

## A-401

Discovered - 0  
Pending - 25  
Verified - 0  
Discarded - 0

**As of 2 AM on Monday Jun 16, RADAR has detected no new sources claiming to be Spiderwick Chronicles. We have verified no releases, discarded no releases, and are in the process of finding download sources for all other releases. Please refer to individual RADAR Alerts for potential new detections not covered in this report period.**

### Infringements:

P2P - 1505  
Non P2P - 0  
Streaming - 0  
Cumulative - 205448

### Top Protocols:

eDonkey - 1028  
BitTorrent - 477

### Top Countries:

Germany - 807  
United Kingdom - 106  
Israel - 81  
USA - 50  
France - 47

Regards,

Elliott Kohtz  
BayTSP, Inc.  
Client Service Support  
[Elliottk@baytsp.com](mailto:Elliottk@baytsp.com)  
AIM: elliottbaytsp  
Direct: 408.341.2320

**Save the date! Join us for “One World 2008: Managing Piracy in the Global Village” - BayTSP’s 5<sup>th</sup> Annual Anti-Piracy Conference September 15-17<sup>th</sup>! Join us!** The information contained in this email message may be confidential and is intended only for the parties to whom it is addressed. If you are not the intended recipient or an agent of same, please notify us of the mistake by telephone (408-341-2300) or email and delete the message from your system. Please do not copy the message or distribute it to anyone. This message was prepared at the request of counsel.

## A-402

Attached is a complete list of usernames white-listed for MTVN

The following usernames were in CIMS before Andrea started in a rule called VIRAL PLACEMENT:

Wiredset  
thatalsosofunny  
thatsfunny

Since then we have added these:

Blunty3000  
2008classicawards

The following usernames were in CIMS before Andrea in a rule called MTVN Partners:

BadBoyRecords  
bestweekevertv  
blacktreemedia  
bpfrecords  
bravenewfilms  
bullrunvideo  
CBS  
DamonJohnson  
digitalfilmmaker  
FutureWorld77  
irenemariemodels  
Isitfridayyet  
jerseymouth1  
ladyfragment  
laurenceegibbs  
LiberalViewer  
reaction2006  
reno911miami  
shishka  
Snackboard  
SpikeTV  
thesparksfly  
TNAWrestling  
TXCANY  
universalmusicgroup  
vh1staff  
Victorweb  
Vlogging  
Wiredset

Complete MTVN white-list

ArtisanNewsService  
BAAFfamily  
BadBoyRecords  
barelypolitical  
BdubEtv  
bestweekevertv  
blacktreemedia  
bpfrecords  
bravenewfilms  
BroadwayJoe  
BroadwayJoe415  
bullrunvideo  
CBS  
ChannelFrederator  
cimatics  
Damonjohnson  
digitalfilmmaker  
duke12085  
Edwardtubbs  
fanscapevideos  
FanscapeVideos4U  
FiveChemical  
freeforlife112  
FreshTakes  
FutureWorld77  
GossipGirl40  
HGiantVid  
irenemariemodels  
Isitfridayyet  
JackassWorldMTV  
jerseymouth1  
ladyfragment  
Lakeshore Records  
lakeshoreent  
lakeshorerecords  
laurenceegibbs  
LiberalViewer  
livinglegend  
menudo  
MyDamnChannel  
OfficialReno911  
Paraccount  
Paramount  
Paramount Pictures  
ParamountPictures  
ParentsConnect  
ParkMyVibe  
PinkStrawberry  
PinkStrawberry1  
powmadeak47  
reaction2006  
reno911miami  
rollingoutTELEVISION

RunsHouseVideos  
selfmag  
shishka  
Snackboard  
spiketv  
SpikeTV  
TDSwriters  
teodorafilm  
thatisalsofunny  
thatsfunny  
Thatsnotfunny  
themoviemonkey  
thesparksfly  
TNAWrestling  
tomato808  
turningthebig40  
TVgasmdotcom  
TXCANY  
universalmusicgroup  
vh1staff  
Victorweb  
virtualmtv  
VLogging  
Wiredset  
IrenaZilberman  
Blunty3000  
2008classicawards

Housley, Michael

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**From:** Sean Ray [seanr@baytsp.com]  
**Sent:** Thursday, May 14, 2009 1:06 PM  
**To:** Housley, Michael  
**Cc:** Elliott Kohtz  
**Subject:** RE: White-list  
**Attachments:** Paramount Video White-list.xls

Mike,

Here is the Paramount White-list spreadsheet.

Regards,  
Sean Ray  
Client Service Manager  
BayTSP, Inc.  
408-341-2384 (Direct)  
408-656-6067 (Mobile)  
408-341-2399 (Fax)  
AIM Handle: seanray13  
[seanr@baytsp.com](mailto:seanr@baytsp.com)  
[www.baytsp.com](http://www.baytsp.com)

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**From:** Housley, Michael [mailto:Michael.Housley@viacom.com]  
**Sent:** Thursday, May 14, 2009 8:28 AM  
**To:** Sean Ray  
**Cc:** Elliott Kohtz  
**Subject:** RE: White-list

Thanks, Sean. When you have a chance, please send me the current Paramount white-list.

---

**From:** Sean Ray [mailto:seanr@baytsp.com]  
**Sent:** Tuesday, May 12, 2009 12:44 PM  
**To:** Housley, Michael  
**Cc:** Elliott Kohtz  
**Subject:** RE: White-list

Mike,

YouTube user **jimgaffigancomic** has been added to the filters in BVM and CIMS. User **eutube** had already been added.

For your records I have attached the current Cleared User spreadsheet. I know I have not sent you and updated spreadsheet for quite some time.

# A-405

Regards,  
Sean Ray  
Client Service Manager  
BayTSP, Inc.  
408-341-2384 (Direct)  
408-656-6067 (Mobile)  
408-341-2399 (Fax)  
AIM Handle: seanray13  
[seanr@baytsp.com](mailto:seanr@baytsp.com)  
[www.baytsp.com](http://www.baytsp.com)

**\*\*Attorney Client Privileged Work Product\*\*** The information contained in this email message may be confidential and is intended only for the parties to whom it is addressed. If you are not the intended recipient or an agent of same, please notify us of the mistake by telephone or email and delete the message from your system. Please do not copy the message or distribute it to anyone.

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**From:** Housley, Michael [<mailto:Michael.Housley@viacom.com>]  
**Sent:** Tuesday, May 12, 2009 8:52 AM  
**To:** Sean Ray  
**Cc:** Elliott Kohtz  
**Subject:** White-list

Sean,

If we have not already done so, please white-list the following username.

jimgaffigancomic

Thanks,

Mike







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UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

VIACOM INTERNATIONAL INC., ET	)	
AL.,	)	
	)	ECF Case
Plaintiffs,	)	
v.	)	Civil No. 07-CV-2103 (LLS)
	)	
YOUTUBE, INC., ET AL.,	)	
	)	
Defendants.	)	
<hr/>		
THE FOOTBALL ASSOCIATION	)	
PREMIER LEAGUE LIMITED, ET AL.,	)	
on behalf of themselves and all others	)	ECF Case
similarly situated,	)	
	)	Civil No. 07-CV-3582 (LLS)
Plaintiffs,	)	
v.	)	
	)	
YOUTUBE, INC., ET AL.,	)	
	)	
Defendants.	)	
<hr/>		

**DECLARATION OF ANDREW H. SCHAPIRO  
IN SUPPORT OF DEFENDANTS' MOTION FOR SUMMARY JUDGMENT**

Andrew H. Schapiro, pursuant to 28 U.S.C. § 1746, hereby declares as follows:

1. I am a partner at the firm of Mayer Brown LLP, attorneys for Defendants YouTube, Inc., YouTube, LLC, and Google Inc. (collectively, "YouTube") in the above-captioned matters. I submit this Declaration in support of Defendants' Motion for Summary Judgment.

2. Attached hereto are true and correct copies of the following documents. Documents with the following Bates prefixes were produced by the following party or non-party in these actions:



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- Documents with the Bates prefix “GOO001” were produced by YouTube in these actions.
- Documents with the Bates prefixes “VIA” and “VIA-SUPP” were produced by plaintiffs Viacom International Inc., Comedy Partners, Country Music Television, Inc., Paramount Pictures Corporation and Black Entertainment Television LLC (collectively, “Viacom”) in these actions.
- Documents with the Bates prefix “CAL” were produced by named plaintiff Cal IV Entertainment, LLC.
- Documents with the Bates prefix “CH” were produced by named plaintiff Cherry Lane Music Publishing Company, Inc.
- Documents with the Bates prefix “FT” were produced by named plaintiff Fédération Française de Tennis.
- Documents with the Bates prefix “PL” were produced by named plaintiff The Football Association Premier League Limited (“Premier League”), and documents with the Bates prefix “PLC” were produced by the individual Clubs making up the Premier League.
- Documents with the Bates prefix “ST” were produced by named plaintiff Stage Three Music (US), Inc.
- Documents with the Bates prefix “TUR” were produced by named plaintiff Robert Tur d/b/a Los Angeles News Service.
- Documents with the Bates prefix “XD” were produced by named plaintiff X-Ray Dog Music, Inc.
- Documents with the Bates prefix “BAYTSP” were produced by non-party BayTSP, Inc. pursuant to a subpoena.
- Documents with the Bates prefix “FS” were produced by non-party Fanscape Inc. pursuant to a subpoena.
- Documents with the Bates prefix “ICED” were produced by non-party ICED Media Ltd. pursuant to a subpoena.
- Documents with the Bates prefix “JK” were produced by non-party Jawed Karim pursuant to a subpoena.

Exhibit	Description
1	"Best Inventions 2006," <i>Time Magazine</i>
2	Compilation of Videos Appearing on the YouTube Website
3	Excerpts of the Deposition of Tom Freston (Sept. 11, 2009)
4	Excerpts of the Deposition of Michael Wolf (Apr. 17, 2009)
5	VIA00885981 – 00885982
6	VIA00258318 – 00258319
7	VIA00328256
8	VIA00613094 – 00613095
9	VIA00329729 – 00329730
10	VIA00173284
11	Excerpts of the Deposition of Courtney Nieman (Dec. 16, 2009)
12	Excerpts of the Rule 30(b)(6) Deposition of Viacom, by Warren Solow (Dec. 18, 2009)
13	Excerpts of the Deposition of Michele Ganeless (Nov. 3, 2008)
14	VIA00349674
15	VIA01129009 – 01129010
16	VIA01623231 – 01623233
17	Excerpts of the Rule 30(b)(6) Deposition of The Football Association Premier League Limited, by Oliver Weingarten (Dec. 15-16, 2009)
18	Excerpts of the Deposition of Michael Housley (Oct. 3, 2008)
19	<i>Perfect 10, Inc. v. Amazon</i> , CV-05-4753, slip op. (C.D. Cal. Nov. 4, 2008)
20	Excerpts of the Rule 30(b)(6) Deposition of Edward B. Marks Music Company, Freddy Bienstock Music Company d/b/a Bienstock Publishing Company and Alley Music Corporation, by Theodora Michaels (Sept. 24, 2009)
21	Excerpts of the Deposition of Theresa Torrance (Jan. 21, 2009)
22	The Rodgers & Hammerstein Organization's Responses and Objections to Defendants' First Set of Requests for Admission (Jan. 12, 2010)
23	"Garage Brand: With NBC Pact, YouTube Site Tries to Build a Lasting Business --- Internet Video Service Sketches A Path to Profitability," <i>The Wall Street Journal</i> , June 27, 2006
24	Excerpts of the Deposition of Andrew Lin (July 2, 2009)
25	Excerpts of the Deposition of Tina Exarhos (Feb. 23, 2009)
26	VIA00330333 – 00330334
27	Excerpts of the Deposition of Amy Powell (Dec. 15, 2009)
28	GOO001-05161257 – 05161258
29	Excerpts of the Deposition of Kyle Bonici (Apr. 22, 2009)
30	YouTube screenshot of paraccount channel
31	Excerpts of the Deposition of Cuong Lam (Aug. 6, 2009)
32	Excerpts of the Deposition of Stephen Farrell (July 14, 2009)
33	FS048715 – 048716
34	VIA00434221 – 00434222

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Exhibit	Description
35	VIA00429321 – 00429322
36	ICED000002 – 000031
37	VIA00353857 – 00353858
38	VIA00348985
39	VIA00398639
40	VIA00365701 – 00365722
41	VIA00397857 – 00397862
42	VIA00830861 – 00830863
43	VIA11660417 – 11660421
44	BAYTSP 001125131 – 00sdz1125133
45	Excerpts of the Deposition of Damon Burrell (Apr. 14, 2009)
46	VIA00455125
47	Excerpts of the Deposition of Megan Wahtera (Dec. 4, 2009)
48	VIA00374613 – 00374616
49	VIA00908729 – 00908732
50	VIA10406143
51	VIA11787096
52	VIA00431656
53	GOO001-01151179
54	BAYTSP 001093408 – 001093413
55	BAYTSP 003724704 – 003724735
56	Excerpts of the Deposition of Adam Cahan (Dec. 9, 2009)
57	BAYTSP 001125563 – 001125608
58	VIA01676948 – 01676949
59	BAYTSP 001125622 – 001125625
60	BAYTSP 001093577 – 001093578
61	“No Joke: ‘SouthPark’ Uploads Spared,” <i>Multichannel News</i> , Oct. 14, 2006
62	BAYTSP 001093517 – 001093523
63	BAYTSP 003732680 – 003732681
64	BAYTSP 003740975
65	BAYTSP 003718200 – 003718202
66	BAYTSP 003863202 – 003863203
67	BAYTSP 004283227 – 004283230
68	BAYTSP 004345611 – 004345612
69	BAYTSP 003733345
70	BAYTSP 004283955
71	BAYTSP 003727465 – 003727496
72	BAYTSP 003719298 – 003719299
73	VIA11788097
74	BAYTSP 003721230 – 003721233
75	BAYTSP 003723588
76	BAYTSP 001125759

Exhibit	Description
77	VIA00235270
78	Excerpts of the Rule 30(b)(6) Deposition of The Rodgers & Hammerstein Organization, by Victoria Traube (Oct. 8, 2009)
79	Excerpts of the Rule 30(b)(6) Deposition of The Rodgers & Hammerstein Organization, by Victoria Traube (Dec. 18, 2009)
80	YouTube screenshot of Sound of Music
81	CAL00000219 – 00000220
82	CAL00000783 – 00000787
83	Stage Three Music (US), Inc.’s Responses and Objections to Defendants’ First Set of Requests for Admission (Jan. 11, 2010)
84	ST00097906 – 00097911
85	Excerpts of the Rule 30(b)(6) Deposition of Stage Three Music (US), Inc., by Maryann Slim (Oct. 23, 2009)
86	Cherry Lane’s Responses and Objections to Defendants’ First Set of Requests for Admission (Jan. 8, 2010)
87	CH00019803 – 00019806
88	TUR00000477 – 00000478
89	Bourne Co.’s Responses and Objections to Defendants’ First Set of Requests for Admission (Jan. 8, 2010)
90	Edward B. Marks’ Responses and Objections to Defendants’ First Set of Requests for Admission (Jan. 11, 2010)
91	Bienstock Publishing Company’s Responses and Objections to Defendants’ First Set of Requests for Admission (Jan. 11, 2010)
92	Excerpts of the Rule 30(b)(6) Deposition of X-Ray Dog Music, Inc., by Timothy Stithem (Dec. 8, 2009)
93	XD00063860 – 00063863
94	Excerpts of the Rule 30(b)(6) Deposition of Fédération Française de Tennis, by Michel Grach (Dec. 3, 2009)
95	FT00096512
96	FT00096491
97	FT00096527 – 00096528
98	The Music Force Media Group LLC, The Music Force LLC, and Sin-Drome Records, Ltd.’s Responses and Objections to Defendants’ First Set of Requests for Admission (Jan. 8, 2010)
99	Screenshot of YouTube account for grumpoM
100	PLC00000597 – 00000598
101	PLC00000237 – 00000238
102	Excerpts of the Rule 30(b)(6) Deposition of Stage Three Music (US), Inc., by Jeffrey Duncan (Nov. 12, 2009)
103	Cal IV Entertainment LLC’s Responses and Objections to Defendants’ First Set of Requests for Admission (Jan. 8, 2010)
104	Excerpts of the Deposition of Brian Bradford (Mar. 12, 2009)

