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16

                      UNITED STATES DISTRICT COURT
17
                   CENTRAL DISTRICT OF CALIFORNIA
18
                          WESTERN DIVISION
19

20 UMG RECORDINGS, INC., *et al.*,   )   **Case No. CV 07 5744 – AHM (AJWx)**
)
21   Plaintiffs,   )   Discovery Matter
)
22   vs.   )   **DECLARATION OF JOSEPH PAPA
)   IN SUPPORT OF VEOH
23 VEOH NETWORKS, INC. a California   )   NETWORKS, INC.'S MOTION FOR
    Corporation, DOES 1-10, inclusive,   )   ENTRY OF PROTECTIVE ORDER**
24   )
            Defendants.   )   [Joint Stipulation of Parties Filed May
25   )   22, 2008]
)
26   )   Date: June 23, 2008
)   Time: 10:00 a.m.
27   )   Crtrm: 690, The Hon. Andrew J.
)   Wistrich
28 _____)

           J. PAPA DECLARATION IN SUPPORT OF VEOH NETWORKS, INC.'S
                   MOTION FOR ENTRY OF PROTECTIVE ORDER

DECLARATION OF JOSEPH PAPA

I, Joseph Papa, declare as follows:

1. I am the Vice President of Engineering for Defendant Veoh Networks, Inc. ("Veoh"). I have responsibility for the architecture, technical design and implementation of the systems and product engineering for veoh.com and veohtv. I have been employed by Veoh since its inception. I have personal knowledge of the facts set forth in this Declaration and, if called as a witness, I could and would competently testify thereto.

2. Veoh operates in a highly competitive and cutting edge field, in which the nature of a company's technology and business agreements are carefully guarded trade secrets.

3. I have reviewed many of the document requests and interrogatories served by UMG in this litigation. Many of them call for highly confidential information, which, if it were to be disclosed to Veoh's competitors, would greatly disadvantage and cause irreparable commercial harm to Veoh.

4. For example, UMG's Interrogatory No. 3 requests that Veoh:

Describe Your network database structure and system architecture - including any aspects thereof provided by third parties - with reasonable precision, including without limitation all clients and servers and the functionality(ies) thereof, all databases, all communication protocols, all media formats and standards, all transcoding, all source code, and all functionality.
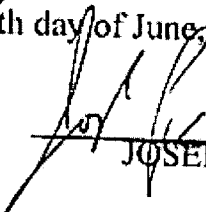
If such information were revealed to Veoh's competitors, such as YouTube or Dailymotion, it would put Veoh at a significant commercial disadvantage.

5. Likewise, if Veoh's confidential commercial information such as its license agreements, operating and business plans, valuations, and documents relating to Veoh's revenue, costs, and profits were revealed to Veoh's competitors, it would also put Veoh at a significant commercial disadvantage.

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

**J. PAPA DECLARATION IN SUPPORT OF VEOH NETWORKS, INC.'S
MOTION FOR ENTRY OF PROTECTIVE ORDER**

Executed this 26th day of June, 2008, at San Diego, California.

_____
JOSEPH RAPA