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UMG Recordings, Inc.;
7 Universal Music Corp.;
Songs of Universal, Inc.;
8 Universal-Polygram International Publishing, Inc.;
Rondor Music International, Inc.;
9 Universal Music – MGB NA LLC;
Universal Music – Z Tunes LLC;
10 and Universal Music – MGB Music Publishing Ltd.

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12 UNITED STATES DISTRICT COURT
13 CENTRAL DISTRICT OF CALIFORNIA
14 WESTERN DIVISION
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16 UMG RECORDINGS, INC., *et al.*,) Case No. CV 07-05744 AHM (AJWx)
17 Plaintiffs,)
18 v.) **DECLARATION OF BRIAN**
19 VEOH NETWORKS, INC., a California) **LEDAHL RE: MOTION FOR**
20 corporation, DOES 1-10, inclusive,) **ENTRY OF PROTECTIVE ORDER**
21 Defendants.)
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23)
24)
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26)

Magistrate: Hon. Andrew J. Wistrich
Date: June 16, 2008
Time: 10:00 a.m.
Courtroom: 690
Discovery Cutoff: January 12, 2009
Pretrial Conference: April 6, 2009
Trial Date: April 21, 2009

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DECLARATION OF BRIAN LEDAHL

I, Brian Ledahl, declare as follows:

1. I am an attorney at the law firm of Irell & Manella LLP, counsel of record for Plaintiffs in the above-captioned action. I am a member in good standing of the State Bar of California and have been admitted to practice before this Court. I have personal knowledge of the facts set forth in this Declaration and, if called as a witness, could and would testify competently to such facts under oath.

2. On April 25, 2008, I proposed to Jennifer Golinveaux, counsel for Veoh that the parties should stipulate to produce documents under UMG's proposed form of protective order because the parties appeared to be in agreement about all provisions of the proposed order except the insertion of an additional paragraph limiting disclosure of information to experts and consultants without prior disclosure and approval by the opposing party. This would allow more prompt production of documents in this case. I suggested that UMG would agree that entry of such a protective order would be without prejudice to Veoh's right to seek the inclusion of its proposed additional limitation from the Court and further that UMG would agree not to disclose any material produced by Veoh to any experts or consultants until Veoh had an opportunity to present this issue to the Court.

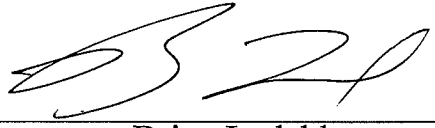
3. On May 6, 2008, having not received any response to my proposal that the parties stipulate to entry of a protective order pending resolution of Veoh's request for additional limitations, I wrote to Ms. Golinveaux by email, requesting once again that Veoh agree to enter into such a stipulation and providing a copy of the proposed protective order. A true and correct copy of my email message and the accompanying proposed protective order is attached hereto as Exhibit A.

4. On May 8, Ms. Golinveaux responded that Veoh would not agree to UMG's proposal and provided Veoh's portion of its motion for entry of protective order.

1 5. UMG's proposed protective order includes in paragraph 9, language
2 incorporated from the model protective order in the Northern District of California,
3 specifically it's definition of "expert." Attached hereto as Exhibit B is a side-by side
4 comparison of UMG's proposed paragraph 9 and Veoh's proposed additional
5 paragraph 10 for the protective order. The underlined portion of each paragraph
6 reflects the inclusion of an additional limitation requested by Veoh into UMG's
7 proposed paragraph 9.

8 Executed on May 21, 2008, at Los Angeles, California.

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



Brian Ledahl

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