

Winston & Strawn LLP
333 South Grand Avenue
Los Angeles, CA 90071-1543

Rebecca Lawlor Calkins (SBN: 195593)
Email: rcalkins@winston.com
Erin R. Ranahan (SBN: 235286)
Email: eranahan@winston.com
WINSTON & STRAWN LLP
333 South Grand Avenue, 38th Floor
Los Angeles, CA 90071-1543
Telephone: 213-615-1700
Facsimile: 213-615-1750

Jennifer A. Golinveaux (SBN 203056)
Email: jgolinveaux@winston.com
WINSTON & STRAWN LLP
101 California Street
San Francisco, CA 94111
(415) 591-1506 (Telephone)
(415) 591-1400 (Facsimile)

Michael S. Elkin (*pro hac vice*)
Email: melkin@winston.com
Thomas P. Lane (*pro hac vice*)
Email: tlane@winston.com
WINSTON & STRAWN LLP
200 Park Avenue
New York, New York 10166
(212) 294-6700 (Telephone)
(212) 294-4700 (Facsimile)

Attorneys for Defendant
VEOH NETWORKS, INC.

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

UMG RECORDINGS, INC., *et al.*,
Plaintiffs,
vs.
VEOH NETWORKS, INC., *et al.*
Defendants.

Case No. CV 07 5744 – AHM (AJWx)

**DECLARATION OF ERIN R.
RANAHAN IN SUPPORT OF
OPPOSITION TO UMG
RECORDINGS, INC.'S SECOND
MOTION TO COMPEL
REGARDING (1) SEARCH TERMS,
(2) CUSTODIANS, AND (3) "SKYPE"
ACCOUNTS**

Discovery Cut off: 1/12/09

DECLARATION OF ERIN R. RANAHAN

I, Erin R. Ranahan, declare as follows pursuant to 28 U.S.C. § 1746:

1. I am an attorney at the law firm of Winston & Strawn LLP, attorneys for Defendant Veoh Networks, Inc. ("Veoh") in this matter. I am licensed to practice before the Courts of the State of California and this United States District Court. I have personal knowledge of the matters set forth herein, and if called as a witness, could and would competently testify thereto.

2. Attached hereto as Exhibit 1 is a true and correct copy of Veoh's proposed search term and custodian list, which was sent to Plaintiffs on September 5, 2008.

3. Attached hereto as Exhibit 2 is a true and correct copy of UMG's proposed search terms and custodian list.

4. Attached hereto as Exhibit 3 is a true and correct copy of a letter we received from Plaintiffs' counsel on September 26, 2008.

5. Attached hereto as Exhibit 4 are true and correct copies of examples of documents I found when searching our review database for documents with "music" that had not already been produced. Music appears in these documents on p. 29 (noting that the WIFI home DVR "play[s] all your digital entertainment: movies, TV shows, photos and music"); p. 38 (reference guide mentioning telephonic "hold music"); p. 39 (news forward about the life of a "blue-collar Irish neighborhood" and how "Judy McGrath" "fell in love with music"); p. 48 (invitation to "Digital Music Consortium"); p. 50 (an article about consuming refined sugar that mentions "music loving fans"); p. 51 (a news forward that states "let the music world gnaw on its flavorless pop tarts"); p. 72 (a news forward that includes the phrase "The Big Four's new music venture goes under scrutiny"); and p. 75 (a breakdown of categories on the Veoh Player: "Animation; Arts; Comedy; Education; Entertainment; Family; Living; Movies & TV; Music; News; Religion; Sports; Technology; Travel; Vehicles").

1 Another example I saw included one Veoh employee asking someone what type of
2 music would be at a particular entertainment event.

3 6. Attached hereto as Exhibit 5 are true and correct copies of examples of
4 documents I found when searching our review database for documents with
5 "YouTube" that had not been produced. YouTube appears in these documents on p.
6 83 ("XLNTads.com won't generate massive viral traffic like YouTube . . ."); p. 127
7 ("Brightcove has announced that its youtube-style consumer"); p. 130 ("The YouTube
8 Awards"); p. 135 ("Blog: YouTube suspending accounts over age limits"); p. 137
9 ("MIT's Henry Jenkins says that the success of YouTube is . . . "); p. 142 ("Viacom
10 has filed \$1 billion suit against YouTube"); p. 148 ("Prince to sue YouTube"); p. 150
11 ("Bond car beats iPod and YouTube as UK's coolest"); p. 151 ("college offers
12 YouTube class"); and p. 152 ("Featured topics: YouTube and CNN Co-Sponsored
13 Debate").

14 I declare under penalty of perjury under the laws of the United States of
15 America, the foregoing is true and correct. Executed on December 2, 2008, in Los
16 Angeles, California.

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18 /s/ Erin R. Ranahan
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