

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

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FOX TELEVISION STATIONS, INC., et al.,

Plaintiffs,

v.

Civil Action No. 13-cv-00758-RMC
Hon. Rosemary M. Collyer

FILMONX, LLC (f/k/a AEREOKILLER LLC,
et al.,

Defendants.

-----X

DECLARATION OF SHERRY BRENNAN IN SUPPORT OF PLAINTIFFS' MOTION
FOR A PRELIMINARY INJUNCTION

I, Sherry Brennan, declare as follows:

1. I am employed by Fox Cable Network Services, LLC as Senior Vice President, Distribution Strategy & Development. In this position, I consider and develop television content distribution strategy for various media platforms on behalf of numerous Fox entities including Fox Television Stations, Inc. and Twentieth Century Fox Film Corporation, two of the plaintiffs in this action (collectively with the third plaintiff, Fox Broadcasting Company, “Fox”). I make this declaration based on my personal knowledge and my knowledge of the television industry, in which I have worked for 24 years.

2. Fox and other entertainment broadcast companies, including NBC Subsidiary (WRC-TV) LLC, NBC Studios LLC, Universal Network Television, LLC, Open 4 Business Productions LLC, Telemundo Network Group LLC, American Broadcasting Companies, Inc., Disney Enterprises, Inc., Allbritton Communications Company, CBS Broadcasting Inc., CBS Studios Inc., and Gannett Co., Inc. (collectively referred to as “Broadcast Companies”), produce, own and distribute a wide variety of television programming and copyrighted works including, but not limited to, episodic dramas, comedies, sports and other programs that are broadcast nationally (“Programs”). Fox’s copyrighted works include popular programs such as *Glee*, *The Simpsons*, and *Touch* and are broadcast on Fox-affiliated television stations. A non-exhaustive list identifying representative samples of Fox’s Programs and the relevant copyright registration numbers (where applicable), along with true and correct copies of the registration certificates and/or the advance notice of potential infringement, are attached hereto as **Exhibit A**. I understand that other declarants have provided the Court with similar non-exhaustive lists of representative samples of the copyrighted Programs shown on the ABC, CBS and NBC

television networks, along with their copyright registration numbers, and attached true and correct copies of the registration certificates.

3. Certain of the Broadcast Companies own and operate local broadcast television stations that are actively engaged in the distribution of their Programs in the United States. Recent reports reflect that nearly 54 million Americans rely on over-the-air broadcasts (not cable or satellite) to receive television. *See* the National Association of Broadcasters' 2012 press release, a true and correct copy of which is attached hereto as **Exhibit B**.

4. In addition to broadcasting Programs directly over the airwaves to local communities, the Broadcast Companies, through their owned and operated stations, enter into retransmission consent agreements with various cable television systems, satellite television services and other multi-channel distributors, such as Time Warner Cable, DirecTV, Comcast and Verizon, among others, who make the Broadcast Companies' Programs available to their subscribers.

5. The Broadcast Companies are some of the largest producers and buyers of television content in the United States, producing and acquiring thousands of hours of programming each year. The Broadcast Companies each spend hundreds of millions of dollars each year for their content, including sporting events, "reality" shows, scripted live-action and animated shows. Indeed, primetime shows alone cost the Broadcast Companies anywhere from hundreds of thousands of dollars to multiple millions of dollars per hour of programming. Through their television production and distribution businesses, the Broadcast Companies directly and indirectly employ tens of thousands of people who rely on a vibrant content production business for their livelihoods. The Broadcast Companies' ability to continue to offer over-the-air broadcast programming to the public depends on their ability to realize and monetize

the value of their programming through distribution on their television networks, selling advertising, and entering into the various licensing distribution arrangements discussed below. The Broadcast Companies' ability to monetize their content, indeed their entire business model, depends on their ability to control how, when, by whom, for how much, and where Programs may be distributed.

6. Defendants FilmOnX, LLC (formerly known as Aereokiller, Inc.), FilmOn.TV Networks, Inc., FilmOn.TV, Inc., FilmOn.Com, Inc. (collectively, "FilmOnX") have neither sought nor obtained a license, or any other form of consent from Fox -- nor, as I am informed, from any of the Plaintiffs in this case -- to use, stream, retransmit, perform or otherwise exploit their Programs. Nevertheless, in August 2012, FilmOnX launched an Internet streaming service, originally available at barrydriller.com and now available on filmon.com, that captures live broadcast television programming, including Programs from the Broadcast Companies' local channels, and retransmits that programming over the Internet to filmon.com viewers and subscribers. After the Broadcast Companies filed lawsuits against FilmOnX in the Central District of California, FilmOnX also deployed applications (often referred to as "apps") compatible with iPhones, Android Phones, Microsoft's Windows 8 and Facebook that, like filmon.com, stream the Broadcast Companies' local channels to Defendants' users without the Broadcast Companies' authorization. I personally viewed Fox's local programming streaming on FilmOnX's unlicensed Internet service in Los Angeles before FilmOnX was enjoined by the Honorable George Wu from retransmitting the Broadcast Companies' local channels within the Ninth Circuit.

7. Despite being enjoined in the Ninth Circuit, FilmOnX continues to capture live broadcast television programming, including Programs from the Broadcast Companies' local

channels, in cities outside the Ninth Circuit and retransmits that programming over the Internet via filmon.com and various web applications to filmon.com viewers and subscribers.

8. FilmOnX's unauthorized service, if allowed to continue, will injure the Broadcast Companies' businesses in multiple ways. The extent of the injury that the Broadcast Companies will suffer is of a nature that is inherently and practically very difficult to measure. These categories of harm are discussed below.

9. The first category involves the multiple ways that FilmOnX's unlicensed service harms the Broadcast Companies' ability to negotiate with television advertisers and the additional damage that flows therefrom. A major source of the Broadcast Companies' revenues is derived from advertising that appears during broadcasts and programming. And, it is due in large part to advertising that millions of Americans are able to access such free broadcast television provided by the Broadcast Companies.

10. The value of advertising is dependent upon program viewership. Advertisers rely on accepted industry research and data that measure the number of viewers who actually view the commercials during a particular program (sometimes called the number of "impressions"). The traditional method to measure television viewership and impressions, and more significantly, the only measure universally accepted by advertisers, are the metrics compiled by The Nielsen Company ("Nielsen"). The most influential commercial viewership and impressions rating is the "C3" rating generated by Nielsen. C3 quantifies the average number of commercials viewed during a particular program when it airs on standard television and for the next three days (in order to capture data from viewers who watch the program later on their DVRs). Due to advertisers' reliance on Nielsen's C3 metric, it is essentially the currency by which advertising sales are made.

11. Viewers who watch the Broadcast Companies' Programs using FilmOnX's service are not included in Nielsen's C3 measurement metrics used for advertising sales. As a result, FilmOnX's unauthorized exploitation of the Broadcast Companies' Programs necessarily results in an undercount of the Broadcast Companies' viewership, which in turn adversely affects the amounts advertisers will pay to the Broadcast Companies.

