

LARRY PAGE - HIGHLY CONFIDENTIAL

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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,)
)
 vs.) NO. 07-CV-2103
)
 YOUTUBE, INC., YOUTUBE, LLC,)
 and GOOGLE, INC.,)
)
 Defendants.)

THE FOOTBALL ASSOCIATION PREMIER)
 LEAGUE LIMITED, BOURNE CO., et al.,)
 on behalf of themselves and all)
 others similarly situated,)
)
 Plaintiffs,)
 vs.) NO. 07-CV-3582
)
 YOUTUBE, INC., YOUTUBE, LLC, and)
 GOOGLE, INC.,)
)
 Defendants.)

VIDEOTAPED DEPOSITION OF LARRY PAGE
 PALO ALTO, CALIFORNIA
 THURSDAY, OCTOBER 1, 2009

JOB NO. 17750

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OCTOBER 1, 2009

12:23 p.m.

VIDEOTAPED DEPOSITION OF LARRY PAGE,
WILSON, SONSINI, GOODRICH & ROSATI, LLP,
601 Page Mill Road, Palo Alto, California
pursuant to notice, and before me,
ANDREA M. IGNACIO HOWARD, CLR, RPR, CRR, CSR
License No. 9830.

1 A P P E A R A N C E S:

2

3 FOR THE PLAINTIFFS VIACOM INTERNATIONAL, INC.:

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7 599 Lexington Avenue

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9 (212) 848-4000 stuart.baskin@shearman.com

10

11 FOR THE LEAD PLAINTIFFS AND PROSPECTIVE CLASS:

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17

18 FOR THE DEFENDANTS YOUTUBE, INC., YOUTUBE, LLC and

19 GOOGLE, INC.:

20 MAYER BROWN, LLP

21 By: JOHN MANCINI, Esq.

22 DAVID H. MCGILL, Esq.

23 1675 Broadway

24 New York, New York 10019-5820

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2 PALO ALTO, CALIFORNIA

3 THURSDAY, OCTOBER 1, 2009

4 12:23 P.M.

5

12:27:25

6

THE VIDEOGRAPHER: Today's videotaped

12:27:26

7

deposition of Larry Page is taken on October 1st,

12:27:30

8

2009, at Wilson, Sonsini, Goodrich & Rosati,

12:27:35

9

601 South California Avenue, Palo Alto, California.

12:27:37

10

In the matter of Viacom International versus YouTube,

12:27:42

11

Inc., and The Football Association. Case No.

12:27:47

12

07-CV-3582 and 2103, in the court of the Southern

12:27:51

13

District of New York.

12:27:52

14

My name is Armando Carrasco. I represent

12:27:55

15

David Feldman Worldwide, located at 600 Anton

12:27:59

16

Boulevard, Suite 1100, Costa Mesa, California.

12:28:02

17

We are now commencing at 12:23 p.m.

12:28:05

18

Will all present please identify themselves,

12:28:08

19

beginning with the witness.

12:28:09

20

THE WITNESS: Larry Page from Google.

12:28:12

21

MR. MANCINI: John Mancini, Mayer Brown LLP

12:28:16

22

for defendants YouTube and Google.

12:28:20

23

MR. ALGER: Timothy Alger from Google, Inc.

12:28:24

24

MR. MCGILL: David McGill, Mayer Brown, also

12:28:25

25

for defendants.

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12:28:25 2 MS. LACAVERA: Catherine Lacavera, Google,
12:28:26 3 Inc.
12:28:26 4 MR. BASKIN: Stuart Baskin of Shearman &
12:28:28 5 Sterling for Viacom.
12:28:29 6 MR. STRAUSS: Sean Strauss of Shearman &
12:28:33 7 Sterling.
12:28:33 8 MR. DEIXLER: Bert Deixler of Proskauer &
12:28:37 9 Rose on behalf of the Class Plaintiffs.
12:28:37 10 THE VIDEOGRAPHER: Thank you.
12:28:37 11 Will -- will the court reporter please swear
12:28:39 12 in the witness.
12:28:39 13 LARRY PAGE,
12:28:39 14 having been sworn as a witness,
12:28:39 15 testified as follows:
12:28:39 16
12:28:53 17 MR. BASKIN: You ready?
12:28:55 18 THE VIDEOGRAPHER: Yes.
12:28:56 19 We're on the record.
12:28:56 20 EXAMINATION BY MR. BASKIN
12:28:56 21 MR. BASKIN: Okay.
12:28:57 22 Q Good afternoon, Mr. Page.
12:28:59 23 A Good afternoon.
12:29:00 24 Q What is your --
12:29:02 25 MR. MANCINI: Stu, may I, just before we

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12:29:03 2 begin, just to put on the record, we want to mark the
12:29:06 3 entirety of this transcript "Highly Confidential."

12:29:09 4 As we've agreed, the videotape that's being
12:29:12 5 taken will be kept in -- by one copy only by Viacom
12:29:17 6 counsel under lock and key, and this deposition is
12:29:19 7 obviously pursuant to the Court's April 2nd, 2009,
12:29:22 8 order.

12:29:22 9 And I do want to note for the record the
12:29:26 10 fault, which seems to lie with the court reporting
12:29:31 11 service, that we're starting an hour late.

12:29:34 12 MR. BASKIN: Let's go off the record again
12:29:36 13 for the -- with respect to this sequestering of the --
12:29:39 14 of the transcript --

12:29:39 15 MR. MANCINI: Sure.

12:29:40 16 MR. BASKIN: -- off the tape. Let's just go
12:29:40 17 off the record for a second. I don't think we should
12:29:40 18 do it on the record.

12:29:42 19 THE VIDEOGRAPHER: We're now going off the
12:29:42 20 record.

12:29:43 21 The time is 12:25 p.m.

12:29:48 22 (Discussion off the record.)

12:30:04 23 THE VIDEOGRAPHER: We're now back on the
12:30:49 24 record.

12:30:49 25 The time is 12:26 p.m.

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12:30:52 2 MR. BASKIN: Just to reformat the arrangement
12:30:54 3 and to clarify it, the agreement is that with respect
12:30:59 4 to the videotape, that each of the law firms rep -- on
12:31:04 5 the plaintiffs' side, with respect to both cases, will
12:31:08 6 maintain one copy of the recording, and we will
12:31:11 7 maintain it in a secure place under lock.

12:31:16 8 MR. MANCINI: Agree with the clarification.
12:31:21 9 Okay.

12:31:21 10 MR. BASKIN: Q. And with that, good
12:31:23 11 afternoon, again, Mr. Page.

12:31:25 12 A Good afternoon.

12:31:26 13 Q Have you had -- did you prepare for this
12:31:29 14 deposition?

12:31:32 15 A I had a conversation with my attorneys here.

12:31:35 16 Q And how long did the conversation with your
12:31:38 17 attorneys last?

12:31:41 18 A Couple of hours.

12:31:42 19 Q And by your attorneys, who was in attendance
12:31:46 20 during the course of this conversation?

12:31:48 21 A I think the same group that's assembled here.

12:31:52 22 Q The -- okay. That's sufficient for these
12:31:57 23 purposes.

12:31:57 24 Now, you met with the attorneys -- your
12:31:59 25 attorneys for two hours?

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12:32:01 2 A I said a few hours.

12:32:02 3 Q A few hours.

12:32:03 4 You met with them over the course of just one
12:32:06 5 day?

12:32:10 6 A Met with them yesterday, and we were waiting
12:32:12 7 for the proceedings to get started here.

12:32:15 8 Q And during the course of your meeting with
12:32:18 9 them, they showed you documents, I take it?

12:32:21 10 A We examined a number of documents.

12:32:25 11 Q And approximately how many documents were you
12:32:27 12 shown in the course of your preparation, Mr. Page?

12:32:36 13 A I mean, I don't recall exactly, but I would
12:32:39 14 guess it's hard for me to estimate, but I would say
12:32:48 15 under ten. Something in that range.

12:32:50 16 Q And apart from the ten documents or the under
12:32:56 17 ten documents you were shown, you've been shown non
12:32:59 18 other -- no other documents in connection with your
12:33:01 19 preparation today for this deposition?

12:33:05 20 MR. MANCINI: Objection; asked and answered.

12:33:07 21 THE WITNESS: Yeah, I mean, I think I
12:33:09 22 described what -- what we did.

12:33:12 23 MR. BASKIN: Q. Now, did any of those ten
12:33:13 24 documents, since there are so few of them, did any of
12:33:16 25 them refresh your recollection regarding some aspect

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12:33:20 2 of your testimony?

12:33:24 3 A Sorry. I haven't given any testimony yet;

12:33:28 4 no?

12:33:29 5 Q That's fair enough.

12:33:30 6 Did any of the ten documents refresh your

12:33:32 7 recollection regarding events concerning the

12:33:36 8 relationship between Google and YouTube?

12:33:42 9 A I guess maybe you can rephrase the question.

12:33:44 10 We looked at a number of documents. I don't

12:33:50 11 know. We read through them.

