

MUNGER, TOLLES & OLSON LLP

355 SOUTH GRAND AVENUE
THIRTY-FIFTH FLOOR
LOS ANGELES, CALIFORNIA 90071-1560
TELEPHONE (213) 683-9100
FACSIMILE (213) 687-3702

560 MISSION STREET
SAN FRANCISCO, CALIFORNIA 94105-2907
TELEPHONE (415) 512-4000
FACSIMILE (415) 512-4077

November 7, 2008

ROBERT K. JOHNSON
ALAN V. FRIEDMAN
RONALD L. OLSON
RICHARD S. VOLPERT
DENNIS C. BROWN
ROBERT E. DENHAM
JEFFREY I. WEINBERGER
CARY B. LERMAN
CHARLES D. SIEGAL
RONALD K. MEYER
GREGORY P. STONE
VILMA S. MARTINEZ
BRAD D. BRIAN
BRADLEY S. PHILLIPS
GEORGE M. GARVEY
WILLIAM D. TEMKO
STEVEN L. GUISE
ROBERT B. KNAUSS
STEPHEN M. KRISTOVICH
JOHN W. SPIEGEL
TERRY E. SANCHEZ
STEVEN M. PERRY
MARK B. HELM
JOSEPH D. LEE
MICHAEL R. DOYEN
MICHAEL E. SOLOFF
GREGORY D. PHILLIPS
LAWRENCE C. BARTH
KATHLEEN M. M'DOWELL
GLENN D. POMERANTZ
RONALD C. HAUSMANN
PATRICK J. CAFFERTY, JR.
JAY M. FUJITANI
O'MALLEY M. MILLER
SANDRA A. SEVILLE-JONES
MARK H. EPSTEIN
HENRY WEISSMANN
KEVIN S. ALLRED
BART H. WILLIAMS
JEFFREY A. HEINTZ
JUDITH T. KITANO
KRISTIN LINSLEY MYLES
MARC T.G. DWORSKY
JEROME C. ROTH
STEPHEN D. ROSE
JEFFREY L. BLEICH
GARTH T. VINCENT

TED DANE
MARK SHINDERMAN
STUART N. SENATOR
MARTIN D. BERN
DANIEL P. COLLINS
RICHARD E. DROOYAN
ROBERT L. DELL ANGELO
BRUCE A. ABBOTT
JONATHAN E. ALTMAN
MARY ANN TODD
MICHAEL J. O'SULLIVAN
KELLY M. KLAUS
DAVID B. GOLDMAN
BURTON A. GROSS
KEVIN S. MASUDA
HOJOON HWANG
KRISTIN S. ESCALANTE
DAVID C. DINIELLI
ANDREA WEISS JEFFRIES
PETER A. DETRE
PAUL J. WATFORD
DANA S. TREISTER
CARL H. MOOR
DAVID M. ROSENZWEIG
DAVID H. FRY
LISA J. DEMSKY
MALCOLM A. HEINICKE
GREGORY J. WEINGART
TAMERLIN J. GODLEY
JAMES C. RUTTEN
J. MARTIN WILLHITE
RICHARD ST. JOHN
ROHIT K. SINGLA
LUIS LI
CAROLYN HOECKER LUEDTKE
C. DAVID LEE
MARK H. KIM
BRETT J. RODDA
SEAN ESKOVITZ
FRED A. ROWLEY, JR.
KATHERINE M. FORSTER
BLANCA FROMM YOUNG
SUSAN R. SZABO
NATALIE PAGÉS STONE
MONIKA S. WIENER
LYNN HEALEY SCADUTO
RANDALL G. SOMMER

A PROFESSIONAL CORPORATION

SHONT E. MILLER
MARIA SEFERIAN
MANUEL F. CACHAN
ERIC J. LORENZINI
KATHERINE K. HUANG
ROSEMARIE T. RING
JOSEPH J. YBARRA
KATE K. ANDERSON
ALISSON J. MARKOVITZ
E. DORSEY KLEGER-HEINE
JAY K. GHIYA
SUSAN TRAUB BOYD
JENNIFER L. POLSE
TODD J. ROSEN
BRIAN R. HOCHLEUTNER
GRANT A. DAVIS-DENNY
JASON RANTANEN
AMY C. TOVAR
REBECCA GOSE LYNCH
JONATHAN H. BLAVIN
JOHN R. GRIFFIN
KAREN J. FESSLER
MICHELLE T. FRIEDLAND
J. RAZA LAWRENCE
LIKA C. MIYAKE
MELINDA EADES LEMOINE
ANDREW W. SONG
YOHANCE C. EDWARDS
JULIE D. CANTOR
SETH GOLDMAN
FADIA RAFFEDIE KHOURY
JOSHUA P. GROBAN
VICTORIA L. BOESCH
HALYN J. CHEN
BRAD SCHNEIDER
ALEXANDRA LANG SUSMAN
GENEVIEVE A. COX
MIRIAM KIM
MISTY M. SANFORD
BRIAN P. DUFF
AIMEE FEINBERG
JOEL D. WHITLEY
KATHERINE L. HALL
KATHERINE KU
KIMBERLY A. CHI
SHOSHANA E. BANNETT
TINA CHAROENPONG

