

HIGHLY CONFIDENTIAL

**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. |) | |
| <hr/> | | |
| 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. |) | |
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**DECLARATION OF ANDREW H. SCHAPIRO IN SUPPORT OF
DEFENDANTS’ OPPOSITION TO PLAINTIFFS’ MOTIONS FOR PARTIAL
SUMMARY JUDGMENT AND DEFENDANTS’ OBJECTIONS TO
EVIDENCE AND MOTION TO STRIKE MATERIAL FROM VIACOM’S
SUMMARY JUDGMENT SUBMISSIONS AND PUTATIVE CLASS
PLAINTIFFS’ RULE 56.1 STATEMENT**

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 support of Defendants’ Opposition to Plaintiffs’ Motions for Partial Summary Judgment and Defendants’ Objections to Evidence and Motion to Strike Material from Viacom’s Summary Judgment Submissions and Putative Class Plaintiffs’ Rule 56.1 Statement.

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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:

- 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 “CH” were produced by named plaintiff Cherry Lane Music Publishing Company, Inc.
- Documents with the Bates prefix “PL” were produced by named plaintiff The Football Association Premier League Limited (“Premier League”), and documents with the Bates prefix “PLC” were produced by the individual Clubs making up the Premier League.
- Documents with the Bates prefix “RD” were produced by Reality Digital pursuant to a subpoena.
- 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 “CSSU” were produced by non-party Credit Suisse pursuant to a subpoena.
- Documents with the Bates prefix “WS” were produced by non-party WiredSet pursuant to a subpoena.
- Documents with the Bates prefix “AUD” were produced by non-party Auditude pursuant to a subpoena.
- 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.

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- Documents with the Bates prefix “ICED” or “IM” were produced by non-party ICED Media Ltd. pursuant to a subpoena.
- Documents with the Bates prefix “JK” were produced by non-party Jawed Karim pursuant to a subpoena.

| Exhibit | Description |
|----------------|---|
| 1 | Excerpts of the Deposition of Warren Solow (Jan. 14, 2010) |
| 2 | BAYTSP 003734513 – BAYTSP 003734514 |
| 3 | <i>Pacenza v. IBM Corp.</i> , No. 04 Civ. 5831 (SCR), slip op. (S.D.N.Y. July 26, 2007) |
| 4 | Email from Scott Wilkens to Michael Rubin (Feb. 18, 2010) |
| 5 | VIA02644435 |
| 6 | VIA00024535 |
| 7 | VIA10794802 – VIA10794804 |
| 8 | G00001-01855855 |
| 9 | VIA10392821 – VIA10392822 |
| 10 | VIA00366609 – VIA00366611 |
| 11 | VIA10391626 – VIA10391627 |
| 12 | G00001-02464774 |
| 13 | VIA01259506 |
| 14 | G00001-01151214 – G00001-01151216 |
| 15 | VIA00366904 – VIA00366905 |
| 16 | ICED000659 – ICED000792 |
| 17 | VIA01183836 – VIA01183837 |
| 18 | G00001-00858588 – G00001-00858589 |
| 19 | VIA01127413 – VIA01127417 |
| 20 | VIA01256408 – VIA01256418 |
| 21 | VIA00911452 – VIA00911453 |
| 22 | VIA00346888 – VIA00346892 |
| 23 | VIA10405927 – VIA10405928 |
| 24 | VIA01986353 |
| 25 | VIA00369528 – VIA00369534 |
| 26 | VIA01107876 – VIA01107878 |
| 27 | VIA00372241 |
| 28 | FS020957 – FS020965 |
| 29 | VIA10390550 – VIA10390552 |
| 30 | VIA00183009 – VIA00183013 |
| 31 | VIA10405377 – VIA10405378 |
| 32 | VIA00330203 – VIA00330204 |
| 33 | VIA00377151 |
| 34 | VIA00373066 |
| 35 | VIA11609108 |
| 36 | VIA00373203 |