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Exhibit	Description
105	PL00000458
106	PL00000574 – 00000575
107	Excerpts of the Rule 30(b)(6) Deposition of Fédération Française de Tennis, by Georgina Loth (Dec. 2, 2009)
108	Excerpts of the Rule 30(b)(6) Deposition of Cherry Lane Music Publishing Company, Inc., by Keith Hauprich (Sept. 24, 2009)
109	BAYTSP 004282799 – 004282800
110	GOO001-01855601 – 01855603
111	GOO001-01858440 – 01858443
112	Excerpts of the Deposition of Deborah Kadetsky (Aug. 18, 2009)
113	GOO001-00856030 – 00856031
114	VIA10405833 – 10405836
115	VIA10405976
116	VIA02088065
117	Excerpts of the Rule 30(b)(6) Deposition of Bourne Co., by Marco Berrocal (Nov. 5, 2009)
118	XD00063614 – 00063615
119	XD00063613
120	BAYTSP 002369678 – 002369679
121	BAYTSP 001125401 – 001125402
122	Excerpts of the Deposition of Warren Solow (Jan. 14, 2010)
123	BAYTSP 004282398
124	BAYTSP 004288622 – 004288623
125	VIA02090167
126	VIA02159159 – 02159177
127	Excerpts of the Deposition of Blair Harrison (Dec. 9, 2009)
128	Excerpts of the Deposition of Judy McGrath (July 29, 2009)
129	Excerpts of the Deposition of Erik Flannigan (Oct. 16, 2008)
130	Excerpts of the Deposition of Doug Herzog (Jan. 16, 2009)
131	YouTube screenshot of Theodoramichael's channel
132	Excerpts of the Rule 30(b)(6) Deposition of Auditude, Inc., by Nicholas Seet (Nov. 24, 2009)
133	Excerpts of the Deposition of Mika Salmi (Oct. 16, 2009)
134	Excerpts of the Deposition of Jason Witt (Sept. 25, 2008)
135	BAYTSP 003722239
136	Excerpts of the Deposition of Alfred Perry (Dec. 16, 2009)
137	BAYTSP 003742450 – 003742452
138	BAYTSP 001125469 – 001125474
139	Excerpts of the Deposition of Michelena Hallie (Dec. 10, 2009)
140	VIA-SUPP000001 – 000016
141	BAYTSP 003728192
142	VIA11918373 – 11918375

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Exhibit	Description
143	BAYTSP 003727194 – 003727195
144	VIA11786486
145	BAYTSP 001088445 – 001088448
146	BAYTSP 003728607 – 003728608
147	VIA 11786386
148	BAYTSP 003724925
149	VIA11562371 – 11562372
150	BAYTSP 004174398 – 004174400
151	CH00019822
152	Excerpts of the Deposition of Gregg Barron (Sept. 23, 2008)
153	Excerpts of the Rule 30(b)(6) Deposition of National Music Publishers Association, by Lauren Apolito (Jan. 7, 2010)
154	CAL00000747 – 00000748
155	Excerpts of the Deposition of Daniel Hill (Mar. 13, 2009)
156	ST00105023 – 00105026
157	ST00088238 – 00088239
158	Excerpts of the Deposition of Chad Hurley (Apr. 22, 2009)
159	Excerpts of the Rule 30(b)(6) Deposition of YouTube, by Varun Kacholia (Jan. 8, 2010)
160	GOO001-02757265 – 02757268
161	JK00005599 – 00005600
162	GOO001-02757231 – 02757232
163	JK00003225
164	GOO001-02548690
165	GOO001-02548740
166	GOO001-02123017 – 02123018
167	VIA00316614 – 00316658
168	VIA00857221 – 00857227
169	Excerpts of the Deposition of Alan Bell (Aug. 5, 2009)
170	Excerpts of the Deposition of Viacom, by Lee L'Archevesque (Feb. 18, 2010)
171	GOO001-02244041 – 02244057
172	Excerpts of the Deposition of Scott Roesch (Sept. 25, 2009)
173	VIA00613111
174	2006 CableFAX 100, Entry for Judy McGrath, <i>CableFAX Daily</i>
175	VIA10132342 – 10132363
176	Excerpts of the Deposition of Robert Tur (Nov. 12, 2009)
177	“The Man Who Could Kill YouTube,” <i>Esquire</i> , Nov. 9, 2009
178	Declaration of Michael Housley (Feb. 28, 2008)
179	Viacom Plaintiffs' Objections and Responses to YouTube's Third Set of Interrogatories (without attachments) (Jan. 8, 2010)



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Exhibit	Description
180	Complaint, <i>Robert Tur d/b/a Los Angeles News Serv. v. YouTube, Inc.</i> , CV06-4436 (C.D. Cal. July 14, 2006)

3. Defendants' Memorandum Of Law In Support Of Defendants' Motion For Summary Judgment refers to a number of videos that Plaintiffs have alleged as clips in suit in these actions. Attached hereto are true and correct copies of those videos. Version "A" of each video is provided in the "Flash Video," or ".flv," format, as stored on YouTube's servers. (See Declaration of Michael Solomon, submitted herewith, at ¶ 12, which explains the manner in which those videos were captured from YouTube's servers.) For the Court's convenience, we have also converted each video to the "MPEG-1" format, and include that format as version "B."

Exhibit	Description
181A	tBXNS9obErI (.flv format)
181B	tBXNS9obErI (MPEG-1 format)
182A	k4Ei7kSHCFM (.flv format)
182B	k4Ei7kSHCFM (MPEG-1 format)
183A	P5Hii42p8uA (.flv format)
183B	P5Hii42p8uA (MPEG-1 format)
184A	M9aninYQLdw (.flv format)
184B	M9aninYQLdw (MPEG-1 format)
185A	j0hF-i-bv7Q (.flv format)
185B	j0hF-i-bv7Q (MPEG-1 format)
186A	_oXsI2uabP8 (.flv format)
186B	_oXsI2uabP8 (MPEG-1 format)
187A	LL2SneogeUE (.flv format)
187B	LL2SneogeUE (MPEG-1 format)
188A	0BFCCGLZ_0k (.flv format)
188B	0BFCCGLZ_0k (MPEG-1 format)
189A	rIDQE5iotFg (.flv format)
189B	rIDQE5iotFg (MPEG-1 format)
190A	g56jaRx3RmE (.flv format)
190B	g56jaRx3RmE (MPEG-1 format)
191A	LAI7VFiwRSM (.flv format)

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<b>Exhibit</b>	<b>Description</b>
191B	LA17VFiwRSM (MPEG-1 format)
192A	KmnHFYZXygk (.flv format)
192B	KmnHFYZXygk (MPEG-1 format)
193A	KA24Sg1K_Ys (.flv format)
193B	KA24Sg1K_Ys (MPEG-1 format)
194A	ZOLLbGGZgy4 (.flv format)
194B	ZOLLbGGZgy4 (MPEG-1 format)
195A	4hrdXObreII (.flv format)
195B	4hrdXObreII (MPEG-1 format)
196A	5lDGnGgR9JE (.flv format)
196B	5lDGnGgR9JE (MPEG-1 format)
197A	FKhEli0mSpk (.flv format)
197B	FKhEli0mSpk (MPEG-1 format)
198A	If9oyBH623s (.flv format)
198B	If9oyBH623s (MPEG-1 format)
199A	XbrWIKLJtuE (.flv format)
199B	XbrWIKLJtuE (MPEG-1 format)
200A	2F-tATkenkM (.flv format)
200B	2F-tATkenkM (MPEG-1 format)
201A	RMvxHd5gB4o (.flv format)
201B	RMvxHd5gB4o (MPEG-1 format)
202A	S6U_Z2BMkaY (.flv format)
202B	S6U_Z2BMkaY (MPEG-1 format)
203A	1hubX0wlTjQ (.flv format)
203B	1hubX0wlTjQ (MPEG-1 format)
204A	2UKkvEObQxM (.flv format)
204B	2UKkvEObQxM (MPEG-1 format)
205A	phFBa9AhC0A (.flv format)
205B	phFBa9AhC0A (MPEG-1 format)
206A	Y_0MEVbbQg8 (.flv format)
206B	Y_0MEVbbQg8 (MPEG-1 format)
207A	O9ht-qIMyu0 (.flv format)
207B	O9ht-qIMyu0 (MPEG-1 format)
208A	SzhaWJmoUWo (.flv format)
208B	SzhaWJmoUWo (MPEG-1 format)
209A	keR7kRNg05Y (.flv format)
209B	keR7kRNg05Y (MPEG-1 format)
210A	LmLgt8oGtuM (.flv format)
210B	LmLgt8oGtuM (MPEG-1 format)

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4. The Declaration of Hunter Walk, submitted herewith, describes a number of webpages appearing on the YouTube website, and identifies the corresponding URLs for those webpages. Attached hereto is a true and correct copy of a screenshot captured between February 25 and March 5, 2010 for each URL described in Mr. Walk's declaration and, where applicable, a true and correct copy of the video appearing on that webpage. Version "A" of each video is provided in the "Flash Video," or ".flv" format, as stored on YouTube's servers. (See Declaration of Michael Solomon, submitted herewith, at ¶ 12, which explains the manner in which those videos were captured from YouTube's servers.) For the Court's convenience, we have also converted each video to the "MPEG-1" format, and include that format as version "B."

Paragraph in Walk Declaration	URL	Corresponding YouTube Screenshot Exhibit No.	Corresponding Video File Exhibit No. (where applicable)
¶ 6	<a href="http://www.youtube.com/user/johnmccaindotcom?blend=3&amp;ob=4&amp;rclk=cti#p/f/25/JTL4jC1bKzY">http://www.youtube.com/user/johnmccaindotcom?blend=3&amp;ob=4&amp;rclk=cti#p/f/25/JTL4jC1bKzY</a>	211	315A/315B
¶ 6	<a href="http://www.youtube.com/user/barackobamadotcom?blend=1&amp;ob=4&amp;rclk=cth#p/u/781/vpmFd25tRqo">http://www.youtube.com/user/barackobamadotcom?blend=1&amp;ob=4&amp;rclk=cth#p/u/781/vpmFd25tRqo</a>	212	316A/316B
¶ 6	<a href="http://www.youtube.com/user/YTdebates#p/u/46/XWokI0NaGMc">http://www.youtube.com/user/YTdebates#p/u/46/XWokI0NaGMc</a>	213	317A/317B
¶ 6	<a href="http://www.youtube.com/user/whitehouse?blend=1&amp;ob=4&amp;rclk=cth#p/u/91/94RRh9qZGYc">http://www.youtube.com/user/whitehouse?blend=1&amp;ob=4&amp;rclk=cth#p/u/91/94RRh9qZGYc</a>	214	318A/318B
¶ 6	<a href="http://www.youtube.com/watch?v=0pqzNJYzh7I">http://www.youtube.com/watch?v=0pqzNJYzh7I</a>	215	319A/319B
¶ 6	<a href="http://www.youtube.com/user/NancyPelosi">http://www.youtube.com/user/NancyPelosi</a>	216	N/A

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Paragraph in Walk Declaration	URL	Corresponding YouTube Screenshot Exhibit No.	Corresponding Video File Exhibit No. (where applicable)
¶ 6	<a href="http://www.youtube.com/user/RepublicanLeader">http://www.youtube.com/user/RepublicanLeader</a>	217	N/A
¶ 6	<a href="http://www.youtube.com/user/senatehub">http://www.youtube.com/user/senatehub</a>	218	N/A
¶ 6	<a href="http://www.youtube.com/user/househub">http://www.youtube.com/user/househub</a>	219	N/A
¶ 7	<a href="http://www.youtube.com/user/MarineCorpsNews">http://www.youtube.com/user/MarineCorpsNews</a>	220	N/A
¶ 7	<a href="http://www.youtube.com/user/soldiersmediacenter">http://www.youtube.com/user/soldiersmediacenter</a>	221	N/A
¶ 7	<a href="http://www.youtube.com/user/UnitedStatesNavy">http://www.youtube.com/user/UnitedStatesNavy</a>	222	N/A
¶ 7	<a href="http://www.youtube.com/user/AFBlueTube">http://www.youtube.com/user/AFBlueTube</a>	223	N/A
¶ 7	<a href="http://www.youtube.com/watch?v=mDUInYe8G2c">http://www.youtube.com/watch?v=mDUInYe8G2c</a>	224	320A/320B
¶ 7	<a href="http://www.youtube.com/user/ReelNASA#p/a/3CD87307666C1B55/0/e16eXXAoisg">http://www.youtube.com/user/ReelNASA#p/a/3CD87307666C1B55/0/e16eXXAoisg</a>	225	321A/321B
¶ 7	<a href="http://www.youtube.com/user/NASAtelevision#p/u/631/JgBgmw-2U8c">http://www.youtube.com/user/NASAtelevision#p/u/631/JgBgmw-2U8c</a>	226	322A/322B
¶ 7	<a href="http://www.youtube.com/user/LibraryOfCongress">http://www.youtube.com/user/LibraryOfCongress</a>	227	N/A
¶ 8	<a href="http://www.youtube.com/user/vatican">http://www.youtube.com/user/vatican</a>	228	N/A
¶ 8	<a href="http://www.youtube.com/user/theroyalchannel">http://www.youtube.com/user/theroyalchannel</a>	229	N/A
¶ 8	<a href="http://www.youtube.com/user/kremlin">http://www.youtube.com/user/kremlin</a>	230	N/A
¶ 8	<a href="http://www.youtube.com/user/Iraqigov">http://www.youtube.com/user/Iraqigov</a>	231	N/A
¶ 8	<a href="http://www.youtube.com/user/unitednations">http://www.youtube.com/user/unitednations</a>	232	N/A
¶ 8	<a href="http://www.youtube.com/peres">http://www.youtube.com/peres</a>	233	N/A
¶ 8	<a href="http://www.youtube.com/user/PresidentMBLee">http://www.youtube.com/user/PresidentMBLee</a>	234	N/A
¶ 9	<a href="http://www.youtube.com/watch?v=HgQd0K5W0vI">http://www.youtube.com/watch?v=HgQd0K5W0vI</a>	235	323A/323B

