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UNITED STATES DISTRICT COURT

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CENTRAL DISTRICT OF CALIFORNIA

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PERFECT 10, INC., a California corporation,

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Plaintiff,

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vs.

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

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Defendants.

19

AND COUNTERCLAIM

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PERFECT 10, INC., a California corporation,

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Plaintiff,

22

vs.

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AMAZON.COM, INC., a corporation; A9.COM, INC., a corporation; and DOES 1 through 100, inclusive,

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Defendants.

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

**SUPPLEMENTAL DECLARATION
OF THOMAS NOLAN IN SUPPORT
OF GOOGLE INC.'S
SUPPLEMENTAL
MEMORANDUM IN SUPPORT OF
ITS JOINDER IN DEFENDANTS
AMAZON.COM, INC. AND ALEXA
INTERNET'S *EX PARTE*
APPLICATION AND
RESPONSE TO PERFECT 10'S
OPPOSITION THERETO**

Hon. Stephen J. Hillman

Date: November 3, 2009

Time: 10:00 A.M.

Crtrm.: 550

Discovery Cut-off: None Set
Pre-trial Conference: None Set
Trial Date: None Set

1 I, Thomas Nolan, declare as follows:

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

7 2. I submit this declaration in support of Defendant Google Inc.'s
8 Supplemental Memorandum in Support of its Joinder in Defendants Amazon.com,
9 Inc. and Alexa Internet's *Ex Parte* Application and Response to Perfect 10's
10 Opposition Thereto (filed concurrently herewith).

11 3. On October 22, 2009 Perfect 10 produced a hard drive to Google. I
12 have personally reviewed the hard drive. The October 22, 2009 hard drive includes
13 folders titled "usenet" and "google." These folders contain thousands of files. In
14 my review of the contents of these folders, I saw no subfolder or file name labeled
15 with any clear reference to the Court's Order dated October 6, 2009. One of the
16 documents contained on this hard drive is file titled "U.S. Copyright Office -
17 Service Provider Agents.pdf" that is located in the "whois" folder, is 1,429 pages
18 long, includes a URL from the website www.copyright.gov, is titled "Directory of
19 Service Provider Agents for Notification of Claims of Infringement," and contains
20 25 pages of what appear to be electronic scans of hard copy documents. One of the
21 folders on this hard drive is titled "articles after production" and contains news
22 articles and similar documents. In reviewing the hard drive produced by Perfect 10
23 on October 22, 2009 (and previous hard drives produced by Perfect 10 in this
24 matter), I have observed that many of the produced files were not text-searchable.
25 For example, many of the copyright registration certificates and contracts that
26 Perfect 10 has produced were not in text-searchable format.

27 4. Attached hereto as Exhibit A is a true and correct copy of an electronic
28 file I created using the program Snagit 9. The file is a screenshot of the properties

1 of the "usenet" folder of Perfect 10's electronic document production of October 22,
2 2009, as viewed on my computer using Windows Explorer.

3 5. Attached hereto as Exhibit B is a true and correct copy of an electronic
4 file I created using the program Snagit 9. The file is a screenshot of the properties
5 of the "google" folder of Perfect 10's electronic document production of October
6 22, 2009, as viewed on my computer using Windows Explorer.

7 6. On November 25, 2008 Perfect 10 produced a hard drive to Google. I
8 have personally reviewed the hard drive. The hard drive contains a large number of
9 documents spread throughout 49 first-level folders and multiple subfolders. In my
10 review of the hard drive I located no folders of documents labeled "financial
11 documents," "damages documents," or with any sort of clear reference to any of
12 Google Inc.'s Requests for Production of Documents in this matter.

13 7. Attached hereto as Exhibit C is a true and correct copy of an electronic
14 file I created using the program Snagit 9. The file is a screenshot of the file
15 structure of Perfect 10's electronic document production of November 25, 2008, as
16 viewed on my computer using Windows Explorer.

