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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

VIACOM INTERNATIONAL INC., ET	)	
AL.,	)	
	)	ECF Case
Plaintiffs,	)	
v.	)	Civil No. 07-CV-2103 (LLS)
	)	
YOUTUBE, INC., ET AL.,	)	
	)	
Defendants.	)	
THE FOOTBALL ASSOCIATION	)	
PREMIER LEAGUE LIMITED, ET AL.,	)	
on behalf of themselves and all others	)	ECF Case
similarly situated,	)	
	)	Civil No. 07-CV-3582 (LLS)
Plaintiffs,	)	
v.	)	
	)	
YOUTUBE, INC., ET AL.,	)	
	)	
Defendants.	)	

**DECLARATION OF ANDREW H. SCHAPIRO
IN FURTHER SUPPORT OF DEFENDANTS'
MOTION FOR SUMMARY JUDGMENT**

Andrew H. Schapiro, pursuant to 28 U.S.C. § 1746, hereby declares as follows:

1. I am a partner at the firm of Mayer Brown LLP, attorneys for Defendants YouTube, Inc., YouTube, LLC, and Google Inc. (collectively, “YouTube”) in the above-captioned matters. I submit this Declaration in further support of Defendants’ Motion for Summary Judgment.

2. Attached hereto are true and correct copies of the following documents. Documents with the following Bates prefixes were produced by the following party or non-party in these actions:

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- Documents with the Bates prefix “GOO001” were produced by YouTube in these actions.
- Documents with the Bates prefix “VIA” were produced by plaintiffs Viacom International Inc., Comedy Partners, Country Music Television, Inc., Paramount Pictures Corporation and Black Entertainment Television LLC (collectively, “Viacom”) in these actions.
- Documents with the Bates prefix “MPAA” were produced by non-party Motion Picture Association of America pursuant to a subpoena.
- Documents with the Bates prefix “AM” were produced by non-party Audible Magic pursuant to a subpoena.
- Documents with the Bates prefix “CAL” were produced by named plaintiff Cal IV Entertainment, LLC.
- Documents with the Bates prefix “BAYTSP” were produced by non-party BayTSP, Inc. pursuant to a subpoena.
- Documents with the Bates prefix “FS” were produced by non-party Fanscape Inc. pursuant to a subpoena.
- Documents with the Bates prefix “JK” were produced by non-party Jawed Karim pursuant to a subpoena.
- Documents with the Bates prefix “TA” were produced by non-party Total Assault pursuant to a subpoena.

Exhibit	Description
1	Excerpts of the Deposition of Mika Salmi (Oct. 16, 2009)
2	Excerpts of the Deposition of Tom Freston (Sept. 11, 2009)
3	Brief for Defendants-Appellees, <i>Kane v. Comedy Partners</i> , No. 03-9136 (2d Cir. Feb. 4, 2004)
4	BAYTSP 003749923 – BAYTSP 003749928
5	VIA11788422 – VIA11788425
6	FS000085
7	VIA11918325 – VIA11918330
8	VIA00857400 – VIA00857401
9	VIA10391714
10	VIA00346037 – VIA00346039
11	FS048711 – FS048716
12	FS008462 – FS008465
13	Excerpts of the Deposition of John Eddow (Nov. 12, 2009)
14	GOO001-09681139 – GOO001-09681150

