

A-801

419

1 form.

2 A. I -- I am familiar and -- with
3 the use of that term in some quarters
4 around the company for purposes,
5 14:47:19 including online posting of clips.

6 Q. And it won't lead to any
7 ambiguity if I use that term in
8 connection with the YouTube website in
9 question?

10 14:47:31 MS. KOHLMANN: Objection.

11 A. The use of the term itself
12 won't. The context may --

13 Q. Of course. Of course.

14 A. -- may be different.

15 14:47:38 Q. I want to make sure we have the
16 use of the term itself grounded.

17 A. Yes. I got you.

18 Q. Now that we got that out of the
19 way. You indicated a moment ago that
20 14:47:56 Michael Housley, at your direction,
21 maintains a set of information related
22 to the uploading activity of Viacom and
23 its agents on the internet including on
24 the YouTube website. Is that right?

25 14:48:13 A. That's correct.

1 Q. Do you know if that information
2 is provided to BayTSP?

3 A. Yes.

4 Q. Is that information provided to
5 14:48:25 BayTSP?

6 A. Yes.

7 Q. How is that information provided
8 to BayTSP?

9 A. I'm not sure.

10 14:48:39 Q. Have you ever received that
11 information via e-mail?

12 A. Can you rephrase the question?
13 I'm not sure what information you're
14 referring to.

15 14:48:53 Q. How does Michael Housley store
16 that information?

17 MS. KOHLMANN: Objection as to
18 form.

19 A. I believe he stores it
20 14:49:02 electronically.

21 Q. In what form does Michael
22 Housley store that information
23 electronically?

24 A. I'm not sure.

25 14:49:07 Q. Is it maintained in a database?

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A. I'm not sure.

Q. Is it maintained in an Excel spread sheet?

A. It could be but I'm not sure.

14:49:19 Q. Have you ever requested that Mr. Housley provide you with that information?

A. I have no recollection of asking for it.

14:49:31 Q. And you have no idea, as you sit here today, whether he ever sent it to you?

A. I have no recollection of Michael sending it to me. He sits so close to me that if I wanted to see something, I have a habit of going and invading his personal space and looking over his shoulder and things.

14:49:47 Q. Other than BayTSP do you know if there is any other third parties or Viacom agents to whom that information has been provided?

A. I don't have specific knowledge of that but I wouldn't be surprised.

14:50:01 Q. Can you identify any third

14:50:18

1 video in the three years that passed
2 between or two years that -- two and a
3 half years that passed between your
4 creating this screen shot and the
5 16:59:14 upload of the video. I just don't know
6 -- I'm not a frequent flier in that
7 regard.

8 Q. The takedown notice then that
9 was originally sent for the video
10 16:59:31 identified in Exhibit 18 was erroneous,
11 wasn't it?

12 MS. KOHLMANN: Objection as to
13 form.

14 A. It was mistaken.

15 16:59:54 MR. RUBIN: I'd like to mark
16 Exhibit 21.

17 (SolowP-21, is received and
18 marked for identification.)

19 Q. Mr. Solow, Exhibit 21 is an
20 17:00:30 exhibit by Google in this litigation,
21 GOO 00108200963 through 69. It's an
22 e-mail sent by the e-mail address
23 Michael Housley no dash reply at
24 copyright-compliance.com to copyright
25 17:01:11 at YouTube.com on February 3rd, 2007.

1 Do you recognize this document, Mr.
2 Solow?

3 A. No.

4 Q. Do you know that on the date
5 17:01:35 prior to February 3rd, 2007 Viacom
6 caused a large number of takedown
7 notices to be served on the YouTube
8 website?

9 MS. KOHLMANN: Objection as to
10 17:01:51 form.

11 A. Yes.

12 Q. Roughly how many videos were
13 included in takedown notices provided
14 on February 2nd, 2007 by BayTSP on
15 17:02:01 behalf of Viacom to YouTube?

16 A. I believe it was approximately
17 102,000, 103,000.

18 Q. Do you know how many takedown
19 notices were provided by BayTSP on
20 17:02:24 behalf of Viacom to YouTube in the
21 month of January, 2007?

22 MS. KOHLMANN: Objection as to
23 form.

24 A. No.

25 17:02:36 Q. Was it zero?

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A. It might be.

MS. KOHLMANN: Objection as to form.

A. Sorry. It could be.

17:02:41 Q. If I can bring your attention, please, to page ending in 966. Do you see there's a number of different clips on the YouTube service identified in this particular notice of alleged infringement?
17:03:19

MS. KOHLMANN: Object. Document speaks for itself.

A. Is this really called notice of alleged infringement.

17:03:38 Q. I believe the title on this version of the document is notice ID 158-8264 notice upon authorized use of --

A. The answer to your question is no.
17:03:47

Q. Do you see there are a number of different clips identified in this document?

MS. KOHLMANN: Same objection.
17:03:58 Document speaks for itself.

Schapiro Exhibit 123

From: Mark M. Ishikawa
Sent: Wednesday, January 24, 2007 10:20 PM
To: Cooper, Donna
Cc: Courtney Nieman; Deana Arizala; Arielle Kim; Evelyn Espinosa; Michelena.hallie@mtvn.com; Cahan, Adam
Subject: RE: [html] BET Asset List

Donna, we are queueing up the takedown notices as instructed by Adam at MTVN. He wants to hold the notices as part of his strategy. This instruction was for all Viacom assets. Please let me know if you want your assets differently.

Thx
Mark

-----Original Message-----
From: Cooper, Donna [mailto:DONNA.COOPER@BET.NET]
Sent: Wednesday, January 24, 2007 10:09 AM
To: Mark M. Ishikawa
Subject: RE: [html] BET Asset List

Mark,

I just want to confirm the Youtube direction for BET. Are you searching and sending take down notices with respect to all occurrences of BET assets, irrespective of duration or any other parameter? If not, this is how we would like to proceed.