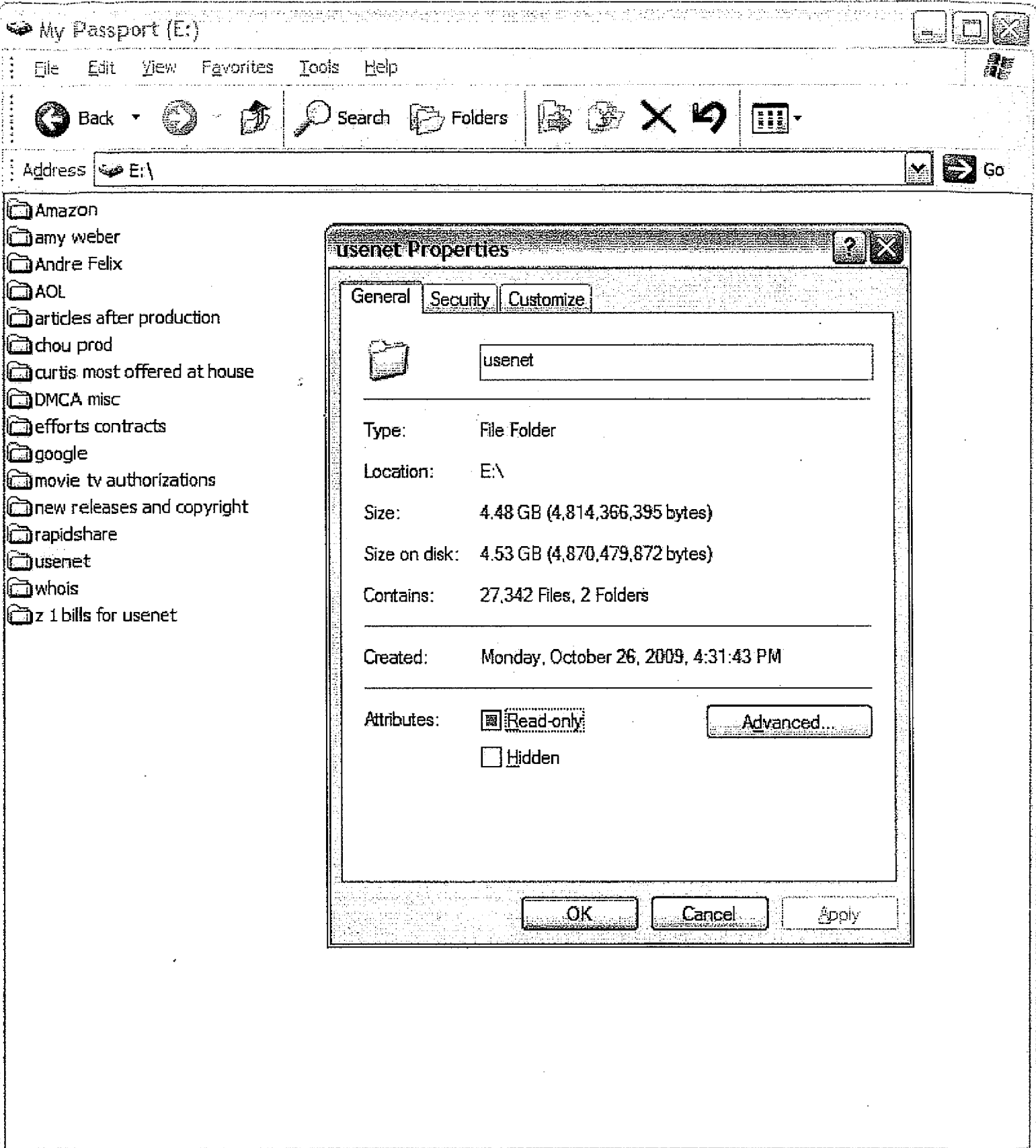
17 8. Attached hereto as Exhibit D is a true and correct copy of an electronic
18 file I created using the program Snagit 9. The file is a screenshot of the properties
19 of the "0 0 0 for next production" folder of Perfect 10's electronic document
20 production of November 25, 2008, as viewed on my computer using Windows
21 Explorer.

22 I declare under penalty of perjury under the laws of the United States of
23 America that the foregoing is true and correct. Executed November 6, 2009 at Los
24 Angeles, California.