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| 37 | BAYTSP 003720838 – BAYTSP 003720839 |
| 38 | VIA10487876 |
| 39 | VIA00830842 – VIA00830860 |
| 40 | VIA00518503 |
| 41 | YouTube screenshot, “Talking Dog from ‘Norbit’” |
| 42 | VIA00377161 |
| 43 | VIA00430652 |
| 44 | VIA16669294 – VIA16669298 |
| 45 | VIA01163976 – VIA01163977 |
| 46 | BAYTSP 004270654 – BAYTSP 004270656 |
| 47 | BAYTSP 003733297 – BAYTSP 003733309 |
| 48 | VIA00222252 – VIA00222253 |
| 49 | VIA00353643 |
| 50 | VIA00356563 – VIA00356565 |
| 51 | VIA01987932 |
| 52 | VIA00354498 |
| 53 | VIA11918115 – VIA11918116 |
| 54 | VIA01297987 – VIA01297993 |
| 55 | FS008462 – FS008465 |
| 56 | VIA00374543 – VIA00374544 |
| 57 | VIA00859418 – VIA00859433 |
| 58 | VIA00378149 – VIA00378150 |
| 59 | VIA12603576 |
| 60 | VIA02370869 – VIA02370871 |
| 61 | FS047864 |
| 62 | YouTube screenshot, “YouTube – GossipGirl40’s Channel” |
| 63 | VIA01293224 |
| 64 | FS040028 – FS040030, FS005633 – FS005638, FS044318 – FS044322, FS006613 – FS006617, FS005922 – FS005930, FS008751 – FS008758 |
| 65 | FS042795 – FS042819 |
| 66 | FS042979 |
| 67 | FS001794 – FS001808 |
| 68 | “About Us,” www.youtube.com (Apr. 28, 2005), retrieved from Internet Archive (http://web.archive.org/web/20050428171556/www.youtube.com/about.php) |
| 69 | JK00004824 – JK00004825 |
| 70 | JK00009428 |
| 71 | Excerpts of the Deposition of Heather Gillette (Aug. 12, 2008) |
| 72 | “FAQ – South Park Studios” (http://www.southparkstudios.com/fans/faq/archives.php?month=8&year=2003) |
| 73 | “YouTube removing Comedy Central Clips,” Oct. 30, 2006 (http://money.cnn.com/2006/10/30/technology/youtube_comedycentral/index.htm) |
| 74 | G00001-09623261 – G00001-09623262 |

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| 75 | JK00005044 |
| 76 | JK00005042 |
| 77 | Excerpts of the Deposition of Jawed Karim (June 9, 2009) |
| 78 | Excerpts of the Deposition of Tina Exarhos (Feb. 23, 2009) |
| 79 | VIA00557328 – VIA00557329 |
| 80 | VIA00866489 – VIA00866491 |
| 81 | JK00003503 – JK00003504 |
| 82 | JK00006392 – JK00006393 |
| 83 | Excerpts of the Deposition of Chad Hurley (Apr. 22, 2009) |
| 84 | JK00000226 – JK00000232 |
| 85 | JK00006166 – JK00006169 |
| 86 | JK00006156 – JK00006157 |
| 87 | JK00009595 – JK00009596 |
| 88 | VIA00330354 |
| 89 | Excerpts of the Deposition of Tom Freston (Sept. 11, 2009) |
| 90 | Defendants’ “Highly Confidential” Amended Responses and Objections to Plaintiffs’ First Set of Interrogatories (Jan. 10, 2010) |
| 91 | VIA17711810 – VIA17711931 |
| 92 | VIA11918012 – VIA11918013 |
| 93 | Excerpts of the Deposition of Zahavah Levine (Apr. 2, 2009) |
| 94 | Excerpts of the Deposition of Micah Schaffer (July 23, 2008) |
| 95 | GOO001-06107604 – GOO001-06107605 |
| 96 | GOO001-04887593 – GOO001-04887595 |
| 97 | GOO001-00425955 – GOO001-00425956 |
| 98 | GOO001-00192224 – GOO001-00192225 |
| 99 | GOO001-00192600 |
| 100 | GOO001-00543903 – GOO001-00543904 |
| 101 | GOO001-04893650 – GOO001-04893659 |
| 102 | Excerpts of the Deposition of Stanley Pierre-Louis (Oct. 14, 2008) |
| 103 | VIA17607534 |
| 104 | Excerpts of the Deposition of Mika Salmi (Oct. 16, 2009) |
| 105 | “ITV Interview: Mika Salmi, Founder and CEO, Atom Entertainment” |
| 106 | VIA07326570 |
| 107 | VIA01233269 – VIA01233270 |
| 108 | Excerpts of the Deposition of Brian Bradford (Mar. 12, 2009) |
| 109 | Excerpts of the Rule 30(b)(6) Deposition of Stage Three Music (US), Inc., by Maryann Slim (Oct. 23, 2009) |
| 110 | Excerpts of the Deposition of Alex Ellerson (May 22, 2009) |
| 111 | HFA Terms of Use (http://www.harryfox.com/public/termsUse.jsp) |
| 112 | ASCAP Terms of Use (http://www.ascap.com/about/terms/copyright.html) |
| 113 | Excerpts of the Deposition of Vance Ikezoye (Sept. 10, 2009) |
| 114 | Excerpts of the Deposition of Lauren Apolito (Jan. 7, 2010) |
| 115 | VIA01603422 – VIA01603445 |