Thanks,
Donna

Donna Cooper
Senior Associate General Counsel
Black Entertainment Television LLC
1235 W Street, N.E.
Washington, D.C. 20018
[REDACTED]
(202) 635-6422 (fax)
donna.cooper@bet.net

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Schapiro Exhibit 126

A-810

Subject: Next rev
From: "Cahan, Adam" <EX:/O=VIACOM/OU=MTVUSA/CN=RECIPIENTS/CN=CAHANA>
To: 'Blair Harrison'
Cc: Date: Mon, 10 Jul 2006 01:44:02 +0000

List of attachments:
Project Beagle Review 0 3 ac.ppt

YouTube Review

Executive Summary

- Vision
- Strategic fit
- Key risks
- Valuation
 - Business Drivers
 - Monetization model
- Upside from Viacom/YouTube combination
- Competition
- Company background

1

Vision For YouTube and Viacom

- We believe YouTube would make a **transformative acquisition** for MTV Networks / Viacom that would immediately make us the leading deliverer of video online, globally.
- YouTube has an extensive **global reach**: it is a top 10 site in 8 countries, a top 20 site in 18 countries, and a top 50 site in 49 countries. Overall, Alexa ranks it 19th in the world. In the US it has reached 20M+ uniques (May NetRatings)
- **MySpace** provided the platform for young audiences as they migrated from passive consumers into creator-consumers of digital content, and dominates globally as a platform for personal web pages and rich media communication.
- YouTube is the **dominant platform** of choice for these audiences as they migrate to using **video** to express themselves.
- We have the opportunity to own this space, and become the **clear leader in community / user generated video globally.**

Strategic Fit: Audience, Advertiser Relationships And Video Content Make Youtube A Strategic Fit For Viacom

- **Our audience** has embraced User Generated Content and this category remains unexploited by Viacom/MTVN
 - **Time spent** suggests that YouTube has garnered a significant amount of our core demographic time online with 36 minutes on average across all users
- A combined YouTube/Viacom would have scale in **advertiser relationships** in film, entertainment (17% of MTVN today), video games and other demo targeted categories including CPG.
 - With the addition of YouTube **scale** (20M+) we hope to attain a must have status with advertisers
 - Viacom can significantly **enhance CPM** based on multiplatform sales approach.
- As one of the largest owners and producers, **video** is a core competence of MTVN/ Viacom and increasingly a category online critical to our multiplatform sales.
 - Many **highly sought/ viral video** including music videos, humor and others are being sourced from UGC – e.g., “Andrew Video”, “WebJunk 20” etc.

Key Risks And Observations

- YouTube is a **utility** that people use to contribute, share and consume video. The content that is being consumed on YouTube does not follow any video consumption model and business currently in existence.
- Consumption of "**branded**" content on YT is **relatively low**, in most cases lower than on IFILM, which has a fraction of its audience. For example, *Pirates of the Caribbean 2* trailers consumption on YT = 250k; consumption on IFILM = 1m. Even the much-discussed SNL "Lazy Sunday" sketch and its myriad spoofs have been seen more times on IFILM than on YouTube.
 - Only four of the top 30 most watched videos of all time on YouTube are music videos, one of which is in German. There are no movie trailers in the top 30, nor are there any clips from popular TV shows.
- Assumptions about the ability to monetize YouTube must appreciate that the site today **does not drive** any appreciable amount of traffic to branded programming. While this may change, it is important to realize that this is not the way the site functions today, and may be inconsistent with the way people *want* to use it.
- YouTube's future success is heavily dependent on its ability to continue evolving along the lines that it is today. Any justification for this deal that depends on it **becoming something that it currently is not should be discounted**.
- YouTube's traffic is currently about **80% non-US**. The distribution of this traffic around various geographic regions needs to be analyzed to determine the ability to monetize it. *A justification for this US / international mix estimate is provided in the enclosed analysis.*
- The company has strong guidelines surrounding offensive content, which are enforced by its employees and audience alike, and the property is therefore very **advertiser-friendly**.
- **Technology company** at heart – we lack expertise in that area...

Considerable Risks From Unclear Business Model And Non-core Viacom Competency Requirements

- **Operational requirements and technology competency**
 - Ability to hire and retain technical talent: requires significant technical talent to develop targeted advertising and search related competencies. E.g., cost per play matching video to advertisers. As a corporately owned company it will be more challenging to incent new hires
 - Ongoing investment in infrastructure: YouTube is at an early stage of infrastructure development and will require ongoing investments in infrastructure
 - Investment in innovation: As a platform, YouTube requires ongoing investment in innovation to maintain the relevance of its searches and sharing technology
- **Business model**
 - Unclear monetization: YouTube is an early revenue business with undefined a business model to fund ongoing operations. The company is likely to remain unprofitable in the near term
 - Third party content providers: ownership by a content company is likely to push other content holders to be wary of participating in the platform for fear of bias
- **Audience**
 - Limited audience lock-in: Unlike MySpace, there is less investment in personal profiles and personalities – with limited switching costs audiences are likely to migrate to other sources should the site's appeal be diminished (i.e. non-relevant advertising)
 - Fad-driven nature: Is this simply America's Funniest Home Videos?
- **Advertiser**
 - Branded advertisers have demonstrated concern over association with user generated content and may not value the impressions
- **Competition (see detailed discussion)**

Valuation

- Abcdefghijkl

Business model drivers

- YouTube's **traffic is fragile** with respect to attempts to monetize it through traditional "inserted" video advertising.
- Audience tolerance for **pre and post-roll video advertising will be low** compared to websites that are used predominantly for the consumption of professional programming that is not available elsewhere.
- The model we have built assumes **three revenue generation models**, two of which are already in place and are well understood, one of which is new and therefore untested.
- The proposed monetization mechanisms are:
 - **Branded Premium Advertising & Sponsorships**
 - **Cost per View / "Video Ad Sense" Model**
 - **Run Of Site / Advertising Network**

Monetization - **Branded Premium Advertising & Sponsorships**

- Revenue will be generated from **key real estate**, and will be in the form of auctioned premium advertising and sponsorships.
- Concerns surrounding generation of significant **revenue from entertainment** advertisers (e.g. studios) include:
 - Likely lack of ability to *drive* traffic to home page and other destinations within the site,
 - Most popular and therefore valuable content – such as huge movie releases (trailers, etc.) – will likely be available freely anyway.
- **Paid Placement** – home page auction based sponsored video (i.e. one block where film studios bid for placement of their trailers)
- **Premium Content** – over time the use of ad supported premium clips/content in a separate section (i.e., Movie of the week, first looks, releases, film trailers, etc).

Monetization - Cost per View / "Video Ad Sense" Model

- Users have so much freedom of choice for the consumption of media that marketers can no longer assume they can **"buy time"** within it.
- Advertisers are becoming obliged to offer **compelling, relevant advertising** content and services. Google's advertising model made this clear, whereby advertisers not only bid for the privilege of real estate but advertising that does not make good use of available real estate is penalized.
- We propose a revenue model for YouTube that treats **advertising and content as near-equals**, as in Google's "natural v. sponsored" search results. Cost per view paid video advertising would appear throughout the YouTube site, alongside the programming.
- Advertisers would **bid for keyword-space**, and could ultimately upload their own creative.
- Audiences would be receptive to the advertisers' content because it would never be forced upon them but offered more as a **service or as additional content** to them.
- Advertising content that doesn't **perform** (is not watched) would be automatically discounted and would ultimately disappear.