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Paragraph in Walk Declaration	URL	Corresponding YouTube Screenshot Exhibit No.	Corresponding Video File Exhibit No. (where applicable)
¶ 9	<a href="http://www.youtube.com/watch?v=I0MkATcn04M">http://www.youtube.com/watch?v=I0MkATcn04M</a>	236	324A/324B
¶ 9	<a href="http://www.youtube.com/watch?v=mcQ8zMpthis">http://www.youtube.com/watch?v=mcQ8zMpthis</a>	237	325A/325B
¶ 10	<a href="http://www.youtube.com/watch?v=Og1bYPn8nW8">http://www.youtube.com/watch?v=Og1bYPn8nW8</a>	238	326A/326B
¶ 10	<a href="http://www.youtube.com/watch?v=7g9mOMQfY2s">http://www.youtube.com/watch?v=7g9mOMQfY2s</a>	239	327A/327B
¶ 10	<a href="http://www.youtube.com/watch?v=1B98PExsoXs">http://www.youtube.com/watch?v=1B98PExsoXs</a>	240	328A/328B
¶ 10	<a href="http://www.youtube.com/watch?v=OEdVfyt-mLw">http://www.youtube.com/watch?v=OEdVfyt-mLw</a>	241	329A/329B
¶ 11	<a href="http://youtube-global.blogspot.com/2010/01/live-tonight-top-artists-perform-in.html">http://youtube-global.blogspot.com/2010/01/live-tonight-top-artists-perform-in.html</a>	242	N/A
¶ 11	<a href="http://youtube-global.blogspot.com/2009/10/can-billion-views-help-billion-people.html">http://youtube-global.blogspot.com/2009/10/can-billion-views-help-billion-people.html</a>	243	N/A
¶ 11	<a href="http://www.youtube.com/watch?v=6jSBW0BOPqM">http://www.youtube.com/watch?v=6jSBW0BOPqM</a>	244	330A/330B
¶ 11	<a href="http://www.youtube.com/watch?v=BDqs-OZWw9o">http://www.youtube.com/watch?v=BDqs-OZWw9o</a>	245	331A/331B
¶ 11	<a href="http://www.youtube.com/view_play_list?p=749732FFD312CA7F">http://www.youtube.com/view_play_list?p=749732FFD312CA7F</a>	246	N/A
¶ 12	<a href="http://www.youtube.com/channels?s=ytedu_mv">http://www.youtube.com/channels?s=ytedu_mv</a>	247	N/A
¶ 12	<a href="http://www.youtube.com/watch?v=S9WtBRNyds0">http://www.youtube.com/watch?v=S9WtBRNyds0</a>	248	332A/332B
¶ 13	<a href="http://www.youtube.com/watch?v=tGn3-RW8Ajk">http://www.youtube.com/watch?v=tGn3-RW8Ajk</a>	249	333A/333B
¶ 13	<a href="http://www.youtube.com/watch?v=SGJMoYcM8yY">http://www.youtube.com/watch?v=SGJMoYcM8yY</a>	250	334A/334B
¶ 14	<a href="http://www.youtube.com/watch?v=7jRE3xRm8Vk">http://www.youtube.com/watch?v=7jRE3xRm8Vk</a>	251	335A/335B
¶ 14	<a href="http://www.youtube.com/watch?v=Phjw9dzHU-0">http://www.youtube.com/watch?v=Phjw9dzHU-0</a>	252	336A/336B
¶ 14	<a href="http://www.youtube.com/watch?v=msTLaSQFhrc">http://www.youtube.com/watch?v=msTLaSQFhrc</a>	253	337A/337B

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Paragraph in Walk Declaration	URL	Corresponding YouTube Screenshot Exhibit No.	Corresponding Video File Exhibit No. (where applicable)
¶ 14	<a href="http://www.youtube.com/watch?v=pTHc5wB-u8w">http://www.youtube.com/watch?v=pTHc5wB-u8w</a>	254	338A/338B
¶ 15	<a href="http://www.youtube.com/user/reporterscenter">http://www.youtube.com/user/reporterscenter</a>	255	N/A
¶ 16	<a href="http://www.youtube.com/watch?v=dTAAAsCNK7RA">http://www.youtube.com/watch?v=dTAAAsCNK7RA</a>	256	339A/339B
¶ 16	<a href="http://www.youtube.com/watch?v=jmR0V6s3NKk">http://www.youtube.com/watch?v=jmR0V6s3NKk</a>	257	340A/340B
¶ 16	<a href="http://www.youtube.com/watch?v=EwTZ2xpQwpA">http://www.youtube.com/watch?v=EwTZ2xpQwpA</a>	258	341A/341B
¶ 16	<a href="http://www.youtube.com/watch?v=-dadPWhEhVk">http://www.youtube.com/watch?v=-dadPWhEhVk</a>	259	342A/342B
¶ 16	<a href="http://www.youtube.com/watch?v=p_YMigZmUuk">http://www.youtube.com/watch?v=p_YMigZmUuk</a>	260	343A/343B
¶ 17	<a href="http://www.youtube.com/watch?v=-prfAENSh2k">http://www.youtube.com/watch?v=-prfAENSh2k</a>	261	344A/344B
¶ 17	<a href="http://www.youtube.com/watch?v=m56F4EKN9hg">http://www.youtube.com/watch?v=m56F4EKN9hg</a>	262	345A/345B
¶ 17	<a href="http://www.youtube.com/watch?v=uHPg262Kr9c">http://www.youtube.com/watch?v=uHPg262Kr9c</a>	263	346A/346B
¶ 17	<a href="http://www.youtube.com/watch?v=xLYWtjEUKa4">http://www.youtube.com/watch?v=xLYWtjEUKa4</a>	264	347A/347B
¶ 17	<a href="http://www.youtube.com/watch?v=JkUNGWH1Jzg">http://www.youtube.com/watch?v=JkUNGWH1Jzg</a>	265	348A/348B
¶ 17	<a href="http://www.youtube.com/watch?v=-MIm5WgIepE">http://www.youtube.com/watch?v=-MIm5WgIepE</a>	266	349A/349B
¶ 17	<a href="http://www.youtube.com/watch?v=Sh9E_JO3nV0">http://www.youtube.com/watch?v=Sh9E_JO3nV0</a>	267	350A/350B
¶ 17	<a href="http://www.youtube.com/watch?v=FOqVpflq3EE">http://www.youtube.com/watch?v=FOqVpflq3EE</a>	268	351A/351B
¶ 17	<a href="http://www.youtube.com/watch?v=f0IRXINcPjI">http://www.youtube.com/watch?v=f0IRXINcPjI</a>	269	352A/352B
¶ 17	<a href="http://www.youtube.com/watch?v=NaGLVS5b_ZY">http://www.youtube.com/watch?v=NaGLVS5b_ZY</a>	270	353A/353B
¶ 17	<a href="http://www.youtube.com/watch?v=6vQpW9XRiyM">http://www.youtube.com/watch?v=6vQpW9XRiyM</a>	271	354A/354B
¶ 17	<a href="http://www.youtube.com/user/foxnewschannel">http://www.youtube.com/user/foxnewschannel</a>	272	N/A



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Paragraph in Walk Declaration	URL	Corresponding YouTube Screenshot Exhibit No.	Corresponding Video File Exhibit No. (where applicable)
¶ 17	<a href="http://www.youtube.com/user/CBSNewsOnline">http://www.youtube.com/user/CBSNewsOnline</a>	273	N/A
¶ 17	<a href="http://www.youtube.com/user/ntvkenya">http://www.youtube.com/user/ntvkenya</a>	274	N/A
¶ 17	<a href="http://www.youtube.com/show/star trek">http://www.youtube.com/show/star trek</a>	275	N/A
¶ 17	<a href="http://www.youtube.com/show/macgyver">http://www.youtube.com/show/macgyver</a>	276	N/A
¶ 17	<a href="http://www.youtube.com/user/MontyPython">http://www.youtube.com/user/MontyPython</a>	277	N/A
¶ 17	<a href="http://www.youtube.com/watch?v=vSYadh2xmcl">http://www.youtube.com/watch?v=vSYadh2xmcl</a>	278	355A/355B
¶ 17	<a href="http://www.youtube.com/watch?v=Ye8mB6VsUHw">http://www.youtube.com/watch?v=Ye8mB6VsUHw</a>	279	356A/356B
¶ 18	<a href="http://www.youtube.com/oprah">http://www.youtube.com/oprah</a>	280	N/A
¶ 18	<a href="http://www.youtube.com/user/paulmccartney">http://www.youtube.com/user/paulmccartney</a>	281	N/A
¶ 18	<a href="http://www.youtube.com/user/andreaabocelli">http://www.youtube.com/user/andreaabocelli</a>	282	N/A
¶ 18	<a href="http://www.youtube.com/user/u2official">http://www.youtube.com/user/u2official</a>	283	N/A
¶ 18	<a href="http://www.youtube.com/user/joined">http://www.youtube.com/user/joined</a>	284	N/A
¶ 18	<a href="http://www.youtube.com/user/TeamRadioShack">http://www.youtube.com/user/TeamRadioShack</a>	285	N/A
¶ 18	<a href="http://www.youtube.com/watch?v=9S9vlggt264">http://www.youtube.com/watch?v=9S9vlggt264</a>	286	357A/357B
¶ 18	<a href="http://www.youtube.com/user/aliciakeys">http://www.youtube.com/user/aliciakeys</a>	287	N/A
¶ 18	<a href="http://www.youtube.com/watch?v=dF6D7xs1qMY">http://www.youtube.com/watch?v=dF6D7xs1qMY</a>	288	358A/358B
¶ 19	<a href="http://www.youtube.com/watch?v=TwsIagFWKLY">http://www.youtube.com/watch?v=TwsIagFWKLY</a>	289	359A/359B
¶ 19	<a href="http://www.youtube.com/user/USDCINSD">http://www.youtube.com/user/USDCINSD</a>	290	N/A
¶ 20	<a href="http://www.youtube.com/watch?v=1JynBEX_kg8">http://www.youtube.com/watch?v=1JynBEX_kg8</a>	291	360A/360B
¶ 20	<a href="http://www.youtube.com/watch?v=TZ860P4iTAM">http://www.youtube.com/watch?v=TZ860P4iTAM</a>	292	361A/361B

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Paragraph in Walk Declaration	URL	Corresponding YouTube Screenshot Exhibit No.	Corresponding Video File Exhibit No. (where applicable)
¶ 20	<a href="http://www.youtube.com/watch?v=4PcL6-mjRNk">http://www.youtube.com/watch?v=4PcL6-mjRNk</a>	293	362A/362B
¶ 20	<a href="http://www.youtube.com/watch?v=xPxDw7ajfGE">http://www.youtube.com/watch?v=xPxDw7ajfGE</a>	294	363A/363B
¶ 20	<a href="http://www.youtube.com/watch?v=i mFTcjHIY_s">http://www.youtube.com/watch?v=i mFTcjHIY_s</a>	295	364A/364B
¶ 20	<a href="http://www.youtube.com/watch?v=LU8DDYz68kM">http://www.youtube.com/watch?v=LU8DDYz68kM</a>	296	365A/365B
¶ 20	<a href="http://www.youtube.com/watch?v=Z-BzXpOch-E">http://www.youtube.com/watch?v=Z-BzXpOch-E</a>	297	366A/366B
¶ 20	<a href="http://www.youtube.com/watch?v=s7a9xCIAAdDU">http://www.youtube.com/watch?v=s7a9xCIAAdDU</a>	298	367A/367B
¶ 20	<a href="http://www.youtube.com/watch?v=_OBlgSz8sSM">http://www.youtube.com/watch?v=_OBlgSz8sSM</a>	299	368A/368B
¶ 20	<a href="http://www.youtube.com/watch?v=E8aprCNnecU">http://www.youtube.com/watch?v=E8aprCNnecU</a>	300	369A/369B
¶ 20	<a href="http://www.youtube.com/watch?v=5P6UU6m3cqk">http://www.youtube.com/watch?v=5P6UU6m3cqk</a>	301	370A/370B
¶ 20	<a href="http://www.youtube.com/watch?v=zlfKdbWwruY">http://www.youtube.com/watch?v=zlfKdbWwruY</a>	302	371A/371B
¶ 20	<a href="http://www.youtube.com/watch?v=dMH0bHeiRNng">http://www.youtube.com/watch?v=dMH0bHeiRNng</a>	303	372A/372B
¶ 20	<a href="http://www.youtube.com/watch?v=eaRcWB3jwMo">http://www.youtube.com/watch?v=eaRcWB3jwMo</a>	304	373A/373B
¶ 20	<a href="http://www.youtube.com/watch?v=EMhUZAq5IxQ">http://www.youtube.com/watch?v=EMhUZAq5IxQ</a>	305	374A/374B
¶ 20	<a href="http://www.youtube.com/watch?v=T7TI-AJi2O8">http://www.youtube.com/watch?v=T7TI-AJi2O8</a>	306	375A/375B
¶ 20	<a href="http://www.youtube.com/watch?v=hSvIOd7tfh0">http://www.youtube.com/watch?v=hSvIOd7tfh0</a>	307	376A/376B
¶ 20	<a href="http://www.youtube.com/watch?v=vPm27Wm-0tY">http://www.youtube.com/watch?v=vPm27Wm-0tY</a>	308	377A/377B
¶ 20	<a href="http://www.youtube.com/watch?v=4-94JhLEiN0">http://www.youtube.com/watch?v=4-94JhLEiN0</a>	309	378A/378B
¶ 20	<a href="http://www.youtube.com/watch?v=cvj-0RUpteo">http://www.youtube.com/watch?v=cvj-0RUpteo</a>	310	379A/379B
¶ 20	<a href="http://www.youtube.com/watch?v=pXD7rDgsL88">http://www.youtube.com/watch?v=pXD7rDgsL88</a>	311	380A/380B

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Paragraph in Walk Declaration	URL	Corresponding YouTube Screenshot Exhibit No.	Corresponding Video File Exhibit No. (where applicable)
¶ 20	<a href="http://www.youtube.com/watch?v=i1azm1oNRbk">http://www.youtube.com/watch?v=i1azm1oNRbk</a>	312	381A/381B
¶ 20	<a href="http://www.youtube.com/watch?v=jNQXAC9IVRw">http://www.youtube.com/watch?v=jNQXAC9IVRw</a>	313	382A/382B
¶ 21	<a href="http://www.youtube.com/watch?v=TPAO-IZ4_hU">http://www.youtube.com/watch?v=TPAO-IZ4_hU</a>	314	383A/383B

5. The Declaration of Micah Schaffer, submitted herewith, also describes two URLs. Paragraph 2 of Mr. Schaffer's declaration references the URL <http://www.youtube.com/watch?v=KNwLn85I75Y>, which is currently available on the YouTube website. Attached hereto as Exhibit 384 is a true and correct copy of a screenshot captured on March 5, 2010 for that URL. Attached hereto as Exhibit 385A is a true and correct copy of the video appearing on that webpage in the "Flash Video," or ".flv" format, as stored on YouTube's servers. (See Declaration of Michael Solomon, submitted herewith, at ¶ 12, which explains the manner in which those videos were captured from YouTube's servers.) For the Court's convenience, attached hereto as Exhibit 385B is a true and correct copy of that video converted to the "MPEG-1" format. Paragraph 7 of Mr. Schaffer's declaration references a video which previously appeared on the YouTube website at the URL <http://www.youtube.com/watch?v=TUiP6dqPynE>. Attached hereto as Exhibit 386A is a true and correct copy of the video that appeared on that webpage in the "Flash Video," or ".flv" format, as stored on YouTube's servers. (See Declaration of Michael Solomon, submitted herewith, at ¶ 12, which explains the manner in which those

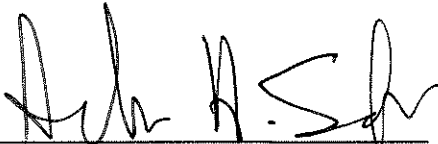
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videos were captured from YouTube's servers.) For the Court's convenience, attached hereto as Exhibit 386B is a true and correct copy of that video converted to the "MPEG-1" format.

6. The Declaration of Roelof Botha, submitted herewith, also describes the URL <http://www.youtube.com/watch?v=KNwLn85I75Y> at paragraph 11. Attached hereto as Exhibit 384 is a true and correct copy of a screenshot captured on March 5, 2010 for that URL. Attached hereto as Exhibit 385A is a true and correct copy of the video appearing on that webpage in the "Flash Video," or ".flv" format, as stored on YouTube's servers, and attached hereto as Exhibit 385B is a true and correct copy of that video converted to the "MPEG-1" format.

