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10-3270

10-3342

**IN THE
UNITED STATES COURT OF APPEALS
FOR THE SECOND CIRCUIT**

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

Plaintiffs-Appellants,

(caption continued on inside cover)

ON APPEAL FROM THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

**JOINT APPENDIX
VOLUME V OF VI (Pages A-1 to A-873) – PUBLIC VERSION**

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v.

YOUTUBE, INC., YOUTUBE, LLC, GOOGLE, INC.,
Defendants-Appellees.

THE FOOTBALL ASSOCIATION PREMIER LEAGUE LIMITED, on behalf of
themselves and all others similarly situated, BOURNE CO., CAL IV
ENTERTAINMENT, LLC, CHERRY LANE MUSIC PUBLISHING COMPANY,
INC., NATIONAL MUSIC PUBLISHERS' ASSOCIATION, THE RODGERS &
HAMMERSTEIN ORGANIZATION, EDWARD B. MARKS MUSIC
COMPANY, FREDDY BIENSTOCK MUSIC COMPANY, dba Bienstock
Publishing Company, ALLEY MUSIC CORPORATION, X-RAY DOG
MUSIC, INC., FEDERATION FRANCAISE DE TENNIS, THE MUSIC FORCE
MEDIA GROUP LLC, SIN-DROME RECORDS, LTD., on behalf of themselves
and all others similarly situated, MURBO MUSIC PUBLISHING, INC., STAGE
THREE MUSIC (US), INC., THE MUSIC FORCE, LLC,
Plaintiffs-Appellants,

ROBERT TUR, dba Los Angeles News Service,
THE SCOTTISH PREMIER LEAGUE LIMITED,
Plaintiffs,

v.

YOUTUBE, INC., YOUTUBE, LLC, GOOGLE, INC.,
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Schapiro Exhibit 144

Subject: RE: BayTSP | Transformers Search Update | 5/8/07
From: "Powell, Amy - Paramount" <EX:/O=VIACOM/OU=PARAMOUNT/CN=RECIPIENTS/CN=POWELLAM>
To: Warren Kim; Perry, Alfred - Paramount; Martin, Scott - Paramount
; Salter, John - Paramount; Christiansen, Mark - Paramount
Cc: Mark M. Ishikawa; Courtney Nieman; Sarah Cruz; RADAR
Date: Wed, 09 May 2007 03:39:52 +0000

Please do NOT take this down. tx

From: Warren Kim [mailto:warrenk@baytsp.com]
Sent: Tue 5/8/2007 9:50 AM
To: Powell, Amy - Paramount; Perry, Alfred - Paramount; Martin, Scott - Paramount; Salter, John - Paramount; Christiansen, Mark - Paramount
Cc: Mark M. Ishikawa; Courtney Nieman; Sarah Cruz; RADAR
Subject: BayTSP | Transformers Search Update | 5/8/07

We have not found any additional video detections for Transformers that match the search criteria. There is a short clip of TF footage shown on the Ellen Degeneres show:

<http://www.youtube.com/watch?v=01Uky6nQJVQ>

We will not take action on this unless instructed to do so.

Thank you,

Warren Kim

Manager, Team RADAR
BayTSP, Inc.

Phone: (408) 341-2300
AIM: BayTSP Warren

Be sure to visit www.baytsp.com/weblog for the latest P2P news...

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.

Schapiro Exhibit 150

From: Evelyn Espinosa
Sent: Friday, May 05, 2006 12:20 AM
To: Mark M. Ishikawa
Subject: RE: [text] FW: Paramount [Fwd: FW: Video Rejected: Copyright Infringement]

Ask courtney/sarah
But essentially someone in csm sent infringement notices - see also my previous email from just before I went to the dentist - youtube took down the videos within minutes of receipt - they should NOT have been sent - paramount btched out youtube - youtube called us - ...

-----Original Message-----
From: Mark M. Ishikawa
Sent: Thursday, May 04, 2006 5:16 PM
To: Evelyn Espinosa
Subject: RE: [text] FW: Paramount [Fwd: FW: Video Rejected: Copyright Infringement]

no

-----Original Message-----
From: Evelyn Espinosa
Sent: Thursday, May 04, 2006 5:15 PM
To: Mark M. Ishikawa
Subject: RE: [text] FW: Paramount [Fwd: FW: Video Rejected: Copyright Infringement]

You got clarification on this yet?

-----Original Message-----
From: Mark M. Ishikawa
Sent: Thursday, May 04, 2006 4:56 PM
To: Sarah Bergman
Cc: Evelyn Espinosa; Courtney Nieman
Subject: FW: [text] FW: Paramount [Fwd: FW: Video Rejected: Copyright Infringement]

What happened here? I'm a bit confused

Mark

-----Original Message-----
From: heather gillette [mailto:heather@youtube.com]
Sent: Thursday, May 04, 2006 12:34 PM
To: Copyright-Compliance
Subject: [text] FW: Paramount [Fwd: FW: Video Rejected: Copyright Infringement]

Below is the email we received letting us know that one of the videos Baytsp had us take down was actually uploaded by paramount themselves:

<http://www.youtube.com/watch?v=R0xxWL6vvPQ>

We have restored the video.

----- Original Message -----
Subject: FW: Video Rejected: Copyright Infringement
Date: Thu, 4 May 2006 14:58:07 -0400
From: XXXXXXXXXXXXXXXXXXXX
To: <copyright@youtube.com>

this complaint was obviously placed by some rightwing nut the video is a trailer for a new

environmental film the website of the producers of the film even have a link to the trailer at YouTube

XXXXXXX

From: DMCA Complaints [mailto:copyright_counternotice@youtube.com]
Sent: Thursday, May 04, 2006 1:47 PM
To: chenson
Subject: Video Rejected: Copyright Infringement

<<http://www.youtube.com>>

Dear Member:

This is to notify you that we have removed or disabled access to the following material as a result of a third-party notification claiming that this material is infringing:

an inconvenient truth: <http://www.youtube.com/watch?v=R0xxWL6vvPQ>

Please Note: Repeat incidents of copyright infringement will result in the deletion of your account and all videos uploaded to that account. In order to avoid future strikes against your account, please delete any videos to which you do not own the rights, and refrain from uploading additional videos that infringe on the copyrights of others. For more information about YouTube's copyright policy, please read the Copyright Tips <http://www.youtube.com/t/howto_copyright> guide.

