

Exhibit 3

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE NEXCEN BRANDS, INC.
SECURITIES LITIGATION

Master File No. 1:08-cv-04906-AKH

This document relates to: all actions

DECLARATION OF LEAD PLAINTIFF VINCENT J. GRANATELLI

I, Vincent J. Granatelli, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am the Lead Plaintiff in this action, appointed by the Court on March 5, 2009.

As a businessman and businessowner for many decades, I have extensive experience in business decisions and negotiations. I also have worked with a number of lawyers over the years.

2. I submit this Declaration in support of my motion for final approval of the proposed class action settlement and my counsel's application for an award of attorneys' fees and reimbursement of their expenses incurred in prosecuting the case. I make this Declaration based on personal knowledge and upon information Lead Counsel has provided to me that I believe to be truthful and reliable. If called as a witness, I could and would testify competently to the information described below.

3. As Lead Plaintiff, I knew and continue to understand that I owe a fiduciary duty to all Class Members to provide fair and adequate representation and to work actively with Lead Counsel to obtain the greatest possible recovery for the Class consistent with good faith and meritorious advocacy. My goal in the case was to obtain the maximum possible recovery possible for the benefit of the Class at the lowest reasonable cost, tempered by careful analysis of the risks involved in the action.

4. I have supervised Lead Counsel's work and have monitored and/or participated in all significant developments in this action, including the proposed settlement. I have been informed, involved, and active at every stage of the litigation, beginning with my decision to move for appointment as Lead Plaintiff, and including review of Lead Counsel's work on the amended complaint; reviewing a draft of the opposition to the Motions to Dismiss; reviewing and discussing the mediation statement drafted by Lead Counsel; conferring with counsel telephonically before and throughout the settlement/mediation processes, and approving the terms of the settlement. Lead Counsel sent me, and kept me informed on, several drafts of the settlement documents. I have reviewed the present motion for approval of the settlement, and have reviewed and approve of my counsel's fee petition.

5. During the course of the action, I conferred with Lead Counsel on a regular basis regarding the action. They gave me periodic updates on the action. I also participated in telephone calls with Lead Counsel to discuss the allegations in the case and the arguments made in the Motion to Dismiss papers. I received from them, and reviewed, the significant pleadings prior to filing. In addition, Lead Counsel spoke to me before any settlement efforts were undertaken, kept me informed of their status, and spoke to me throughout the day of their meeting, and later phone exchanges, with Defense Counsel about possible settlement. When mediation was proposed, I spoke with Lead Counsel before they committed to it. During the mediation, they called me through the day to give me updates and to discuss the status. Then, they spoke with me as the negotiations continued in the following weeks, to tell me of their discussions with the Mediator. They received my approval of the settlement amount before they accepted the offer. As noted, I then received and reviewed several drafts of the settlement

stipulation and its exhibits. While the papers were being negotiated, I met in person with Lead Counsel and we discussed them, and the process, among other things.

6. Based on Lead Counsel's advice and information, I made the decision to enter into the settlement, understanding the strengths and weaknesses of the claims against the Defendants, and the logic and benefit in resolving these claims rather than continuing to litigate. I believe that the settlement is a substantial recovery for the Class and respectfully believe it should be approved by the Court.

7. I also believe that the requested fee is fair and reasonable in light of the work my counsel and their co-counsel performed on behalf of me and the Class. I have evaluated the fee request by considering both the work performed by Counsel and the result obtained for the Class. I discussed the requested fee percentage with Lead Counsel before they submitted the proposed Notice to the Court for approval, negotiated the percentage, and approved the requested 30% fee.

8. I also believe the litigation expenses for which reimbursement is requested by Counsel are reasonable.

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

Executed at Phoenix, Arizona on October 25, 2011.


Vincent J. Granatelli