12. FilmOnX's adverse impact on the value of the Broadcast Companies' advertising revenue due to viewers watching the Broadcast Companies' Programs using FilmOnX's service also extends to their video-on-demand ("VOD") services. The Broadcast Companies separately license to cable, satellite and telco service providers the right to offer subscribers access to a library of previously-aired television programs for immediate, "on demand" viewing on standard television. Such VOD services are distributed after a short window following a program's original air date and time (often the day after a program first airs). The VOD services deliver the Programs with their full complement of C3 advertising. And, in many instances, the Broadcast Companies require that the providers disable the fast-forward functionality during commercials when a subscriber watches a Program on VOD. Among other things, this bolsters the Broadcast Companies' ability to earn revenue from the sale of commercials.¹ FilmOnX harms the Broadcast Companies' revenue-generating ability from VOD offerings because viewers who watch the Broadcast Companies' Programs on FilmOnX's service are unlikely to use VOD services. And, as noted before, FilmOnX viewers are not counted in Nielsen's C3 metrics.

¹ Generally, the set of commercials featured in Fox's Programs for the initial air date are swapped out and replaced with a new set of commercials after three days (*i.e.*, after the C3 ratings window). It is my understanding that other Broadcast Companies pursue similar practices.

13. Further, in advertising negotiations, the value of television advertising is derived not only from the size of the audience, but also based upon the demographic profile of the audience. Having additional viewers in desirable demographic categories yields greater advertising revenue for content owners such as Fox. Because Nielsen is relied upon by advertisers in the United States to ascertain a TV show's demographic profile, and because Nielsen does not include in its C3 metrics the number or the demographics of web-based viewing, FilmOnX's unauthorized misappropriation of the Broadcast Companies' Programs undermines the Broadcast Companies' efforts to ascertain an accurate demographic profile of its audience. This in turn adversely affects the Broadcast Companies' ability to obtain additional revenue from advertisers based upon the demographic profile of its viewers using the C3 metric or any other metric to sell linear TV advertising. And, while Nielsen has announced plans to conduct some measurements of some forms of viewing television over the Internet in the future, Nielsen's online metrics (such as extended screen) do not include many popular devices (e.g., iPads), do not measure workplace viewing which we estimate currently makes up more than 20% of Internet viewership based on Comscore and other industry Internet measurement metrics, and require expensive tagging of commercials in order to be able to measure them. Moreover, industry experts are at best divided on the potential efficacy of Nielsen's future Internet measurements, and believe tablet viewing measurement is more than two years out and subject to significant limitations. Thus, the negative impact of FilmOnX on the Broadcast Companies' advertising negotiations and revenues will persist.

14. As noted above, advertising revenues represent a major portion of the Broadcast Companies' revenues. These revenues from advertising are critical to the Broadcast Companies' development and acquisition of programming. If the Broadcast Companies cannot monetize the

value of their content through advertising revenues as well as retransmission consent agreements and other forms of licensing described in paragraphs 16-22, below, their ability and incentive to develop, create and acquire original television programming for broadcast over-the-air will be diminished. Further, the Broadcast Companies would be economically incented to shift from airing their original programming by way of over-the-air broadcast television where services like FilmOnX can steal it, to placing their original programming on a cable channel where its value may be fully monetized. This would result in such original programming no longer being available to the nearly 54 million people who rely solely on over-the-air broadcast television.

15. Further, of these nearly 54 million Americans who rely on broadcast television, the recent research shows that “broadcast-only households skew towards younger adults, minorities and lower-income families.” *See* Exhibit B. A disruption or cessation of free, over-the-air broadcast television would negatively impact these groups. This is especially concerning for low income families without broadband Internet access, for whom broadcast television may be their primary window to the world.

16. The second category of harm to the Broadcast Companies flows from the detrimental effect that FilmOnX’s unlicensed service will have on the Broadcast Companies’ retransmission consent negotiations and relationships. Revenues from retransmission consent licensing have become increasingly important and are used to fund the development and acquisition of broadcast programming. The Broadcast Companies have entered into many agreements with distributors such as Time Warner Cable, Verizon, Comcast and DirecTV, to name a few, who pay fees for the right to retransmit the Broadcast Companies’ signals and sell them to their customers. If FilmOnX is permitted to continue to retransmit the Broadcast Companies’ television signals over the Internet without compensating or obtaining consent from

the Broadcast Companies, that would have the effect of significantly reducing the amount such distributors are willing to pay, and thereby the revenues that are generated by the Broadcast Companies though such contractual retransmission arrangements will be reduced. While it is impossible to know how much revenue the Broadcast Companies will lose when they negotiate retransmission agreements as a result of FilmOnX's conduct, based on my 24 years in the industry, during which I have been involved on both sides of such negotiations, I am certain that FilmOnX's continuing ability to obtain and retransmit the Broadcast Companies' Programs for free will be a factor in such negotiations. In fact, it is my understanding that cable companies have already referenced FilmOnX-type startups when proposing a reduction of their retransmission fees, in seeking to eliminate those fees altogether, or in seeking other valuable contractual concessions.

17. Moreover, if left unchecked, FilmOnX could itself also seek to become a provider of mobile device services to cable or satellite companies and to offer Broadcast Companies' television signals to the mobile devices of cable or satellite companies' customers. This would encourage cable and satellite companies either to demand a reduction in their retransmission fees or to stop paying those fees altogether.

18. There is another aspect of harm related to retransmission consent negotiations and relationships. To the extent that FilmOnX's retransmission of the Broadcast Companies' Programs over the Internet and via mobile devices have the effect of enabling FilmOnX subscribers to cancel their subscriptions with their cable or satellite providers, those providers have fewer subscribers and less revenue, which in turn causes them to pay less for retransmission rights. In effect, FilmOnX uses the Broadcast Companies' Programs to harm their business partners in ways which will inevitably and directly harm the Broadcast Companies themselves

and damage the goodwill the Broadcast Companies have with those with whom it has retransmission consent agreements.

19. The third category of harm relates to the broadcast station exclusivity that exists in local markets. The FCC has granted exclusive rights to each station in its local “home” market, and television stations in one market cannot make their feeds available in any other market. By way of example, there is no legal way for television viewers in Washington D.C. to receive over-the-air broadcast signals from distant cities, including New York, which is around 250 miles away. Within this structure, local broadcasters like WJLA-TV negotiate and receive contractual rights to be the exclusive providers of the network programming they air in their own local markets. When FilmOnX retransmits programming from one market into another, it destroys this exclusivity and devalues what are supposed to be exclusive licenses for the Broadcast Companies’ copyrighted programming by making an alternative source for this same programming available. Further, this fractionalizes viewership of the same programming between the local market and the imported broadcast station feeds, thus lowering the local market station’s ratings that create advertising revenue for the local market station. Exhibit E to the Shepard Declaration shows an example of FilmOnX engaging in this harmful conduct by retransmitting New York broadcasts over the Internet into the Washington D.C. market.

20. The fourth category of harm to the Broadcast Companies arises from the injuries FilmOnX’s service, if unabated, will cause to their distribution models, including revenues from, and relationships with, entities who license distribution rights from the Broadcast Companies outside of the retransmission consent arena, and the Broadcast Companies’ own distribution vehicles for their programming.