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

Dated: New York, NY  
March 11, 2010



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Andrew H. Schapiro

# **Schapiro Exhibit 4**

UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK  
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VIACOM INTERNATIONAL, INC., COMEDY  
PARTNERS, COUNTRY MUSIC TELEVISION,  
INC., PARAMOUNT PICTURES CORPORATION,  
and BLACK ENTERTAINMENT TELEVISION,  
LLC,

Plaintiffs,

vs. NO. 07-CV-2103

YOUTUBE, INC., YOUTUBE, LLC,  
and GOOGLE, INC.,

Defendants.  
\_\_\_\_\_x

THE FOOTBALL ASSOCIATION PREMIER  
LEAGUE LIMITED, BOURNE CO., et al.,  
on behalf of themselves and all  
others similarly situated,

Plaintiffs,

vs. NO. 07-CV-3582

YOUTUBE, INC., YOUTUBE, LLC,  
and GOOGLE, INC.,

Defendants.  
\_\_\_\_\_x

VIDEOTAPED DEPOSITION OF MICHAEL WOLF  
NEW YORK, NEW YORK  
FRIDAY, APRIL 17, 2009

JOB NO.: 16687

DAVID FELDMAN WORLDWIDE, INC.  
805 Third Avenue, New York, New York 10022 (212)705-8585



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APRIL 17, 2009  
10:02 a.m.

VIDEOTAPED DEPOSITION OF MICHAEL  
WOLF, held at the offices of CAHILL GORDON &  
REINDEL, LLP, 80 Pine Street, New York, New  
York, pursuant to subpoena, before JENNIFER  
OCAMPO-GUZMAN, a Shorthand Reporter and  
Notary Public of the State of New York.

DAVID FELDMAN WORLDWIDE, INC.  
805 Third Avenue, New York, New York 10022 (212)705-8585

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A P P E A R A N C E S :

FOR THE PLAINTIFFS VIACOM INTERNATIONAL,  
INC.:

JENNER & BLOCK, LLP

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(212) 891-1690 skohlmann@jenner.com

FOR THE DEFENDANTS YOUTUBE, INC., YOUTUBE,  
LLC and GOOGLE, INC.:

WILSON SONSINI GOODRICH & ROSATI, PC

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650-565-3508 bvolkmer@wsgr.com

DAVID FELDMAN WORLDWIDE, INC.  
805 Third Avenue, New York, New York 10022 (212)705-8585

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APPEARANCES (Continued):

FOR THE DEPONENT:

CAHILL GORDON & REINDEL, LLP

BY: ADAM ZUROFSKY, ESQ.

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ALSO PRESENT:

CARLOS KING, Videographer

1 Wolf

11:23:01 2 A. I think Judy was looking for a  
11:23:05 3 large scale acquisition, which would be  
11:23:10 4 comparable to the acquisition by News Corp of  
11:23:17 5 MySpace.

11:23:17 6 Q. And you thought that -- pardon me.

11:23:22 7 And she thought that an acquisition  
11:23:26 8 by Viacom of YouTube would be comparable to  
11:23:30 9 the News Corp acquisition of MySpace?

11:23:33 10 MR. ZUROFSKY: Objection to form,  
11:23:34 11 calls for speculation. The document  
11:23:37 12 speaks for itself.

11:23:38 13 MS. KOHLMANN: Objection.

11:23:39 14 A. Once again, I'd be speculating.  
11:23:42 15 It's hard for me to remember her state of  
11:23:47 16 mind here and so it's possible that's what  
11:23:49 17 she meant.

11:23:50 18 Q. Is that how you viewed it at the  
11:23:54 19 time, that an acquisition of YouTube by  
11:23:56 20 Viacom would be comparable to the News Corp  
11:23:58 21 acquisition of MySpace?

11:24:05 22 A. At the time, and, again, I would  
11:24:07 23 just be thinking about my points of view  
11:24:08 24 then, I was looking at -- we wanted to look  
11:24:13 25 at YouTube as an acquisition on its own

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11:24:16 2 merits, not necessarily how that would have  
11:24:20 3 compared to the acquisitions that were done  
11:24:23 4 by other companies.

11:24:24 5 Q. And when you wrote, "We should get  
11:24:34 6 our best minds together and figure out how to  
11:24:36 7 make it a business," did MTV Networks end up  
11:24:38 8 putting its best minds together to look at a  
11:24:43 9 potential acquisition of YouTube?

11:24:44 10 MR. ZUROFSKY: Objection to form.  
11:24:45 11 But answer, you can answer.

11:24:48 12 A. At the time I considered these to  
11:24:50 13 be our best minds and, therefore -- and, yes,  
11:24:52 14 we did put them together.

11:25:03 15 MR. VOLKMER: Let's mark Exhibit 5.  
11:25:16 16 (Exhibit Wolf-5, E-mail dated  
11:25:16 17 7/6/06, Bates No. VIA00613122, marked  
11:25:16 18 for identification, this date.)

11:25:34 19 MR. VOLKMER: This is a July 6,  
11:25:37 20 2006, e-mail that Adam Cahan sent to  
11:25:42 21 Judy McGrath and Michael Wolf. The  
11:25:43 22 subject line is "Update from the plane."

11:25:47 23 Q. If you'd just let me know when  
11:25:48 24 you've had a chance to review that document,  
11:25:50 25 Mr. Wolf?

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11:25:51 2 A. Okay. Thank you.

11:26:35 3 Q. And if could you turn to the fifth  
11:26:37 4 paragraph, and the title of that paragraph is  
11:26:39 5 "YouTube"?

11:26:40 6 A. Yes.

11:26:43 7 Q. Mr. Cahan writes, "We had a very  
11:26:45 8 deep conversation over an hour about the  
11:26:47 9 potential" -- "about the potential, the risk  
11:26:49 10 and why strategically it is so critical."

11:26:52 11 Do you know who Mr. Cahan is  
11:26:55 12 referring to when he says "we" in that  
11:26:57 13 sentence?

11:27:05 14 A. I didn't write this memo. It was  
11:27:07 15 written by Mr. Cahan, and -- and I don't know  
11:27:09 16 who was on the plane with him, so I don't  
11:27:12 17 know who the "we" was.

11:27:13 18 Q. Based on your experience and your  
11:27:20 19 position at the time, who would you guess was  
11:27:22 20 the person on the plane or the people on the  
11:27:25 21 plane with Mr. Cahan?

11:27:27 22 MR. ZUROFSKY: Objection, calls for  
11:27:31 23 speculation.

11:27:31 24 MS. KOHLMANN: Objection.

11:27:31 25 A. I'd be taking a guess and I really

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13:42:51 2 MR. ZUROFSKY: Objection to form.

13:42:53 3 A. It could be that we were discussing  
13:42:55 4 those deal -- those terms or it could be  
13:42:57 5 that -- that those were the deal terms we  
13:43:00 6 were proposing. I really can't tell by this  
13:43:02 7 memo and I can't remember when I wrote it.

13:43:03 8 Q. Could it also be the case that  
13:43:07 9 those deal terms that we just went over had  
13:43:10 10 not been discussed between the parties as of  
13:43:14 11 October 3, 2006?

13:43:15 12 MR. ZUROFSKY: Objection to form.

13:43:17 13 MS. KOHLMANN: Objection to form.

13:43:18 14 A. It's possible, yes.

13:43:20 15 Q. You're just not sure one way or the  
13:43:22 16 other?

13:43:25 17 A. I'm not sure. Lots of information.  
13:43:26 18 Lots of things that go past what I was doing  
13:43:30 19 as the president of the company and I just  
13:43:33 20 can't remember what happened in each of these  
13:43:36 21 situations.

13:43:36 22 Q. When Viacom and MTVN were  
13:43:46 23 negotiating with YouTube in the summer and  
13:43:49 24 fall of 2006, was it aware of the presence of  
13:43:53 25 Viacom content on the YouTube website?

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13:43:56 2 MR. ZUROFSKY: Objection to form.

13:43:57 3 A. First of all, I don't know if  
13:43:59 4 Viacom was negotiating with YouTube. I was  
13:44:02 5 in charge of MTV Networks. I don't know if  
13:44:05 6 Viacom, there was any other independent of  
13:44:09 7 MTV Networks' negotiation.

13:44:11 8 Q. Okay. So I'll rephrase the  
13:44:12 9 question.

13:44:13 10 When MTVN was negotiating with  
13:44:16 11 YouTube in the summer and fall of 2006, was  
13:44:18 12 it aware of the presence of Viacom content on  
13:44:20 13 the YouTube website?

13:44:22 14 MR. ZUROFSKY: Objection to form.

13:44:24 15 A. I don't recall one way or the  
13:44:26 16 other.

13:44:30 17 Are you asking about this memo or  
13:44:32 18 just in general?

13:44:33 19 Q. I'm not asking about the memo, just  
13:44:36 20 in general. And this goes throughout the  
13:44:38 21 entire period of the negotiations between  
13:44:39 22 YouTube and Google and MTVN, at any time in  
13:44:44 23 those negotiations was MTVN aware of the  
13:44:48 24 presence of Viacom content on the YouTube  
13:44:50 25 website?

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13:44:52 2 MR. ZUROFSKY: Objection to form.

13:44:55 3 MS. KOHLMANN: Objection.

13:44:56 4 A. We were certainly aware that our  
13:45:02 5 content was on YouTube.

13:45:03 6 Q. And during the negotiations did  
13:45:11 7 Viacom allow that content to stay up on  
13:45:13 8 YouTube?

13:45:14 9 MR. ZUROFSKY: Objection to form.

13:45:15 10 MS. KOHLMANN: Objection.

13:45:16 11 A. The decision would have been ours,  
13:45:20 12 not Viacom's. It was going to be -- but MTV  
13:45:26 13 Networks, to the best of my recollection, we  
13:45:28 14 allowed the content to be there.

13:45:30 15 Q. And why did you allow it to be  
13:45:34 16 there?

13:45:35 17 MR. ZUROFSKY: Objection.

13:45:37 18 A. I'd be only speculating today  
13:45:42 19 because I can't remember specifically, but I  
13:45:43 20 would guess that, that we thought that we  
13:45:47 21 could do a deal with YouTube and that also at  
13:45:53 22 the same time we thought that having the  
13:45:55 23 content there was valuable in terms of  
13:45:59 24 helping the ratings of our shows.

13:46:24 25 MR. VOLKMER: Let's go off the

1 Wolf

13:46:25 2 record.

13:46:26 3 THE VIDEOGRAPHER: The time is

13:46:27 4 1:44 p.m., and we're off the record.

13:51:31 5 (A brief recess was taken.)

13:51:31 6 THE VIDEOGRAPHER: The time is

13:51:42 7 1:50 p.m., and we're back on the record.

13:51:44 8 BY MR. VOLKMER:

13:51:44 9 Q. On Monday, October 9, 2006, Google  
13:51:53 10 issued a press release announcing that it was  
13:51:55 11 acquiring YouTube. Do you remember having a  
13:51:58 12 conversation with Eric Schmidt the preceding  
13:52:01 13 weekend in which you discussed Google's  
13:52:03 14 potential acquisition of YouTube?

13:52:06 15 A. I don't remember the exact dates of  
13:52:08 16 the things that you're describing to me, but  
13:52:11 17 I certainly remember having discussion with  
13:52:14 18 Eric Schmidt before, before the potential  
13:52:19 19 acquisition, before the acquisition of  
13:52:21 20 YouTube took place.

13:52:22 21 Q. And what do you recall about that  
13:52:24 22 conversation?

13:52:29 23 A. To the best of my ability to  
13:52:33 24 recall, I remember him telling me that they  
13:52:36 25 were considering acquiring YouTube, that I

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14:13:16 2 possibility that if a deal was not reached,  
14:13:20 3 that Viacom would either do takedown notices  
14:13:26 4 -- I think most part, MTV Network people did  
14:13:30 5 not discuss litigation. I think they  
14:13:32 6 discussed takedown notices. And the Viacom  
14:13:35 7 legal people were discussing litigation. And  
14:13:43 8 other Viacom senior executives.

14:13:51 9 Q. Mr. Cahan was an MTV Networks  
14:13:56 10 employee, right?

14:13:57 11 A. Yes.

14:13:59 12 MR. VOLKMER: I would like to mark  
14:14:00 13 Exhibit 15.

14:14:23 14 (Exhibit Wolf-15, E-mail dated  
14:14:23 15 10/9/06, Bates No. VIA02090176, marked  
14:14:23 16 for identification, this date.)

14:15:31 17 A. I've read the memo.

14:15:32 18 Q. And this is an e-mail sent by Adam  
14:15:36 19 Cahan to Michael Wolf on October 9, 2006.  
14:15:39 20 Mr. Cahan writes in the first sentence, "I  
14:15:42 21 feel very strongly the time is now for Google  
14:15:44 22 to negotiate with us, otherwise, we need to  
14:15:46 23 threaten all content comes down from  
14:15:49 24 YouTube," and in the concluding sentence of  
14:15:51 25 that paragraph, he says, "If we threaten we

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14:15:54 2 can use it in negotiations for a better  
14:15:56 3 deal."

14:15:56 4 So the policy that Mr. Cahan is  
14:15:59 5 advocating here is that MTVN should not  
14:16:03 6 request the removal of its content but should  
14:16:05 7 keep that content up on YouTube and threaten  
14:16:07 8 to remove it to gain leverage in the  
14:16:10 9 negotiations, right?

14:16:11 10 MR. ZUROFSKY: Objection.

14:16:14 11 MS. KOHLMANN: Objection.

14:16:15 12 A. These are the kind -- we are  
14:16:16 13 anxious to get to a deal and these are the  
14:16:19 14 kind of levers that we would use in any deal  
14:16:22 15 that we were considering. We try to figure  
14:16:25 16 out what -- where, where we had leverage and  
14:16:27 17 where we did not.

14:16:29 18 Q. And you thought that you had  
14:16:30 19 leverage by threatening to issue takedown  
14:16:36 20 notices against YouTube, correct?

14:16:38 21 A. That was the --

14:16:42 22 MR. ZUROFSKY: Objection. Go  
14:16:44 23 ahead.

14:16:44 24 A. That was the general thinking at  
14:16:45 25 MTV Networks at the time.

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14:16:54 2 Q. So if all of the MTVN content had  
14:16:57 3 disappeared from YouTube in that time frame,  
14:16:59 4 MTVN would have been in a worse negotiating  
14:17:02 5 position, right?

14:17:03 6 MR. ZUROFSKY: Objection.

14:17:04 7 MS. KOHLMANN: Objection.

14:17:05 8 A. You're asking me a hypothetical  
14:17:09 9 question, sir?

14:17:11 10 Q. I am.

14:17:12 11 A. I can just give you an answer, you  
14:17:16 12 know, based on my own opinion. I think on  
14:17:22 13 one side, MTV Networks would have had less  
14:17:25 14 leverage. On the other side, YouTube were  
14:17:33 15 hardly worse off not having MTV Networks'  
14:17:37 16 content.

14:17:37 17 Q. But in this time frame, MTVN did  
14:17:51 18 not have a policy of requesting that YouTube  
14:17:54 19 remove its content when it became aware of  
14:17:56 20 the presence of that content, right?

14:17:59 21 MR. ZUROFSKY: Objection.

14:18:00 22 MS. KOHLMANN: Objection.

14:18:00 23 A. I don't recall what our stance was  
14:18:10 24 with YouTube, but to the best of my  
14:18:12 25 recollection, we did not ask for takedowns

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15:31:05 2 A. Yes.

15:31:09 3 Q. And is that 20 percent figure also  
15:31:11 4 based on a back-of-the-envelope calculation  
15:31:15 5 as opposed to a scientific study?

15:31:18 6 MS. KOHLMANN: Objection.

