

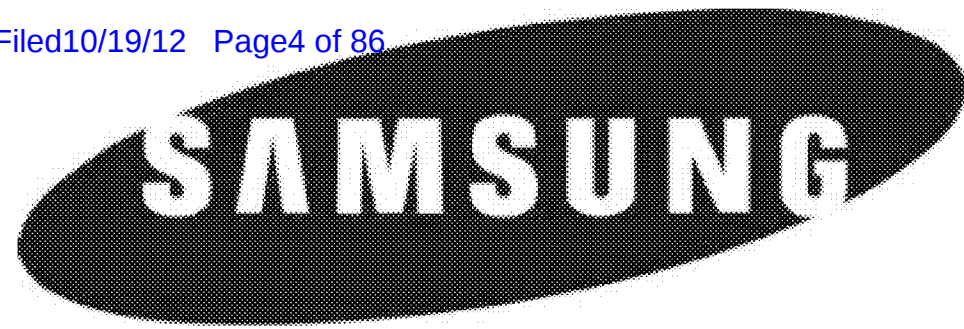
Exhibit 14

Filed Manually

Exhibit 15

Filed Manually

EXHIBIT 16



STA COMPETITIVE SITUATION

PARADIGM SHIFT

HQ CFO

PLAINTIFF'S EXHIBIT NO. 60

United States District Court
Northern District of California
No. 11-CV-01846-LHK (PSG)

Apple Inc. v. Samsung Elecs.

Date Admitted: _____ By: _____

Owner	Justin Denison
Document Revision	V 0.2
Effective Date	
Retention	16 FEB 2012
Security Policy	5 Years

Top Secret

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AGENDA

2011 Business Summary

Market Situation / Lessons Learned

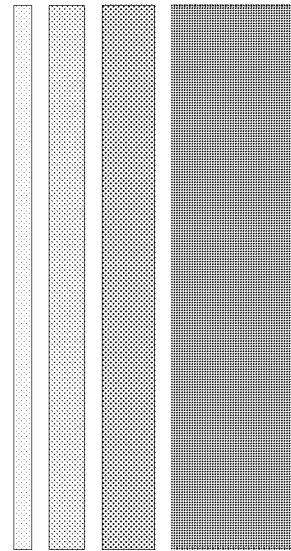
Paradigm Shift

2012 Business Outlook

Discussion

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2011 BUSINESS SUMMARY



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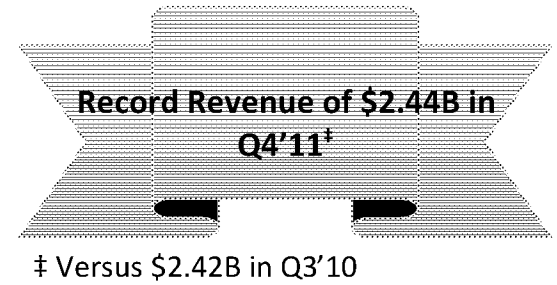
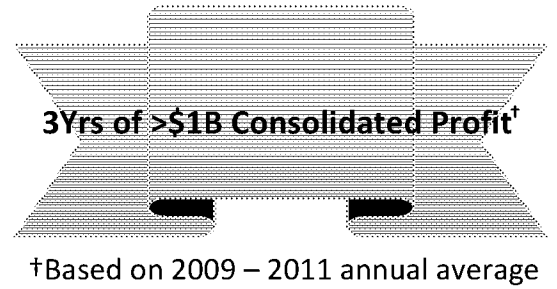
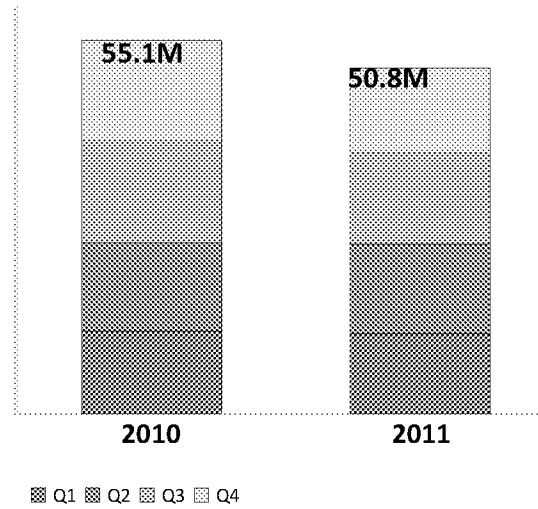


STA MISSED EXPECTATIONS RELATIVE TO APPLE BUT DID REACH KEY MILESTONES

Revenue up 6% YoY

\$8.0B \$8.5B

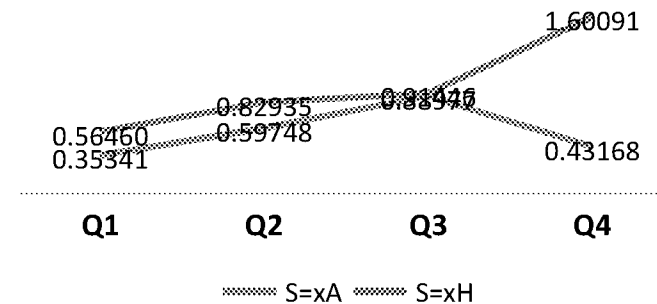
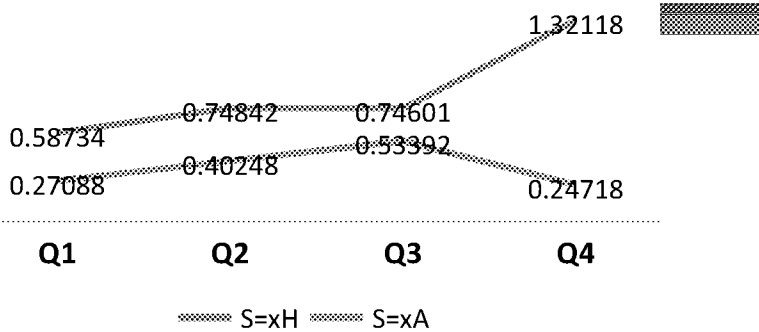
Volume down 8% YoY



2011 SAM S/P Revenue Ratio

SAM v. Apple Rev (S/P and Tablets)

2011 SAM S/P Volume



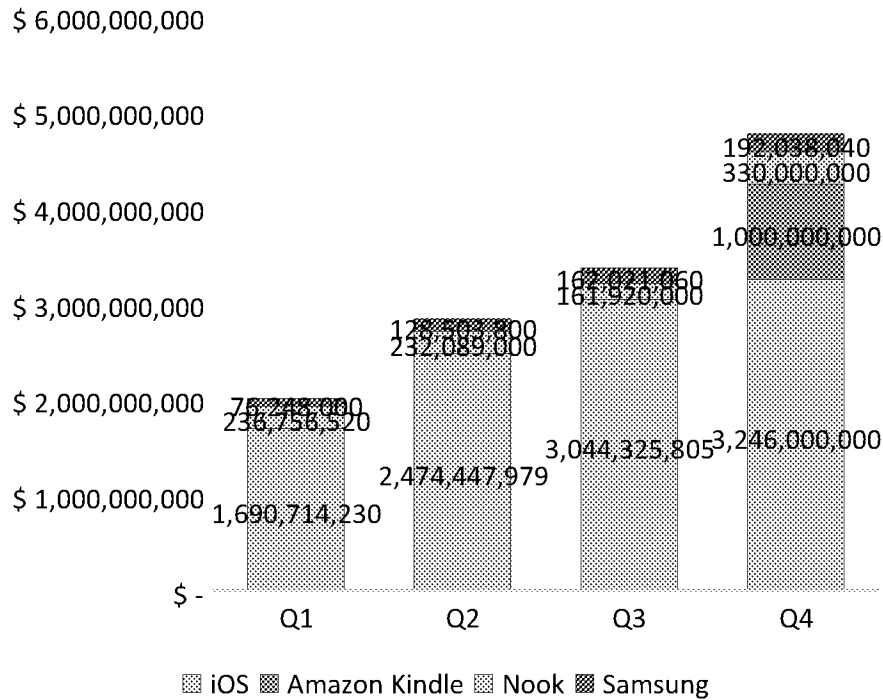
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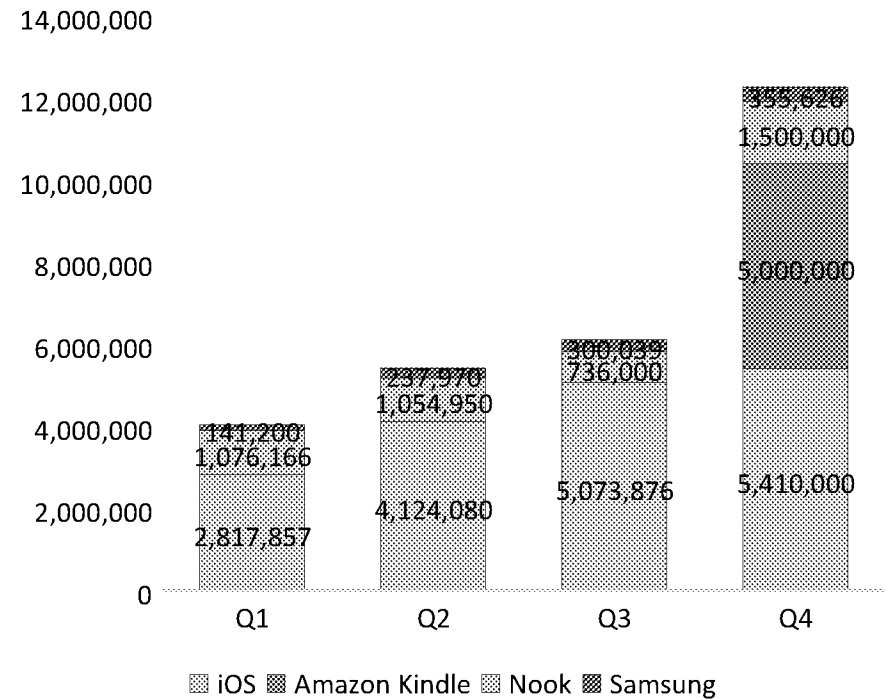


IN 2011 GALAXY TABLETS FACED STRONG COMPETITION FROM BOTH THE HIGH END IPAD AND LOW TIERED FIRE/NOOK.

Tablet Revenue



Tablet Volume



*2011: 660K STA 380K SEA

The continued success of the iPad as well as the introduction of the lower end tablets such as the Kindle Fire and Nook tablet has created a highly competitive Tablet market.

2011:
 Apple : 17.4M Fire : 5M
 Nook : 1.5M Samsung : 1M

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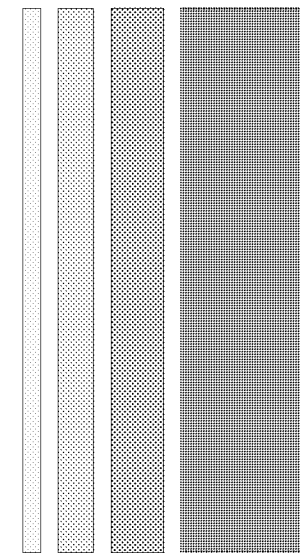
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MARKET SITUATION

LESSONS LEARNED



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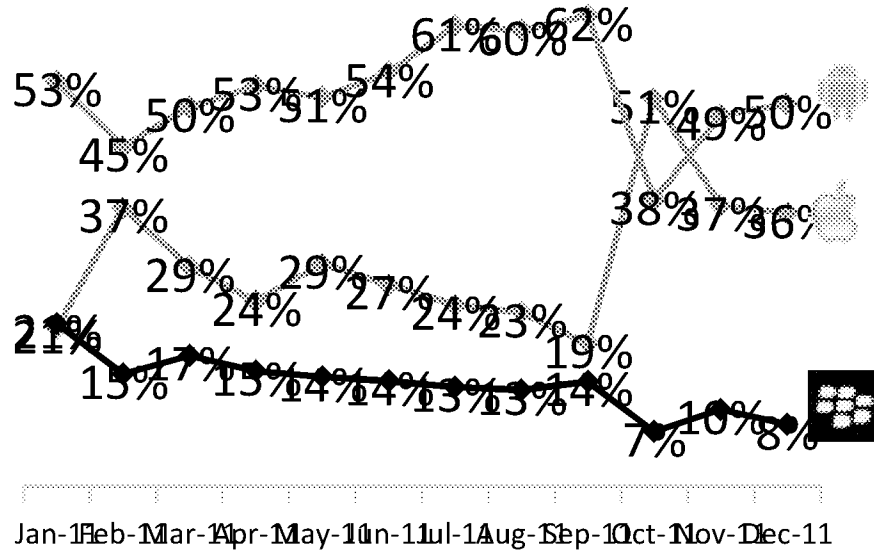
CONSOLIDATION AROUND TWO US PLATFORMS. US MARKET BECOMING A TWO HORSE RACE BETWEEN APPLE AND SAMSUNG.

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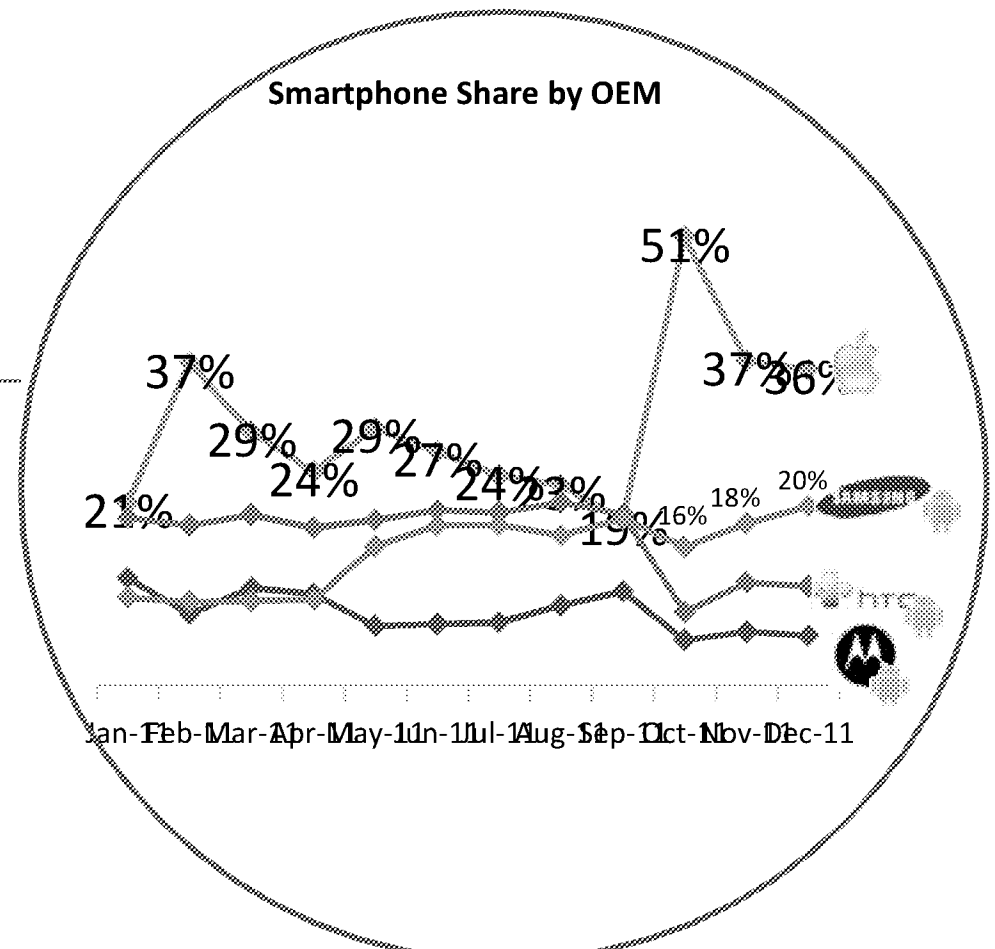
Android & iOS Becoming The Only Relevant OS platforms

Three Horse Race becoming at Two Horse Race Between Apple & Samsung

Smartphone Sell—thru Share by OS



Smartphone Share by OEM



Source: STA SMART system (BP, Acct teams),

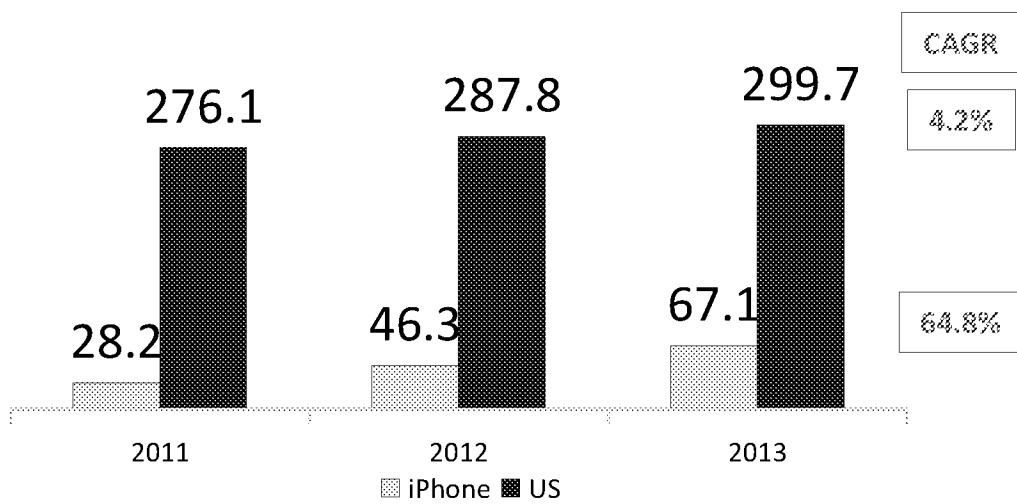
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APPLE CONTINUES TO SHOW SALES GROWTH DUE TO STRONG LOYALTY, CARRIER AGREEMENTS AND DOMINANT RETAIL PRESENCE

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iPhone Subscribers Could Potentially Represent ~25% of the Entire US Install Base in 2 Years

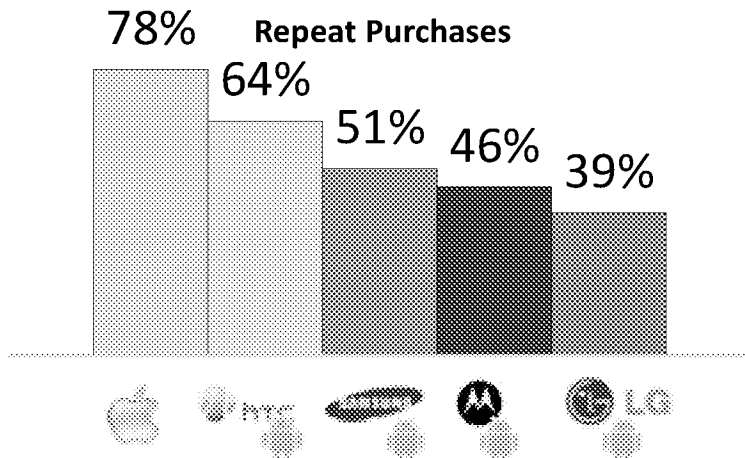


Carrier Contractual Commitments (or De Facto Spend) for iPhone are Significant

	2011	2012E	2013E	2014E	2015E	Total
Sprint	\$0.6B	\$4.1B	\$4.1B	\$4.1B	\$2.6B	\$15.5B
Verizon	\$5.6B	\$8.5B	\$8.5B	\$8.5B		\$31.1B
AT&T	\$8.9B	\$10.4B	\$10.4B	\$10.4B	\$10.4B	\$50.5B

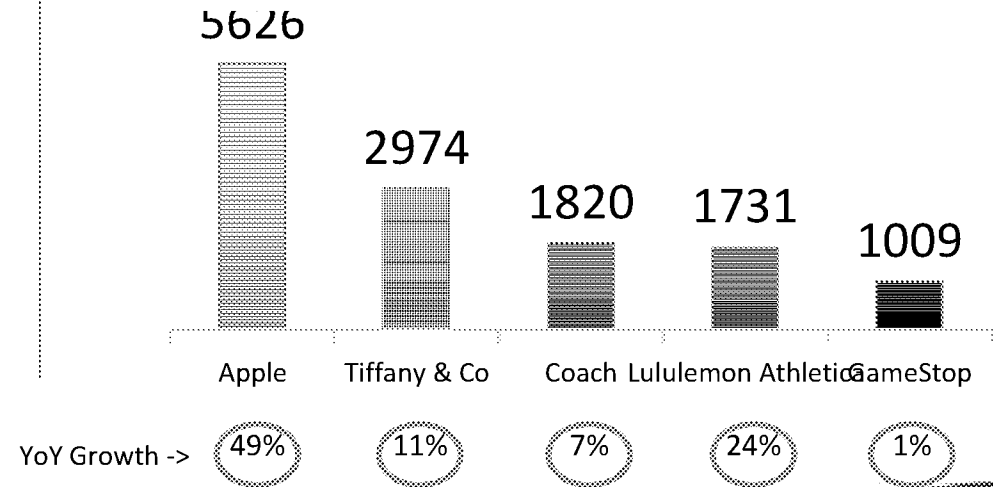
Sources:
 Sprint reported \$15.5B contractual 4 year commitment to Apple
 Verizon annual report indicated \$54.6B in purchase obligations of which majority is likely iPhone
 ATT: STA estimate

iOS Loyalty Remains Strongest Among OEMS



Source: Nielsen 1Q11*

Apple Leads all U.S. Retailers in Annual Sales / Sq Ft



Source: RetailSails, Aug 2011

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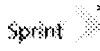


CARRIER CONTRACTUAL AGREEMENTS FOR IPHONE PURCHASES ARE SIGNIFICANT MULTI-BILLION DOLLAR OBLIGATIONS

Carrier Contractual Commitments for iPhone are Significant \$ Obligations

	2011	2012E	2013E	2014E	2015E	Total
	\$0.6B	\$4.1B	\$4.1B	\$4.1B	\$2.6B	\$15.5B
	\$5.6B	\$8.5B	\$8.5B	\$8.5B		\$31.1B
	\$8.9B	\$10.4B	\$10.4B	\$10.4B	\$10.4B	\$50.5B

Sources:
 Sprint reported \$15.5B contractual 4 year commitment to Apple
 Verizon annual report indicated \$54.6B in purchase obligations of which majority is likely iPhone
 ATT: STA estimate

IMPLIED Carrier Contractual iPhone Unit Commitments (& estimated M/S)

	2011	2012E	2013E	2014E	2015E	Total
	1.0 (6%)*	7.5 (40%)	7.5 (40%)	7.5 (40%)	5.5 (16%)*	29.0M
	10.0 (23%)*	15.8 (35%)	15.8 (35%)	15.8 (35%)		57.4M
	16.7 (35%)	19.2 (35%)	19.2 (35%)	19.2 (35%)	19.2 (35%)	93.5M

* Estimated unit commitment and M/S do not span the full calendar year
 ** Sprint M/S assumes only Sprint branded, not Boost, VM

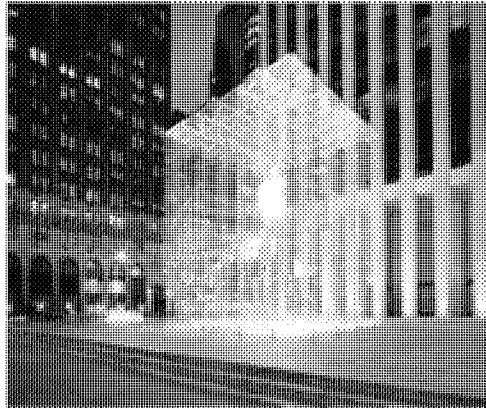
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APPLE HAS A SIGNIFICANT RETAIL PRESENCE IN THE US

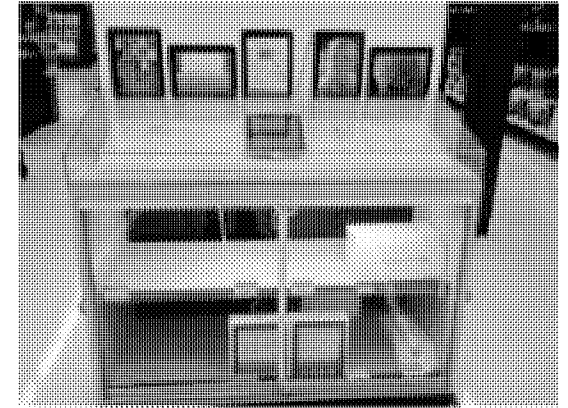
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Apple Retail

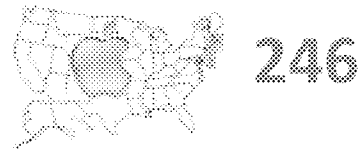


Store in Store



Dedicated "Shelf" Space

US Points of Presence for Apple



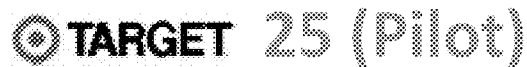
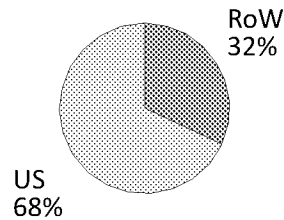
US Points of Presence for Apple



US Points of Presence for Apple



2011 Apple Store Regional (US vs RoW)



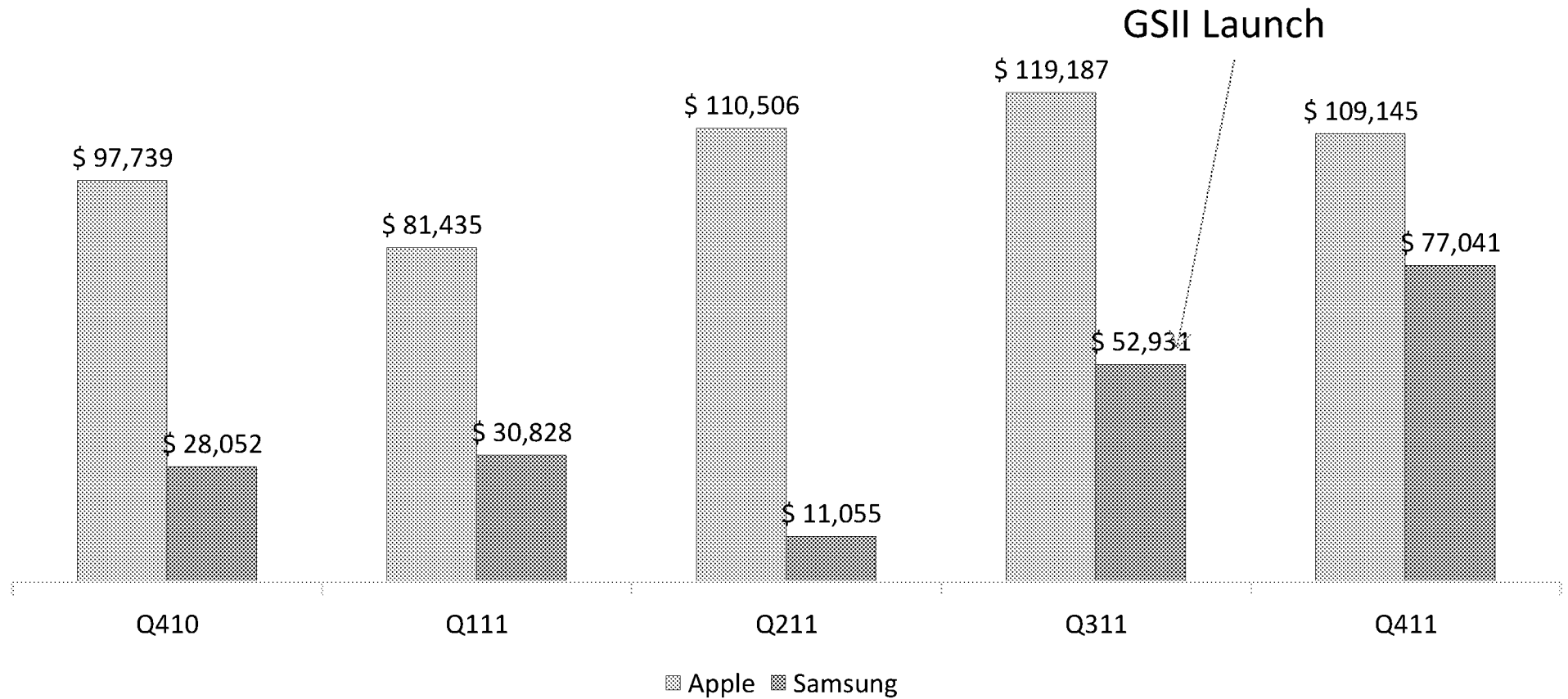
Source: Internet, STA account teams
Carrier stores include COR + dealer-agent (carrier branded)

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MEANWHILE APPLE CONTINUES TO SPEND HEAVILY FOR "ALWAYS-ON" PRESENCE. SAMSUNG DID NOT CONSISTENTLY INVEST HEAVILY IN MEDIA UNTIL Q3 2011.