If you elect to send us a counter notice, to be effective it must be a written communication provided to our designated agent that includes substantially the following (please consult your legal counsel or see 17 U.S.C. Section 512(g)(3) to confirm these requirements):

(A) A physical or electronic signature of the subscriber.

(B) Identification of the material that has been removed or to which access has been disabled and the location at which the material appeared before it was removed or access to it was disabled.

(C) A statement under penalty of perjury that the subscriber has a good faith belief that the material was removed or disabled as a result of mistake or misidentification of the material to be removed or disabled.

(D) The subscriber's name, address, and telephone number, and a statement that the subscriber consents to the jurisdiction of Federal District Court for the judicial district in which the address is located, or if the subscriber's address is outside of the United States, for any judicial district in which the service provider may be found, and that the subscriber will accept service of process from the person who provided notification under subsection (c)(1)(C) or an agent of such person.

Such written notice should be sent to our designated agent as follows:

DMCA Complaints
YouTube, Inc.
PO Box 2053
San Mateo, CA 94401
Email: copyright@youtube.com

Please note that under Section 512(f) of the Copyright Act, any person who knowingly materially misrepresents that material or activity was removed or disabled by mistake or misidentification may be subject to liability.

Sincerely,
YouTube, Inc.

To change or cancel your email notifications, go to your email options

<http://www.youtube.com/my_profile_email>.

Copyright C 2006 YouTube, Inc.

abuse-copyright.tpl

Schapiro Exhibit 160

To: "Chad Hurley" [REDACTED]
From: "Steve Chen" [REDACTED]
Cc: "Jawed" [REDACTED]
Bcc:
Received Date: 2005-04-04 09:03:42 GMT
Subject: RE: deploying to live

Okay, cool. I think we're all in agreement then.

So, Chad, if you can figure out a way to blend together the two, HotOrNot and Flickr, into one common site, let's hear it! One problem I saw with the channels was that it's not just about channels but like all the features/payment models would be different too, you know?

It seems like you're pretty opposed to the idea of two different sites though. Why is that? I'm curious.

Yahoo of videos, I like it.

-s

-----Original Message-----

From: Chad Hurley [REDACTED]
Sent: Sunday, April 03, 2005 10:37 PM
To: Steve Chen
Cc: 'Jawed'
Subject: Re: deploying to live

Yes, I see your point. I thought that our site would become the hub of short, personal videos and we could have channels to separate the differences. We would be the Yahoo of videos in a way.

Lets get together as soon as we can and really talk about this. But I think we are all on the same page to launch our current product as is. We need to figure out where we are going down the road.

-Chad

On Apr 3, 2005, at 8:12 PM, Steve Chen wrote:

> I agree with you on the most part. The primary motivation for
> creating a new site is the intended audiences and consequently the
> payments model. I feel that these differences are irreconcilable to
> the point where they can't be the same site.
>
> For HotOrNot, it's about dating. The intended audience are hip
> college kids with raging hormones trying to hook up. The payments
> model would be based on connections and interaction between members.
>
> For Flickr, it's about creativity and colleague acceptance. The
> intended audience would be designers, artists, and creative folks.
> The payments model would be based on hosting, backups, and management
> abilities.
>
> Those differences are the motivators for me to not merge the two.

> What do
> you think?
>
> -s
>
> -----Original Message-----
> From: Chad Hurley [REDACTED]
> Sent: Sunday, April 03, 2005 8:06 PM
> To: Steve Chen
> Cc: 'Jawed'
> Subject: Re: deploying to live
>
> I agree we launch the site as a dating/connection site, but evolve the
> site into more. I don't think we need to build another site
> necessarily.
>
> This is what I wanted to talk about at the next meeting. I don't know
> if Flickr would work as well for video. It's much more difficult to
> get the video on your computer, edit it, export it, and upload it to
> the web.
> Posting photos and typing daily blogs is sooo much more straight
> forward.
> Plus, photos are easier to browse, letting someone go through many in
> a short amount of time.
>
> If we solve some of these problems, I think it can work. But
> currently, I think we are going in the right direction... we are
> letting people put up short videos with a "purpose" and that add
> "value". Dating is a good start for our company, people want to see
> and be seen, and would be willing to pay to make a connection.
>
> We build on this idea of "purpose" and "value" videos to make more
> channels.
> Like, I was talking about at one meeting, a product channel would be a
> good extension... people would have the "purpose" of selling there
> product and we add "value" by hosting the video for the time the
> auction is live. So, for this channel, the payment scheme would be
> different, like a flat fee for each video hosted.
>
> Thoughts?
>
> -Chad
>
>
>
>
> On Apr 3, 2005, at 6:56 PM, Steve Chen wrote:
>
>> Chad, do you agree?
>>
>> If we agree, let's work on compiling a list of remaining big-ticket
>> todos we need to have for private 1.0 launch.
>>
>> In parallel, let's also start talking about the Flickr YouTube idea.
>> Chad,
>> do you have a good name for this already? :)
>>
>> -s

>>
>> -----Original Message-----
>> From: Jawed [REDACTED]
>> Sent: Sunday, April 03, 2005 6:47 PM
>> To: Steve Chen
>> Cc: 'Chad Hurley'
>> Subject: RE: deploying to live
>>
>> That makes the most sense... agreed.
>>
>>
>> Jawed
>>
>>

>> Jawed Karim <http://jawed.com/>
>>
>> On Sun, 3 Apr 2005, Steve Chen wrote:
>>
>>> So, you guys, what do you think about the strategy of finishing up
>>> YouTube as a Video Dating site. Then after we launch 1.0 YouTube,
>>> start brainstorming on all a Flickr-like Video site?
>>>
>>> -s
>>>
>>> -----Original Message-----
>>> From: Chad Hurley [REDACTED]
>>> Sent: Sunday, April 03, 2005 6:21 PM
>>> To: Steve Chen
>>> Cc: 'Jawed'
>>> Subject: Re: deploying to live
>>>
>>> Yeah, I know what you mean, I noticed the email chatter dropped
>>> off...
>>> I was busy last week with house crap, Jawed's family is in town,
>>> plus he just quit PayPal and is enjoying his time off, and you are
>>> buying a new place. So, I think last week wasn't good for anyone.
>>>
>>> But yes, lets get the energy back up this week. Let's get together
>>> for another meeting... I have some ideas on why we will be different
>>> than flickr.
>>>
>>> -Chad
>>>
>>>
>>>
>>> On Apr 3, 2005, at 5:00 PM, Steve Chen wrote:
>>>
>>>> Okay, I wanted to start thinking about it.
>>>>
>>>> What are the availability for you guys? I want to keep the energy
>>>> going for the next couple weeks until we launch.
>>>>
>>>> I'm going to be working on the convert scripts with the new
>>>> directory structure. Let me know what else you guys want me to
>>>> look at.
>>>>
>>>> -s
>>>>

