

# **EXHIBIT B**

## **(Part 1 of 3)**

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 17 Blockbuster Inc.

18 UNITED STATES DISTRICT COURT  
 19 NORTHERN DISTRICT OF CALIFORNIA

20 NETFLIX, INC., a Delaware corporation,  
 21 Plaintiff,  
 22 vs.  
 23 BLOCKBUSTER INC., a Delaware  
 24 corporation, DOES 1-50,  
 25 Defendants.

CASE NO. C 06 2361 WHA

**BLOCKBUSTER INC.'S  
 RESPONSE TO NETFLIX'S  
 FIRST SET OF REQUESTS FOR  
 THE PRODUCTION OF  
 DOCUMENTS**

Complaint Filed: April 4, 2006

26 AND RELATED COUNTER ACTION.

27 PROPOUNDING PARTY: PLAINTIFF NETFLIX, INC,  
 28 RESPONDING PARTY: DEFENDANT BLOCKBUSTER, INC.  
 SET NO. : ONE

1 Defendant and Counterclaimant, Blockbuster Inc. (“Blockbuster”),  
2 responds to Plaintiff and Counterclaim Defendant Netflix, Inc. (“Netflix”)’s First  
3 Set of Requests for Production of Documents to Blockbuster (the “Requests”).  
4

5 **GENERAL OBJECTIONS**

6 1. Blockbuster objects to the Requests insofar as they attempt to  
7 impose any requirement greater than or different from those imposed by the Federal  
8 Rules of Civil Procedure or any applicable Local Rules, Patent Local Rules or  
9 Orders of the Court. Blockbuster will not comply with any attempt to impose  
10 obligations not supported by proper authority.

11 2. Blockbuster has not completed discovery in this case and has  
12 not had the opportunity to interview or depose all potential witnesses to relevant  
13 facts. Blockbuster will continue to gather and analyze information, documents, and  
14 other evidence. Blockbuster therefore reserves the right to introduce, refer to, and  
15 use any information, documents, or other evidence hereafter discovered or  
16 produced in this case and to amend, supplement, or correct these responses.

17 3. Blockbuster objects to the Requests to the extent they request  
18 production of documents or things containing communications or other matters  
19 protected by the attorney-client privilege, the attorney-work-product doctrine, or  
20 any other applicable privilege or immunity. Blockbuster’s production pursuant to  
21 the Requests shall not include any documents protected by such privileges or  
22 immunities, and any inadvertent production of such documents and things is not  
23 intended to be, and shall not be deemed, a waiver of such privilege or immunity.  
24 Blockbuster does not interpret these Requests to seek attorney work product or  
25 attorney-client privileged communications after this litigation was commenced, and  
26 such documents will not be produced or listed on Blockbuster’s privilege log.

27 4. Blockbuster objects to the Requests insofar as they request  
28 disclosure of opinions of counsel or other materials referred to in Patent Local

1 Rule 3-8 before the deadline set forth in the Court's Scheduling Order.

2 5. Blockbuster objects to the Requests to the extent that they seek  
3 trade secrets or confidential or proprietary information, including any information  
4 as to which Blockbuster is under a confidentiality obligation to a third party.  
5 Blockbuster will produce such information only subject to an appropriate protective  
6 order.

7 6. Blockbuster objects to the Requests to the extent they request  
8 the production of documents and things that may invade any constitutional or  
9 statutory right to privacy of Blockbuster employees, or former employees, or  
10 others.

11 7. Blockbuster objects to the Requests to the extent they request  
12 production of documents generated or received by expert witnesses or consultants  
13 retained by counsel for Blockbuster or communications with such persons. Such  
14 documents will be produced only pursuant to the procedures set forth in Rule  
15 26(a)(2) of the Federal Rules of Civil Procedure and the dates set forth in the  
16 Court's Scheduling Order.

17 8. Blockbuster objects to the demand in the Requests that  
18 requested items be produced within thirty days from service of the Requests and be  
19 produced at the offices of Netflix's counsel in San Francisco. This timing and  
20 location are unreasonable, unduly burdensome, and impractical given the nature  
21 and volume of the materials requested and the number, scope, and complexity of  
22 the Requests. Blockbuster will instead produce documents at a mutually  
23 convenient time and place.

24 9. An agreement by Blockbuster to search for and produce  
25 responsive documents does not mean that such documents exist. Such a response  
26 means that Blockbuster will produce responsive documents that it can locate with  
27 reasonable diligence and that are not otherwise protected from disclosure.

28 ///

1           10. Blockbuster objects to the Requests insofar as they ask  
2 Blockbuster to produce any document that it has already provided to Netflix in this  
3 case or that Blockbuster has received from Netflix. Blockbuster intends to exclude  
4 such documents from production.

5           11. Blockbuster objects to Netflix's definition and use of the term  
6 "BLOCKBUSTER" on the grounds that the definition is vague, ambiguous,  
7 overbroad, unduly burdensome, oppressive, and harassing, and results in requests  
8 for documents and things that are irrelevant and not likely to lead to the discovery  
9 of admissible evidence. For example, Netflix's definition includes, not only  
10 Blockbuster Inc., but predecessor companies and joint ventures that have nothing to  
11 do with any issue in this case, along with many thousands of long-departed  
12 employees, agents, officers, directors, representatives, consultants, accountants, and  
13 attorneys who had nothing to do with any issue in this case. In responding to these  
14 Requests, Blockbuster interprets and limits "BLOCKBUSTER" to mean  
15 Blockbuster Inc.

16           12. Blockbuster objects to Netflix's definition and use of the term  
17 "BLOCKBUSTERONLINE" on the grounds that the definition is contradictory,  
18 vague, and ambiguous as to whether it is limited to Blockbuster's online rental  
19 service known as "Blockbuster Online" or also includes other services (for  
20 example, DVD Rental Central). Netflix's numbered requests are also inconsistent  
21 as to whether DVD Rental Central is part of or separate from  
22 "BLOCKBUSTERONLINE." This definition is further vague and ambiguous as to  
23 whether, if it does include services other than Blockbuster Online, it includes such  
24 services as of all times when they existed or only during times when they were  
25 owned and operated by Blockbuster. In responding to these Requests, Blockbuster  
26 interprets and limits "BLOCKBUSTERONLINE" to mean Blockbuster's online  
27 DVD rental service known as "Blockbuster Online."