Quarterly OEM Spend (\$M)



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Source: CompetiTrack

16 FEB 2012

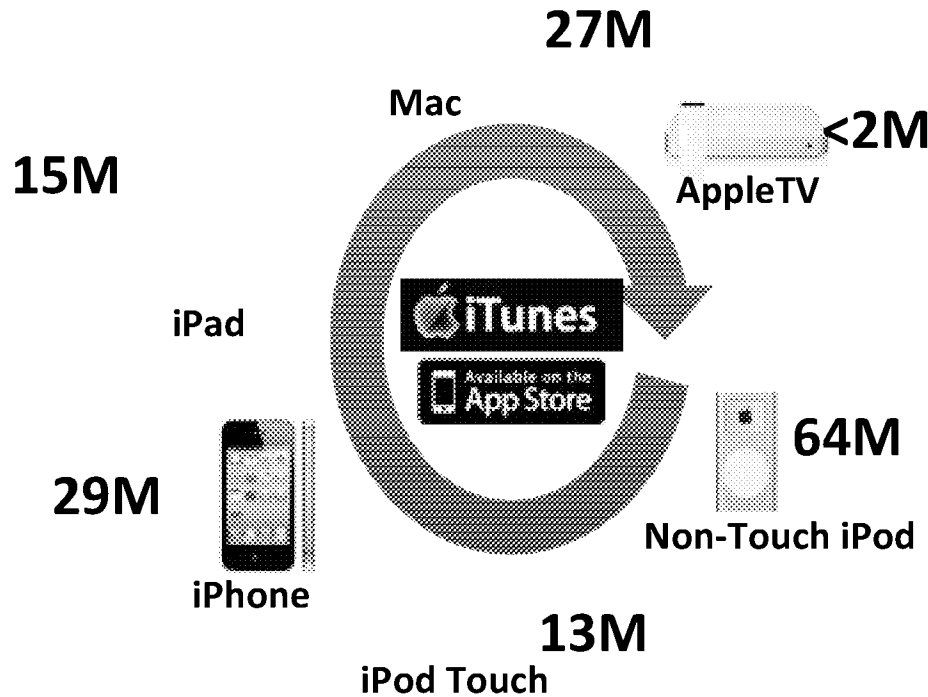
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APPLE U.S. INSTALLED BASE STRONG, WITH HIGH LEVELS OF CO-OWNERSHIP WITHIN IOS

150M

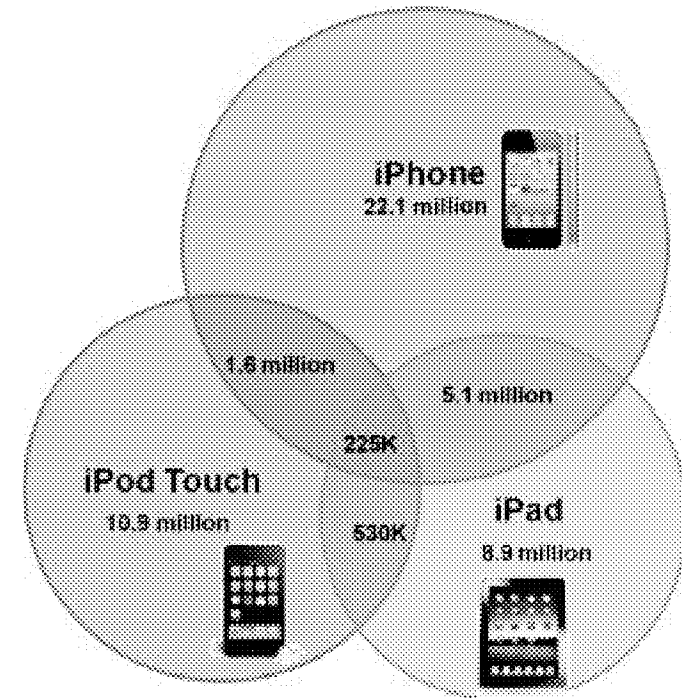
Apple collective U.S. device installed base



49M

unique iOS users*

- Each iOS user spends over \$100 on content & apps
- Avg of 83 app downloads per user in 2011
- 18% of apps are paid at an average price of \$1.44



- 59% own an iPhone
- 27% own an iPod Touch
- 30% own an iPad

51M

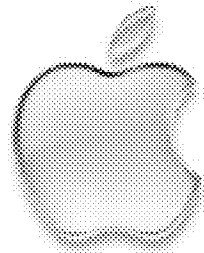
Total iTunes Users in the U.S. (1 in 4 internet users)

Sources: Comscore, Apple, Pew Internet Research, NPD, STA Analysis



CARRIER COMMITMENTS AND CONSUMER DEMAND RESULTED IN RECORD CALENDAR 4Q11 RESULTS FOR APPLE: 37M GLOBAL SELL-IN

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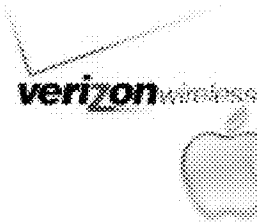
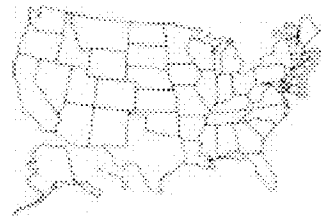


Jan 24, 2012:

Apple reported C4Q11 **global** sell-in shipments: **37.04M**

Analyst community expecting globally 30M – 35M

No Apple-reported U.S. sell-in numbers

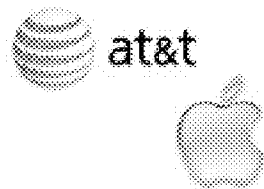


Jan 24, 2012:

VZW reported 4Q11 iPhone activations: 4.3M

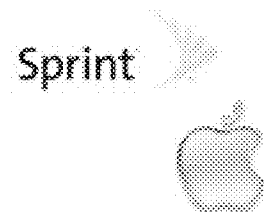
Activations > sell-thru

Estimated 4Q11 VZW iPhone sell-thru: **3.9M**



Jan 26, 2012 (4Q11 Earnings):

Estimated 4Q11 ATT iPhone sell-thru: ~**7.0M**



Feb 8, 2012 (4Q11 Earnings):

Estimated 4Q11 SPR iPhone sell-thru: ~**2.0M**

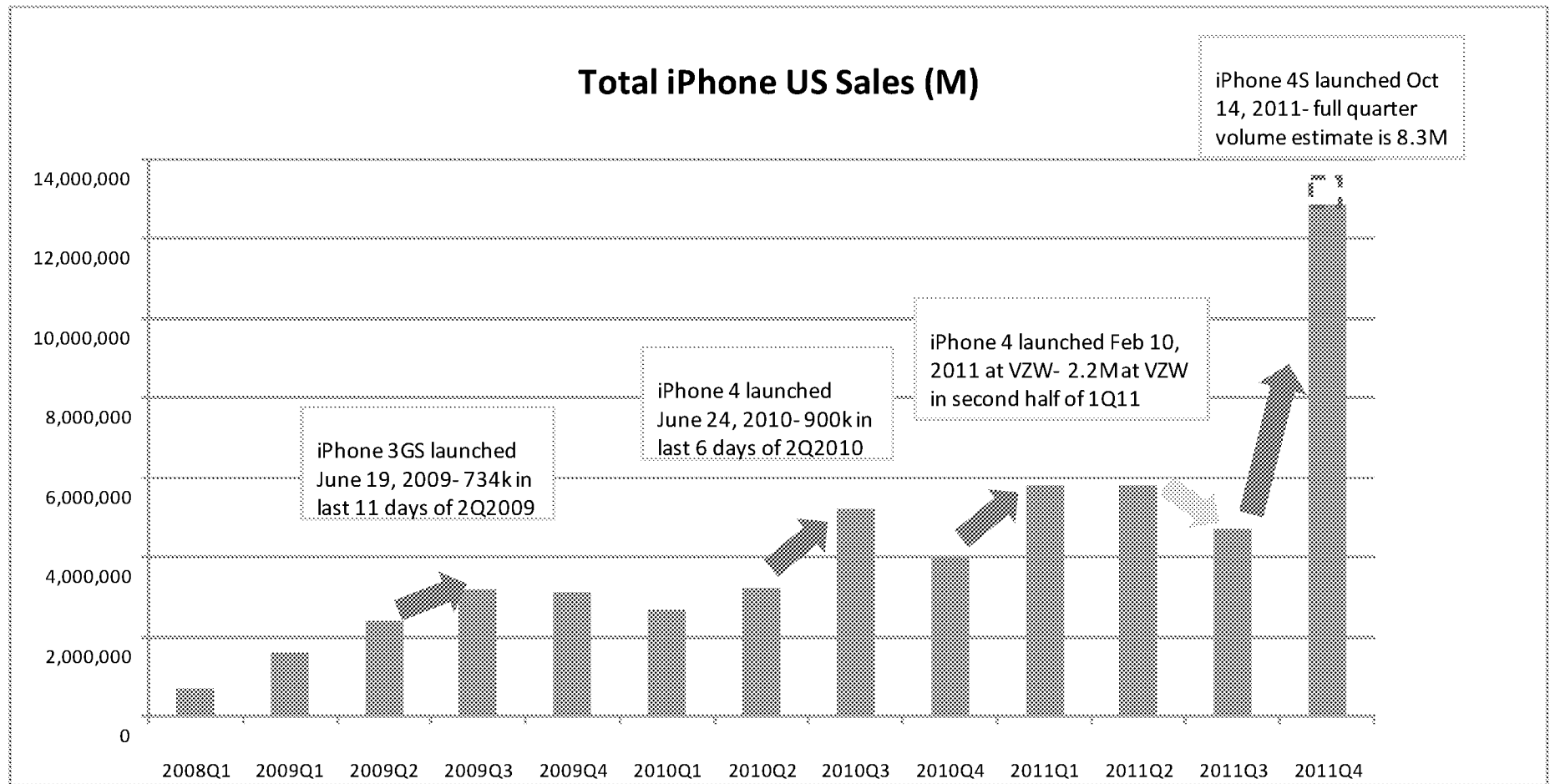
12.9M
US iPhone
Sell-Thru
4Q11

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A COMBINATION OF FACTORS DROVE 4Q11 US IPHONE UPSIDE

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1. Typical spike for launch quarter (see green arrows)
 - Same phenomenon exhibited for 4S launch, except launch quarter delayed to 4Q instead of typical 3Q
2. Pent up consumer demand
 - 3Q11 (the quarter before the iPhone 4S launched...see grey arrow) saw depressed units as consumer delayed upgrades
3. SKU expansion
 - iPhone went from 2 SKUs in 4Q10 to 7 SKUs in 4Q11
4. Distribution expansion
 - 3 main distribution points (ATT, Apple store, Nat'l Retail) in 4Q10 -> 5 points (ATT, VZW, Sprint, Apple, Nat'l Retail)

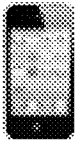







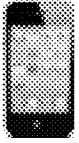



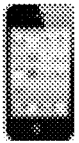

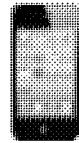

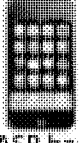

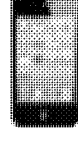

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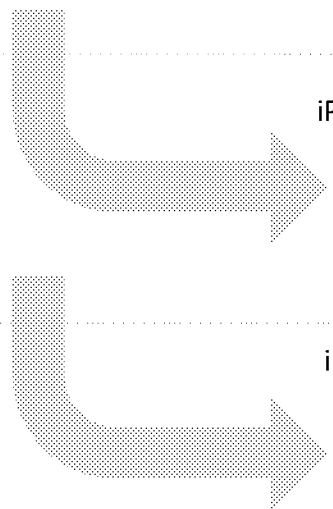


BY 4Q12, IPHONE EXPECTED TO BE AVAILABLE ACROSS FOUR MAJOR US CARRIERS, AT ALL PRICE POINTS

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	4Q11	1Q12	2Q12	3Q12	4Q12
\$399	iPhone 4S 64GB  	ASP: \$680 R/P: \$399 Sub: \$281		iPhone 5 64GB  	ASP: \$680 R/P: \$399 Sub: \$281
\$299	iPhone 4S 32GB  	ASP: \$600 R/P: \$299 Sub: \$301		iPhone 5 32GB  	ASP: \$600 R/P: \$299 Sub: \$301
\$199	iPhone 4S 16GB  	ASP: \$520 R/P: \$199 Sub: \$321		iPhone 5 16GB  	ASP: \$520 R/P: \$199 Sub: \$321
\$99	iPhone 4 8GB  	ASP: \$440 R/P: \$99 Sub: \$341		iPhone 4S 8GB  	ASP: \$440 R/P: \$99 Sub: \$341
FREE	iPhone 3GS 8GB  	ASP: \$360 R/P: \$0 Sub: \$360		iPhone 4 8GB  	ASP: \$360 R/P: \$0 Sub: \$360



Source: STA est for ASP based on unlocked price of \$849/\$749/\$649 and 20% markup

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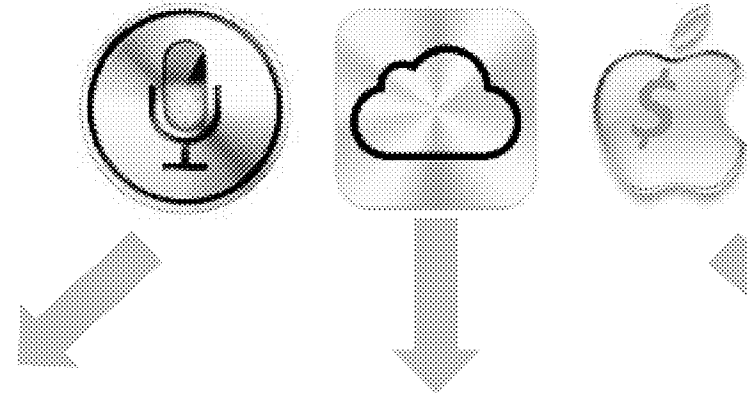
APPLE'S NEXT PLATFORM LAUNCH WILL CONTINUE TO ATTRACT AND RETAIN CONSUMERS THROUGH TV LAUNCH AND SERVICES EXPANSION/INTEGRATION

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1

Major Siri & iCloud Expansion + Introduction of payment service (iWallet?)



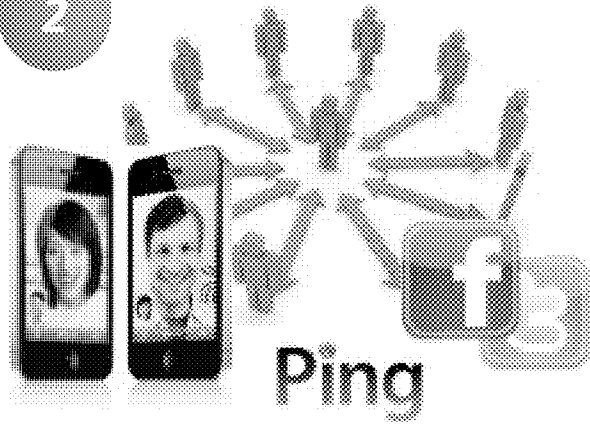
Enabling services

iTV

- 42" MSRP = \$1499
- Voice control (Siri)
- Gesture control with FF camera
- Web surfing, SN, video chat

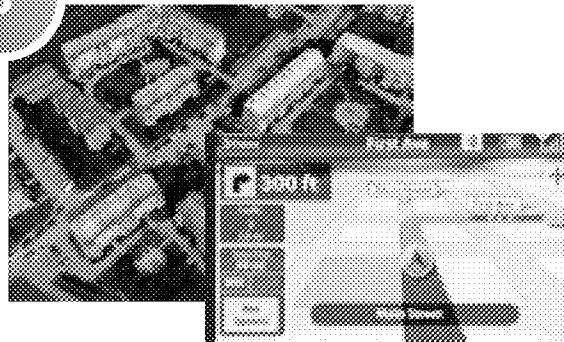
Rumor

2



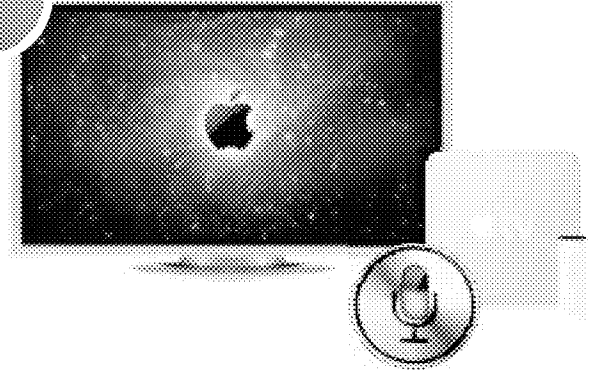
Expanded Social Networking & FaceTime Integration

3



Maps & Navigation (iMaps?)

4

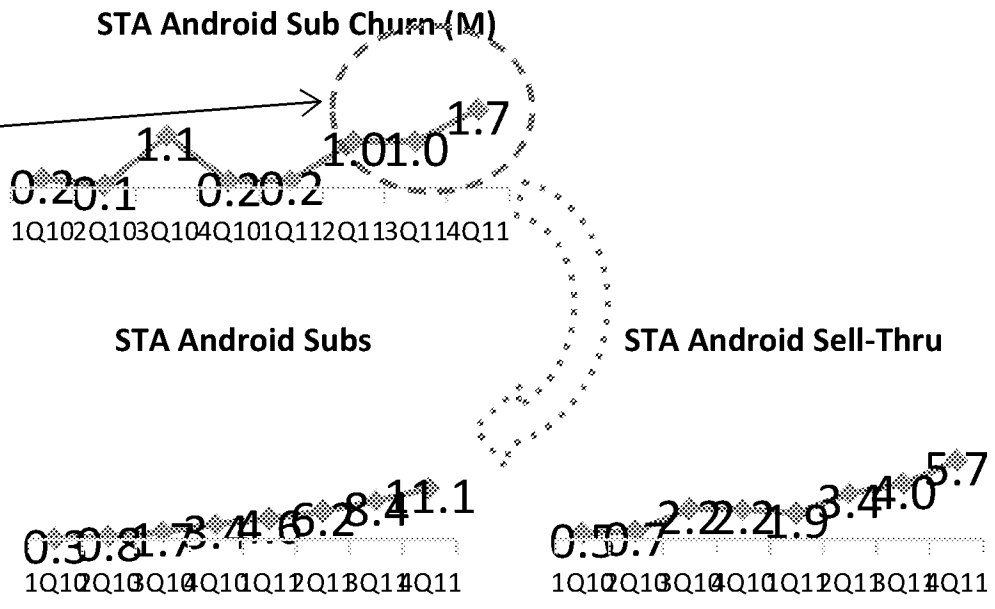
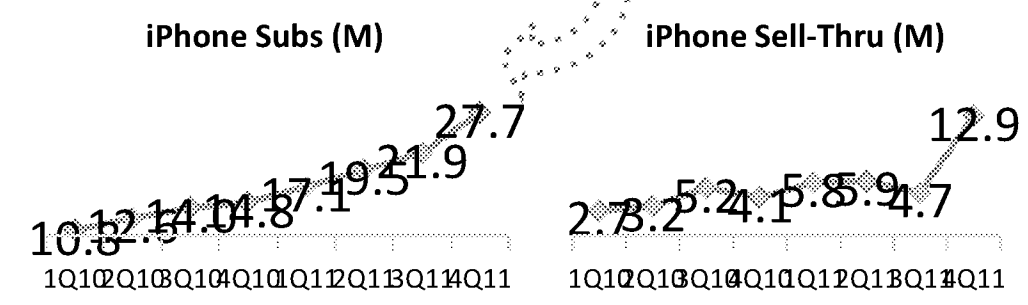
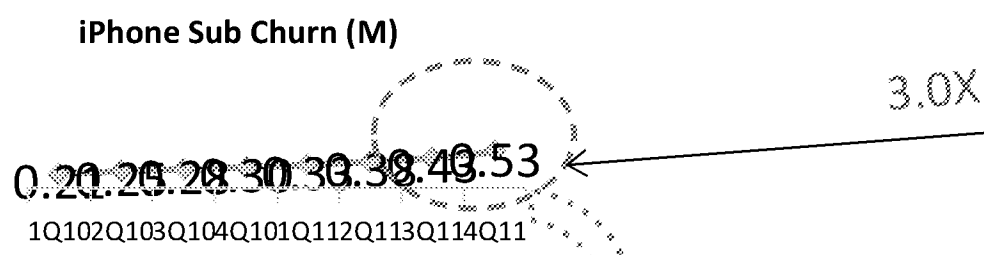
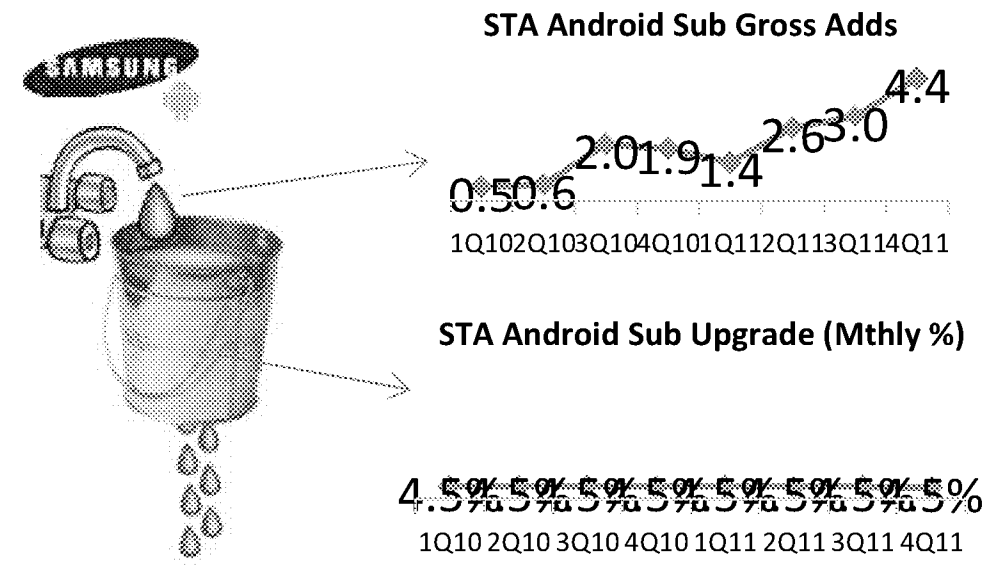
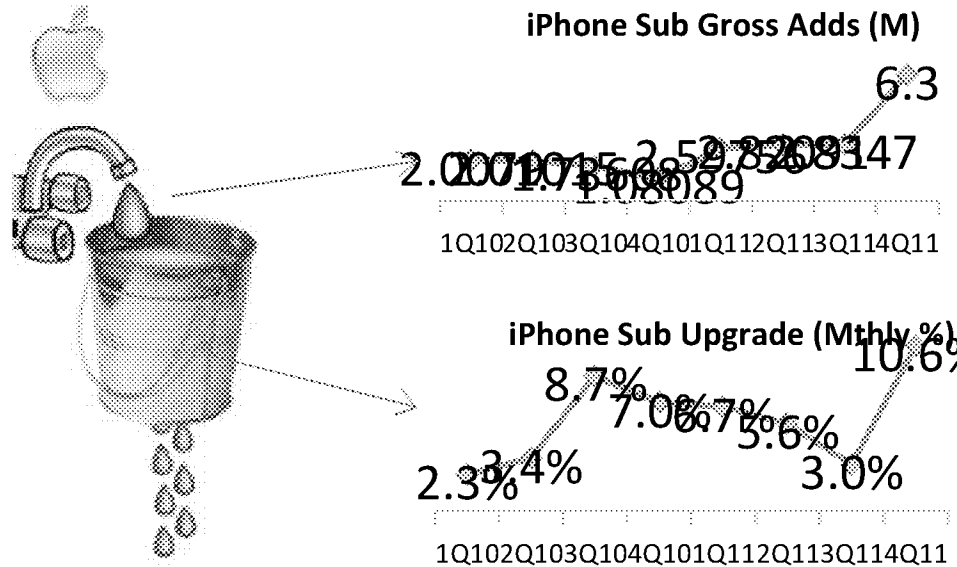


