

1 Robert G. Badal (Bar No. 81313)  
 2 Robert.Badal@WilmerHale.com  
 3 WILMER CUTLER PICKERING HALE AND DORR LLP  
 4 350 South Grand Avenue, Suite 2100  
 5 Los Angeles, CA 90071  
 6 Telephone: +1 (213) 443-5300  
 7 Facsimile: +1 (213) 443-5400

8 Annette L. Hurst (Bar No. 148738)  
 9 ahurst@orrick.com  
 10 ORRICK HERRINGTON & SUTCLIFFE LLP  
 11 405 Howard Street  
 12 San Francisco, CA 94105  
 13 Telephone: +1 (415) 773-5700  
 14 Facsimile: +1 (415) 773-5759

15 Attorneys for Defendants  
 16 SHELTER CAPITAL PARTNERS, LLC and  
 17 SHELTER VENTURE FUND, L.P.

18 [OTHER COUNSEL LISTED ON SIGNATURE PAGES]

19 UNITED STATES DISTRICT COURT  
 20 CENTRAL DISTRICT OF CALIFORNIA  
 21 WESTERN DIVISION

FILED  
 2009 MAR 16 PM 4:09  
 CLERK U.S. DISTRICT COURT  
 CENTRAL DIST. OF CALIF.  
 LOS ANGELES

22 UMG RECORDINGS INC. et al.,  
 23  
 24 Plaintiffs,  
 25  
 26 v.  
 27 VEOH NETWORKS, INC. et al.,  
 28  
 29 Defendants.

Case No. CV07-5744 AHM (AJWx)

**DECLARATION OF AMANDA WALKER IN SUPPORT OF REPLY MEMORANDUM TO MOTION TO DISMISS SECOND AMENDED COMPLAINT**

[Fed. R. Civ. P. 12(b)(6)]

Date: March 23, 2009  
 Time: 10:00 a.m.  
 Trial Date: July 28, 2009

The Honorable A. Howard Matz

1 I, Amanda Walker, declare as follows:

2 1. I am an attorney at law duly licensed to practice before this Court and  
3 the courts of the State of California. I am an associate with the law firm of Wilmer,  
4 Cutler, Pickering, Hale, and Dorr LLP, counsel of record in this action for defendants  
5 Shelter Venture Fund, LP and Shelter Capital Partners, LLC (collectively, "Shelter").  
6 I have personal knowledge of the facts set forth below, and, if called as a witness, I  
7 could and would competently testify thereto.

8 2. On March 10, 2009, I notified Brian Ledahl, counsel for Plaintiffs UMG  
9 Recordings, Inc. et al. ("UMG") that counsel for Shelter and defendants Spark  
10 Capital Partners LLC, Spark Capital LP and The Tornante Company, LLC  
11 (collectively, "Investor Defendants") intended to move to strike his declaration and  
12 exhibits filed in support of UMG's Opposition unless UMG voluntarily withdrew his  
13 declaration and the supporting exhibits. I explained the declaration and exhibits  
14 contained material outside the scope of the Second Amended Complaint and as such  
15 were improper for this Court to consider in ruling on the motion to dismiss.  
16 Following the exchange of several subsequent emails, Mr. Ledahl informed me on  
17 March 13, 2009 that he disagreed with the legal authorities I cited in support of this  
18 position. Attached hereto as Exhibit "A" is a true and correct copy of my email  
19 exchange with Mr. Ledahl from March 10 to 13, 2009.

20 3. As of the date of this declaration, I have not heard further from Mr.  
21 Ledahl. In addition, UMG has not withdrawn Mr. Ledahl's declaration or supporting  
22 exhibits.

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I declare under the penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 16th day of March, 2009, at Los Angeles, California.

  
AMANDA WALKER



**From:** Ledahl, Brian  
**To:** Walker, Amanda  
**Cc:** Ledahl, Brian  
**Sent:** Fri Mar 13 17:44:35 2009  
**Subject:** RE: Ledahl Declaration in support of Opposition

Amanda,

Thank you for providing the authorities identified in your prior email. We do not agree that these authorities support the remedy you suggest

Best regards,

Brian

**From:** Walker, Amanda [mailto:Amanda.Walker@wilmerhale.com]  
**Sent:** Thursday, March 12, 2009 12:09 PM  
**To:** Ledahl, Brian  
**Subject:** Ledahl Declaration in support of Opposition

Hi Brian,

We will assume from your silence that you have decided not to voluntarily withdraw your declaration and exhibits in support of UMG's Opposition to the Motion to Dismiss SAC. We intend to file the motion to strike

Best regards,  
Amanda

Amanda Walker  
WilmerHale  
350 South Grand Avenue, Suite 2100  
Los Angeles, CA 90071 USA  
+1 213 443 5300 (t)  
+1 213 443 5400 (f)  
amanda.walker@wilmerhale.com

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**From:** Walker, Amanda  
**Sent:** Tuesday, March 10, 2009 6:25 PM  
**To:** Ledahl, Brian  
**Subject:** RE: Ledahl Declaration in support of Opposition

Hi Brian,

We believe the following authorities support our position:

Federal Rule of Civil Procedure 12(d), *Lee v. City of Los Angeles*, 250 F.3d 668, 688 (9th Cir. Cal. 2001), *Pistoresi v. Madera Irrigation Dist.*, 2009 U.S. Dist. LEXIS 11374 (E.D. Cal. Jan. 30, 2009).

Best,  
Amanda

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**From:** Ledahl, Brian [mailto:BLedahl@irell.com]  
**Sent:** Tuesday, March 10, 2009 2:49 PM  
**To:** Walker, Amanda  
**Cc:** Ledahl, Brian  
**Subject:** RE: Ledahl Declaration in support of Opposition

Amanda,

Your message does not explain or identify the authority you believe supports such a request. Please provide it.

