

EXHIBIT 2

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION**

UNILOC USA, INC., ET AL.

Plaintiff,

v.

NATIONAL INSTRUMENTS CORP., ET
AL.,

Defendants.

Civil Action No. 6:10-cv-472-LED

JURY TRIAL DEMANDED

**DECLARATION OF JOSEPH NEMETH IN SUPPORT OF ADOBE SYSTEMS
INCORPORATED'S MOTION TO TRANSFER**

I, Joseph Nemeth, declare as follows:

1. I am a Vice President Senior Financial Executive of Adobe Systems Incorporated ("Adobe"). I submit this Declaration in support of defendants' Motion to Transfer Venue Under Rule 28 U.S.C. § 1404(a). I have personal knowledge of the facts set forth in this Declaration unless otherwise stated.

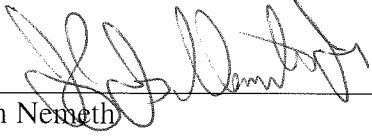
2. Adobe is a company organized and existing under the laws of Delaware with its principal place of business located in San Jose, California. Adobe is a publicly held software company.

3. I am informed that the Plaintiffs Uniloc USA, Inc. and Uniloc Singapore Private Limited (collectively, "Uniloc") allege that Adobe directly and/or indirectly infringes U.S. Patent No. 5,490,216 "by, among other things, making, using, offering for sale, selling and/or importing a system, device and/or method for reducing software piracy, reducing casual copying and/or reducing the unauthorized use of software, including without limitation Adobe's Acrobat and Creative Suite products that permit customers to activate and/or register software."

4. Adobe offered for sale and sold the accused Acrobat and Creative Suite products in Rhode Island before Uniloc filed its complaint in this action on September 14, 2010.

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

Dated: April 19, 2011



Joseph Nemeth