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Exhibit	Description
15	Excerpts of the Deposition of Lee L'Archevesque (Feb. 18, 2010)
16	Excerpts of the Deposition of Mark Hall (Feb. 23, 2010)
17	Excerpts of the Deposition of Warren Solow (Jan. 14, 2010)
18	VIA16072901 – VIA16072922
19	BAYTSP 001125759
20	BAYTSP 001093517 – BAYTSP 001093523
21	VIA11787337 – VIA11787338
22	BAYTSP 003723588
23	VIA12077787 – VIA12077788
24	VIA02074233 – VIA02074235
25	VIA11918145
26	BAYTSP 004313354 – BAYTSP 004313364
27	BAYTSP 004296418
28	VIA11918146 – VIA11918148
29	FS043068 – FS043070
30	BAYTSP 004342189 – BAYTSP 004342190
31	GOO001-00222788 – GOO001-00222789
32	VIA01603890 – VIA01603912
33	BAYTSP 004133220 – BAYTSP 004133233
34	VIA11988578 – VIA11988601
35	BAYTSP 004295213
36	VIA01492305 – VIA01492306
37	GOO001-00629095
38	VIA16853903 – VIA16853909
39	AM 003814 – AM 003842
40	Letter from S. Kohlmann to Hon. Louis L. Stanton (May 20, 2010)
41	VIA02074915 – VIA02074916
42	MPAA004280 – MPAA004314
43	GOO001-00021505
44	GOO001-07091995
45	GOO001-06126509 – GOO001-06126512
46	Excerpts of the Rule 30(b)(6) Deposition of YouTube, by Christopher Maxcy (Jan. 14, 2010)
47	Excerpts of the Deposition of Matthew Liu (Nov. 13, 2009)
48	Excerpts of the Deposition of Varun Kacholia (Jan. 8, 2010)
49	YouTube “Help” Section (Sept. 23, 2005), retrieved from Internet Archive (http://web.archive.org/web/20050923182608/www.youtube.com/help.php)
50	GOO001-01279682 – GOO001-01279683
51	YouTube Terms of Use (Oct. 28, 2005), retrieved from Internet Archive (http://web.archive.org/web/20051028091308/www.youtube.com/terms.php)
52	VIA16075524 – VIA16075525
53	VIA15022945 – VIA15022946

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Exhibit	Description
54	Transcript of Oral Argument, <i>MGM Studios, Inc. v. Grokster, Ltd.</i> , 545 U.S. 913 (2005) (No. 04-480)
55	YouTube screenshot of http://www.youtube.com/user/FiveYear
56	The Official YouTube Blog (March 26, 2006), retrieved from http://youtube-global.blogspot.com/2006/03/your-15-minutes-of-fameummmmake-that-10.html
57	VIA01673620 – VIA01673638
58	Oct. 23, 2009 Hearing Transcript, <i>Viacom Int’l Inc., et al. v. YouTube, Inc. et al.</i> (No. 07-CV-2103) and <i>The Football Ass’n Premier League Ltd., et al. v. YouTube, Inc. et al.</i> (No. 07-CV-3582)
59	Excerpts of the Deposition of Robert Tur (Nov. 12, 2009)
60	Excerpts of the Rule 30(b)(6) Deposition of X-Ray Dog, by Timothy Stithem (Dec. 8, 2009)
61	Excerpts of the Deposition of Nancy DiTuro (Nov. 10, 2008)
62	Excerpts of the Deposition of Seigo Takeshima (Aug. 25, 2008)
63	CAL00000747 – CAL00000780
64	Excerpts of the Deposition of Brian Bradford (Mar. 12, 2009)
65	Excerpts of the Deposition of Alex Ellerson (May 22, 2009)
66	Excerpts of the Deposition of Micah Schaffer (July 23, 2008)
67	Excerpts of the Deposition of Deborah Kadetsky (Aug. 18, 2009)
68	Plaintiffs Viacom International Inc. et al.’s Responses to Defendants’ First Set of Requests for Admission (Jan. 8, 2010)
69	Excerpts of the Deposition of Michael Fricklas (Sept. 22, 2009)
70	VIA15023626 – VIA15023627
71	VIA00220642
72	GOO001-00853898 – GOO001-00853900
73	GOO001-06048929 – GOO001-06049221
74	GOO001-04983155 – GOO001-04983156
75	GOO001-00241683
76	Excerpts of the Deposition of Michael Wolf (Apr. 17, 2009)
77	Excerpts of the Deposition of Amy Powell (Dec. 15, 2009)
78	VIA00565284 – VIA00565285
79	VIA00558182 – VIA00558184
80	JK00000106 – JK00000122
81	JK00000102
82	Excerpts of the Deposition of Jawed Karim (June 9, 2009)
83	BAYTSP 003743122 – 003743148
84	BAYTSP 004133087
85	VIA02689261 – VIA02689264
86	GOO001-01859813 – GOO001-01859814
87	VIA00369555
88	GOO001-06030607 – GOO001-06030610