21. The Broadcast Companies license their content in many digital environments. By doing so, the Broadcast Companies are able to obtain additional revenues from licensing companies that want to distribute programming over different media (*e.g.*, the Internet or digital downloads) and/or on a delayed basis. FilmOnX's unauthorized distribution of content into these same environments represents unfair competition to these legitimate venues. For example, Fox and many of the other Broadcast Companies license their content on a time-delayed basis to companies such as Hulu (for distribution on www.hulu.com) and to Apple (for distribution through iTunes). Fox and several of the other Broadcast Companies also license their content to Hulu Plus, an online subscription service that provides the Broadcast Companies' content to paying subscribers one day after the content airs on television. Certain Broadcast Companies along with Fox have also entered into agreements with cable/satellite companies to permit their subscribers, who provide credentials, access that is not available to the general public, *i.e.*, access sooner after the program is telecast than is available to the general public.

22. FilmOnX's unlicensed service competes with the Broadcast Companies' legitimate licensees for Internet viewers and revenue by offering all of the Broadcast Companies' Programs on the Internet the very same day and time that they are telecast. If not stopped, FilmOnX's unauthorized distribution of the Broadcast Companies' content on the Internet live, and in advance of the Broadcast Companies' licensees' ability to show that programming, will likely damage the Broadcast Companies' relationship with its legitimate licensees and could encourage others to replicate FilmOnX's service further compounding the harm to the Broadcast Companies.

23. Similarly, several of the Broadcast Companies have their own websites (*e.g.*, www.fox.com) that provide significant value to them in two ways. First, the websites allow

viewers to access the Broadcast Companies' own content, the value of which is being diminished by FilmOnX's unauthorized Internet streaming service that unlawfully competes with the Broadcast Companies' website content. Second, the Broadcast Companies derive value simply from driving viewers to their websites. The Broadcast Companies have invested and continue to invest millions of dollars to create, operate and maintain their websites. Many of the Broadcast Companies encourage viewers who miss episodes of their Programs to visit the Broadcast Companies' websites to watch the programs they missed. Viewers who come to the Broadcast Companies' websites to watch programs represent a significant marketing opportunity for the Broadcast Companies. While they are on the Broadcast Companies' websites, viewers have an opportunity to look at the upcoming schedule of the Broadcast Companies' programs, to shop for products related to the programs, and they are exposed to promotions and advertising benefitting the Broadcast Companies. This entire experience is designed to establish a link between the Broadcast Companies and their viewers. To the extent FilmOnX causes these Internet viewers to have less reason to go to the Broadcast Companies' websites, the Broadcast Companies lose not only revenue but also the opportunity to establish such a "link" and brand identification with their viewers. The value of this loss of connection between the Broadcast Companies and their viewers would be impossible to calculate in monetary terms.

24. FilmOnX's Internet service and mobile applications also unfairly compete with certain of the Broadcast Companies' own mobile TV offerings. For example, Fox, NBC Universal, and others have formed a joint venture called Dyle (sometimes referred to as the Mobile Content Venture). The Dyle service enables users to watch live broadcast programming on their mobile devices. Dyle, which offers approximately 90 stations, is currently available in 35 markets, including Los Angeles. Fox and NBC Universal have invested substantial financial

resources, marketing and demographic research, and goodwill into this emerging market, all of which will be irreparably harmed by FilmOnX's service.

25. Further, Fox recently launched an application called "Fox Now" that allows viewers to watch Fox programming on their mobile devices and on connected devices. Additionally, I am informed and believe that Disney and ABC have launched a mobile internet TV service called "WatchABC" in which they invested resources and goodwill. Through WatchABC, Disney and ABC offer authorized access to live broadcast television as well as video on demand access to their Programs. I am further informed that other Broadcast Companies have similar products under development and/or have authorized their Programs to be broadcast live with the Mobile 500 Alliance. In competition with these authorized mobile and connected devices services like Fox Now and WatchABC, FilmOnX streams the Broadcast Companies' Programs live to users of mobile devices and connected devices who have downloaded one of FilmOnX's various applications.

26. Further, I am informed and believe that FilmOnX is placing advertisements that it has sold to advertising companies before the Broadcast Companies' programming, and FilmOnX requires its users to watch the FilmOnX-placed advertisement before being able to watch the Broadcasting Companies' content. As such, FilmOnX is deriving financial benefits the Broadcast Companies' Programs without the financial burdens associated with creating or licensing such content. This provides FilmOnX with a significant – and extremely unfair – advantage in the competition for mobile TV viewer and revenues derived from mobile TV offerings.

27. The fourth category of harm arises from the piracy risk that FilmOnX's service creates. The Broadcast Companies undertake great efforts to secure their content from piracy.

One of the principle means of protecting their content from piracy is to ensure that parties who distribute the Broadcast Companies' content enter into contracts that require them to abide by procedures and technical standards designed to protect the Broadcast Companies' content from piracy that are acceptable to the Broadcast Companies. Obviously, since FilmOnX has not entered into any contract with the Broadcast Companies, it is under no enforceable obligation to take any such measures to protect the Broadcast Companies' content.

28. Similarly, because FilmOnX has no contract with the Broadcast Companies, the Broadcast Companies' reputation is put at risk, which is the fifth category of harm. It is of great importance to the Broadcast Companies to safeguard their reputation with respect to the quality of the viewing experience that people can expect when they view the Broadcast Companies' content. Many of the Broadcast Companies' license agreements with distributors require that certain quality standards be met. In the absence of any agreement with FilmOnX, the Broadcast Companies have no way to ensure that the viewing experience of people watching the Broadcast Companies' Programs on FilmOnX will be consistent with even the minimum standards acceptable to the Broadcast Companies. To the extent that FilmOnX's reliability and video quality is not consistently at the level that the Broadcast Companies require contractually, FilmOnX threatens to undermine the Broadcast Companies' reputation for the highest levels of broadcast quality. Moreover, the Broadcast Companies lose the ability to control the types of programming that may be viewed in proximity to their own, further affecting their reputation for quality.

29. What is more, as FilmOnX's service is unlicensed, there is nothing preventing FilmOnX from preempting the Broadcast Companies' programming, from replacing ads that appear within the Broadcast Companies' Programs, adding banner ads around the programming,

or from inserting content into (or removing content from) the streams. Indeed, FilmOnX has already commenced placing advertising in and around the Broadcast Companies' programming as explained in more detail below (*see* Paragraph 30 and 31).

30. Specifically, FilmOnX places banner advertisements above its online television viewer (an approximately 4" x 7" television screen on FilmOnX's webpage that streams programming on its website). These banner advertisements, which promote FilmOnX's own programs and related services (*e.g.*, World IBO Boxing Championships on FilmOn) as well as other products (*e.g.*, HuluPlus, BMW, or xfinity) remain visible the entire time a viewer watches programming on FilmOnX's website, including local Fox channels. Further, FilmOnX brands its "FilmOnX" or "FilmOn" insignia on its television viewer, and superimposes it over the programming being streamed on the website. This graphical practice is commonly referred to in the television industry as placing a "bug" over the video display, and is a prominent form of branding employed by virtually all of the Broadcast Companies. As I noted before, I personally have viewed Fox's local channel being streamed on FilmOnX's website. In doing so, I have observed the banner advertisements that FilmOnX places at the top of the screen and which are visible the entire time someone watches Fox on filmon.com. I have also seen the "FilmOnX" insignia "bug" superimposed on the local Fox channel being streamed in the online television viewer. I am informed and believe that FilmOnX is still engaged in the practice of inserting banner advertisements and superimposing the "FilmOn" insignia "bug." Examples of FilmOnX's banner advertisements and branded "FilmOnX" or "FilmOn" insignia are attached to the Declaration of Julie A. Shepard as Exhibits H, I and J, filed concurrently herewith.