>>>> -----Original Message-----

>>>> From: Jawed [REDACTED]
>>>> Sent: Sunday, April 03, 2005 11:20 AM
>>>> To: Steve Chen
>>>> Cc: Chad Hurley
>>>> Subject: Re: deploying to live

```
>>>>
>>>> I think we can look into it, but we definitely shouldn't buy or set
>>>> anything up. These are things that can be done on 24 hr notice.
```

```
>>>>
>>>> There will be a lot of options to discuss, so let's just wait until
>>>> we are actually nearly ready to deploy.
```

```
>>>>
>>>> We also still need a PayPal account to test the membership stuff
>>>> with.
```

```
>>>>
>>>> Jawed
```

>>>>
>>>>
>>>> Jawed Karim <http://jawed.com/>

>>>>
>>>> On Sun, 3 Apr 2005, Steve Chen wrote:

```
>>>>
>>>>> hey guys --
>>>>>
>>>>> should I start looking into getting us the live server and getting
>>>>> ready for deployment?
```

>>>>>
>>>>> -S
>>>>>

>>>>
>>>
>>>
>>>
>>
>

```
<?xml version="1.0" encoding="UTF-8"?>
<!DOCTYPE plist PUBLIC "-//Apple Computer//DTD PLIST 1.0//EN" "http://www.apple.com/DTDs/PropertyList-1.0.dtd">
<plist version="1.0">
<dict>
  <key>flags</key>
  <integer>8590195845</integer>
  <key>original-mailbox</key>
  <string>imap://m3092049@mail.chadthurley.com/INBOX/old-messages</string>
  <key>remote-id</key>
  <string>2750</string>
</dict>
</plist>
```

Schapiro Exhibit 161

From: Chad Hurley <chad@youtube.com>
Sent: Sunday, June 26, 2005 11:37 AM
To: Steve Chen [REDACTED]
Cc: Karim Jawed [REDACTED]
Subject: Re: crappy videos

I rejected the one's I could...

I think we should reject the rest of his/her's, that were previously approved...

http://www.youtube.com/profile_videos.php?user=TheOCRox331

it's all copyrighted crap.

-chad

On Jun 26, 2005, at 12:05 PM, Steve Chen wrote:

> I think we should reject them. I agree.
>
> I agree with your stance. We have to look at each of them
> carefully but the uploading of an entire season of shows is just
> stupid.
>
> -s
>
> On Jun 26, 2005, at 12:03 PM, Chad Hurley wrote:
>
>
>> Yo guys,
>>
>> This user, TheOCRox311, is uploading crappy videos... like the
>> entire season finale of "Charmed" in 5 parts.
>>
>> I really want to start rejecting copyrighted material now. I think
>> the key to our success is personal videos. If we are going to
>> build this service, I think we should do it right and start
>> enforcing this rule. We are not another "StupidVideos" or
>> "Bittorrent".
>>
>> Viral videos are fine, like the airplane videos you found on the
>> web or funny commercials people upload. But when it blatantly
>> comes from a network or movie, we shouldn't mess around... we are
>> going to be big and will perhaps someday even offer premium
>> content, so I don't want to get sued or piss anyone off.
>>
>> What do you think? Do you care if I reject all of "TheOCRox311's"
>> crap right now?
>>
>> -Chad
>>
>>
>
>

>

Schapiro Exhibit 162

To: "Chad Hurley" [REDACTED], "Steve Chen" [REDACTED]
From: "Jawed" [REDACTED]
Cc:
Bcc:
Received Date: 2005-04-17 21:51:30 GMT
Subject: YouTube FAQ - for Chad

Q: What kind of videos can I upload?

A: The videos you upload should be about you (hence, YouTube!). Show off your unique style, talents, hobbies, or anything else about yourself you want to share with the world. We don't allow any nudity and your video must be appropriate for all audiences. Videos which violate these rules will be removed.

--

Q: How many videos can I upload?

A: You can have a maximum of five videos on the site. You can always upload more videos by deleting one of your older videos.

--

Q: How long can my video be?

A: There is no time limit on your video, but the video file you upload must be less than 50 MB in size.

--

Q: What video file formats can I upload?

A: YouTube accepts video files from most digital cameras in the .AVI, .MOV, and .MPG file formats.

--

Q: How can I make my videos more entertaining?

A: We encourage you to spice up your videos by using simple video editing software such as Windows MovieMaker (included with every Windows installation), or Apple iMovie. Using these programs you can easily edit your videos, add soundtracks, etc.

--

Jawed

Jawed Karim <http://jawed.com/>
<?xml version="1.0" encoding="UTF-8"?>
<!DOCTYPE plist PUBLIC "-//Apple Computer//DTD PLIST 1.0//EN" "http://www.apple.com/DTDs/PropertyList-1.0.dtd">
<plist version="1.0">
<dict>
 <key>flags</key>

```
<integer>8590195841</integer>  
<key>original-mailbox</key>  
<string>imap://m3092049@mail.chadhurley.com/INBOX/old-messages</string>  
<key>remote-id</key>  
<string>3043</string>  
</dict>  
</plist>
```

Schapiro Exhibit 163

From: Jawed Karim [REDACTED]
Sent: Thursday, April 28, 2005 2:36 AM
To: info <info@video-link.com>
Subject: interesting video link

Hi, I thought you might find this interesting. A site called "YouTube" has just launched. It allows members to post and share personal videos they've made. The site aims to become a community of digital video authors and their videos.

<http://www.youtube.com/>

Schapiro Exhibit 164

To: "andrew.orlowski@theregister.co.uk" <andrew.orlowski@theregister.co.uk>
From: "Steve Chen" [REDACTED]
Cc:
Bcc:
Received Date: 2005-05-01 22:37:32 GMT
Subject: any interest in writing about YouTube?