28 ///

1           13. Blockbuster objects to Netflix's definition and use of the term  
2 "NETFLIX" on the grounds that the definition is vague, ambiguous, overbroad,  
3 unduly burdensome, oppressive, and harassing, and results in requests for  
4 documents and things that are irrelevant and not likely to lead to the discovery of  
5 admissible evidence. For example, Netflix's definition includes affiliates, joint  
6 ventures, and past and present employees, agents, officers, directors,  
7 representatives, consultants, accountants, and attorneys who have not been  
8 identified by Netflix and are not known to Blockbuster. In responding to these  
9 Requests, Netflix interprets and limits "NETFLIX" to mean Netflix, Inc.

10           14. Blockbuster objects to Netflix's definition and use of the term  
11 "ACCENTURE" on the grounds that the definition is vague, ambiguous,  
12 overbroad, unduly burdensome, oppressive, and harassing, and results in requests  
13 for documents and things that are irrelevant and not likely to lead to the discovery  
14 of admissible evidence. For example, Netflix's definition includes predecessor and  
15 successor companies, affiliates, parents, and joint ventures of Accenture, Inc., as  
16 well as past and present employees, agents, directors, representatives, consultants,  
17 accountants and attorneys of Accenture, Inc., or of such other entities, who are not  
18 known to Blockbuster, have had no dealings with Blockbuster, and have no  
19 connection to any issue in this case. In responding the Requests, Blockbuster  
20 interprets and limits "ACCENTURE" to mean Accenture, Inc.

21           15. Blockbuster objects to Netflix's definition and use of the term  
22 "IBM" on the grounds that the definition is vague, ambiguous, overbroad, unduly  
23 burdensome, oppressive, and harassing, and results in requests for documents and  
24 things that are irrelevant and not likely to lead to the discovery of admissible  
25 evidence. For example, Netflix's definition includes predecessor and successor  
26 companies, affiliates, parents, and joint ventures of International Business  
27 Machines Corporation, as well as past and present employees, agents, directors,  
28 representatives, consultants, accountants and attorneys of International Business

1 Machines Corporation, or of such other entities, who are not known to Blockbuster,  
2 have had no dealings with Blockbuster, and have no connection to any issue in this  
3 case. In responding the Requests, Blockbuster interprets and limits “IBM” to mean  
4 International Business Machines Corporation.

5           16. Blockbuster objects to Netflix’s definition and use of the term  
6 “ON-LINE” on the grounds that the definition is vague, ambiguous, overbroad,  
7 unduly burdensome, oppressive, and harassing, and results in requests for  
8 documents and things that are irrelevant and not likely to lead to the discovery of  
9 admissible evidence. For example, Netflix’s definition as stated would include  
10 anything accomplished using a computer in a Blockbuster store – or anywhere  
11 else – if that computer is connected to the Internet. The definition would also  
12 include anything accomplished by a store employee using a cellular telephone or a  
13 Personal Digital Assistant (such as a Blackberry or Treo device) connected to the  
14 Internet. Netflix’s definition would even include anything “accomplished through”  
15 use by a Blockbuster store customer of a cellular telephone or PDA connected to  
16 the Internet. Further, the term “accomplished through,” as used in Netflix’s  
17 definition of “ON-LINE,” is vague and ambiguous. It would be impossible for  
18 Blockbuster to determine what activities conducted in its thousands of stores –  
19 including many franchised stores – were “ON-LINE” within Netflix’s stated  
20 definition, let alone what activities of third parties fell within that definition. In  
21 responding to the Requests, Blockbuster will interpret and limit “ON-LINE” to  
22 mean “accomplished through visiting a site on the World Wide Web and  
23 transmitting instructions to that site over the Web.”

24           17. Blockbuster objects to Netflix’s definition and use of the term  
25 “RELATING TO” on the grounds that the definition is vague, ambiguous,  
26 overbroad, unduly burdensome, oppressive, and harassing, and results in requests  
27 for documents and things that are irrelevant and not likely to lead to the discovery  
28 of admissible evidence. Taken as set forth by Netflix, Netflix’s Requests

1 containing the term "RELATING TO" ask for literally every document ever created  
2 by or received by or in connection with Blockbuster Online, as well as an  
3 impossibly vast number of other documents and things. Accordingly, Blockbuster  
4 will interpret and limit its responses to particular requests that use "RELATING  
5 TO" as set forth below.

6  
7 **RESPONSES TO REQUESTS FOR PRODUCTION OF DOCUMENTS**  
8 **REQUEST FOR PRODUCTION NO. 1:**

9 All DOCUMENTS RELATING TO BLOCKBUSTER's potentially  
10 engaging in, or not engaging in, the business of the ON-LINE rental of DVDs,  
11 movies, video games, or other media, through any means.

12 **RESPONSE TO REQUEST FOR PRODUCTION NO. 1:**

13 Each of Blockbuster's General Objections is incorporated here by  
14 reference. Blockbuster specifically objects to this request to the extent it seeks  
15 documents that are protected by the attorney-client privilege, the attorney work-  
16 product doctrine, or any other applicable privilege or immunity and to the extent  
17 that it seeks documents that are confidential or proprietary. Blockbuster further  
18 specifically objects to this request on the grounds that it is vague, ambiguous,  
19 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
20 calculated to lead to the discovery of admissible evidence in this case, and is  
21 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
22 The bases for these objections include, without limitation, this request's use of the  
23 terms "BLOCKBUSTER," "ON-LINE," and "RELATING TO."

24 Subject to and without waiving the foregoing objections, Blockbuster  
25 will conduct a reasonable and diligent search for non-privileged, non-work-product  
26 documents discussing whether Blockbuster Inc. should enter the online rental  
27 business and will produce such documents so located that have not already been  
28 produced in this case.

1 **REQUEST FOR PRODUCTION NO. 2:**

2 All DOCUMENTS RELATING TO existing or prospective  
3 competition from any source in, or with, the business of renting DVDs, movies,  
4 video games, or other media ON-LINE, including but not limited to competition  
5 from or with Netflix, or any other company that engages in or that might engage in  
6 such competition.