31. As noted above in Paragraph 26, in addition, I am informed and believe that recently FilmOnX started selling and inserting advertising spots in FilmOnX's retransmission of

the Broadcast Companies' programming and FilmOnX's users cannot skip these advertisements in their entirety inserted by FilmOnX, but rather they are required to watch at least a portion of them before they can view the Broadcast Companies' programming. To explain in more detail, when a person visits the filmon.com website and selects one of the local channels of the Broadcast Companies to watch, they are often required to watch a 30 second advertisement before they watch the channel. This 30 second advertising spot is inserted in the transmission process by FilmOnX, not by the Broadcast Companies. Advertising companies are paying FilmOnX, not the Broadcast Companies, for its placement of these advertisements. I understand that the advertisements placed by FilmOnX which have appeared before the Broadcast Companies' programming has ranged from Best Buy commercials to advertisements for college courses and from video games advertisements to beer commercials. Screen shots providing examples of advertisements that FilmOnX has placed before the Broadcast Companies' programming are attached to the Declaration of Julie A. Shepard as Exhibit G, filed concurrently herewith.

32. FilmOnX's preemption of the Broadcast Companies' programming and placement of advertising in or around their programming risks creating numerous problems for the Broadcast Companies, the essence of which is that the Broadcast Companies lose control of their own content. And, this interferes with the Broadcast Companies' relationships with advertisers and their ability to sell advertising to them. By way of example, because FilmOnX's service is unauthorized, there is no agreement in place which would allow the Broadcast Companies to require FilmOnX to abide by advertising agreements covering the Broadcast Companies' Programs and/or government restrictions on advertisements that may be displayed when certain shows are broadcasts. In terms of advertising agreements, sometimes a Broadcast Company will

enter into an agreement that provides an advertiser with exclusivity in advertising for their particular product during a specific show. For example, Fox could have an agreement with The Coca Cola Company that the only soda which will be advertised before, during or after a particular program will be Coke. Because FilmOnX has stripped content control away from Fox and the other Broadcast Companies, FilmOnX could interfere with such an agreement. This could occur as follows: when someone goes to filmon.com and selects to view Fox's program where Coke is the only soda which is supposed to be advertised, Defendants could have inserted an advertisement for Pepsi in the transmission to the user and, as explained above, the user would be require to watch the Pepsi commercial before seeing Fox's programming. Similarly, there is a government regulation prohibiting alcohol commercials during broadcasts of college sports. As FilmOnX's service is unauthorized, there is nothing to prohibit FilmOnX from displaying a beer commercial prior to allowing a user to watch a college game being shown by one of the Broadcast Companies. These are only examples of the myriad of ways that the Broadcast Companies' reputation and goodwill are put at risk by FilmOnX's unauthorized service.

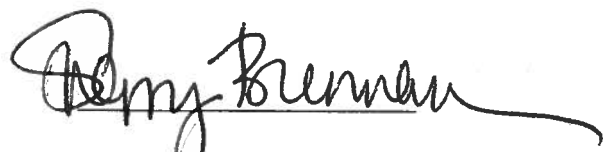
33. The sixth category of harm involves the damage to the Broadcast Companies' relationships with a multitude of entities with which they do business. The Broadcast Companies have contracts with a number of businesses and individuals which include limitations on how and when certain programs may be streamed over the Internet. By immediately retransmitting all of the Broadcast Companies' content on the Internet, FilmOnX could place the Broadcast Companies in breach of those agreements. In addition to opening up the possibility that licensors could withdraw content during the current license terms, the Broadcast Companies

in the future could either have to pay more for such content/rights or may not be able to obtain them at all.

34. In sum, by simultaneously transmitting the Broadcast Companies' telecasts on the Internet and via mobile applications, FilmOnX is blatantly infringing the Broadcast Companies' rights and competing with the Broadcast Companies using their own content. Adding further injury, while the Broadcast Companies must pay substantial amounts of money to create, obtain and maintain such content and those amounts are going up, FilmOnX pays nothing for the Broadcast Companies' content. Since FilmOnX is able to derive the benefit of selling the Broadcast Companies' Programs without the financial burdens associated with creating such content, FilmOnX has a significant - and extremely unfair - advantage as it competes with the Broadcast Companies for the same viewers and revenue.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed this 25th day July, 2013 at Los Angeles, California.

A handwritten signature in black ink, appearing to read "Sherry Brennan", with a long horizontal flourish extending to the right.

Sherry Brennan

EXHIBIT A

Illustrative Copyright Registrations

No.	Program Title	Broadcast Date	Copyright Owner	Motion Picture Registration	Broadcast Station
1.	King of the Hill; “Movin’ on Up”	05/07/2013	Twentieth Century Fox Film Corporation	PA-982-597	WTTG Fox 5
2.	The Simpsons; “Angry Dad: The Movie”	05/08/2013	Twentieth Century Fox Film Corporation	PA-1-725-904	WTTG Fox 5
3.	The Simpsons “The Scorpion’s Tale”	05/09/2013	Twentieth Century Fox Film Corporation	PAU-3-487- 586 ¹	WTTG Fox 5
4.	King of the Hill; “Won’t You Pimai Neighbor?”	05/09/2013	Twentieth Century Fox Film Corporation	PA-1-016-475	WTTG Fox 5
5.	Ben and Kate; “B-Squad”	05/11/2013	Twentieth Century Fox Film Corporation	PAU-3-646- 595 ²	WTTG Fox 5
6.	Raising Hope; “Not Indecent, But Not Quite a Decent Enough Proposal”	05/20/2013	Twentieth Century Fox Film Corporation	PA-1-812-841	WTTG Fox 5
7.	New Girl; “Parents”	05/20/2013	Twentieth Century Fox Film Corporation	PA-1-827-971	WTTG Fox 5
8.	Bones; “The Tiger in the Tale”	05/24/2013	Twentieth Century Fox Film Corporation	PA-1-817-289	WTTG Fox 5
9.	Fox 5 News Edge @ 6	05/27/2013	Fox Television Stations	See Advance Notice of Potential Infringement, date 5/23/2013, appended hereto	WTTG Fox 5
10.	Fox 5 News @ 10	05/27/2013	Fox Television Stations	<i>Id.</i>	WTTG Fox 5
11.	Fox 5 News @ 10	05/28/2013	Fox Television Stations	<i>Id.</i>	WTTG Fox 5

¹ Screenplay registration provided. Motion picture registration pending.

