UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

INTERNATIONAL BUSINESS MACHINES CORPORATION,	
Plaintiff,	08 Civ. 9078 (KMK)
vs.	**DECLARATION OF STEPHEN S. MADSEN**
MARK D. PAPERMASTER,	
Defendant.	

I, Stephen S. Madsen, declare as follows:

1.   I am a member of Cravath, Swaine & Moore LLP, counsel for plaintiff International Business Machines Corporation ("IBM"), and am a member of the Bar of this Court. I submit this declaration in support of plaintiff's order to show cause.

2.   Plaintiff requests that the Court, by way of an order to show cause, set a schedule for the briefing and hearing of a preliminary injunction motion, on the ground that plaintiff will be unable to obtain the relief requested in its complaint except by way of expedited proceedings. Plaintiff seeks to proceed by order to show cause, as opposed to notice of motion under local Civil Rule 6.1(b), because defendant's threatened conduct is imminent and, unless enjoined, will irreparably harm IBM.

3.   Plaintiff alleges that defendant, Mark D. Papermaster, a top executive at IBM who is among the world's foremost experts in certain technical areas, and who possesses IBM confidential information and trade secrets related to, *inter alia*, technology design, corporate strategy and product development, has informed IBM that he intends to accept employment with IBM's competitor Apple Inc., despite the

existence of a Noncompetition Agreement between IBM and defendant that prohibits defendant from working for one of IBM's competitors for a period of one year. If defendant is allowed to violate his Noncompetition Agreement and begin his association with Apple, he will be able to provide that company with IBM trade secrets and other confidential information immediately, causing irreparable harm to IBM.

4.   No previous application for relief similar to that requested today has been made.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: October 24, 2008
New York, New York

_____
Stephen S. Madsen