7 **RESPONSE TO REQUEST FOR PRODUCTION NO. 2:**

8 Each of Blockbuster's General Objections is incorporated here by  
9 reference. Blockbuster specifically objects to this request to the extent it seeks  
10 documents that are protected by the attorney-client privilege, the attorney work-  
11 product doctrine, or any other applicable privilege or immunity and to the extent  
12 that it seeks documents that are confidential or proprietary. Blockbuster further  
13 specifically objects to this request on the grounds that it is vague, ambiguous,  
14 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
15 calculated to lead to the discovery of admissible evidence in this case, and is  
16 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
17 The bases for these objections include, without limitation, this request's use of the  
18 terms "ON-LINE" and "RELATING TO."

19 Subject to and without waiving the foregoing objections, Blockbuster  
20 will conduct a reasonable and diligent search for non-privileged, non-work-product  
21 documents referring to competition in or with online media rental and will produce  
22 such documents so located that have not already been produced in this case.

23 **REQUEST FOR PRODUCTION NO. 3:**

24 All DOCUMENTS RELATING to potential revenues from engaging  
25 in the business of renting DVDs, movies, video games, or other media ON-LINE,  
26 including but not limited to any assessment of gross margins, profitability, or  
27 viability of such a business.

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1 **RESPONSE TO REQUEST FOR PRODUCTION NO. 3:**

2 Each of Blockbuster's General Objections is incorporated here by  
3 reference. Blockbuster specifically objects to this request to the extent it seeks  
4 documents that are protected by the attorney-client privilege, the attorney work-  
5 product doctrine, or any other applicable privilege or immunity and to the extent  
6 that it seeks documents that are confidential or proprietary. Blockbuster further  
7 specifically objects to this request on the grounds that it is vague, ambiguous,  
8 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
9 calculated to lead to the discovery of admissible evidence in this case, and is  
10 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
11 The bases for these objections include, without limitation, this request's use of the  
12 terms "ON-LINE" and "RELATING TO."

13 Subject to and without waiving the foregoing objections, Blockbuster  
14 will conduct a reasonable and diligent search for non-privileged, non-work-product  
15 projections and discussions of expected gross margins, profitability, or viability of  
16 an online media rental business and will produce such documents so located that  
17 have not already been produced in this case.

18 **REQUEST FOR PRODUCTION NO. 4:**

19 All DOCUMENTS RELATING TO the delivery of DVDs, movies,  
20 video games, or other media to customers, including without limitation delivery  
21 through the U.S Mail, by private carriers such as Federal Express, UPS, or DHL, or  
22 by any other means.

23 **RESPONSE TO REQUEST FOR PRODUCTION NO. 4:**

24 Each of Blockbuster's General Objections is incorporated here by  
25 reference. Blockbuster specifically objects to this request to the extent it seeks  
26 documents that are protected by the attorney-client privilege, the attorney work-  
27 product doctrine, or any other applicable privilege or immunity and to the extent  
28 that it seeks documents that are confidential or proprietary. Blockbuster further

1 specifically objects to this request on the grounds that it is vague, ambiguous,  
2 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
3 calculated to lead to the discovery of admissible evidence in this case, and is  
4 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
5 The bases for these objections include, without limitation, this request's use of the  
6 term "RELATING TO."

7 Subject to and without waiving the foregoing objections, Blockbuster  
8 will conduct a reasonable and diligent search for non-privileged, non-work-product  
9 documents sufficient to show the means by which Blockbuster Online delivers  
10 DVDs and will produce such documents so located that have not already been  
11 produced in this case.

12 **REQUEST FOR PRODUCTION NO. 5:**

13 All DOCUMENTS RELATING TO the actual or potential delivery of  
14 movies, video games, or other media to customers through broadband internet  
15 delivery, including but not limited to subscription services.

16 **RESPONSE TO REQUEST FOR PRODUCTION NO. 5:**

17 Each of Blockbuster's General Objections is incorporated here by  
18 reference. Blockbuster specifically objects to this request to the extent it seeks  
19 documents that are protected by the attorney-client privilege, the attorney work-  
20 product doctrine, or any other applicable privilege or immunity and to the extent  
21 that it seeks documents that are confidential or proprietary. Blockbuster further  
22 specifically objects to this request on the grounds that it is vague, ambiguous,  
23 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
24 calculated to lead to the discovery of admissible evidence in this case, and is  
25 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
26 The bases for these objections include, without limitation, this request's use of the  
27 term "RELATING TO."

28 Subject to and without waiving the foregoing objections, Blockbuster

1 will conduct a reasonable and diligent search for non-privileged, non-work-product  
2 documents sufficient to describe existing and contemplated Internet download and  
3 streaming of video and Blockbuster's contemplation of and participation in any  
4 such delivery and will produce such documents so located that have not already  
5 been produced in this case.

6 **REQUEST FOR PRODUCTION NO. 6:**

7 All DOCUMENTS RELATING TO the actual or potential delivery of  
8 movies, video games, or other media to customers over cable networks, including  
9 but not limited to video on demand.

10 **RESPONSE TO REQUEST FOR PRODUCTION NO. 6:**

11 Each of Blockbuster's General Objections is incorporated here by  
12 reference. Blockbuster specifically objects to this request to the extent it seeks  
13 documents that are protected by the attorney-client privilege, the attorney work-  
14 product doctrine, or any other applicable privilege or immunity and to the extent  
15 that it seeks documents that are confidential or proprietary. Blockbuster further  
16 specifically objects to this request on the grounds that it is vague, ambiguous,  
17 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
18 calculated to lead to the discovery of admissible evidence in this case, and is  
19 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
20 The bases for these objections include, without limitation, this request's use of the  
21 term "RELATING TO."

22 Subject to and without waiving the foregoing objections, Blockbuster  
23 will conduct a reasonable and diligent search for non-privileged, non-work-product  
24 documents sufficient to describe existing and contemplated video-on-demand cable  
25 services, pay television and cable subscription networks and Blockbuster's  
26 contemplation of and participation in any such delivery and will produce such  
27 documents so located that have not already been produced in this case.

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1 **REQUEST FOR PRODUCTION NO. 7:**

2 All DOCUMENTS RELATING TO actual or potential methods  
3 known to BLOCKBUSTER for renting DVDs, movies, video games, or other  
4 media on a subscription basis.