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| 116 | Excerpts of the Deposition of Brent Hurley (Aug. 26, 2008) |
| 117 | Excerpts of the Deposition of Scott Roesch (Sept. 25, 2009) |
| 118 | Excerpts of the Deposition of Randy St. Jean (Oct. 19, 2009) |
| 119 | RD017085 – RD017093 |
| 120 | GOO001-00010746 |
| 121 | Excerpts of the Deposition of Cuong Do (Feb. 13, 2009) |
| 122 | Excerpts of the Deposition of Varun Kacholia (Jan. 8, 2010) |
| 123 | VIA10353129 – VIA10353130 |
| 124 | Excerpts of the Deposition of Victoria Libin (Dec. 2, 2009) |
| 125 | Ex. A to Plaintiffs’ Second Set of Interrogatories to Defendants YouTube, Inc., YouTube, LLC and Google Inc. |
| 126 | Excerpts of the Deposition of Mark Ishikawa (Jan. 14, 2010) |
| 127 | BAYTSP 003723655 – BAYTSP 003723656 |
| 128 | BAYTSP 003738845 – BAYTSP 003738882 |
| 129 | BAYTSP 003738714 – BAYTSP 003738745 |
| 130 | BAYTSP 003726951 - BAYTSP003726953 |
| 131 | Excerpts of the Deposition of Amy Powell (Dec. 15, 2009) |
| 132 | Excerpts of the Rule 30(b)(6) Deposition of YouTube, by Christopher Maxcy (Jan. 14, 2010) |
| 133 | Excerpts of the Rule 30(b)(6) Deposition of YouTube, by David King (Jan. 13, 2010) |
| 134 | Excerpts of the Deposition of Eric Schmidt (May 6, 2009) |
| 135 | Data produced by Audible Magic (Ikezoye Dep. Ex. 4A) |
| 136 | Excerpts of the Deposition of Viacom, by Lee L’Archevesque (Feb. 18, 2010) |
| 137 | MPAA012777 – MPAA012778 |
| 138 | MPAA012808 |
| 139 | VIA02072896 – VIA02072897 |
| 140 | AM 002090 – AM 002091 |
| 141 | GOO001-03427120 – GOO001-03427143 |
| 142 | GOO001-08050272 – GOO001-08050275 |
| 143 | BAYTSP 001125857 – BAYTSP 001125858 |
| 144 | BAYTSP 003820301 |
| 145 | Excerpts of the Deposition of Kent Walker (Dec. 17, 2009) |
| 146 | Excerpts of the Deposition of Alan Bell (Aug. 5, 2009) |
| 147 | Excerpts of the Rule 30(b)(6) Deposition of Viacom, by Mark Hall (Feb. 23, 2010) |
| 148 | VIA01707188 – VIA01707189 |
| 149 | “Biz not sure how to treat upstart YouTube,” <i>The Hollywood Reporter</i> |
| 150 | MPAA-0501207 |
| 151 | MPAA-0501218 – MPAA-0501219 |
| 152 | GOO001-01622450 |
| 153 | MPAA012723 |
| 154 | MPAA012724 |
| 155 | MPAA012767 |