15:31:19 7 A. I don't recall at that point. By  
15:31:22 8 then we were looking at the number of clips.  
15:31:24 9 We were looking at the number of views for  
15:31:27 10 top clips and -- and it did appear that MTV  
15:31:37 11 Networks' content was -- was a large  
15:31:40 12 percentage or was a significant percentage of  
15:31:43 13 YouTube consumption.

15:31:46 14 Q. And had MTVN or Viacom undertaken a  
15:31:53 15 scientific study to make that determination?

15:31:56 16 MR. ZUROFSKY: Objection.

15:31:57 17 MS. KOHLMANN: Objection.

15:31:58 18 A. I'm not sure how scientific either  
15:32:05 19 ratings on the internet or television, that  
15:32:09 20 kind of analysis is. I do know one way or  
15:32:13 21 the other, that we had engaged our research  
15:32:20 22 people to examine and analyze the YouTube,  
15:32:28 23 the consumption of YouTube clips, that it's  
15:32:32 24 reflected here or not, I don't remember.

15:32:33 25 Q. And in this message, you say that

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15:32:37 2 MTVN had undertaken a very quick analysis and  
15:32:40 3 it was back of the envelope. Does that lead  
15:32:46 4 to the conclusion that this was more along  
15:32:48 5 the lines of a nonscientific study?

15:32:50 6 MS. KOHLMANN: Objection.

15:32:52 7 MR. ZUROFSKY: Objection.

15:32:52 8 A. It could be, it could not be. I  
15:32:54 9 just don't remember at the time.

15:32:55 10 Q. But you wrote this message to  
15:33:06 11 Mr. Schmidt saying that this was a  
15:33:07 12 back-of-the-envelope calculation, right?

15:33:09 13 A. Yes, I did.

15:33:10 14 Q. And that was an accurate statement  
15:33:12 15 as far as you were concerned, correct?

15:33:15 16 MR. ZUROFSKY: Objection.

15:33:17 17 MS. KOHLMANN: Objection.

15:33:18 18 A. Yes.

15:33:54 19 Q. If you can turn to the second to  
15:33:57 20 last paragraph, the one that starts, "As you  
15:34:01 21 can imagine," and the second sentence is, "As  
15:34:06 22 importantly we're drawing increasingly  
15:34:11 23 uncomfortable with the time passing and feel  
15:34:13 24 that we cannot allow our content to be at  
15:34:15 25 YouTube in its current form."

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15:34:18 2 A. Yes.

15:34:19 3 Q. Are you telling Mr. Schmidt there  
15:34:21 4 that to date Viacom and MTVN had been  
15:34:24 5 allowing its content to be on YouTube?

15:34:28 6 MR. ZUROFSKY: Objection.

15:34:29 7 MS. KOHLMANN: Objection.

15:34:30 8 A. While we were issuing takedown  
15:34:42 9 notices against some of the content, there  
15:34:44 10 was other content which we were allowing to  
15:34:46 11 continue to be on YouTube.

15:34:49 12 MR. VOLKMER: Okay. We need to  
15:34:51 13 change the tape.

15:34:52 14 THE VIDEOGRAPHER: The time is  
15:34:53 15 3:33, and this ends tape number 2 in the  
15:34:55 16 videotaped deposition of Michael Wolf.

15:34:58 17 (A brief recess was taken.)

15:40:56 18 THE VIDEOGRAPHER: The time is  
15:42:10 19 3:40 p.m., and this begins tape number 3  
15:42:13 20 in the videotaped deposition of Michael  
15:42:16 21 Wolf.

15:42:16 22 MR. VOLKMER: I would like to mark  
15:42:17 23 Exhibit 20.

15:42:26 24 (Exhibit Wolf-20, E-mail dated  
15:42:26 25 12/19/06, Bates No. VIA00174505, marked

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15:42:27 2 for identification, this date.)

15:42:27 3 Q. This is an e-mail exchange that  
15:42:37 4 Viacom produced in this litigation between  
15:42:39 5 Michael Wolf and Adam Cahan on December 19,  
15:42:46 6 2006, and in the last in time e-mail Mr.  
15:42:49 7 Cahan writes, "I think when we issue the  
15:42:52 8 takedown we will hear from them."

15:42:55 9 Did you take this to mean that  
15:42:58 10 Mr. Cahan suspected that when Viacom issued a  
15:43:02 11 mass takedown to YouTube that Google would  
15:43:04 12 come back to the negotiating table?

15:43:07 13 MR. ZUROFSKY: Objection.

15:43:09 14 A. Yes.

15:43:15 15 Q. And was that part of the  
15:43:17 16 negotiating strategy?

15:43:19 17 MR. ZUROFSKY: Objection.

15:43:19 18 MS. KOHLMANN: Objection.

15:43:20 19 A. Yes.

15:43:31 20 Q. And what were the reasons that MTVN  
15:43:34 21 employed that strategy of issuing a massive  
15:43:37 22 takedown to YouTube in order to get Google to  
15:43:40 23 come back to the negotiating table?

15:43:41 24 MR. ZUROFSKY: Objection.

15:43:42 25 MS. KOHLMANN: Objection.

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15:43:42 2 A. In the normal course of a  
15:43:48 3 negotiation, each side uses the levers that  
15:43:52 4 it would have. And one of the levers and one  
15:43:58 5 of the different terms of the negotiation  
15:44:00 6 would be how many clips that Viacom would  
15:44:05 7 allow or MTV Networks really would allow to  
15:44:10 8 have on YouTube. This is no different than  
15:44:14 9 the kind of negotiations we would be in with  
15:44:18 10 a cable operator where we would say to a  
15:44:20 11 cable operator come X date we will be -- our  
15:44:25 12 channel will go black. This is the kind of  
15:44:28 13 back and forth that happens in this kind of a  
15:44:31 14 negotiation.

15:44:32 15 Q. So the threat of a massive takedown  
15:44:52 16 was one of the levers that MTVN was using to  
15:44:57 17 extract better terms from Google?

15:44:59 18 MR. ZUROFSKY: Objection.

15:45:00 19 MS. KOHLMANN: Objection.

15:45:01 20 A. It was one of the different levers  
15:45:05 21 that MTV Networks was using in order to get  
15:45:11 22 to the deal that we wanted.

15:45:16 23 Q. And actually issuing a massive  
15:45:18 24 takedown was also one of the levers?

15:45:21 25 MR. ZUROFSKY: Objection.

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15:45:22 2 MS. KOHLMANN: Objection.

15:45:22 3 A. I don't know if we had issued, at  
15:45:30 4 that point, a massive takedown.

15:45:32 5 Q. Mr. Cahan says, "So far we have  
15:45:37 6 29,000 clips I expect that number to double,"  
15:45:42 7 suggested massive takedown had not yet  
15:45:44 8 issued, correct?

15:45:45 9 MS. KOHLMANN: Objection.

15:45:46 10 MR. ZUROFSKY: Objection.

15:45:47 11 A. I don't know. I don't know if he  
15:45:50 12 meant we've taken down 29,000 clips, or I  
15:45:54 13 really just don't know. It's not clear from  
15:45:56 14 this memo.

15:45:56 15 Q. Do you have any independent  
15:45:58 16 recollection of MTVN accumulating clips so  
15:46:04 17 that they could send one massive takedown to  
15:46:06 18 YouTube as opposed to sending takedown  
15:46:09 19 notices as they became aware of the content?

15:46:11 20 MR. ZUROFSKY: Objection.

15:46:12 21 MS. KOHLMANN: Objection.

15:46:13 22 A. I recall that as part of my  
15:46:18 23 discussion with one of the MTV Networks'  
15:46:23 24 lawyers, I recall that we did discuss that  
15:46:26 25 they would identify a large number of clips

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15:46:29 2 and --

15:46:31 3 MS. KOHLMANN: I'm going to just  
15:46:33 4 caution you not to disclose any  
15:46:35 5 attorney-client privileged information.

15:46:37 6 THE WITNESS: Okay.

15:46:37 7 MR. ZUROFSKY: You said that that  
15:46:38 8 lawyer was acting on your behalf of MTV  
15:46:40 9 Networks, that is an attorney-client  
15:46:43 10 relationship with them.

15:46:44 11 A. Okay. Then --

15:46:53 12 Q. Setting aside any communications  
15:46:56 13 you had with MTV or Viacom lawyers, do you  
15:47:00 14 have any independent recollection of Viacom  
15:47:02 15 or MTVN accumulating clips to send to YouTube  
15:47:07 16 in one massive takedown notice instead of  
15:47:10 17 sending notices as they became aware of the  
15:47:12 18 content?

15:47:13 19 MR. ZUROFSKY: Objection.

15:47:14 20 MS. KOHLMANN: Objection.

15:47:15 21 A. In general we identified the clips  
15:47:22 22 and then had a sense for how many clips would  
15:47:27 23 be available so that we could decide when and  
15:47:31 24 if we sent a takedown notice, what would be  
15:47:35 25 the number of clips and in what shows.

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15:47:38 2 Q. Do you recall there being certain  
15:47:49 3 criteria that MTVN applied in making  
15:47:53 4 determinations about whether to send takedown  
15:47:56 5 notices or clips?

15:48:00 6 MS. KOHLMANN: Objection.

15:48:01 7 A. I don't recall specifically. There  
15:48:03 8 may have been some. I just don't remember.

15:48:05 9 Q. Do you remember there being any  
15:48:08 10 criteria that were based on length of the  
15:48:11 11 clip in determining whether or not MTVN  
15:48:17 12 should issue takedown notices?

15:48:19 13 MS. KOHLMANN: Objection.

15:48:20 14 MR. ZUROFSKY: Objection.

15:48:21 15 A. I don't recall.

15:48:21 16 Q. What about particular networks or  
15:48:31 17 franchises, do you remember whether a  
15:48:34 18 particular clip was associated with a network  
15:48:37 19 or franchise being a factor in whether Viacom  
15:48:41 20 would issue a takedown notice?

15:48:43 21 MS. KOHLMANN: Objection.

15:48:43 22 A. And, again, I'm really -- it's very  
15:48:51 23 difficult to remember these things. I  
15:48:54 24 believe that there were clips that we did not  
15:48:56 25 want to take down, for example, clips from

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15:49:01 2 John Stewart and Steven Colbert, and that  
15:49:04 3 there were other clips that we felt we should  
15:49:09 4 take down. I just don't remember what were  
15:49:11 5 the types of clips that we took down and not.

15:49:14 6 Q. And why do you think that Viacom  
15:49:16 7 wanted the John Stewart and Steven Colbert  
15:49:19 8 clips to stay up on the YouTube site?

15:49:21 9 MR. ZUROFSKY: Objection.

15:49:22 10 MS. KOHLMANN: Objection.

15:49:23 11 A. This was an MTV Networks' decision.

15:49:25 12 Q. Okay. I'll restate the question.

15:49:26 13 Thank you.

15:49:27 14 Why do you think that MTVN wanted  
15:49:29 15 the John Stewart and Steven Colbert clips to  
15:49:32 16 stay up on the YouTube website?

15:49:35 17 MR. ZUROFSKY: Objection.

15:49:36 18 MS. KOHLMANN: Objection.

15:49:36 19 A. And so I'm really giving you my  
15:49:42 20 speculation today.

15:49:42 21 Q. Sure.

15:49:42 22 A. But we were concerned that both  
15:49:49 23 John Stewart and Steven Colbert believed that  
15:49:53 24 their presence on YouTube was important for  
15:49:58 25 their ratings as well as for their

DAVID FELDMAN WORLDWIDE, INC.

805 Third Avenue, New York, New York 10022 (212)705-8585



1 Wolf

15:50:00 2 relationship with their audiences, and -- and  
15:50:06 3 to a large extent the MTV Networks senior  
15:50:10 4 team shared that belief.

15:50:12 5 Q. And did you share that belief?

15:50:15 6 A. I did.

15:50:15 7 Q. Can you think of any other programs  
15:50:18 8 that fell under that category you just  
15:50:20 9 discussed other than Mr. John Stewart's show  
15:50:24 10 and Mr. Colbert's show?

15:50:28 11 A. There are probably others. I  
15:50:32 12 can't, you know, I can't remember which ones  
15:50:34 13 specifically, but overall in a company where  
15:50:38 14 the networks are aimed at a younger audience  
15:50:42 15 which would tend to be the same audience as  
15:50:44 16 YouTube, we need to strike the right balance  
15:50:47 17 between clips that we left up and clips that  
15:50:50 18 we decided to take down.

15:51:50 19 MR. VOLKMER: I am going to mark  
15:51:52 20 Exhibit 21.

15:51:52 21 (Exhibit Wolf-21, E-mail dated  
15:51:52 22 12/23/06, Bates No. VIA00173284, marked  
15:52:14 23 for identification, this date.)

15:52:14 24 Q. This is an e-mail that Viacom  
15:52:50 25 produced in this litigation, it's from Adam

1 Wolf

15:52:53 2 Cahan to Judy McGrath and Michael Wolf dated  
15:52:57 3 December 23, 2006.

15:52:58 4 In the first paragraph, Mr. Cahan  
15:53:01 5 writes, "As you know, we are gearing up for a  
15:53:03 6 very significant takedown at YouTube by  
15:53:07 7 January 2nd, 3rd, by last count the number  
15:53:09 8 was 50 to 70,000 clips, I suspect that number  
15:53:14 9 will grow before we are complete."

15:53:16 10 So is it your understanding that  
15:53:21 11 Viacom was continuing the project of  
15:53:23 12 identifying clips and not asking that they be  
15:53:27 13 removed so that there could be one massive  
15:53:29 14 takedown notice sent?

15:53:31 15 MS. KOHLMANN: Objection.

15:53:31 16 A. I don't know if it was MTV  
15:53:34 17 Networks. I'm sorry. I don't know if it was  
15:53:36 18 MTV Networks or Viacom. Could you repeat  
15:53:40 19 your question?

15:53:40 20 Q. Sure. Was it your understanding  
15:53:42 21 that either Viacom or MTVN was continuing a  
15:53:46 22 project of identifying clips and not asking  
15:53:49 23 that they be removed so that there would be  
15:53:52 24 one massive takedown notice sent to YouTube?

15:53:55 25 MR. ZUROFSKY: Objection.

**Schapiro Exhibit 11**

UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

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THE FOOTBALL ASSOCIATION )  
 PREMIER LEAGUE LIMITED AND )  
 BOURNE CO., ET AL., ON BEHALF )  
 OF THEMSELVES AND ALL OTHERS )  
 SIMILARLY SITUATED,, )  
 )  
 PLAINTIFFS, )  
 vs. ) 07 CIV. 3582 (LLS)  
 )  
 YOUTUBE, INC., YOUTUBE, LLC )  
 AND GOOGLE, INC.,, )  
 )  
 DEFENDANTS. )

---

VIACOM INTERNATIONAL INC., )  
 COMEDY PARTNERS, COUNTRY MUSIC )  
 TELEVISION, INC., PARAMOUNT )  
 PICTURES CORPORATION, AND )  
 BLACK ENTERTAINMENT )  
 TELEVISION, LLC, )  
 )  
 PLAINTIFFS, )  
 vs. ) 07 CIV. 2103 (LLS)  
 )  
 YOUTUBE, INC., YOUTUBE, LLC )  
 AND GOOGLE, INC.,, )  
 )  
 DEFENDANTS. )

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VIDEOTAPED DEPOSITION OF COURTNEY NIEMAN  
 WEDNESDAY, DECEMBER 16, 2009  
 PALO ALTO, CALIFORNIA

Job No. 18293

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UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

---o0o---

THE FOOTBALL ASSOCIATION )  
PREMIER LEAGUE LIMITED AND )  
BOURNE CO., ET AL., ON BEHALF )  
OF THEMSELVES AND ALL OTHERS )  
SIMILARLY SITUATED,, )

PLAINTIFFS, )  
vs. )

07 CIV. 3582 (LLS)

YOUTUBE, INC., YOUTUBE, LLC )  
AND GOOGLE, INC.,, )

DEFENDANTS. )

VIACOM INTERNATIONAL INC., )  
COMEDY PARTNERS, COUNTRY MUSIC )  
TELEVISION, INC., PARAMOUNT )  
PICTURES CORPORATION, AND )  
BLACK ENTERTAINMENT )  
TELEVISION, LLC, )

PLAINTIFFS, )  
vs. )

07 CIV. 2103 (LLS)

YOUTUBE, INC., YOUTUBE, LLC )  
AND GOOGLE, INC.,, )

DEFENDANTS. )

VIDEOTAPED DEPOSITION OF COURTNEY NEIMAN,  
TAKEN ON BEHALF OF THE DEFENDANTS, AT 9:28 A.M.,  
WEDNESDAY, DECEMBER 16, 2009 AT 650 PAGE MILL ROAD,  
PALO ALTO, CALIFORNIA BEFORE MARY JACKSON, CSR NO.  
8688, PURSUANT TO NOTICE.

