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 ENTERTAINMENT, INC., UNIVERSAL CITY STUDIOS
 15 PRODUCTIONS LLLP, UNIVERSAL CITY STUDIOS
 LLLP, AND VIACOM, INC.
 16

17 UNITED STATES DISTRICT COURT
 18 NORTHERN DISTRICT OF CALIFORNIA

19 REALNETWORKS, INC., et al.,
 20 Plaintiffs,
 21 vs.
 22 DVD COPY CONTROL ASSOCIATION,
 INC., et al.
 23 Defendants.
 24

CASE NO. C 08-4548-MHP
 Consolidated with Case No. C 08-04719-MHP
**DECLARATION OF REBECCA GOSE
 LYNCH IN SUPPORT OF STUDIOS'
 RESPONSE TO REAL'S MOTION TO
 EXTEND TIME OR EXCLUDE TOPICS
 FROM THE PRELIMINARY-
 INJUNCTION HEARING**

25 AND CONSOLIDATED ACTIONS.
 26

DECLARATION OF REBECCA GOSE LYNCH

I, Rebecca Gose Lynch, hereby do declare and state:

1. I am an attorney associated with the law firm of Munger, Tolles & Olson LLP, counsel of record for Columbia Pictures Industries, Inc., Disney Enterprises, Inc., NBC Universal, Inc., Paramount Pictures Corporation, Sony Pictures Entertainment, Inc., Sony Pictures Television, Inc., Twentieth Century Fox Film Corporation, Universal City Studios LLLP, Universal City Studios Productions LLLP, Viacom, Inc., Walt Disney Pictures, and Warner Bros. Entertainment, Inc. (collectively, "the Studios"). I make this Declaration based upon my own personal knowledge, except where facts are stated upon information and belief. If called upon to do so, I could and would testify competently to the matters stated herein.

2. I was not present at the hearing on December 22, 2008, but I have read the transcript of that hearing and consulted with my colleagues who were there. At the hearing, counsel for Real advised the Court that, in order to defend against a claim of circumventing ARccOS and Ripguard technologies, Real would need documents from the Studios relating to how those technologies worked. Immediately following the hearing, my colleagues and I contacted certain of the Studios and began the process of trying to identify and collect the types of documents that Real's counsel had advised the Court they needed.

3. On January 2, 2009 -- the first workday following the New Year's holiday -- I wrote to Tracy Tosh Lane and Michael Berta, attorneys for RealNetworks, Inc. and RealNetworks Home Entertainment, Inc. (collectively, "Real"), with document requests related to Facet, ARccOS and RipGuard. Attached hereto as Exhibit A is a true and correct copy of that email. On January 5, 2009, Ms. Lane responded to that email and, *for the first time*, set forth Real's requests for documents related to ARccOS and RipGuard. Attached hereto as Exhibit B is a true and correct copy of Ms. Lane's January 5, 2008 email. Real's document requests -- which were sent a full two weeks after the December 22 hearing -- set forth extraordinarily broad new categories of documents that Real suddenly claimed to need, including *all documents that had the words "ARccOS" or "Ripguard" in them*. In her email, Ms. Lane requested to meet and confer regarding these requests, to which I agreed. In the meantime, my colleague, Lawrence Barth, and

1 I continued to work with our clients to understand the burden involved in responding to Real's
2 initial requests communicated during the hearing, as well as their new requests, and to expedite
3 collection from relevant custodians.

4 4. On January 7, 2009, Mr. Barth and I had a telephonic meet-and-confer session
5 with Ms. Lane on the new document requests. During that call, we expressed our concerns with
6 the overbreadth, burden and relevance of many of Real's new expanded requests, but *at no time*
7 did we refuse to produce responsive ARccOS/RipGuard documents. Rather, we explained that
8 we were in the process of discussing Real's new requests with multiple custodians at all six of the
9 Studios so that we could understand burden and other concerns regarding potentially responsive
10 documents. We committed to get back to Ms. Lane as soon as possible regarding the Studios'
11 position on the new requests. In response to questions about timing, we made clear that we were
12 working as fast we could; that we could discuss dates on which we expected to begin producing
13 documents; but that we were not yet in a position to commit to a date on which we would
14 *complete* production of documents in categories that we were still trying to understand. After this
15 phone conference, we continued to discuss Real's new requests with multiple custodians at each
16 Studio, expedite collection processes and work on collecting documents relevant to the Studios'
17 ARccOS and RipGuard claims.

18 5. On Friday January 8, 2009, Mr. Barth and I received a letter from Ms. Lane that
19 mischaracterized our phone conversation in multiple respects. Attached hereto as Exhibit C is a
20 true and correct copy of Ms. Lane's letter. Mr. Barth responded to this letter in an email on
21 Monday January 12, 2009, correcting the mischaracterizations and reiterating that we were still
22 investigating the feasibility of Real's requests and would get back to Ms. Lane as soon as we had
23 answers. Attached as Exhibit D is a true and correct copy of Mr. Barth's January 12 email to Ms.
24 Lane.

25 6. The next day, January 13, 2009, I indicated to Ms. Lane that we now had sufficient
26 information to provide our position with regard to Real's new requests, and I requested a phone
27 conference to discuss this with her. Although Ms. Lane requested that the Studios agree to a
28 discovery magistrate on the same day, her request had no impact on our ongoing investigation,

1 document collection and/or ultimate positions on Real's document requests.

