

**UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF WISCONSIN**

APPLE INC. and NeXT SOFTWARE,)
INC. (f/k/a NeXT COMPUTER, INC.),)

Plaintiffs,)

v.)

MOTOROLA, INC. and MOTOROLA)
MOBILITY, INC.)

Defendants.)

Case No. 10-CV-662-slc

JURY TRIAL DEMANDED

**DECLARATION OF WILLIAM P. ALBERTH JR IN SUPPORT OF DEFENDANTS'
MOTION TO DISMISS OR, IN THE ALTERNATIVE, TO TRANSFER VENUE**

1. I am a Vice President and Chief Technology Officer for the Mobile Devices business at Motorola Mobility, Inc. I work out of an office in Libertyville, Illinois. Among other duties, I manage technology services and support for the Mobile Devices business, and I am generally familiar with the research, development, and testing of our mobile phones and mobile devices that use the Android operating system.

2. I have been employed by Motorola and now Motorola Mobility for the last twenty-three years.

3. I was asked to submit a declaration in support of a motion I understand that Motorola and Motorola Mobility are filing with this Court. I am personally familiar with and knowledgeable about the facts stated in this declaration and if called upon I would testify competently as to the statements I make in this declaration.

4. Motorola, Inc. is based in Schaumburg, Illinois and incorporated in Delaware. The Mobile Devices business, which has responsibility for handsets that use the Android platform, is in the process of separating from Motorola, Inc. and now operates as part of Motorola Mobility.

5. Motorola Mobility, including the Mobile Devices business, is headquartered in Libertyville, Illinois and incorporated in Delaware. Our other major Mobile Devices facilities are located in Beijing and Tianjin, China; Jaguariuna, Brazil; Seoul, South Korea; and Plantation, Florida. Our handsets are primarily manufactured in China and Brazil. Our largest manufacturing facilities are located in China and Brazil. We also have other smaller facilities around the country and around the world.

6. Our U.S. based employees who were primarily responsible for researching and developing our handsets that use the Android platform are located in Libertyville, Illinois and Sunnyvale, California. Most of the documents regarding this work are also likely to be located

in Illinois and California. To the best of my knowledge, all of these employees and documents will be as equally available in Delaware as they would be in Wisconsin.

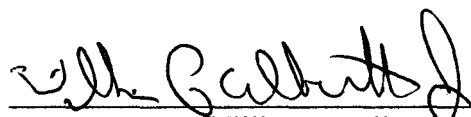
7. Our Android mobile phones are not and have not been manufactured in Wisconsin. Neither Motorola, Inc. nor Motorola Mobility conducted research or development of the Android mobile phones in Wisconsin. As a result, no potential witnesses from Motorola or Motorola Mobility reside in Wisconsin, and no unique documents are located in Wisconsin.

8. At part of my job responsibilities, I am aware of third-party suppliers for the parts that go into Motorola Mobility's mobile phones. For instance, I am aware of work with third-party vendors and suppliers because a significant portion of our handsets are manufactured either completely or substantially by a small number of electronics manufacturing suppliers and original device manufacturers. As mentioned above, Motorola Mobility's third-party manufacturers are primarily located in China and Brazil. None are located in Wisconsin. I am not aware of any third-party witnesses or any third-party documents located in Wisconsin.

9. Motorola Mobility also has other facilities located elsewhere in the United States and around the world. For instance, our Home Devices segment has facilities in Horsham, Pennsylvania; Arlington Heights, Illinois; San Diego, California; Taipei, Taiwan; Bangalore, India; Beijing, Hangzhou and Tianjin, China; and Reynosa, Mexico. None of our facilities, however, are located in Wisconsin.

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

Executed on December 21, 2010.



William P. Alberth Jr.