Platform Expansion



APPLE MARKETING, PORTFOLIO EXPANSION AND PLATFORM EVOLUTION RESULTING IN VERY STICKY / LOYAL SUBSCRIBERS

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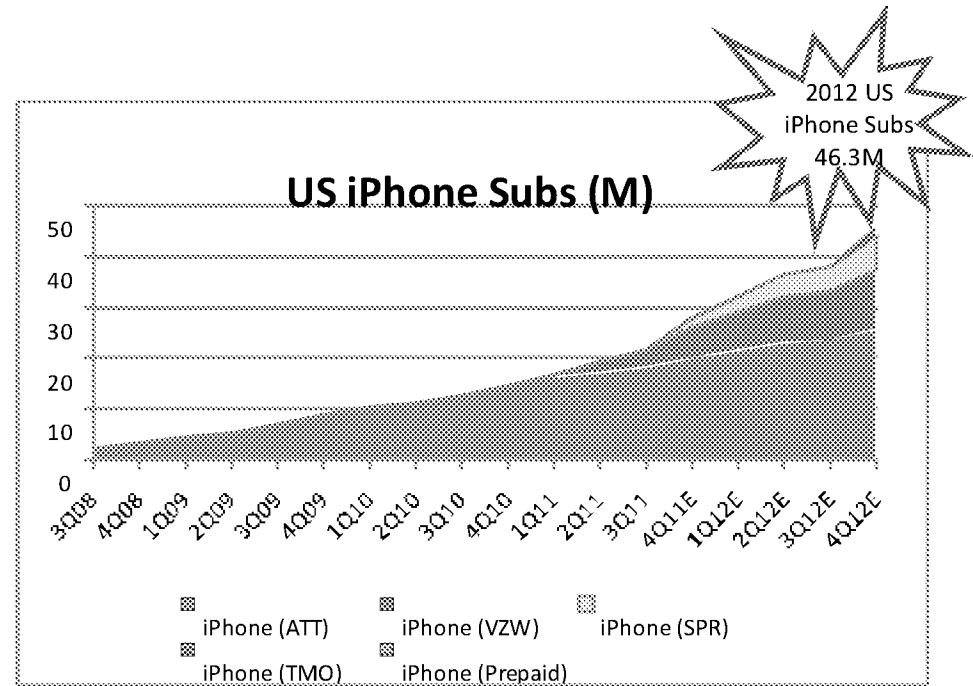
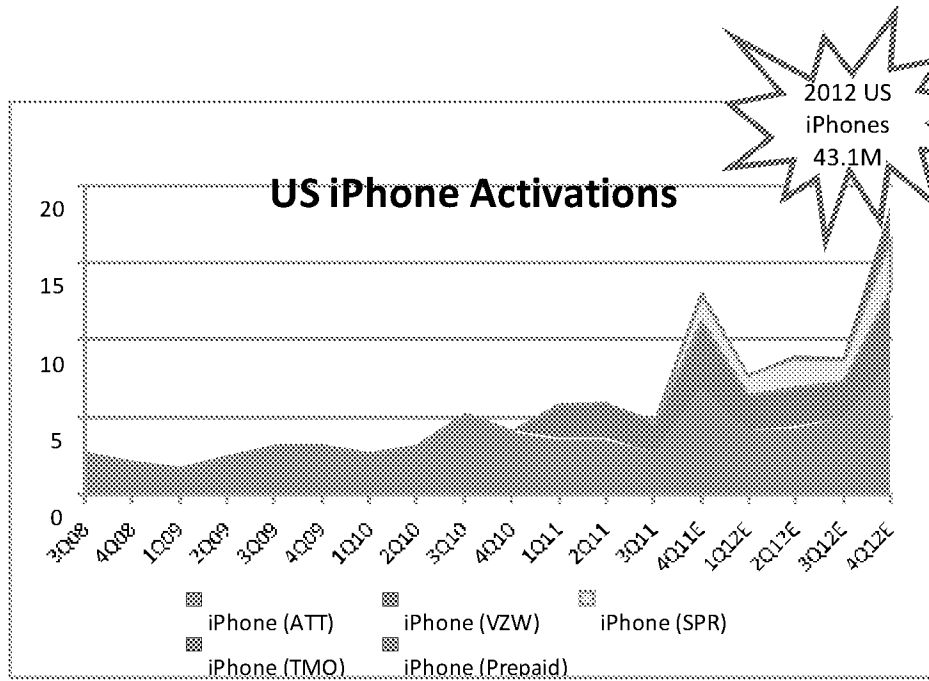


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APPLE SUBSCRIBER TRAJECTORY MAY RESULT IN APPLE OVERTAKING SAMSUNG'S ENTIRE US INSTALL BASE BY YE2013

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Subs* (YoY %)	2010	2011	2012E	2013E
iPhone	14.8	28.2 (91%)	46.3 (64%)	67.1 (45%)
SAM Total	58.1	59.8 (3%)	61.6 (3%)	63.4 (3%)
SAM Smart	5.0	11.4 (128%)	TBD	TBD

*iPhone subs per STA est; SAM subs per comScore

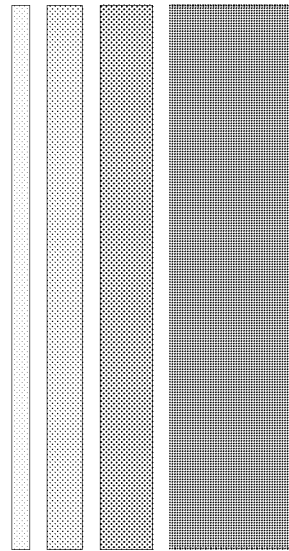
US iPhone subscriber base possibly overtaking Samsung total US install base by 2013

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STA MUST EXECUTE A
PARADIGM SHIFT TO WIN



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STA IS FOCUSED ON OVERCOMING 2011 CHALLENGES IN PURSUIT OF A REMARKABLE 2012 PERFORMANCE

2011 Challenge

Galaxy brand too **weak** to create sufficient
'pull' and sustain S-P sales

(20 point gap in preference in 8 Key markets)

Samsung **not winning** the '**Last Three Feet**'
of retail

(Recommendation Rate in ATT is 71% for A and
18% for Samsung)

Insufficient sales and brand **ROI** achieved
with **channel-dominant** marketing **spend**

Significant **lost sales** due to **late product**
launch and **poor quality**

(30+ delayed launches in 2011)

2012 Strategy

STA to **expand Galaxy branding** and re-
focus marketing investment accordingly

Improve retail presence of *Galaxy* devices
and create **shop-in-shop** experience

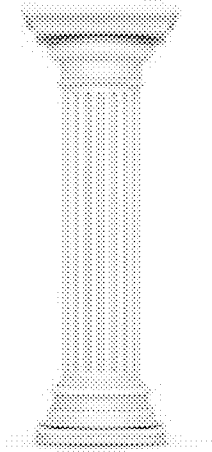
Shift marketing **investment** strategy
towards **brand-building** and **online**
initiatives

Focus resources on **flawless launch**
execution and **improve coordination** of
quality improvement activities with **HQ**

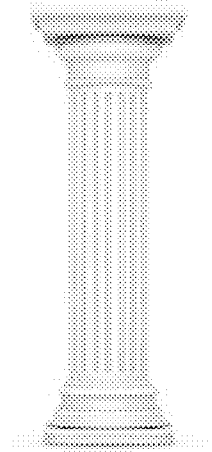
STA MUST LEAD A PARADIGM SHIFT TO CREATE THE VIRTUOUS CYCLE REQUIRED TO WIN THE HEARTS AND MINDS OF CONSUMERS & BEAT APPLE

Goal: Achieve position as most reliable/trusted Carrier supplier AND strategic brand partner

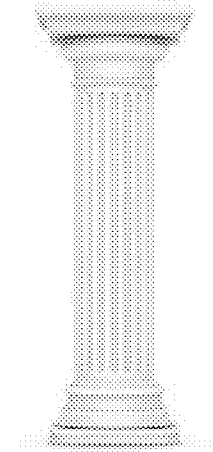
Drive Consumers to Stores



Optimize the Samsung Retail Experience



Launch a Dealer/Rep Loyalty Program



Tactics:

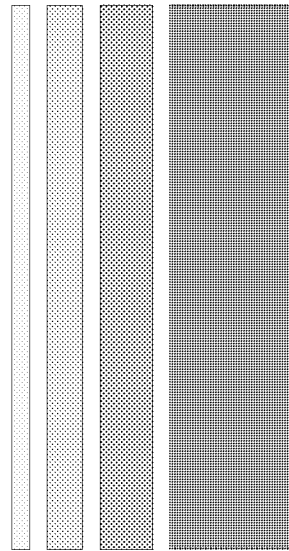
- Shift CDE to ATL
- Eliminate Contractual MDF
- Re-Focus MDF resources on 20% of Products

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2012 BUSINESS OUTLOOK



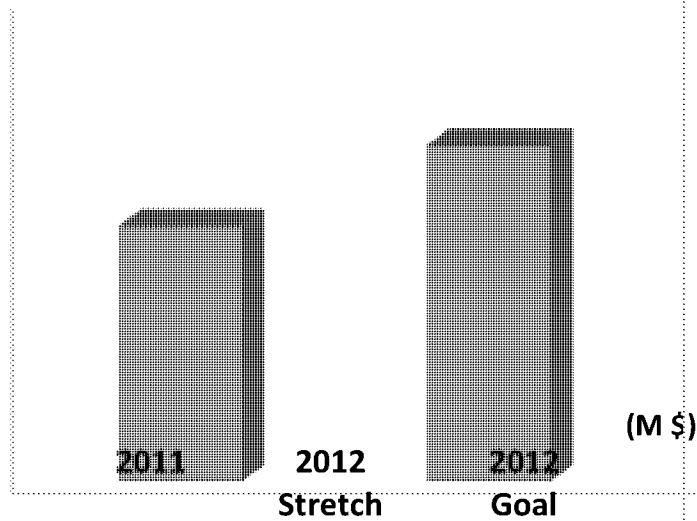
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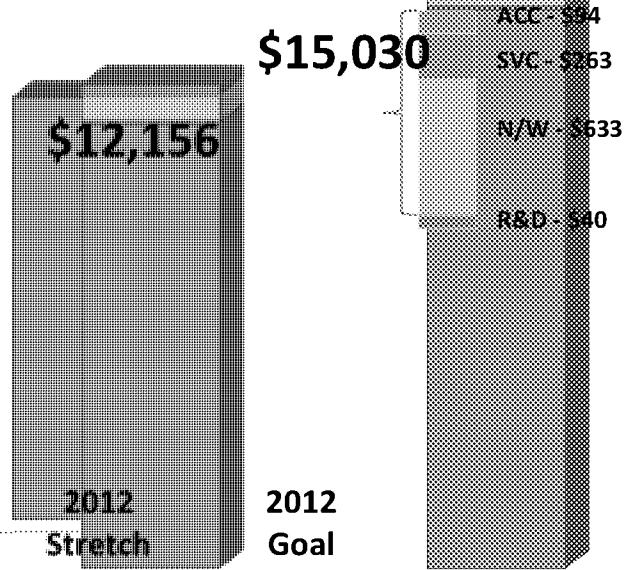
STA IS TARGETING REMARKABLE GROWTH IN 2012 BUT MORE IMPROVEMENT NEEDED TO CLOSE REV GAP WITH APPLE

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WT Goal: Revenue Increase of +66% YoY



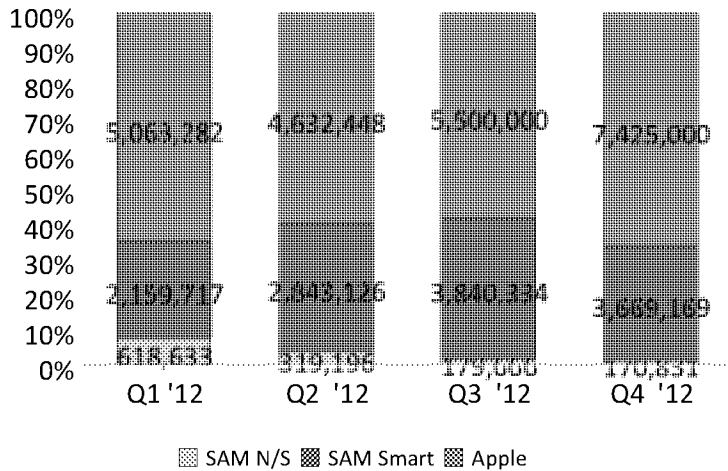
All STA Goal: \$15B



Goal: Volume Increase of +18% YoY

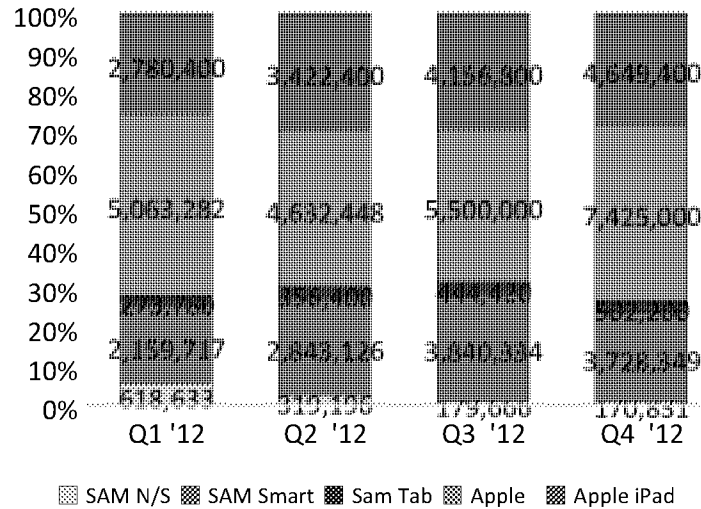


Sam v. Apple HHP Revenue (\$B)



*2012 SAM HHP Rev: \$13.9
2012 Apple HHP Rev: \$22.6B

Sam v. Apple HHP + Tablet Revenue (\$B)



*2012 SAM Tot Rev: \$15.4B
2012 Apple Tot Rev: \$37.6B

‡ S/T Revenue

STA Goals in 2012

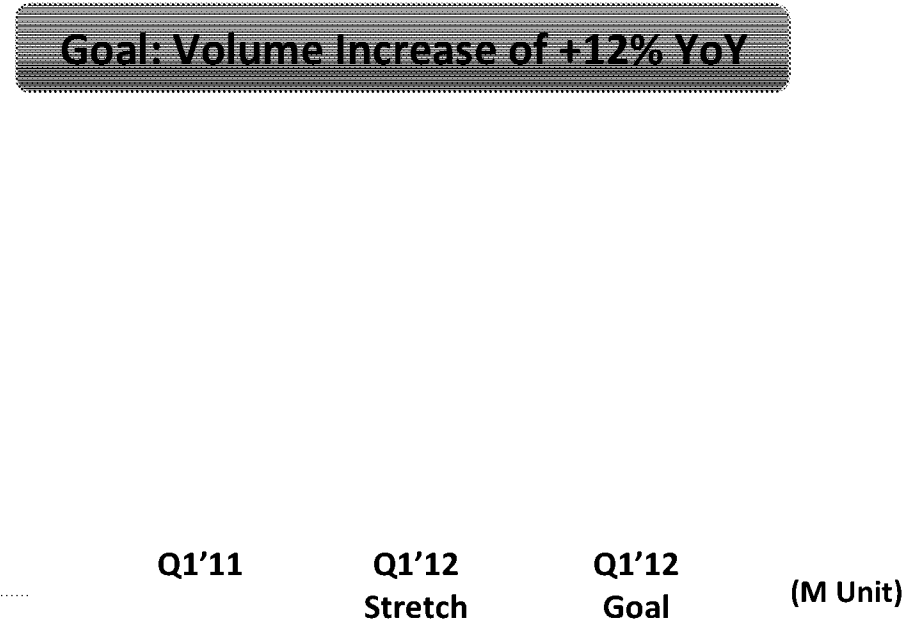
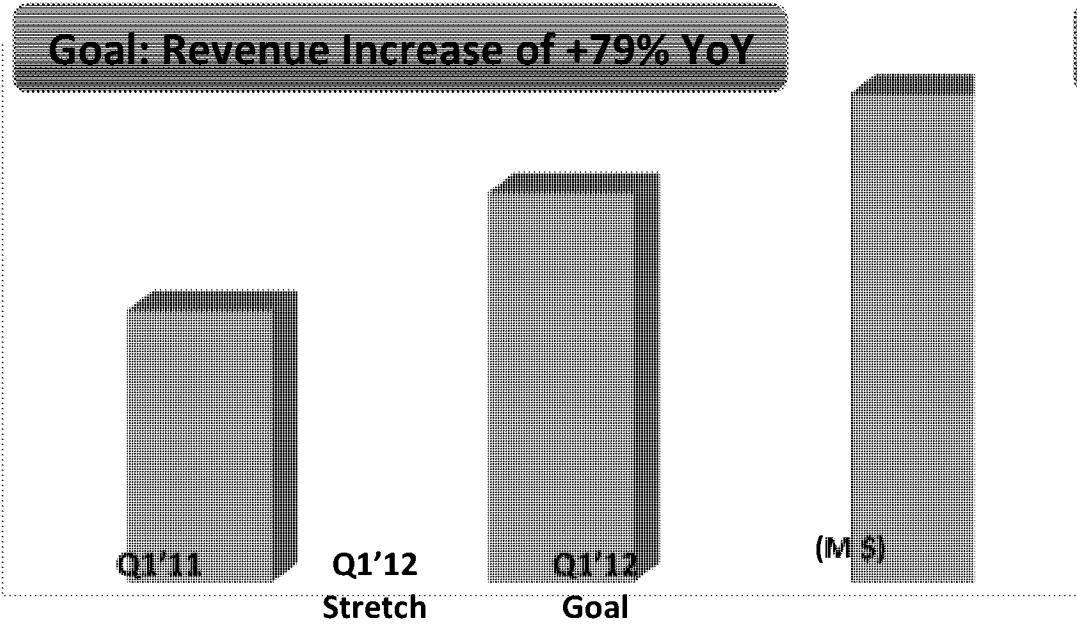
- Grow ASP:** to ~\$233
- Grow Share:** to >30% S-P share
- Grow \$ Share:** to >27% (+9% points YoY)
- Beat Apple:** Q2'11 (volume basis)
- Double Profit:** >\$2B consolidated profit (at 15% profit rate)

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1Q STARTED VERY SLOWLY BUT BUSINESS HAS SHOWN MARKED IMPROVEMENT IN WKS 5-6

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Achieve REVENUE of \$2.3B (+33% YoY)

Achieve VOLUME of 11.0Mu (-7.4% YoY)

† Tracking at ~ S = 2H; Working towards S=3H

Shift spend to MDF/ATL; Reduce overall spend to 12.2% †

Grow the *Galaxy* Brand*

‡ MDF = 7.4 %; CDE = 4.8%;

* Note and GSII Campaigns
Re-launch/emphasize current products as Galaxy

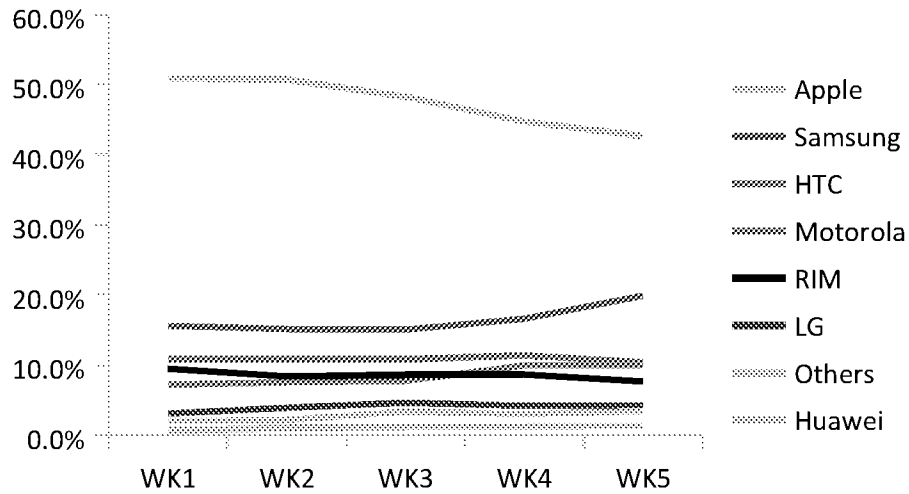
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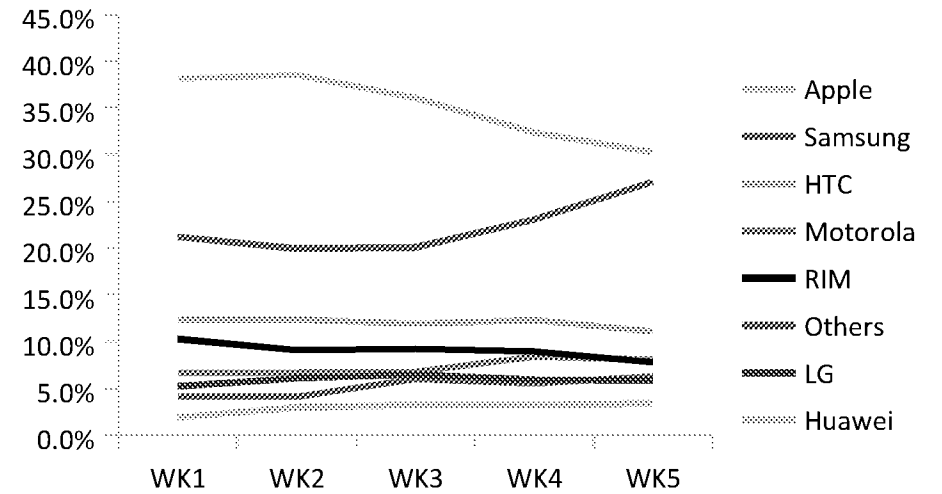
1Q STARTED VERY SLOWLY BUT BUSINESS HAS SHOWN MARKED IMPROVEMENT IN WKS 5-6