Monetization - Run Of Site / Advertising Network

- We assume the use of **advertising network** for yield management.
 - Conservatively we estimate an RPM of Y based on network experience for US, and Z for international
 - Upside from potential for cookieing users across our network
 - Upside from registration of users in a larger network

A Viacom/YouTube Combination Can Represent Significant Upside For Both Companies

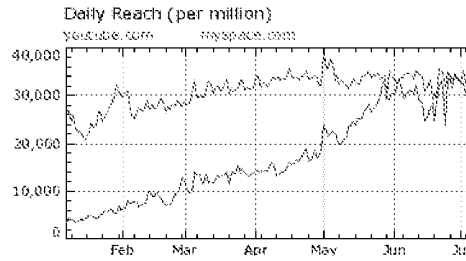
Sources for potential differentiation for YouTube/Viacom

- Provide **users with fame** on television i.e., The crowd decides, we put it on air - best of appears weekly on Comedy Central and MTVN, provides additional incentive for users to upload, vote and promote themselves on YouTube
- **Brands/ editorial** fit enables us to both source **talent**, innovative **content** for consumption across platforms. We are one of the few providers willing to put edgier content on TV. Ie. User generated music video, user generated ads on television
- **Video content** – breadth and depth can power YouTube to the next level of relevance. By providing all of our clip based video in raw form – i.e. non branded editorial experience- simple search and obtain. We can push YouTube to become a more comprehensive destination and source for broader syndication
- **Promotion** – fit with our target audience and demo. We can reinforce and drive traffic/ promotion to YouTube.

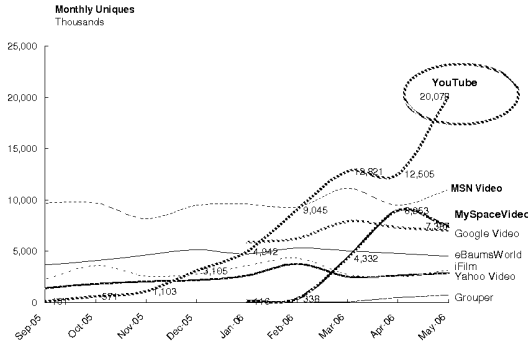
YouTube is a current leader with significant audience reach

- In the video category YouTube is a clear leader with **20M uniques** (NetRatings) (12.7M according to MMX) growing 100% month-on-month.
- By NetRatings it has reach **#20 online** (US only).
- YouTube has a massive global reach: **it is a top 10 site in 8 countries**, a top 20 site in 18 countries, and a top 50 site in 49 countries. Overall, Alexa ranks it 19th in the world.
- Relative to the competition it is experiencing **3-5X time spent** with an average of 36 minutes per unique per month (MMX).

Alexa Rankings – July 2006



NIELSEN NETRATINGS MONTHLY UNIQUES

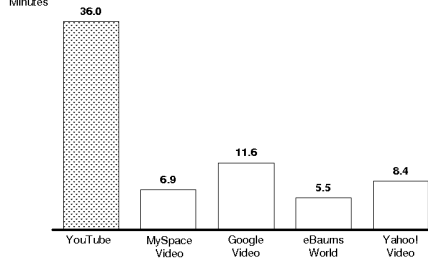


Audience Metrics - Cont

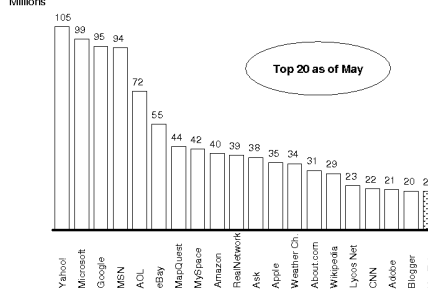
- With the nature of many-to-many video sharing, YouTube is tapping a **network effect** that will be challenging to displace
- Users continue to upload **~70K videos per day** and invest in tagging, cataloging and sharing their videos.
- The site is expanding the breadth and depth of the content offering – with greater audience, the value of “broadcasting yourself” increases.

“YouTube is currently serving 70 million videos per day to six million unique users daily, up from 3 million in December, with more than 60,000 videos being uploaded per day. YouTube is serving more than 200 million page views a day and is ranked the 18th most trafficked site on the Internet, according to Alexa.”
 – YouTube Site

May - Average Time Spent per Unique



NetRatings Monthly Unique Visitors



Source: Net Ratings May

4

Advertisers Have Started To Migrate

- Film studio based advertising is the **#1 advertising category** across MTVN representing \$517M and 17% of total dollars spent (Film \$403M, HV \$114M).
- As demonstrated by recent deals (**Disney, NBC, Weinstein**), this community is particularly prone to migrate dollars quickly where the target audience aggregates.
- Additional **categories of advertisers remain unclear** – i.e. CPG association with UGC has been limited



Competition From Traditional And Non-traditional Sources Is Significant

Social Networks:

- **MySpace** has recently developed a **video sharing service** similar to YouTube. The leverage in the scale of promoting their service may detract from YouTube usage.
- MySpace may chose to **shut-down YouTube** usage which may represent up to 10% of current usage (70% of embedded, 15% of all plays are embedded)

Video Search:

- **Google Video, MSN video, Yahoo Video, AOL Video** Marketplace are all targeting searchable video content online. In particular Google Video is targeting the YouTube model of instant upload, viewing and tagging as a method for searching video content

Pure Plays/ Start-ups:

- Grouper, Revver and "hundreds" of other video sharing sites have emerged to tap this audience phenomena

Competitive risk from NOT owning

- Significant competitive threat from a **MySpace/YouTube consolidation**. Should MySpace acquire YouTube the consolidated value chain could represent a content development and distribution company that commands significant audience time in our core demographics
- YouTube remains one of the few pure-play companies with growing scale to acquire

Company Background

- Founded February 2005
- Site motto: "Broadcast Yourself"
- Features and usage
 - Users can instantly upload, watch, tag and share videos.
 - Getting to comprehensive - search millions of videos uploaded by community members
 - Personalize the experience by subscribing to member videos, saving favorites, and creating playlists. Developing a persona on YouTube
 - Embed YouTube videos on websites using video implants or APIs
 - Users can make their posted videos public or private
 - Ability to watch and share videos from mobile phones or PDAs
- Management:
 - Chad Hurley – CEO & co-founder – prior Paypal
 - Steve Chen – CTO & co-founder – Prior Paypal
 - Sales and bus dev. mostly x-Yahoo! (Chris Maxcy)
- Investors:
 - YouTube announced its first round of funding in November 2005 for \$3.5 million from venture-capital firm Sequoia Capital. In April 2006, YouTube received an additional \$8 million in a second round of funding from Sequoia – investment led by Roelof Botha, former CFO of PayPal

Sponsored video opportunity

funny videos

Browse 4 single selection now. Find exactly what you want today.

funny video clips

Ringtone at no cost Instant download on your cell phone

Satellite TV on your PC

Controversial satellite services 20% from satellite TV on your computer

Funny Videos

Roll 'n Top Deals on Funny videos

[Ads by Google](#)

[Advertise on this site](#)

Space Camp



About This Video

Added on **March 12, 2006, 03:35 PM**
by [brentsimon](#) @ videop



Founded the [band](#) [and](#) [your](#) [official](#) [Brent](#) [Simon](#) [music](#) [video](#) [space](#) [camp](#) [and](#) [more](#)



<http://www.brentsimon.com>

From the creators of the BitTorrent Song, comes Space Camp. The new songvideo from Brent Simon.

