

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.

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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."

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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.

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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