

Exhibit B
to the
10/8/08 Joint Letter Brief

Hilbert, Ryan

From: Donovan, Molly [MMDonovan@DeweyLeBoeuf.com]
Sent: Monday, September 29, 2008 2:53 PM
To: Hilbert, Ryan
Cc: Kessler, Jeffrey; Feher, David; Greenspan, David; Katz, Ron; lleclair@mckoolsmith.com; Hummel, Chad; Taub, Roy; Clark, Jason; bruce.meyer@weil.com
Subject: RE: Redline of Joint Stipulation re Choice of Law_v1.DOC

Ryan --

We are sorry Chad was not available for our scheduled call this afternoon. Unfortunately, due to the Jewish holiday Jeffrey and Dave were unable to have a call at 5 pm this evening. In lieu of our call, however, we are providing the following information to Plaintiffs.

With respect to the service of Doug Allen's subpoena, we understand that the information provided in the affidavit of service is not accurate and that the attempted service on Mr. Allen was not effective. However, if we can work out a reasonable schedule for Mr. Allen's trial testimony, he will authorize us to accept service on his behalf (as we've always indicated).

As to the reasons for Mr. Allen's scheduling difficulties, Mr. Allen is unavailable to attend trial on Monday, October 20 because he is required as National Executive Director of the Screen Actors Guild to attend a series of intensive pre-scheduled quarterly meetings of SAG's board of directors from Thursday, October 16 through Monday, October 20 (the first day of the trial). These meetings will run into the evenings and through the entire weekend. They are also a major part this year of Mr. Allen's responsibility for negotiating eight collective bargaining agreements, all of which are set to expire and affect 120,000 guild members.

Mr. Allen cannot attend trial on Tuesday, October 21 because the SAG board meetings will still be ongoing through Monday, October 20, and Mr. Allen must return to his office (which is in LA) for at least part of the day Tuesday in order to address the business he will have missed while consumed by his quarterly board meetings during the prior five days. Therefore, the earliest Mr. Allen can attend trial in San Francisco is Wednesday (October 22). If Mr. Allen testifies on Wednesday, however, he would need to return to the office on Thursday to address missed business relating to his collective bargaining and other responsibilities. In other words, Mr. Allen cannot testify on both Wednesday and Thursday. However, if you expect Mr. Allen's testimony to last longer than one trial day, he can make himself available to testify on Thursday and Friday. In that case, he at least would have had some time in his office (Tuesday and Wednesday) to attend to the business he will have missed while he was at the SAG board meetings the prior five days.

We understand you served Pat Allen today, so your question about whether we will accept service on her behalf is moot. However, if you would like Ms. Allen to rearrange her schedule to appear on a particular day of trial, you must provide us with notice now as to which day you intend to call her. Her schedule is more flexible than Mr. Allen's, but she still requires information from you about when you want her to be at trial.

We are not consenting to a substitution of a new undisclosed witness for Mr. McNeil, which would be contrary to the stipulation and court order. We need to know right away whether Mr. McNeil's deposition will go forward as scheduled on Friday. We also remain willing to accommodate Mr. McNeil's purported scheduling problem by taking a trial deposition to preserve his testimony.

With respect to which witnesses we intend to call live or by deposition, we have already made the disclosures required by Judge Alsup's pretrial orders, and my colleague Dave Greenspan has already responded to this request by email.

Regards,

10/9/2008

Molly

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From: Hilbert, Ryan [mailto:RHilbert@manatt.com]
Sent: Monday, September 29, 2008 3:48 PM
To: Greenspan, David
Cc: Kessler, Jeffrey; Feher, David; Taub, Roy; Donovan, Molly; Katz, Ron; lleclair@mckoolsmith.com; Hummel, Chad
Subject: RE: Redline of Joint Stipulation re Choice of Law_v1.DOC

Dave:

Further to my email to you and Molly a few minutes ago, we are now unavailable at 1 pm PDT. Are you available at 2 pm PDT? The same dial-in info would apply.

Ryan

From: Hummel, Chad
Sent: Monday, September 29, 2008 8:53 AM
To: Greenspan, David; Hilbert, Ryan
Cc: Kessler, Jeffrey; Feher, David; Taub, Roy; Donovan, Molly; Katz, Ron; lleclair@mckoolsmith.com
Subject: RE: Redline of Joint Stipulation re Choice of Law_v1.DOC

Will discuss it at 1230pm on the meet and confer call.