12:33:53 12 Q The question was, did any of those that you

12:33:55 13 read through refresh your recollection regarding what

12:34:01 14 happened back in 2006, 2007, 2008 in the relationship

12:34:07 15 between YouTube and Google?

12:34:11 16 A I guess I'm still confused about the

12:34:13 17 question, because I don't have a photographic memory

12:34:15 18 for every document produced by, you know, a huge

12:34:18 19 number of employees at Google. So I'm sure any

12:34:20 20 document I looked at I didn't photographically

12:34:26 21 remember it.

12:34:29 22 Q Okay. Now, what is your current title at

12:34:34 23 Google?

12:34:35 24 A I'm president of products and cofounder.

12:34:38 25 Q And would I be correct in believing that you

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12:34:42 2 and Eric Schmidt and Sergey Brin are the three most
12:34:47 3 senior executives of Google?

12:34:51 4 A Yes.

12:34:52 5 Q Now, am I also correct that a larger group of
12:34:58 6 senior executives hold regular meetings to discuss
12:35:07 7 strategy and business issues?

12:35:09 8 MR. MANCINI: Objection; vague and ambiguous.

12:35:11 9 THE WITNESS: We have various meetings, no,
12:35:16 10 in a large company.

12:35:18 11 MR. BASKIN: Q. Is there a formal body of --
12:35:20 12 that has a name of senior executives?

12:35:25 13 A Sorry. Which senior executives?

12:35:29 14 Q Well, you and Mr. Brin and Mr. Schmidt, and
12:35:32 15 maybe seven or eight others. Is there a formal body
12:35:37 16 of executives that meet?

12:35:41 17 MR. MANCINI: Objection; vague and ambiguous.

12:35:45 18 THE WITNESS: There's been various groups
12:35:47 19 over time.

12:35:49 20 MR. BASKIN: Q. So, as I recall, there was a
12:35:53 21 name change in -- in connection with -- with some
12:35:57 22 group of senior executives.

12:35:59 23 I'm just trying to determine that, because it
12:36:01 24 will make our questions easier. We can talk --
12:36:05 25 isn't -- there was a group of senior executives,

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12:36:07 2 including the three of you and several senior vice
12:36:10 3 presidents, that meet with some regularity; isn't that
12:36:12 4 true?

12:36:13 5 A Yes.

12:36:13 6 Q And what is the name of that group?

12:36:16 7 A Currently, the name of that group is the OC.

12:36:20 8 Q And OC stands for what?

12:36:24 9 A I'm not exactly sure.

12:36:25 10 Q And prior -- and the OC had a name
12:36:28 11 previously -- a different name previously; did it not?

12:36:32 12 A Well, it was a different group before that.

12:36:34 13 Q But I take it that you have always been a
12:36:39 14 member of this group of senior executives; isn't that
12:36:42 15 true?

12:36:43 16 MR. MANCINI: Objection; vague and ambiguous.

12:36:44 17 THE WITNESS: Yeah, I guess, which group do
12:36:47 18 you mean?

12:36:47 19 MR. BASKIN: Q. Well, both the OC and the
12:36:50 20 predecessor to the OC. You were the members of both;
12:36:53 21 were you not?

12:36:56 22 A Like I already said, I think the groups were
12:36:59 23 different. I think that's why the name was changed.

12:37:01 24 Q I understand the groups were different, but
12:37:04 25 my question is, were you a member of both groups?

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12:37:07 2 A Well, sorry, I didn't refer to the previous
12:37:10 3 group.

12:37:10 4 Q Mr. Page, the group prior to the name change
12:37:17 5 to OC, were you a member of that group?

12:37:19 6 A Well, I'm still -- you're not naming the
12:37:22 7 group, so.

12:37:23 8 Q Do you remember the name of the group?

12:37:25 9 A I remember there was a group that was
12:37:27 10 previous to that group called EMG, yes.

12:37:33 11 Q EMG; what did that stand for?

12:37:35 12 A I don't know. We usually use the acronym.

12:37:38 13 Q And were you a member of the EMG as well?

12:37:41 14 A Yes.

12:37:41 15 Q Now, the EMG and the OC, how frequently do
12:37:44 16 they meet?

12:37:48 17 MR. MANCINI: So, Stu, I've given you a
12:37:52 18 little bit of latitude here, but I think you recall
12:37:54 19 Judge Stanton specifically himself called out that
12:37:58 20 questions should not be put to this witness about
12:38:01 21 biography, jobs he held, responsibilities then and
12:38:05 22 now, all sorts of things, according to the judge, it
12:38:09 23 be prepared by an affidavit by the executive and
12:38:12 24 others.

12:38:12 25 MR. BASKIN: That's fair enough.

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12:38:13 2 MR. MANCINI: So I just want to move this
12:38:14 3 along, if we could.

12:38:16 4 MR. BASKIN: Q. I take it there are regular
12:38:17 5 scheduled meetings of both the EMG and the OC; is that
12:38:20 6 correct?

12:38:21 7 A Yes.

12:38:22 8 Q And did they occur weekly?

12:38:25 9 A Typically.

12:38:26 10 Q Now, so as not to have to keep you here
12:38:36 11 longer than necessary, I'd like to begin with some
12:38:43 12 areas where I suspect you have no personal knowledge
12:38:46 13 to offer the jury.

12:38:48 14 So, first, have you ever read any of the
12:38:51 15 e-mails that were written by Chad Hurley, Steve Chen,
12:38:58 16 or Jawed Karim, prior to YouTube's acquisition by
12:39:02 17 Google?

12:39:02 18 MR. MANCINI: Objection; lacks foundation,
12:39:03 19 and objection to the reference to a jury.

12:39:08 20 THE WITNESS: I mean, I probably get, you
12:39:09 21 know, thousands of e-mails per day or some huge
12:39:13 22 number. It's pretty hard for me to answer a general
12:39:15 23 question about an e-mail that I might have received.

12:39:17 24 MR. BASKIN: Q. Well, prior to the
12:39:18 25 acquisition of YouTube by Google, were you receiving

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12:39:23 2 e-mails from Mr. Hurley?

12:39:26 3 A I already answered the question.

12:39:29 4 Q Were you receiving e-mails from Mr. Hurley,
12:39:31 5 Mr. Page?

12:39:32 6 A I'd have no way of knowing the answer to
12:39:34 7 that.

12:39:35 8 Q And prior to the acquisition of Google -- of
12:39:40 9 YouTube by Google, were you receiving e-mails from
12:39:42 10 Mr. Chen?

12:39:44 11 MR. MANCINI: Objection; asked and answered.

12:39:45 12 THE WITNESS: Same, same question. Like I
12:39:48 13 said, it's very difficult, you know, if you're
12:39:50 14 receiving large amounts of e-mail, you asking me
12:39:53 15 whether I remember receiving an e-mail many years ago
12:39:56 16 is -- it's not something I'm gonna remember.

12:40:00 17 MR. BASKIN: Q. Do you recall ever receiving
12:40:02 18 e-mails written by Mr. Karim prior to the acquisition
12:40:05 19 of YouTube by Google?

12:40:06 20 MR. MANCINI: Objection; asked and answered.

12:40:09 21 THE WITNESS: Sorry. Mr. Karim is?

12:40:19 22 MR. BASKIN: Q. You recall receiving any
12:40:21 23 e-mails from Mr. Karim?

12:40:23 24 MR. MANCINI: I just want to note, I think
12:40:26 25 the witness's question back to counsel was indicating

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12:40:29 2 a lack of famil- -- familiarity with the individual.

12:40:33 3 MR. BASKIN: Q. You don't know who Jawed

12:40:35 4 Karim is?

12:40:35 5 A The name does not seem familiar, no.

12:40:40 6 Q Do you recall, prior to the acquisition of

12:40:43 7 Google -- of YouTube by Google, ever reading any

12:40:48 8 e-mails by any of those three gentlemen discussing

12:40:54 9 YouTube's copyright compliance procedures?

12:40:57 10 MR. MANCINI: Objection; asked and answered;

12:41:01 11 lacks foundation.

12:41:02 12 THE WITNESS: Yeah, I agree. I feel like

12:41:04 13 you're asking me the same question again.

12:41:05 14 MR. BASKIN: Q. Answer the question,

12:41:07 15 Mr. Page.

12:41:08 16 A I don't recall.

12:41:11 17 Q As you sit here today, do you have any

12:41:13 18 personal knowledge, sir, of YouTube's practices, prior

12:41:19 19 to the acquisition by Google, regarding screening of

12:41:23 20 videos by human review?

12:41:25 21 MR. MANCINI: Objection; lacks foundation;

12:41:27 22 vague and ambiguous.

12:41:28 23 THE WITNESS: Don't recall.

12:41:32 24 MR. BASKIN: Q. Do you have any personal

12:41:35 25 knowledge, sir, of YouTube's practices regarding

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12:41:38 2 filtering videos using search terms?

12:41:41 3 MR. MANCINI: Objection; vague and ambiguous.

12:41:43 4 THE WITNESS: Again, I don't recall.

12:41:45 5 MR. BASKIN: Q. Do you have any personal

12:41:46 6 knowledge, sir, of YouTube's practices regarding using

12:41:52 7 metadata to conduct searches for copyright violated

12:41:55 8 mat- -- for copyright materials?