LEE S. TAYLOR
DEREK J. KAUFMAN
KIMBERLY D. ENCINAS
MARCUS J. SPIEGEL
GABRIEL P. SANCHEZ
BETHANY C. WOODARD
PAULA R. LEVY
CONNIE Y. CHIANG
DAVID C. YANG
WILLIAM E. CANO
EMILY PAN
BILL WARD
HENRY E. ORREN
BENJAMIN W. HOWELL
WESLEY SHIH
JACOB S. KREILKAMP
PAUL J. KATZ
TYLER A. ROOZEN
JONATHAN M. WEISS
ZACHARY KATZ
DANIEL A. LYONS
ELIZABETH J. NEUBAUER
TREVOR D. DRYER
ERIC P. TUTLE
HEATHER E. TAKAHASHI
KRISTINA L. WILSON
KEVIN A. GOLDMAN
ROBYN KALI BACON
BERNARD A. ESKANDARI
JENNY M. JIANG
KEITH R.D. HAMILTON, II
SORAYA C. KELLY
PATRICK ANDERSON
MARK R. YOHALEM
JEFFREY Y. WU
YUVAL MILLER
MARK R. CONRAD
DANIEL R. M'CARTHY
RICHARD D. ESBENSHADE
ALLISON B. STEIN
PETER R. TAFT
OF COUNSEL
E. LEROY TOLLES
(1922-2008)

WRITER'S DIRECT LINE
(213) 683-9238
(213) 683-4038 FAX
Kelly.Klaus@mto.com

VIA EMAIL

Michael A. Berta, Esq.
Wilson Sonsini Goodrich & Rosati
One Market
Spear Street Tower, Suite 3300
San Francisco, CA 94105-1126

Re: Universal City Studios Productions LLLP et al. v. RealNetworks, Inc. et al., N.D. Cal.

Dear Mike:

I am writing in response to your November 6, 2008 email, requesting the Studio Plaintiffs' consent to Real's filing of an amended declaratory judgment complaint. Our clients cannot consent to the filing of the amended complaint, because Real has not provided them with information they would need to make an informed decision about the amendment.

Real's proposed amendments relate to something that the amended complaint describes opaquely as the "New Platform." The amended complaint does not provide any facts about what the "New Platform" is - is it computer software? is it computer hardware? is it a combination of the two? - other than to say that the "New Platform" "has similar planned functionality" to RealDVD. Proposed Amendment ¶ 2.

MUNGER, TOLLES & OLSON LLP

Michael A. Berta, Esq.

November 7, 2008

Page 2

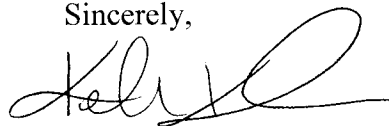
The proposed amended complaint misleadingly states that around October 20, "Plaintiffs made known to Defendants the fact of the existence of the New Platform and that it would be brought to market shortly." *Id.* ¶ 25. That is not correct. What really happened on October 20 is that Colleen Bal called us and said that Real had "another product" that Real wanted to add to the Court's consideration of our clients' preliminary injunction motion concerning RealDVD. Colleen did not tell us anything further about the "new product," much less that "it would be brought to market shortly." Colleen said that Real would not provide any information about this "new product" unless we agreed that only "outside counsel" could consider it. We told Colleen there is no way our clients can make an informed decision about whether they object to a "new product," or whether to seek a preliminary injunction restraining its distribution, if they do not know anything about the "new product." We heard nothing further from Real relating to a "new product" until you sent the proposed amendment yesterday that refers to the "New Platform."

Given this history, we do not see how Real can allege, consistent with the Rules, that our clients have made any "claims" relating to the "New Platform," much less a claim that this "New Platform" violates the DMCA or the CSS License. How can Real and our clients have an actual controversy over the "New Platform" when our clients have no idea what it is?

Finally, if Real intends to try to inject the "New Platform" into the scope of the preliminary injunction motion that we have discussed with the Court, the Studios object. The Court told the parties the issues it wants them to address at the scheduled hearing on January 27, 2008, and the "New Platform" is not among them. Real did not say anything about the "New Platform" at the TRO hearing or in any other filing with the Court, and it has not told our clients anything about the "New Platform" either. Moreover, if there is a dispute about a "New Platform," we do not see how that could be worked into and resolved under the current schedule, since there would have to be additional discovery and expert analysis.

In sum, if Real would like to amend its complaint to state that there is an actual controversy regarding the "New Platform," Real should tell our clients what the "New Platform" is, and we will consider Real's request to agree to the filing of an amended complaint. This letter is without waiver of our clients' rights, all of which are expressly reserved.

Sincerely,



Kelly M. Klaus

cc: All counsel (by email)