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A P P E A R A N C E S

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ALSO PRESENT: OSAMA HUSSAIN, BayTSP Counsel  
STUART PETTIGREW, Videographer

1 identification.)

2 12:08 MR. KRAMER: Q. Do you recognize

3 Exhibit 15?

4 12:08 A. Yes, I do.

5 12:08 Q. What is it?

6 12:08 A. It's a -- hang on. I'm getting to the

7 page where there's actually printing. Holy smokes.

8 We cut down a forest to do this one.

9 12:08 Q. Mm-hmm.

10 12:08 A. I don't recall this format of this report.

11 However, I do recall the report in general. It was

12 part of the weekly process of informing our clients

13 what we did based on their instructions.

14 12:08 Q. In Exhibit 15, there is an e-mail exchange

15 on the cover page between Bay and Viacom

16 representatives including Ms. Hallie, Mr. Cahan,

17 you're included as a cc. In the first in time

18 message, Ms. Arizala says, "Please review the

19 enclosed YouTube, Google Video, MySpace and Yahoo!

20 Video approved notice sent rule."

21 12:09 A. Mm-hmm.

22 12:09 Q. Do you know what that's a reference to?

23 12:09 A. It would be, here's the report for the

24 actions you told us to take.

25 12:09 Q. But I'm specifically asking about the

1 "approved notice sent rule," not the report itself.

2 12:09 A. I don't know what -- what Deana -- why she  
3 chose that phrase. But in my dealings with Deana as  
4 a manager, that's -- I would ask her what she meant  
5 by that.

6 12:09 Q. The last four pages of Exhibit 15 --

7 12:09 A. Yeah.

8 12:09 Q. -- are one-page charts entitled MTV Agent  
9 Asset Rule List for each of the four services  
10 Ms. Arizala mentions in her message: YouTube,  
11 MySpace, Google Video, and Yahoo! And there is a  
12 list of shows in common among each of the four  
13 lists. Do you see that?

14 12:10 A. Yes.

15 12:10 Q. Do you recognize this as the rules that  
16 BayTSP was to follow with respect to each of those  
17 services at the time?

18 12:10 A. I recall that this table was the  
19 representation of what client services, Deana,  
20 myself, understood as to how BayTSP was to enforce  
21 these titles.

22 12:10 Q. Got it. You were involved in helping to  
23 prepare these asset agent rule lists?

24 12:10 A. Inasmuch as the manager of client services  
25 e-mails, phone calls, yeah, I'm sure it came up.



1 12:11 Q. Okay.

2 12:11 A. Please do this; please do that.

3 12:11 Q. If you take a look at the -- let me see if

4 I can do it this way. Can you explain to me what

5 these rules were looking at, these charts as of

6 November 6th, 2006?

7 12:11 A. Yes. We will take, for example, column

8 one would be the content order. So Spice TV, Comedy

9 Central, Viacom in general, Country Music

10 Television, blah, blah, blah. The second one would

11 be the specific network of that content holder that

12 those titles belong to. And then notices were to be

13 sent on the complete entire show versus a clip, some

14 subset, and, with God as my witness, I don't

15 remember what -- other than looking at it here, that

16 the rule would be to -- would be used to define what

17 is a clip.

18 12:12 Q. On which action should be taken, right?

19 12:12 A. Yeah. So full was fairly straightforward.

20 It's the whole episode. Whereas -- whether it had

21 commercials or not was irrelevant. It was, did you

22 have the whole show? Clip would have been anything

23 less than the whole show. So two and a half would

24 be in minutes as opposed to seconds or days or

25 greater.

1 12:12 Q. So these charts reflect that at this time,  
2 the full episode rule was in effect at YouTube,  
3 right?

4 12:12 MR. COX: Objection. Document speaks for  
5 itself.

6 12:12 MS. COLEMAN-BISHOP: Mischaracterizes --  
7 objection mischaracterizes the document.

8 12:13 THE WITNESS: Okay. I'm lost.

9 12:13 MR. KRAMER: Q. Sure.

10 12:13 A. Because I don't -- as I read this, these  
11 rules for engagement were for -- "please review the  
12 enclosed YouTube, Google Video, MySpace, Yahoo!  
13 Video."

14 12:13 Q. We have one page for each of the four  
15 services that you just mentioned, and on each page  
16 there are the rules that you just described, but  
17 they differ.

18 12:13 A. Oh, okay.

19 12:13 Q. So for the page entitled YouTube Approved  
20 Notice Sent, which is the first of the four  
21 charts --

22 12:14 A. Yes. There is full rule -- full assets is  
23 the rule for the YouTube page; full assets is for  
24 the Google page; full assets and some clips for  
25 MySpace; and full assets and some clips for Yahoo!

1                   That's what that tells me.

2           12:14                   Q.   And my question is, do you have any  
3                   insight into why the rules for YouTube and Google  
4                   Video were different than the rules for MySpace and  
5                   Yahoo! at the time?

6           12:14                   A.   No.

7           12:14                   MS. COLEMAN-BISHOP:  Objection.  Calls for  
8                   speculation.

9           12:14                   THE WITNESS:  No, I do not.

10          12:14                   MR. KRAMER:  Q.   Were you communicating  
11                  Viacom's takedown rules to YouTube at the time?

12          12:14                   A.   No.

13          12:14                   Q.   Why not?

14          12:14                   A.   We didn't communicate our practices to  
15                  anyone.  To -- I mean inasmuch as I didn't tell  
16                  YouTube or MySpace or AT&T or Canada Net, I didn't  
17                  tell -- I and none of my staff would have  
18                  communicated any rules.  We just sent the DMCA  
19                  notice.

20          12:15                   Q.   Were you under instructions not to reveal  
21                  Viacom's takedown rules to YouTube?

22          12:15                   A.   If it's in the -- if it's in my NDA or  
23                  work rules.  I don't remember somebody giving me an  
24                  explicit instruction.  I don't recall somebody  
25                  saying, don't tell, but --

1 12:15 Q. Do you think it would have helped YouTube  
2 follow Viacom's wishes with respect to having its  
3 content appear on YouTube --

4 12:15 MS. COLEMAN-BISHOP: Objection. Calls for  
5 speculation. No matter where you go with the  
6 question, it's going to call for speculation.

7 12:15 MR. KRAMER: Yeah, but you have to let me  
8 get the question so the record's clear, and then  
9 you can object. And if I think your objection --

10 12:16 MS. COLEMAN-BISHOP: Don't lecture me on  
11 how to defend a --

12 12:16 MR. KRAMER: No, Counsel, it's not just  
13 proper. It's just not proper. You have to let me  
14 get the question out so we can make the record, and  
15 then if you have an objection, you can make it. I  
16 can decide whether I want to restate the question or  
17 not. But if you object in the middle of the  
18 question, we don't even know whether your objection  
19 is going to be meritorious. So just wait until I  
20 get the question out. That's all. Just courtesy.  
21 Okay?

22 12:16 MR. KRAMER: Q. Do you think it would  
23 have helped YouTube follow Viacom's wishes with  
24 respect to having its content appear on YouTube if  
25 Viacom had communicated these kinds of rules to

1 putting them together and creating a new -- a new  
2 piece of art, a new whatever you want to call it,  
3 putting a new voice stream over a clip for humor  
4 sake. That's -- taking more than one piece of  
5 original work and reworking it to come up with  
6 something else.

7 1:11 And that's when I -- someone told me about  
8 Andy Warhol. I mean I knew of the images. I just  
9 didn't realize that was of consequence. He took  
10 something everybody knew, an icon, and did something  
11 to it and made it different. So Andy Warhol's  
12 pictures, in my mind, were a mash-up.

13 1:11 What defines a clip? I don't know that I  
14 ever got that answered. You know, let's go to the  
15 clip. You know, in sports, I don't know. So I  
16 don't know. It was -- it was struggling to  
17 understand the process.

18 1:11 Q. So the next question on the list is one  
19 about which I'd like to ask you. You asked  
20 Mr. Ishikawa, "Is setting any time limit arbitrary?"  
21 Sitting here today, do you believe that setting time  
22 limits for the clips that should be taken down  
23 versus the clips that should be left up was an  
24 arbitrary process?

25 1:12 MS. COLEMAN-BISHOP: Object to form.

1 1:12 THE WITNESS: I don't have an opinion.

2 1:12 MR. KRAMER: Q. Okay. How about back

3 when you were a manager at BayTSP?

4 1:12 A. Same answer. I didn't have an opinion.

5 Did what I was told.

6 1:12 MR. COX: Same objection.

7 1:12 MR. KRAMER: Fair enough.

8 1:12 MS. COLEMAN-BISHOP: Can I ask a quick

9 question here?

10 1:12 MR. KRAMER: Sure.

11 1:12 MS. COLEMAN-BISHOP: Courtney, what

12 exactly is a mash-up? What is your understanding of

13 one?

14 1:12 THE WITNESS: Two or more pieces of

15 original work being put together to create a third.

16 1:12 MS. COLEMAN-BISHOP: Okay.

17 1:13 (Whereupon Exhibit No. 18 was marked for

18 identification.)

19 1:13 MR. KRAMER: Q. Okey doke. Exhibit 18

20 is an e-mail exchange between BayTSP and MTVN

21 representatives on which you were copied with the

22 subject line, Video Takedown 11/14/2006. And

23 contained within the e-mail exchange itself, there

24 is a report entitled MTV Network's Video Takedown

25 Update. That's at the bottom of the first page.

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The title is on the bottom of the first page. Then the report starts on page 2.

1:14 A. Yes.

1:14 Q. Let me ask you if you've seen reports like this at BayTSP?

1:14 A. Yes.

1:14 Q. This is a report on the application of the Viacom takedown effort through BayTSP on that day, November 14th, 2006, right?

1:14 A. Yes.

1:14 Q. And in the chart at the top of page 2 there are the four services that we looked at earlier: YouTube, MySpace, Yahoo! Video, and Google Video, right?

1:14 A. Yes.

1:14 Q. So am I reading the chart correctly in saying that it shows on that day BayTSP sent takedown notices for 22 episodes and 36 clips on YouTube?

1:14 A. Yes.

1:14 Q. Okay. In the next column it says, "Passed on." Do you know what that means?

1:15 A. Means we determined what we saw didn't fall within the rules that we had been given, too long, too short, it wasn't the clip.

1 1:15 Q. So on that day, Bay found and sent  
2 takedown notices to YouTube for 58 videos containing  
3 what it thought was Viacom content?

4 1:15 A. Yes.

5 1:15 Q. And on that day, it also found and left  
6 out or passed on 555 videos on the YouTube service,  
7 right?

8 1:15 A. Of the ones they reviewed, yes.

9 1:15 Q. So 555 clips that were passed on because  
10 they fell outside of Viacom's takedown rules, right?

11 1:15 MR. COX: Objection. Asked and answered.

12 1:15 THE WITNESS: Trying to make sure I  
13 understand. I believe that is correct.

14 1:16 MR. KRAMER: Q. And the reason that  
15 BayTSP left up on YouTube those 555 clips it found  
16 was because Viacom directed BayTSP to leave them up,  
17 right --

18 1:16 MR. COX: Objection. Calls for  
19 speculation.

20 1:16 MR. KRAMER: Q. -- as part of its  
21 instructions?

22 1:16 A. No, that would not be correct.

23 1:16 Q. Why is that not correct?

24 1:16 A. We were not given instructions, per se, of  
25 what to leave up.



1 1:16 Q. Fair enough. The converse of an  
2 instruction to take something down, however, is it  
3 implicitly to leave it up, right?

4 1:16 A. Yes.

5 1:16 Q. Okay. In the next table down in the  
6 document, there's a chart labeled P2P?

7 1:17 A. Yes.

8 1:17 Q. Can you explain what that shows?

9 1:17 A. Those were files that we found on those  
10 three P2P networks: Gnutella, eDonkey and  
11 BitTorrent.

12 1:17 Q. That you believed contained Viacom  
13 content?

14 1:17 A. Yes.

15 1:17 Q. And so on that day, BayTSP representatives  
16 identified 7,626 pieces of Viacom content on the  
17 BitTorrent service, correct?

18 1:17 A. That's what this report would suggest.

19 1:17 Q. So Bay had found a far greater volume of  
20 what it thought was Viacom content on P2P networks  
21 that day than it had found on YouTube, right?

22 1:17 MR. COX: Object to the form.

23 1:18 THE WITNESS: It would be an inaccurate  
24 comparison.

25 1:18 MR. KRAMER: Q. Hmm. Well, I suppose I

1 should ask you why that's an inaccurate comparison.

2 1:18 A. Why can't you make a Yugo go as fast as a  
3 drag race rail car?

4 1:18 Q. I take it you're a fan of car racing. I'm  
5 getting that sense.

6 1:18 A. It is not designed to do so. Why can't  
7 you find bags of oranges that have counts of upwards  
8 to 1,000 like you would if you bought a bag of  
9 peanuts? It's apples and oranges. You can't make  
10 that comparison.

11 1:18 The kind of things you can find on a P2P  
12 network have a broader base, a global base, than you  
13 would find on a particular video service regardless  
14 of service. So --

15 1:19 Q. Can you elaborate on that?

16 1:19 A. There's no relationship between the number  
17 we found or passed on a service -- on a single point  
18 of source, MySpace server, than we would find on the  
19 untold -- and I say that because I don't know -- the  
20 untold number of BitTorrent servers that are out  
21 there on the planet Earth. There's more  
22 possibilities to find things on BitTorrent than you  
23 would find on YouTube or MySpace or whatever just  
24 because of the sheer number of source points.

25 1:19 Q. Okay. Let's -- let me come it at slightly

1 differently. In the chart beneath the P2P chart  
2 there's a list by asset of Viacom content --

3 1:20 A. Mm-hmm.

4 1:20 Q. -- that rolls up into the 22 episodes, 36  
5 clips and 556 clips passed on for the day, right?

6 1:20 A. Yes.

7 1:20 Q. And so on that given day Viacom  
8 encountered 316 different pieces of content on the  
9 YouTube service that appeared to contain content  
10 from South Park, it took down one clip?

11 1:20 A. Yes.

12 1:20 Q. It took down one clip, and it passed on  
13 315, correct?

14 1:20 A. Yes.

15 1:20 Q. So I'm reading that correctly. The counts  
16 for the P2P services that appear in the chart above  
17 the asset-by-asset breakdown --

18 1:20 A. Mm-hmm.

19 1:20 Q. -- those counts were for the same list of  
20 assets that appear in the breakdown beneath it,  
21 right?

