

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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UNITED STATES OF AMERICA,

Plaintiff,

v.

APPLE INC., *et al.*,

Defendants.

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12 Civ. 2826 (DLC)

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

Plaintiffs,

v.

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

Defendants.

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12 Civ. 03394 (DLC)

**DECLARATION OF MATTHEW J. REILLY**

I, MATTHEW J. REILLY, pursuant to 28 U.S.C. § 1746, declare:

1. I am an attorney duly licensed to practice law in Washington, D.C., and a partner at the law firm Simpson Thacher & Bartlett LLP (“Simpson Thacher”). The Firm represents Defendant Apple Inc. (“Apple” or “the company”) with respect to its compliance with this Court’s Final Judgment. I respectfully submit this declaration in support of the Reply in Support of Defendant Apple Inc.’s Motion by Order to Show Cause For a Stay of the Injunction filed on January 7, 2014. I have personal knowledge of the matters stated herein and, if called upon to do so, could and would competently testify thereto.

2. Apple hired Simpson Thacher to assist with the company’s compliance with the terms of the injunction and to help Apple develop revised and enhanced antitrust compliance policies, programs and training materials. In this capacity, I have been present at all 13 interviews conducted by Michael Bromwich to date. My primary role has been to work with Deena Said, Apple’s Antitrust Compliance Officer, to design and implement new antitrust compliance and training programs.

3. Simpson Thacher has worked closely with Apple to ensure that it complies with every provision of this Court’s Final Judgment. Pursuant to the Final Judgment, Apple renegotiated its agency agreements with all of the Publisher Defendants. *See* Dkt. 374 § IV.A. Apple’s Audit Committee hired Deena Said as Apple’s Antitrust Compliance Officer. *See* Dkt. 374 § 5. Apple has furnished copies of the Final Judgment to its employees, and obtained certifications from them, as required by the Final Judgment. *See* Dkt. 374 § V.A-B. It also held three live trainings for employees on the meaning of the Final Judgment. *See id.* § V.C.

4. Additionally, Apple has already invested substantial resources in revising and enhancing its training and compliance programs. Among other things, Apple, together with Simpson Thacher, has been drafting comprehensive training materials, including for in-person training sessions, online training, and interactive electronic training materials that relevant Apple employees will be required to complete, as well as communications to Apple employees reiterating the importance of complying with the antitrust laws. Apple and Simpson Thacher are continuing to develop these materials, and are on track to have revamped materials ready on January 14. Accordingly, Apple has demonstrated a strong and unwavering commitment to its compliance with the Final Judgment.

5. Finally, in addition to the 13 interviews noted above, Apple has been reviewing and producing various types of documents to Mr. Bromwich on a rolling basis.

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

Dated: January 7, 2014

Respectfully submitted,



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Matthew J. Reilly