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STA Reached 20% S/P \$Share



STA Approaching Apple in Vol Share



Source: STA S/P Tracker

Record Sales of GSII in WK5

Record Sales of GSII in WK6

**S 2.4H
(WK5)**

**S 0.9A
(WK5)**

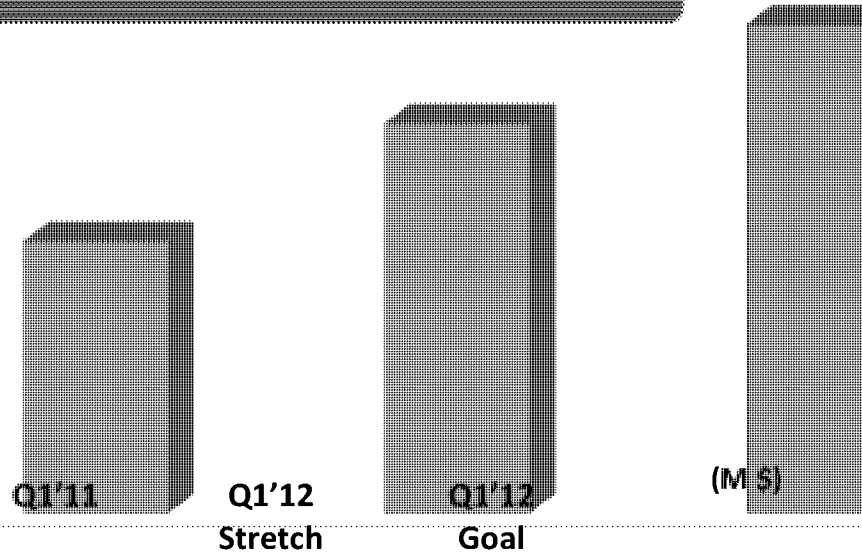
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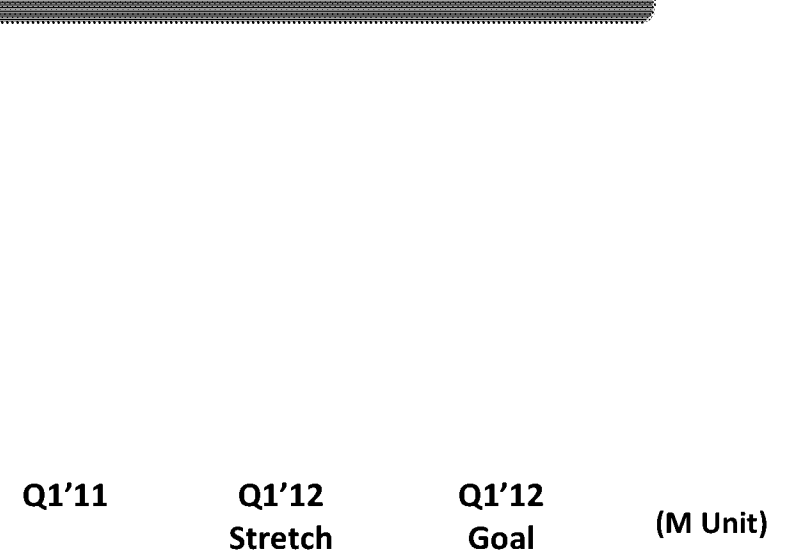
1Q STARTED VERY SLOWLY BUT BUSINESS HAS SHOWN MARKED IMPROVEMENT IN WKS 5-6

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Goal: Revenue Increase of +79% YoY



Goal: Volume Increase of +12% YoY



Achieve REVENUE of \$2.3B (+33% YoY)

Achieve VOLUME of 11.0Mu (-7.4% YoY)

† Tracking at ~ S = 2H; Working towards S=3H

Shift spend to MDF/ATL; Reduce overall spend to 12.2% †

Grow the Galaxy Brand*

‡ MDF = 7.4 %; CDE = 4.8%;

* Note and GSII Campaigns
Re-launch/emphasize current products as Galaxy

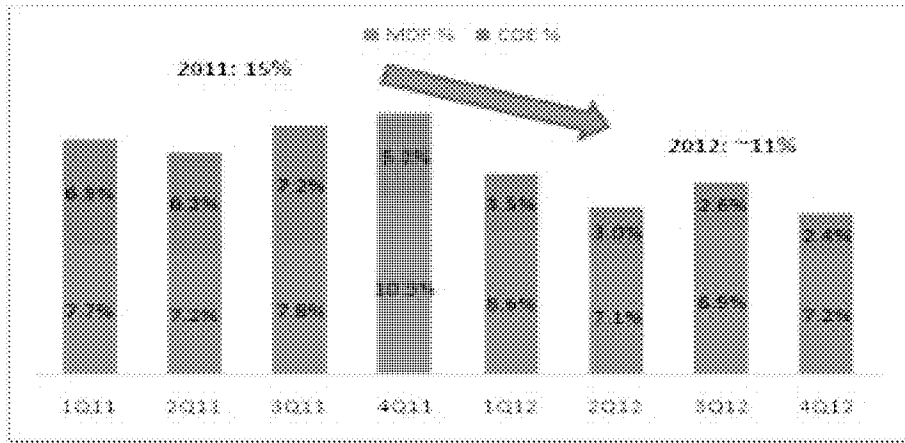
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STA SPEND IS RAPIDLY ALIGNING WITH THE NEW PARADIGM WHILE REDUCING SPEND RATIO BY >25% YOY

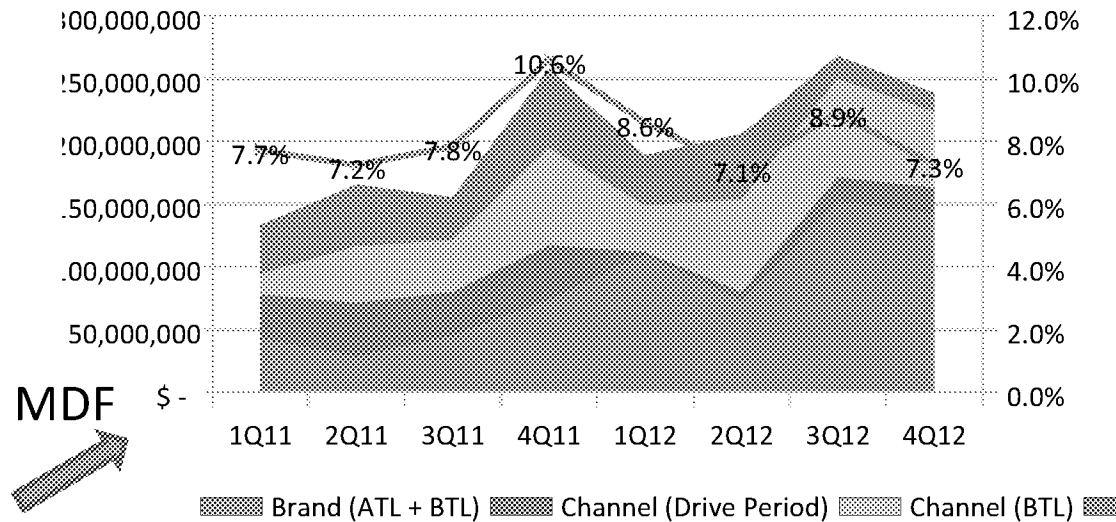
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In Q1'12 STA is on track to achieve ~2.5% reduction in total spend (~12.1% vs. 14.6%)



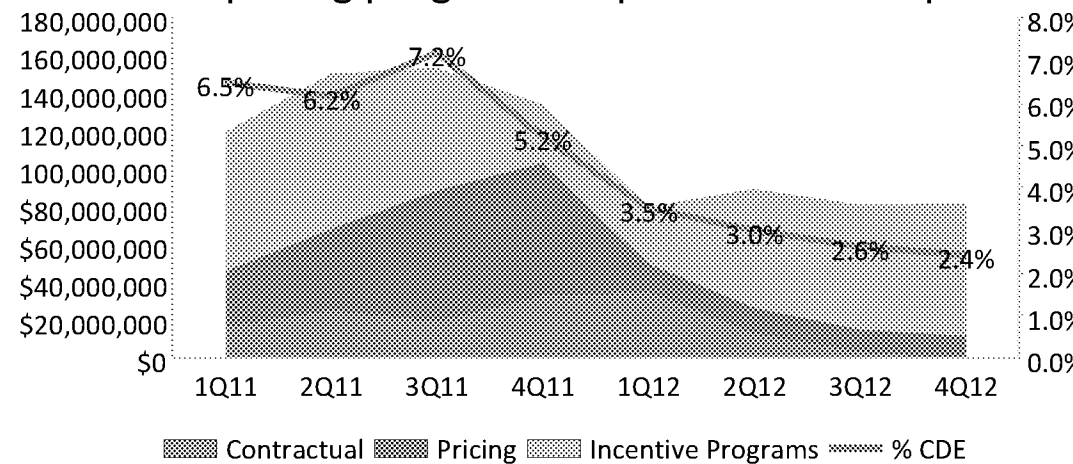
In Q2'12 STA will target further reduction of spend (<11% vs. 13.4%)

In Q1'12, STA increased Brand spend by 2% points while decreasing Channel spend by 2% points



MDF
CDE

In Q1'12, process improvements and decrease in pricing programs helped lower CDE spend



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FOR MDF/CDE SPEND MANAGEMENT, STA HAS INSTITUTED A NEW PROCESS TO BETTER EVALUATE PERFORMANCE AND IMPROVE 'LEARNING'



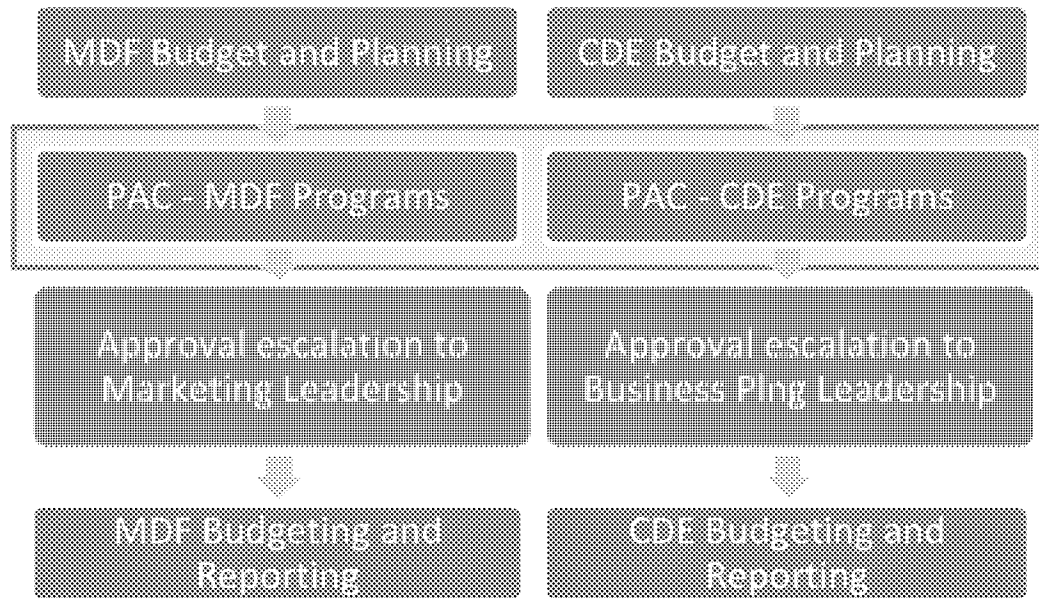
- Evaluation of past performance impact future approvals
- Increased quality of programs through competition for funding
- Formalized bi-monthly reviews of investment programs by Account Teams
 - Encourage accountability through performance influenced decisions
 - Drive improved performance by self evaluation
- All programs receive quantitative/qualitative review
 - Verify that strategic objectives are obtained
 - Feedback for guiding future investment strategy

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BY COMBINING MDF/CDE MANAGEMENT PROCESSES AND INCLUDING FINANCE, RESULTANT SPEND IS BETTER ALIGNED WITH STRATEGY AND BUDGET

2011



Similar, but separate processes except for review at Program Approval Committee (PAC)

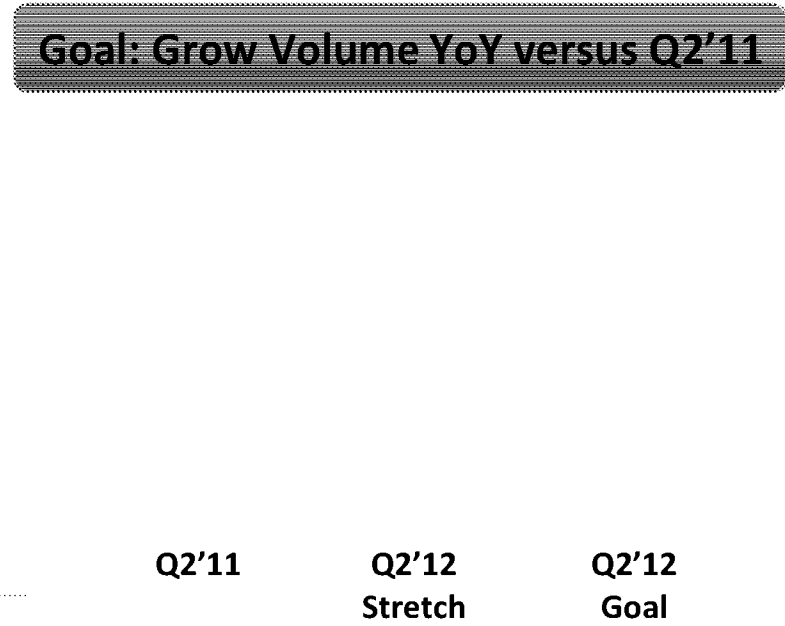
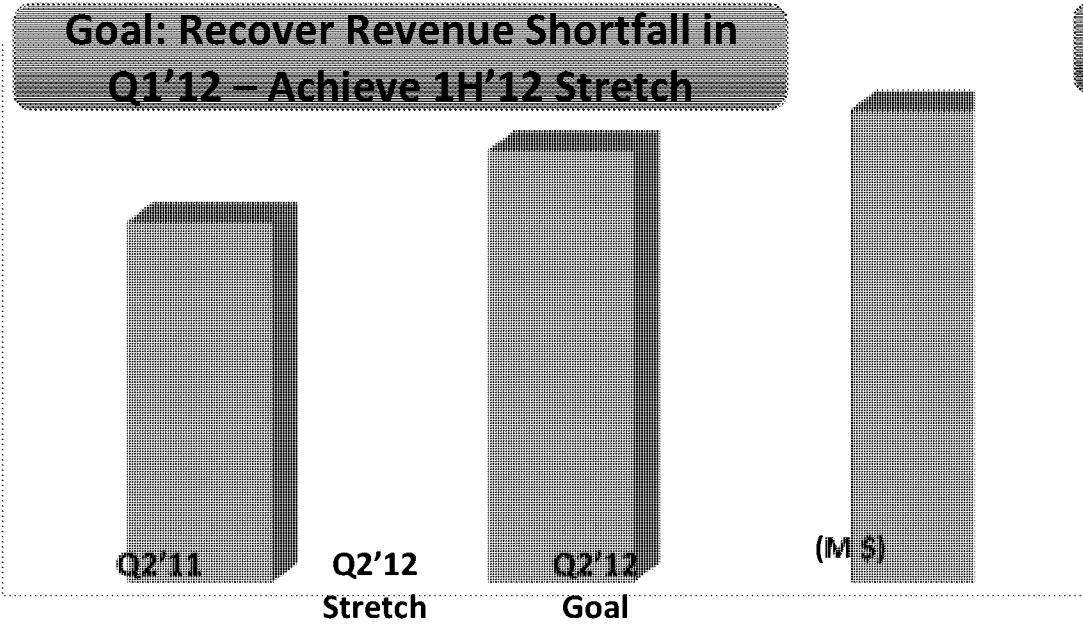
2012



- PAC review now includes ranking of all programs prior to PSC review
- New PSC Review provides structured collective leadership oversight
 - Marketing
 - Business Planning
 - Finance (new)
- Consistent and combined investment reporting

STA IS CURRENTLY FINALIZING Q2'12 SALE PLANNING – GOAL IS MEET STRETCH \$ TARGET FOR 1H'12

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Exceed 20% Revenue Growth YoY (vs. Q2'11)

Grow Volume vs. Q2'11

Eliminate Contractual Spend; Reduce spend to <11%

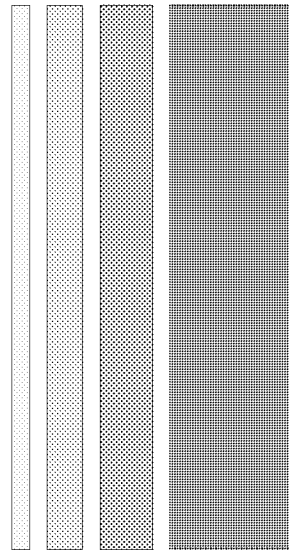
Grow the *Galaxy* Brand*

* Note and M Campaigns

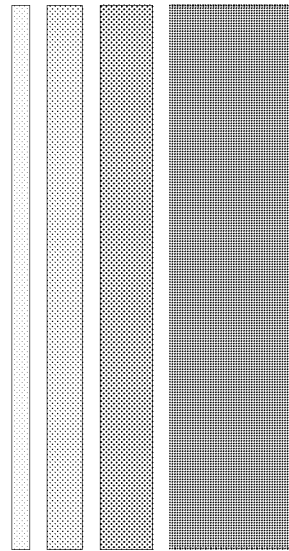
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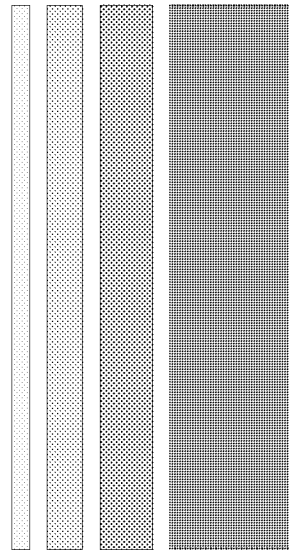
THANK YOU



APPENDIX



PRODUCT BACKUP



STA PLANS TO REDUCE SKU COUNT BY 10% YOY

- In 2011, STA launched 53 new phones
- In 2012, STA intends to reduce SKU count by 10% while increasing revenue
- SKUs that share a HW platform and differ only in design/CMF are considered as 1 SKU

Platform	Verizon	Sprint+SPG	AT&T	T-Mobile	Sprint PCS	Cricket	US Cellular	ACB/Great Call	Tracfone	Total SKUs
M5M8090	Stratosphere2	Bogh	Comanche	Marco	infinite	infinite				7
M5M8095	Jasper	Icon	Marco		icon	icon	icon			3
M5M82004	Marco	Private2	Crusader	Apex-Q						3
M5M82271		Vital3			Rookie2	Rookie2	Rookie2	Rookie2		4
M5M72234			Gem					Totara 3.0		2
APC8060+MDA8200			Galaxy Note	Apex						2
APC8060+MDA8220			Magnus							1
APC8060+MDA8200			Auger							1
APC8060+MDA8200			Mendel							1
C110+CMC221+VIA7.1										8
C110+Q5C8085							Galaxy S II	Galaxy S II		2
C110+XN96280								Galaxy S II		1
C111+CMC220+VIA7.1							Galaxy S Aviator			2
C111+Q5C8085							Aegis			1
C111+VIA7.1								Fastlane		1
C111+VIA7.1								Viper		1
C111+CMC220+Q5C8085							Galaxy S Lightray			1
C111+CMC221+Q5C8075					Ingraham	Ingraham				2
CMAP8880+VIA7.1+CMC221			Galaxy Nexus							1
US800										1
Q5C8055	Wedge3				Coco 3		Coco3	Geni	Pinger 3	4
Q5C8195	intensity4	Kasper			Freeformiv	Pinger 4	Pinger 4	Pinger 4		6
		Pierre3								1
		Carnival								1
PNX8091 (450MHz)			Rudy							1
PNX8091 (450MHz)				Cacao						1
PNX8091									Goat	1
PNX8709 (1.1GHz)			Pocket 3G						Universe	1
PNX4900									Jump	1
SCM21552									Bering	1
3xy count										48

16 FEB 2012

TOP SECRET

SLIDE 35 of 31

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LAUNCH CHALLENGES

32 of 39 projects were delayed in 2011 (82%) Tier 1 carriers

All carriers project = 65 (57 unique models, exclude color variants) & 100+ MRs

New Product Opportunity cost due to delays

YTD = 4.8 M units

YTD = \$1.494B

Carrier	Projects	Delayed Project		On time or Early
		Completed (Weeks delayed)	On going	Completed (Num. Weeks saved)
Verizon	8	6 (9.3W)	2	0
Sprint	12	9 (7W)	1	2 (1.5W)
AT&T	8	8 (7.75W)	0	0
T-Mobile	11	9 (4.22W)	0	2 (1W)
Sum	39	32 (7.1W)	3	4 (1.25W)

HQ ANALYSIS OF GINGERBREAD UPGRADES SHOWED SAMSUNG ~3 MONTHS DELAYED VS. COMPETITORS

Average Gingerbread Delay vs. Competition

- VZW: 3 months
- ATT: 4 months
- Sprint: 4 months
- T-Mobile: 3 months



Android Platform Competitor Status: Gingerbread/Ice Cream Sandwich Upgrade

Gingerbread 업그레이드 현황 및 계획

Carrier	Device	Release Date
VZW	Droid Charge	7/11/12 (Released)
	HTC Thunderbolt	11/1/12
ATT	HTC Inspire 4G	7/11/12
	HTC Evo 4G	11/1/12
Sprint	HTC Evo 4G	11/1/12
	HTC Evo 4G	11/1/12
T-Mobile	HTC Evo 4G	11/1/12
	HTC Evo 4G	11/1/12

Ice 업그레이드 예정 기기/일정

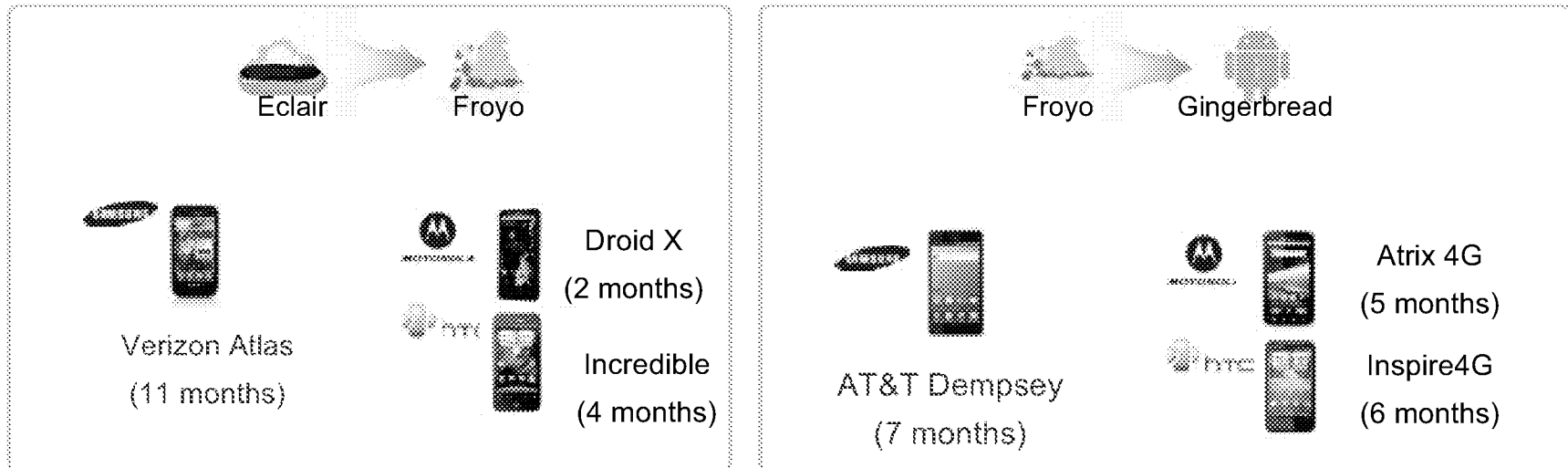
Carrier	Device	Release Date
VZW	HTC Thunderbolt	11/1/12
	HTC Inspire 4G	11/1/12
ATT	HTC Inspire 4G	11/1/12
	HTC Evo 4G	11/1/12
Sprint	HTC Evo 4G	11/1/12
	HTC Evo 4G	11/1/12
T-Mobile	HTC Evo 4G	11/1/12
	HTC Evo 4G	11/1/12

Carrier	Device	Status
Samsung	Galaxy S2	Announced
	Galaxy S3	Announced
HTC	HTC Thunderbolt	Announced
	HTC Inspire 4G	Announced
MOTO	MOTO Droid	Announced
	MOTO Droid	Announced
AT&T	HTC Thunderbolt	Announced
	HTC Inspire 4G	Announced

MRS & OS UPDATES STATUS

- **Too many MRs required due to post launch issues found**
 - *Some MRs are to address broken MRs – Goal to reduce MRs required in 2012*
- **Gingerbread Updates delays and behind the competition**
 - *18+ OS upgrade MRs launched in 2011 – Double that number expected in 2012*
- **It is expected that each product will require 1 to 2 OS updates over 18 months after launch per Google IO commitment**
 - *TTM and quality of the OS updates are critical to Samsung brand loyalty*