22 1:20 MR. COX: Object to form, lacks  
23 foundation.

24 1:21 THE WITNESS: I don't know in that -- the  
25 start of this, I don't know if the P2P chart refers

1 to the assets below or the asset above, the European  
2 Music Awards 2006 or to the asset list below. I  
3 don't remember.

4 1:21 MR. KRAMER: Q. Take a look, if you  
5 would, at the page that starts -- the page that ends  
6 with the Bates No. BayTSP 522. See that's the topic  
7 heading P2P Not Sent?

8 1:21 A. Excuse me. Yes.

9 1:21 Q. And there's a breakdown by asset which  
10 matches the same assets in the --

11 1:21 A. Okay.

12 1:21 Q. -- prior YouTube chart, right?

13 1:21 A. Yes. Okay.

14 1:21 Q. So the totals in the P2P chart for each of  
15 the three P2P services, Gnutella, eDonkey and  
16 BitTorrent, those correspond to the specific list of  
17 assets that BayTSP was charged with identifying for  
18 YouTube as well, correct?

19 1:22 A. Yes.

20 1:22 MR. COX: Object to the form.

21 1:22 MR. KRAMER: Q. So am I reading the  
22 chart correctly that on this day, November 14, 2006,  
23 with respect to P2P services, BayTSP identified some  
24 6500 pieces of content on P2P networks that it  
25 believed contained content from Viacom's show South

1 1:34 A. No.

2 1:34 Q. Why not?

3 1:34 A. There were no rules at the time for a time  
4 limitation -- when I first became aware of YouTube,  
5 MySpace, video sharing, videos were five minutes,  
6 videos were an hour, videos were two hours. There  
7 was no rule that said, okay, you can't put up just  
8 part of it. And there was nothing there -- from the  
9 videos that I watched, I don't recall ever seeing an  
10 entire movie, hundred and two minutes in its  
11 entirety. But I can think of a number of times,  
12 including now, where you can see whole content on  
13 YouTube.

14 1:35 I like watching the Glenn Beck show. It  
15 is approximately a 38-minute, sucking out  
16 commercials, and some people put it up in two parts.  
17 Some people put it up in six parts. Some people put  
18 it up in -- so the point is, nothing about the clip  
19 identifies its source.

20 1:35 Q. Okay. But couldn't you tell if it was a  
21 full episode of South Park, that it wasn't  
22 authorized to be there?

23 1:35 A. No.

24 1:35 Q. The whole thing was there. Doesn't that  
25 give it away?

1 1:35 MR. COX: Object to the form.

2 1:36 THE WITNESS: No.

3 1:36 MR. KRAMER: Q. Do you think it's likely  
4 that someone with authority to do it at Viacom was  
5 uploading full episodes of South Park to YouTube?

6 1:36 MS. COLEMAN-BISHOP: Objection. Asked and  
7 answered, argumentative. She's already said no.  
8 She's not able to identify whether or not any one of  
9 these full episodes had any authority to be posted  
10 or did not.

11 1:36 MR. KRAMER: Okay.

12 1:36 MS. COLEMAN-BISHOP: There's no way to  
13 tell from a full episode whether or not the person  
14 that uploaded it had authority. No matter how many  
15 times you ask the question, you're going to get the  
16 same answer. The answer's no.

17 1:36 THE WITNESS: I'm with her.

18 1:36 MR. KRAMER: Q. You agree with the  
19 sentiment your attorney just expressed?

20 1:36 A. Yeah. There is no connection between what  
21 you see in YouTube, the person who posted it, and  
22 the person who produced it. There is no  
23 identifiable link.

24 1:36 Q. Meaning there's no way to tell --

25 1:36 A. Correct.

1 1:36 Q. -- whether it's authorized?

2 1:36 A. Correct.

3 1:37 (Whereupon Exhibit No. 21 was marked for  
4 identification.)

5 1:37 MS. COLEMAN-BISHOP: Can we go off the  
6 record just one second?

7 1:37 MR. KRAMER: Sure. Off the record.

8 1:37 THE VIDEOGRAPHER: The time is 1:38. Off  
9 the record.

10 1:37 (Whereupon a recess was taken.)

11 1:37 THE VIDEOGRAPHER: Time is 1:38. On the  
12 record.

13 1:37 MR. KRAMER: Q. Okay.

14 1:37 A. Okay.

15 1:37 Q. Ms. Nieman, Exhibit 21 is a similar e-mail  
16 exchange you had with someone named Misty at YouTube  
17 the same day as Exhibit 20, right?

18 1:38 A. Yes.

19 1:38 Q. Your message starts with the same list of  
20 clips on YouTube and the same requests, "Please take  
21 this down immediately." Misty responds that she  
22 removed the videos but she, too, thought that the  
23 account might have been set up by Comedy Central.  
24 Do you see that?

25 1:38 MR. COX: Object to the characterization

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of the document.

1:38 THE WITNESS: I don't know what Misty was thinking. As I read this, she had some belief that they may have come from a valid source.

1:38 MR. KRAMER: Q. And you wrote, "Referring to this account, South Park Studios, they are associated with Comedy Central, but MTVN has the exclusive rights"?

1:38 A. Yes.

1:38 Q. So you thought at that point that the user South Park Studios was associated with Comedy Central, right?

1:38 A. I believe our client informed us of that.

1:39 Q. Do you recall who specifically?

1:39 A. No, I do not.

1:39 Q. Can you turn back to Exhibit 8, which is the work digest for Project 1 for MTV?

1:39 A. Got it.

1:39 Q. And if you could look at the second page of Exhibit 8 --

1:39 A. Yes.

1:39 Q. Under where it says, "Description of Activity," it says, "YouTube is no longer an active protocol in Project 1 because of the implementation of Project 2." Do you know what that means?



1 1:49 Q. Then it has a description of activity  
2 under the project details section in this digest?  
3 1:50 A. Mm-hmm.  
4 1:50 Q. Does that accurately reflect your  
5 understanding of the project that BayTSP was tasked  
6 with by Viacom?  
7 1:50 A. Give me a moment.  
8 1:50 MR. COX: Objection. Vague, ambiguous,  
9 lacks foundation.  
10 1:50 THE WITNESS: Yes, that is an accurate  
11 description of what we were engaged to do.  
12 1:50 MR. KRAMER: Q. Okay. Do you recall  
13 Viacom giving BayTSP a specific instruction to  
14 accumulate a large list of clips on the YouTube  
15 service that BayTSP believed contained Viacom  
16 content rather than send takedowns as BTS -- as  
17 BayTSP became aware of those clips?  
18 1:51 MR. COX: Object to the form.  
19 1:51 THE WITNESS: Yes.  
20 1:51 MR. KRAMER: Q. And who gave that  
21 instruction?  
22 1:51 A. I don't recall. My recollection, it would  
23 have been Evelyn. Evelyn would have been the one  
24 who informed me.  
25 1:51 Q. Viacom instructed BayTSP to accumulate

1 clips it identified so that Viacom could send one  
2 massive takedown request to YouTube instead of  
3 sending takedowns as BayTSP became aware of clips,  
4 right?

5 1:51 MR. COX: Objection. Calls for  
6 speculation.

7 1:51 THE WITNESS: I don't know the motivation  
8 for it. I don't -- I don't know.

9 1:51 MR. KRAMER: Q. Okay. So when BayTSP  
10 would identify clips of content on the YouTube  
11 service in the course of this project that BayTSP  
12 believed contained Viacom content, BayTSP's  
13 instructions were not to send a takedown notice  
14 until 100,000 clips were accumulated, right?

15 1:52 MR. COX: Object to the form.

16 1:52 THE WITNESS: I believe the instruction  
17 was to hold the clips. I don't remember a specific  
18 number being conveyed to us initially. At some  
19 point somebody may have said 50, 80, 100, 200. I  
20 don't know. I know the instructions were to hold  
21 those notices.

22 1:52 MR. KRAMER: Q. Well, the description of  
23 the activity that is in the work digest for this  
24 project says once 100,000 infringements have been  
25 met, that was the --

1 1:52 A. Yes.

2 1:52 Q. That was the figure?

3 1:52 A. That's in February. This project began in  
4 December. When this began, I don't remember anybody  
5 giving us a target.

6 1:52 Q. Well, Exhibit 8, which is -- sorry. Not  
7 Exhibit 8. Exhibit 22 also refers to 100,000 clip  
8 figure, right?

9 1:53 A. It does, but I don't remember it.

10 1:53 Q. Hmm. You don't remember -- you do  
11 remember that it was part of the project. You just  
12 don't remember when the instruction to collect up  
13 100,000 was given?

14 1:53 A. Yes.

15 1:53 Q. Okay. Don't you recall being informed  
16 that Viacom was queuing up takedown notices as part  
17 of a strategy for dealing with YouTube?

18 1:53 MR. COX: Object to the form.

19 1:53 THE WITNESS: No.

20 1:54 (Whereupon Exhibit No. 24 was marked for  
21 identification.)

22 1:54 MR. KRAMER: Q. Exhibit 24 is an e-mail  
23 exchange between Mr. Ishikawa, Bay's CEO, and Donna  
24 Cooper of Black Entertainment Television, dated  
25 January 24th, 2007, on which you are copied. Has

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the subject BET Asset List.

1:54 A. Yes.

1:54 Q. In the last in time e-mail to Ms. Cooper, which you received, Mr. Ishikawa writes that BayTSP was, quote, queuing up the takedown notices as instructed by Adam at MTVN. Do you see that?

1:54 A. Yes.

1:54 Q. You received this e-mail, did you not?

1:55 A. Well, yes, it came into my inbox.

1:55 Q. You were informed in this e-mail, were you not, that BayTSP had been instructed by Adam at MTVN to queue up takedown notices, right?

1:55 MR. COX: Objection. Document speaks for itself.

1:55 THE WITNESS: I may have read this. It didn't register. When I would receive e-mails regarding things, I looked at: Does this matter to me; are they giving me a different set of instructions; what to take down; are we getting a new asset; are we taking down an asset? Okay. Nothing in this rings any bells to me other than that there's a woman named Donna Cooper who has some influence or direction over BET. But it doesn't tell me to start or stop anything, so I wouldn't have paid attention to it.

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client services.

1:58 MR. KRAMER: Q. Okay.

1:58 A. BayTSP, whoever would be, would be the head of that project. My role in that project, would be to oversee Deana who was the Paramount and Sarah who was Viacom. But beyond that, we didn't -- client services never dictated what was done, how it was done, why it was done, when it was done.

1:59 Q. What did it do?

1:59 A. We were told, review the infringements, send notices, build reports to inform our clients of what was sent. That's it. That's what client services did.

1:59 Q. The Sarah you're referring to is whom?

1:59 A. Cruz.

1:59 Q. And her job was what?

1:59 A. She was a client services manager.

1:59 Q. For what client?

1:59 A. I believe it was Viacom.

1:59 Q. And Deana Arizala was Paramount?

1:59 A. Yes.

1:59 Q. And they both reported to you?

1:59 A. Yes.

1:59 Q. So at this time, Viacom was learning of the presence of clips on the YouTube service that

1 BayTSP believed contained its content, and BayTSP  
2 was instructed not to send out notices for those  
3 clips, right?

4 2:00 MR. COX: Object to form, asked and  
5 answered.

6 2:00 THE WITNESS: I don't know what -- I don't  
7 know what Viacom was doing. I don't know what  
8 anybody at Viacom was doing. I just know, my level  
9 on down, don't send notices, just hold them,

10 2:00 MR. KRAMER: Q. Okay. So BayTSP was  
11 instructed to do that by Viacom, hold the notices  
12 and not send them to YouTube?

13 2:00 MR. COX: Object to the form.

14 2:00 THE WITNESS: Based solely on the chain of  
15 command, client tells service, do this; service does  
16 that. So in this case Viacom is client, BayTSP is  
17 service. Client tells services, don't send notices,  
18 we don't send notices.

19 2:01 MR. KRAMER: Q. In the client contact  
20 information section of the work digest --

21 2:01 A. Okay.

22 2:01 Q. That's Exhibit 23.

23 2:01 A. Got it.

24 2:01 Q. On the page that ends with the numbers  
25 128.

1           2:01                   A.    Okay.  Give me a second.  I'm almost  
2                                   there.  Yes.

3           2:01                   Q.    There are two attorneys from Viacom's law  
4                                   firm, Jenner & Block, listed, Mr. Hohengarten and  
5                                   Ms. Tenney?

6           2:02                   A.    Mm-hmm.

7           2:02                   Q.    How were they involved in this mass  
8                                   takedown project?

9           2:02                   MS. COLEMAN-BISHOP:  Objection.  
10                                  Attorney-client privilege.

11          2:02                   Anything that you may have any knowledge  
12                                  as to any communications with these two attorneys,  
13                                  instruct you not to answer the question so far as  
14                                  they would have been involved in any legal advice  
15                                  given to your former employer.

16          2:02                   THE WITNESS:  I don't know who they are.

17          2:02                   MR. KRAMER:  That takes care of that  
18                                  instruction.

19          2:02                   MR. KRAMER:  Q.    There was a group of  
20                                  people in Washington, D.C. working on this project,  
21                                  right?

22          2:02                   A.    Haven't a clue.

23          2:02                   Q.    Okay.  Do you recognize the name Warren  
24                                  Solow, other than the fact that it appears in this  
25                                  document?  Do you remember hearing the name?

1 3:06 Q. Okay.

2 3:06 A. More than one month.

3 3:06 Q. BayTSP finally executed on this strategy

4 of sending one mass takedown notice, right?

5 3:06 A. Yes.

6 3:06 Q. Do you remember the date?

7 3:06 A. No.

8 3:06 Q. I'll represent to you that it was

9 February 2nd, 2007. We'll come back to that. So

10 what happened on that date with respect to the

11 transmission of the notice?

12 3:06 A. They went out, I believe, in blocks. In

13 other words, we didn't -- we didn't have one e-mail

14 with 100,000 or whatever it was. I believe they

15 went out in blocks. I don't remember what the block

16 size was. And I believe they were all transmitted

17 within hours -- two, three -- I don't know for sure.

18 3:06 Q. Do you remember --

19 3:06 A. And then --

20 3:06 Q. Go ahead.

21 3:06 A. And then nothing else happened. Nobody

22 breathed a sigh of relief or tipped a glass or

23 anything. We just -- we sent notices, which is what

24 we were doing all along.

25 3:07 Q. This was just ordinary practice?



1 3:07 A. Yes.

2 3:07 Q. Really?

3 3:07 A. Yes, thousands of notices goes out of the  
4 BayTSP every day, even as we speak.

5 3:07 Q. The transmission of this mass takedown  
6 notice to YouTube was just standard ordinary  
7 operating procedure for BayTSP?

8 3:07 MR. COX: Objection. Asked and answered.

9 3:07 THE WITNESS: No. The transmission of  
10 notices is standard operating procedure.

11 3:07 MR. KRAMER: Q. But this was a big deal,  
12 right?

13 3:07 A. For Viacom, I don't know.

14 3:07 Q. Was it a big deal for Bay?

15 3:07 A. No. It was different, but it wasn't a big  
16 deal.

17 3:07 Q. How is it different?

18 3:07 A. Because normally we find and send. This  
19 was a find, hold, send. That's all.

20 3:07 Q. Who from Viacom gave the launch command to  
21 BayTSP?

22 3:07 A. I don't remember.

23 3:08 (Whereupon Exhibit No. 29 was marked for  
24 identification.)

25 3:08 MR. KRAMER: Q. Exhibit 29 is a

1 transcript of an AOL Instant Message chat between  
2 you and others on BayTSP on February 2nd, 2007,  
3 right?

4 3:08 A. Mm-hmm.

5 3:08 Q. It's just a recording of a conversation  
6 that people were having online at the time, right?