Best regards,

Brian

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**From:** Walker, Amanda [mailto:Amanda.Walker@wilmerhale.com]  
**Sent:** Tuesday, March 10, 2009 3:43 PM  
**To:** Ledahl, Brian  
**Subject:** Ledahl Declaration in support of Opposition

Dear Brian,

I write regarding your declaration in support of UMG's Opposition to Certain Defendants' Motion to Dismiss Second Amended Complaint. The declaration contains material outside the scope of the complaint and is therefore, we believe, impermissible in the Rule 12(b) context. We plan to move to strike the declaration and exhibits A and B unless you are willing to voluntarily withdraw the declaration.

Please let me know, at your earliest convenience, if UMG will withdraw the declaration.

Thank you,  
Amanda

Amanda Walker  
WilmerHale  
350 South Grand Avenue, Suite 2100  
Los Angeles, CA 90071 USA  
+1 213 443 5300 (t)  
+1 213 443 5400 (f)  
amanda.walker@wilmerhale.com

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ccmailg.irell.com made the following annotations

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ccmailg.irell.com made the following annotations

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1  
2 **PROOF OF SERVICE**

3 I am employed in the County of Los Angeles, in the State of California. I  
4 am over the age of 18 and not a party to the within action. My business address is  
5 350 South Grand Avenue, Suite 2100, Los Angeles, CA 90071.

6 On March 16, 2009, I served the foregoing document:

7 **DECLARATION OF AMANDA WALKER IN SUPPORT OF**  
8 **REPLY MEMORANDUM TO MOTION TO DISMISS SECOND**  
9 **AMENDED COMPLAINT**

10  (BY FIRST CLASS MAIL) I caused the foregoing document to be  
11 served by First Class Mail on the following:

12 And

13  (BY ELECTRONIC MAIL) I caused the foregoing document to be  
14 served by email transmission on the following:

15 Brian Ledahl (BY EMAIL AND  
16 OVERNIGHT COURIER)

*Counsel for Plaintiffs UMG  
Recordings, Inc., et al.*

17 Steven Marenberg (BY EMAIL ONLY)  
18 Elliot Brown (BY EMAIL ONLY)

19 Benjamin Glatstein (BY EMAIL ONLY)

20 IRELL & MANELLA LLP  
21 1800 Avenue of the Stars, Suite 900  
22 Los Angeles, CA 90067

23 Phone: (310) 277-1010

24 Fax: (310) 203-7199

25 Email: smarenberg@irell.com

26 Email: ebrown@irell.com

27 Email: bledahl@irell.com

28 Email: bglatstein@irell.com

Jennifer A. Golinveaux (BY EMAIL AND  
FIRST CLASS MAIL)

*Counsel For Defendant Veoh  
Networks*

WINSTON & STRAWN LLP  
101 California St.

San Francisco, CA 94111

Phone: (415) 591-1000

Fax: (415) 591-1400

Email: jgolinveaux@winston.com

1 Maria K. Vento (BY EMAIL AND FIRST  
CLASS MAIL)  
2 Mark G. Matuschak (BY EMAIL ONLY)  
Wilmer Cutler Pickering Hale and  
3 Dorr LLP  
1117 California Avenue  
4 Palo Alto, CA 94304  
Phone: (650) 858-6000  
5 Fax: (650) 858-6100  
Email: maria.vento@wilmerhale.com  
6 Email: mark.matuschak@wilmerhale.com

*Counsel for Defendants Spark  
Capital, LLC and Spark Capital, L.P.*

7  
8 Alisa S. Edelson (BY EMAIL AND FIRST  
CLASS MAIL)  
9 Glen L. Kulik (BY EMAIL ONLY)  
KULIK GOTTESMAN MOUTON &  
10 SIEGEL  
Comerica Bank Building  
11 1503 Ventura Boulevard, Suite 1400  
Sherman Oaks, CA 91403  
12 Phone: (310) 557-9200  
13 Fax: (310) 557-0224  
Email: aedelson@kgmslaw.com  
14 Email: gkulik@kgmslaw.com

*Counsel for Defendant Tornante  
Company LLC*

15  
16 Annette L. Hurst (BY EMAIL ONLY)  
Orrick, Herrington & Sutcliffe LLP  
17 The Orrick Building  
405 Howard Street  
18 San Francisco, CA 94105-2669  
Phone: (415) 773-5700  
19 Fax (415) 773-5759  
Email: ahurst@orrick.com  
20

*Counsel for Defendant Shelter  
Capital Partners LLC and Shelter  
Venture Fund LP*


21  
22 Rebecca Lawlor Calkins (BY EMAIL  
ONLY)  
23 Erin R. Ranahan (BY EMAIL ONLY)  
WINSTON & STRAWN LLP  
24 333 South Grand Avenue  
Los Angeles, CA 90071  
25 Phone: (213) 615-1700  
26 Fax: (213) 615-1750  
Email: rcalkins@winston.com  
27 Email: eranahan@winston.com  
28

*Counsel For Defendant Veoh  
Networks*

1 Michael S. Elkin (BY EMAIL ONLY)  
2 Thomas P. Lane (BY EMAIL ONLY)  
3 WINSTON & STRAWN LLP  
4 200 Park Ave.  
5 New York, NY 10166  
6 Phone: (212) 294-6700  
7 Fax: (212) 294-4700  
8 Email: melkin@winston.com  
9 Email: tlane@winston.com  
10

11  
12 Executed on March 16, 2009, at Los Angeles, California.

13 I declare under penalty of perjury under the laws of the United States and  
14 the State of California that the foregoing is true and correct.  
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Gail Harmon