OS-Upgrade Delay examples



QUALITY STATUS – TOTAL RETURN RATE

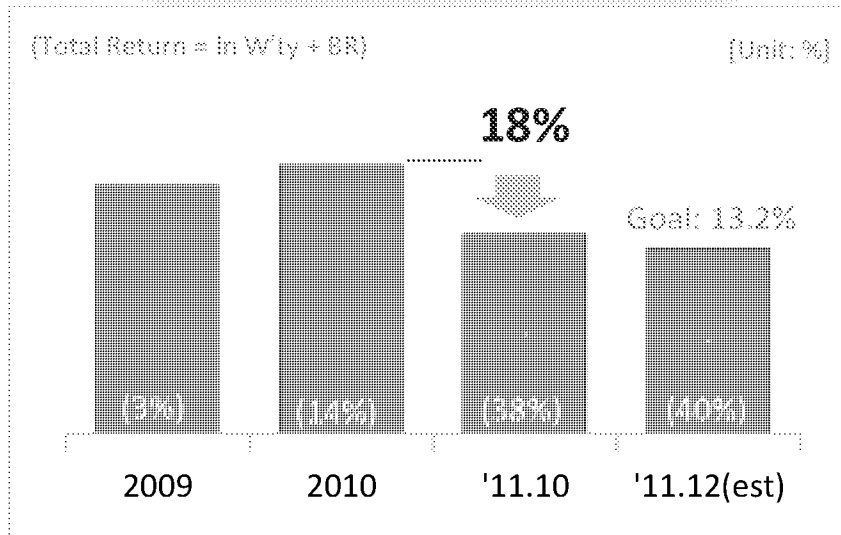
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Overall total return rate in Oct: 15.4%, [18% improvement over '10.12 result (18.8%)]

[Overall Comparison vs. '10.12]

- Smart portfolio : 13% improved (23.9% to 20.7%)
- Feature portfolio : 27% improved (18.0% to 14.0%)
- In Warranty : 34% improved (10.8% to 7.1%)
- Buyer's Remorse: 4% increase (8.0% to 8.3%)

Total Return Rate Trend



(%) indicates smart device volume v. total sell-thru

[Trend by Carrier]

Carrier	2009	2010	2011.Oct
Total	17.4 (3%)	18.8 (14%)	15.4 (38%)
Verizon	17.0 (3%)	10.7 (6%)	12.2 (18%)
T-Mobile	13.0 (1%)	14.6 (15%)	16.3 (41%)
AT&T	11.5 (4%)	18.3 (10%)	17.1 (43%)
Sprint	27.3 (3%)	34.3 (29%)	20.9 (87%)

(%) indicates smart device volume v. total sell-thru within each carrier

2011 launched product showing improved quality in the field compared to 2010 launched

- 8 out of 10 smart models launched in 2011 showing average of 34% improvement over predecessor when compared at same period in the market

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QUALITY STATUS – CARRIER RETURN RATE

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AT&T/Sprint improved in 2011, T-Mobile/Verizon worsened

AT&T : 0.48% decrease v. '10.Dec (1.03->0.55)

Sprint : 0.27% decrease v. '10.Dec (1.93->1.66)

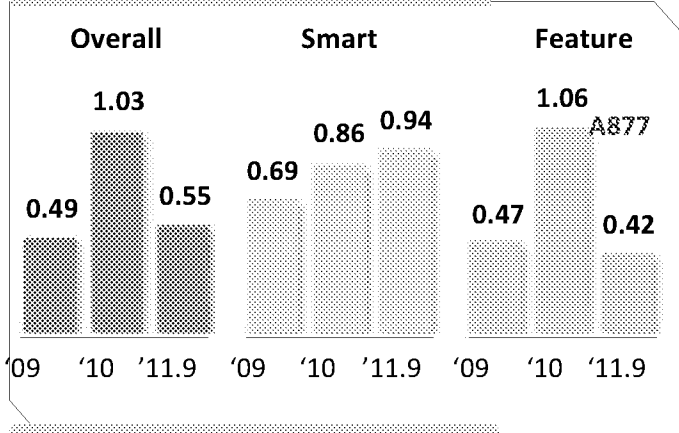
T-Mobile : 0.17% increase v. '10.Dec (0.75->0.93)

Verizon : 0.58% increase v. '10.Dec (1.80->2.38, based on Aug result)

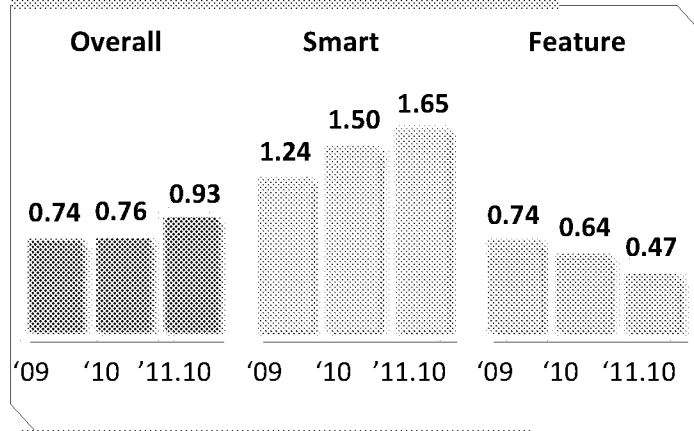
*Verizon modified calculation logic (11.9~), Sep 1.4

: T-Mobile T839 Memory Leak issue, T589 F-PCB Cracking Verizon i500 Missed call issue

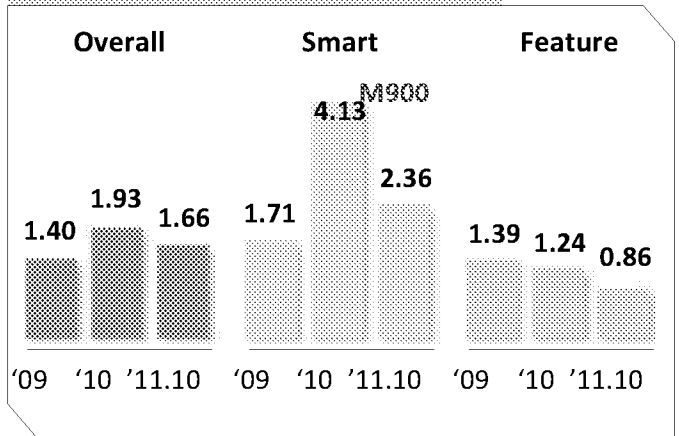
AT&T- Monthly Exchange Rate



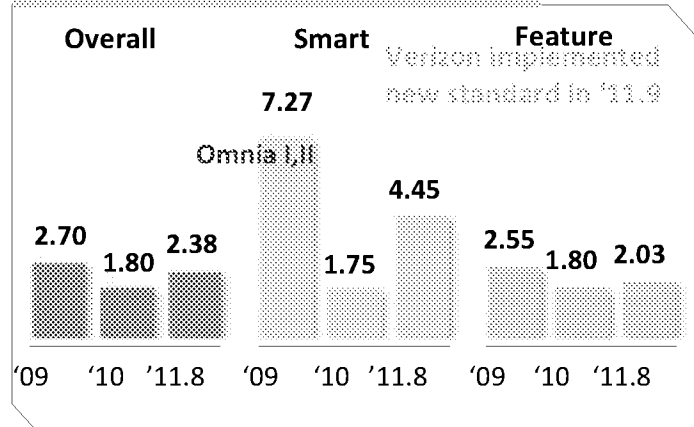
T-Mobile – Monthly Exchange Rate



Sprint – Monthly Exchange Rate



Verizon – Life to date Defect Rate

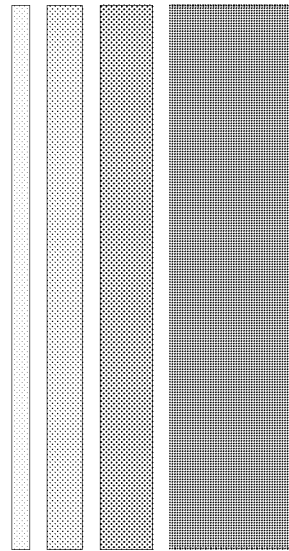


- [AT&T – Smart]**
Over penalty threshold 0.85%
- Main driver : i897 PMIC issue
- [T-Mobile – Smart]**
Over VSC threshold 1.50%
- Main driver : T839, T589
- [Sprint – Smart]**
VSC Goal : 2.50%
- Entry Smart Device over 2.5%
: M910, M920 (Lagging/Perf. Issue)
- [Verizon – Smart]**
New portfolio standard in effect

Before : within 18 month after launch
After : within 12 month after launch

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MARKETING BACKUP



SUCCESS REQUIRES A MULTI-PATH TO IMPROVE OUR BRAND AND RETAIL PRESENCE

SAMSUNG BRAND ROAD MAP

ENABLE & INSPIRE ME TO BE BETTER

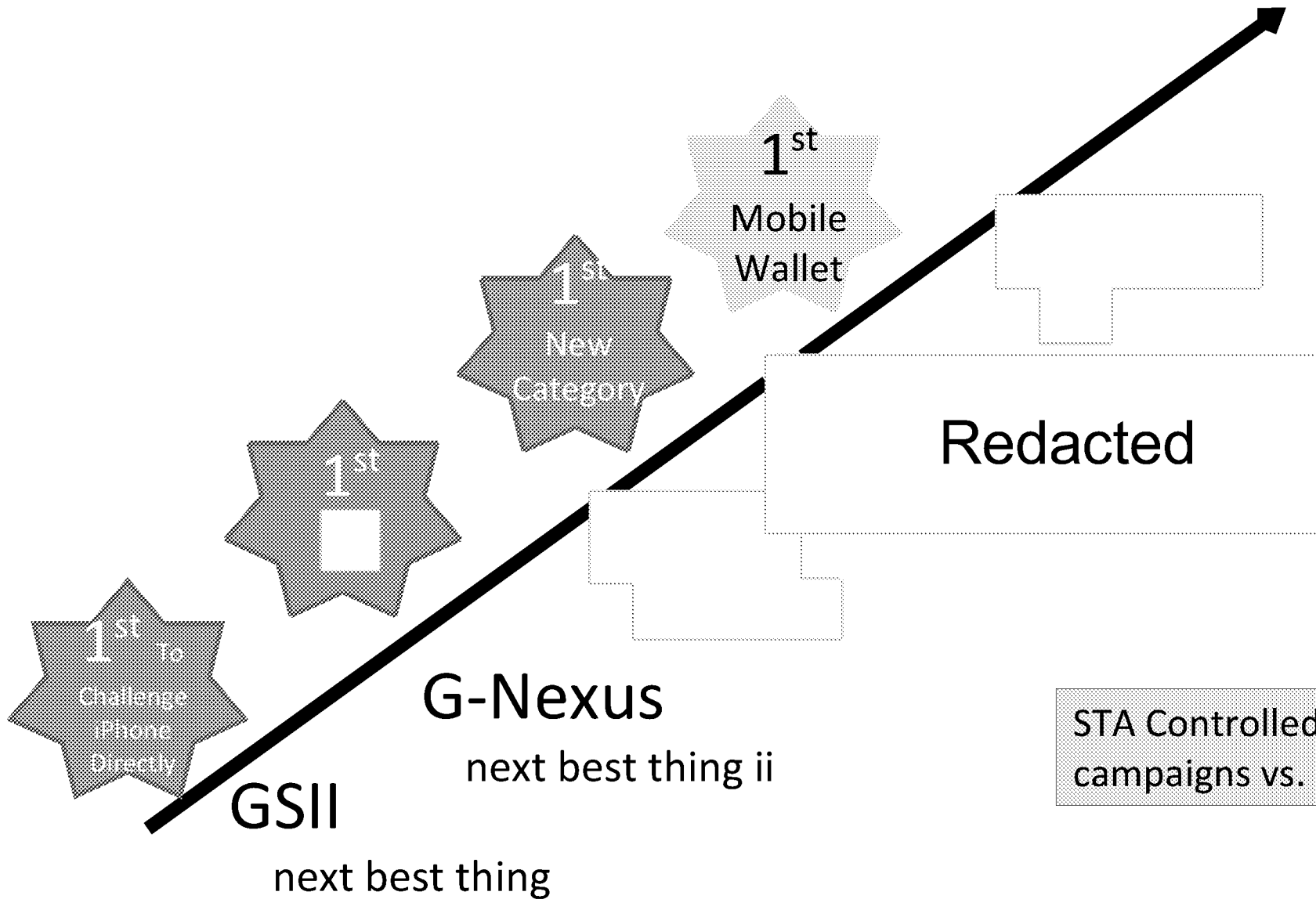
CONNECTED (Product, Service, Content, Conversation)

2012			
<u>Brand</u>	Redacted	<u>Brand</u>	Integrated Ecosystem + Convergence – Consumer Solutions
<u>Goal</u>	Premium Brand Positioning/Challenge Apple	<u>Goal</u>	“Loved” Brand (Enables Me To Be Better)
<u>Channel</u>	Own Last 3 Feet Carrier/National Retail	<u>Channel</u>	Owned Retail (Top 8 Mkts)
<u>Goal</u>	8,000 Doors Marketplace Mapping Samsung Fixtures/Identity PIN	<u>Goal</u>	Create Home for Samsung Brand & Sales (Leverage with Carriers)
<u>Pillars</u>	ATL - 360° Retail - Last 3 Feet Digital/Social		Owned Retail Digital/Social On-Device/Apps Content
			Apps Partnerships Content Retail
	Deposition Apple & Innovation Leader [Product Leadership]		Samsung = Platform Something I Buy → “Loved” [Connected Consumer]
			“Loved” → “Way of Life” [Personalized Solutions]

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BUILDING PREMIUM GALAXY BRAND WITH BEST IN CLASS INNOVATION STORIES



STA Controlled ATL campaigns vs. Channel

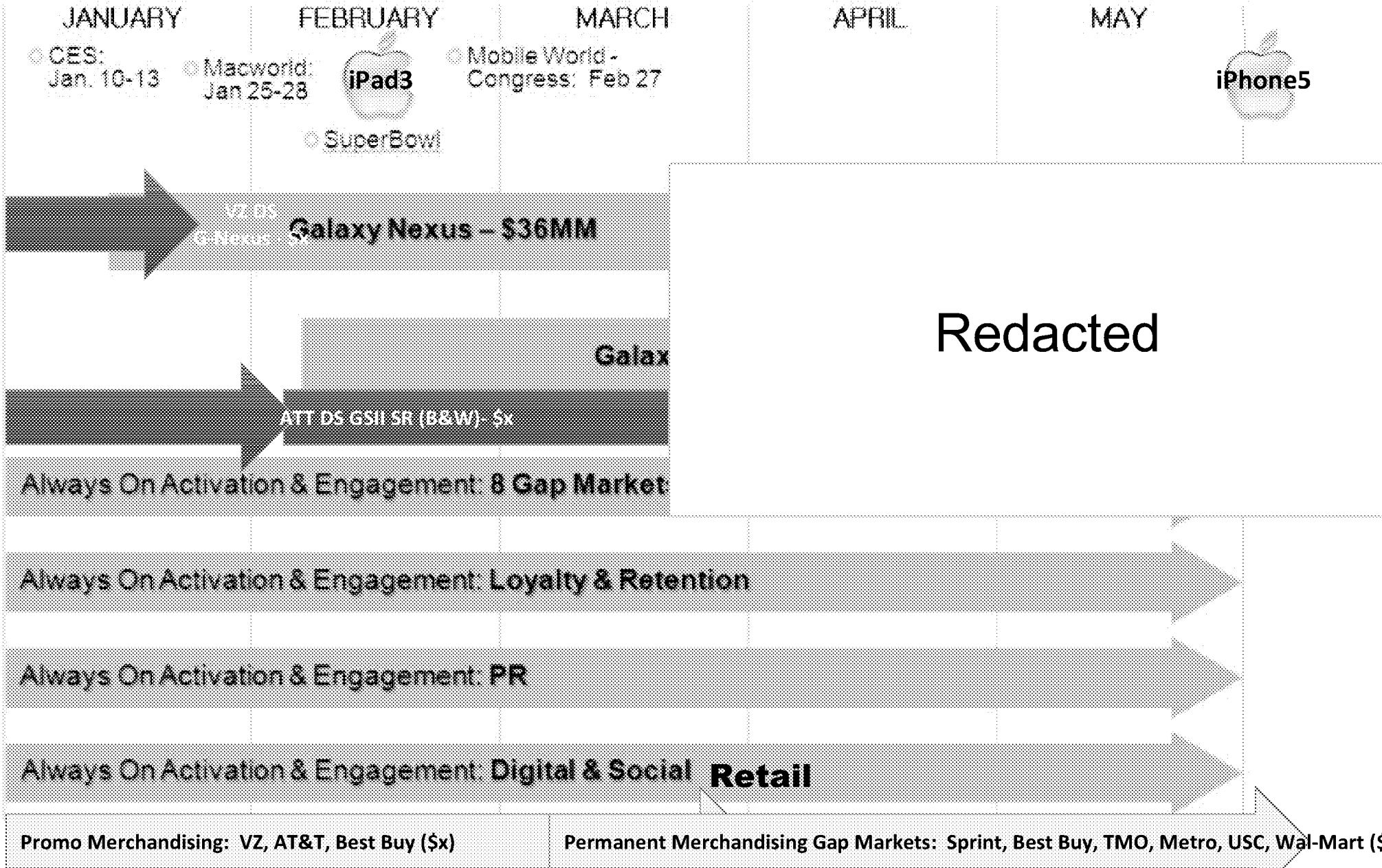
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BREAKTHROUGH "ALWAYS ON" RELATIONSHIP MARKETING APPROACH

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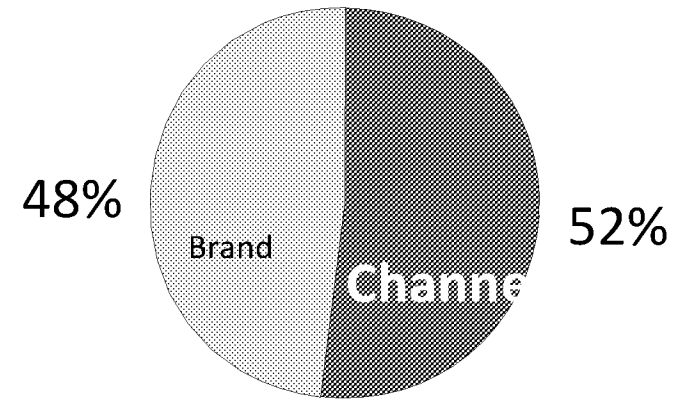
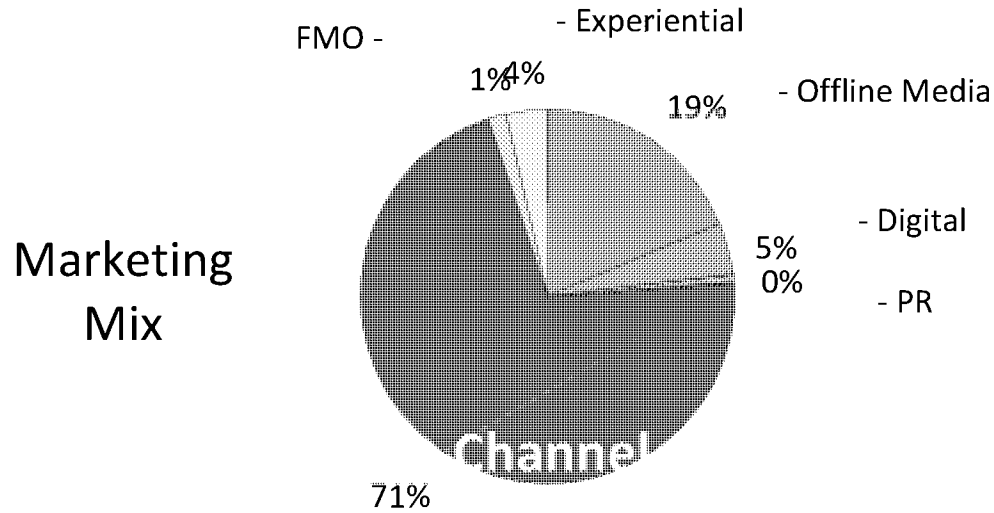


OWNING OUR BRAND AND CONNECTING DIGITALLY

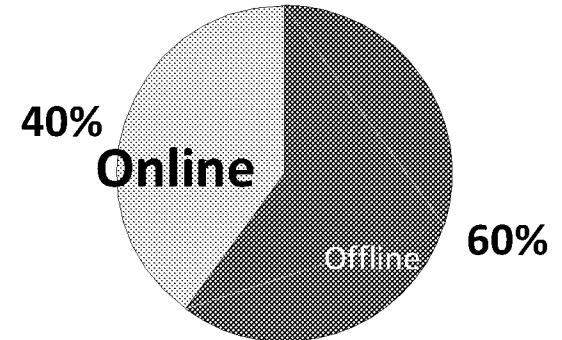
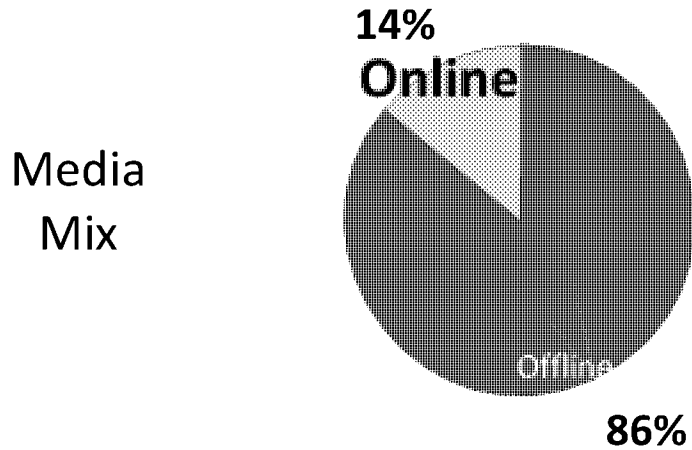
2011

2012

Goal: Decrease channel marketing mix from 71% to 52% in 2012



Goal: Increase online media mix from 14% to 40%

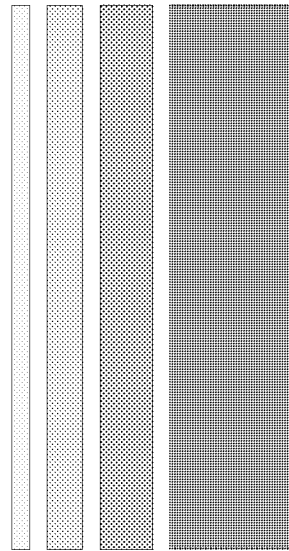


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SALES - B2B BACKUP



SAMSUNG mobile



SAMSUNG OFFERS A SAFE™ LANDING

FOR ENTERPRISE RIM CUSTOMERS



Mobile Professional



Entertainment/Gaming



Point of Sale



Field Services



Mobile Learning



Health Management

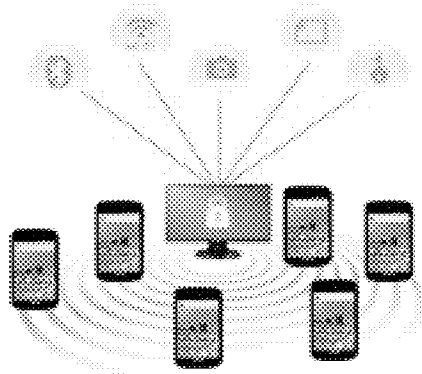


SAFE™ Overview

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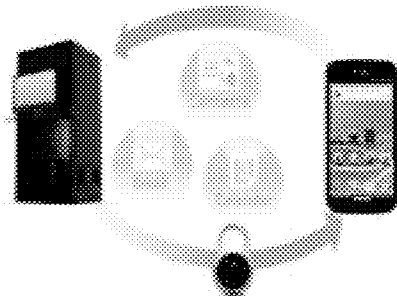
Mobile Device Management

Enables efficient, scaled mobile deployments. Working with leading third-party providers, Samsung offers solutions that address even the most challenging management and security concerns.



Corporate Email / Calendar / Contacts

Extensive support for e-mail, contact & calendar synchronization and more.



On Device Encryption

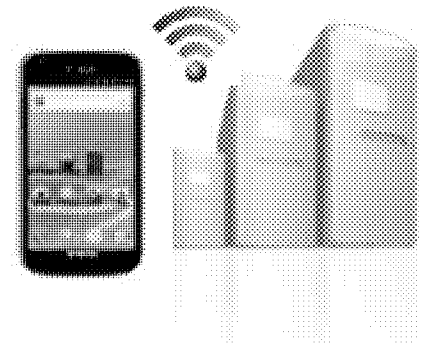
State of the art, AES-256 bit hardware-based ODE helps prevent unauthorized access to all data on the device, including the microSD® storage card.

1101012010110
1030101201201
2031011010101
0101001
0230101
0110101



Virtual Private Network

Samsung works with a number of leading VPN providers enabling IP-based encryption for secure, persistent access to critical enterprise assets via Wi-Fi® and network connections.