² *Id.*

No.	Program Title	Broadcast Date	Copyright Owner	Motion Picture Registration	Broadcast Station
12.	Fox 5 News at 5	05/29/2013	Fox Television Stations	<i>Id.</i>	WTTG Fox 5
13.	The Simpson "500 Keys"	07/18/2013	Twentieth Century Fox Film Corporation	PA-1-743-898	WTTG Fox 5

CERTIFICATE OF REGISTRATION



This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Marybeth Peters

FORM PA
For the Work of the Performing Arts
UNITED STATES COPYRIGHT OFFICE

PA 982-597



EFFECTIVE DATE OF REGISTRATION

APR 14 2000

Month Day Year

OFFICE **DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.** REGISTER OF COPYRIGHTS

1 TITLE OF THIS WORK ▼

KING OF THE HILL Series - MOVIN' ON UP Episode

PREVIOUS OR ALTERNATIVE TITLES ▼

NATURE OF THIS WORK ▼ See instructions

TELEVISION MOTION PICTURE (4ABE16)

2 a NAME OF AUTHOR ▼

Twentieth Century Fox Film Corp.

Was this contribution to the work a "work made for hire"?

Yes
 No

AUTHOR'S NATIONALITY OR DOMICILE

Name of Country

OR { Citizen of _____
Domiciled in United States

DATES OF BIRTH AND DEATH

Year Born ▼

Year Died ▼

WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK

Anonymous? Yes No

Pseudonymous? Yes No

If the answer to either of these questions is "Yes," see detailed instructions.

NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed. ▼

Entire work

b NAME OF AUTHOR ▼

Was this contribution to the work a "work made for hire"?

Yes
 No

AUTHOR'S NATIONALITY OR DOMICILE

Name of Country

OR { Citizen of _____
Domiciled in _____

DATES OF BIRTH AND DEATH

Year Born ▼

Year Died ▼

WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK

Anonymous? Yes No

Pseudonymous? Yes No

If the answer to either of these questions is "Yes," see detailed instructions.

NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed. ▼

c NAME OF AUTHOR ▼

Was this contribution to the work a "work made for hire"?

Yes
 No

AUTHOR'S NATIONALITY OR DOMICILE

Name of Country

OR { Citizen of _____
Domiciled in _____

DATES OF BIRTH AND DEATH

Year Born ▼

Year Died ▼

WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK

Anonymous? Yes No

Pseudonymous? Yes No

If the answer to either of these questions is "Yes," see detailed instructions.

NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed. ▼

3 a YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED

2000

This information must be given in all cases.

b DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK

Complete this information ONLY if this work has been published.

Month 02 Day 27 Year 2000

United States

Nation

4 a COPYRIGHT CLAIMANT(S) Name and address must be given even if the claimant is the same as the author given in space 2. ▼

Twentieth Century Fox Film Corp.
P.O. Box 900
Beverly Hills, CA 90213

b TRANSFER If the claimant(s) named here in space 4 is (are) different from the author(s) named in space 2, give a brief statement of how the claimant(s) obtained ownership of the copyright. ▼

APPLICATION RECEIVED

APR 14 2000

ONE DEPOSIT RECEIVED

APR 14 2000

TWO DEPOSITS RECEIVED

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DO NOT WRITE HERE OFFICE USE ONLY

MORE ON BACK ▶

• Complete all applicable spaces (numbers 5-9) on the reverse side of this page.
• See detailed instructions. • Sign the form at line 8.

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Page 1 of 2 pages

CHECKED BY

CORRESPONDENCE
Yes

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COPYRIGHT
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DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office?

Yes No If your answer is "Yes," why is another registration being sought? (Check appropriate box) ▼

a. This is the first published edition of a work previously registered in unpublished form.

b. This is the first application submitted by this author as copyright claimant.

c. This is a changed version of the work, as shown by space 6 on this application.

If your answer is "Yes," give: Previous Registration Number ▼
pending

Year of Registration ▼
1999

5

DERIVATIVE WORK OR COMPILATION Complete both space 6a and 6b for a derivative work; complete only 6b for a compilation.

a. Preexisting Material Identify any preexisting work or works that this work is based on or incorporates. ▼

Television screenplay.

6

See instructions
before completing
this space.

b. Material Added to This Work Give a brief, general statement of the material that has been added to this work and in which copyright is claimed. ▼

All other cinematographic material.

DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.

Name ▼

Account Number ▼

a Twentieth Century Fox Television

DA 073032

7

CORRESPONDENCE Give name and address to which correspondence about this application should be sent. Name/Address/Apt/City/State/ZIP ▼

Mary McGuire 2121/522 (e-mail cr@fox.com)

Fox Group Legal

b P.O. Box 900

Beverly Hills, CA 90213

Area Code and Daytime Telephone Number ▶ (310) 369-5159

Fax Number ▶

CERTIFICATION* I, the undersigned, hereby certify that I am the

Check only one ▼

author

other copyright claimant

owner of exclusive right(s)

authorized agent of Twentieth Century Fox Film Corp.

Name of author or other copyright claimant, or owner of exclusive right(s) ▲

8

of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

Typed or printed name and date ▼ If this application gives a date of publication in space 3, do not sign and submit it before that date.

Daphne Gronich

Date ▶ 10 April 2000

Handwritten signature (X) ▼

Mail certificate to:

Name ▼	Intellectual Property Department Fox Group Legal - 2121/522
Number/Street/Apt ▼	
City/State/ZIP ▼	P.O. Box 900 Beverly Hills, CA 90213

Certificate will be mailed in window envelope

* Complete all necessary spaces
* Sign your application in space 8

1. Application form
2. Nonrefundable \$20 filing fee in check or money order payable to Register of Copyrights
3. Deposit material

Register of Copyrights
Library of Congress
Washington, D.C. 20559-6000

9

Certificate of Registration



This Certificate issued under the seal of the Copyright Office in accordance with title 17, *United States Code*, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Maria A. Pallante

Acting Register of Copyrights, United States of America

Registration Number
PA 1-725-904

Effective date of registration:

March 3, 2011

Title

Title of Work: THE SIMPSONS Series - ANGRY DAD - THE MOVIE Episode (TV - MOTION PICTURE)

Completion/Publication

Year of Completion: 2011

Date of 1st Publication: February 20, 2011

Nation of 1st Publication: United States

Author

▪ **Author:** Twentieth Century Fox Film Corporation

Author Created: entire motion picture

Work made for hire: Yes

Domiciled in: United States

Copyright claimant

Copyright Claimant: Twentieth Century Fox Film Corporation

P.O. Box 900, Beverly Hills, CA, 90213, United States

Limitation of copyright claim

Material excluded from this claim: script/screenplay

Previous registration and year: PAu 3-487-590 2010

New material included in claim: all other cinematographic material

Certification

Name: Mary McGuire

Date: March 1, 2011

Applicant's Tracking Number: NABF07

Registration #: PA0001725904

Service Request #: 1-575166751



Fox Group Legal
Mary McGuire
P.O. Box 900
2121/2233
Beverly Hills, CA 90213

Certificate of Registration



This Certificate issued under the seal of the Copyright Office in accordance with title 17, *United States Code*, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Marybeth Peters

Register of Copyrights, United States of America

Registration Number
PAu 3-487-586

Effective date of registration:
June 21, 2010

Title _____

Title of Work: THE SIMPSONS Series - THE SCORPION'S TALE Episode (TV- SCREENPLAY)