5 **RESPONSE TO REQUEST FOR PRODUCTION NO. 7:**

6 Each of Blockbuster's General Objections is incorporated here by  
7 reference. Blockbuster specifically objects to this request to the extent it seeks  
8 documents that are protected by the attorney-client privilege, the attorney work-  
9 product doctrine, or any other applicable privilege or immunity and to the extent  
10 that it seeks documents that are confidential or proprietary. Blockbuster further  
11 specifically objects to this request on the grounds that it is vague, ambiguous,  
12 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
13 calculated to lead to the discovery of admissible evidence in this case, and is  
14 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
15 The bases for these objections include, without limitation, this request's use of the  
16 terms "BLOCKBUSTER" and "RELATING TO."

17 Subject to and without waiving the foregoing objections, Blockbuster  
18 will conduct a reasonable and diligent search for non-privileged, non-work-product  
19 documents sufficient to reasonably describe actual or potential methods known to  
20 Blockbuster for renting DVDs, movies, video games, or other media on a  
21 subscription basis and will produce such documents so located that have not already  
22 been produced in this case.

23 **REQUEST FOR PRODUCTION NO. 8:**

24 All DOCUMENTS RELATING TO research conducted by or on  
25 behalf of BLOCKBUSTER in connection with its design, development,  
26 implementation and operation of BLOCKBUSTERONLINE, including without  
27 limitation trade research, market research, and consumer research.

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1 **RESPONSE TO REQUEST FOR PRODUCTION NO. 8:**

2 Each of Blockbuster's General Objections is incorporated here by  
3 reference. Blockbuster specifically objects to this request to the extent it seeks  
4 documents that are protected by the attorney-client privilege, the attorney work-  
5 product doctrine, or any other applicable privilege or immunity and to the extent  
6 that it seeks documents that are confidential or proprietary. Blockbuster further  
7 specifically objects to this request on the grounds that it is vague, ambiguous,  
8 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
9 calculated to lead to the discovery of admissible evidence in this case, and is  
10 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
11 The bases for these objections include, without limitation, this request's use of the  
12 terms "BLOCKBUSTER," "BLOCKBUSTERONLINE," and "RELATING TO."

13 Subject to and without waiving the foregoing objections, Blockbuster  
14 will conduct a reasonable and diligent search for non-privileged, non-work-product  
15 documents sufficient to reasonably describe any trade research, market research,  
16 and consumer research conducted by Blockbuster Inc. in connection with its design,  
17 development, implementation and operation of Blockbuster Online and will  
18 produce such documents so located that have not already been produced in this  
19 case.

20 **REQUEST FOR PRODUCTION NO. 9:**

21 All DOCUMENTS RELATING TO actual or potential competition  
22 between BLOCKBUSTER's IN-STORE and ON-LINE rental services, including  
23 but not limited to strategic plans, forecasts, projections, business plans, reports,  
24 analyses and research.

25 **RESPONSE TO REQUEST FOR PRODUCTION NO. 9:**

26 Each of Blockbuster's General Objections is incorporated here by  
27 reference. Blockbuster specifically objects to this request to the extent it seeks  
28 documents that are protected by the attorney-client privilege, the attorney work-

1 product doctrine, or any other applicable privilege or immunity and to the extent  
2 that it seeks documents that are confidential or proprietary. Blockbuster further  
3 specifically objects to this request on the grounds that it is vague, ambiguous,  
4 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
5 calculated to lead to the discovery of admissible evidence in this case, and is  
6 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
7 The bases for these objections include, without limitation, this request's use of the  
8 terms "BLOCKBUSTER," "ON-LINE," and "RELATING TO."

9 Subject to and without waiving the foregoing objections, Blockbuster  
10 will conduct a reasonable and diligent search for non-privileged, non-work-product  
11 documents sufficient to reasonably describe competition with Blockbuster Inc.  
12 (including with Blockbuster Online) and will produce such documents so located  
13 that have not already been produced in this case.

14 **REQUEST FOR PRODUCTION NO. 10:**

15 All DOCUMENTS RELATING TO DVDRentalCentral, including  
16 without limitation the potential and actual acquisition, and operation, of  
17 DVDRentalCentral.

18 **RESPONSE TO REQUEST FOR PRODUCTION NO. 10:**

19 Each of Blockbuster's General Objections is incorporated here by  
20 reference. Blockbuster specifically objects to this request to the extent it seeks  
21 documents that are protected by the attorney-client privilege, the attorney work-  
22 product doctrine, or any other applicable privilege or immunity and to the extent  
23 that it seeks documents that are confidential or proprietary. Blockbuster further  
24 specifically objects to this request on the grounds that it is vague, ambiguous,  
25 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
26 calculated to lead to the discovery of admissible evidence in this case, and is  
27 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
28 The bases for these objections include, without limitation, this request's use of the

1 term "RELATING TO."

2 Subject to and without waiving the foregoing objections, Blockbuster  
3 will conduct a reasonable and diligent search for non-privileged, non-work-product  
4 documents sufficient to reasonably describe any acquisition and operation of DVD  
5 Rental Central and will produce such documents so located that have not already  
6 been produced in this case.

7 **REQUEST FOR PRODUCTION NO. 11:**

8 All DOCUMENTS RELATING TO the total revenue that  
9 BLOCKBUSTER has realized, directly or indirectly, from its operation of  
10 BLOCKBUSTERONLINE.

11 **RESPONSE TO REQUEST FOR PRODUCTION NO. 11:**

12 Each of Blockbuster's General Objections is incorporated here by  
13 reference. Blockbuster specifically objects to this request to the extent it seeks  
14 documents that are protected by the attorney-client privilege, the attorney work-  
15 product doctrine, or any other applicable privilege or immunity and to the extent  
16 that it seeks documents that are confidential or proprietary. Blockbuster further  
17 specifically objects to this request on the grounds that it is vague, ambiguous,  
18 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
19 calculated to lead to the discovery of admissible evidence in this case, and is  
20 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
21 The bases for these objections include, without limitation, this request's use of the  
22 terms "BLOCKBUSTER," "BLOCKBUSTERONLINE," and "RELATING TO."

23 Subject to and without waiving the foregoing objections, Blockbuster  
24 will conduct a reasonable and diligent search for non-privileged, non-work-product  
25 documents sufficient to reasonably describe revenue from Blockbuster Online and  
26 will produce such documents so located that have not already been produced in this  
27 case.