Add Brent on myspace

<http://www.myspace.com/brentsimon>

... (more)

Tags: [fun](#) [space](#) [music](#) [brent](#) [space](#) [camp](#) [space](#) [band](#) [knowledge](#) [video](#) [mp3](#)

URL: <http://www.youtube.com/watch?v=UY0s6E>

Embed: [Embed this video](#)

Rate this video



2664 ratings

Please [login](#) to rate this video.

[Save to Favorites](#)

[Add to Groups](#)

[Share Video](#)

[Blog Video](#)

[Flag as Inappropriate](#)

Views: 607,843

Comments: 1330

Favorited: 1854 times

Honors: 1 [show](#)

Links to: [show](#)

Free video: [show](#)

Ed Adams: The Crazy Train
02:38
From: studio411

Just Like Emma: Labyrinth
02:41
From: rickyste

Brent Simon: The Song and the Space Camp
02:40
From: nextselection

Schapiro Exhibit 127

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
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

VIDEOTAPED DEPOSITION OF
BLAIR HARRISON
NEW YORK, NEW YORK
WEDNESDAY, DECEMBER 9, 2009

BY: REBECCA SCHAUMLOFFEL
JOB NO. 18268

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

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Aschapiro@mayerbrown.com
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ALSO PRESENT:

Carlos King, Videographer

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HARRISON

the form.

Q. In your own opinion. Forget about what she meant.

14:16:09

A. For a purchase to be Viacom's MySpace, MySpace was, I think, the largest acquisition of a user-generated digital media platform.

14:16:28

YouTube was a user-generated video media platform, dot, dot, dot. It could be Viacom's version of same.

14:16:58

Q. Did you ever hear discussion of whether Mr. Redstone and Mr. Dauman were frustrated about the fact that Rupert Murdoch bought MySpace rather than Viacom?

14:17:12

A. I never heard anything about Sumner Redstone's feelings or Philippe Dauman's feelings, I think, until Freston got fired, and then there was an article everywhere. But I think it was something I read about it then. But prior to that, no.

14:17:22

Q. After Freston was fired, you heard there was frustration about the

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HARRISON

failure to get MySpace?

14:17:30 A. I have a vague recollection of Sumner actually saying something to the press.

14:17:56 Q. In any event, in this E-mail on July 5th, '06, you write to Miss McGrath that you believe that "if we can make a business out of it, we should go and buy it," meaning YouTube, correct?

A. Yes.

14:18:16 Q. And the goal was not to have Viacom become a massive copyright infringer, obviously?

A. Correct.

14:18:29 Q. And you detailed -- in your E-mail, you listed some differences between Napster and YouTube, right?

A. I did.

14:18:44 Q. Do you know what you meant when, at the end of this paragraph, you wrote, "Napster had effectively no non-infringing uses, YT had many"?

A. Yes.

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HARRISON

Q. What did you mean?

A. My recollection of Napster,
from the time -- because had already
14:18:53 been dead for awhile in July of '06 --
was that it was exclusively, almost
exclusively populated by music that had
been aggregated from the hard drives of
its audience, and that YouTube -- one
14:19:21 of the functions that YouTube served
was to enable individuals to share
videos, that they had created
themselves, with their friends and
family, and even the public at large.

14:19:38 Q. And eventually, you and
others came together and put together
an analysis of a possible YouTube
acquisition, correct?

A. Correct.

14:20:03 Q. And the PowerPoint was
prepared, right?

A. Yes.

Q. By the way, do you remember
the code name for the possible
14:20:14 acquisition?

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HARRISON

A. I don't. I would be amused to hear it again.

14:20:22 Q. Does "Project Beagle" ring a bell, as in the dog that hunts a fox?

A. Really? I don't recall the name. I normally would.

14:21:03 MR. SCHAPIRO: We are going to mark Exhibit 12. Meanwhile, the videotape is about to run out. While we mark, and you look at Exhibit 12, we can changed tape.

THE VIDEOGRAPHER: The time is 2:21, and we are off the record.

(Whereupon, a recess was held.)

14:20:58 (Whereupon, the aforementioned documents, VIA 02004550 through '4568, were marked as Defendant's Exhibit Harrison-12 for identification as of this date by the Reporter.)

14:22:04 THE VIDEOGRAPHER: The time is 2:22 p.m., and we are back on

Schapiro Exhibit 128

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.) Case No.
 YOUTUBE, INC., YOUTUBE, LLC,) 1:07CV02103
 and GOOGLE, INC.,)
)
 Defendants.)

 THE FOOTBALL ASSOCIATION PREMIER)
 LEAGUE LIMITED, BOURNE CO., et al.,)
 on behalf of themselves and all)
 others similarly situated,)
)
 Plaintiffs,)
 vs.) Case No.
 YOUTUBE, INC., YOUTUBE, LLC, and) 07CV3582
 GOOGLE, INC.,)
)
 Defendants.)

VIDEOTAPED DEPOSITION OF JUDY McGRATH
New York, New York
Wednesday, July 29th, 2009

REPORTED BY:
ERICA RUGGIERI, CSR, RPR
JOB NO: 17161

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July 29, 2009

8:09 a.m.

VIDEOTAPED DEPOSITION OF JUDY

McGRATH, held at the offices of Wilson
Sonsini, Goodrich & Rosati, 1301 Avenue of
the Americas, New York, New York, pursuant
to notice, before before Erica L.
Ruggieri, Registered Professional Reporter
and Notary Public of the State of New
York.

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A P P E A R A N C E S

FOR THE PLAINTIFFS:

JENNER & BLOCK, LLP

BY: SUSAN KOHLMANN, ESQ.

1099 New York Avenue, NW

Washington, DC 20001

(202) 639-6000

Skohlmann@jenner.com

FOR THE DEFENDANTS:

MAYER BROWN, LLP

BY: JOHN P. MANCINI, ESQ.