Completion/Publication _____

Year of Completion: 2010

Author _____

▪ **Author:** Twentieth Century Fox Film Corporation

Author Created: text

Work made for hire: Yes

Domiciled in: United States

Copyright claimant _____

Copyright Claimant: Twentieth Century Fox Film Corporation

P.O. Box 900, Beverly Hills, CA, 90213, United States

Certification _____

Name: Mary McGuire

Date: June 17, 2010

Applicant's Tracking Number: NABF08

Registration #: PAU003487586

Service Request #: 1-426378732



Fox Group Legal
Mary McGuire
P.O. Box 900
2121/740
Beverly Hills, CA 90213

CERTIFICATE OF REGISTRATION



This Certificate issued under the seal of the Copyright Office in accordance with title 17, United States Code, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Marybeth Peters
REGISTER OF COPYRIGHTS
United States of America

FORM PA
For a Work of the Performing Arts
UNITED STATES COPYRIGHT OFFICE

PA 1-016-475



EFFECTIVE DATE OF REGISTRATION

Jun 16 2000
Month Day Year

DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

1

TITLE OF THIS WORK ▼

KING OF THE HILL Series - WON'T YOU PIMAI NEIGHBOR? Episode

PREVIOUS OR ALTERNATIVE TITLES ▼

KING OF THE HILL Series - DANGEROUS LAOTIANS Episode

NATURE OF THIS WORK ▼ See instructions

TELEVISION MOTION PICTURE (4ABE18)

2

a NAME OF AUTHOR ▼

Twentieth Century Fox Film Corp.

DATES OF BIRTH AND DEATH
Year Born ▼ Year Died ▼

Was this contribution to the work a "work made for hire"?

Yes
 No

AUTHOR'S NATIONALITY OR DOMICILE
Name of Country

OR { Citizen of _____
Domiciled in United States

WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK

Anonymous? Yes No
Pseudonymous? Yes No

If the answer to either of these questions is "Yes," see detailed instructions.

NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed. ▼

Entire work

NOTE

Under the law, the "author" of a "work made for hire" is generally the employer, not the employee (see instructions). For any part of this work that was "made for hire" check "Yes" in the space provided, give the employer (or other person for whom the work was prepared) as "Author" of that part, and leave the space for dates of birth and death blank.

b NAME OF AUTHOR ▼

Was this contribution to the work a "work made for hire"?

Yes
 No

AUTHOR'S NATIONALITY OR DOMICILE
Name of Country

OR { Citizen of _____
Domiciled in _____

DATES OF BIRTH AND DEATH
Year Born ▼ Year Died ▼

WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK

Anonymous? Yes No
Pseudonymous? Yes No

If the answer to either of these questions is "Yes," see detailed instructions.

NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed. ▼

c NAME OF AUTHOR ▼

Was this contribution to the work a "work made for hire"?

Yes
 No

AUTHOR'S NATIONALITY OR DOMICILE
Name of Country

OR { Citizen of _____
Domiciled in _____

DATES OF BIRTH AND DEATH
Year Born ▼ Year Died ▼

WAS THIS AUTHOR'S CONTRIBUTION TO THE WORK

Anonymous? Yes No
Pseudonymous? Yes No

If the answer to either of these questions is "Yes," see detailed instructions.

NATURE OF AUTHORSHIP Briefly describe nature of material created by this author in which copyright is claimed. ▼

3

a YEAR IN WHICH CREATION OF THIS WORK WAS COMPLETED

2000 Year

This information must be given in all cases.

b DATE AND NATION OF FIRST PUBLICATION OF THIS PARTICULAR WORK

Complete this information ONLY if this work has been published. Month 04 Day 10 Year 2000
United States Nation

4

a COPYRIGHT CLAIMANT(S) Name and address must be given even if the claimant is the same as the author given in space 2. ▼

Twentieth Century Fox Film Corp.
P.O. Box 900
Beverly Hills, CA 90213

b TRANSFER If the claimant(s) named here in space 4 is (are) different from the author(s) named in space 2, give a brief statement of how the claimant(s) obtained ownership of the copyright. ▼

APPLICATION RECEIVED

JUN 16, 2000

ONE DEPOSIT RECEIVED

APR 14, 2000

TWO DEPOSITS RECEIVED

FUNDS RECEIVED

3/4 VT/L

MORE ON BACK ▶

• Complete all applicable spaces (numbers 5-9) on the reverse side of this page.
• See detailed instructions. • Sign the form at line 8.

DO NOT WRITE HERE

EXAMINED BY *RS*

FORM PA

CHECKED BY

CORRESPONDENCE

Yes

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DO NOT WRITE ABOVE THIS LINE. IF YOU NEED MORE SPACE, USE A SEPARATE CONTINUATION SHEET.

PREVIOUS REGISTRATION Has registration for this work, or for an earlier version of this work, already been made in the Copyright Office?

Yes No If your answer is "Yes," why is another registration being sought? (Check appropriate box) ▼

a. This is the first published edition of a work previously registered in unpublished form.

b. This is the first application submitted by this author as copyright claimant.

c. This is a changed version of the work, as shown by space 6 on this application.

If your answer is "Yes," give: Previous Registration Number ▼

pending

Year of Registration ▼

1999

5

DERIVATIVE WORK OR COMPILATION Complete both space 6a and 6b for a derivative work; complete only 6b for a compilation.

a. Preexisting Material Identify any preexisting work or works that this work is based on or incorporates. ▼

Television screenplay.

See instructions
before completing
this space.

6

b. Material Added to This Work Give a brief, general statement of the material that has been added to this work and in which copyright is claimed. ▼

All other cinematographic material.

DEPOSIT ACCOUNT If the registration fee is to be charged to a Deposit Account established in the Copyright Office, give name and number of Account.
Name ▼ Account Number ▼

a Twentieth Century Fox Television

DA 073032

7

CORRESPONDENCE Give name and address to which correspondence about this application should be sent. Name/Address/Apt/City/State/ZIP ▼

Mary McGuire 2121/522 (e-mail cr@fox.com)

Fox Group Legal

b P.O. Box 900

Beverly Hills, CA 90213

Area Code and Daytime Telephone Number ▶ (310) 369-5159

Fax Number ▶

CERTIFICATION* I, the undersigned, hereby certify that I am the

Check only one ▼

author

other copyright claimant

owner of exclusive right(s)

authorized agent of Twentieth Century Fox Film Corp.

Name of author or other copyright claimant, or owner of exclusive right(s) ▲

of the work identified in this application and that the statements made by me in this application are correct to the best of my knowledge.

Typed or printed name and date ▼ If this application gives a date of publication in space 3, do not sign and submit it before that date.

Mary McGuire

Date ▶ 10 April 2000

Handwritten signature (X) ▼

Mary McGuire

8

Mail certificate to:

Name ▼ Intellectual Property Department
Fox Group Legal - 2121/522

Number/Street/Apt ▼

P.O. Box 900

City/State/ZIP ▼

Beverly Hills, CA 90213

Certificate will be mailed in window envelope

• Complete all necessary spaces
• Sign your application in space 8

1. Application form
2. Nonrefundable \$20 filing fee in check or money order payable to Register of Copyrights
3. Deposit material

Register of Copyrights
Library of Congress
Washington, D.C. 20559-6000

9

*17 U.S.C. § 508(e): Any person who knowingly makes a false representation of a material fact in the application for copyright registration provided for by section 409, or in any written statement filed in connection with the application, shall be fined not more than \$2,500.