Andrew:

I came across your story on The Register regarding internet video. We just launched a new website, www.YouTube.com, based on the idea of video blogging where members would take clips ranging from the mundane to the fascinating. Our hope is that a community would be built around "channels" such as "Sports", "Kids", "Vacations", "Cars", etc.

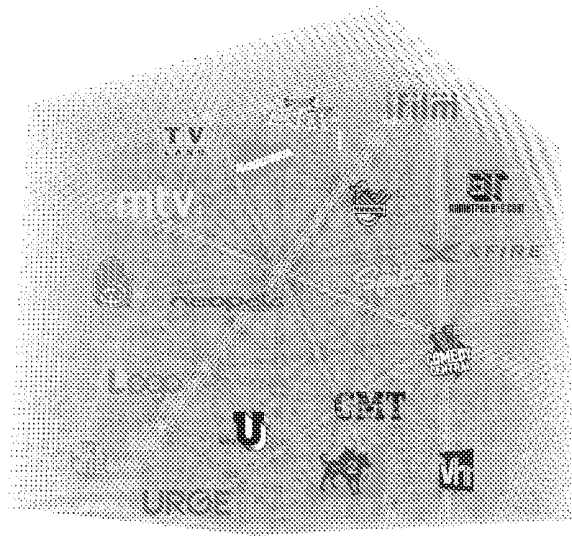
It's our belief that the technology behind videos has reached primetime. With technologies like divx/xvid, flash 7 with its sorenson compressor, mp3 compression of the audio tracks, and most importantly, pervasive broadband, this is the time for internet video to blossom.

I'd love to have you take a look at our site and give us any feedback you may have.

Thanks!

-S

Schapiro Exhibit 167



Online Distribution
Strategic Plan

August 2006

Objective: Make Decisions

*"Contrary to popular belief, your decisions don't drive your long term success - **your decisiveness does.***

*Said another way, when you reach a crossroads on any issue, **the act of choosing creates power**, not the choice itself. The issue is momentum.*

*No matter what you choose, when you commit boldly with conviction, you create momentum. When you hesitate you don't. And **success is built on momentum.**"*

AGENDA

- I. What are the Digital Guiding Principles?
- II. What are the Archetypes of Consumer Relationships?
 - A. Retail (aka Download-to-Own)
 - B. Linear/On-Demand (aka Video Aggregators)
 - C. MTVN Sites/Destinations (e.g., MTV.com/Overdrive)
 - D. New Forms of Audience Aggregation (e.g. Music Wiki)
- III. How do we build Momentum with each Archetype?
 - A. What is it?
 - B. Why does it matter?
 - C. How does it fit into overall vision?
 - D. Applying the Guiding Principles
 - E. What is the process/how do business units work together?



I. Defining Online Initiatives

Online Initiatives | Key Objectives

1. **Create Game Changers**
2. Be a **First Mover**
3. Build a **Portfolio to capture traffic**
4. **Maximize Benefits** to MTVN Stakeholders
5. **Execute, Measure, Learn, Optimize**

Game Changers | What are they?

MTVN should use the online screen as a means of extending its on air presence, generating incremental revenues, and capturing online mindshare

Extending Video Online

*Broadband screen as incremental programming window / ad sales outlet / promo vehicle
(e.g. video aggregators, hyperdistribution)*

Brings 2D to a 3D platform

Platform Stickiness drives Content Depth

Selling Shovels vs. Mining Gold (?)

Expansion of consumer value exchange
(MTVN = creator/owner)

New mass market medium

Leverages existing technology

Relatively passive experience

Dependent on license fees and/or display
advertising

Game Changers | Why do we need them?

The dimensions of competition in online video consumption as it currently exists will not support a clear “winner”

Low/No barriers to entry implies that:

- New entrants can immediately be competitive (e.g., Heavy.com)
- The online screen can fragment audiences in a huge way; realistically enabling the SuperNiche (e.g., the Long Tail)
- Proliferation of user generated content accelerates the pace of innovation from seasonal to daily
- Video Aggregators capture zeitgeist infinitely faster than programmers (e.g., Diet Coke + Mentos)

Video alone doesn't feed “the Beast” (our development pipelines):

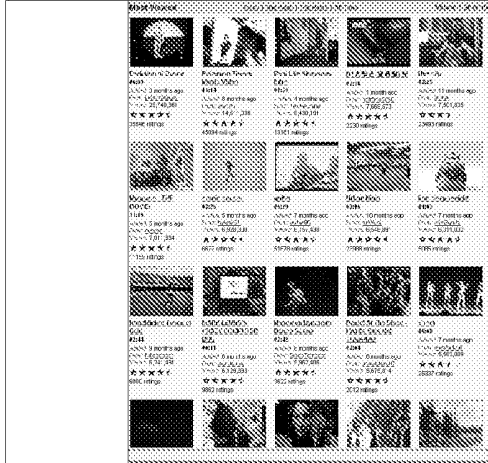
- Original programming is a small fraction on-air time for MTVN — we feed the on-air beast with repeats
- Online consumption patterns show limited consumption of repetitive content; instead the beast is fed with the community
- MTVN can use brands to catalyze Many-to-Many content creation



*Aggregating a sizable share of online viewers via simple video distribution
will be a dogfight at best;
we must redefine the rules of competition and success metrics*

Game Changers | Why do we need them?

- The dimensions of content competition are vastly different online vs. on TV - particularly with respect to video
- It's inexpensive and simple to post video content to the internet – which exponentially increases the amount of consumer choice
- YouTube's library of clip content (all on demand) currently grows by over 2000 hours a day¹ – whereas our own (scheduled) linear nets air approximately 370 new hours each month)