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| 156 | MPAA012776 |
| 157 | G00001-02529442 – G00001-02529443 |
| 158 | G00001-02905739 – G00001-02905740 |
| 159 | G00001-01528471 – G00001-01528472 |
| 160 | G00001-01618900 – G00001-01618902 |
| 161 | G00001-09645851 – G00001-09645853 |
| 162 | Excerpts of the Deposition of Dean Garfield (Nov. 2, 2009) |
| 163 | VIA16072829 |
| 164 | MPAA-0009366 |
| 165 | Excerpts of the Rule 30(b)(6) Deposition of The Football Association Premier League Limited, by Oliver Weingarten (Dec. 15-16, 2009) |
| 166 | Excerpts of the Rule 30(b)(6) Deposition of Fédération Française de Tennis, by Georgina Loth (Dec. 2, 2009) |
| 167 | Excerpts of the Rule 30(b)(6) Deposition of Cherry Lane Music Publishing Company, Inc., by Keith Hauprich (Sept. 24, 2009) |
| 168 | Excerpts of the Rule 30(b)(6) Deposition of Edward B. Marks Music Company, Freddy Bienstock Music Company d/b/a Bienstock Publishing Company and Alley Music Corporation, by Theodora Michaels (Sept. 24, 2009) |
| 169 | Excerpts of the Rule 30(b)(6) Deposition of The Music Force Media Group LLC, The Music Force LLC, and Sin-Drome Records, by Henry Marx (Nov. 3, 2009) |
| 170 | Excerpts of the Deposition of Victoria Traube (October 8 2009) |
| 171 | Excerpts of the Deposition of Theresa Torrance (Jan. 21, 2009) |
| 172 | Excerpts of the Rule 30(b)(6) Deposition of X-Ray Dog Music, Inc., by Timothy Stithem (Dec. 8, 2009) |
| 173 | VIA01704321 – VIA01704323 |
| 174 | VIA00613131 – VIA00613133 |
| 175 | “Viacom Chief Says YouTube Clips Weren’t Licensed (Update 1),” <i>Bloomberg Businessweek</i> , Mar. 25, 2010 (http://www.businessweek.com/news/2010-03-25/viacom-chief-says-youtube-clips-weren-t-licensed-update1-.html) |
| 176 | VIA00911831 |
| 177 | VIA00182868 |
| 178 | VIA02182390 |
| 179 | VIA10129251 – VIA10129254 |
| 180 | VIA01055149 – VIA01055150 |
| 181 | VIA12601627 – VIA12601629 |
| 182 | VIA01227862 |
| 183 | Excerpts of the Deposition of Omid Kordestani (Feb. 12, 2009) |
| 184 | Excerpts of the Deposition of David Drummond (Feb. 12, 2009) |
| 185 | VIA00613676 |
| 186 | VIA00613194 – VIA00613195 |
| 187 | VIA00328176 |
| 188 | VIA01184175 – VIA01184176 |
| 189 | VIA00343398 |