7 3:08 A. Yes.

8 3:08 Q. Your AOL Instant Message chat name is  
9 BayTSP C-A-N-N-E, correct?

10 3:08 A. Correct.

11 3:08 Q. Who is BayTSP Spider?

12 3:08 A. I don't know.

13 3:08 Q. Bay Deana, is that Deana Arizala?

14 3:09 A. Yes.

15 3:09 Q. BayTSP Spider, Mark Ishikawa?

16 3:09 A. I can't remember. It could be. I don't  
17 know.

18 3:09 Q. Did you regularly communicate using  
19 Instant Message at BayTSP?

20 3:09 A. No.

21 3:09 Q. Did you regularly have joint conversations  
22 with all of these people on Instant Messaging?

23 3:09 A. No. Instant Messaging was the -- was an  
24 exception.

25 3:09 Q. Why was it that you were having a chat

# Schapiro Exhibit 24

UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

VIACOM INTERNATIONAL, INC., COMEDY )  
PARTNERS, COUNTRY MUSIC TELEVISION, )  
INC., PARAMOUNT PICTURES )  
CORPORATION, AND BLACK )  
ENTERTAINMENT TELEVISION, LLC, )  
Plaintiffs, ) No. 07-CV-2203

vs. )

YOUTUBE, INC., YOUTUBE, LLC, AND )  
GOOGLE, INC., )  
Defendants. )

THE FOOTBALL ASSOCIATION PREMIER )  
LEAGUE LIMITED, BOURNE CO., et al., )  
on behalf of themselves and all )  
others similarly situated, )  
Plaintiffs, ) No. 07-CV-3582

vs. )

YOUTUBE, INC., YOUTUBE, LLC, AND )  
GOOGLE, INC., )  
Defendants. )

C O N F I D E N T I A L  
VIDEOTAPED DEPOSITION OF ANDREW LIN  
THURSDAY, JULY 2, 2009, 10:02 A.M.  
LOS ANGELES, CALIFORNIA

Job No. 17155

DAVID FELDMAN WORLDWIDE, INC.  
450 7th Avenue - Ste 2803, New York, NY 10123 (212)705-8585

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UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

VIACOM INTERNATIONAL, INC., COMEDY )  
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GOOGLE, INC., )

Defendants.

Videotaped deposition of ANDREW LIN taken  
on behalf of the Defendants, before  
Kimberly Reichert, Certified Shorthand Reporter No.  
10986 for the State of California, commencing at  
10:02 a.m. on Thursday, July 2, 2009, at Mayer Brown  
located at 350 South Grand Avenue, 25th Floor, Los  
Angeles, California.

1 APPEARANCES OF COUNSEL:

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3 witness:

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18 (650) 565-3508  
19 (650) 493-6811 Fax  
20 bvolkmer@wsgr.com

21 ALSO PRESENT: David Cavanaugh, Videographer  
22  
23  
24  
25

DAVID FELDMAN WORLDWIDE, INC.  
450 7th Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

10:21:13 1 Q That's the only YouTube account you've  
2 ever used in the course of performing  
3 business-related activities, the Miramax Films  
4 account?

10:21:23 5 A Oh, wait. Are you referring to my time at  
6 Paramount or --

7 Q I'm referring to any time.

8 A If I understand the question correctly,  
9 you're asking if I have ever used any nonbusiness  
10 accounts for business purposes?

10:21:43 11 Q No. Have you ever used any YouTube  
12 account aside from the Miramax Films account for  
13 business purposes?

14 A No.

10:21:56 15 Well, define "business purposes," I guess,  
16 is the question -- is what I'm asking.

17 Q Uploading clips to YouTube on behalf of  
18 your employer would be a business purpose.

19 Do you have -- are there any other YouTube  
10:22:10 20 accounts?

21 A I've never used any -- I've never used any  
22 YouTube accounts other than the official studio  
23 accounts to upload official studio trailers or clips  
24 onto YouTube.

10:22:23 25 Q Okay. So which studio accounts have you

10:22:25           1       used to upload promotional material to YouTube  
                  2       besides the Miramax Films account that we discussed  
                  3       earlier?

                  4               MR. WILKENS:  Objection as to form.

10:22:39           5               THE WITNESS:  At my time at Paramount  
                  6       Classics/Vantage --

                  7       BY MR. VOLKMER:

                  8               Q       Yes.

                  9               A       -- I would use account -- I'm sorry, the  
10:22:45           10       question was?

                  11              Q       Which studio accounts have you used to  
                  12       upload promotional material to YouTube besides the  
                  13       Miramax Films account that we discussed earlier?

                  14              A       So you're referring to the user account  
10:22:57           15       names?

                  16              Q       The user account names.  Correct.

                  17              A       At Paramount Classics there was an I.D.  
                  18       Paramount Classics and at -- and once we changed the  
                  19       name, it was -- another account was created called  
10:23:11           20       Paramount Vantage.

                  21              Q       Have you ever uploaded clips to YouTube  
                  22       using any other YouTube user name for business  
                  23       purposes besides Miramax Films, Paramount Vantage  
                  24       and Paramount Classics?

10:23:33           25              A       During --



10:23:34

1 Q Anytime.

2 A To the best of my recollection, no.

3 Q And when you were employed at Paramount  
4 Vantage, you would use YouTube to promote Paramount

10:23:54

5 Vantage films; is that right?

6 MR. WILKENS: Objection as to form.

7 THE WITNESS: Again, to promote.

8 BY MR. VOLKMER:

9 Q I'll just make this a little easier.

10:24:12

10 When you were employed at Paramount  
11 Vantage, you would use YouTube in the course of your  
12 employment; correct?

13 A Correct.

14 Q And can you describe how you would use  
15 YouTube?

10:24:23

16 A How I would use YouTube? We created  
17 accounts and we would upload trailers mainly to the  
18 account. There were -- there was a person there by  
19 the name of Kevin Donahue who helped us put the clip  
20 onto the home page of YouTube. It was a -- I would  
21 say a symbiotic relationship. They were looking for  
22 content, good content, to help them, presumably, and  
23 we felt presumably that they could also help us.

10:25:10

24 Q By providing promotional opportunities for  
25 your films?

10:25:36

11:40:22 1 appreciated it. And I was glad to see it on the  
2 home page as with any other clip on any other site's  
3 home page.

4 BY MR. VOLKMER:

11:40:33 5 Q Did you ever tell anyone that you were  
6 thrilled that it was up there?

7 A I might have. I'm not sure exactly if I  
8 used those exact words, but, yeah.

9 Q And if you could turn to the last message  
11:40:59 10 on the first page.

11 A Last message on the page or --

12 Q I'm sorry, the last --

13 A The bottom?

14 Q The bottom.

11:41:08 15 A Okay.

16 Q You say to Mr. Donahue, "Let me know if I  
17 can ever help again in praising YouTube in to the  
18 media. You guys are always pushing the bar higher."

19 Why were you offering to praise YouTube in  
11:41:25 20 the media?

21 A At that time it could be a number of  
22 things. Maybe a little personal ego to have my own  
23 name in the press. Embarrassing enough now just to  
24 admit that. But at the time I believe that I

11:41:45 25 thought that YouTube was, you know, a good service

DAVID FELDMAN WORLDWIDE, INC.

450 7th Avenue - Ste 2803, New York, NY 10123 (212)705-8585

11:41:59 1 and -- it was a good service and we, you know, used  
2 them.

3 Q Do you still think that YouTube is a good  
4 service?

11:42:12 5 A Yes.

6 Q What did you mean when you said that  
7 YouTube was pushing the bar higher?

8 A I don't recall exactly what I was  
9 referring to when I said that.

11:42:45 10 MR. VOLKMER: I'd like to mark Exhibit 6. This  
11 is a Wall Street Journal article from June 27, 2006  
12 that I printed up off of the Lexis Nexis service.

13 (Defendants' Exhibit 6 was marked for  
14 identification by the deposition officer and is  
15 attached hereto.)

11:43:15 16 MR. VOLKMER: This article is written by  
17 Kevin Delaney and it's titled "With NBC Pact,  
18 YouTube Site Tries to Build a Lasting Business."

19 Q And, Mr. Lin, you're quoted in this  
11:43:28 20 article if you turn to the third page. And it's the  
21 fifth full paragraph.

22 MR. WILKENS: You should feel free to read the  
23 article if you'd like.

24 THE WITNESS: Okay.

11:44:16 25 ///

11:44:16 1 BY MR. VOLKMER:

2 Q The quote is "'As a marketer you almost  
3 can't find a better place than YouTube to promote  
4 your movie,' says Andrew Lin, vice president for  
11:44:25 5 interactive marketing at Paramount Vantage."

6 Was that an accurate quote?

7 A Yeah, I made the quote accurately.

8 Q You were not misquoted?

9 A Correct. I was not misquoted.

11:44:45 10 Q And that statement reflects your thinking  
11 at the time, which is the summer of 2006; correct?

12 A Summer, yes. This was made -- the quote  
13 was made in the summer of 2006.

14 Q What was it about YouTube that made it  
11:45:03 15 such an effective place to market films?

16 MR. WILKENS: Objection as to form.

17 THE WITNESS: What was it in particular about  
18 YouTube? I mean, in my opinion, the -- YouTube, I  
19 believe, if I recall correctly, was very popular.  
11:45:33 20 It was a very popular place for people to watch  
21 videos and you always want to, you know, try to get  
22 your trailer or your clip in front of people in the  
23 hopes that it will appeal to them. YouTube is one  
24 of those places.

11:45:54 25 ///

11:45:54 1 BY MR. VOLKMER:

2 Q And you received approval from Paramount  
3 to provide this quote; correct?

4 A I received approval from Megan Colligan,  
11:46:11 5 who was the head of publicity at Paramount Vantage,  
6 to speak with The Wall Street Journal.

7 Q And from a marketing perspective, you  
8 believed that YouTube was superior to other online  
9 videosharing sites; is that right?

11:46:34 10 MR. WILKENS: Objection as to form.

11 THE WITNESS: No, I do not believe that I was  
12 saying that they were superior to other videosharing  
13 sites.

14 BY MR. VOLKMER:

11:46:42 15 Q No. I'm asking you what your belief was  
16 around that time.

17 Did you believe that YouTube was superior  
18 to other videosharing sites from a marketing  
19 perspective?

11:46:52 20 A No.

21 Q Do you know if Paramount Vantage ever  
22 uploaded clips to YouTube to promote the film There  
23 Will Be Blood?

24 A No. That was after my time.

11:47:27 25 Q Was No Country For Old Men also after your

DAVID FELDMAN WORLDWIDE, INC.

450 7th Avenue - Ste 2803, New York, NY 10123 (212)705-8585

# **Schapiro Exhibit 26**

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Subject: RE:  
From: "Exarhos, Tina" <EX:/O=VIACOM/OU=MTVUSA/CN=RECIPIENTS/CN=EXAROST  
>  
To: Graden, Brian  
Cc: Date: Fri, 03 Mar 2006 17:35:40 +0000

YouTube touting "official partnership"...in a way that seems, well "official." It's not. But we DID give them the content, and they did give us (as I think you saw) home page, premium positioning. Result has been overwhelming in just 24 hours. COuldn't ask for better mktg (w/ no dollars) on mtv2.

Content council couldn't be coming at better time.

---

From: Graden, Brian  
Sent: Fri 3/3/2006 12:21 PM  
To: Exarhos, Tina  
Subject: RE:

what happened with the u tube thing... i can't follow?..  
b

---

From: Exarhos, Tina  
Sent: Friday, March 03, 2006 9:19 AM  
To: Graden, Brian  
Subject: RE:

Def felt like we turned a corner! We've been working hard for that....good news, which I know is the case, we can turn the ship.

and how do you like the YouTube shitstorm this am?

---

From: Graden, Brian  
Sent: Fri 3/3/2006 12:17 PM  
To: Exarhos, Tina  
Subject: RE:

back now courtesy of air mcgrath yesterday.... i like how the other .000005 lives.... urge demo was good, if it all works.... lots of features, lots of good natured hedging... we'll see... strikes me that, without a device somehow tethered to all we put forward, you're singing to the hills... i just made that up, it's not from the john popkoski book of business analogies clearly... see you tuesday, glad you're coming.... how is your presentation?

p.s. you've heard -- yesterday was a HOME RUN... i'd say a corner was turned  
b

---

From: Exarhos, Tina  
Sent: Thursday, March 02, 2006 9:19 PM  
To: Graden, Brian  
Subject: RE:

heading out Tues am. Going to do a meeting or two, then head to SB.

---

Also, didn't realize you were finally getting in to see URGE demo today. What did u think? Wish I'd tagged along. when do u head home?

---

From: Graden, Brian  
Sent: Fri 3/3/2006 12:17 AM  
To: Exarhos, Tina  
Subject: RE:

that is fantastic!... going there now... hey when do u come out?  
b

---

From: Exarhos, Tina  
Sent: Thursday, March 02, 2006 8:30 PM  
To: Graden, Brian  
Subject:

check out #1 featured video on YouTube today....Milanakos from content we provided to promote new season + dvd.



**Schapiro Exhibit 27**

UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

VIACOM INTERNATIONAL, INC., COMEDY )  
PARTNERS, COUNTRY MUSIC TELEVISION, )  
INC., PARAMOUNT PICTURES CORPORATION, )  
AND BLACK ENTERTAINMENT TELEVISION, )  
LLC, )

PLAINTIFFS, )

VS. )

YOUTUBE INC., YOUTUBE, LLC AND )  
GOOGLE, INC., )

DEFENDANTS. )

CASE NO.  
07-CV-2103

----- )  
THE FOOTBALL ASSOCIATION PREMIER )  
LEAGUE LIMITED, BOURNE CO., ET AL., )  
ON BEHALF OF THEMSELVES AND ALL )  
OTHERS SIMILARLY SITUATED, )

PLAINTIFFS, )

VS. )

YOUTUBE, INC., YOUTUBE, LLC, AND )  
GOOGLE, INC., )

DEFENDANTS. )

CASE NO.  
07-CV-3582

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VIDEOTAPED DEPOSITION OF AMY POWELL  
TAKEN ON TUESDAY, DECEMBER 15, 2009

JOB NO. 18310

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UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

VIACOM INTERNATIONAL, INC., COMEDY )  
PARTNERS, COUNTRY MUSIC TELEVISION, )  
INC., PARAMOUNT PICTURES CORPORATION, )  
AND BLACK ENTERTAINMENT TELEVISION, )  
LLC, )

PLAINTIFFS, )

CASE NO.  
07-CV-2103

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YOUTUBE INC., YOUTUBE, LLC AND )  
GOOGLE, INC., )

DEFENDANTS. )

----- )  
THE FOOTBALL ASSOCIATION PREMIER )  
LEAGUE LIMITED, BOURNE CO., ET AL., )  
ON BEHALF OF THEMSELVES AND ALL )  
OTHERS SIMILARLY SITUATED, )

CASE NO.  
07-CV-3582

PLAINTIFFS, )

VS. )

YOUTUBE, INC., YOUTUBE, LLC, AND )  
GOOGLE, INC., )

DEFENDANTS. )

-----  
Videotaped deposition of AMY HOWELL, taken on  
behalf of the Defendants, at 350 South Grand Avenue,  
Suite 2500, Los Angeles, California, on Tuesday,  
December 15, 2009, at 9:25 a.m., before NIKKI ROY,  
CSR. No. 3052.

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APPEARANCES:

FOR THE PLAINTIFFS:

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Palo Alto, California 94304-1050  
650.565.3508  
bvolkmer@wsgr.com

ALSO PRESENT:

PAUL KOENIG, Paramount  
REBECCA PRENTICE, General Counsel, Paramount  
SCOTT McNAIR, Videographer