25 

26 _____
27 Thomas Nolan

EXHIBIT A

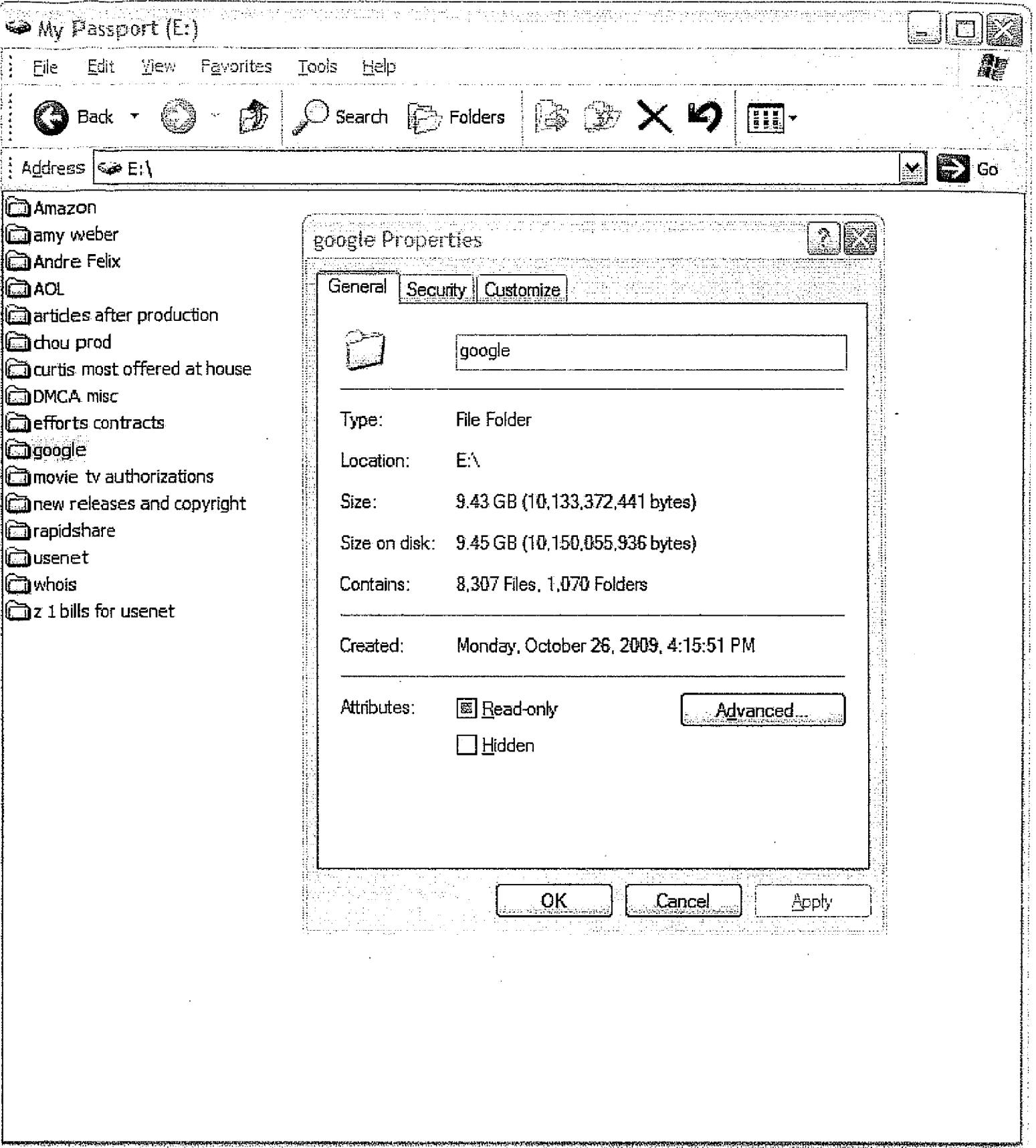


1 objects selected

My Computer

EXHIBIT A
PAGE 4

EXHIBIT B



1 objects selected

My Computer

EXHIBIT B
PAGE 5

EXHIBIT C

Name	Size	Type	Date Modified	Attributes
0 0 0 for next production		File Folder	11/26/2008 1:03 PM	A
a9 passwords		File Folder	11/26/2008 1:03 PM	A
advertisers		File Folder	11/26/2008 1:06 PM	A
agreements		File Folder	11/26/2008 1:06 PM	A
amazon		File Folder	11/26/2008 1:20 PM	A
aol		File Folder	11/26/2008 1:20 PM	A
articles		File Folder	11/26/2008 1:20 PM	A
bodyinmind reports		File Folder	11/26/2008 1:20 PM	A
celebs blogspot		File Folder	11/26/2008 1:23 PM	A
cellphone downloads		File Folder	11/26/2008 1:23 PM	A
chilling effects		File Folder	11/26/2008 1:23 PM	A
compliments		File Folder	5/7/2009 3:51 PM	A
connections		File Folder	11/26/2008 1:23 PM	A
copyright		File Folder	11/26/2008 2:16 PM	A
credit card processors		File Folder	11/26/2008 2:16 PM	A
defame		File Folder	5/7/2009 3:51 PM	A
disclaimers		File Folder	11/26/2008 2:16 PM	A
display		File Folder	5/7/2009 3:51 PM	A
downloads		File Folder	11/26/2008 2:16 PM	A
glam0ur.com		File Folder	11/26/2008 2:16 PM	A
google		File Folder	11/26/2008 2:54 PM	A
hegre		File Folder	11/26/2008 2:54 PM	A
Hollywood requests		File Folder	11/26/2008 2:54 PM	A
image findtarget		File Folder	11/26/2008 2:54 PM	A
Image recognition		File Folder	11/26/2008 2:54 PM	A
imagevenue		File Folder	11/26/2008 2:54 PM	A
msn		File Folder	5/7/2009 3:51 PM	A
nasty		File Folder	11/26/2008 3:14 PM	A
not fair use		File Folder	11/26/2008 3:14 PM	A
nudecelebforum.com		File Folder	11/26/2008 3:14 PM	A
passwords		File Folder	11/26/2008 3:14 PM	A
phun.org		File Folder	11/26/2008 3:23 PM	A
rapidshare 43008		File Folder	11/26/2008 3:23 PM	A
rapidshare 81608 nz		File Folder	11/26/2008 3:23 PM	A
rapidshare connections		File Folder	11/26/2008 3:23 PM	A
rapidshare downloaded 50908		File Folder	11/26/2008 3:24 PM	A
rapidshare downloaded 61208		File Folder	11/26/2008 3:24 PM	A
rapidshare downloaded 63008		File Folder	11/26/2008 3:25 PM	A
rapidshare marketa		File Folder	11/26/2008 3:26 PM	A
rapidshare using google links		File Folder	11/26/2008 3:26 PM	A