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| 190 | VIA00671509 |
| 191 | VIA01179558 – VIA01179560 |
| 192 | VIA02071393 |
| 193 | VIA01893734 |
| 194 | VIA00396145 – VIA00396146 |
| 195 | VIA09076933 – VIA09076942 |
| 196 | Excerpts of the Deposition of Suzanne Reider (Oct. 3, 2008) |
| 197 | GOO001-01620945 |
| 198 | GOO001-06107416 |
| 199 | VIA00471741 – VIA0471744 |
| 200 | VIA00258331 |
| 201 | GOO001-00234754 – GOO001-00234760 |
| 202 | GOO001-00566305 – GOO001-00566310 |
| 203 | Excerpts of the Deposition of Patrick Walker (July 22, 2008) |
| 204 | Excerpts of the Deposition of Peter Chane (Dec. 2, 2009) |
| 205 | Excerpts of the Deposition of Bhanu Narasimhan (Sept. 18, 2009) |
| 206 | Excerpts of the Deposition of David Eun (Aug. 7, 2009) |
| 207 | Excerpts of the Deposition of Jonathan Rosenberg (Dec. 4, 2009) |
| 208 | Excerpts of the Deposition of Sergey Brin (Oct. 15, 2009) |
| 209 | Excerpts of the Deposition of Larry Page (Oct. 1, 2009) |
| 210 | Excerpts of the Deposition of Tim Armstrong (Oct. 30, 2008) |
| 211 | Excerpts of the Deposition of Maryrose Dunton (Aug. 22, 2008) |
| 212 | Excerpts of the Deposition of Storm Duncan (July 16, 2008) |
| 213 | CSSU 003560 – CSSU003586 |
| 214 | Excerpts of the Deposition of Jason Witt (Sept. 25, 2008) |
| 215 | VIA01497249 – VIA01497338 |
| 216 | VIA01474688 – VIA01474724 |
| 217 | Excerpts of the Deposition of Judy McGrath (July 29, 2009) |
| 218 | VIA00574637 – VIA00574639 |
| 219 | VIA01707396 – VIA01707398 |
| 220 | VIA01837343 – VIA01837344 |
| 221 | Excerpts of the Rule 30(b)(6) Deposition of Viacom, by Warren Solow (Dec. 18, 2009) |
| 222 | Excerpts of the Deposition of Roelof Botha (Aug. 5, 2009) |
| 223 | VIA15293049 – VIA15293056 |
| 224 | VIA11495647 – VIA11495660 |
| 225 | VIA11495816 – VIA11495837 |
| 226 | VIA15154372 – VIA15154386 |
| 227 | VIA16674999 – VIA16675027 |
| 228 | VIA15293234 – VIA15293246 |
| 229 | VIA11920121 – VIA11920166 |
| 230 | VIA11494286 – VIA11494449 |
| 231 | VIA12619574 – VIA12619606 |