Certificate of Registration



This Certificate issued under the seal of the Copyright Office in accordance with title 17, *United States Code*, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Maria A. Pallante

Register of Copyrights, United States of America

Registration Number
PAu 3-646-595

Effective date of
registration:
November 21, 2012

Title

Title of Work: BEN AND KATE Series - B-SQUAD Episode (TV - SCREENPLAY)

Completion/Publication

Year of Completion: 2012

Author

▪ Author: Twentieth Century Fox Film Corporation

Author Created: text

Work made for hire: Yes

Domiciled in: United States

Copyright claimant

Copyright Claimant: Twentieth Century Fox Film Corporation

P.O. Box 900, Beverly Hills, CA, 90213, United States

Certification

Name: Mary McGuire

Date: November 19, 2012

Applicant's Tracking Number: 1AVE10

Registration #: PAU003646595
Service Request #: 1-853311859



Fox Group Legal
Mary McGuire
P.O. Box 900
2121/2233
Beverly Hills, CA 90213

Certificate of Registration



This Certificate issued under the seal of the Copyright Office in accordance with title 17, *United States Code*, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Maria A. Pallante

Register of Copyrights, United States of America

Registration Number
PA 1-812-841

Effective date of registration:
October 16, 2012

Title

Title of Work: RAISING HOPE Series - NOT INDECENT, BUT NOT QUITE A DECENT ENOUGH PROPOSAL Episode (TV - MOTION PICTURE)

Completion/Publication

Year of Completion: 2012

Date of 1st Publication: September 21, 2012

Nation of 1st Publication: United States

Author

▪ **Author:** Twentieth Century Fox Film Corporation

Author Created: entire motion picture

Work made for hire: Yes

Domiciled in: United States

Copyright claimant

Copyright Claimant: Twentieth Century Fox Film Corporation

P.O. Box 900, Beverly Hills, CA, 90213, United States

Limitation of copyright claim

Material excluded from this claim: script/screenplay

Previous registration and year: Pending 2012

New material included in claim: all other cinematographic material

Certification

Name: Mary McGuire

Date: October 4, 2012

Applicant's Tracking Number: 3ARY01

Registration #: PA0001812841

Service Request #: 1-832792204



Fox Group Legal
Mary McGuire
P.O. Box 900
2121/2233
Beverly Hills, CA 90213

Certificate of Registration



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Maria A. Pallante

Register of Copyrights, United States of America

Registration Number
PA 1-827-971

Effective date of registration:

December 14, 2012

Title

Title of Work: NEW GIRL Series - PARENTS Episode (TV - MOTION PICTURE)
NEW GIRL Series - THANKSGIVING 2 Episode

Completion/Publication

Year of Completion: 2012

Date of 1st Publication: November 20, 2012

Nation of 1st Publication: United States

Author

▪ **Author:** Twentieth Century Fox Film Corporation

Author Created: entire motion picture

Work made for hire: Yes

Domiciled in: United States

Copyright claimant

Copyright Claimant: Twentieth Century Fox Film Corporation

P.O. Box 900, Beverly Hills, CA, 90213, United States

Limitation of copyright claim

Material excluded from this claim: script/screenplay

Previous registration and year: Pending 2012

New material included in claim: all other cinematographic material

Certification

Name: Mary McGuire

Date: December 10, 2012

Applicant's Tracking Number: 2ATM08

Registration #: PA0001827971
Service Request #: 1-862674574



Fox Group Legal
Mary McGuire
P.O. Box 900
2121/2233
Beverly Hills, CA 90213

Certificate of Registration



This Certificate issued under the seal of the Copyright Office in accordance with title 17, *United States Code*, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Maria A. Pallante

Register of Copyrights, United States of America

Registration Number
PA 1-817-289

Effective date of
registration:

November 7, 2012

Title

Title of Work: BONES Series - THE TIGER IN THE TALE Episode (TV - MOTION PICTURE)

Completion/Publication

Year of Completion: 2012

Date of 1st Publication: October 8, 2012

Nation of 1st Publication: United States

Author

■ Author: Twentieth Century Fox Film Corporation

Author Created: entire motion picture

Work made for hire: Yes

Domiciled in: United States

Copyright claimant

Copyright Claimant: Twentieth Century Fox Film Corporation

P.O. Box 900, Beverly Hills, CA, 90213, United States

Limitation of copyright claim

Material excluded from this claim: script/screenplay

Previous registration and year: PAu 3-634-840 2012

New material included in claim: all other cinematographic material

Certification

Name: Mary McGuire

Date: October 29, 2012

Applicant's Tracking Number: 8AKY03

Registration #: PA0001817289
Service Request #: 1-844142501



Fox Group Legal
Mary McGuire
P.O. Box 900
2121/2233
Beverly Hills, CA 90213

May 23, 2013

Julie A. Shepard
 Tel 213 239-2207
 Fax 213 239-2217
 jshepard@jenner.com

VIA EMAIL AND FIRST CLASS MAIL

Copyright Agent for: www.filmon.com,
www.filmonx.com, www.lenovo.filmon.com
 and related apps
copyright@FilmOn.com

Aereokiller LLC
 400 E. 58th Street, Apt. 8B
 New York, NY 10022

FilmOn.TV, Inc.
 FilmOn.TV Networks, Inc.,
 FilmOn.Com, Inc.
 301 N. Canon Drive
 Beverly Hills, CA 90210

Jaime Marquart, Esq.
 Ryan Baker, Esq.
 BAKER MARQUART
 10990 Wilshire Blvd., 4th Floor
 Los Angeles, CA 90024
jmarquart@bakermarquart.com
rbaker@bakermarquart.com

ADVANCE NOTICE OF POTENTIAL INFRINGEMENT

To Whom It May Concern:

On behalf of our client Fox Television Stations, Inc. ("Fox"), we hereby submit this advance notice of potential infringement to Aereokiller LLC, FilmOn.TV Networks, Inc., FilmOn.TV, Inc., and FilmOn.com, Inc. (collectively, "Aereokiller"), pursuant to Section 411(c) (formerly 411(b)) of the United States Copyright Act, 17 U.S.C. § 411(c), and Section 201.22 of the Copyright Office's regulations, 37 C.F.R. § 201.22 (2011). The FCC has licensed Fox to operate the television station identified by the call letters WTTG, the signal of which is broadcast to viewers over-the-air on channel 5 in the Washington, DC market.