1675 Broadway

New York, New York 10019

(212) 506-2146

Jmancini@mayerbrown.com

FOR THE DEFENDANTS

WILSON SONSINI GOODRICH & ROSATI PC

BY: DAVID H. KRAMER, ESQ.

MICHAEL H. RUBIN, ESQ.

650 Page Mill Road

Palo Alto, California 94304

Dkramer@wsgr.com

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A P P E A R A N C E S: (Cont'd)

ALSO PRESENT:

MICHELINA HALLEY, MTV Networks

ANDRA SHAPIRO, MTV Networks

CARLOS KING, Videographer

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McGRATH

A. You mean as in socializing with people?

11:21:54 Q. As in making the world a better place.

A. No, I didn't say that.

Q. So do you believe --

A. I said this is what I did in my free time.

11:22:00 Q. Ms. McGrath, I'm not asking you about the article. I'm asking you a question about what you know today.

11:22:10 Sitting here, you are aware, are you not, that YouTube has all sorts of socially beneficial uses?

MS. KOHLMANN: Objection.

A. I'm aware that YouTube is a popular video experience for millions of people.

11:22:26 Q. But you are aware that the video experience that YouTube affords to millions of people is one that in many ways helps make the world a better place, right?

11:22:37 MS. KOHLMANN: Objection.

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McGRATH

A. I would say it's a pleasurable experience, because people -- based on its popularity rankings. I wouldn't make a comment about whether it's making the world a better place.

11:22:51 Q. You know, for example, that servicemen in Iraq use YouTube to send videos of themselves to their families, right?

A. Yes.

Q. That's a good thing, right?

A. That's a good thing.

11:23:07 Q. That's a socially beneficial use of YouTube, isn't it?

MS. KOHLMANN: Objection.

A. Yes.

Q. You know that candidates running for office use YouTube to get their message to the electorate, right?

A. I do.

MS. KOHLMANN: Objection.

Q. That's also a socially beneficial use of the YouTube service, right?

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McGRATH

A. Now I see where you are going.

That's a beneficial aspect, yes.

Q. That helps make our democracy

11:23:35 function better, right?

MS. KOHLMANN: Objection.

A. I wouldn't go so far as to make

that statement.

Q. Do you think it helps improve

11:23:50 our democracy that candidates can use

YouTube to speak directly to the

electorate?

MS. KOHLMANN: Objection.

A. I can't say.

11:23:58 Q. You know that elected officials

use YouTube to speak to their constituents

via YouTube?

A. I do.

Q. You think that's a socially

11:24:08 beneficial use of the service, right?

MS. KOHLMANN: Objection.

A. Well, they believe it is.

Q. Do you believe it is?

A. I believe there are many ways

11:24:20 candidates speak to people, and that's one

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McGRATH

of them.

Q. And that's a good thing, right?

MS. KOHLMANN: Objection.

11:24:44 A. I believe it's a popular
experience.

Q. Ms. McGrath, that's not the
question.

You know that elected officials
11:24:53 use YouTube to speak to their constituents
via YouTube, and I'm asking you whether
that's a socially beneficial use of the
YouTube service.

A. In my opinion, you mean?

11:25:03 Q. Do you believe it to be?

A. I believe it is.

Q. You are aware of the CNN YouTube
presidential debates, right?

A. I am.

11:25:30 Q. That, too, was a socially
beneficial use of YouTube, right?

A. And CNN.

Q. And YouTube, right?

A. And YouTube.

11:25:36 Q. Did you ever visit President

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McGRATH

Obama's campaign's official channel on
YouTube?

A. I don't think so.

11:25:47 Q. You are aware he had one,
though, right?

A. Yes.

I went to his website.

11:25:52 Q. Don't you think that President
Obama's campaign channel on YouTube was a
socially beneficial use of YouTube?

MS. KOHLMANN: Objection.

11:26:24 A. I believe any time the president
communicates on television or on-line to
the population, that's a good thing.

Q. Including when he does so
through YouTube, correct?

A. Correct.

11:26:38 Q. Where he can reach an audience
of millions, correct?

A. He can reach an audience of
millions in many places.

Q. But on YouTube in particular,
right?

11:26:52 A. I believe it is one of the ways

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McGRATH

he communicates with millions of people,
yes.

11:26:58 Q. And you think that's a good
thing?

A. I do.

Q. You would say the same thing
about Senator McCain's channel on YouTube,
right, even if you didn't vote for him?

11:27:05 MS. KOHLMANN: Objection.

A. Yes.

Q. You believe that YouTube has
significant legitimate uses, don't you?

MS. KOHLMANN: Objection.

11:27:24 A. I believe that YouTube has
legitimate uses, yes.

Q. You believe those legitimate
uses --

A. I would not --

11:27:31 Q. -- are significant, in terms of
the overall use of the site, don't you?

MS. KOHLMANN: Objection.

A. I believe most of the use of the
YouTube site is -- let me retract that.

11:27:47 What was the question again?

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McGRATH

Q. You believe that the legitimate uses of YouTube that you referenced are significant, in terms of the overall use of the site, right?
11:27:57

A. I really don't know if they are a significant part of what drives the site traffic.

Q. You believe them to be, though, right?
11:28:05

MS. KOHLMANN: Objection.

A. I did not say that. I have no idea.

Q. Do you consider your use of the YouTube service to have been legitimate?
11:29:19

MS. KOHLMANN: Objection.

A. To the best of my recollection, I would say yes.

Q. Ms. McGrath, Viacom considered acquiring YouTube, correct?
11:29:45

A. Correct.

Q. An acquisition of YouTube was contemplated by the most senior executives at Viacom and MTV Networks, right?

MS. KOHLMANN: Objection.
11:29:57

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McGRATH

A. Right.

Q. Mr. Freston, the CEO of Viacom at the time, was involved in evaluating a potential acquisition of YouTube by Viacom, correct?

11:30:08

MS. KOHLMANN: Objection.

A. Evaluating. Mr. Tom Freston had the ultimate decision-making on all acquisitions, so I would -- I'm not sure what you mean by involved in the --

11:30:23

Q. He played a role in considering the acquisition of --

A. Yes --

11:30:32

Q. -- YouTube?

A. -- he did.

11:30:40

Q. Mr. Wolf, the president and chief operating officer of MTV Networks was also involved or played a role in evaluating a potential acquisition of YouTube, right?

MS. KOHLMANN: Objection.