12:41:57 9 MR. MANCINI: Objection; vague and ambiguous,

12:41:58 10 and calls for a legal conclusion.

12:42:04 11 THE WITNESS: Yeah, I guess I'm a bit

12:42:05 12 confused about the question.

12:42:07 13 Do you want to restate the question?

12:42:08 14 MR. BASKIN: Q. Do you have any knowledge

12:42:10 15 regarding YouTube's practices in using metadata to

12:42:16 16 conduct searches for copyright materials?

12:42:19 17 MR. MANCINI: Same objections.

12:42:21 18 THE WITNESS: Yeah, I guess I don't really

12:42:23 19 understand the question.

12:42:24 20 MR. BASKIN: Q. Do you have any personal

12:42:26 21 knowledge regarding YouTube's practices in using

12:42:32 22 fingerprint technologies in copyright compliance?

12:42:39 23 MR. MANCINI: Objection; vague and ambiguous;

12:42:40 24 calls for a legal conclusion.

12:42:42 25 THE WITNESS: Yeah, and also I'm confused

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12:42:47 2 about the definition of "YouTube."

12:42:49 3 So you're asking previously about YouTube
12:42:52 4 before the acquisition?

12:42:53 5 MR. BASKIN: Correct.

12:42:54 6 THE WITNESS: YouTube is acquired by Google,
12:42:55 7 so you're asking about Google's practices or YouTube's
12:42:59 8 practices?

12:43:00 9 MR. BASKIN: How about YouTube's practices,
12:43:02 10 prior to the acquisition.

12:43:02 11 THE WITNESS: You didn't state that part, so.

12:43:05 12 MR. BASKIN: Sorry?

12:43:05 13 THE WITNESS: You didn't state prior to the
12:43:07 14 acquisition in the question.

12:43:08 15 MR. BASKIN: Okay. We'll do this the hard
12:43:09 16 way, sir.

12:43:10 17 Q Prior to the acquisition of YouTube by
12:43:12 18 Google, were you familiar with YouTube's practices
12:43:14 19 regarding using fingerprint technologies?

12:43:16 20 MR. MANCINI: Objection; vague and ambiguous.

12:43:18 21 THE WITNESS: Again, I don't recall.

12:43:19 22 MR. BASKIN: Q. Prior to the acquisition of
12:43:21 23 YouTube by Google, do you recall if you had any
12:43:25 24 personal knowledge of YouTube's copyright compliance
12:43:27 25 practices?

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12:43:28 2 MR. MANCINI: Objection; vague and ambiguous;
12:43:29 3 calls for a legal conclusion.

12:43:31 4 THE WITNESS: Can you restate that again?

12:43:38 5 MR. BASKIN: Sure.

12:43:39 6 Q Prior to the acquisition of YouTube by
12:43:41 7 Google, do you have any personal knowledge to impart
12:43:45 8 to the jury regarding YouTube's copyright compliance
12:43:48 9 practices?

12:43:49 10 MR. MANCINI: Same objection, and objection
12:43:50 11 to the characterization of a "jury."

12:43:53 12 THE WITNESS: I don't recall.

12:43:54 13 MR. BASKIN: Q. Prior to the acquisition of
12:43:57 14 YouTube by Google, did you ever discuss YouTube's
12:44:01 15 copyright compliance practices with anyone?

12:44:05 16 MR. MANCINI: Objection; calls for a legal
12:44:06 17 conclusion.

12:44:07 18 THE WITNESS: I don't recall.

12:44:10 19 MR. BASKIN: Prior to the acquisition of
12:44:13 20 YouTube by Google, did you personally discuss whether
12:44:18 21 Google should be indemnified by YouTube or its
12:44:22 22 founders for copyright liability?

12:44:24 23 MR. MANCINI: Okay.

12:44:25 24 Objection; vague and ambiguous, and to the
12:44:27 25 extent it seeks communications from counsel, instruct

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12:44:31 2 the client, not the witness, not to respond on the
12:44:33 3 basis of an attorney-client privilege.

12:44:36 4 MR. BASKIN: Q. Prior to the acquisition,
12:44:37 5 did you personally discuss whether Google should be
12:44:40 6 indemnified by YouTube for copyright liability?

12:44:43 7 MR. MANCINI: So same objection and same
12:44:45 8 instruction.

12:44:45 9 If you had any such coun- -- communications
12:44:47 10 with counsel, you should not discuss them.

12:44:50 11 THE WITNESS: I don't recall.

12:44:51 12 MR. BASKIN: Q. Do you recall whether there
12:44:57 13 is, in fact, a copyright liability indemnification in
12:45:01 14 the -- in the merger agreement between YouTube and
12:45:03 15 Google?

12:45:03 16 MR. MANCINI: Objection; lacks foundation.

12:45:08 17 THE WITNESS: I don't recall.

12:45:11 18 MR. BASKIN: Q. Prior to the acquisition of
12:45:16 19 YouTube by Google, did you ever personally discuss
12:45:23 20 with anyone the percentage of views on YouTube that
12:45:28 21 were attributable to premium content?

12:45:31 22 MR. MANCINI: Objection; vague and ambiguous.

12:45:33 23 THE WITNESS: Would you like to define
12:45:36 24 "premium content"?

12:45:38 25 MR. BASKIN: Yes.

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12:45:38 2 Copyrighted content made by professionals.

12:45:41 3 MR. MANCINI: Objection; vague and ambiguous;
12:45:42 4 calls for a legal conclusion.

12:45:43 5 THE WITNESS: Why don't you restate that.

12:45:53 6 MR. BASKIN: Q. Prior to the acquisition of
12:45:55 7 YouTube by Google, did you ever discuss with anyone
12:45:59 8 the percentage of views on YouTube that are
12:46:04 9 attributable to premium content?

12:46:07 10 MR. MANCINI: Same objections.

12:46:08 11 THE WITNESS: I don't recall.

12:46:10 12 MR. BASKIN: Q. Did you participate --
12:46:18 13 strike that.

12:46:18 14 Leading up to the acquisition of YouTube by
12:46:21 15 Google, did you personally participate in the due
12:46:25 16 diligence examination of YouTube conducted by Google
12:46:29 17 employees and investment advisors?

12:46:33 18 MR. MANCINI: Objection; lacks foundation;
12:46:35 19 vague and ambiguous.

12:46:35 20 THE WITNESS: I don't recall.

12:46:46 21 MR. BASKIN: Q. Do you recall if you ever
12:46:51 22 interviewed anyone at YouTube regarding the practices
12:46:54 23 prior to the acquisition by Google?

12:46:55 24 MR. MANCINI: Objection; vague and ambiguous.

12:46:57 25 THE WITNESS: Sorry. What do you mean by

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12:47:00 2 their "practices"?

12:47:01 3 MR. BASKIN: Q. Do you recall ever

12:47:04 4 interviewing or speaking with anyone at YouTube

12:47:08 5 regarding their copyright compliance practices prior

12:47:11 6 to the acquisition of YouTube by Google?

12:47:14 7 MR. MANCINI: Objection; vague and ambiguous;

12:47:15 8 calls for a legal conclusion.

12:47:17 9 THE WITNESS: I don't recall that.

12:47:20 10 MR. BASKIN: Q. Do you recall ever talking

12:47:23 11 to Mr. Hurley regarding YouTube's business practices

12:47:26 12 prior to the acquisition of YouTube by Google?

12:47:30 13 MR. MANCINI: Objection; vague and ambiguous;

12:47:33 14 asked and answered.

12:47:34 15 THE WITNESS: This is a very specific

12:47:38 16 question, so I can't recall.

12:47:39 17 MR. BASKIN: Q. Do you ever recall speaking

12:47:41 18 to Mr. Chen prior to the acquisition of YouTube by

12:47:47 19 Google regarding YouTube's business practices?

12:47:49 20 MR. MANCINI: Objection; vague and ambiguous;

12:47:51 21 asked and answered.

12:47:52 22 THE WITNESS: Yeah, same, same answer.

12:47:58 23 MR. BASKIN: Q. Which is?

12:48:00 24 A I don't recall about -- specifically about

12:48:02 25 business practices.

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12:48:07 2 Q Did you personally review any of the due
12:48:12 3 diligence memoranda or reports prepared by Google's
12:48:18 4 due diligence team?

12:48:19 5 MR. MANCINI: Objection; vague and ambiguous;
12:48:22 6 lacks foundation.

12:48:22 7 THE WITNESS: I don't recall any specific due
12:48:30 8 diligence.

12:48:30 9 MR. BASKIN: Q. Did you -- am I correct that
12:48:40 10 you did not attend the board meeting on October 9th
12:48:44 11 when the Google board approved the acquisition of
12:48:46 12 YouTube?

12:48:47 13 MR. MANCINI: Objection; lacks foundation.

12:48:48 14 THE WITNESS: Do you want to ask me if I
12:48:54 15 attended the October 9th board meeting?