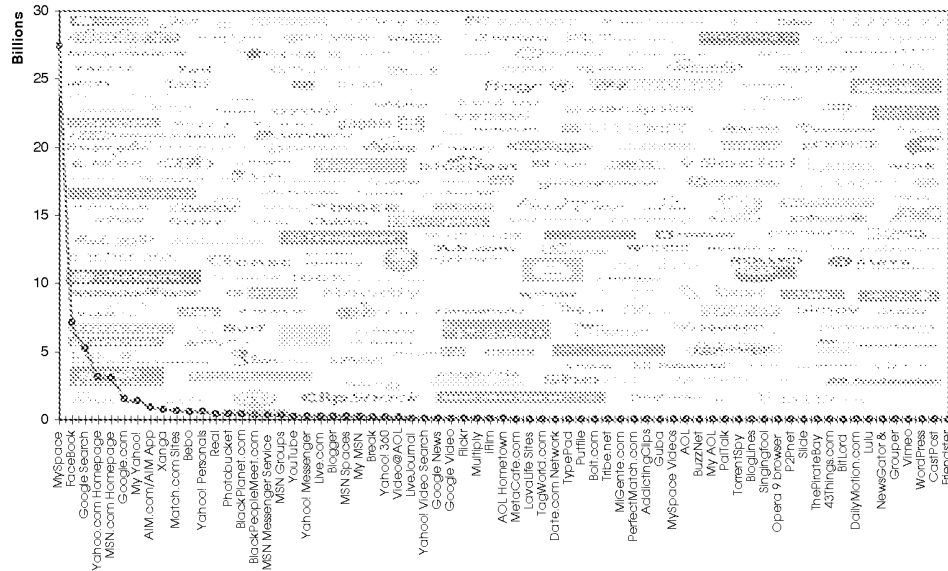
*Of YouTube's top
100 viewed clips of
all time, nearly ALL
are user-generated*

¹ Assumes 65k 2 minute clips uploaded / day

Game Changers | Why do we need them?

- Not only is it easier to create and post content, but there has been an explosion in the outlets where users can find and consume the video that is most appealing to them; online video is now accessible via literally hundreds of sites

Video Sites: Page Views



Game Changers | Why do we need them?

MySpace Example Page

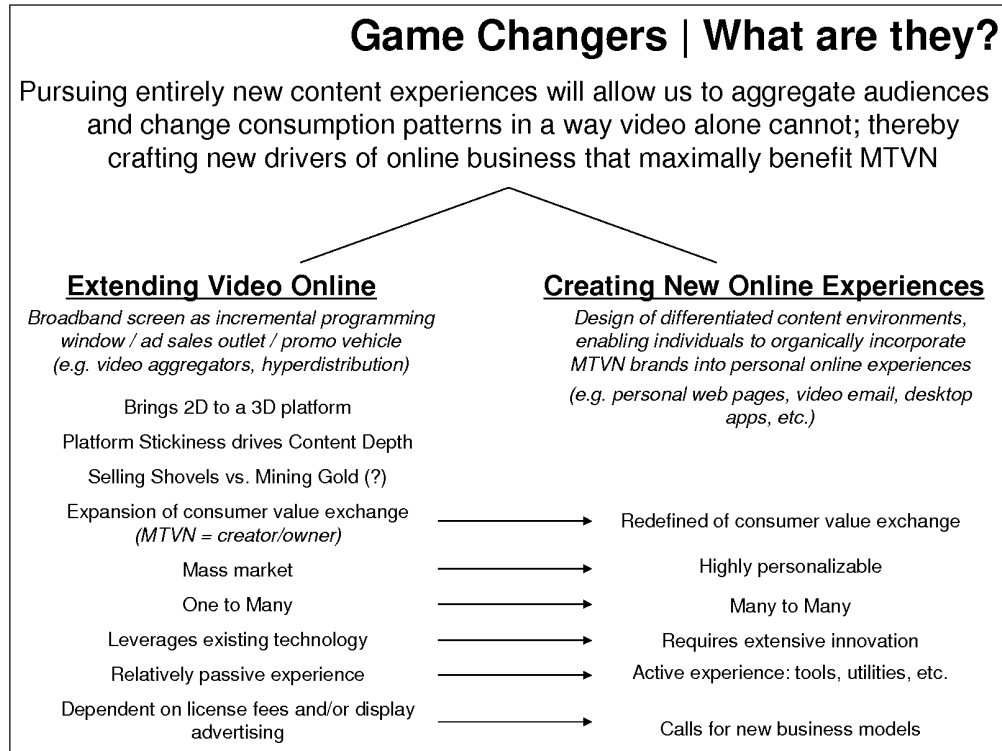
MySpace was aggregated audience—not video destination.
Fox leverage giant audience and ecosystem to reintroduce itself.

Game Changers | New Content Experiences

“Embedding content in a rich experience is one of the keys to being able to charge for content in a digital environment. Doing so requires a deep audience understanding and the ability to move beyond content...”

— Forrester

- The proliferation of content choice and availability will challenge any company's ability to aggregate a majority of online viewers; even full distribution of online content across outlets cannot guarantee market dominance
- ***Consequently, MTVN must define new ways to capture value from an online presence – it is that value that will fund our ongoing creative and technology development***
 - The internet content experience need not be centered on simple video consumption
 - The online platform and associated technologies afford a variety of functionalities that could drive totally new content experiences
 - Broadband / device combination enables an **unprecedented coordination of software, community, and content** – we can offer something the TV world has NEVER seen
 - PC, Broadband-enabled game consoles, wi-fi devices, media centers, home networks, etc: all could serve as a **contact point for integrated or expanded content experiences**
 - Customization, creation, and search can all migrate to the consumer edge
 - MTVN must build an organization that supports a robust development pipeline and encourages ongoing innovation



Tactic 1: intelligently leverage bb screen as incremental programming window / ad sales outlet

Tactic 2: use video (our current core competency) to establish online beachhead – and once we’ve planted a flag we can use those video p’ships as a foundation to build new content experiences

Tactic 3: launch new partnerships around singular goal of new experience creation

New Content Experiences | How?

- **Development of paradigm-shifting online experiences will require MTVN to embrace a philosophy of “smart experimentation”**
 - Internal:
 - Build staff
 - Create forums for idea generation (simple brainstorm sessions, digital labs, etc.)
 - Support creation of inexpensive test or “pilot” content
 - Secure small development budget to fund beta products
 - Leverage lower-profile partnerships as public labs for new experiences
 - Research infrastructure must support some consumer testing
 - External:
 - Simple outsourcing: find inexpensive, one-off development partners (e.g. offer out select “seed content items” around which new experiences may be built)
 - Individuals
 - Smaller online production companies
 - Wholesale:
 - Seek out compelling white-label offerings to which our brands may apply or may appeal to our audiences
 - Purchase exclusivity

Near-Term Online Initiatives | What are they?