removes entire cp site		File Folder	11/26/2008 3:26 PM	A
rights violations		File Folder	11/26/2008 3:26 PM	A
safe search		File Folder	11/26/2008 3:26 PM	A
snagit		File Folder	11/26/2008 3:26 PM	A
trademark		File Folder	5/7/2009 3:51 PM	A
ucgalleries		File Folder	11/26/2008 3:26 PM	A
url breakdown by site		File Folder	11/26/2008 3:26 PM	A
usenet		File Folder	11/26/2008 3:32 PM	A
whois		File Folder	11/26/2008 3:35 PM	A

EXHIBIT C
PAGE 6

EXHIBIT D

Name	Size	Type	Date Modified
0 0 0 for next production		File Folder	11/26/2008 1:03
a9 passwords		File Folder	11/26/2008 1:03
advertisers			5/2008 1:06
agreements			5/2008 1:06
amazon			5/2008 1:20
aol			5/2008 1:20
articles			5/2008 1:20
bodyinmind reports			5/2008 1:20
celebs blogspot			5/2008 1:23
cellphone downloads			5/2008 1:23
chillingeffects			5/2008 1:23
compliments			1009 3:51 PM
connections			5/2008 1:23
copyright			5/2008 2:16
credit card processors			5/2008 2:16
defame			1009 3:51 PM
disclaimers			5/2008 2:16
display			1009 3:51 PM
downloads			5/2008 2:16
glam0ur.com			5/2008 2:16
google			5/2008 2:54
hegre			5/2008 2:54
Hollywood requests			5/2008 2:54
image findtarget			5/2008 2:54
Image recognition			5/2008 2:54
imagevenue			5/2008 2:54
msn			1009 3:51 PM
nasty			5/2008 3:14
not fair use			5/2008 3:14
nudecelebforum.com		File Folder	11/26/2008 3:14
passwords		File Folder	11/26/2008 3:14
phun.org		File Folder	11/26/2008 3:23
rapidshare 43008		File Folder	11/26/2008 3:23
rapidshare 81608 nz		File Folder	11/26/2008 3:23
rapidshare connections		File Folder	11/26/2008 3:23
rapidshare downloaded 50908		File Folder	11/26/2008 3:24
rapidshare downloaded 61208		File Folder	11/26/2008 3:24
rapidshare downloaded 63008		File Folder	11/26/2008 3:25
rapidshare markets		File Folder	11/26/2008 3:25

0 0 0 for next production Properties

General Security Customize

0 0 0 for next production

Type: File Folder

Location: F:\

Size: 7.42 GB (7,971,917,767 bytes)

Size on disk: 7.45 GB (8,000,339,968 bytes)

Contains: 12,152 Files, 302 Folders

Created: Wednesday, November 26, 2008, 12:54:36 PM

Attributes: Read-only Hidden **Advanced...**

OK Cancel Apply

EXHIBIT D
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