

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

VIACOM INTERNATIONAL INC.,
COMEDY PARTNERS,
COUNTRY MUSIC TELEVISION, INC.,
PARAMOUNT PICTURES CORPORATION,
and BLACK ENTERTAINMENT TELEVISION
LLC,
Plaintiffs,
v.
YOUTUBE, INC., YOUTUBE, LLC, and
GOOGLE INC.,
Defendants.
Case No. 1:07-cv-02103 (LLS)
(related case no. 1:07-cv-03582 (LLS))
PLAINTIFFS' INITIAL
DISCLOSURES PURSUANT TO
FEDERAL RULE OF CIVIL
PROCEDURE 26(A)(1)

Pursuant to Federal Rule of Civil Procedure 26(a)(1), Plaintiffs Viacom International Inc., Comedy Partners, Country Music Television, Inc., Paramount Pictures Corporation, and Black Entertainment Television LLC ("Plaintiffs") hereby make the following disclosures.

Plaintiffs make these disclosures subject to, and without waiver of, any attorney-client privilege, attorney work product protection, common-interest privilege, or other applicable privilege or doctrine. Plaintiffs reserve the right to object, as appropriate, on any basis, including privilege or relevance, to testimony by any of the disclosed individuals.

II. Disclosures Pursuant to Federal Rule of Civil Procedure 26(a)(1)(A)

Based on information currently available to Plaintiffs, the individuals identified below are likely to have discoverable information, unless solely for impeachment, that Plaintiffs may use to support their claims.

Current or Former Employees of Plaintiffs

The following current or former employees of Plaintiffs may provide information on the subjects listed below. Unless otherwise noted, these persons may only be contacted through Plaintiffs' counsel, Jenner & Block LLP, 601 Thirteenth Street NW, Suite 1200 South, Washington, DC 20005.

1. Adam Cahan (Plaintiffs' efforts to enforce copyrights against Defendants; Plaintiffs' licensing negotiations with Defendants).
2. Alexander Carloss (Licensing for Paramount Pictures Corporation; Damages and harm for Paramount Pictures Corporation; Plaintiffs' licensing negotiations with Defendants).
3. Colette Chestnut (Damages and harm for MTV Networks).
4. Donna Cooper (Copyright ownership and registration for Black Entertainment Television LLC).
5. Douglas Herzog (Damages and harm for MTV Networks).
6. Frederick Huntsberry (Damages and harm for Paramount Pictures Corporation).
7. Jason Witt (Damages and harm for MTV Networks).
8. Joe Simon (Plaintiffs' efforts to enforce copyrights against Defendants).
9. Laurie Lawrence-Dillon (Copyright ownership and registration for MTV Networks).
10. Lori Ruffalo (Copyright ownership and registration for Paramount Pictures Corporation).
11. Mika Salmi (Damages and Harm for MTV Networks; Licensing for MTV Networks).
12. Nada Stirratt (Damages and harm for MTV Networks; Plaintiffs' licensing negotiations with Defendants).
13. Phillipe Dauman (Plaintiffs' damages and harm; Plaintiffs' licensing negotiations with Defendants).
14. Scott Mills (Damages and harm for Black Entertainment Television LLC; Licensing for Black Entertainment Television LLC).
15. Tom Dooley (Plaintiffs' damages and harm).
16. Warren Solow (Plaintiffs' efforts to enforce copyrights against Defendants).

Current or Former Employees of Defendants

In addition, Plaintiffs anticipate that Defendants and their agents and employees are likely to have discoverable information about Defendants' activities in relation to the claims in the Complaint, and which Plaintiffs may use to support their claims. Because Plaintiffs have not yet deposed or taken discovery of Defendants, Plaintiffs are not yet aware of all such individuals, and anticipate the need to supplement the following list after discovery and further investigation. At the present time, Plaintiffs anticipate that the following agents and employees of Defendants have discoverable information that Plaintiffs may use to support their claims:

1. Bradley Heilburne
2. Brent Hurley
3. Chad Hurley
4. Christina Brodbeck
5. Christopher Maxcy
6. Cuong Do
7. David Eun
8. Dwipal Akhilesh Desai
9. Eric Schmidt
10. George Reyes
11. Hong J. Qu
12. Jeff Huber
13. Julio Pekarovic
14. Kevin Christopher Donahue
15. Larry Page
16. Marissa Mayer
17. Mayrose Dunton
18. Michael Moritz
19. Omid Kordestani
20. Salar Kamangar
21. Sergey Brin

22. Shona Brown
23. Steve Chen
24. Susan Wojicki
25. Tim Armstrong

Third Parties:

In addition, Plaintiffs believe that the following third parties may have knowledge of facts supporting Defendants' liability for copyright infringement and/or the damages and profits arising therefrom:

1. Travis Hill, of BayTSP, Inc. (identification of infringing content on YouTube).
2. One or more employees of Audible Magic, Inc. (Defendants' supervision and control over the YouTube site; Defendants' knowledge of infringement).
3. One or more employees of Sequoia Capital, Inc. (Defendants' business model and profits attributable to infringement of Plaintiffs' works; Defendant's knowledge of infringement). Plaintiffs anticipate that Roloef Botha, Michael J. Moritz, Douglas M. Leone, Michael L. Goguen, Mark D. Kvamme, Sameer Gandhi, and James J. Goetz may have discoverable information supporting Plaintiffs' claims.
4. One or more employees of Triplepoint Capital LLC (Defendants' business model and profits attributable to infringement of Plaintiffs' works; Defendant's knowledge of infringement). Plaintiffs anticipate that Jim Labe and Sajal Srivastava may have discoverable information supporting Plaintiffs' claims.
5. One or more employees of Artis Capital Management, Inc. (Defendants' business model and profits attributable to infringement of Plaintiffs' works; Defendant's knowledge of infringement). Plaintiffs anticipate that Stuart L. Peterson may have discoverable information supporting Plaintiffs' claims.
6. One or more employees of 24/7 Real Media, Inc. (Defendants' advertising on the YouTube site). Plaintiffs anticipate that David J. Moore and Jonathan Hsu may have discoverable information supporting Plaintiffs' claims.
7. One or more employees of Adbrite, Inc. (Defendants' advertising on the YouTube site). Plaintiffs anticipate that Philip J. Kaplan and Jim Benton may have discoverable information supporting Plaintiffs' claims.
8. One or more employees of DoubleClick, Inc. (Defendants' advertising on the YouTube site). Plaintiffs anticipate that David Rosenblatt and Stuart Frankel may have discoverable information supporting Plaintiffs' claims.

9. One or more employees of FastClick, Inc. (Defendants' advertising on the YouTube site). Plaintiffs anticipate that David A. Yovanno and John Ellis may have discoverable information supporting Plaintiffs' claims.
10. One or more employees of Tribal Fusion (Defendants' advertising on the YouTube site). Plaintiffs anticipate that Scott Kellstedt and Jeff Montgomery may have discoverable information supporting Plaintiffs' claims.

In addition, Plaintiffs also anticipate that discovery will identify additional third parties, in the following categories, with discoverable information that Plaintiffs may use to support their claims:

1. Business or technical consultants for Defendants;
2. Individuals or entities involved in the marketing, promotion, or branding of YouTube, including public relations or marketing companies;
3. Individuals or entities engaged in a revenue alliance, strategic partnership, joint venture, or any other business arrangement with Defendants involving YouTube;
4. Individuals or entities that have entered licensing agreements with Defendants pertaining to the YouTube website, or who have engaged in or attempted negotiations to do so;
5. Individuals or entities engaged in tracking, monitoring, or otherwise retaining data concerning usage, traffic, and users of the YouTube site;
6. Individuals or entities engaged in developing, marketing, or utilizing applications for purposes of identifying copyrighted video content;
7. Banks, venture capitalists, investors, or any other individual or entity providing any capital, funds, or financing related to Defendants with respect to YouTube;
8. Insurance companies that provide, or have discussed providing, insurance coverage to Defendants for liability under copyright;
9. Individuals or entities that own, operate, control, or hold an ownership interest in any part of Defendants, or has in the past owned, operated, controlled, or held an ownership interest in any part of Defendants, and their agents and employees.

Experts

Finally, Plaintiffs believe that expert witnesses, who will be identified pursuant to the schedule established by the Federal Rules of Civil Procedure and the scheduling order in this case, are also likely to have discoverable information that Plaintiffs may use to support their claims.

Reservation of Right to Supplement or Amend

Plaintiffs expressly reserve their rights to modify and supplement this list based upon investigation and discovery in this matter and to identify other witnesses as necessary.

II. Disclosures Pursuant to Federal Rule of Civil Procedure 26(a)(1)(B)

The parties have stipulated to waive disclosures pursuant to Fed. R. Civ. P. 26(a)(1)(B).

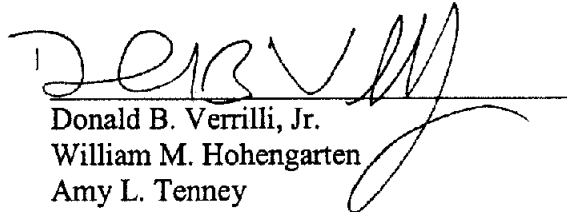
III. Disclosures Pursuant to Federal Rule of Civil Procedure 26(a)(1)(C)

Plaintiffs seek, at their election made at the due time, (a) statutory damages pursuant to 17 U.S.C. § 504(c) or (b) actual damages plus Defendants' profits attributable to the infringement (including Plaintiffs' diminished enterprise value and Defendants' enhanced enterprise value) pursuant to 17 U.S.C. § 504(b). Plaintiffs reserve the right to elect recovery of statutory damages for certain acts of infringement and actual damages plus profits for others. The computation of damages requires discovery and expert analysis and is premature at this time.

IV. Disclosures Pursuant to Federal Rule of Civil Procedure 26(a)(1)(D)

The parties have stipulated to waive disclosures pursuant to Fed. R. Civ. P. 26(a)(1)(D).

Dated: July 19, 2007



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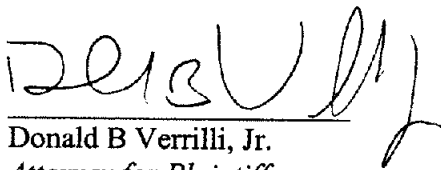
CERTIFICATE OF SERVICE

I hereby certify that I caused to be served a true and correct copy of the foregoing Plaintiffs' Initial Disclosures Pursuant to Federal Rule of Civil Procedure 26(a)(1) on the following Counsel for Defendants, by Electronic Mail:

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Dated: July 19, 2007



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