

EXHIBIT D

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TENNESSEE
WESTERN DIVISION**

B.E. TECHNOLOGY, L.L.C.,

Plaintiff,

v.

APPLE INC.,

Defendant.

Civil Action No. 2:12-cv-02831 (JPM)

Hon. Jon Phipps McCalla

Mag. Judge Tu M. Pham

DEMAND FOR JURY TRIAL

**DECLARATION OF MARK BUCKLEY
IN SUPPORT OF APPLE'S MOTION TO TRANSFER VENUE**

I, Mark Buckley, hereby declare:

1. I am employed as Finance Manager at Apple Inc. ("Apple") in Cupertino, California. I have been employed by Apple since October 2002. I provide this declaration in support of Apple's motion to transfer venue. Unless otherwise indicated below, the statements in this declaration are based either upon my personal knowledge or corporate records maintained by Apple in the ordinary course of business.

2. Apple designs, manufactures, and markets personal computers, portable digital music players, and mobile communication devices and sells a variety of related software, services, peripherals, and networking solutions.


3. Apple is a California corporation headquartered in Cupertino in the Northern District of California. Apple's management and primary research and development facilities are located in Cupertino. Apple has approximately 13,700 employees who work in or near its headquarters in Cupertino.

4. I understand that in this case, the Plaintiff has accused the following Apple products of infringement: iPad, iPod touch, iPhone, Macbook Pro, Macbook Air, Mac mini, iMac, and Apple TV (the “accused products”). Although I understand that it is unclear at this time which versions of these products are accused, I am informed and believe that the research, design, and development of all versions of each of these products primarily took place in Cupertino. The foreseeable Apple witnesses with knowledge of the research, design, and development of the accused products reside or work in or near Cupertino. In addition, virtually all Apple business documents and records relating to the research, design, development, marketing strategy and product revenue for the accused products are likely to be located in or near Cupertino.

5. As of the date of this declaration, Apple has approximately 250 stores in the United States. Only one of those stores is located in the Western District of Tennessee, in the city of Germantown. Based on the information available to me, none of the employees in the Germantown retail store could be characterized as a relevant witness regarding the accused products. None of the employees in Apple’s Germantown retail store has any responsibility for the research, design or development of the accused products. Aside from the Germantown store, Apple does not otherwise maintain any facilities, employees, or relevant documents in the Western District of Tennessee.

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

Dated: 12-14-12


Mark Buckley
Finance Manager