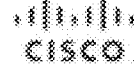


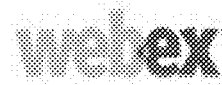







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SAFE™ Solution Platform

Samsung Smartphones & Tablets

Good, Better, Best Device Options at Each US Carrier

Samsung Software	EAS	ODE	Horizontal Application Hooks MDM Application Security VPN			
IT Compliance	       					
Horizontal Solutions	         					
Vertical Solutions	         					
<p>Mobile Professional Entertainment/Gaming Point of Sale Field Services Mobile Learning Health Management</p>						

Samsung & Third Party Accessories

SAFE 2012 GTM

2012 Objectives:

- Disrupt the Enterprise Market
 - Unseat RIM in their top accounts
- Drive Revenue & Volume
 - Accelerate prosumer adoption of Samsung at retail
 - Establish Samsung brand for corporate liable users via US Carriers

1Q Plan:

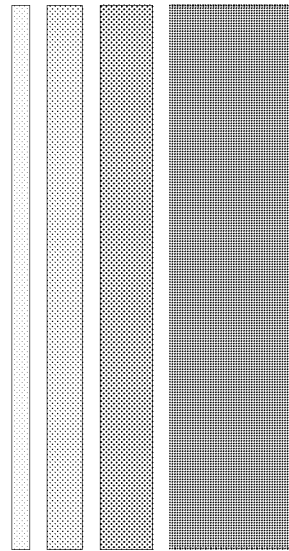
- Launch CIO outreach program and target RIM's top 100 enterprise accounts
- Launch 'Trade-Up' program and MDM Starter Kit for existing BlackBerry customers to switch to Samsung
- Begin aggressive prosumer program at national and carrier retail (SAFE merchandising, etc)

Expected Results:

- Secure 20 Marquee Wins from existing RIM accounts
- Secure 5 Proof Points (Case Studies or Press Releases) indicating why the customer switched to Samsung from RIM
- Increased awareness and focus at retail and within carrier B2B teams around SAFE and Samsung's B2B portfolio

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APPLE FACT BASE BACKUP

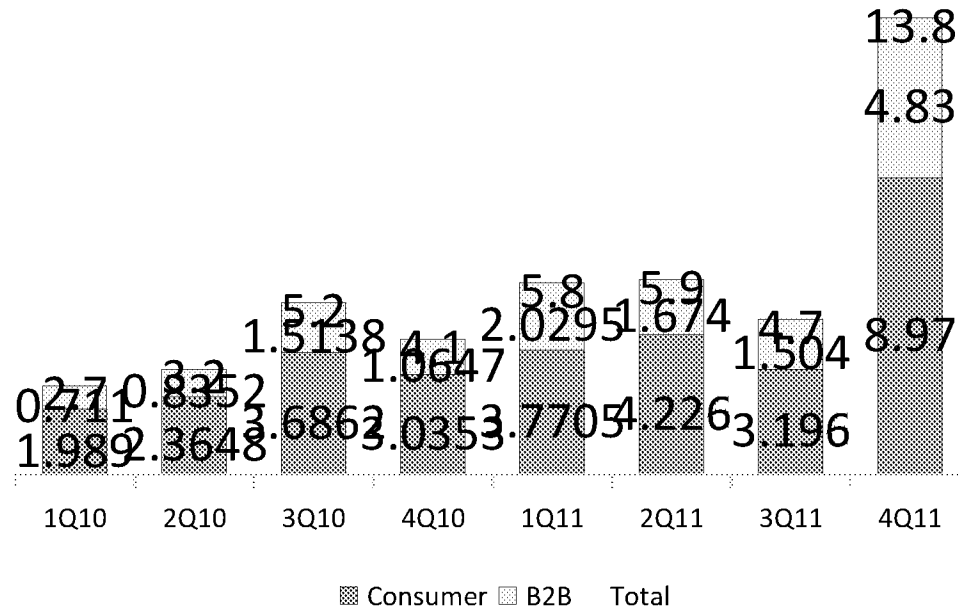


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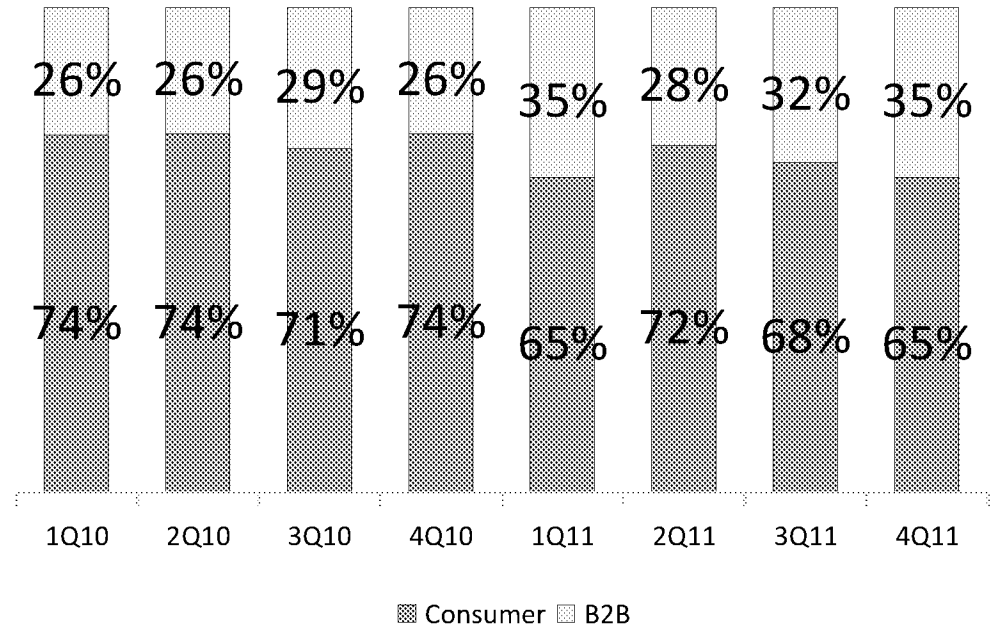


APPLE ALSO INVESTING IN B2B. US IPHONE B2B PORTION APPROXIMATELY 1/3 OF US IPHONE ACTIVATIONS IN 2011

iPhone US Activations (Consumer/B2B) (M)



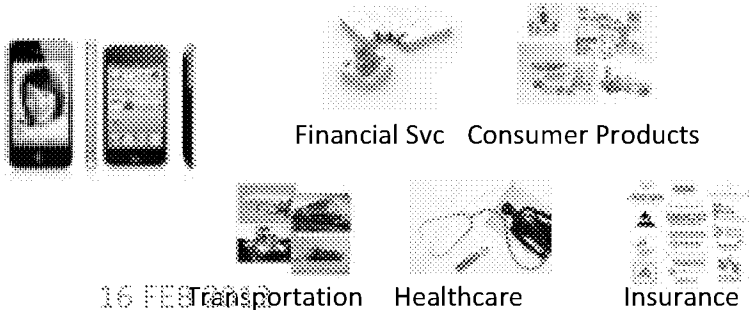
iPhone US Activations (Consumer/B2B) (%)



Source: Canyls for B2B channel. Canyls numbers do not include BYOD



“Nearly all of the top companies in the Fortune 500 now approve and support iPhone on their networks” *Apple Earnings Call 1-24-12*



“In addition to accessing e-mail, calendar and contacts, many of these companies are developing and deploying mission-critical iPhone apps to help improve productivity and give employees secure and immediate access to information anywhere” *Apple Earnings Call 1-24-12*

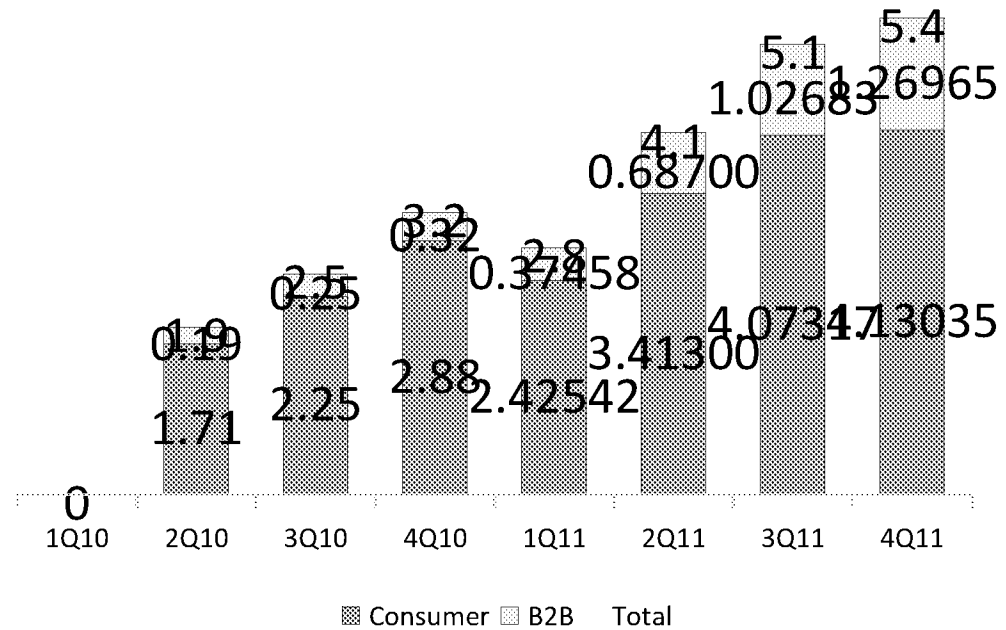
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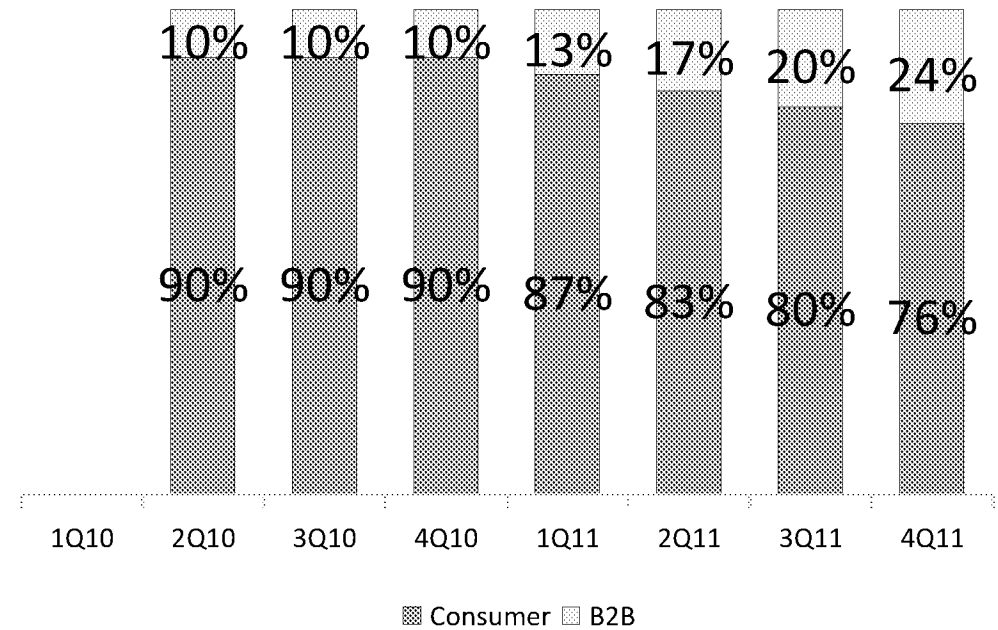


US B2B IPADS GROWING FROM 10% IN 2010 TO 20% OF US IPAD SHIPMENTS IN 2011

iPad US Volume (Consumer/B2B) (M)

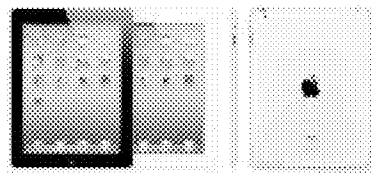


iPad US Volume Split (Consumer/B2B) (%)



Source: TabTimes, STA estimate

"92% of Fortune 500 companies are testing or deploying the iPad in their orgs"
Apple Earnings Call 10-18-11



"Fortune 500 markets including pharma, manufacturing, hospitality, consumer products, financial services, healthcare and retail"
Apple Earnings Call 1-24-12

"1.5M iPads are already in use in Education institutions" *Apple Earnings Call 1-24-12*

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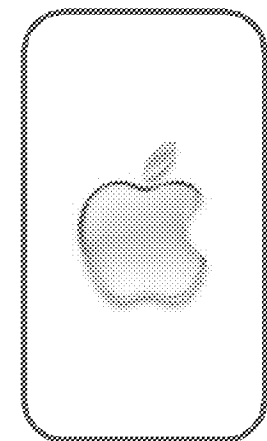
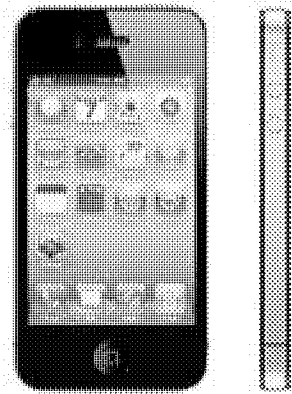
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IPHONE 5 EXPECTED TO HAVE LTE WITH A NEW DESIGN / CMF, LARGER DISPLAY (4"), ALUMINUM BACKING, PLASTIC/RUBBER BEZEL, ENHANCED S/N

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Items	iPhone 4S	iPhone 5
Launch	Oct 14 2011 US Launch (Oct 7 2011 Pre-orders)	Mid 2012 / Fall 2012
Network	HSPA 14.4 / EVDO rev A (ATT, VZW, Sprint)	LTE (ATT, VZW, Sprint)
Retail Price	\$399/\$299/ \$199	\$399/\$299/ \$199
Dimensions	114.3 x 58.6 x 9.3 mm, 137g (TBD)	TBD but rumored super thin
Main Display	3.5" 960 x 640 IPS, 326 PPI	4" 1024 x 768 IPS, 320 PPI
App CPU	1GHz A5 dual-core	TBD
Battery	1420 mAh (Same 10hrs claimed battery life)	TBD
Storage	64GB/ 32GB/16GB No expansion	64GB/ 32GB/16GB No expansion
Camera	8MP RF 0.3MP (VGA) FF	TBD
+1 UX	Cloud services Voice command / input App Store, iTunes, iBooks, iMovies	Enhanced S/N

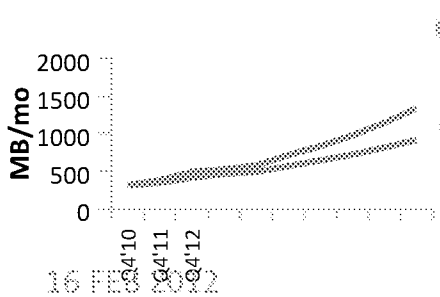
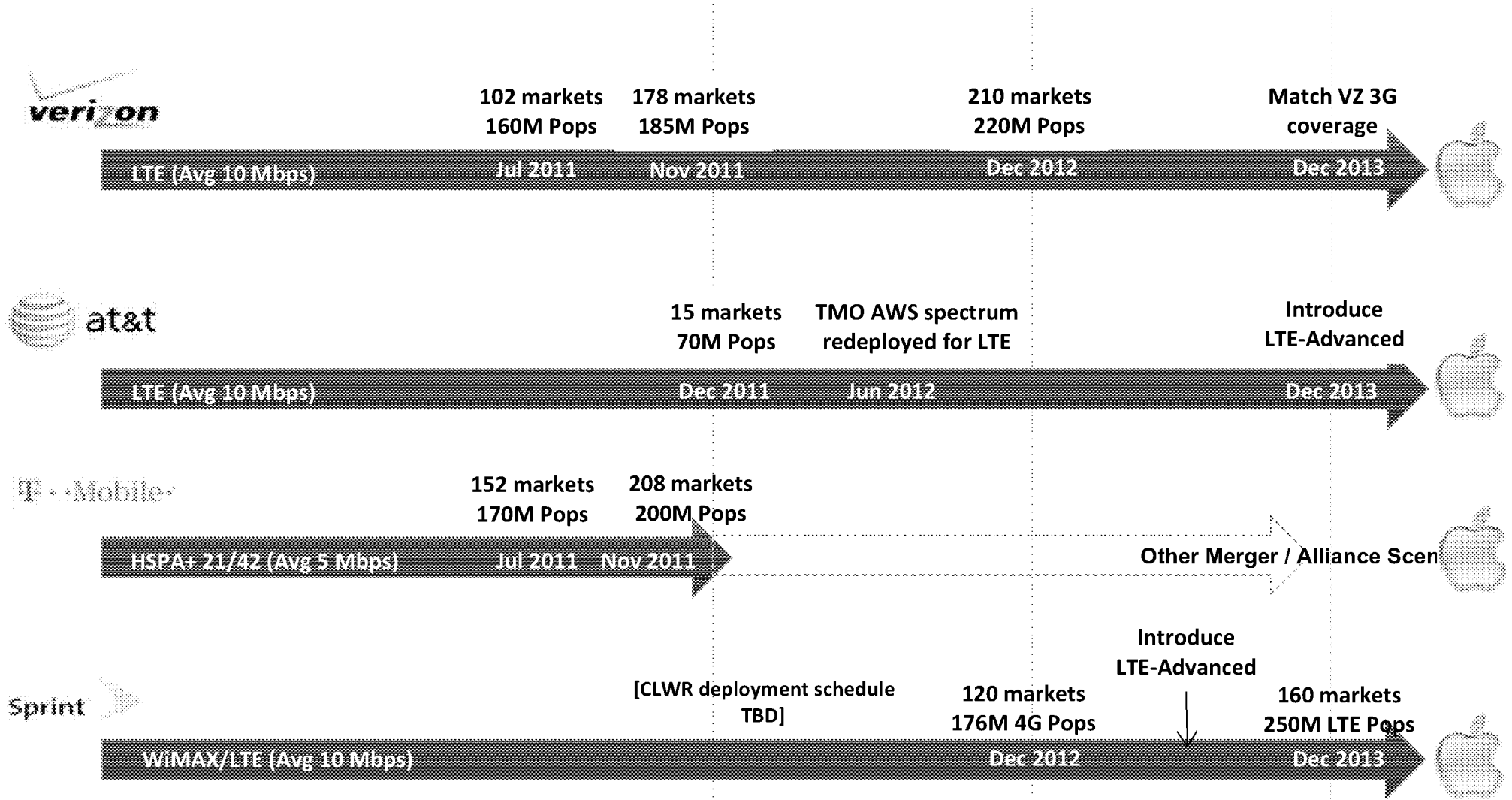


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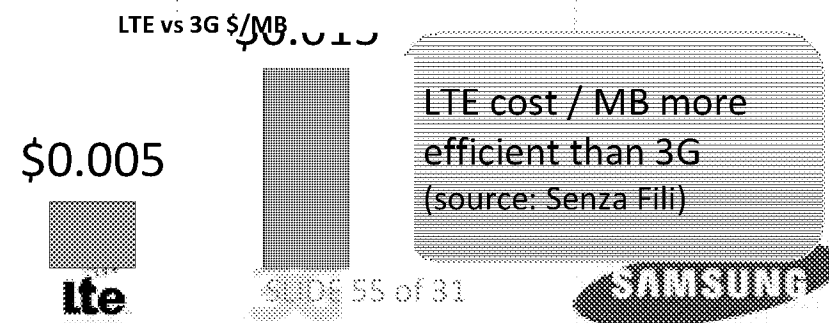
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FOUR MAJOR US CARRIERS EXPECTED TO CARRY THE IPHONES BY THE END OF 2012. APPLE TO DESIGN AWS (TMO) FOR IPHONE 5.



Avg S-P monthly data usage has grown >70% from 1Q10-1Q11. Likely to exceed 1GB/mo in 2012 (source: Nielsen)



TOP SECRET

IN 4Q11, IPHONE ACTIVATIONS ARE MEANINGFULLY DIFFERENT THAN IPHONE SELL-THRU. SIGNIFICANT 2ND HAND MARKET FOR IPHONES IN 4Q11.

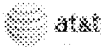

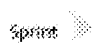

Second Hand iPhone Activations 4Q11

- **12.4%** of activations self-reported as used or second hand iPhone
- Additional 90 responded incorrectly identifying iPhone 2G and 3G devices as “New Sale” bringing actual second hand market to **18.8%**
- **22.7%** of AT&T’s iPhone Activations are with Second hand phone
- **10.1%** of Verizon’s iPhone Activations are with Second hand phone

THE WALL
STREET
JOURNAL

As the market for new Apple iPhones exploded last quarter, so too did the market for used iPhones on sites like eBay, Amazon.com, Craigslist and Gazelle. That is according to a consumer survey recently conducted by Consumer Intelligence Research Partners. It estimates that, since the iPhone 4S launched in October, used models of Apple's earlier handsets accounted for 11% of total iPhone activations at U.S. carriers.

2012 US IPHONE SIMULATION BY STA ACCOUNT TEAM ROLL-UP: 43.1M UNITS

US iPhone	Carrier*	1Q12E	2Q12E	3Q12E	4Q12E	2011E	2012E
Vol (M)							
iPhone 5	 at&t	4.0	4.2	4.1	6.3	17.0	18.6
	 verizon	3.2	3.1	2.7	3.5	10.6	12.5
	 Sprint	2.2	2.2	1.7	3.7	1.5	9.8
	 T-Mobile				2.2		2.2
Total iPhone		9.4	9.5	8.5	15.7	29.1	43.1

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*Includes Apple store and Nat'l Retail devices activated for each carrier

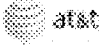

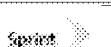

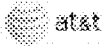

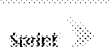



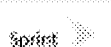
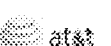
Source: STA Business Planning / Account Teams



IPHONE SKU SELL-THRU VOL 1Q11 – 4Q12

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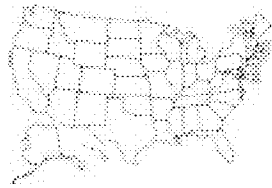
US iPhone	Carrier*	1Q11	2Q11	3Q11	4Q11E	1Q12E	2Q12E	3Q12E	4Q12E	2011E	2012E	2012E
Vol (M)												
iPhone 5									3.3		3.3	9.2
									2.2		2.2	
									2.2		2.2	
									1.5		1.5	
iPhone 4S					4	1.6	2	1.9	1.5	3.5	7	21.4
					2.9	2.5	2.6	2.2	0.7	3.1	8	
					1.6	1.7	1.7	1.3	1	1.8	5.7	
									0.7		0.7	
iPhone 4		1.6	1.8	1.3	1.5	1.2	1.1	1.2	1.5	5.7	5	9.2
		2.2	2.1	2	1.2	0.7	0.5	0.5	0.6	7.8	2.3	
					0.6	0.5	0.5	0.4	0.5	0.7	1.9	
iPhone 3GS		2	1.9	1.4	1.5	1.2	1.1	1		6.4	3.3	3.3
Total iPhone		5.8	5.8	4.7	13.3	9.4	9.5	8.5	15.7	29	43.1	

* Includes Apple store and Nat'l Retail devices activated for each carrier

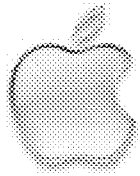
Source: STA Business Planning / Account Teams



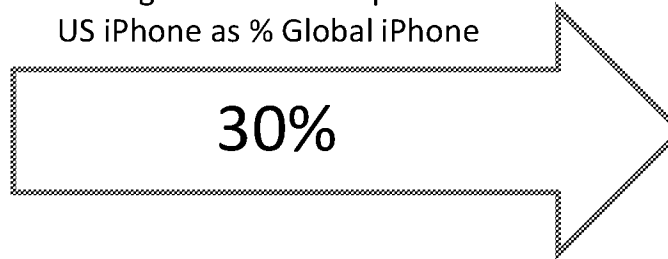
US SIMULATION IMPACT TO GLOBAL 2012 IPHONE: 145M – 148M



2012 US iPhone
43M – 44M



Average of last three quarters
US iPhone as % Global iPhone



2012 Global iPhone
145M – 148M



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ANALYST ESTIMATES FOR 2012

	Global 2012 iPhone Sell-in
BMO	122M*
Canaccord	140M
JP Morgan	126M*
Oppenheimer	142M
Consensus	132M*

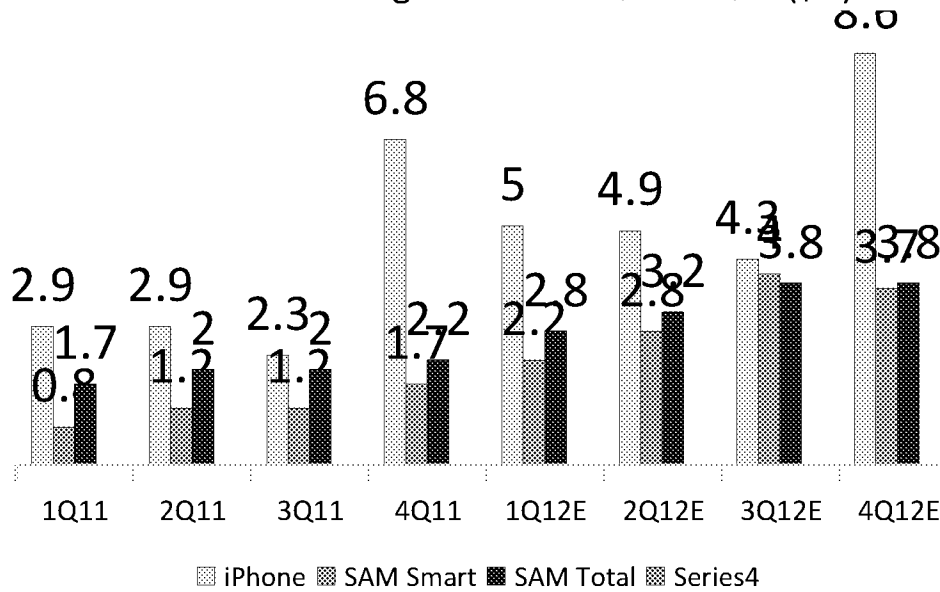
*Analysts are currently revising their estimates upwards