A. I believe he did.

11:30:50

Q. What was your role in Viacom's efforts to acquire YouTube?

Schapiro Exhibit 138

From: Michelena.hallie@mtvn.com
Sent: Tuesday, October 31, 2006 5:15 PM
To: Deana Arizala
Cc: Morales, Cindy; Mark M. Ishikawa; Evelyn Espinosa; Courtney Nieman
Subject: Re: Fwd: Viral Internet Marketing Clips

Got it. We should be able to authorize you to search a list soon

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

From: Deana Arizala <deanaa@baytsp.com>
To: Hallie, Michelena
CC: Morales, Cindy; Mark M. Ishikawa <marki@baytsp.com>; Evelyn Espinosa <evelyn@baytsp.com>; Courtney Nieman <courtneyni@baytsp.com>
Sent: Tue Oct 31 12:11:05 2006
Subject: Fwd: Viral Internet Marketing Clips

Michelena,

I'm not sure if you received the email below, so just in case I am going to forward it.

Best Regards,

Deana Arizala

Deana Arizala
Client Services Manager, BayTSP, Inc
408.341.2365 (direct)
408.341.2300 (voice)
408.341.2399 (fax)

From: Deana Arizala
Sent: Monday, October 30, 2006 10:09 AM
To: Michelena.hallie@mtvn.com
Cc: Morales, Cindy; Mark M. Ishikawa; Evelyn Espinosa; Courtney Nieman
Subject: RE: Viral Internet Marketing Clips

6/11/2008

A-851

Michelena,

Below is a list of VH1 shows I'm gathered from the links below. I do not have these shows in my list. Please let me know if these titles should be added in Cims.

VH1

The Wendy Williams Experience

Totally Awesome

Flavor of Love

Hogan Knows Best

Freestyle 59

Thanks Michelena.

Best Regards,

Deana Arizala

Deana Arizala

Client Services Manager, BayTSP, Inc

408.341.2365 (direct)

408.341.2300 (voice)

408.341.2399 (fax)

6/11/2008

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

From: Michelena.hallie@mtvn.com
Sent: Friday, October 27, 2006 3:23 PM
To: Deana Arizala
Cc: Morales, Cindy
Subject: FW: Viral Internet Marketing Clips

Is this sufficient information? If so, you can now take down VH1 clips

2 1/2 minutes or over, other than those noted below.

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

From: Kadetsky, Deborah
Sent: Friday, October 27, 2006 6:07 PM
To: Cheeks, George; Maxwell, Tony
Cc: Wilson, Adam; Hallie, Michelena; Imm, Tina
Subject: RE: Viral Internet Marketing Clips

George, are you able to do your sweep of clips according to who's posted them?

If that is the case, the clips that we've authorized to be posted are under the usernames "vh1staff" and "reaction2006"

If you need specific links, here is a list of what we've posted as approved clips to date:

<http://www.youtube.com/watch?v=qVVG77Rfrvk>

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

http://www.youtube.com/watch?v=_5vjI.2stAz0

http://www.youtube.com/watch?v=M-G_NQZb1II

<http://www.youtube.com/watch?v=qvUzUOSbs9Y>

<http://www.youtube.com/watch?v=xPFTPn-eGKk>

<http://www.youtube.com/watch?v=3saVMo96328>

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

<http://www.youtube.com/watch?v=x1ycbHjePjM>

6/11/2008

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

<http://www.youtube.com/watch?v=4CtHP6Ut-zM>

<http://www.youtube.com/watch?v=Dy9lYAELqlE>

<http://www.youtube.com/watch?v=kihSHIoW-Tg>

http://www.youtube.com/watch?v=yZ1SEdh_JPc

http://www.youtube.com/watch?v=ia_pl6rVg_k

<http://www.youtube.com/watch?v=zIbL-zhMK8k>

<http://www.youtube.com/watch?v=ynJmXSht2jI>

<http://www.youtube.com/watch?v=uXnx5QxpIRc>

<http://www.youtube.com/watch?v=zgl3l1BKpwjQ>

http://www.youtube.com/watch?v=pAkp_Hr5rN4

<http://www.youtube.com/watch?v=BRbM2qfD08U>

<http://www.youtube.com/watch?v=QQxyhtYk3CI>

Do you have a sense of how frequently we'll be doing this takedown sweep? I want to make sure than any future postings through our current process don't get removed accidentally.

Thanks,

deb

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

From: Cheeks, George

Sent: Friday, October 27, 2006 1:33 PM

To: Kadetsky, Deborah; Maxwell, Tony

Cc: Wilson, Adam

Subject: Re: Viral Internet Marketing Clips

If you could send a copy directly to Michelina Hallie and copy me that would be great!

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

From: Kadetsky, Deborah

6/11/2008

To: Cheeks, George; Maxwell, Tony

CC: Wilson, Adam

Sent: Fri Oct 27 09:48:26 2006

Subject: RE: Viral Internet Marketing Clips

Hi George,

Did you get my list via Tina Imm? I can send to you directly if not...

Deb

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

From: Cheeks, George

Sent: Friday, October 27, 2006 8:47 AM

To: Maxwell, Tony

Cc: Wilson, Adam; Kadetsky, Deborah

Subject: Re: Viral Internet Marketing Clips

We need everything that you have seeded thusfar as we are engaging an outside service to send take down notices for full episodes and clips in excess of 2 minutes and 30 seconds and we don't want to have notices sent for content we seeded. That said, if that is too big a task I would at least hit the stuff that we seeded over the past several months.

Thanks.

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

From: Maxwell, Tony

To: Cheeks, George

CC: Wilson, Adam; Kadetsky, Deborah

Sent: Wed Oct 25 11:10:26 2006

Subject: Viral Internet Marketing Clips

Hello George,

6/11/2008

Nigel asked me to follow up with you about your request for a list of viral clips we are currently supplying to websites like youtube.com.

Are you looking for a monthly figure or total amount since a certain date.

Please inform.

Many thanks,

Tony

--

Tony Maxwell

VP Vh1 On Air Promotions

212-846-7867

tony.maxwell@vh1staff.com

6/11/2008

Schapiro Exhibit 140

Housley, Michael

From: Andrea Cordone [andreas@baytsp.com]
Sent: Wednesday, April 16, 2008 7:23 PM
To: Housley, Michael
Cc: Sean Ray; Evelyn Espinosa; Elliott Kohtz
Subject: RE: Whitelist

Mike,

All of the following usernames are on the white-list in BVM and in the CIMS filters:

BAAFamily
BadBoyRecords
barelypolitical
BdubEtv
bestweekevertv
blacktreemedia
bpfrecords
bravenewfilms
BroadwayJoe
BroadwayJoe415
bullrunvideo
CBS
ChannelFrederator
cimatics
Damonjohnson
fanscapevideos
FanscapeVideos4U
FiveChemical
freeforlife112
FreshTakes
FutureWorld77
HGiantVid
irenemariemodels
Isitfridayyet
JackassWorldMTV
jerseymouth1
ladyfragment
Lakeshore Records
laurenceegibbs
LiberalViewer
Menudo
OfficialReno911
Paraccount
Paramount
Paramount Pictures
ParamountPictures
ParentsConnect
ParkMyVibe
PinkStrawberry
PinkStrawberry1
powermadeak47dotcom
powmadeak47
reaction2006
reno911miami
rollingoutTELEVISION
RunsHouseVideos
shishka
Snackboard

SpikeTV
TDSwriters
thatisalsofunny
thatsfunny
Thatsnotfunny
themoviemonkey
thesparksfly
TNAWrestling
tomato808
TVgasmdotcom
TXCANY
vh1staff
Victorweb
virtualmtv
VLogging
Wiredset

These usernames appear only in CIMS:

ArtisanNewsService
Digitalfilmmaker
MyDamnChannel
universalmusicgroup

Please let me know if you have any questions or if there any changes that should be made.