12:48:56 16 MR. BASKIN: Q. Did you attend the board
12:49:00 17 meeting on October 9th when the Google board approved
12:49:02 18 the acquisition of YouTube?

12:49:04 19 MR. MANCINI: Same objections.

12:49:05 20 THE WITNESS: I don't recall that meeting or
12:49:08 21 whether I was present or not.

12:49:09 22 MR. BASKIN: Q. Do you recall whether you
12:49:13 23 reviewed the materials submitted to the board prior to
12:49:21 24 its acquisition -- prior to Google's acquisition of
12:49:25 25 YouTube -- strike that.

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12:49:26 2 Do you recall reviewing the materials

12:49:28 3 submitted to the Google board prior to the vote by

12:49:33 4 Google's board whether to acquire YouTube?

12:49:36 5 MR. MANCINI: Objection; assumes facts; vague

12:49:38 6 and ambiguous.

12:49:38 7 THE WITNESS: Yeah, I don't recall those

12:49:40 8 facts, so would you like to rephrase your question?

12:49:44 9 MR. BASKIN: Q. Do you recall whether you

12:49:47 10 reviewed the board book and board materials submitted

12:49:53 11 to the Google board prior to its vote to acquire

12:49:56 12 YouTube?

12:49:57 13 MR. MANCINI: Same objections.

12:49:59 14 THE WITNESS: So do you want to rephrase your

12:50:07 15 question? It sounded like the same question nearly.

12:50:11 16 MR. BASKIN: Q. Answer the question,

12:50:12 17 Mr. Page.

12:50:14 18 A Would you like to restate it, please, then?

12:50:16 19 Q Do you not understand the question?

12:50:18 20 MR. MANCINI: I think that's what the witness

12:50:20 21 is saying, Mr. Baskin.

12:50:21 22 MR. BASKIN: Q. Mr. Page, did you review the

12:50:23 23 board material presented to the Google board prior to

12:50:25 24 its vote to purchase YouTube?

12:50:28 25 MR. MANCINI: Objection; assumes facts; vague

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12:50:30 2 and ambiguous.

12:50:30 3 THE WITNESS: Yeah, I don't recall the
12:50:32 4 premise of your question.

12:50:38 5 MR. BASKIN: Q. Did you review the materials
12:50:42 6 submitted to the Google board on October 9th?

12:50:43 7 MR. MANCINI: Same objections.

12:50:46 8 THE WITNESS: Did I review -- the question --
12:50:49 9 the materials presented to the board on October 9th;
12:50:52 10 that's the question?

12:50:52 11 I don't recall.

12:50:53 12 MR. BASKIN: Can I have this?

12:51:05 13 Q You were a member of the Google board on or
12:51:06 14 around October 9th, 2006; were you not, sir?

12:51:10 15 A Yes.

12:51:10 16 Q And is it your practice to review board
12:51:12 17 materials submitted to the -- the board?

12:51:17 18 A Sometimes yes, sometimes no.

12:51:18 19 Q And when the Google board is about to
12:51:21 20 undertake an important decision, do you generally
12:51:24 21 review the materials submitted to the board?

12:51:29 22 A Like I said already, sometimes yes, sometimes
12:51:31 23 no.

12:51:31 24 Q Did you consider the acquisition of YouTube
12:51:33 25 by Google to be an important decision, Mr. Page?

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12:51:41 2 A It was a significant acquisition.

12:51:43 3 Q Did you -- is it your practice to review the
12:51:46 4 materials submitted to the Google board in draft?

12:51:50 5 MR. MANCINI: Objection; assumes facts.

12:51:53 6 THE WITNESS: Sorry. Can you make that a
12:51:56 7 little more specific?

12:51:57 8 MR. BASKIN: Q. When materials are being
12:51:59 9 prepared for the Google board, before they are
12:52:03 10 submitted -- before they are submitted to the Google
12:52:05 11 board in final, do you review the drafts?

12:52:08 12 MR. MANCINI: Are you asking him, Mr. Baskin,
12:52:12 13 as a general practice matter, because I do think
12:52:14 14 that's going beyond what Judge Stanton permitted?

12:52:15 15 MR. BASKIN: Q. Do you review them in draft,
12:52:20 16 the materials submitted to the Google board?

12:52:23 17 MR. MANCINI: Same objection.

12:52:29 18 Are you asking as a general practice? Is
12:52:32 19 that the question? Because that's going beyond the
12:52:33 20 Judge's order.

12:52:34 21 MR. BASKIN: John, this will go a lot faster
12:52:38 22 to answer -- I'm going to go to the judge to get more
12:52:41 23 time the way he's behaving, so -- so you should go
12:52:44 24 ahead.

12:52:44 25 Q Is it your normal practice to review in draft

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12:52:47 2 documents that go to the Google board?

12:52:50 3 MR. MANCINI: Same objections.

12:52:54 4 You can answer.

12:52:54 5 THE WITNESS: Not typically.

12:52:56 6 MR. BASKIN: Q. And in the case of the board
12:52:59 7 book submitted to the board in and around October 9th,
12:53:04 8 do you recall if you reviewed that book and draft,
12:53:08 9 sir?

12:53:08 10 MR. MANCINI: Objection; assumes facts; vague
12:53:12 11 and ambiguous.

12:53:12 12 THE WITNESS: I don't recall.

12:53:14 13 MR. BASKIN: Let me hand you what we will
12:53:19 14 mark as page one.

12:53:34 15 (Document marked Page Exhibit 1
12:53:55 16 for identification.)

12:53:55 17 MR. MANCINI: Counsel, while this witness is
12:53:57 18 reviewing this document, I do want to note my
12:53:59 19 continuing objection and just remind you of what Judge
12:54:03 20 Stanton said specifically on the conference held on
12:54:08 21 April 2nd, 2009.

12:54:09 22 Proceed immediately, this is now directed to
12:54:11 23 the plaintiff to what is necessary and only attainable
12:54:14 24 from this witness.

12:54:15 25 I've given you a lot of latitude this

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12:54:17 2 morning.

12:54:17 3 This document is evidence by itself, has been
12:54:19 4 asked of two prior witnesses, including David
12:54:22 5 Drummond. So I'm hoping that you're gonna follow what
12:54:26 6 the judge had asked and ask Mr. Page, one of the most
12:54:30 7 senior executives at Google, what you can only get
12:54:32 8 from him.

12:54:32 9 MR. BASKIN: Q. Mr. Page, have you seen
12:54:34 10 Exhibit 1 prior to today, sir?

12:54:43 11 A Let me -- let me take a chance to look at it.

12:55:31 12 I don't recall seeing it around the time of
12:55:33 13 the acquisition.

12:55:35 14 MR. BASKIN: Q. When do you -- do you recall
12:55:37 15 seeing it at any time?

12:55:41 16 MR. MANCINI: Objection to the extent it
12:55:43 17 seeks communications with counsel. I instruct the
12:55:50 18 witness not to answer.

12:55:51 19 THE WITNESS: I won't answer that.

12:55:52 20 MR. BASKIN: Q. Your only recollection
12:55:54 21 seeing this document is when it was shown to you by
12:55:56 22 counsel?

12:55:57 23 MR. MANCINI: That's impermissible,
12:55:59 24 Counselor, and you know it.

12:55:59 25 MR. BASKIN: It's not.

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12:56:00 2 MR. MANCINI: You're assuming a fact I've
12:56:02 3 instructed him not to answer to and then asking him to
12:56:05 4 answer that question.

12:56:05 5 MR. BASKIN: Q. The -- has anyone -- as you
12:56:09 6 sit here today, sir, do you have any reason to
12:56:12 7 question the accuracy of any information communicated
12:56:16 8 to the Google board in Exhibit 1?

12:56:22 9 MR. MANCINI: Objection; assumes facts to
12:56:24 10 which the witness testified he has no knowledge or
12:56:27 11 recollection.

12:56:28 12 THE WITNESS: Well, this is, you know, like a
12:56:30 13 20-page document or something. Would you like me to
12:56:32 14 take the time to read all of it? I've looked at it
12:56:34 15 for about a minute.

12:56:35 16 MR. BASKIN: Okay.

12:56:36 17 Q Why don't we turn, for example, to page 12 of
12:56:57 18 the document.

12:57:25 19 You have page 12 in front of you?

12:57:27 20 A Yes.

12:57:27 21 Q Do you recognize page 12, sir?

12:57:31 22 MR. MANCINI: Objection; asked and answered.

12:57:32 23 THE WITNESS: You're asking do I recall the
12:57:34 24 document? I don't recall the document.

12:57:35 25 MR. BASKIN: Q. On page 12, you'll see that

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12:57:40 2 First Boston -- strike that.

12:57:43 3 You were aware who was Google's financial
12:57:46 4 advisor in connection with the acquisition of YouTube?

12:57:49 5 A I don't recall.

12:57:51 6 Q You don't recall if it was First Boston?

12:57:54 7 A No.

12:57:54 8 Q You will -- you will note that in -- on
12:57:56 9 page 12 of Exhibit 1, the financial advisor for Google
12:58:04 10 placed a base case valuation of YouTube at
12:58:09 11 \$2.7 billion; do you see that, Mr. Page?