MTVN can quickly extend its brands into online video distribution, while simultaneously developing the types of new experiences that will allow us to establish truly differentiable competitive beachheads

Extending Video Online

Creating New Online Experiences

A. Retail (aka Download-to-Own)
= online version of DVD Sales

B. Streaming Video Syndication
= online version of MSOs/DBS

C. MTVN Sites/Destinations
= Direct-to-Consumer aggregation
within brands (e.g., Overdrive)

= Functionality around our content >>
not simply video (e.g., the Click)

D. New Audience Aggregation
= Destinations, tools and platforms that
create experiences >> video

Tactic 1: intelligently leverage bb screen as incremental programming window / ad sales outlet

Tactic 2: use video (our current core competency) to establish online beachhead – and once we've planted a flag we can use those video p'ships as a foundation to build new content experiences

Tactic 3: launch new partnerships around singular goal of new experience creation

Download-to-Own | Overview

Platform: Horizontal aggregators of retail video content.

Key Players: iTunes, Amazon, AOL Video Marketplace, BitTorrent, Netflix, etc.

Consumer Experience: Consumers purchase episodic content and control post-purchase video experience (portability, fast-forward, etc.)

Economics:

- Fees
 - Consumer: Pays per-title fee (e.g., \$1.99 per title)
 - Distributor: Retains 30% of retail price
 - Content Owner: Retains 70% of retail price
- Advertising
 - Within content: Generally N/A
 - Within aggregator site – Currently none, but as aggregators begin selling inventory, MTVN must define parameters and models:
 - *Network Level* (non-genre/channel based): Aggregator may only sell ROS, non-targeted (can't target kids, comedy users) and non-competitive ads
 - *Genre Level*: Unclear. MTVN concern if Aggregator selling promotion within categories we own (kids, music, teens, etc.)
 - *Channel/Show Level*: All inventory should be MTVN's to sell
 - *Search Results*: Combination of concerns from Network and Genre

Metrics of Success: Size of marketplace - i.e., amount and quality of supply (titles) and demand (purchasers)

Streaming Video Syndication| Overview

Platform:

- Horizontal distributors of streaming video content
- May aggregate content on owned/operated video marketplaces OR for syndication to 3rd party websites

Key Players:

- Aggregated Video Marketplaces: YouTube, Revver, Project Venice (and most DTO sites are also aggregating ad-supported streaming video such as AOL Video Marketplace, GUBA, BitTorrent)
- Aggregation Syndicators: Brightcove, Google Hyperdistribution

Consumer Experience: Consumers watch ad-supported content, typically short-form clips

Rights: Streaming content only (no download)

- Portability = embed feature that allow users to replay streaming content on 3rd party site
- Fast-forward capability differs site-to-site

Economics:

- Fees: free to consumer
- Advertising
 - Within Content:
 - Inventory Types: Big players averse to pre-roll
 - Who Sells: Aggregators have sales force but generally willing to allow MTVN to sell
 - Within Aggregator Site – Similar to DTO Video Marketplaces [Network, Genre, Channel/Show, Search]

Metrics of Success: Size of marketplace—i.e., amount and quality of supply (titles) and demand (views)

MTVN Sites | Overview

Platform:

- **Fully-branded** proprietary online environments, supporting video and other editorial content

Key Players:

- Traditional .com: Schedules, non-video entertainment, news, commerce, etc.
- Hybrid channels:
 - Compilation of primarily short-form content from current and library franchises, events, etc
 - Users may build personalized playlists

Consumer Experience:

- Consumers watch ad-supported content solely from brand in question
- Most prominent online programming is closely tied to on-air schedule and brand promotional priorities

Rights: Watch streaming content, no download or fast-forward capability

Economics:

- Advertising Inventory Types: banners, :15 pre-roll

Metrics of Success: unique visitors, pageviews

New Online Experiences| Overview

Platform:

Key Players:

Consumer Experience:

Rights:

Economics:

- Fees
- Advertising

Metrics of Success:

TBD

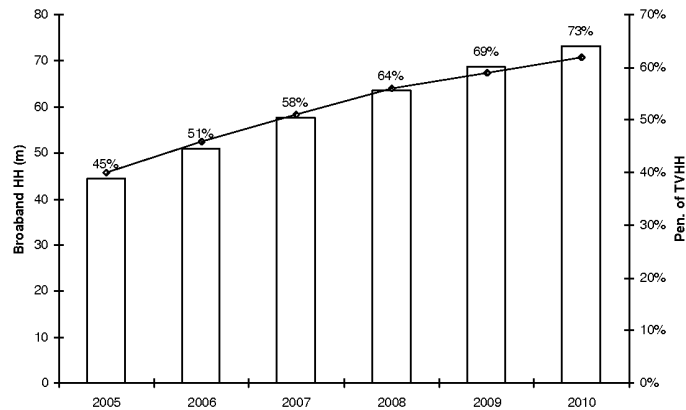
The playing field is wide open...

Online Distribution | Key Objectives

1. **Create Game Changers**
2. Be a **First Mover**
3. Build a **Portfolio to capture traffic**
4. **Maximize Benefits** to MTVN Stakeholders
5. **Execute, Measure, Learn, Optimize**

First Mover | Video Online

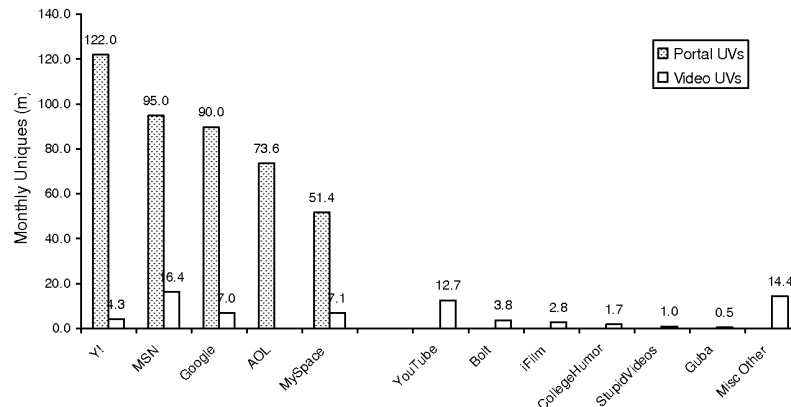
- Broadband penetration has passed the tipping point, exceeding 50% of TVHH
- Consequently, the advanced media functionalities enabled by a broadband pipe are now technically available to the majority of US media consumers



