programs. Apple has renegotiated its agreements with the publisher defendants pursuant to the Final Judgment in this case. Dkt. 374 §§ III, IV. Apple has hired Simpson Thacher & Bartlett LLP to assist Apple in enhancing its compliance programs.

4. Apple distributed the Final Judgment to all relevant personnel. Apple collected certifications from personnel indicating that they read and understood the terms of the Final Judgment. Apple held three live trainings for employees on the meaning of the Final Judgment.

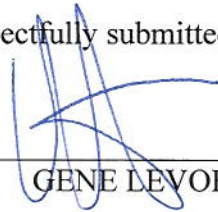
5. Since his appointment as monitor, Michael Bromwich has conducted 13 interviews of Apple personnel.

6. Mr. Bromwich's interview demands have disrupted Apple's business operations. They have forced the Chairman of the Audit and Finance Committee and senior executives to rearrange their schedule and required the Chairman of the Audit and Finance Committee, Ron Sugar, to travel to Sunnyvale for the sole purpose of the interview, and have distracted the company's leaders from their primary tasks. This disruption will continue if Mr. Bromwich is permitted to continue as monitor, causing significant and irreparable harm that will be difficult or impossible to quantify and that cannot be undone even if Apple prevails on appeal. Nonetheless, as the number of completed interviews indicates, Apple has worked diligently and in good faith to provide Mr. Bromwich with prompt access to the individuals most relevant to his monitorship.

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

Dated: December 12, 2013

Respectfully submitted,



GENE LEVOFF