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Exhibit	Description
89	GOO001-00866497 – GOO001-00866498
90	GOO001-00858580
91	GOO001-01385428 – GOO001-01385430
92	Excerpts of the Deposition of Megan Wahtera (Dec. 4, 2009)
93	Declaration of Yu Jin Kang, <i>Viacom Int’l, Inc., et al. v. YouTube, Inc., et al.</i> , dated Nov. 24, 2008
94	Data re: YouTube Video ID: 49zOwm8ojD4
95	VIA00378823 – VIA00378826
96	VIA02359391
97	VIA02364299 – VIA02364300
98	FS43167 – FS43168
99	YouTube screenshot of http://www.youtube.com/watch?v=5_Wx-qI4Rs0
100	YouTube screenshot of http://www.youtube.com/watch?v=ONHxYF2u3gc
101	GOO001-05027749
102	BAYTSP 004174340 – BAYTSP 004174342
103	BAYTSP 002045787
104	BAYTSP 003927252 – BAYTSP 003927253
105	Excerpts of the Deposition of Michelena Hallie (Dec. 10, 2009)
106	BAYTSP 003766865
107	BAYTSP 004182969
108	BAYTSP 004283313
109	VIA10197825 – VIA10197827
110	VIA01918077 – VIA01918192
111	VIA00853644
112	VIA01893418 – VIA01893419
113	VIA00456983
114	“Comedy Central clips back on YouTube,” <i>Ars Technica</i> , Nov. 1, 2006 (http://arstechnica.com/business/news/2006/11/8126.ars)
115	“Fake News Back on YouTube,” <i>The New York Post</i> , Oct. 31, 2006
116	GOO001-00856889
117	GOO001-00868425
118	VIA01129508 – VIA01129509
119	VIA00329104
120	VIA00471804 – VIA00471805
121	VIA00329124
122	VIA00883852 – VIA00883854
123	VIA00613122
124	VIA02047549
125	VIA00343418
126	VIA02048414
127	VIA00173554 – VIA00173556
128	VIA00173127

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Exhibit	Description
129	VIA00905517 – VIA00905518
130	VIA00883751 – VIA00883752
131	VIA00225564 – VIA00225565
132	Excerpts of the Deposition of Erik Flannigan (Oct. 16, 2008)
133	VIA01183721
134	BAYTSP 001110371
135	BAYTSP 003724700
136	GOO001-05885499 – GOO001-05885502
137	TA000197 – TA000199
138	Excerpts of the Deposition of Damon Burrell (Apr. 14, 2009)
139	Excerpts of the Deposition of Tina Exarhos (Feb. 23, 2009)
140	YouTube screenshot of http://www.youtube.com/watch?v=1HDRtaUG11w
141	Excerpts of the Deposition of Tamar Teifeld (Feb. 18, 2009)
142	VIA01173532 – VIA01173538
143	Excerpts of the Deposition of Jason Witt (Sept. 25, 2008)
144	Excerpts of the Deposition of Judy McGrath (July 29, 2009)
145	Excerpts of the Deposition of Doug Herzog (Jan. 16, 2009)
146	Excerpts of the Deposition of Sumner Redstone (May 20, 2009)
147	VIA10391650 – VIA10391670
148	VIA00200735 – VIA00200737
149	VIA00399022
150	Excerpts of the Deposition of Theodora Michaels (Sept. 24, 2009)
151	VIA00561303 – VIA00561304
152	VIA02509711 – VIA02509714
153	VIA01999495
154	VIA11789373 – VIA11789375
155	VIA02349964 – VIA02349981
156	<i>American Beauty</i> , Original Motion Picture Score
157	Screenshot of http://www.youtube.com/watch?v=WoH85zHD8Sk
158	Screenshot of http://www.youtube.com/watch?v=TRgRz3nSG7o
159	Screenshot of http://www.youtube.com/watch?v=HGRFvus8v5M
160	Screenshot of http://www.youtube.com/watch?v=LwXHwDz0cXg
161	Screenshot of http://www.youtube.com/watch?v=PsD0NpFSADM
162	Screenshot of http://www.youtube.com/watch?v=PzRHlpEmr0w
163	Screenshot of http://www.youtube.com/watch?v=6GQ0z5rBci4
164	Screenshot of http://www.youtube.com/watch?v=ovugcIIWMEk

3. Defendants' Reply Brief In Support Of Defendants' Motion For Summary Judgment refers to a number of videos from the YouTube website.

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Attached hereto are true and correct copies of those videos. Version “A” of each video is provided in the “Flash Video,” or “.flv,” format, as stored on YouTube’s servers. (See Declaration of Michael Solomon, filed on March 5, 2010, at ¶ 12, which explains the manner in which those videos were captured from YouTube’s servers.) For the Court’s convenience, we have also converted each video to the “MPEG-1” format, and include that format as version “B.”