2 7. Later in the afternoon of January 13, I had a second telephonic meet-and-confer
3 session with Ms. Lane to update her on our expedited collection efforts. During this phone call, I
4 told Ms. Lane that it appeared that we would be able to produce documents located by the Studios
5 comprising technical specifications for ARccOS and RipGuard; a list of all DVD titles that have
6 used ARccOS or RipGuard; documents containing the terms "ARccOS" or "RipGuard"; reports
7 regarding DVD durability; and most other reports Real had requested that they claimed were
8 relevant to their harm arguments. As the parties had agreed with regard to previous document
9 collections and productions *by both sides*, we agreed that we would only collect documents from
10 a small group of core custodians most likely to have non-duplicative responsive documents and
11 that we would not collect from attorneys who played only a legal role. I confirmed this
12 conversation in an email to Ms. Lane on January 14. A true and correct copy of this email is
13 attached hereto as Exhibit E.

14 8. Also during this January 13 phone conversation, Ms. Lane told me that she did not
15 understand how the Studios were able to plan and start work on gathering ARccOS and RipGuard
16 documents immediately after the December 22 hearing, since we did not have Real's written
17 requests prior to her January 5 email. She said that she was at the hearing and did not recall Real
18 providing specific requests or any guidance as to the documents that they wanted on ARccOS and
19 RipGuard. I responded that the transcript of the hearing would give her some guidance, and that
20 our early efforts were made with the goal of producing ARccOS and RipGuard documents as
21 soon as possible.

22 9. The Studios have worked diligently to collect and produce documents as quickly
23 as possible. Despite having first received Real's written document requests on January 5 and
24 completing negotiations regarding those requests on January 13, and despite the logistics of
25 working with multiple lawyers and custodians at six Studios (and more related entities), the
26 Studios produced the great majority of responsive documents on January 22, 2009. This fast
27 turnaround time was only made possible by having documents reviewed by many lawyers from
28 my firm who are not involved in the case and who set aside their other work on other cases to

1 aide in this urgent project.

2 10. As I had committed to Ms. Lane, the Studios produced the majority of responsive
3 documents on January 22, 2008. This production included 28,095 pages of documents responsive
4 to Real's new requests. That same day, I emailed Ms. Lane to let her know that the vast majority
5 of any remaining documents would be produced early the next week. Attached hereto as Exhibit
6 F is a true and correct copy of my January 22 email to Ms. Lane. Consistent with my January 22
7 email, we produced 3,565 pages of documents to Real at 9:30 a.m. on Monday January 26, 2009.

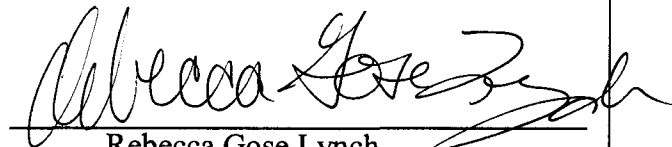
8 11. In an email to Ms. Lane on that same day (January 26), I confirmed that the
9 Studios had produced the documents that they had committed to produce, except for the following
10 narrow categories: (a) a small batch of documents that the Studios believe are extremely
11 sensitive, and regarding which we have sought heightened access limitations from Ms. Lane, but
12 have not yet heard back; (b) documents containing confidential third party information, with
13 respect to which we were seeking approval from the third parties (noting that this did not include
14 documents containing confidential Macrovision information, which we had produced on January
15 26, and since the date of this email, we have also produced confidential Sony DADC documents);
16 and (c) one last batch of documents, which we believed to be of limited relevance but which
17 contained the words "ARccOS" or "RipGuard." Attached hereto as Exhibit G is a true and correct
18 copy of my January 26 email to Ms. Lane. As of today, all that remains to be produced are the
19 documents in category (a) and a small handful of non-Macrovision and non-Sony DADC third
20 parties documents in category (b).

21 12. The Studios acted with all possible diligence and speed in collecting documents
22 covered by non-disclosure agreements with third parties, and in sending them to those third
23 parties for review and an opportunity to object. Once the Studios' responsive documents were
24 collected, they had to be reviewed in order to find which may be covered by non-disclosure
25 agreements. As soon as such documents were located, and the multiple agreements between the
26 Studios and third parties were analyzed, I immediately sent the documents to Sony DADC and
27 Macrovision for their review. Macrovision provided their consent during the late afternoon on
28 January 21 and we produced their documents the next day. Sony DADC (which is based in

1 Austria) provided consent on January 28 and we produced their documents that same day.
2 Notably, although Macrovision produced its own documents in response to Real's subpoena on
3 January 19 and made its Rule 30(b)(6) witness available for deposition on January 23, Real
4 *declined* to take that deposition.

5 13. Contrary to Ms. Lane's declaration, we have produced all of the technical
6 specifications for RipGuard and ARccOS that were provided to us by the Studios after collecting
7 documents from their core custodians, as we have produced all such documents covered by non-
8 disclosure agreements with Macrovision and Sony DADC. As we told Ms. Lane, the Studios do
9 not have much, if any, detailed technical documents regarding this technology, and have
10 produced what they found. The Studios marked certain Macrovision and Sony DADC
11 documents as "outside counsel's eyes only" because we were advised that those third parties had
12 reached agreement *with Real* to so designate certain documents.

13 I declare under penalty of perjury under the laws of the State of California and the United
14 States of America that the foregoing is true and correct. Executed this 30th day of January 2009
15 at San Francisco, California.

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18 Rebecca Gose Lynch
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