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May 14, 2008

Brandon Baum, Esq.
Josh Masur, Esq.
Mayer Brown LLP
Two Palo Alto Square, Suite 300
3000 El Camino Real
Palo Alto, California 94306-2112

Re: *Viacom International, Inc. v. YouTube, Inc.*, No. 1:07-cv-2103 (S.D.N.Y.) and
Premier League v. YouTube, No. 1:07-cv-3582

Dear Brandon:

I received your letter dated May 13, 2008 and am very disappointed in its failure to accurately reflect our discussions on May 12, 2008. Nonetheless, I enclose herein BayTSP's preliminary search term list for your review, the provision of which we agreed does not waive any privilege or work product protection. Please provide us with your suggested list of search terms by May 21, 2008 so that we can proceed with the processing of the collected data.

We will review the proposed second amended protective order, which we understand that the Court has yet to approve.

Sincerely,

/s/ Maria Ellinikos

Maria Ellinikos

Enclosure

BayTSP's Preliminary Search Term List

May 14, 2008

Below is BayTSP's preliminary list of search terms:

1. \$600/Hour
2. 24th Floor
3. 3085284
4. 365Gay
5. 37th Floor
6. 38th Floor
7. 5555 Communications
8. Aardvark
9. Acoustic Music
10. Adoy
11. After School
12. AfterL
13. Agnes
14. Air Realty
15. All About
16. Animated
17. Antics
18. Artcraft
19. Asia Investment venture
20. Atom
21. ATR
22. Bad Boys
23. Bardwire
24. Belhaven
25. Benjamin Button
26. BET
27. Beta Theatres
28. Big Shows
29. Biscondi
30. Black Entertainment Television
31. Blackout
32. Blind Eye
33. Bling
34. Blue Sea
35. Blue/White
36. BN
37. Box Italy

38. Bronson
39. Cabalero
40. Caballero
41. Cahan
42. Caliche
43. California Holdings
44. Capital Equipment
45. CBS
46. Cent Productions
47. Central Productions
48. CIC
49. Cinamerica
50. Cinematic
51. Cloverleaf
52. CMT
53. Cocktails @ 4
54. College Publish!
55. Columbus Circle
56. Comedy Partners
57. Contender
58. Country Entertainment
59. Country Music Television
60. Country Services
61. country.com
62. Cradle of Life
63. Creative Mix
64. CVV
65. Dallington
66. Danielle Productions
67. Daza
68. Delaware Blue Steel
69. Digico
70. Direct Court
71. Director's Cuts
72. DL Development
73. DMS
74. DreamWorks
75. DTE
76. DTV
77. DW
78. DW
79. DWTV
80. eCast

81. Eighth Century
82. Emily Productions
83. e-tv
84. Extreme Australia
85. Extreme Group
86. Extreme Music
87. Extreme Musik
88. Failure to Launch
89. Famous Music
90. Famous Orange
91. Famous Players
92. Festival
93. Filmcraft
94. Four Brothers
95. Futa
96. Future General
97. Game One
98. Games Animation
99. Games Production
100. GameTrailers
101. GC
102. Gladiator
103. Global Film
104. Golden UIP
105. Grace Productions
106. Gramps
107. Greenland
108. Harmonix
109. Haverstraw
110. Hey Yeah
111. High Command
112. House of Yes
113. HTL
114. IFILM
115. Imagine Radio
116. International Overseas
117. Invisions
118. Jackass
119. Joseph Productions
120. Kindernet
121. Ladies man
122. LAPTIV
123. Last Holiday

124. Lisarb
125. Little Boston
126. Long Road
127. Longest Yard
128. Mad Production
129. Magical Motion Picture
130. Magicam
131. Marathon
132. Maximum Attitude
133. Meadowlands
134. Melange Pictures
135. Michaela
136. Mischief New Media
137. MoonMan
138. Movietickets.com
139. MTV
140. MTVBVI
141. MTVi
142. MTVN
143. Music by Video
144. Neopets
145. NeoPets
146. Netherlands Overseas
147. Network Enterprises
148. Neutronium
149. Newdon
150. Nick at Nite
151. Nickelodeon
152. Night Falls
153. Night Falls
154. NM Classics
155. Noggin
156. Not Before 10am
157. Nova Scotia
158. NP
159. NV
160. O & W
161. O.U. Kid
162. On Music
163. On the Lot
164. One & Only
165. On-Site
166. Open Door

167. OU Kid
168. Outdoor Entertainment
169. Pacific Productions
170. Paramount
171. Park Court
172. Peanut Worm
173. Peppercorn
174. Perfect Score
175. Pet II
176. PF Films
177. Pop
178. PPC Film
179. PPG
180. Premiere House
181. Preview Investments
182. Prime Directive
183. RateMyProfessors
184. Remote Productions
185. Rhapsody
186. RR Films
187. S Media
188. Sammarnick
189. Scarab
190. Servicios
191. SFI
192. Shirley Valentine
193. Shockwave
194. SKG
195. SKG
196. Smoker Films
197. Social Project
198. SonicNet
199. South Park
200. Spelling
201. Spike Digital
202. State of Mind
203. Stepdude
204. Study Hall
205. Superstar
206. Talent Court
207. TC Productions
208. The Box
209. Thinner

- 210. Timeline Films
- 211. TNN
- 212. TV Land
- 213. TV on Tour
- 214. TV Total
- 215. UGJ
- 216. Untitled Productions
- 217. Uptown
- 218. Urge Prepaid
- 219. Viacom
- 220. Virginia Woolfe
- 221. Visonair
- 222. VIVA
- 223. Wayfarer
- 224. Westka
- 225. WF Cinema
- 226. Widow's Broom
- 227. Wilshire
- 228. World Sports Enterprises
- 229. Worldwide MSP
- 230. Worldwide Productions
- 231. Wuthering Heights
- 232. XFire
- 233. Yalian
- 234. Z+
- 235. Zarina
- 236. Zoo Films

REDACTED

From: Ellinikos, Maria [mailto:mellinikos@akingump.com]
Sent: Wednesday, May 14, 2008 6:05 PM
To: Baum, Brandon; Masur, Joshua M.
Cc: Hemminger, Steve; Campos, Mario; Gagnon, Suzanne
Subject: Viacom et al. v. YouTube et al.

Please see attached correspondence.

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