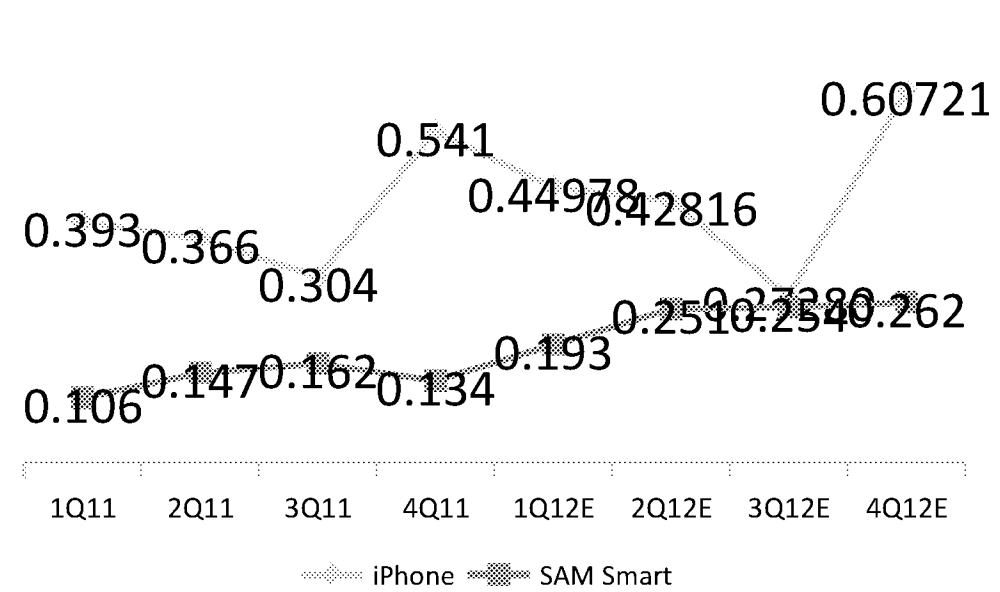
IPHONE VOL & REV SHARE 1Q11 - 4Q12

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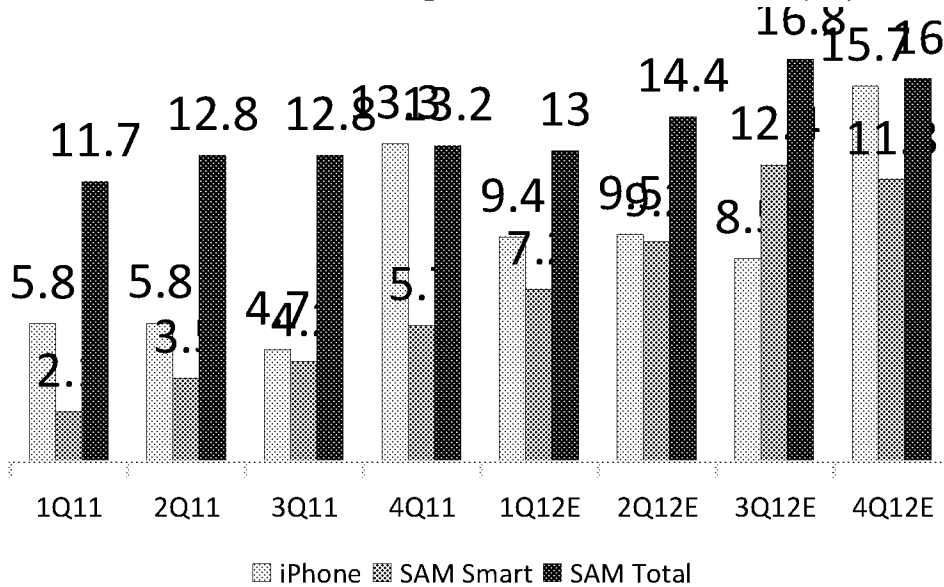
iPhone vs Samsung Revenue 1Q11 -2Q12 (\$B)



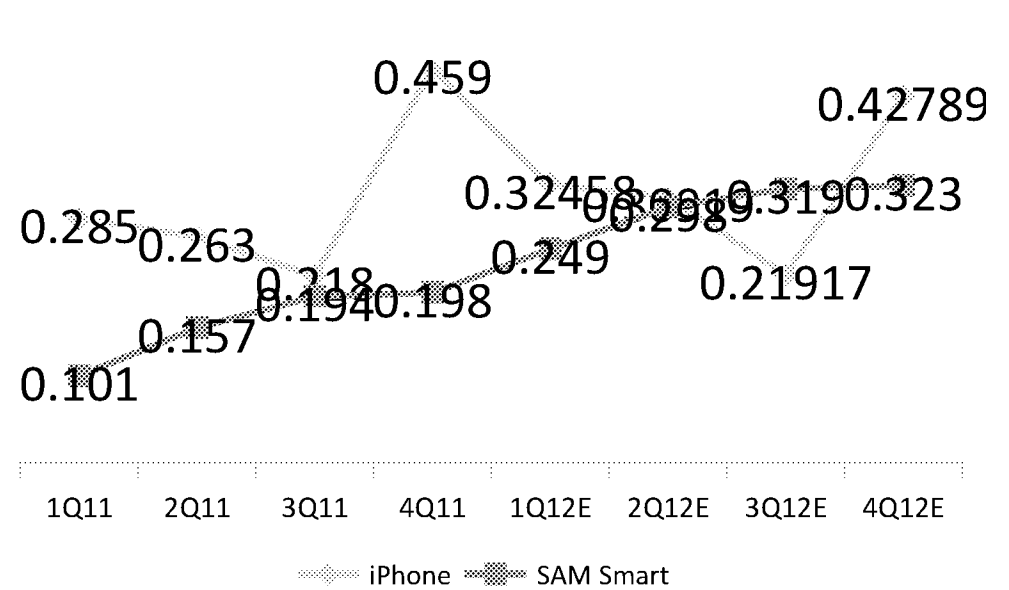
iPhone vs Samsung S/P Rev Share 1Q11 - 2Q12 (%)



iPhone vs Samsung Volume 1Q11 -2Q12 (M)



iPhone vs Samsung Vol S/P Share 1Q11 - 2Q12 (%)



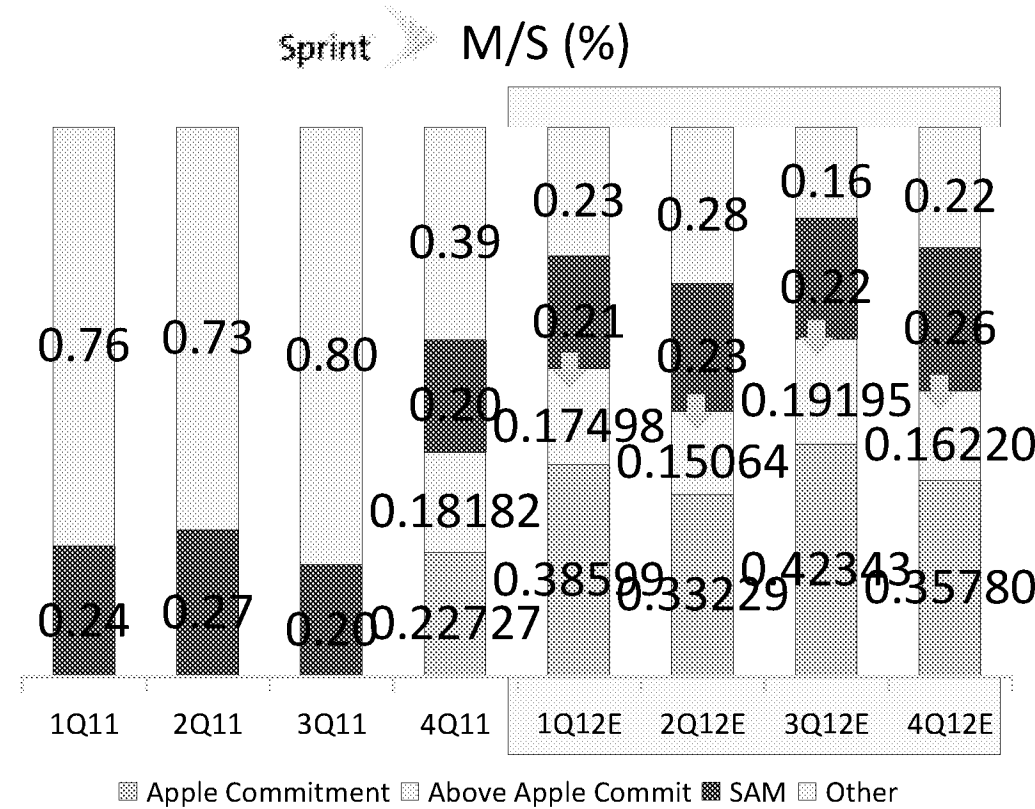
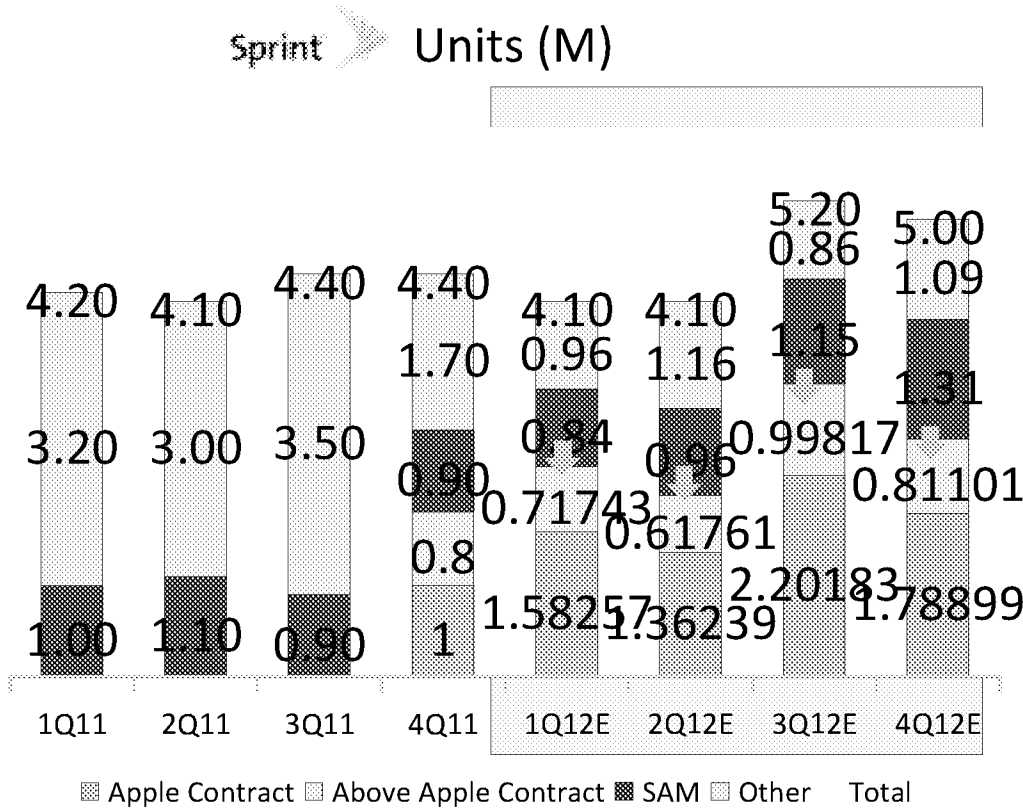
SAMNDCA11547461

*Includes Apple store and Nat'l Retail devices activated for each carrier
Source: STA Business Planning / Account Teams



OPPORTUNITY TO DRIVE SPRINT'S APPLE COMMITMENT DOWN TO CONTRACTUAL 40% M/S; INCREMENTAL 3.5M STA UNITS IN 2012

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Unit	2011	2012
TAM (Sprint only)*	17.1	18.4
SAM	3.9	4.3
Apple Simulation	1.8	10.9
Apple Contractual	1.0	7.5

M/S %	2011	2012
TAM (Sprint only)*	100%	100%
SAM	22.8%	23.4%
Apple Simulation	10.5%	59.2%
Apple Contractual	5.8%	40.8%

SAMNDCA11547462

16 FEB 2012

*TAM including only Sprint -branded

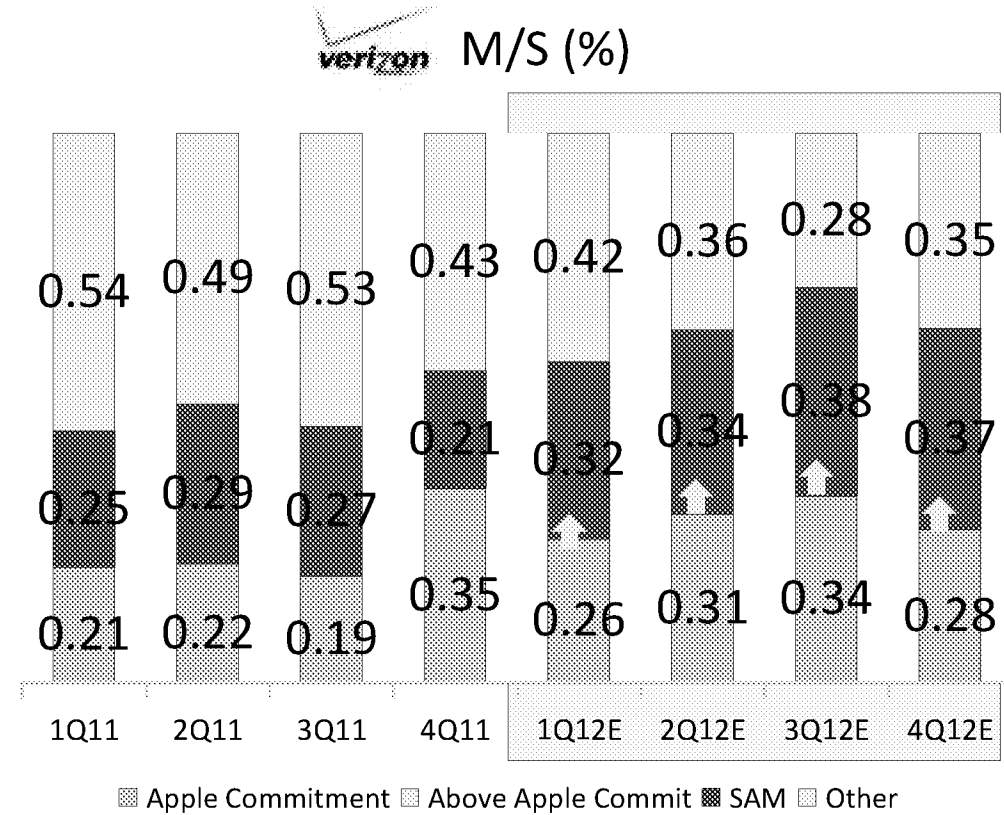
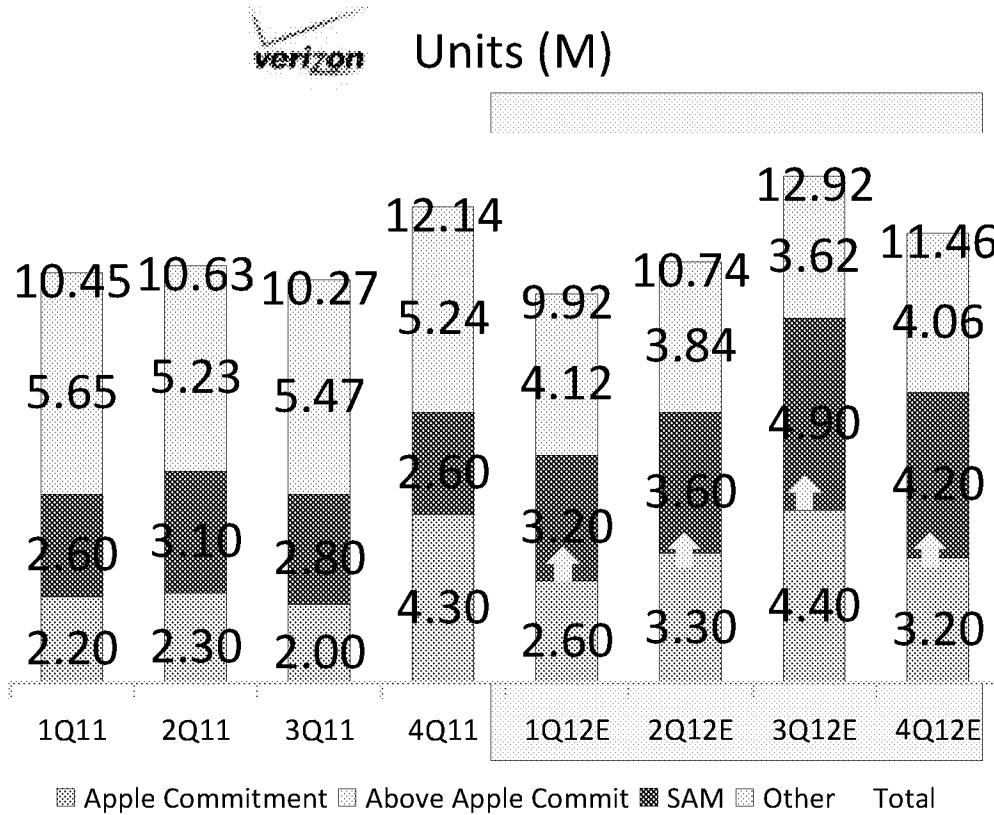
TOP SECRET

SLIDE 62 of 31



VZW APPLE SIMULATION MAY BE UNDERESTIMATING VZW'S 2012 APPLE COMMITMENT BY ~2.5M UNITS (APPLE M/S OF 35% VS 30%)

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Mu	2011	2012
TAM	43.5	45.0
SAM	11.1	15.9
Apple Simulation	10.8	13.5
Apple Contractual	10.0	15.8

M/S %	2011	2012
TAM	100%	100%
SAM	25.5%	35.3%
Apple Simulation	24.8%	30.0%
Apple Contractual	23.0%	35.0%

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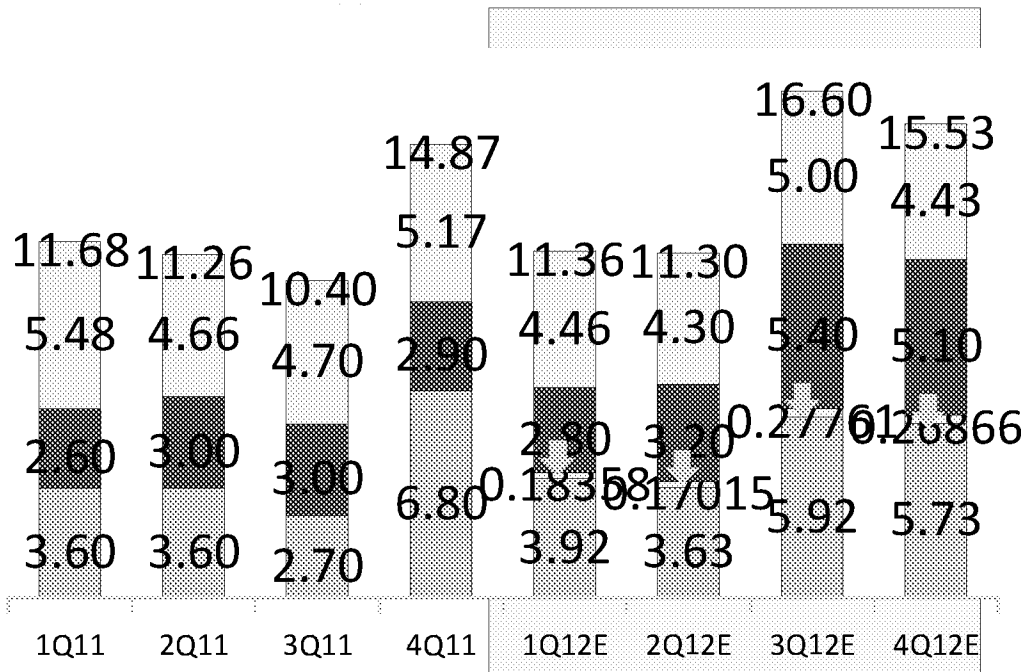


OPPORTUNITY TO DRIVE AT&T'S APPLE SHARE DOWN TO CONTRACTUAL COMMITMENT; POSSIBLE INCREMENTAL ~1M UNITS

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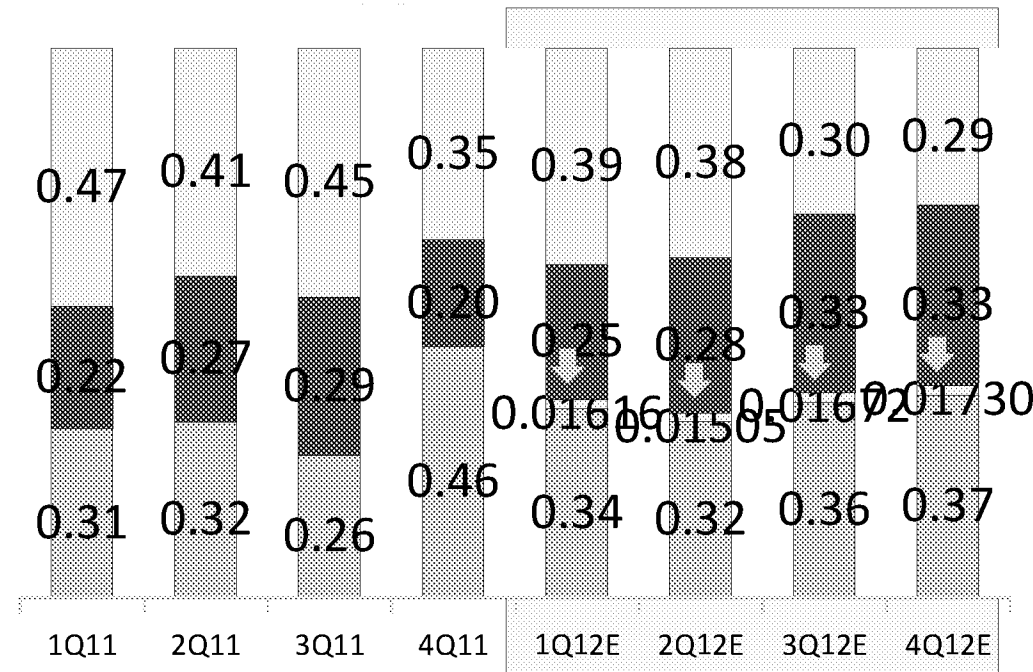
Units (M)



Legend: Apple Commitment, Above Apple Commit, SAM, Other, Total



M/S (%)



Legend: Apple Commitment, Inc Apple, SAM, Other

Unit	2011	2012
TAM	48.3	54.8
SAM	11.5	16.5
Apple Simulation	16.7	20.1
Apple Contractual	16.7	19.2

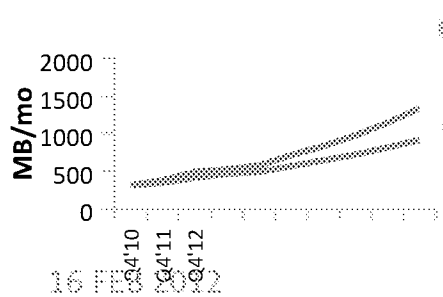
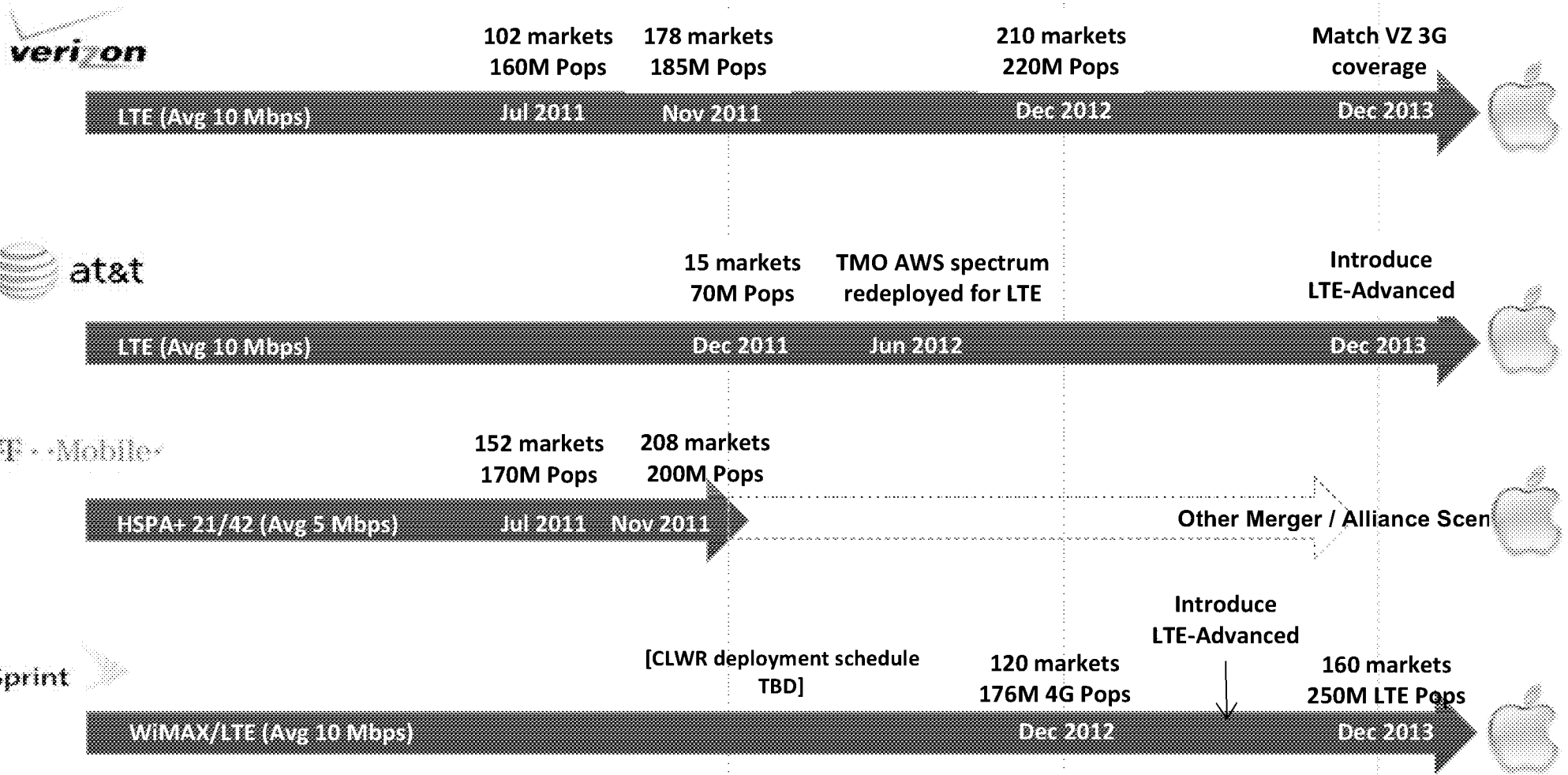
M/S %	2011	2012
TAM	100%	100%
SAM	23.9%	30.1%
Apple Simulation	34.6%	36.6%
Apple Contractual	34.6%	35.0%

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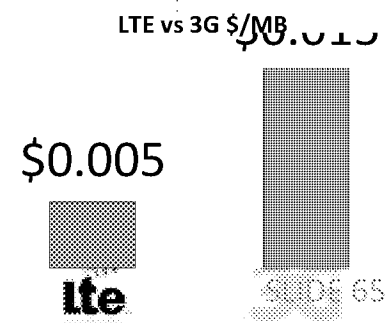


ATT-TMO CANCELLATION MEANS THREE MAJOR US CARRIERS FOR THE NEXT 8 - 12 MONTHS. APPLE UNLIKELY TO DESIGN AWS UNTIL IPHONE 5.