Source: Kagan

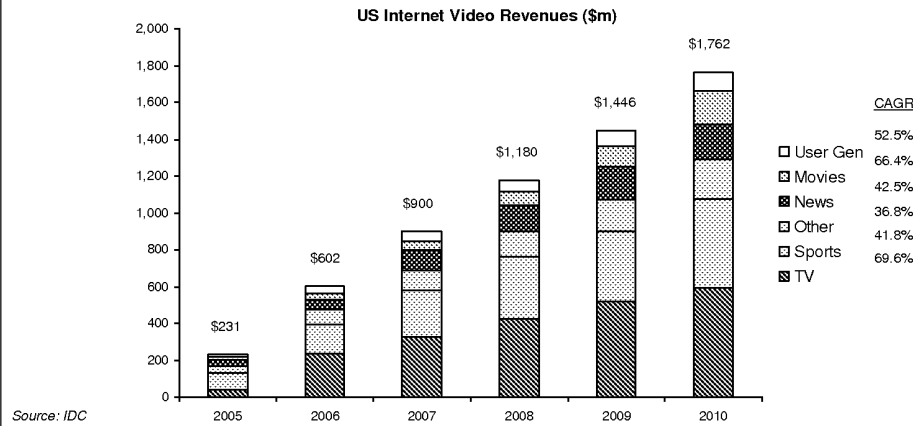
First Mover | Video Online

- Demand for online multimedia has increased with the jump in broadband penetration
- Online music and video distribution has exploded
- A variety of new and existing Internet players are attempting to aggregate and direct consumer demand for online content – particularly in the video space
 - All major portals have launched video-centric offerings, to which they will seek to drive major traffic – which represents an opportunity to establish early anchor tenancy and preferred terms
 - Media corporations all offering broadband access to varying combinations of repurposed and made-for content
 - Over 225 video aggregation sites launched to date



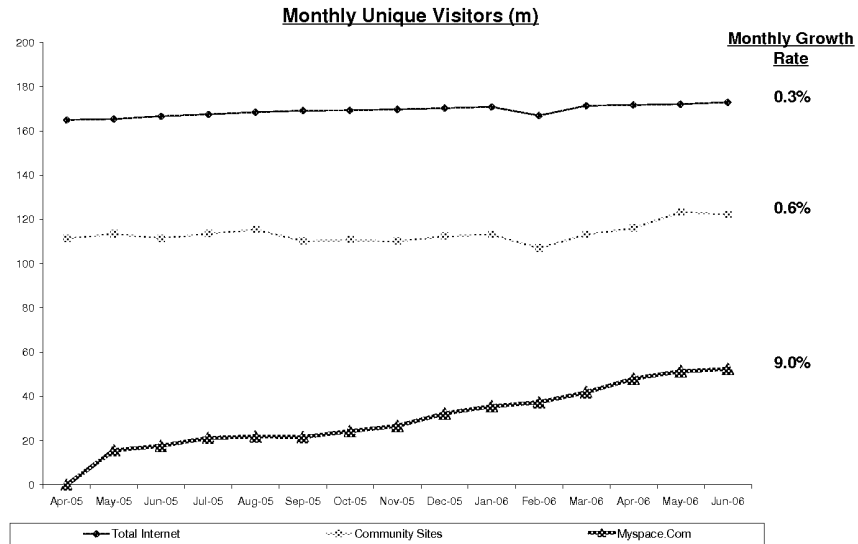
First Mover | Video Online

- **MTVN should distribute online video to as many outlets as possible, leveraging the instant credibility MTVN brands provide to video outlets to capture sizable first mover advantages and a disproportionate share of exploding online ad revenue growth:**
 - Define favorable economics (industry-wide) and set the content economy in favor of content providers
 - Secure best terms for MTVN (MFNs, promotion, placement)
 - Set content parameters in order to minimize risk to existing revenue streams
 - Drive traffic and monetizable eyeballs
 - Potentially secure equity stakes in fledgling players
 - Ride growth trajectory of new marketplaces—secure prominent placement on all but free-ride the “winners”



First Mover | New Online Experiences

- MySpace serves as an example of an online experience that, when launched, offered users a new, unique, and easy way to interact with one another
- Due to their early establishment of leadership in a new space, their growth in viewership has outpaced that in general community usage by more than 10x



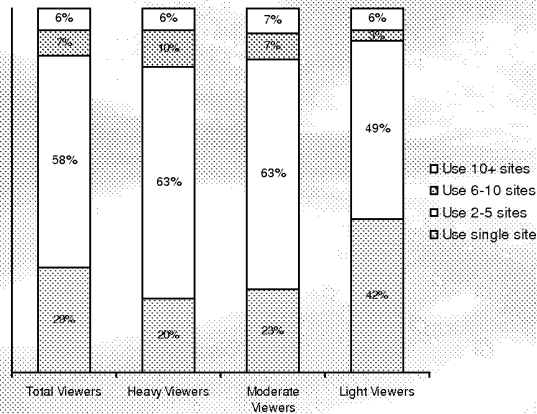
Online Initiatives | Key Objectives

1. **Create Game Changers**
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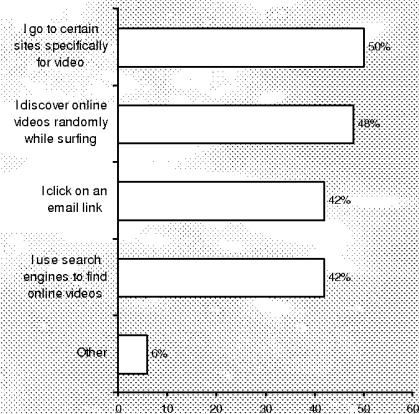
Build a Portfolio | Video Online

**Most online video viewers access content from multiple sources –
so securing broad distribution across a variety of sites is important**

Number of sites used to view online videos



Means of discovering online video



Source: OPA

Build a Portfolio | Video Online

Taking a portfolio-driven “distribute to all” approach to online video will:

- Maximize reach and mindshare
- Expand consumer choice, empowering viewers to choose online video distributor with packaging, features and tools that most appeal to them
- Minimize risk that we won’t pick “the winner” from 225 video aggregators on web today – by partnering with all we secure partnership with whomever emerges as leader
- Exploit different strengths from different syndicators, e.g.:
 - Google - huge affiliate network
 - Brightcove - Powerful and flexible technology
 - Embedded Players - the whims of the masses
- Disempower competitive points of aggregation (iTunes, YouTube)

Build a Portfolio | New Content Experiences

Launch dozens of niche experiences (and aggregate)

To do – not sure what you're picturing

Build the Portfolio | What are they?

