

1 QUINN EMANUEL URQUHART  
2 OLIVER & HEDGES, LLP  
3 Michael T. Zeller (Bar No. 196417)  
4 michaelzeller@quinnemanuel.com  
5 865 South Figueroa Street, 10th Floor  
6 Los Angeles, California 90017-2543  
7 Telephone: (213) 443-3000  
8 Facsimile: (213) 443-3100

9 Charles K. Verhoeven (Bar No. 170151)  
10 charlesverhoeven@quinnemanuel.com  
11 Rachel M. Herrick (Bar No. 191060)  
12 rachelherrick@quinnemanuel.com  
13 555 Twin Dolphin Drive, Suite 560  
14 Redwood Shores, California 94065-213

15 Attorneys for Defendant GOOGLE INC.

16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**UNITED STATES DISTRICT COURT**  
**CENTRAL DISTRICT OF CALIFORNIA**

PERFECT 10, INC., a California  
corporation

Plaintiff,

vs.

GOOGLE INC., a corporation; and  
DOES 1 through 100, inclusive

Defendants.

AND COUNTERCLAIM

PERFECT 10, INC., a California  
corporation,

Plaintiff,

vs.

AMAZON.COM, INC., a corporation;  
A9.COM, INC., a corporation; and  
DOES 1 through 10, inclusive,

Defendants.

Case No. CV 04-9484 AHM (SHx)  
[Consolidated with Case No. CV 05-  
4753 AHM (SHx)]

DECLARATION OF  
RACHEL M. HERRICK  
REGARDING (PROPOSED)  
ORDER RE PERFECT 10'S  
MOTION TO COMPEL

**[PUBLIC REDACTED]**  
THE PARTIES HAVE SUBMITTED A  
STIPULATION TO FILE EXHIBITS B  
AND C TO THIS DOCUMENT  
UNDER SEAL PURSUANT TO THE  
PROTECTIVE ORDER ENTERED  
DECEMBER 27, 2005

1 I, Rachel M. Herrick, declare as follows:

2 1. I am a member of the bar of the State of California and an  
3 attorney with Quinn Emanuel Urquhart Oliver & Hedges, LLP, counsel for  
4 Defendant Google Inc. ("Google"). I make this declaration of my personal and  
5 firsthand knowledge and, if called and sworn as a witness, I could and would testify  
6 competently hereto.

7 2. I submit this declaration to provide the Court with various  
8 materials referenced by the parties in their respective position statements regarding  
9 the portions of the Proposed Order on Perfect 10's motion to compel which remain  
10 in dispute.

11 3. Attached hereto as Exhibit A is a true and correct copy of  
12 excerpts of the transcript of the November 27, 2007 hearing before the Honorable  
13 Stephen J. Hillman.

14 4. Attached hereto as Exhibit B is a true and correct copy of  
15 excerpts of the transcript of the deposition of Alexander MacGillivray taken on  
16 December 19, 2006 (filed under seal).

17 5. Attached hereto as Exhibit C is a true and correct copy of  
18 excerpts of the transcript of the deposition of Bill Brougher, taken January 11, 2007  
19 (filed under seal).

20 6. Attached hereto as Exhibit D is a true and correct copy of various  
21 correspondence sent from Google's counsel to Perfect 10's counsel dated August 1,  
22 2005, January 31, 2006, and August 31, 2007 (excluding any attachments thereto).

23 7. Attached hereto as Exhibit E is a true and correct copy of  
24 excerpts of the Joint Stipulation re. Plaintiff Perfect 10, Inc.'s Motion to Compel  
25 Defendant Google, Inc. to Produce Documents, dated October 4, 2007.

26 8. Attached hereto as Exhibit F is a true and correct copy of  
27 excerpts of the Declaration of Jennifer A. Golinveaux In Support of Google Inc.'s  
28

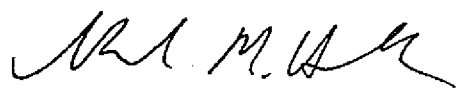
1 Opposition to Perfect 10, Inc.'s Motion to Compel Google, Inc. to Produce  
2 Documents, and Exhibit D to that Declaration, dated October 4, 2007.

3 9. Attached hereto as Exhibit G is a true and correct copy of  
4 excerpts of the Joint Stipulation re. Google's Motion to Compel Production of  
5 Documents and Responses to Interrogatories, dated February 13, 2006.

6 12. Attached hereto as Exhibit H is a true and correct copy of  
7 excerpts of the Order Regarding Google's Motion to Compel Production of  
8 Documents and Responses to Interrogatories, dated May 22, 2006.

9 13. Attached hereto as Exhibit I is a true and correct copy of excerpts  
10 of Plaintiff's Fifth Set of Requests for the Production of Documents to Defendant  
11 Google, Inc., dated January 17, 2007.

12 I declare under penalty of perjury under the laws of the United States of  
13 America that the foregoing is true and correct. Executed February 12, 2008, at  
14 Redwood Shores, California.

15  
16 

17 

---

Rachel M. Herrick

18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28