

1 DAVID H. KRAMER, State Bar No. 168452, *dkramer@wsgr.com*
 2 MICHAEL H. RUBIN, State Bar No. 214636, *mrubin@wsgr.com*
 3 WILSON SONSINI GOODRICH & ROSATI
 4 Professional Corporation
 5 650 Page Mill Road
 6 Palo Alto, CA 94304-1050
 7 Telephone: (650) 493-9300
 8 Facsimile: (650) 565-5100

9 *Attorneys for Non-Party Respondents*
 10 *Artis Capital Management, L.P., Sequoia*
 11 *Capital Operations LLC and*
 12 *TriplePoint Capital LLC*

13 UNITED STATES DISTRICT COURT
 14 NORTHERN DISTRICT OF CALIFORNIA
 15 SAN FRANCISCO DIVISION

16 VIACOM INTERNATIONAL INC., ET AL.)

17 Plaintiffs,)

18 v.)

19 YOUTUBE, INC., ET AL.)

20 Defendants.)

CASE NO.: 3:08-MC-80129-SI

[Case No. 07-cv-02103 (LLS) in the
U.S. D.C., S.D.N.Y]

**DECLARATION OF DAVID
 LAMOND IN SUPPORT OF
 RESPONDENTS' OPPOSITION TO
 PLAINTIFFS' JOINT MOTION TO
 COMPEL PRODUCTION OF
 DOCUMENTS PURSUANT TO
 SUBPOENAS TO ARTIS CAPITAL
 MANAGEMENT L.P., SEQUOIA
 CAPITAL OPERATIONS LLC, AND
 TRIPLEPOINT CAPITAL LLC**

21 THE FOOTBALL ASSOCIATION PREMIER)
 22 LEAGUE LIMITED, ET AL.)

23 Plaintiffs,)

24 v.)

25 YOUTUBE, INC., ET AL.)

26 Defendants.)

[Case No. 07-cv-03532 (LLS) in the
U.S. D.C., S.D.N.Y]

Date: August 15, 2008
 Time: 9:00 a.m.
 Courtroom: 10
 Judge: Honorable Susan Illston

1 I, David Lamond, hereby declare that:

2 1. I am an Analyst for non-party Artis Capital Management, L.P. (“Artis”). I submit
3 this declaration in support of Respondents’ Opposition to Plaintiffs’ Joint Motion to Compel
4 Production of Documents Pursuant to Subpoenas to Artis Capital Management L.P., Sequoia
5 Capital Operations LLC, and TriplePoint Capital LLC. I have personal knowledge about the
6 facts described below and if called upon to testify, could competently testify to them.

7 2. Artis is a hedge fund based in San Francisco.

8 3. Artis first considered investing in YouTube on or after approximately January of
9 2006. Artis had no involvement with the company prior to that date.

10 4. Artis participated in YouTube’s Series B round of funding. The Series B funding
11 deal closed on March 30, 2006. In consideration for the funding, Artis received shares of stock
12 in YouTube.

13 5. As is typical of Artis’ investment style, Artis was a strictly passive investor in
14 YouTube and has never held a seat on YouTube’s Board of Directors.

15 6. After Artis’ initial investment in YouTube was made, Artis received general
16 updates from YouTube about its operations so that Artis could monitor its investment and report
17 to its investors. Artis exercised no control over, and did not participate in, the strategic planning
18 of YouTube’s business model or in the management of the day-to-day operations of the
19 company. The updates Artis received did not extend beyond the financial and business progress
20 updates that Artis (or any other passive investor) would normally receive in the course of its
21 investment. There is no reason to believe YouTube does not have copies of those generalized
22 updates.

23 7. As a YouTube shareholder, Artis was asked to approve the merger agreement
24 between Google and YouTube. Artis did so upon recommendation of YouTube’s Board of
25 Directors, at a time concurrent with the approval given by the other investors. Artis was also
26 strictly passive in this matter, not performing any due diligence regarding or analysis of the
27 merger agreement, or playing any role in determining the final terms of the transaction.

28

