IN THE UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE

SMART AUDIO TECHNOLOGIES, LLC, **Plaintiff,** **v.** **APPLE, INC.,** **Defendant.**	**Civil Action No. 12-cv-00134-GMS** **JURY TRIAL DEMANDED**

DECLARATION OF BRIAN E. FARNAN

I, Brian E. Farnan, hereby declare:

1. I am over the age of twenty-one and have never been convicted of a felony. I have personal knowledge of the facts set forth in this Declaration and, if called to testify as a witness, could and would competently do so under oath.

2. I am an attorney licensed to practice law in the State of Delaware and I am admitted in the District of Delaware. I am counsel for Plaintiff Smart Audio Technologies, LLC ("Smart Audio") and am one of the attorneys responsible for working on this case. I have personal knowledge of the matters stated in this declaration and would testify truthfully to them if called upon to do so.

3. Attached hereto as Exhibit 1 is a true and correct copy of Apple Inc.'s ("Apple") Annual Report filed on October 26, 2011.

4. Attached hereto as Exhibit 2 is a true and correct copy of the complaint filed in Case No. 12-cv-222*: Smart Audio Technologies, LLC v. LG Electronics, Inc. et al.* (the "LG Lawsuit"), which is currently pending in the District of Delaware.

5. Attached hereto as Exhibit 3 is a true and correct copy of the complaint filed in Case No. 12-cv-572: *Smart Audio Technologies, LLC v. Samsung Electronics Co, Ltd., et al.* (the "Samsung Lawsuit"), which is currently pending in the District of Delaware.

6. Attached hereto as Exhibit 4 is a true and correct copy of the complaint filed in Case No. 12-cv-135: *Smart Audio Technologies, LLC v. Creative Technology, LTD, et al.* (the "Creative Lawsuit"), which is currently pending in the District of Delaware.

7. Attached hereto as Exhibit 5 is a true and correct copy of the complaint filed in Case No. 12-cv-221: *Smart Audio Technologies, LLC v. HTC Corporation, et al.* (the "HTC Lawsuit"), which is currently pending in the District of Delaware.

8. Attached hereto as Exhibit 6 are true and correct copies of the entity details for LG Electronics U.S.A., Inc. and Samsung Telecommunications America, LLC from the website for the Delaware Department of State: Division of Corporations.

9. I understand that Gary Edward Goodwin ("Goodwin") is one of the inventors named of United States Patent No. 6,185,163 entitled "Vehicle Audio System Having Random Access Player With Play List Control." Goodwin currently lives in Kokomo, Indiana. Kokomo is approximately 667 miles from Wilmington, Delaware, and approximately 2,270 miles from San Francisco, California.

10. In the LG Lawsuit, Smart Audio alleges that the defendants have infringed and continue to infringe the '163 Patent in the State of Delaware by, among other things, making using, importing, offering for sale, and/or selling audio devices for generating and modifying a play list of a random access player.

11. LG Electronics U.S.A., Inc., a defendant in the LG Lawsuit, is a Delaware corporation.

12. In the Samsung Lawsuit, Smart Audio alleges that the defendants have infringed and continue to infringe the '163 Patent in the State of Delaware by, among other things, making using, importing, offering for sale, and/or selling audio devices for generating and modifying a play list of a random access player.

13. Samsung Telecommunications America, LLC, a defendant in the Samsung Lawsuit, is a Delaware limited liability company.

14. In the Creative Lawsuit and HTC Lawsuit, Smart Audio alleges that certain entities have infringed and continue to infringe the '163 Patent in the State of Delaware by, among other things, making using, importing, offering for sale, and/or selling audio devices for generating and modifying a play list of a random access player.

15. Attached hereto as Exhibit 7 are true and correct copies of the Declarations of Brian Lee Bickford; Edward Dickson Catlett; Dan Darryl Carman; James Alan Kleiss; and Ronald Julius Szabo.

16. Attached hereto as Exhibit 8 is a true and correct copy of the Declaration of Jimmy L. Funke.

17. Attached hereto as Exhibit 9 is a true and correct copy of the Declaration of Audrey E. Spangenberg.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 16th day of May, 2012.

/s/ Brian E. Farnan
Brian E. Farnan