Exhibit	Description
165A	3DKQ1-W37AM (.flv format)
165B	3DKQ1-W37AM (MPEG-1 format)
166A	rXi0--gREZo (.flv format)
166B	rXi0--gREZo (MPEG-1 format)
167A	cWpKb_5u6lk (.flv format)
167B	cWpKb_5u6lk (MPEG-1 format)
168A	trNExuaIGig (.flv format)
168B	trNExuaIGig (MPEG-1 format)
169A	S4wv33PhRbw (.flv format)
169B	S4wv33PhRbw (MPEG-1 format)
170A	HX0twHa8hoY (.flv format)
170B	HX0twHa8hoY (MPEG-1 format)
171A	Q90toG3a8BY (.flv format)
171B	Q90toG3a8BY (MPEG-1 format)
172A	JabwaEuiaTY (.flv format)
172B	JabwaEuiaTY (MPEG-1 format)
173A	7AqmLH9z9Qw (.flv format)
173B	7AqmLH9z9Qw (MPEG-1 format)
174A	u0GkseyIY_M (.flv format)
174B	u0GkseyIY_M (MPEG-1 format)
175A	2EsRenCKMNE (.flv format)
175B	2EsRenCKMNE (MPEG-1 format)
176A	AYnA98RMla8 (.flv format)
176B	AYnA98RMla8 (MPEG-1 format)
177A	rf3BHTB2RAY (.flv format)
177B	rf3BHTB2RAY (MPEG-1 format)
178A	cR5BCbGyTkc (.flv format)
178B	cR5BCbGyTkc (MPEG-1 format)
179A	hSdMtP8qztA (.flv format)

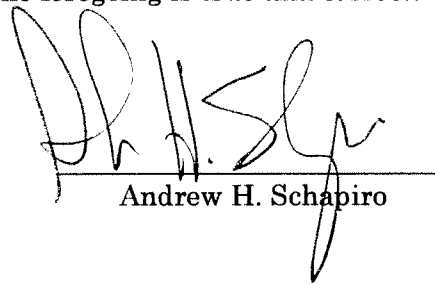
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Exhibit	Description
179B	hSdMtP8qztA (MPEG-1 format)
180A	WoH85zHD8Sk (.flv format)
180B	WoH85zHD8Sk (MPEG-1 format)
181A	TRgRz3nSG7o (.flv format)
181B	TRgRz3nSG7o (MPEG-1 format)
182A	HGRFvus8v5M (.flv format)
182B	HGRFvus8v5M (MPEG-1 format)
183A	LwXHwDz0cXg (.flv format)
183B	LwXHwDz0cXg (MPEG-1 format)
184A	PsD0NpFSADM (.flv format)
184B	PsD0NpFSADM (MPEG-1 format)
185A	PzRHlpEmr0w (.flv format)
185B	PzRHlpEmr0w (MPEG-1 format)
186A	6GQ0z5rBci4 (.flv format)
186B	6GQ0z5rBci4 (MPEG-1 format)
187A	ovugclIWMEk (.flv format)
187B	ovugclIWMEk (MPEG-1 format)
188A	II4oaRpA81E (.flv format)
188B	II4oaRpA81E (MPEG-1 format)
189A	eijhloJjg50 (.flv format)
189B	eijhloJjg50 (MPEG-1 format)
190A	DkXAFeiZCs0 (.flv format)
190B	DkXAFeiZCs0 (MPEG-1 format)
191A	CKMhcoopYuM (.flv format)
191B	CKMhcoopYuM (MPEG-1 format)
192A	5_Wx-qI4Rs0 (.flv format)
192B	5_Wx-qI4Rs0 (MPEG-1 format)
193A	ONHxYF2u3gc (.flv format)
193B	ONHxYF2u3gc (MPEG-1 format)
194A	SPEexW7gXMw (.flv format)
194B	SPEexW7gXMw (MPEG-1 format)
195A	W4UW2CBWrO4 (.flv format)
195B	W4UW2CBWrO4 (MPEG-1 format)
196A	jlwMQBzfmc4 (.flv format)
196B	jlwMQBzfmc4 (MPEG-1 format)
197A	cGrnebuquSk (.flv format)
197B	cGrnebuquSk (MPEG-1 format)
198A	HPB9tq7f_1k (.flv format)
198B	HPB9tq7f_1k (MPEG-1 format)

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I certify under penalty of perjury that the foregoing is true and correct.

Dated: New York, NY
June 14, 2010



Andrew H. Schapiro