We will also discuss Allens and witness issues then. Let's use the following dial in:

From: Greenspan, David [mailto:dgreenspan@DeweyLeBoeuf.com]

10/9/2008

Sent: Monday, September 29, 2008 8:50 AM
To: Hilbert, Ryan
Cc: Kessler, Jeffrey; Feher, David; Taub, Roy; Donovan, Molly; Katz, Ron; Hummel, Chad; lleclair@mckoolsmith.com
Subject: RE: Redline of Joint Stipulation re Choice of Law_v1.DOC

Ryan -- Where do we stand on this? Thanks, Dave

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From: Greenspan, David
Sent: Thursday, September 25, 2008 7:27 PM
To: 'Hilbert, Ryan'
Cc: Kessler, Jeffrey; Feher, David; Taub, Roy; Donovan, Molly; Katz, Ron; Hummel, Chad; lleclair@mckoolsmith.com
Subject: RE: Redline of Joint Stipulation re Choice of Law_v1.DOC

Ryan -- Sorry for the delay in responding. I made one small change to your draft -- the addition of "subject to the foregoing" after the words "NOW THEREFORE" in the last paragraph. If this is acceptable to Plaintiffs, then we have a deal. Thanks, Dave

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From: Hilbert, Ryan [mailto:RHilbert@manatt.com]
Sent: Tuesday, September 23, 2008 7:03 PM
To: Hilbert, Ryan; Greenspan, David
Cc: Kessler, Jeffrey; Feher, David; Taub, Roy; Donovan, Molly; Katz, Ron; Hummel, Chad; lleclair@mckoolsmith.com
Subject: RE: Redline of Joint Stipulation re Choice of Law_v1.DOC

Dave:

Please see the attached. My proposed changes are to the second "whereas" clause only. Please let us know if we have a deal.

Ryan

10/9/2008

From: Hilbert, Ryan
Sent: Tuesday, September 23, 2008 3:33 PM
To: 'Greenspan, David'
Cc: Kessler, Jeffrey; Feher, David; Taub, Roy; Donovan, Molly; Katz, Ron; Hummel, Chad; lleclair@mckoolsmith.com
Subject: RE: Redline of Joint Stipulation re Choice of Law_v1.DOC

Yes. I will send a revised version shortly.

From: Greenspan, David [mailto:dgreenspan@DeweyLeBoeuf.com]
Sent: Tuesday, September 23, 2008 3:00 PM
To: Hilbert, Ryan
Cc: Kessler, Jeffrey; Feher, David; Taub, Roy; Donovan, Molly; Katz, Ron; Hummel, Chad; lleclair@mckoolsmith.com
Subject: RE: Redline of Joint Stipulation re Choice of Law_v1.DOC

Ryan -- Are you willing to add something to the stipulation along those lines, i.e., "that no party will argue that there has been a waiver of any rights (including any appellate rights) by virtue of this stipulation"?

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From: Hilbert, Ryan [mailto:RHilbert@manatt.com]
Sent: Tuesday, September 23, 2008 5:48 PM
To: Greenspan, David
Cc: Kessler, Jeffrey; Feher, David; Taub, Roy; Donovan, Molly; Katz, Ron; Hummel, Chad; lleclair@mckoolsmith.com
Subject: RE: Redline of Joint Stipulation re Choice of Law_v1.DOC

Dave:

As the stip makes clear, Plaintiffs (and Defendants) agree that both sides are preserving "all" rights to appeal the Class Certification Order, and neither party will argue waiver of any kind as a result of the stipulation. We trust this addresses your concerns. Please confirm.

Ryan

From: Greenspan, David [mailto:dgreenspan@DeweyLeBoeuf.com]
Sent: Tuesday, September 23, 2008 2:02 PM
To: Hilbert, Ryan
Cc: Kessler, Jeffrey; Feher, David; Taub, Roy; Donovan, Molly; Katz, Ron; Hummel, Chad; lleclair@mckoolsmith.com
Subject: RE: Redline of Joint Stipulation re Choice of Law_v1.DOC

10/9/2008

To be frank, we are concerned that Plaintiffs will at a later date argue that Defendants have not reserved their rights on this issue. If that is not the case, then can you please articulate your concerns with our specific reservation of rights? If it is an issue that can be addressed, then we will try to address it. Thanks, Dave

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From: Hilbert, Ryan [mailto:RHilbert@manatt.com]
Sent: Tuesday, September 23, 2008 4:50 PM
To: Greenspan, David
Cc: Kessler, Jeffrey; Feher, David; Taub, Roy; Donovan, Molly; Katz, Ron; Hummel, Chad; lleclair@mckoolsmith.com
Subject: RE: Redline of Joint Stipulation re Choice of Law_v1.DOC

Dave:

On the contrary, if the parties are willing to agree that both sides are preserving "all" rights to appeal the Class Certification Order, why is it necessary for either side to carve out any specific rights of appeal? Please specify why you are unable to sign the simple and neutral form we propose.