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1 **REQUEST FOR PRODUCTION NO. 12:**

2 All of BLOCKBUSTER's income statements since January 1, 2000.

3 **RESPONSE TO REQUEST FOR PRODUCTION NO. 12:**

4 Each of Blockbuster's General Objections is incorporated here by  
5 reference. Blockbuster specifically objects to this request to the extent it seeks  
6 documents that are protected by the attorney-client privilege, the attorney work-  
7 product doctrine, or any other applicable privilege or immunity and to the extent  
8 that it seeks documents that are confidential or proprietary. Blockbuster further  
9 specifically objects to this request on the grounds that it is vague, ambiguous,  
10 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
11 calculated to lead to the discovery of admissible evidence in this case, and is  
12 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
13 The bases for these objections include, without limitation, this request's use of the  
14 term "BLOCKBUSTER." Blockbuster also objects to this request's failure to  
15 specify the dates or time periods to be covered by the requested documents.

16 Subject to and without waiving the foregoing objections, Blockbuster  
17 will conduct a reasonable and diligent search for non-privileged, non-work-product  
18 documents sufficient to reasonably describe Blockbuster Inc.'s income since  
19 January 1, 2000, and will produce such documents so located that have not already  
20 been produced in this case.

21 **REQUEST FOR PRODUCTION NO. 13:**

22 All of BLOCKBUSTER's balance sheets since January 1, 2000.

23 **RESPONSE TO REQUEST FOR PRODUCTION NO. 13:**

24 Each of Blockbuster's General Objections is incorporated here by  
25 reference. Blockbuster specifically objects to this request to the extent it seeks  
26 documents that are protected by the attorney-client privilege, the attorney work-  
27 product doctrine, or any other applicable privilege or immunity and to the extent  
28 that it seeks documents that are confidential or proprietary. Blockbuster further

1 specifically objects to this request on the grounds that it is vague, ambiguous,  
2 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
3 calculated to lead to the discovery of admissible evidence in this case, and is  
4 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
5 The bases for these objections include, without limitation, this request's use of the  
6 term "BLOCKBUSTER." Blockbuster also objects to this request's failure to  
7 specify the dates or time periods to be covered by the requested documents.

8           Subject to and without waiving the foregoing objections, Blockbuster  
9 will conduct a reasonable and diligent search for non-privileged, non-work-product  
10 documents sufficient to reasonably describe Blockbuster Inc.'s assets and liabilities  
11 since January 1, 2000, and will produce such documents so located that have not  
12 already been produced in this case.

13 **REQUEST FOR PRODUCTION NO. 14:**

14           All of BLOCKBUSTER's profit and loss statements since January 1,  
15 2000.

16 **RESPONSE TO REQUEST FOR PRODUCTION NO. 14:**

17           Each of Blockbuster's General Objections is incorporated here by  
18 reference. Blockbuster specifically objects to this request to the extent it seeks  
19 documents that are protected by the attorney-client privilege, the attorney work-  
20 product doctrine, or any other applicable privilege or immunity and to the extent  
21 that it seeks documents that are confidential or proprietary. Blockbuster further  
22 specifically objects to this request on the grounds that it is vague, ambiguous,  
23 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
24 calculated to lead to the discovery of admissible evidence in this case, and is  
25 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
26 The bases for these objections include, without limitation, this request's use of the  
27 term "BLOCKBUSTER." Blockbuster also objects to this request's failure to  
28 specify the dates or time periods to be covered by the requested documents.

1 Subject to and without waiving the foregoing objections, Blockbuster  
2 will conduct a reasonable and diligent search for non-privileged, non-work-product  
3 documents sufficient to reasonably describe Blockbuster Inc.'s profits and losses  
4 since January 1, 2000, and will produce such documents so located that have not  
5 already been produced in this case.

6 **REQUEST FOR PRODUCTION NO. 15:**

7 All income statements RELATING TO BLOCKBUSTERONLINE.

8 **RESPONSE TO REQUEST FOR PRODUCTION NO. 15:**

9 Each of Blockbuster's General Objections is incorporated here by  
10 reference. Blockbuster specifically objects to this request to the extent it seeks  
11 documents that are protected by the attorney-client privilege, the attorney work-  
12 product doctrine, or any other applicable privilege or immunity and to the extent  
13 that it seeks documents that are confidential or proprietary. Blockbuster further  
14 specifically objects to this request on the grounds that it is vague, ambiguous,  
15 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
16 calculated to lead to the discovery of admissible evidence in this case, and is  
17 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
18 The bases for these objections include, without limitation, this request's use of the  
19 terms "BLOCKBUSTERONLINE" and "RELATING TO."

20 Subject to and without waiving the foregoing objections, Blockbuster  
21 will conduct a reasonable and diligent search for non-privileged, non-work-product  
22 documents sufficient to reasonably describe income attributed to Blockbuster  
23 Online in the accounting of Blockbuster Inc., and will produce such documents so  
24 located that have not already been produced in this case.

25 **REQUEST FOR PRODUCTION NO. 16:**

26 All balance sheets RELATING TO BLOCKBUSTERONLINE.

27 **RESPONSE TO REQUEST FOR PRODUCTION NO. 16:**

28 Each of Blockbuster's General Objections is incorporated here by

1 reference. Blockbuster specifically objects to this request to the extent it seeks  
2 documents that are protected by the attorney-client privilege, the attorney work-  
3 product doctrine, or any other applicable privilege or immunity and to the extent  
4 that it seeks documents that are confidential or proprietary. Blockbuster further  
5 specifically objects to this request on the grounds that it is vague, ambiguous,  
6 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
7 calculated to lead to the discovery of admissible evidence in this case, and is  
8 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
9 The bases for these objections include, without limitation, this request's use of the  
10 terms "BLOCKBUSTERONLINE" and "RELATING TO."

11 Subject to and without waiving the foregoing objections, Blockbuster  
12 will conduct a reasonable and diligent search for non-privileged, non-work-product  
13 documents sufficient to reasonably describe assets and liabilities attributed to  
14 Blockbuster Online in the accounting of Blockbuster Inc. and will produce such  
15 documents so located that have not already been produced in this case.

16 **REQUEST FOR PRODUCTION NO. 17:**

17 All profit and loss statements RELATING TO  
18 BLOCKBUSTERONLINE.

19 **RESPONSE TO REQUEST FOR PRODUCTION NO. 17:**

20 Each of Blockbuster's General Objections is incorporated here by  
21 reference. Blockbuster specifically objects to this request to the extent it seeks  
22 documents that are protected by the attorney-client privilege, the attorney work-  
23 product doctrine, or any other applicable privilege or immunity and to the extent  
24 that it seeks documents that are confidential or proprietary. Blockbuster further  
25 specifically objects to this request on the grounds that it is vague, ambiguous,  
26 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
27 calculated to lead to the discovery of admissible evidence in this case, and is  
28 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.