In extending online video, MTVN should leverage the power of its brands and content to secure maximum deal terms. On parallel path, it should build and acquire nascent vehicles for owning audiences and experiences online.

Extending Video Online

Creating New Online Experiences

To do – not sure what you're picturing

Online Initiatives | Key Objectives

1. **Create Game Changers**
2. Be a **First Mover**
3. Build a **Portfolio to capture traffic**
4. **Maximize Benefits** to MTVN Stakeholders
5. **Execute, Measure, Learn, Optimize**

MTVN Stakeholder Implications

Download-to-Own

Risk to Existing Business		Rationales & Implications
Ad Sales	LOW	<ul style="list-style-type: none"> • Paid content model and content selection process moderates risk of linear cannibalization • No advertising in purchased content • No apparent erosion in ratings
Brands	LOW	<ul style="list-style-type: none"> • Can develop content distribution strategy and select programming appropriate for DTO format • Develop unique integration with top DTO marketplaces
Linear Distributors	MODERATE	<ul style="list-style-type: none"> • Paid content model maintains integrity of license fees and moderates linear cannibalization risk • No distribution to TV screen • Even so, distribution of any current programming to non-TV outlets does incrementally erode need for full-service cable subscription

MTVN Stakeholder Implications

Streaming Video Syndication

Risk to Existing Business		Rationales & Implications
Ad Sales	MODERATE	<ul style="list-style-type: none"> • MTVN can control / dynamically serve inventory can be controlled, but CPMs will likely degrade on aggregated video marketplaces over time • Need to develop monetizable online distribution relationships; can leverage streaming partnerships to test models and formats
Brands	MODERATE	<ul style="list-style-type: none"> • Content loses some uniqueness in an increasingly "commodity" marketplace • Need to develop content distribution strategy appropriate for broad-flung ubiquity • Develop unique integration with top partners
Linear Distributors	MODERATE to HIGH	<ul style="list-style-type: none"> • Ad-supported (vs. DTO) content on aggregators sites undermines existing license fee relationships — acutely if content is long-form and fresh (not archive)

MTVN Stakeholder Implications

MTVN Sites

Risk to Existing Business		Rationales & Implications
Ad Sales	NONE	<ul style="list-style-type: none"> • MTVN ad sales fully owns online inventory on our proprietary sites • No erosion in ratings since site launches
Brands	NONE	<ul style="list-style-type: none"> • Proprietary sites serve as full-controlled brand extensions – they are brand-building tools
Linear Distributors	LOW	<ul style="list-style-type: none"> • Sites are programmed to complement (instead of cannibalize) linear networks • Sites are heavily cross-promoted with on-air, driving operator priorities / bundled sales • No apparent erosion in ratings since site launches

MTVN Stakeholder Implications

New Content Experiences

Risk to Existing Business		Rationales & Implications
Ad Sales	LOW	<ul style="list-style-type: none"> • MTVN would develop branded experiences that create new inventory and do not cannibalize existing outlets
Brands	LOW	<ul style="list-style-type: none"> • Opportunity to create new dimensions of consumer relationships • Establish true stickiness, not simple loyalty
Linear Distributors	???	<ul style="list-style-type: none"> • Depends on type of experience <ul style="list-style-type: none"> – Any online experience that could effectively serve as a “cable bypass” is a significant perceived threat – Tools and apps that leverage online / broadband platform and enforce need for speed might actually enhance operator value propositions

Online Initiatives | Key Objectives

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Online Initiatives | Core Strategic Issues

Extending Video Online

Creating New Online Experiences

To do – not sure what you're picturing

For Our Sites:

BOTH ISSUES: Content Distro on our Sites + What is Experience Pipeline

For Distro—Traffic Generation

For New Experiences—"What do we want to be when we grow up?" Own demos? Own categories?

Intersection of Content, Community and Software

What is process? Product Dev

How do we innovate experiences? Skunkworks projects, VC asset contributions,

FOR ALL FOUR—HOW DO BUSINESS UNITS WORK TOGETHER (PROCESS FLOWS, ETC.)

Online Initiatives | Deal Approach

- **Identify most desirable partnerships** based on:
 - ROI
 - Traffic potential
 - Potential for innovation (in terms of applications, ad formats, business models, etc.)
- Craft **high-level, replicable deal template** that incorporates digital distribution, ad sales, brand and product development POVs
 - Terms will by definition shift based on the type of partnership under consideration (e.g. simple video distribution to aggregators vs. widget-building vs. joint development of consumer experiences) – but we can begin setting some definitions to minimum / standard parameters:
 - Standard financial terms (e.g. rev share on retail models, ad sales share on free models, license fees, marketing commitments, etc.)
 - Optimal content strategies/packaging; consider where economics may have to flex to accommodate relationships of differing content depth
 - Critical strategic terms (e.g. promotion, preferred placement, content control)
- Proactively begin creative development around entirely new content experiences
- Quickly **execute relationships, deploy and test results**

Online Initiatives Requirements	
Buy-in on economics and content models	<ul style="list-style-type: none"> Internal agreement on “standard” terms and content “starter pack” to enable quick saturation of syndication outlets and lock-in of first mover benefits
Content Investment	<ul style="list-style-type: none"> MTVN must lead the market in online creative, justifying our license fees and premium CPMs Expand creative resources (internal and external) to accommodate development of online “pilots” and experiences Invest in robust rights & clearances that enable open distribution across screens
Process Definitions	<ul style="list-style-type: none"> Deal execution: single point of contact managing external negotiations and internal reviews Launch and ongoing operations: <ul style="list-style-type: none"> Video syndication deals should be “switch-flippers” – as simple as lighting up a satellite signal to a new TV affiliate Operational infrastructure must accommodate on-the-fly changes Product development: need to create a more formalized arena in which new formats and content experiences are developed
Research	<ul style="list-style-type: none"> Field primary studies to quantifiably assess consumer demand (and more accurately build content packages) Leverage consumer opinion as central input to product development
Traffic generation and optimization	<ul style="list-style-type: none"> Traffic generation process must be built and refined (identify quantifiable goals and available tools) Maximize revenues by actively managing content flows and experiences – will require headcount