Best Regards,

Andrea Cordone
Client Services Manager
BayTSP, Inc.
408.341.2365
andreac@baytsp.com

**Save the date! Join us for "One World 2008: Managing Piracy in the Global Village" -
BayTSP's 5th Annual Anti-Piracy Conference September 15-17th! 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.

From: Housley, Michael [<mailto:Michael.Housley@viacom.com>]
Sent: Wednesday, April 16, 2008 2:13 PM
To: Andrea Cordone
Cc: Sean Ray; Evelyn Espinosa; Elliott Kohtz
Subject: RE: Whitelist

Thanks, Andrea. Can you send me a list of all white-listed usernames?

From: Andrea Cordone [<mailto:andreac@baytsp.com>]
Sent: Wednesday, April 16, 2008 5:06 PM
To: Housley, Michael
Cc: Sean Ray; Evelyn Espinosa; Elliott Kohtz
Subject: RE: Whitelist

Mike,

The username "BAAFfamily" has been added to the BVM white-list and the filters in CIMS.

Best Regards,

HIGHLY CONFIDENTIAL

VIA-SUPP000002

Andrea Cordone
Client Services Manager
BayTSP, Inc.
408.341.2365
andreac@baytsp.com

**Save the date! Join us for "One World 2008: Managing Piracy in the Global Village" -
BayTSP's 5th Annual Anti-Piracy Conference September 15-17th! 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.

From: Housley, Michael [mailto:Michael.Housley@viacom.com]
Sent: Wednesday, April 16, 2008 1:55 PM
To: Andrea Cordone
Cc: Sean Ray
Subject: Whitelist

Hello Andrea,

Please white-list the username, BAAFamily.

Thanks,

Mike

Housley, Michael

From: Housley, Michael
Sent: Wednesday, April 16, 2008 7:30 PM
To: Pierre-Louis, Stanley; Solow, Warren
Subject: RE: BY on YOU TUBE

Per your request...

ArtisanNewsService
BAAFamily
BadBoyRecords
barelypolitical
BdubEtv
bestweekevertv
blacktreemedia
bpfrecords
bravenewfilms
BroadwayJoe
BroadwayJoe415
bullrunvideo
CBS
ChannelFrederator
cimatix
Damonjohnson
Digitalfilmmaker
fanscapevideos
FanscapeVideos4U
FiveChemical
freeforlife112
FreshTakes
FutureWorld77
HGiantVid
irenemariemodels
Isitfridayyet
JackassWorldMTV
jerseymouth1
ladyfragment
Lakeshore Records
laurenceegibbs
LiberalViewer
Menudo
MyDamnChannel
OfficialReno911
Paraccount
Paramount
Paramount Pictures
ParamountPictures
ParentsConnect
ParkMyVibe
PinkStrawberry
PinkStrawberry1
powermadeak47dotcom
powmadeak47
reaction2006
reno911miami
rollingoutTELEVISION
RunsHouseVideos
shishka

Snackboard
SpikeTV
TDSwriters
thatisalsofunny
thatsfunny
Thatsnotfunny
themoviemonkey
thesparksfly
TNAWrestling
tomato808
TVgasmdotcom
TXCANY
universalmusicgroup
vh1staff
Victorweb
virtualmtv
VLogging
Wiredset

From: Pierre-Louis, Stanley
Sent: Wednesday, April 16, 2008 5:12 PM
To: Housley, Michael; Solow, Warren
Subject: RE: BY on YOU TUBE

[can you send me our up-to-date white list? thanks.](#)

From: Housley, Michael
Sent: Wednesday, April 16, 2008 5:10 PM
To: Solow, Warren; Pierre-Louis, Stanley
Subject: RE: BY on YOU TUBE

[Addition to white-list has been confirmed.](#)

From: Solow, Warren
Sent: Wednesday, April 16, 2008 4:53 PM
To: Housley, Michael; Pierre-Louis, Stanley
Subject: FW: BY on YOU TUBE

[Mike, white list this url](#)

[Stan, did you know about this, or did they go rogue](#)

From: Porch, Antonious
Sent: Wednesday, April 16, 2008 4:23 PM
To: Solow, Warren
Subject: FW: BY on YOU TUBE

[We are marketing our tour!](#)

From: Vargo, Susan
Sent: Wednesday, April 16, 2008 3:56 PM
To: Porch, Antonious
Cc: Rosenstein, Stuart
Subject: FW: BY on YOU TUBE

A-862

Hi Antonious, I wanted to let you know that we have placed the following B-Roll for the Backyardigans Live tour on youtube. Please let us know if you need any further information.

Thanks!

From: Andy Holland [mailto:andy.holland@broadwayacrossamerica.com]

Sent: Wednesday, April 16, 2008 3:52 PM

To: Amy Gentry

Cc: Rosenstein, Stuart; Vargo, Susan; Stacey Burns; Nunez, Erica - Nick; jennifer.costello@broadwayacrossamerica.com

Subject: Re: BY on YOU TUBE

Hello-

The Backyardigans B-Roll is up on You Tube. You can see it here:

<http://youtube.com/watch?v=SqNAhB5B6-Q>

The keywords I used for searching are:

Backyardigans

Live

Tour

Tale

Mighty

Knights

USA

Nickelodeon

Concert

Please let me know if there are more you'd like me to add.

Thanks!

On 4/15/08, **Amy Gentry** <amy.gentry@broadwayacrossamerica.com> wrote:

Great. Andy is working on this now and will hopefully have this up today. Will keep you posted and send over the different names we're under.

On Tue, Apr 15, 2008 at 8:12 AM, Rosenstein, Stuart <Stuart.Rosenstein@nick.com> wrote:

Hey Amy - Spoke to our online group last night and we are free to post on YouTube as long as we own the rights to the footage which we do . I think we should do that right away as we all know that the Canadian show is on the top of the queue and we should knock them off there

Up to you but I would guess it would be a section of b-roll with multiple similar postings under different names to capture the search engine inquiries

Backyardigans Live USA

Backyardigans Live Show

Backyardigans Live - Nickelodeon

Others?