1 The bases for these objections include, without limitation, this request's use of the  
2 terms "BLOCKBUSTERONLINE" and "RELATING TO."

3 Subject to and without waiving the foregoing objections, Blockbuster  
4 will conduct a reasonable and diligent search for non-privileged, non-work-product  
5 documents sufficient to reasonably describe profits and losses attributed to  
6 Blockbuster Online in the accounting of Blockbuster Inc. and will produce such  
7 documents so located that have not already been produced in this case.

8 **REQUEST FOR PRODUCTION NO. 18:**

9 All of BLOCKBUSTER's quarterly and annual audited financial  
10 statements and annual reports, including all corresponding notes and schedules,  
11 since January 1, 2000.

12 **RESPONSE TO REQUEST FOR PRODUCTION NO. 18:**

13 Each of Blockbuster's General Objections is incorporated here by  
14 reference. Blockbuster specifically objects to this request to the extent it seeks  
15 documents that are protected by the attorney-client privilege, the attorney work-  
16 product doctrine, or any other applicable privilege or immunity and to the extent  
17 that it seeks documents that are confidential or proprietary. Blockbuster further  
18 specifically objects to this request on the grounds that it is vague, ambiguous,  
19 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
20 calculated to lead to the discovery of admissible evidence in this case, and is  
21 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
22 The bases for these objections include, without limitation, this request's use of the  
23 term "BLOCKBUSTER."

24 Subject to and without waiving the foregoing objections, Blockbuster  
25 will produce all its quarterly and annual financial statements and accompanying  
26 documents filed with the Securities and Exchange Commission since January 1,  
27 2000, that have not already been produced in this case.

28 ///

1 **REQUEST FOR PRODUCTION NO. 19**

2 DOCUMENTS sufficient to describe fully BLOCKBUSTER's  
3 recordkeeping and accounting methods, books and records as they relate to  
4 BLOCKBUSTERONLINE.

5 **RESPONSE TO REQUEST FOR PRODUCTION NO. 19:**

6 Each of Blockbuster's General Objections is incorporated here by  
7 reference. Blockbuster specifically objects to this request to the extent it seeks  
8 documents that are protected by the attorney-client privilege, the attorney work-  
9 product doctrine, or any other applicable privilege or immunity and to the extent  
10 that it seeks documents that are confidential or proprietary. Blockbuster further  
11 specifically objects to this request on the grounds that it is vague, ambiguous,  
12 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
13 calculated to lead to the discovery of admissible evidence in this case, and is  
14 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
15 The bases for these objections include, without limitation, this request's use of the  
16 terms "BLOCKBUSTER" and "BLOCKBUSTERONLINE."

17 Subject to and without waiving the foregoing objections, Blockbuster  
18 will produce all its quarterly and annual financial statements and accompanying  
19 documents filed with the Securities and Exchange Commission since January 1,  
20 2000, that have not already been produced in this case.

21 **REQUEST FOR PRODUCTION NO. 20**

22 All DOCUMENTS RELATING TO potential and actual marketing  
23 and advertising plans for BLOCKBUSTERONLINE.

24 **RESPONSE TO REQUEST FOR PRODUCTION NO. 20:**

25 Each of Blockbuster's General Objections is incorporated here by  
26 reference. Blockbuster specifically objects to this request to the extent it seeks  
27 documents that are protected by the attorney-client privilege, the attorney work-  
28 product doctrine, or any other applicable privilege or immunity and to the extent

1 that it seeks documents that are confidential or proprietary. Blockbuster further  
2 specifically objects to this request on the grounds that it is vague, ambiguous,  
3 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
4 calculated to lead to the discovery of admissible evidence in this case, and is  
5 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
6 The bases for these objections include, without limitation, this request's use of the  
7 terms "BLOCKBUSTERONLINE" and "RELATING TO."

8 Subject to and without waiving the foregoing objections, Blockbuster  
9 will conduct a reasonable and diligent search for non-privileged, non-work-product  
10 marketing plans and advertising plans for Blockbuster Online and will produce  
11 such documents so located that have not already been produced in this case.

12 **REQUEST FOR PRODUCTION NO. 21:**

13 All DOCUMENTS constituting advertising and promotional materials  
14 for BLOCKBUSTERONLINE that describe or refer to the methods by which  
15 BLOCKBUSTER rents items to customers.

16 **RESPONSE TO REQUEST FOR PRODUCTION NO. 21:**

17 Each of Blockbuster's General Objections is incorporated here by  
18 reference. Blockbuster specifically objects to this request to the extent it seeks  
19 documents that are protected by the attorney-client privilege, the attorney work-  
20 product doctrine, or any other applicable privilege or immunity and to the extent  
21 that it seeks documents that are confidential or proprietary. Blockbuster further  
22 specifically objects to this request on the grounds that it is vague, ambiguous,  
23 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
24 calculated to lead to the discovery of admissible evidence in this case, and is  
25 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
26 The bases for these objections include, without limitation, this request's use of the  
27 terms "BLOCKBUSTER" and "BLOCKBUSTERONLINE."

28 Subject to and without waiving the foregoing objections, Blockbuster

1 will conduct a reasonable and diligent search for non-privileged, non-work-product  
2 documents sufficient to reasonably describe advertising and promotional materials  
3 that describe methods by which Blockbuster Online rents DVDs and will produce  
4 such documents so located that have not already been produced in this case.

5 **REQUEST FOR PRODUCTION NO. 22:**

6 All DOCUMENTS RELATING TO the preferences of customers in  
7 using or choosing among any products or services offered or developed by  
8 BLOCKBUSTERONLINE, DVDRentalCentral, NETFLIX, or any other company  
9 in the business of the ON-LINE rental of DVDs, movies, video games, or other  
10 media, including without limitation any reports or studies.