12:58:13 12 MR. MANCINI: Objection to the
12:58:14 13 characterization of the document. The document speaks
12:58:15 14 for itself.

12:58:17 15 THE WITNESS: I'm confused. It also says
12:58:19 16 Credit Suisse, not First Boston.

12:58:24 17 MR. BASKIN: Q. Do you have a recollection
12:58:25 18 Credit Suisse was your financial advisor?

12:58:29 19 A No, I don't recall.

12:58:29 20 Q Now, do you see, sir, on page 12 that Credit
12:58:33 21 Suisse valued a base case valuation of YouTube at
12:58:38 22 \$2.7 billion?

12:58:39 23 MR. MANCINI: Objection to the
12:58:40 24 characterization of the document; the document speaks
12:58:42 25 for itself.

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12:58:45 2 THE WITNESS: Yeah, I guess what -- I mean,
12:58:46 3 it's hard for me to take this one slide out of
12:58:49 4 context.

12:58:50 5 MR. BASKIN: Q. In October 2006, did you
12:58:56 6 believe that Google was paying a fair price for
12:58:58 7 YouTube?

12:59:03 8 MR. MANCINI: Objection; vague and ambiguous.

12:59:06 9 THE WITNESS: Are you referring to our
12:59:07 10 acquisition price?

12:59:08 11 MR. BASKIN: Yes.

12:59:13 12 THE WITNESS: So your question is? Why --
12:59:16 13 why don't you state the question again.

12:59:17 14 MR. BASKIN: Q. In October 2006, do you
12:59:21 15 believe that Google was paying a fair price for
12:59:23 16 YouTube?

12:59:24 17 MR. MANCINI: Objection; vague and ambiguous.

12:59:25 18 THE WITNESS: Yeah, I'm not sure how to
12:59:28 19 define "fair" in the question.

12:59:30 20 MR. BASKIN: Q. Did you believe that Google
12:59:31 21 was overpaying for YouTube?

12:59:34 22 MR. MANCINI: Objection; vague and ambiguous.

12:59:36 23 THE WITNESS: I don't recall my, you know,
12:59:40 24 exact train of thought around the price.

12:59:42 25 MR. BASKIN: Q. Did you believe that

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12:59:43 2 Google -- that YouTube was worth \$1.65 billion?

12:59:49 3 MR. MANCINI: Objection; vague and ambiguous.

12:59:50 4 THE WITNESS: Like I said, I -- I don't
12:59:56 5 recall my exact thinking around the price of YouTube.

12:59:59 6 MR. BASKIN: Q. Did anyone tell you at the
13:00:02 7 time that he or she thought that YouTube was not worth
13:00:06 8 \$1.65 billion?

13:00:14 9 A I don't recall what was said around the
13:00:16 10 price.

13:00:18 11 Q Do you recall if anyone told the senior
13:00:22 12 management of Google that YouTube was not worth
13:00:27 13 \$1.65 billion?

13:00:31 14 MR. MANCINI: Objection; assumes facts; vague
13:00:33 15 and ambiguous.

13:00:33 16 THE WITNESS: Yeah, I actually don't recall
13:00:37 17 the discussion around price.

13:00:39 18 MR. BASKIN: Q. Do you know, sir, whether
13:00:47 19 any of the carrying value of YouTube has been written
13:00:54 20 down on Google's books?

13:00:56 21 MR. MANCINI: Objection; lacks foundation;
13:00:58 22 vague and ambiguous.

13:01:00 23 THE WITNESS: Not sure what you mean by
13:01:02 24 "carrying value."

13:01:03 25 MR. BASKIN: Q. Do you know whether any of

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13:01:05 2 the acquisition price paid by Google has been written
13:01:10 3 down on Google's books in connection with the YouTube
13:01:16 4 acquisition?

13:01:17 5 MR. MANCINI: Same objections.

13:01:17 6 And, Counsel, we've gone so far beyond what
13:01:20 7 is this client's knowledge. Again, contrary to what
13:01:22 8 the Court has said, so I'm hopeful we'll move on
13:01:25 9 quickly.

13:01:26 10 THE WITNESS: I mean, I have a lot of
13:01:28 11 accountants and people like that. I'm not aware of
13:01:31 12 the specifics of that.

13:01:32 13 MR. BASKIN: Q. Do you know whether -- do
13:01:34 14 you have any idea of what the carrying value of
13:01:38 15 YouTube is on Google's books today?

13:01:40 16 MR. MANCINI: Same objections, and same
13:01:41 17 reminder to counsel about the Court's order with
13:01:44 18 respect to this witness.

13:01:45 19 THE WITNESS: Same answer.

13:01:45 20 MR. BASKIN: Q. You know or don't know,
13:01:48 21 Mr. Page?

13:01:49 22 A I already stated that I am not aware.

13:01:52 23 Q Now, prior to October 2006, Google had its
13:02:00 24 own competing video site called Google Video; did it
13:02:04 25 not?

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13:02:06 2 MR. MANCINI: Objection; vague and ambiguous.

13:02:07 3 THE WITNESS: I'm not sure about the

13:02:15 4 definition of "competing," and we actually still have

13:02:20 5 such a thing.

13:02:21 6 MR. BASKIN: Q. Prior to October 2006,

13:02:23 7 Google had a video site called Google Video; did it

13:02:30 8 not?

13:02:31 9 A That's correct.

13:02:31 10 Q And did you have personal knowledge at that

13:02:34 11 time of the copyright compliance practices followed by

13:02:37 12 Google Video in 2006?

13:02:38 13 MR. MANCINI: Objection; vague and ambiguous;

13:02:39 14 calls for a legal conclusion, and to the extent that,

13:02:45 15 if the witness has any knowledge to this issue, that

13:02:47 16 comes from a communication with counsel, I instruct

13:02:50 17 the witness not to answer.

13:02:51 18 THE WITNESS: Yeah, I don't recall.

13:02:53 19 MR. BASKIN: Q. Was Google Video, Mr. Page,

13:02:55 20 actively screening for copyright materials prior to

13:02:59 21 upload in 2006?

13:03:01 22 MR. MANCINI: Objection; vague and ambiguous.

13:03:02 23 THE WITNESS: I don't recall.

13:03:06 24 MR. BASKIN: Q. Was Google Video using human

13:03:08 25 review, Mr. Page, to screen for copyright violation

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13:03:12 2 materials in 2006?

13:03:13 3 MR. MANCINI: Objection; calls for a legal

13:03:14 4 conclusion.

13:03:15 5 THE WITNESS: I don't recall.

13:03:17 6 MR. BASKIN: Q. Was Google Video searching

13:03:20 7 by search terms on its site to seek out copyright

13:03:25 8 violated materials?

13:03:26 9 MR. MANCINI: Objection; calls for a legal

13:03:28 10 conclusion.

13:03:28 11 THE WITNESS: I don't recall.

13:03:29 12 MR. BASKIN: Let me show you what we will

13:03:40 13 mark as -- this one -- Page Exhibit 2.

13:04:00 14 (Document marked Page Exhibit 2

13:04:17 15 for identification.)

13:04:17 16 MR. BASKIN: Q. Were you -- the term, sir --

13:04:37 17 MR. MANCINI: So I -- Mr. Baskin, once again,

13:04:40 18 this document doesn't even list Mr. Page as a

13:04:44 19 recipient. It's been --

13:04:45 20 MR. BASKIN: Well, that's what I'm about to

13:04:46 21 ask him, sir.

13:04:47 22 MR. MANCINI: Okay.

13:04:48 23 MR. BASKIN: Q. Does the name

13:04:53 24 Harappa-BD@Google.com, does that mean anything to you,

13:04:54 25 Mr. Page?

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13:04:57 2 A It looks like an e-mail address of a group.

13:05:00 3 Q And you were a member of that group; were you
13:05:02 4 not?

13:05:03 5 A I don't recall.

13:05:04 6 Q Do you recall being advised in and around
13:05:08 7 December of 2005 that Google Video was sweeping videos
13:05:13 8 to take out any copyright violations on videos that
13:05:17 9 are less than two minutes long? Do you recall being
13:05:21 10 told that, sir?

13:05:21 11 MR. MANCINI: So objection to the
13:05:23 12 characterization of the document, and again objection
13:05:25 13 to the fact that a document by its marking here was
13:05:29 14 shown, at least to Mr. Drummond, is going beyond this
13:05:32 15 witness's unique knowledge, which is what this Court
13:05:35 16 permitted for this testimony.

13:05:36 17 MR. BASKIN: Q. Mr. Page, were you aware
13:05:37 18 that Google Video was sweeping videos for copyright
13:05:40 19 violations, videos that were less than two minutes
13:05:45 20 long?

13:05:46 21 MR. MANCINI: Objection to the
13:05:46 22 characterization of the document, and objection to the
13:05:49 23 extent it seeks a legal conclusion.

13:05:50 24 THE WITNESS: I don't recall.

13:05:54 25 Can I -- can I just state, too, this is

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13:05:56 2 probably a -- Harappa-bd is probably for business
13:06:02 3 development. It seems very unlikely I would be on
13:06:05 4 such a list.