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Avg S-P monthly data usage has grown >70% from 1Q10-1Q11. Likely to exceed 1GB/mo in 2012 (source: Nielsen)



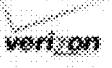
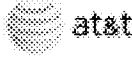


LTE cost / MB more efficient than 3G (source: Senza Fili)

TOP SECRET



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VZW AND ATT GENERATING THE BEST SMARTPHONE ECONOMICS OUT OF THE BIG 4

					Big 4 Smart
+ Smartphone ARPU*	\$81.44	\$75.29	\$69.63	\$64.89	\$73.78
- Data delivery cost	\$10.82	\$7.98	\$8.30	\$8.88	\$8.93
- Allocated servicing costs	\$13.11	\$14.74	\$14.70	\$14.12	\$14.23
Pre-marketing monthly margin	\$57.51	\$52.57	\$46.63	\$41.89	\$50.62
Postpaid device life (months)	26.9	28.8	18.9	23.3	25.3
- Smartphone subsidy	\$227	\$293	\$191	\$197	\$235
- Allocated marketing costs	\$306	\$152	\$129	\$243	\$200
Device lifetime value	\$1,014	\$1,069	\$561	\$536	\$846
Monthly MB usage	721	532	553	592	595
Data delivery cost / MB	\$0.015	\$0.015	\$0.015	\$0.015	\$0.015

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SAMNDCA11547466

16 FEB 2012

TOP SECRET

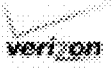








SLIDE 66 of 31



*Nielsen 3Q11: BRPS excluding one-time charges ("Total Other Charges")

SAMSUNG LTE GENERATING BETTER DEVICE ECONOMICS FOR VZW THAN IPHONE, YET SUBSIDIZED LESS

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	Big 4 Smart	 Verizon	 3G  iPhone 4S**	 3G  iPhone 4	 LTE  Droid Charge	 LTE  Thunderbolt
+ Smartphone ARPU*	\$73.78	\$81.44	\$83.26	\$81.63	\$89.33	\$87.60
- Data delivery cost	\$8.93	\$10.82	\$22.20	\$10.92	\$3.55	\$6.91
- Allocated servicing costs	\$14.23	\$13.11	\$13.11	\$13.11	\$13.11	\$13.11
Pre-marketing monthly margin	\$50.62	\$57.51	\$47.95	\$57.60	\$72.67	\$67.58
Postpaid device life (months)	25.3	26.9	26.9	26.9	26.9	26.9
- Smartphone subsidy	\$235	\$227	\$321	\$341	\$200	\$225
- Allocated marketing costs	\$200	\$306	\$306	\$306	\$306	\$306
Device lifetime value	\$846	\$1,014	\$702	\$902	\$1,448	\$1,286
Monthly MB usage	595	721	1,480	728	710	1,381
Data delivery cost / MB	\$0.015	\$0.015	\$0.015	\$0.015	\$0.005	\$0.005

Samsung generating more economic value than iPhone but subsidized less

SAMNDCA11547467

*Nielsen 3Q11: SRPS excluding one-time charges ("Total Other Charges")

**VZW iPhone 4S ARPU est based on iPhone 4/3GS ARPU delta at launch, 4S data usage based on Arieso



GSII PROVIDING BETTER DEVICE ECONOMICS VERSUS IPHONE, YET SUBSIDIZED LESS

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	Big 4 Smart	at&t	iPhone 4S**	iPhone 4	iPhone 3GS	GSII SR***
+ Smartphone ARPU*	\$73.78	\$75.29	\$82.67	\$81.05	\$75.20	\$82.67
- Data delivery cost	\$8.93	\$7.98	\$22.20	\$12.42	\$7.61	\$7.40
- Allocated servicing costs	\$14.23	\$14.74	\$14.74	\$14.74	\$14.74	\$14.74
Pre-mktg monthly margin	\$50.62	\$52.57	\$44.73	\$53.89	\$52.85	\$60.53
Postpaid device life (month)	25.3	28.8	28.8	28.8	28.8	28.8
- Smartphone subsidy	\$235	\$293	\$321	\$341	\$360	\$250
- Allocated marketing costs	\$200	\$152	\$152	\$152	\$152	\$152
Device lifetime value	\$846	\$1,069	\$815	\$1,059	\$1,018	\$1,341
Monthly MB usage	595	532	1,480	507	371 less	1,480
Data delivery cost / MB	\$0.015	\$0.015	\$0.015	\$0.015	\$0.015	\$0.005

Samsung generating more economic value than iPhone but subsidized less

SAMNDCA11547468

*Nielsen 3Q11: BRPS excluding one-time charges ("Total Other Charges")

**ATT iPhone 4S ARPU est based on iPhone 4/3GS ARPU delta at launch, 4S data usage based on Arieso

***Samsung Skyrocket numbers based on STA estimate



GSII PROVIDING BETTER DEVICE ECONOMICS VERSUS IPHONE, YET SUBSIDIZED LESS

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SAMNDCA11547469

	Big 4 Smart	Sprint	3G Apple iPhone 4S**	3G Apple iPhone 4	wimax GSII Epic Touch***	wimax Epic 4G
+ Smartphone ARPU*	\$73.78	\$64.89	\$74.83	\$74.83	\$74.83	\$74.83
- Data delivery cost	\$8.93	\$8.88	\$22.20	\$10.92	\$3.05	\$3.05
- Allocated servicing costs	\$14.23	\$14.12	\$14.12	\$14.12	\$14.12	\$14.12
Pre-marketing monthly margin	\$50.62	\$41.89	\$38.51	\$49.79	\$57.66	\$57.66
Postpaid device life (months)	25.3	23.3	23.3	23.3	23.3	23.3
- Smartphone subsidy	\$235	\$197	\$321	\$341	\$290	\$270
- Allocated marketing costs	\$200	\$243	\$243	\$243	\$243	\$243
Device lifetime value	\$846	\$536	\$333	\$576	\$810	\$830
Smartphone monthly MB usage	595	592	1,480	728	1,016	1,016
Data delivery cost / MB	\$0.015	\$0.015	\$0.015	\$0.015	\$0.003	\$0.003

Samsung generating more economic value than iPhone but subsidized less




*Nielsen 3Q11: BRPS excluding one-time charges ("Total Other Charges")

*** Apple numbers based on STA estimates, Arieso

*** Samsung GSII Epic Touch numbers based on STA estimate



SAMSUNG GENERATING BETTER DEVICE ECONOMICS THAN HTC AT TMO

	Big 4 Smart		 GSII**	 myTouch 4G
+ Smartphone ARPU*	\$73.78	\$69.63	\$73.17	\$69.61
- Data delivery cost	\$8.93	\$8.30	\$10.98	\$14.54
- Allocated servicing costs	\$14.23	\$14.70	\$14.70	\$14.70
Pre-marketing monthly margin	\$50.62	\$46.63	\$47.49	\$40.37
Postpaid device life (months)	25.3	18.9	18.9	18.9
- Smartphone subsidy	\$235	\$191	\$270	\$184
- Allocated marketing costs	\$200	\$129	\$129	\$129
Device lifetime value	\$846	\$561	\$499	\$450
			Samsung generating better economic value	
Smartphone monthly MB usage	595	553	732	969
Data delivery cost / MB	\$0.015	\$0.015	\$0.015	\$0.015

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SAMNDCA11547470

*Nielsen 3Q11: BRPS, excluding one-time charges ("Total Other Charges")

**Samsung GSII numbers based on STA estimate



EXHIBIT 17



**29th General Assembly
Specially Convened Meeting
Nice, 18-19 November 1997**

Source: ETSI Director-General

Title: Amendments of the ETSI Interim Intellectual Property Rights Policy

Agenda item: 4

Document for: Decision

1 Decision/action requested

The General Assembly is invited to approve the ETSI (IPR) Policy as contained in the Annex to this document to become definitive

2 References

- ETSI/GA27(96)11 Rev.1 - Minutes of the ETSI 27th General Assembly meeting 11 December 1996 - Nice;
- Annex 6 Rules of Procedure - ETSI Interim IPR Policy approved by the General Assembly at its Specially Convened Meeting held on 23 November 1994;

3 Rationale

As the beginning of August this year document GA29(97)/SCM/03 was distributed with the objective to transform the ETSI Interim Intellectual Property Rights Policy into a definite one.

Owing to some indications received at the ETSI Secretariat, we propose a few additional modifications that can be considered as editorial.

The modifications consist of the following aspects:

- deletion of the date of approval of the IPR Policy since it will be treated from now on as any Annexes to the ETSI Rules of Procedure;
- complete deletion of the former Article 15 since Annexes to the Rules of Procedure are modified the same way as the rest of the Rules of Procedure;
- replacement of the former Article 15 by the definitions currently contained in the Annex to the IPR Policy;
- as a consequence of the above, a small modification of Article 2 (now referring to the new Article 15 and not any more to the Annex).

Attached you will find a clean version of the revised Annex 6 to the ETSI Rules of Procedure containing the proposed ETSI (IPR) Policy.

PLAINTIFF'S EXHIBIT NO. 74

United States District Court
Northern District of California
No. 11-CV-01846-LHK (PSG)

Apple Inc. v. Samsung Elecs.

Date Admitted: _____ By: _____

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ETSI/GA29(97)/SCM3
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Annex 6: ETSI Intellectual Property Rights Policy

1 Introduction

The General Assembly of ETSI has established the following Intellectual Property Rights POLICY.

2 Definitions

Terms in the POLICY which are written in capital letters shall have the meaning set forth in the Article 15 entitled DEFINITIONS.

3 Policy Objectives

- 3.1 STANDARDS shall be based on solutions which best meet the technical objectives of the European telecommunications sector, as defined by the General Assembly. In order to further this objective the ETSI IPR POLICY seeks to reduce the risk to ETSI, MEMBERS, and others applying ETSI STANDARDS, that investment in the preparation, adoption and application of STANDARDS could be wasted as a result of an ESSENTIAL IPR for a STANDARD being unavailable. In achieving this objective, the ETSI IPR POLICY seeks a balance between the needs of standardization for public use in the field of telecommunications and the rights of the owners of IPRs.
- 3.2 IPR holders whether members of ETSI and their AFFILIATES or third parties, should be adequately and fairly rewarded for the use of their IPRs in the implementation of STANDARDS.
- 3.3 ETSI shall take reasonable measures to ensure, as far as possible, that its activities which relate to the preparation, adoption and application of STANDARDS, enable STANDARDS to be available to potential users in accordance with the general principles of standardization.

4 Disclosure of IPRs

- 4.1 Each MEMBER shall use its reasonable endeavours to timely inform ETSI of ESSENTIAL IPRs it becomes aware of. In particular, a MEMBER submitting a technical proposal for a STANDARD shall, on a bona fide basis, draw the attention of ETSI to any of that MEMBER's IPR which might be ESSENTIAL if that proposal is adopted.
- 4.2 The obligations pursuant to Clause 4.1 above do however not imply any obligation on MEMBERS to conduct IPR searches.

5 Procedures for Committees

ETSI shall establish guidelines for the chairmen of COMMITTEES with respect to ESSENTIAL IPRs.

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6 Availability of Licences

- 6.1 When an ESSENTIAL IPR relating to a particular STANDARD is brought to the attention of ETSI, the Director-General of ETSI shall immediately request the owner to give within three months an undertaking in writing that it is prepared to grant irrevocable licences on fair, reasonable and non-discriminatory terms and conditions under such IPR to at least the following extent:
- MANUFACTURE, including the right to make or have made customized components and sub-systems to the licensee's own design for use in MANUFACTURE;
 - sell, lease, or otherwise dispose of EQUIPMENT so MANUFACTURED;
 - repair, use, or operate EQUIPMENT; and
 - use METHODS.
- The above undertaking may be made subject to the condition that those who seek licences agree to reciprocate.
- 6.2 At the request of the European Commission and/or EFTA, initially for a specific STANDARD or a class of STANDARDS, ETSI shall arrange to have carried out in a competent and timely manner an investigation including an IPR search, with the objective of ascertaining whether IPRs exist or are likely to exist which may be or may become ESSENTIAL to a proposed STANDARD and the possible terms and conditions of licences for such IPRs. This shall be subject to the European Commission and/or EFTA meeting all reasonable expenses of such an investigation, in accordance with detailed arrangements to be worked out with the European Commission and/or EFTA prior to the investigation being undertaken.

7 Information on IPR by ETSI

- 7.1 Any published STANDARD shall include information pertaining to ESSENTIAL IPRs which are brought to the attention of ETSI prior to such publication.
- 7.2 ETSI shall establish appropriate procedures to allow access to information at any time with respect to ESSENTIAL IPRs which have been brought to the attention of ETSI.

8 Non-availability of Licences

- 8.1 MEMBERS' refusal to license
- 8.1.1 Where a MEMBER notifies ETSI that it is not prepared to license an IPR in respect of a STANDARD, the General Assembly shall review the requirement for that STANDARD and satisfy itself that a viable alternative technology is available for the STANDARD which:
- is not blocked by that IPR; and
 - satisfies ETSI's requirements.
- 8.1.2 Where, in the opinion of the General Assembly, no such viable alternative technology exists, work on the STANDARD shall cease, and the Director-General of ETSI shall request that MEMBER to reconsider its position. If the MEMBER decides not to withdraw its refusal to license the IPR, it shall inform the Director-General of ETSI of its decision and provide a written explanation of its reasons for refusing to license that IPR, within three months of its receipt of the Director-General's request.
- The Director-General shall then send the MEMBER's explanation together with relevant extracts from the minutes of the General Assembly to the ETSI Counsellors for their consideration.
- 8.2 Non-availability of licences from third parties
- Where, in respect of a STANDARD, ETSI becomes aware that licences are not available from a third party in accordance with Clause 6.1 above, that STANDARD shall be referred to the Director-General of ETSI for further consideration in accordance with the following procedure:
- i) The Director-General shall request full supporting details from any MEMBER who has complained that licences are not available in accordance with Clause 6.1 above.

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- ii) The Director-General shall write to the IPR owner concerned for an explanation and request that licences be granted according to Clause 6.1 above.
- iii) Where the IPR owner refuses the Director-General's request or does not answer the letter within three months, the Director-General shall inform the General Assembly. A vote shall be taken in the General Assembly on an individual weighted basis to immediately refer the STANDARD to the relevant COMMITTEE to modify it so that the IPR is no longer ESSENTIAL.
- iv) Where the vote in the General Assembly does not succeed, then the General Assembly shall, where appropriate, consult the ETSI Counsellors with a view to finding a solution to the problem. In parallel, the General Assembly may request appropriate MEMBERS to use their good offices to find a solution to the problem.
- v) Where (iv) does not lead to a solution, then the General Assembly shall request the European Commission to see what further action may be appropriate, including non-recognition of the STANDARD in question.

In carrying out the foregoing procedure due account shall be taken of the interest of the enterprises that have invested in the implementation of the STANDARD in question.

9 ETSI ownership of IPRs

- 9.1 The ownership of the copyright in STANDARDS documentation and reports created by ETSI or any of its COMMITTEES shall vest in ETSI but due acknowledgement shall be given to copyrights owned by third parties that are identifiable in ETSI copyrighted works.
- 9.2 In respect of IPRs other than copyright in STANDARDS documentation and reports, ETSI shall only seek ownership of IPRs generated either by its employees or by seconded to ETSI from organizations who are not MEMBERS.
- 9.3 ETSI shall, on request by a non-member, grant licences to that non-member on fair and reasonable terms and conditions in respect of any IPRs, other than those referred to in Clause 9.1 above, owned by ETSI. MEMBERS shall be allowed to use IPRs owned by ETSI free of charge.

10 Confidentiality

The proceedings of a COMMITTEE shall be regarded as non-confidential except as expressly provided below and all information submitted to a COMMITTEE shall be treated as if non-confidential and shall be available for public inspection unless:

- the information is in written or other tangible form; and
- the information is identified in writing, when submitted, as confidential; and
- the information is first submitted to, and accepted by, the chairman of the COMMITTEE as confidential.

CONFIDENTIAL INFORMATION incorporated in a STANDARD shall be regarded as non-confidential by ETSI and its MEMBERS, from the date on which the STANDARD is published.

11 Reproduction of Standards Documentation

MEMBERS may make copies of STANDARDS documentation produced by ETSI for their own use free of charge but may not distribute such copies to others.

12 Law and Regulation

The POLICY shall be governed by the laws of France. However, no MEMBER shall be obliged by the POLICY to commit a breach of the laws or regulations of its country or to act against supranational laws or regulations applicable to its country insofar as derogation by agreement between parties is not permitted by such laws.

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Any right granted to, and any obligation imposed on, a MEMBER which derives from French law and which are not already contained in the national or supranational law applicable to that MEMBER is to be understood as being of solely a contractual nature.

13 Policy Decisions

Without prejudice to ETSI's Statutes and Rules of Procedure, no decisions shall be taken by ETSI in relation to implementation of the POLICY unless supported by a 71% majority of the weighted individual votes cast by MEMBERS.

14 Violation of Policy

Any violation of the POLICY by a MEMBER shall be deemed to be a breach, by that MEMBER, of its obligations to ETSI. The ETSI General Assembly shall have the authority to decide the action to be taken, if any, against the MEMBER in breach, in accordance with the ETSI Statutes.

15 Definitions

- 1 **"AFFILIATE"** of a first legal entity means any other legal entity:
- directly or indirectly owning or controlling the first legal entity, or
 - under the same direct or indirect ownership or control as the first legal entity, or
 - directly or indirectly owned or controlled by the first legal entity,
- for so long as such ownership or control lasts.
- Ownership or control shall exist through the direct or indirect:
- ownership of more than 50% of the nominal value of the issued equity share capital or of more than 50% of the shares entitling the holders to vote for the election of directors or persons performing similar functions, or
 - right by any other means to elect or appoint directors, or persons who collectively can exercise such control. A state, a division of a state or other public entity operating under public law, or any legal entity, linked to the first legal entity solely through a state or any division of a state or other public entity operating under public law, shall be deemed to fall outside the definition of an AFFILIATE.
- 2 **"COMMITTEE"** shall mean any working party or committee of ETSI and shall include Technical Committees, Sub-Technical Committees, Project Teams and rapporteur groups.
- 3 **"CONFIDENTIAL INFORMATION"** shall mean all information deemed to be confidential pursuant to Clause 10 of the POLICY disclosed directly or indirectly to the MEMBER.
- 4 **"EQUIPMENT"** shall mean any system, or device fully conforming to a STANDARD.
- 5 **"METHODS"** shall mean any method or operation fully conforming to a STANDARD.
- 6 **"ESSENTIAL"** as applied to IPR means that it is not possible on technical (but not commercial) grounds, taking into account normal technical practice and the state of the art generally available at the time of standardization, to make, sell, lease, otherwise dispose of, repair, use or operate EQUIPMENT or METHODS which comply with a STANDARD without infringing that IPR. For the avoidance of doubt in exceptional cases where a STANDARD can only be implemented by technical solutions, all of which are infringements of IPRs, all such IPRs shall be considered ESSENTIAL.
- 7 **"IPR"** shall mean any intellectual property right conferred by statute law including applications therefor other than trademarks. For the avoidance of doubt rights relating to get-up, confidential information, trade secrets or the like are excluded from the definition of IPR.
- 8 **"MANUFACTURE"**, shall mean production of EQUIPMENT.

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- 9 **"MEMBER"** shall mean a member or associate member of ETSI. References to a MEMBER shall wherever the context permits be interpreted as references to that MEMBER and its AFFILIATES.
- 10 **"POLICY"** shall mean ETSI's Intellectual Property Rights Policy.
- 11 **"STANDARD"** shall mean any standard adopted by ETSI including options therein or amended versions and shall include European Standards (ENs) (telecommunications series), ETSI Standards (ESs), Common Technical Regulations (CTRs) which are taken from ENs (telecommunications series) and including drafts of any of the foregoing, and documents made under the previous nomenclature, including ETSS, I-ETSS, parts of NETs and TBRs, the technical specifications of which are available to all MEMBERS, but not including any standards, or parts thereof, not made by ETSI. The date on which a STANDARD is considered to be adopted by ETSI for the purposes of this POLICY shall be the date on which the technical specification of that STANDARD was available to all MEMBERS.

EXHIBIT 18

Samsung Confidential-Disclosed pursuant to NDA



July 25, 2011

Mr. Boris Tekster
Director, Patent Licensing & Strategy
Apple Inc.
1 Infinite Loop, M/S 36-2 PAT
Cupertino, CA 95014-2084
USA

RE: Apple's Request for a Patent License

Dear Mr. Tekster,

I appreciate your sending fully executed NDA by an e-mail on July 23 Korean time. This responds to your request that Samsung provide royalty proposals for certain Samsung patents.

Per your request, Samsung is willing to grant a license to Apple on the following fair, reasonable, and non-discriminatory terms:

Apple would receive a worldwide nonexclusive license under Samsung patents and pending applications that are essential to comply with past/current UMTS/WCDMA Standards, including patents and pending applications that have been disclosed by Samsung to ETSI as essential to comply with UMTS/WCDMA Standards. Samsung offers to license the patents at a royalty of 2.4% for each relevant end product.

Although Apple requested that Samsung separately provide rates for the patents currently asserted by Samsung in worldwide litigation against Apple, Samsung believes this offer covers such patents. Samsung will leave this offer open for 10 business days. Please inform us within that time whether Apple accepts this offer.

Please note that this offer is not subject to a grant back license from Apple. If Apple would like Samsung to offer a license that reflects a grant back provision under Apple patents, please let us know. Similarly, if Apple is interested in a license under Samsung patents that are essential to other mobile phone-related standards, please let us know.

We welcome your timely response.

PLAINTIFF'S EXHIBIT NO. 80

United States District Court
Northern District of California
No. 11-CV-01846-LHK (PSG)

Apple Inc. v. Samsung Elecs.

Date Admitted: _____ By: _____

Samsung Confidential-Disclosed pursuant to NDA

Regards,



Seongwoo Kim
Director
Licensing Team, IP Center
Samsung Electronics

416, Maetan 3-Dong,
Yeongtong-Gu, Suwon-Si,
Geonggi-Do, 443-742, Korea

EXHIBIT 19

Sum of No of Units			
Commercial model	Year	Period	Total
K700I		2004	9 460
	2004 Total		460
K700I Total			460
Grand Total			460

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SEUS000001

PLAINTIFF'S EXHIBIT NO. 113

United States District Court
Northern District of California
No. 11-CV-01846-LHK (PSG)

Apple Inc. v. Samsung Elecs.

Date Admitted: _____ By: _____

Sum of No of Units				
Commercial model	Year	Period	Total	
W800I/HPE-14		2005	8	920
	2005 Total			920
W800I/HPE-14 Total				920
Grand Total				920

Highly Confidential - Outside Counsel Eyes Only

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