11 **RESPONSE TO REQUEST FOR PRODUCTION NO. 22:**

12 Each of Blockbuster's General Objections is incorporated here by  
13 reference. Blockbuster specifically objects to this request to the extent it seeks  
14 documents that are protected by the attorney-client privilege, the attorney work-  
15 product doctrine, or any other applicable privilege or immunity and to the extent  
16 that it seeks documents that are confidential or proprietary. Blockbuster further  
17 specifically objects to this request on the grounds that it is vague, ambiguous,  
18 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
19 calculated to lead to the discovery of admissible evidence in this case, and is  
20 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
21 The bases for these objections include, without limitation, this request's use of the  
22 terms "BLOCKBUSTERONLINE," "NETFLIX," "ON-LINE," and "RELATING  
23 TO."

24 Subject to and without waiving the foregoing objections, Blockbuster  
25 will conduct a reasonable and diligent search for non-privileged, non-work-product  
26 reports or studies on consumer preferences with respect to video and game online  
27 rental services and will produce such documents so located that have not already  
28 been produced in this case.

1 **REQUEST FOR PRODUCTION NO. 23:**

2 All DOCUMENTS RELATING TO the design, methodology,  
3 operation, effectiveness, or success of NETFLIX's ON-LINE rental service,  
4 including, without limitation, any analyses, engineering, design, or laboratory  
5 notebooks, drawings, block diagrams, specifications, design reviews, schematics,  
6 flow charts, minutes of design reviews, publications, notes, memoranda or  
7 correspondence, describing or referring to NETFLIX's ON-LINE rental service.

8 **RESPONSE TO REQUEST FOR PRODUCTION NO. 23:**

9 Each of Blockbuster's General Objections is incorporated here by  
10 reference. Blockbuster specifically objects to this request to the extent it seeks  
11 documents that are protected by the attorney-client privilege, the attorney work-  
12 product doctrine, or any other applicable privilege or immunity and to the extent  
13 that it seeks documents that are confidential or proprietary. Blockbuster further  
14 specifically objects to this request on the grounds that it is vague, ambiguous,  
15 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
16 calculated to lead to the discovery of admissible evidence in this case, and is  
17 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
18 The bases for these objections include, without limitation, this request's use of the  
19 terms "NETFLIX," "ON-LINE," and "RELATING TO."

20 Subject to and without waiving the foregoing objections, Blockbuster  
21 will conduct a reasonable and diligent search for non-privileged, non-work-product  
22 documents analyzing Netflix's online service or assessing its success and will  
23 produce such documents so located that have not already been produced in this  
24 case.

25 **REQUEST FOR PRODUCTION NO. 24:**

26 All DOCUMENTS RELATING TO the design, development, testing,  
27 or implementation of the BLOCKBUSTERONLINE service, including, without  
28 limitation, any engineering, design, or laboratory notebooks, drawings, block

1 diagrams, functional specifications, design reviews, schematics, flow charts,  
2 minutes of design reviews, declarations, publications, notes, memoranda,  
3 correspondence, invention disclosure forms, customer specifications, source code,  
4 customer requests, or prototypes of any invention, Beta versions, or components of  
5 BLOCKBUSTERONLINE.

6 **RESPONSE TO REQUEST FOR PRODUCTION NO. 24:**

7 Each of Blockbuster's General Objections is incorporated here by  
8 reference. Blockbuster specifically objects to this request to the extent it seeks  
9 documents that are protected by the attorney-client privilege, the attorney work-  
10 product doctrine, or any other applicable privilege or immunity and to the extent  
11 that it seeks documents that are confidential or proprietary. Blockbuster further  
12 specifically objects to this request on the grounds that it is vague, ambiguous,  
13 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
14 calculated to lead to the discovery of admissible evidence in this case, and is  
15 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
16 The bases for these objections include, without limitation, this request's use of the  
17 terms "BLOCKBUSTERONLINE" and "RELATING TO."

18 Subject to and without waiving the foregoing objections, Blockbuster  
19 will conduct a reasonable and diligent search for non-privileged, non-work-product  
20 documents sufficient to reasonably describe the design, development, testing, or  
21 implementation of Blockbuster Online and will produce such documents so located  
22 that have not already been produced in this case.

23 **REQUEST FOR PRODUCTION NO. 25:**

24 DOCUMENTS and things sufficient fully to describe each version of  
25 BLOCKBUSTERONLINE's website from the date of launch to the present,  
26 including but not limited to product and system descriptions, functional  
27 specifications, network architectures, screenshots and presentation materials.

28 **RESPONSE TO REQUEST FOR PRODUCTION NO. 25:**

1 Each of Blockbuster's General Objections is incorporated here by  
2 reference. Blockbuster specifically objects to this request to the extent it seeks  
3 documents that are protected by the attorney-client privilege, the attorney work-  
4 product doctrine, or any other applicable privilege or immunity and to the extent  
5 that it seeks documents that are confidential or proprietary. Blockbuster further  
6 specifically objects to this request on the grounds that it is vague, ambiguous,  
7 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
8 calculated to lead to the discovery of admissible evidence in this case, and is  
9 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
10 The bases for these objections include, without limitation, this request's use of the  
11 term "BLOCKBUSTERONLINE."

12 Subject to and without waiving the foregoing objections, Blockbuster  
13 will conduct a reasonable and diligent search for non-privileged, non-work-product  
14 documents sufficient to reasonably describe the various versions of Blockbuster  
15 Online's website from the date of launch to the present and will produce such  
16 documents so located that have not already been produced in this case.

17 **REQUEST FOR PRODUCTION NO. 26:**

18 DOCUMENTS and things sufficient fully to describe the structure or  
19 architecture of the software used to operate, support, or maintain  
20 BLOCKBUSTERONLINE, including block diagrams, data structure diagrams,  
21 system architecture diagrams, database layouts, and source code.

22 **RESPONSE TO REQUEST FOR PRODUCTION NO. 26:**

23 Each of Blockbuster's General Objections is incorporated here by  
24 reference. Blockbuster specifically objects to this request to the extent it seeks  
25 documents that are protected by the attorney-client privilege, the attorney work-  
26 product doctrine, or any other applicable privilege or immunity and to the extent  
27 that it seeks documents that are confidential or proprietary. Blockbuster further  
28 specifically objects to this request on the grounds that it is vague, ambiguous,

1 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
2 calculated to lead to the discovery of admissible evidence in this case, and is  
3 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
4 The bases for these objections include, without limitation, this request's use of the  
5 term "BLOCKBUSTERONLINE."

6 Subject to and without waiving the foregoing objections, Blockbuster  
7 will conduct a reasonable and diligent search for non-privileged, non-work-product  
8 documents sufficient to reasonably describe the software used for Blockbuster  
9 Online's website and will produce such documents so located that have not already  
10 been produced in this case.