What ever names you post under should be conveyed to Susan who will send to Antonious Porch in Online Legal for

HIGHLY CONFIDENTIAL

VIA-SUPP000006

1/22/2010

A-863

their Youtube list

tx

Stuart Rosenstein
Senior Vice President
Resorts & Theatricals
Nickelodeon Recreation
(212) 258 -7764
(212) 846-1833 (F)

--

NOTE NEW EMAIL ADDRESS: amy.gentry@broadwayacrossamerica.com

Amy Gentry
Broadway Across America
Senior Director of Marketing
[REDACTED] / 206-622-8749 fx
2033 6th Ave, Suite 995 | Seattle, WA | 98121

GO TO <http://lntpstore.hipcricket.com/> to opt in to receive information about our family shows via text message!

Housley, Michael

From: Sean Ray [seanr@baytsp.com]
Sent: Monday, June 16, 2008 9:24 PM
To: Housley, Michael
Cc: Andrea Cordone; Elliott Kohtz; Evelyn Espinosa; Tim Methenitis
Subject: MTVN white-list
Follow Up Flag: Follow up
Flag Status: Red
Attachments: MTVN white-list.pdf

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
thatisalsofunny
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

If you have any questions or need any further assistance please let us know.

Regards,

Sean Ray
Client Services
BayTSP, Inc.
408-341-2300 (Main)
408-341-2399 (Fax)
AIM Handle: seanray13
seanr@baytsp.com
www.baytsp.com

Save the date! Join us for “One World 2008: Managing Piracy in the Global Village” - BayTSP’s 5th Annual Anti-Piracy Conference September 15-17th! Join us!

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From: Elliott Kohtz
Sent: Monday, June 16, 2008 5:28 PM
To: paramount_dailies
Cc: Paramount_dailies_cc; Bryan Mejia; Timothy Methenitis
Subject: Spiderwick Chronicles Daily Report 06-16-08

Tracking and Enforcement Update

This report reflects data gathered yesterday.

RADAR Alerts:

HIGHLY CONFIDENTIAL

VIA-SUPP000009

1/22/2010

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
AIM: elliottbaytsp
Direct: 408.341.2320

Save the date! Join us for “One World 2008: Managing Piracy in the Global Village” - BayTSP’s 5th Annual Anti-Piracy Conference September 15-17th! 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.

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
- thatisalsofunny
- 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
- bprecords
- 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	RunsHouseVideos
BAAFamily	selfmag
BadBoyRecords	shishka
barelypolitical	Snackboard
BdubEtv	spiketv
bestweekevertv	SpikeTV
blacktreemedia	TDSwriters
bpfrecords	teodorafilm
bravenewfilms	thatisalsofunny
BroadwayJoe	thatsfunny
BroadwayJoe415	Thatsnotfunny
bullrunvideo	themoviemonkey
CBS	thesparksfly
ChannelFrederator	TNAWrestling
cimatics	tomato808
Damonjohnson	turningthebig40
digitalfilmmaker	TVgasmdotcom
duke12085	TXCANY
Edwardtubbs	universalmusicgroup
fanscapevideos	vh1staff
FanscapeVideos4U	Victorweb
FiveChemical	virtualmtv
freeforlife112	VLogging
FreshTakes	Wiredset
FutureWorld77	IrenaZilberman
GossipGirl40	Blunty3000
HGiantVid	2008classicawards
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	

Housley, Michael

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
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 an updated spreadsheet for quite some time.

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
www.baytsp.com

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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

Paramount Video White-list

as of 4/30/09

Non-Viral & Unknown			Viral list
PinkStrawberry1	fueltv	redrawdogg	Paramount 2009
"FXLover"	fueltvoap	reno911miami	Paramount 2010
adultswimdotcoulk	FUELTVSHOWMEYOURID	reyesdelacalle	Wiredset
AlvinDanceSteps	FutureWorld77	senha: senharei	RockYouInc
AlwaysSunnyFX	FXDirt	shishka	alienatepeople
Arkanet	FXTheRiches	Simpsonsmoviechannel	luvinthen
AustinOz06	giagirl	simpsonsofilme	ParamountGermany
BadBoyRecords	gossipgirlvofficial	Snackboard	paramountpictureshow
bb0s	gypsyvixen	spiketv	
bestweekevertv	h0mer001	SpikeTV	
blacktreemedia	hapanesegirl	squareguy	
Blip	horrorzone89	Substance001trailers	
bpfrecords	HortonGB	sunshinefan07	
bravenewfilms	huluDotCom	sunshinemovie	
BroadwayJoe	imagenesdelmasalla	sunspotscompetition	
BroadwayJoe415	imagenesdoalem	superdeluxecomedy	
bufalodelanoche	irenemariemodels	Tastefullymine	
cafehopping	Isitfridayyet	tcfmexico	
canyouhandleit	JackassWorldMTV	tcmclassicsshorts	
CBS	jerseymouth1	Thatisalsofunny	
CBSNewsOnline	Jonnysleftfoot	Thatsfunny	
clr1616	julianwlai	Thatsnotfunny	
Damonjohnson	kackylacky	Thegypsyvixen	
Davedore	ladyfragment	themoviemonkey	
Digestor2365	Lakeshore Records	thesparksfly	
Digi80	lakeshoreent	Timmsie	
DMGifamily	lakeshorerecords	TNAWrestling	
dnafilmsltd	laurenceegibbs	tsuemetai07	
durodematar4	LiberalViewer	TXCANY	
Eibrandedcontent	madmanonline	vh1staff	
eyeofbeholder	menghsitsai	Victorweb	
FanscapeVideos4U	michel@10minutos.com.br	VideoNasty	
filmmakerdotcom	minkmomo	VLogging	
FiveChemical	Miranda4444	WarnerBrosOnline	
foxabulous	mksuperdeluxe	wemakevideonasty	
foxatomic	NBC	Wfox	
FoxBroadcasting	news4uandi	wigfilms	
foxdigitalcopy	nktomic	wlover	
foxfutvolley	Paraccount	JohnMcCain.com	
foxbomede	Paramount	BarakObama.com	
FoxKino	Paramount Pictures	strangewildernessuk	
FoxMovies	ParamountPictures	egamimedia	
Foxrental	ParkMyVibe	StarTrekLeFilm	
foxsearchlight	PinkStrawberry	ParamountFrance	
foxsearchlight1	powermadeak47dotcom		
foxtvdvd	powmadeak47		
Foxwtb	reaction2006		
freeforlife112	reaction2006		