WTTG will telecast the following programs from May 27, 2013 – May 29, 2013:

<u>Program</u>	<u>Air Date</u>	<u>Time (Eastern)</u>	<u>Channel</u>
Fox 5 News Edge @ 6	May 27, 2013	6:00 pm – 6:30 pm	WTTG, Channel 5
Fox 5 News @ 10	May 27, 2013	10:00 pm – 11:00 pm	WTTG, Channel 5
Fox 5 News @ 10	May 28, 2013	10:00 pm – 11:00 pm	WTTG, Channel 5
Fox 5 News at 5	May 29, 2013	5:00 pm – 6:00 pm	WTTG, Channel 5

May 23, 2013

Page 2

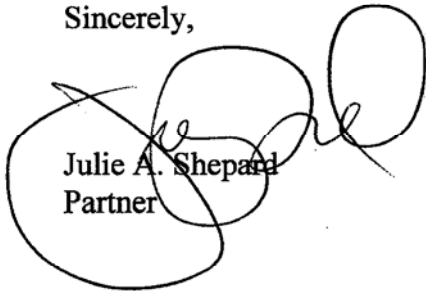
Each telecast will be a copyrighted work consisting of sounds and images, the first fixation of which will be made simultaneously with its transmission. Fox will be considered the author of these works upon their fixation. Furthermore, as the copyright owner, Fox intends to secure copyright in these works upon their fixation.

Fox objects to Aereokiller's streaming of these telecasts to Aereokiller users or subscribers via the Aereokiller service (including, but not limited to, the services available at www.filmson.com, www.filmsonx.com, www.lenovo.filmson.com, and/or via apps available for iPhones, iPads, Android phones, other Smart Phones, Facebook, Lenovo computers, or Windows 8). Aereokiller's streaming of these telecasts would, if carried out, subject Aereokiller to liability for copyright infringement. In view of this notice, such infringement would be willful.

This notice does not purport to be a full or complete statement of the facts or the law and is without prejudice to any rights, claims, and remedies available to Fox, whether legal or equitable in nature, all of which are expressly reserved.

Please contact the undersigned, a duly authorized agent of Fox, if you have any questions about this notice.

Sincerely,



Julie A. Shepard
Partner

Certificate of Registration



This Certificate issued under the seal of the Copyright Office in accordance with title 17, *United States Code*, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

Maria A. Pallante

Register of Copyrights, United States of America

Registration Number
PA 1-743-898

Effective date of registration:

June 16, 2011

Title

Title of Work: THE SIMPSONS Series - 500 KEYS Episode (TV - MOTION PICTURE)

Completion/Publication

Year of Completion: 2011

Date of 1st Publication: May 15, 2011

Nation of 1st Publication: United States

Author

▪ **Author:** Twentieth Century Fox Film Corporation

Author Created: entire motion picture

Work made for hire: Yes

Domiciled in: United States

Copyright claimant

Copyright Claimant: Twentieth Century Fox Film Corporation

P.O. Box 900, Beverly Hills, CA, 90213, United States

Limitation of copyright claim

Material excluded from this claim: script/screenplay

Previous registration and year: PAu 3-490-055 2010

New material included in claim: all other cinematographic material

Certification

Name: Mary McGuire

Date: June 10, 2011

Applicant's Tracking Number: NABF14

EXHIBIT B

[Home](#) » [Newsroom](#) » Over-the-air TV Viewership Soars to 54 Million Americans

FOR IMMEDIATE RELEASE

June 18, 2012

CONTACT

Dennis Wharton

202-429-5350

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Over-the-air TV Viewership Soars to 54 Million Americans

New research shows minorities, younger consumers more likely to rely on broadcasting

17.8% of homes exclusively OTA reliant

WASHINGTON -- According to [new research by GfK Media](#), the number of Americans now relying on over-the-air (OTA) television reception increased to almost 54 million, up from 46 million just a year ago.¹ The recently completed survey also found that the demographics of broadcast-only households skew towards younger adults, minorities and lower-income families.

The 2012 Ownership Survey and Trend Report, part of The Home Technology Monitor research series, found that 17.8% of all U.S. households with TVs use over-the-air signals to watch TV programming; this compares with 15.0% of homes reported as broadcast-only last year. Overall, GfK Media estimates that more than 20.7 million households representing 53.8 million consumers receive television exclusively through broadcast signals.

"As we've seen for the past few years, over-the-air households continue to make up a sizeable portion of the television viewing landscape," said David Tice, Senior Vice President, GfK Media. "Our research reveals that over-the-air broadcasting remains an important distribution platform of TV programming, and that in the past year the estimated number of broadcast-only TV households in the U.S. has grown significantly over what we've seen at least back to 2008."

The survey found a small and growing number of homes have canceled pay-TV service at their current home. According to the 2012 study, six percent of TV households, which translates to 6.9 million TV households, eliminated pay-TV service in their current home at some point in the past and now rely only on over-the-air reception rather than pay-TV service. Four percent of TV households had eliminated pay-TV service at some point in the past according to the 2011 study.

The survey found some minority groups are more dependent on broadcast reception than the general population, including 28% of Asian households (up from 25% in 2011) and 23% of African-American households (up from 17% in 2011). In addition, 26% of Latino homes (23% in 2011) are broadcast-only, a proportion that increases to 33% among homes in which Spanish is the language of choice, up from 27% in 2011. In all, minorities make up 44% of all broadcast-only homes, a four-point increase from 2011, when 40% of broadcast-only homes were minorities.

Homes headed by younger adults are also more likely to access TV programming exclusively through broadcast signals. Twenty-four percent of homes (20% in 2011) with a head of household age 18-34 are broadcast only, compared with 17% of homes in which the head of household is 35-49, or 15% of homes in which the head of household is 50 years of age or older.

Lower-income households also trend towards broadcast-only television, with 26% of homes with an annual income under \$30,000 receiving TV signals solely over-the-air. In comparison, 11% of homes with incomes \$75,000 or greater rely exclusively on broadcast signals.

The Home Technology Monitor is an independent syndicated research service that tracks both ownership of over 100 media technology devices and services and the ways that people are using those devices in everyday life. The Home Technology Monitor leverages KnowledgePanel, the only online consumer panel based on a representative sample of the full U.S. population. The 2012 Ownership Survey and Trend Report is based on a survey, fielded in March and April

2012 on Knowledge Network's probability-recruited research panel, comprised of interviews with a total of - 3,207 households. The interviews included representative proportions of cell-phone-only, non-Internet and Spanish-speaking homes. The standard error range for a question asked of the total sample is approximately +/- 2%.

1 2012 estimates used 2011 CPS annual estimates of 118.7 million total HHS, 2.6 persons per HH and GfK Media estimate of 98.0% of total HHS having a TV set.

2011 estimates used March 2011 Census CPS estimates of 119.1 million total HHS, 2.6 persons per HH; and KN estimate of 98.2% of total HHS having a TV set.

About GfK

GfK is one of the world's largest research companies, with more than 11,000 experts working to discover new insights into the way people live, think and shop, in over 100 markets, every day. GfK is constantly innovating and using the latest technologies and the smartest methodologies to give its clients the clearest understanding of the most important people in the world: their customers. In 2011, GfK's sales amounted to EUR 1.37 billion. GfK Media is the former media research practice of Knowledge Networks, acquired by GfK in January 2012.

To find out more about GfK, visit www.gfk.com or follow GfK on Twitter: [www.twitter.com/gfk_group](https://twitter.com/gfk_group)

[Return to Top](#)

Registration #: PA0001743898
Service Request #: 1-620919626



Fox Group Legal
Mary McGuire
P.O. Box 900
2121/2233
Beverly Hills, CA 90213