13:06:07 5 MR. BASKIN: Okay.

13:06:12 6 Q After the acquisition of YouTube by Google,
13:06:20 7 did Google senior management make a decision not to
13:06:26 8 deploy screening at YouTube?

13:06:31 9 MR. MANCINI: Objection; lacks foundation;
13:06:33 10 vague and ambiguous.

13:06:34 11 THE WITNESS: I don't recall.

13:06:35 12 MR. BASKIN: Q. After the acquisition by
13:06:39 13 YouTube -- of YouTube by Google, did Google's senior
13:06:44 14 management ratify a decision not to deploy screening
13:06:48 15 practices at YouTube?

13:06:49 16 MR. MANCINI: Objection; asked and answered;
13:06:51 17 lacks foundation; vague and ambiguous.

13:06:53 18 THE WITNESS: I don't recall.

13:06:54 19 MR. BASKIN: Q. After the acquisition of
13:06:55 20 YouTube by Google, did Google's senior management
13:07:00 21 determine to cease using practices to ferret out
13:07:09 22 copyright violations at YouTube that were being used
13:07:11 23 at Google Video?

13:07:12 24 MR. MANCINI: Objection; lacks foundation;
13:07:14 25 vague and ambiguous; calls for a legal conclusion.

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13:07:17 2 THE WITNESS: Yeah, I don't recall.

13:07:18 3 MR. BASKIN: Q. After the acquisition by
13:07:20 4 YouTube of Goo- -- of YouTube by Google, did Google's
13:07:25 5 senior management ratify a decision not to utilize
13:07:30 6 practices followed by Google Video to weed out
13:07:35 7 copyright violations at the newly acquired YouTube?

13:07:38 8 MR. MANCINI: Objection; lacks foundation;
13:07:40 9 vague and ambiguous; calls for a legal conclusion;
13:07:42 10 asked and answered.

13:07:42 11 THE WITNESS: I don't recall.

13:07:44 12 MR. BASKIN: Q. Were you party to any such
13:07:47 13 discussion, Mr. Page, to cease using practices that
13:07:53 14 Google Video previously had been using to prevent
13:07:56 15 copyright violations?

13:07:57 16 MR. MANCINI: Same exact objections.

13:07:59 17 THE WITNESS: Could you restate the question?

13:08:02 18 MR. BASKIN: Q. Do you recall being a party
13:08:04 19 to any discussion whereby senior management determined
13:08:14 20 to cease using practices at YouTube to ferret out
13:08:23 21 copyright violations which previously were being used
13:08:26 22 at Google Video?

13:08:27 23 MR. MANCINI: Same objections.

13:08:27 24 And with all due respect, Mr. Baskin, it's
13:08:29 25 the exact same question characterized three different

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13:08:30 2 ways.

13:08:31 3 THE WITNESS: Yeah, I don't recall.

13:08:32 4 MR. BASKIN: Q. Would such a decision have
13:08:35 5 required the approval of senior management?

13:08:37 6 MR. MANCINI: Objection; lacks foundation;
13:08:39 7 vague and ambiguous.

13:08:39 8 THE WITNESS: I guess I would be speculating
13:08:41 9 if I answered that question.

13:08:42 10 MR. BASKIN: Q. Well, in the ordinary course
13:08:44 11 of how the senior management works, you're one of the
13:08:46 12 three most senior people in the business; right, sir?

13:08:50 13 A Yes.

13:08:50 14 Q Would a decision to cease using copyright
13:08:55 15 compliance techniques at YouTube that previously were
13:08:59 16 being used at Google Video, would such a decision have
13:09:04 17 required the approval of you, Mr. Brin, and
13:09:09 18 Mr. Schmidt?

13:09:10 19 MR. MANCINI: Objection; lacks foundation;
13:09:13 20 vague and ambiguous.

13:09:15 21 THE WITNESS: Yeah, I guess you have a whole
13:09:18 22 bunch of assumptions in your question.

13:09:19 23 MR. MANCINI: Mr. Baskin, I think we can save
13:09:22 24 ourselves a whole lot of time if you can just ask this
13:09:24 25 question, whether or not this witness was involved in

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13:09:26 2 operational decisions. I think that would be a fair
13:09:29 3 way to go forward.

13:09:30 4 MR. BASKIN: Q. Mr. Page, would the decision
13:09:32 5 to cease using practices at YouTube that previously
13:09:38 6 were used at Google Video, would such a decision have
13:09:41 7 required your approval --

13:09:42 8 MR. MANCINI: Objection.

13:09:43 9 MR. BASKIN: Q. -- in the ordinary course?

13:09:45 10 MR. MANCINI: Objection; lacks foundation;
13:09:46 11 vague and ambiguous.

13:09:48 12 THE WITNESS: Same answer. I don't recall.

13:09:50 13 MR. BASKIN: Q. Now, does -- by the way, I
13:10:08 14 was invited to ask you a question. So let me ask you
13:10:10 15 that question: Are you involved in the operation
13:10:12 16 decisions at Google?

13:10:13 17 MR. MANCINI: Objection; I think your
13:10:15 18 question is to Google Video -- excuse me -- YouTube.
13:10:20 19 Excuse me. YouTube.

13:10:20 20 MR. BASKIN: Q. Are you involved, sir, in
13:10:22 21 operational issues at Google?

13:10:26 22 A Hard to define what "operational issues" are,
13:10:30 23 but I'm one of the most senior executives.

13:10:32 24 Q And, in fact, are you the most senior exec --
13:10:36 25 your title says you are president of products; is that

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13:10:41 2 correct?

13:10:41 3 A That's correct.

13:10:41 4 Q Does that mean that -- well, strike that.

13:10:44 5 Why don't you explain to us what you -- what
13:10:47 6 you understand your ambit to be then; what is your job
13:10:51 7 at Google?

13:10:52 8 MR. MANCINI: So, Counselor, we're completely
13:10:55 9 wasting time. The job description and
13:10:57 10 responsibilities that he holds is exactly what Judge
13:11:00 11 Stanton called out as the things you should not be
13:11:04 12 wasting this witness's time on.

13:11:04 13 MR. BASKIN: I thought you told me to ask
13:11:06 14 him.

13:11:06 15 MR. MANCINI: You asked -- you asked --

13:11:07 16 MR. BASKIN: That's fine. I'll withdraw the
13:11:09 17 question.

13:11:09 18 MR. MANCINI: Okay.

13:11:10 19 MR. BASKIN: Q. Mr. Page, in May 2006 --
13:11:12 20 strike that.

13:11:13 21 Do the initials GPS or -- mean anything to
13:11:19 22 you?

13:11:21 23 A Yes.

13:11:21 24 Q What are they?

13:11:22 25 A In the context of Google?

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13:11:24 2 Q Yes.

13:11:26 3 A They're a set of meetings that we hold.

13:11:29 4 Q And they are basically meetings in which the

13:11:33 5 senior management of the company reviews various

13:11:36 6 products; is that correct?

13:11:40 7 A They're a set of meetings with a wide variety

13:11:43 8 of topics.

13:11:45 9 Q And at each such GPS meeting, is a particular

13:11:49 10 product reviewed or highlighted?

13:11:58 11 A I don't know that I'm a particular expert on

13:12:00 12 the top -- on the subject of the GPS meetings. Like I

13:12:04 13 said, it's a general meeting. Pretty much, you know,

13:12:09 14 I mentioned whatever people want to talk about. Not

13:12:12 15 particularly well-defined.

13:12:14 16 Q In the spring of 2006, was a GPS meeting held

13:12:20 17 and the topic of that meeting being Google Video?

13:12:24 18 MR. MANCINI: Objection; assumes facts; vague

13:12:27 19 and ambiguous.

13:12:27 20 THE WITNESS: I mean, I've -- you know,

13:12:31 21 probably go to 100 meetings a week or something here.

13:12:35 22 Maybe not that meeting, but some significant number.

13:12:38 23 I don't recall a particular meeting in October of

13:12:40 24 2006.

13:12:40 25 MR. BASKIN: Q. Do you recall attending a

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13:12:42 2 GPS meeting where the topic was Google Video?

13:12:45 3 MR. MANCINI: Same objections; asked and

13:12:47 4 answered.

13:12:47 5 THE WITNESS: I don't recall.

13:12:50 6 MR. BASKIN: Q. Who is David E-U-N? How

13:13:08 7 would you pronounce that, sir?

13:13:09 8 A I'm not sure I have the proper pronunciation.

13:13:13 9 David Eun.

13:13:16 10 Q Who is he?

13:13:18 11 A He's an employee of Google. He works in some

13:13:24 12 sort of business-related area.

13:13:26 13 Q And in 2006, was he a senior executive of

13:13:33 14 Google Video?

13:13:38 15 MR. MANCINI: Objection; lacks foundation;

13:13:39 16 vague and ambiguous.

13:13:40 17 THE WITNESS: Yeah, I'm not sure how to

13:13:41 18 define "senior executive."

13:13:43 19 MR. BASKIN: Q. In 2006, was he an executive

13:13:47 20 of -- working within Google Video, sir?