Ryan

From: Greenspan, David [mailto:dgreenspan@DeweyLeBoeuf.com]
Sent: Tuesday, September 23, 2008 1:33 PM
To: Hilbert, Ryan
Cc: Kessler, Jeffrey; Feher, David; Taub, Roy; Donovan, Molly; Katz, Ron; Hummel, Chad; lleclair@mckoolsmith.com
Subject: RE: Redline of Joint Stipulation re Choice of Law_v1.DOC

Ryan -- If Plaintiffs agree that both sides are preserving "all" rights to appeal the Class Certification Order, then what is your concern with Defendants' specifically identifying one of the issues that we wish to preserve for appeal? An answer to that question might facilitate the parties' ability to stipulate on this issue, but we cannot agree to the stipulation attached to your email. To the extent we are not able to agree upon the form of such a stipulation, we need to discuss how to deal with the jury instructions and related briefing. We would propose that the parties limit the instructions and briefing to D.C. law, and explain the issue to the Court. Regards,
Dave

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10/9/2008

From: Hilbert, Ryan [mailto:RHilbert@manatt.com]
Sent: Tuesday, September 23, 2008 2:24 PM
To: Greenspan, David
Cc: Kessler, Jeffrey; Feher, David; Taub, Roy; Donovan, Molly; Katz, Ron; Hummel, Chad; lleclair@mckoolsmith.com
Subject: RE: Redline of Joint Stipulation re Choice of Law_v1.DOC

Dave:

We have considered your suggested changes to the choice of law stipulation. We agree that the Court should apply D.C. law. However, upon reconsideration, we continue to believe that a very simple and neutral stipulation, with both sides generally preserving their rights on the issue, is the appropriate way to proceed. Attached is such a version, which we sent to you last Friday. Absent your agreement to our suggested language, we will simply discuss our position with Judge Alsup during the pre-trial conference.

Ryan

From: Greenspan, David [mailto:dgreenspan@DeweyLeBoeuf.com]
Sent: Monday, September 22, 2008 12:56 PM
To: Hilbert, Ryan
Cc: Kessler, Jeffrey; Feher, David; Taub, Roy; Donovan, Molly; Katz, Ron; Hummel, Chad; lleclair@mckoolsmith.com
Subject: RE: Redline of Joint Stipulation re Choice of Law_v1.DOC

Ryan -- We are okay with the change that you made, but have one further change of our own. The attached version of the stipulation adds the phrase "subject to the foregoing" in the last paragraph. If you agree to this version, you have our authorization to e-sign for Jeffrey and file with the Court. Let us know. Thanks, Dave

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From: Hilbert, Ryan [mailto:RHilbert@manatt.com]
Sent: Monday, September 22, 2008 3:42 PM
To: Greenspan, David
Cc: Kessler, Jeffrey; Feher, David; Taub, Roy; Donovan, Molly; Katz, Ron; Hummel, Chad; lleclair@mckoolsmith.com
Subject: RE: Redline of Joint Stipulation re Choice of Law_v1.DOC

Dave:

Attached is a revised version of the stip that includes your additional sentence. Please confirm that we may add Jeffrey's digital signature and e-file this document with the Court.

10/9/2008

Ryan

From: Greenspan, David [mailto:dgreenspan@DeweyLeBoeuf.com]
Sent: Monday, September 22, 2008 8:12 AM
To: Hilbert, Ryan
Cc: Kessler, Jeffrey; Feher, David; Taub, Roy; Donovan, Molly; Katz, Ron; Hummel, Chad; lleclair@mckoolsmith.com
Subject: RE: Redline of Joint Stipulation re Choice of Law_v1.DOC

Ryan -- I added back in a sentence specifically reserving our rights on our position about the application of the law of a single jurisdiction to a nationwide class. I left the rest of your edits unchanged (see attached redline). Please let me know if we now have an agreement. Thanks, Dave

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From: Hilbert, Ryan [mailto:RHilbert@manatt.com]
Sent: Friday, September 19, 2008 6:49 PM
To: Greenspan, David
Cc: Kessler, Jeffrey; Feher, David; Taub, Roy; Donovan, Molly; Katz, Ron; Hummel, Chad; lleclair@mckoolsmith.com
Subject: RE: Redline of Joint Stipulation re Choice of Law_v1.DOC

Dave:

Attached is our revised version of the stipulation re choice of law. Please let us know if you have any comments.

Ryan

From: Greenspan, David
Sent: Thursday, September 18, 2008 8:59 AM
To: 'Hilbert, Ryan'
Cc: Kessler, Jeffrey; Feher, David; Taub, Roy; Donovan, Molly
Subject: Redline of Joint Stipulation re Choice of Law_v1.DOC

Ryan -- Attached are redline and clean versions reflecting our changes to your draft Joint Stipulation regarding the choice of law issue. Please give me a call about any questions or comments, or let me know that we have a deal. Thanks, Dave

Pursuant to U.S. Treasury Department Circular 230, unless we expressly state otherwise, any tax advice contained in this

10/9/2008

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