11 **REQUEST FOR PRODUCTION NO. 27:**

12 DOCUMENTS and things sufficient fully to describe the structure or  
13 architecture of the hardware used to operate, support, or maintain  
14 BLOCKBUSTERONLINE, including types of hardware used and connectivity  
15 between the various pieces of hardware.

16 **RESPONSE TO REQUEST FOR PRODUCTION NO. 27:**

17 Each of Blockbuster's General Objections is incorporated here by  
18 reference. Blockbuster specifically objects to this request to the extent it seeks  
19 documents that are protected by the attorney-client privilege, the attorney work-  
20 product doctrine, or any other applicable privilege or immunity and to the extent  
21 that it seeks documents that are confidential or proprietary. Blockbuster further  
22 specifically objects to this request on the grounds that it is vague, ambiguous,  
23 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
24 calculated to lead to the discovery of admissible evidence in this case, and is  
25 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
26 The bases for these objections include, without limitation, this request's use of the  
27 term "BLOCKBUSTERONLINE."

28 Subject to and without waiving the foregoing objections, Blockbuster

1 will conduct a reasonable and diligent search for non-privileged, non-work-product  
2 documents sufficient to reasonably describe the general nature of the hardware used  
3 to operate Blockbuster Online's website and will produce such documents so  
4 located that have not already been produced in this case.

5 **REQUEST FOR PRODUCTION NO. 28:**

6 DOCUMENTS and things sufficient fully to describe all rental  
7 methods used or practiced by BLOCKBUSTERONLINE from inception to the  
8 present.

9 **RESPONSE TO REQUEST FOR PRODUCTION NO. 28:**

10 Each of Blockbuster's General Objections is incorporated here by  
11 reference. Blockbuster specifically objects to this request to the extent it seeks  
12 documents that are protected by the attorney-client privilege, the attorney work-  
13 product doctrine, or any other applicable privilege or immunity and to the extent  
14 that it seeks documents that are confidential or proprietary. Blockbuster further  
15 specifically objects to this request on the grounds that it is vague, ambiguous,  
16 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
17 calculated to lead to the discovery of admissible evidence in this case, and is  
18 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
19 The bases for these objections include, without limitation, this request's use of the  
20 term "BLOCKBUSTERONLINE."

21 Subject to and without waiving the foregoing objections, Blockbuster  
22 will conduct a reasonable and diligent search for non-privileged, non-work-product  
23 documents sufficient to reasonably describe the rental methods used or practiced by  
24 Blockbuster Online and will produce such documents so located that have not  
25 already been produced in this case.

26 **REQUEST FOR PRODUCTION NO. 29:**

27 DOCUMENTS and things sufficient fully to describe all rental  
28 methods used or practiced by DVDrentalCentral from inception to the present.

1 **RESPONSE TO REQUEST FOR PRODUCTION NO. 29:**

2 Each of Blockbuster's General Objections is incorporated here by  
3 reference. Blockbuster specifically objects to this request to the extent it seeks  
4 documents that are protected by the attorney-client privilege, the attorney work-  
5 product doctrine, or any other applicable privilege or immunity and to the extent  
6 that it seeks documents that are confidential or proprietary. Blockbuster further  
7 specifically objects to this request on the grounds that it is vague, ambiguous,  
8 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
9 calculated to lead to the discovery of admissible evidence in this case, and is  
10 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.

11 Subject to and without waiving the foregoing objections, Blockbuster  
12 will conduct a reasonable and diligent search for non-privileged, non-work-product  
13 documents sufficient to reasonably describe the rental methods used or practiced by  
14 DVD Rental Central and will produce such documents so located that have not  
15 already been produced in this case.

16 **REQUEST FOR PRODUCTION NO. 30:**

17 DOCUMENTS and things sufficient fully to describe all membership  
18 plans offered by BLOCKBUSTERONLINE from inception to the present.

19 **RESPONSE TO REQUEST FOR PRODUCTION NO. 30:**

20 Each of Blockbuster's General Objections is incorporated here by  
21 reference. Blockbuster specifically objects to this request to the extent it seeks  
22 documents that are protected by the attorney-client privilege, the attorney work-  
23 product doctrine, or any other applicable privilege or immunity and to the extent  
24 that it seeks documents that are confidential or proprietary. Blockbuster further  
25 specifically objects to this request on the grounds that it is vague, ambiguous,  
26 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
27 calculated to lead to the discovery of admissible evidence in this case, and is  
28 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.

1 The bases for these objections include, without limitation, this request's use of the  
2 term "BLOCKBUSTERONLINE."

3 Subject to and without waiving the foregoing objections, Blockbuster  
4 will conduct a reasonable and diligent search for non-privileged, non-work-product  
5 documents sufficient to reasonably describe the membership plans offered by  
6 Blockbuster Online and will produce such documents so located that have not  
7 already been produced in this case.

8 **REQUEST FOR PRODUCTION NO. 31:**

9 All DOCUMENTS RELATING TO BLOCKBUSTERONLINE  
10 technology developed in whole or in part by third parties, including without  
11 limitation agreements, licenses, permissions, term sheets, memoranda of  
12 understanding, letters of intent, specifications, technical descriptions, and  
13 correspondence.

14 **RESPONSE TO REQUEST FOR PRODUCTION NO. 31:**

15 Each of Blockbuster's General Objections is incorporated here by  
16 reference. Blockbuster specifically objects to this request to the extent it seeks  
17 documents that are protected by the attorney-client privilege, the attorney work-  
18 product doctrine, or any other applicable privilege or immunity and to the extent  
19 that it seeks documents that are confidential or proprietary. Blockbuster further  
20 specifically objects to this request on the grounds that it is vague, ambiguous,  
21 overbroad, unduly burdensome, oppressive, harassing, is not relevant to nor  
22 calculated to lead to the discovery of admissible evidence in this case, and is  
23 beyond the scope of discovery permitted by the Federal Rules of Civil Procedure.  
24 The bases for these objections include, without limitation, this request's use of the  
25 terms "BLOCKBUSTERONLINE," "BLOCKBUSTERONLINE technology," and  
26 "RELATING TO."

27 Subject to and without waiving the foregoing objections, Blockbuster  
28 will conduct a reasonable and diligent search for non-privileged, non-work-product