13:13:50 21 A I don't know that much about what David's

13:13:52 22 title was or whatever.

13:13:56 23 Q Let me show you an exhibit which we will mark

13:14:03 24 as Page 3, Page Exhibit 3.

13:14:13 25 ///

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13:14:13 2 (Document marked Page Exhibit 3

13:14:21 3 for identification.)

13:14:21 4 MR. BASKIN: I'll hand you Page Exhibit 3.

13:14:39 5 MR. MANCINI: While he reviews the document,

13:14:41 6 I'm going to renew my continuing objection to a

13:14:44 7 document that's been asked of at least two prior

13:14:47 8 witnesses, and we believe violates this Court's order

13:14:51 9 with respect to this deposition.

13:14:52 10 MR. BASKIN: Q. Mr. Page, you will see that

13:14:54 11 you are not a recipient of Exhibit 3.

13:14:57 12 Do you see that, sir?

13:14:58 13 A Yes.

13:14:58 14 Q Now, if you go to the bottom of the first

13:15:00 15 page of Exhibit 3, you will see that Mr. Eun or Eun,

13:15:05 16 however you pronounce his name, is describing illegal

13:15:10 17 traffic and piracy on YouTube -- on the YouTube site;

13:15:14 18 do you see that, sir?

13:15:15 19 MR. MANCINI: Objection to the

13:15:16 20 characterization of the document.

13:15:17 21 THE WITNESS: Sorry. Would you like me to

13:15:39 22 review the whole document, or what would you like me

13:15:42 23 to do?

13:15:43 24 MR. BASKIN: Q. Mr. Page, let me call your

13:15:45 25 attention to the following paragraph, and I'll have a

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13:15:48 2 very simple question about it.

13:15:50 3 "I think we should beat YouTube - and all
13:15:53 4 competitors - but not at all costs. A large part of
13:15:57 5 their traffic is from pirated content. When we
13:16:02 6 compare our traffic numbers to theirs, we should
13:16:05 7 acknowledge that we are comparing our 'legal traffic'
13:16:08 8 to their mix of traffic from legal and illegal
13:16:12 9 content. One senior media executive told me they are
13:16:15 10 monitoring YouTube very closely and referred to them
13:16:19 11 as a 'Video Grokster.'"

13:16:21 12 Do you see that paragraph, sir?

13:16:24 13 A Uh-huh.

13:16:24 14 Q Did Mr. Schmidt ever raise the topics set
13:16:33 15 forth in that paragraph with the OC or its
13:16:37 16 predecessor?

13:16:38 17 MR. MANCINI: Objection; lacks foundation;
13:16:40 18 vague and ambiguous.

13:16:40 19 THE WITNESS: I don't recall.

13:16:43 20 MR. BASKIN: Q. Was there ever a discussion
13:16:45 21 at the OC or its predecessor among the senior
13:16:49 22 executives of Google regarding the extent of pirated
13:16:55 23 content on YouTube?

13:16:56 24 MR. MANCINI: Objection; lacks foundation;
13:16:58 25 calls for a legal conclusion; vague and ambiguous.

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13:16:59 2 THE WITNESS: I don't recall.

13:17:03 3 MR. BASKIN: Q. Was there ever a discussion
13:17:04 4 that you recall among the senior -- strike that.

13:17:07 5 Was there ever a discussion of any kind among
13:17:09 6 the senior executives of Google that YouTube has
13:17:23 7 pirated an illegal content constituting a large part
13:17:27 8 of its traffic?

13:17:28 9 MR. MANCINI: Objection; lacks foundation;
13:17:30 10 vague and ambiguous; calls for a legal conclusion.

13:17:31 11 THE WITNESS: Yeah, I don't recall.

13:17:35 12 MR. BASKIN: Q. You recall no such
13:17:37 13 conversations at any time; is that what you're saying?

13:17:39 14 MR. MANCINI: Objection; asked and answered.

13:17:40 15 THE WITNESS: Sorry. You're asking the same
13:17:41 16 question.

13:17:42 17 MR. BASKIN: Q. You recall no such
13:17:43 18 conversations among the senior executives at Google at
13:17:46 19 any time, right, Mr. Page?

13:17:47 20 MR. MANCINI: Just asked and answered.

13:17:49 21 THE WITNESS: I'm sorry. I couldn't quite
13:17:52 22 hear what you said between the two.

13:17:55 23 MR. BASKIN: Q. I've said -- I said, during
13:17:56 24 the course of all the OC meetings that you attended
13:18:02 25 and its predecessor to the OC, when the senior

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13:18:06 2 executives of Google convene, am I right, sir, that is
13:18:14 3 your testimony, that you do not recall an instance
13:18:18 4 where the senior executives of Google discussed that a
13:18:23 5 large part of the traffic in YouTube is pirated
13:18:28 6 content?

13:18:28 7 MR. MANCINI: So same exact objections. It's
13:18:31 8 been asked and it's been answered, and although the
13:18:35 9 witness has testified to his lack of knowledge, I also
13:18:37 10 want to object to preserve it to the extent it calls
13:18:40 11 for communications with counsel, and I instruct the
13:18:43 12 client not to answer.

13:18:44 13 THE WITNESS: I don't recall.

13:19:03 14 MR. BASKIN: Q. Now, in the course -- how
13:19:21 15 often, by the way, do you speak to Mr. Schmidt?

13:19:27 16 A How often do I speak to Mr. Schmidt?

13:19:31 17 Q Is it a daily event?

13:19:36 18 A I mean, there's a lot of -- you know, a lot
13:19:40 19 of travel and so on. Pretty often.

13:19:46 20 Q And how close are your offices, Mr. Page?

13:19:50 21 A How close are our offices physically?

13:19:54 22 Five-minute walk.

13:19:58 23 Q And do you recall Mr. Schmidt communicating
13:20:05 24 to you regarding what he had learned at the May GPS
13:20:13 25 meeting on the topic of Google Video?

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13:20:16 2 MR. MANCINI: Objection; lacks foundation;
13:20:17 3 vague and ambiguous.

13:20:18 4 THE WITNESS: I don't recall.

13:20:19 5 MR. BASKIN: Q. Do you recall, for example,
13:20:22 6 whether Mr. Schmidt ever told you that the Google
13:20:39 7 Video team had stated in a deck given to him, that
13:20:52 8 YouTube's business model is completely sustained by
13:20:56 9 pirated content? They are at the mercy of companies
13:21:01 10 not responding with DCM requests?

13:21:08 11 Do you recall Mr. Schmidt ever telling you he
13:21:10 12 learned that at a GPS meeting regarding the topic of
13:21:15 13 Google Video and YouTube?

13:21:16 14 MR. MANCINI: Objection; lacks foundation;
13:21:17 15 vague and ambiguous.

13:21:18 16 THE WITNESS: I don't recall.

13:21:18 17 MR. BASKIN: Q. Do you recall Mr. Schmidt
13:21:20 18 ever advising the OC or its predecessor of what he was
13:21:28 19 told at the spring 2006 GPS meeting on the topic of
13:21:34 20 piracy at YouTube?

13:21:35 21 MR. MANCINI: Objection; lacks foundation;
13:21:37 22 vague and ambiguous and calls for a legal conclusion.

13:21:39 23 THE WITNESS: I don't recall.

13:21:39 24 MR. BASKIN: Q. Do you recall whether the
13:21:42 25 senior executives of Google, prior to the decision to

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13:21:47 2 buy YouTube, ever considered the issue of piracy at
13:21:53 3 YouTube?

13:21:53 4 MR. MANCINI: Objection; vague and ambiguous;
13:21:57 5 calls for a legal conclusion.

13:22:00 6 To the extent it seeks communications with
13:22:01 7 counsel, I instruct the witness not to answer.

13:22:04 8 THE WITNESS: I won't answer.

13:22:06 9 MR. BASKIN: Q. Did you ever consider in
13:22:10 10 your own mind, prior to the acquisition of YouTube by
13:22:13 11 Google, the issue of copyright piracy at YouTube?

13:22:22 12 MR. MANCINI: Objection; calls for a legal
13:22:24 13 conclusion; vague and ambiguous.

13:22:25 14 THE WITNESS: I don't recall.

13:22:27 15 MR. BASKIN: Why don't we take a two-minute
13:22:37 16 break.

13:22:38 17 THE VIDEOGRAPHER: We are now going off the
13:22:39 18 record.

13:22:39 19 The time is 1:18 p.m.

13:22:41 20 (Lunch break taken 1:18 p.m.)

21 ----oOo----

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2 A F T E R N O O N S E S S I O N

13:53:39 3 1:54 p.m.

13:53:39 4

13:58:17 5 THE VIDEOGRAPHER: We're now going back on

13:58:29 6 the record. The time is 1:54 p.m.

13:58:33 7 MR. BASKIN: Okay.

13:58:35 8 Q Mr. Page, am I correct that over the years,

13:58:44 9 Google has held negotiations with major entertainment

13:58:52 10 companies like movie studios and producers of

13:58:56 11 televised content for revenue-sharing deals, whereby

13:59:05 12 the content owners would license their content over

13:59:09 13 YouTube or Google Video and split revenue with Google?

