

# EXHIBIT D

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA

DISNEY ENTERPRISES, INC.,  
TWENTIETH CENTURY FOX FILM  
CORPORATION, UNIVERSAL CITY  
STUDIOS PRODUCTIONS LLLP,  
COLUMBIA PICTURES INDUSTRIES,  
INC., and WARNER BROS.  
ENTERTAINMENT INC.,

Plaintiffs,

vs.

CASE NO.  
11-20427-WILLIAMS-TURNOFF

HOTFILE CORP., ANTON TITOV,  
and DOES 1-10,

Defendants.

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AND RELATED CROSS-ACTION.

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HIGHLY CONFIDENTIAL - PURSUANT TO PROTECTIVE ORDER

VIDEOTAPED DEPOSITION OF MICHAEL BENTKOVER

Los Angeles, California

Tuesday, December 13, 2011

Reported by:  
LORI SCINTA, RPR  
CSR No. 4811

Job No. 177476A

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Videotaped deposition of MICHAEL BENTKOVER,  
taken on behalf of Defendants and Counterclaimant  
at 633 West Fifth Street, Suite 3600, Los Angeles,  
California, beginning at 9:38 A.M. and ending at  
12:17 P.M. on Tuesday, December 13, 2011, before  
LORI SCINTA, RPR, Certified Shorthand Reporter No.  
4811.

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APPEARANCES:

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10:54 1 BY MR. ENGSTROM:

10:54 2 Q Were you involved at this time -- so this is  
10:54 3 the -- the email is July 1st, 2011 -- were you involved  
10:54 4 in searching for possible infringing material --  
10:54 5 material that infringes Warner's copyrights on Hotfile?

10:54 6 MR. FABRIZIO: Objection. Vague.

10:54 7 THE WITNESS: In July 2011? Yes.

10:54 8 BY MR. ENGSTROM:

10:54 9 Q What did you do with respect to searching for  
10:54 10 possibly infringing material on Hotfile?

10:55 11 A I didn't do anything with it. I would work  
10:55 12 with vendors who would find our content.

10:55 13 Q With all -- what vendors would you work with?

10:55 14 A OpSec.

10:55 15 Q Is that it?

10:55 16 A That's it.

10:55 17 Q Okay. Were these vendors running Kapow, to  
10:55 18 your knowledge?

10:55 19 MR. FABRIZIO: Objection. Misstates the  
10:55 20 witness's testimony. He said only one vendor.

10:55 21 THE WITNESS: I don't understand the question.

10:55 22 BY MR. ENGSTROM:

10:55 23 Q Okay. Let's backtrack.

10:55 24 Was OpSec the only entity that was searching  
10:55 25 for Warner-infringing material on -- or material that

10:55 1 was infringing Warner's copyrights on Hotfile?

10:55 2 MR. FABRIZIO: Objection. Calls for  
10:55 3 speculation, lacks foundation.

10:55 4 THE WITNESS: OpSec was the only vendor that we  
10:55 5 hired to look for our content.

10:55 6 BY MR. ENGSTROM:

10:55 7 Q To your knowledge, were people within Warner  
10:55 8 looking for Warner content on Hotfile?

10:56 9 MR. FABRIZIO: Objection. Vague.

10:56 10 THE WITNESS: Yes.

10:56 11 BY MR. ENGSTROM:

10:56 12 Q Who within Warner, to your knowledge, was  
10:56 13 looking for Warner content on Hotfile?

10:56 14 MR. FABRIZIO: Objection. Vague as to time.

10:56 15 THE WITNESS: Bret Boivin.

10:56 16 MR. FABRIZIO: Are we still in the July 2011  
10:56 17 timeframe?

10:56 18 MR. ENGSTROM: Yes.

10:56 19 Q Is that it? Only Bret Boivin?

10:56 20 A Yes. He runs the Kapow system.

10:56 21 Q Okay. And do you know what he does with the  
10:56 22 Kapow system --

10:56 23 MR. FABRIZIO: Objection --

10:56 24 BY MR. ENGSTROM:

10:56 25 Q -- with respect to finding material on Hotfile

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I, the undersigned, a Certified Shorthand Reporter of the State of California, do hereby certify:

That the foregoing proceedings were taken before me at the time and place herein set forth; that any witnesses in the foregoing proceedings, prior to testifying, were duly sworn; that a record of the proceedings was made by me using machine shorthand which was thereafter transcribed under my direction; that the foregoing transcript is a true record of the testimony given.

Further, that if the foregoing pertains to the original transcript of a deposition in a Federal Case, before completion of the proceedings, review of the transcript [ x ] was [ ] was not requested.

I further certify I am neither financially interested in the action nor a relative or employee of any attorney or party to this action.

IN WITNESS WHEREOF, I have this date subscribed my name.

Dated: 12-15-11

  
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LORI SCINTA, RPR  
CSR No. 4811