13:59:15 14 MR. MANCINI: Objection; vague and ambiguous.

13:59:17 15 THE WITNESS: Yeah, there's a lot of premises

13:59:23 16 there.

13:59:24 17 Can you split it up into multiple questions,

13:59:27 18 maybe?

13:59:28 19 MR. BASKIN: Q. Over the years, has Google

13:59:32 20 engaged in negotiations with entertainment companies

13:59:40 21 to license their --

13:59:41 22 A Wait. Can we stop there?

13:59:45 23 Q -- to license their content?

13:59:47 24 A Okay. We have -- there's probably been a

13:59:55 25 number of different deals with entertainment companies

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13:59:57 2 around content.

14:00:00 3 Q And am I right that the way these deals

14:00:04 4 function is that Google would receive a license to use

14:00:13 5 the content on Google Video or YouTube and

14:00:19 6 advertisements -- advertising revenues surrounding

14:00:24 7 that content would be shared between Google and the

14:00:27 8 entertainment companies?

14:00:29 9 MR. MANCINI: Objection; assumes facts; vague

14:00:31 10 and ambiguous.

14:00:31 11 THE WITNESS: Yeah, again, there's a lot of

14:00:35 12 assumptions there. Can you split that again into

14:00:37 13 multiple questions?

14:00:38 14 MR. BASKIN: Q. Was it a key element of

14:00:42 15 Google's negotiations with movie studios and TV

14:00:49 16 companies that the TV companies would license their

14:00:55 17 content on Google Video and YouTube?

14:00:57 18 MR. MANCINI: Objection; vague and ambiguous.

14:00:58 19 THE WITNESS: Can you restate that?

14:01:04 20 MR. BASKIN: Q. You didn't understand my

14:01:06 21 words, Mr. Page?

14:01:08 22 A Well, I think it's very important that I

14:01:09 23 answer accurately, so I'd like you to restate the

14:01:12 24 question.

14:01:14 25 Q Am I correct, sir, that a key element of

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14:01:20 2 Google's negotiations with movie studios and TV

14:01:23 3 companies is for Google to acquire a license to

14:01:30 4 display their content on Google Video or YouTube?

14:01:34 5 MR. MANCINI: Objection; vague and ambiguous.

14:01:41 6 THE WITNESS: Sorry. I guess I'm -- I'm

14:01:44 7 confused about the definition of "key element."

14:01:49 8 MR. BASKIN: Q. Which word are you having

14:01:51 9 problems with, Mr. Page? The word "key" or "element"?

14:01:56 10 MR. MANCINI: I'm actually confused by the

14:01:58 11 terms myself, Mr. Baskin. There's probably a better

14:02:01 12 way to ask that question.

14:02:02 13 MR. BASKIN: Q. Which word confuses you,

14:02:04 14 Mr. Page, key or element?

14:02:06 15 A The combination of the two words.

14:02:07 16 Q That combination is confusing to you, sir?

14:02:11 17 Is that right?

14:02:13 18 A You know, business deals between large

14:02:15 19 companies are pretty complex things involving many

14:02:20 20 different aspects. There's many possible companies

14:02:25 21 represented by your question. It's a difficult

14:02:27 22 question to answer.

14:02:32 23 Q When Google has held negotiations with movie

14:02:35 24 studios and television -- producers of television

14:02:41 25 content, has Google sought to obtain a license to

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14:02:49 2 display their content on YouTube or Google Video?

14:02:56 3 A Again, the first part of the question, movie
14:03:01 4 studios or? You want to remind me of the question?

14:03:08 5 Your -- your corporate entities were movie studios or?

14:03:12 6 Q Are you having problems understanding me,
14:03:15 7 Mr. Baskin?

14:03:16 8 MR. MANCINI: Mr. Baskin, he just wants to be
14:03:19 9 precise. He wants you to break down the question.

14:03:21 10 MR. BASKIN: Q. When Google has had
14:03:22 11 discussions with movie studios, has Google sought to
14:03:26 12 negotiate to get a license to display their
14:03:32 13 copyrighted content on YouTube and Google Video?

14:03:36 14 MR. MANCINI: Objection; vague and ambiguous.

14:03:37 15 THE WITNESS: Yeah, I don't recall.

14:03:43 16 MR. BASKIN: Q. Well, do you recall when
14:03:44 17 Google has had discussions with -- with television
14:03:47 18 producing companies like MTV Networks or Turner
14:03:53 19 Broadcasting, did Google seek to negotiate to get a
14:04:00 20 license to display their copyrighted content on
14:04:04 21 YouTube and Google Video?

14:04:05 22 MR. MANCINI: Same objections; objection to
14:04:08 23 the extent it seeks a legal conclusion, and continuing
14:04:11 24 objection as it being beyond the scope of Judge
14:04:14 25 Stanton's order for this deposition, but you can

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14:04:19 2 answer if you recall.

14:04:20 3 THE WITNESS: Again, there's a lot of detail
14:04:24 4 in those arrangements and a lot of complexity, and so
14:04:30 5 the -- the definition of all those terms is -- is
14:04:33 6 relevant to how I would answer the question. You're
14:04:40 7 asking me a very, very specific question which I then
14:04:43 8 can't recall.

14:04:43 9 MR. BASKIN: Q. Now, when Google or YouTube
14:04:50 10 personnel -- well, let's break it down first.

14:04:53 11 When YouTube personnel have held negotiations
14:04:58 12 with major entertainment companies, have you been kept
14:05:04 13 advised regarding the status of the negotiation?

14:05:07 14 MR. MANCINI: Objection; lacks foundation.

14:05:10 15 Do you have a time period in mind,
14:05:11 16 Mr. Baskin?

14:05:14 17 MR. BASKIN: Q. What's your answer,
14:05:15 18 Mr. Page?

14:05:17 19 A In general, for all Google businesses, you
14:05:19 20 know, I try to keep apprised of what's happening, but
14:05:23 21 there's a tremendous number of deals going on and
14:05:26 22 things going on.

14:05:27 23 Q Well, my question is, particularly in the
14:05:31 24 negotiations with big movie studios, like Viacom
14:05:37 25 Paramount, or Walt Disney, or Turner, or NBC

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14:05:44 2 Universal, were you being kept apprised of the status
14:05:48 3 of the negotiations?

14:05:51 4 A Again, I said, in general, I'm kept apprised
14:05:53 5 of major happenings in the company.

14:05:57 6 Are you asking a specific question about a
14:06:01 7 specific deal or just in general?

14:06:03 8 Q Let me ask it again. Listen very carefully
14:06:05 9 to the question, okay, Mr. Page.

14:06:07 10 Here's the question: Particularly in the
14:06:12 11 negotiations with big movie studios like Viacom,
14:06:17 12 Paramount, or Walt Disney, or Turner, or NBC
14:06:24 13 Universal, were you being kept apprised of the status
14:06:29 14 of the negotiations?

14:06:30 15 MR. MANCINI: Objection; compound question.

14:06:33 16 THE WITNESS: I wouldn't say particularly.

14:06:40 17 MR. BASKIN: Q. And when you say you
14:06:52 18 wouldn't be -- say "particularly," you mean -- what do
14:06:54 19 you mean by that, sir?

14:06:56 20 A It seems like you're trying to imply in the
14:06:58 21 complicated question form that I was particularly
14:07:00 22 apprised of such deals. I already told you, in
14:07:03 23 general, I'm apprised of what's going on. I don't
14:07:05 24 think it was any different with these kinds of deals.

14:07:09 25 Q Now, at any point in time, did you -- were

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14:07:13 2 you being advised of the terms being offered to Viacom
14:07:22 3 in connection with negotiations for a license to
14:07:27 4 display Viacom content over YouTube?

14:07:30 5 MR. MANCINI: Objection; vague and ambiguous.

14:07:35 6 MR. DEIXLER: May I note for the record and
14:07:37 7 note my objection to the witness's repeated looking at
14:07:41 8 the transcript of the questions and answers. I
14:07:43 9 believe it's irregular and improper, and I ask that
14:07:46 10 that aide to his testimony be taken from him.

14:07:50 11 MR. MANCINI: So I just want to note for the
14:07:51 12 record that I said very specifically at the beginning
14:07:52 13 of this deposition that this monitor, which is for my
14:07:54 14 benefit, was close in proximity to the witness, and I
14:07:58 15 didn't hear an objection to that because of the setup
14:08:00 16 of this room.

14:08:01 17 I'm happy to move it, Mr. Baskin, if you
14:08:04 18 think it's somehow improperly aiding this witness.

14:08:07 19 MR. BASKIN: To be honest with you, I love
14:08:11 20 the fact he's videotaped watching the monitor, so
14:08:13 21 you're welcome to look at the monitors, as far as I'm
14:08:13 22 concerned, but I understand his objection.

14:08:17 23 Q Now -- so let me ask you again, Mr. Page.

14:08:20 24 In connection with Viacom, were you being
14:08:24 25 apprised of the terms of the negotiations between

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