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| 232 | VIA10942639 – VIA10942643 |
| 233 | VIA13670445 – VIA13670460 |
| 234 | VIA16421052 – VIA16421053 |
| 235 | VIA08766210 – VIA08766212 |
| 236 | VIA14012942 |
| 237 | VIA17063901 – VIA17063937 |
| 238 | VIA16074316 – VIA16074319 |
| 239 | VIA00330494 – VIA00330495 |
| 240 | VIA16074297 – VIA16074300 |
| 241 | VIA10405260 |
| 242 | VIA10402213 – VIA10402214 |
| 243 | VIA11786386 |
| 244 | VIA00468808 |
| 245 | VIA16073161 – VIA16073162 |
| 246 | VIA00206833 |
| 247 | VIA00206834 |
| 248 | VIA02094724 |
| 249 | BAYTSP 003742450 – BAYTSP003742452 |
| 250 | BAYTSP 003724542 – BAYTSP 003724548 |
| 251 | BAYTSP 003747348 |
| 252 | BAYTSP 04183405 |
| 253 | PL00146756 – PL00146758 |
| 254 | BAYTSP 004381247 – BAYTSP 004381248 |
| 255 | FS038779 |
| 256 | CH00079729 |
| 257 | Excerpts of the Deposition of Todd Apmann (July 23, 2009) |
| 258 | Excerpts of the Deposition of Nicole Browning (Oct. 7, 2009) |
| 259 | Excerpts of the Deposition of Damon Burrell (Apr. 14, 2009) |
| 260 | Excerpts of the Deposition of Donna Cooper (Oct. 31, 2008) |
| 261 | Excerpts of the Deposition of Tom Dooley (Sept. 30, 2009) |
| 262 | Excerpts of the Deposition of Cindy Emch (Nov. 19, 2009) |
| 263 | Declaration of George F. Salem in Support of Defendants’ Surreply to Plaintiffs’ Joint Motion to Compel (Apr. 4, 2008) |
| 264 | Excerpts of the Deposition of Erik Flannigan (Oct. 16, 2008) |
| 265 | Excerpts of the Deposition of Michael Fricklas (Sept. 22, 2009) |
| 266 | Excerpts of the Deposition of Michelena Hallie (Dec. 10, 2009) |
| 267 | Excerpts of the Deposition of Doug Herzog (Jan. 16, 2009) |
| 268 | Excerpts of the Deposition of Brendan Jackson (Nov. 5, 2009) |
| 269 | Excerpts of the Deposition of Courtney Nieman (Dec. 16, 2009) |
| 270 | Excerpts of the Deposition of Alfred Perry (Dec. 16, 2009) |
| 271 | Excerpts of the Deposition of Megan Wahtera (Dec. 4, 2009) |
| 272 | VIA00734485 – VIA00734496 |
| 273 | VIA15262766 – VIA15262811 |

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| 274 | VIA16813940 – VIA16813966 |
| 275 | BAYTSP003809148 – BAYTSP003809156 |
| 276 | VIA15256605 – VIA15256607 |
| 277 | VIA02355274 – VIA02355310 |
| 278 | BAYTSP004341833 |
| 279 | “No Joke: ‘SouthPark’ Uploads Spared,” <i>Multichannel News</i> , Oct. 14, 2006 |
| 280 | BAYTSP 001093517 – BAYTSP 001093523 |
| 281 | VIA01603422 – VIA01603445 |
| 282 | JK00000824 |
| 283 | JK00005698 |
| 284 | Email chain between Michael Rubin and Scott Wilkens (Apr. 2010) |
| 285 | IM_00000628 – IM_00000642 |
| 286 | Plaintiffs’ Confidential Supplemental and Amended Objections and Responses to Certain of YouTube’s Interrogatories to Viacom International, Inc. et al. (Apr. 16, 2010) |
| 287 | GOO001-00829703 |
| 288 | GOO001-00925742 – GOO001-00925743 |
| 289 | GOO001-00274220 – GOO001-00274222 |
| 290 | GOO001-00498634 – GOO001-00498635 |
| 291 | Excerpts of the Deposition of Wendy Chang (July 11, 2008) |
| 292 | GOO001-04734072 – GOO001-04734075 |
| 293 | GOO001-05397369 |
| 294 | GOO001-05397390 |
| 295 | GOO001-05397401 – GOO001-05397403 |
| 296 | Excerpts of the Deposition of Gideon Yu (Aug. 14, 2009) |
| 297 | GOO001-00939843 – GOO001-00939844 |
| 298 | VIA01663829 |
| 299 | VIA08940860 |
| 300 | BAYTSP 003719030 – BAYTSP 003719031 |
| 301 | Excerpts of the Deposition of Shashi Seth (July 16, 2009) |
| 302 | GOO001-05943950 |
| 303 | “Getting Started: Private videos (and how to share them)” (http://www.google.com/support/youtube/bin/answer.py?hl=en-uk&answer=157177) |
| 304 | VIA00173620 |
| 305 | Excerpts of the Deposition of Michael Wolf (Apr. 17, 2009) |
| 306 | BAYTSP004378423 – BAYTSP004378433 |
| 307 | VIA16086446 |
| 308 | VIA00174704 |
| 309 | PL00130888 – PL00130891 |
| 310 | BAYTSP004272806 – BAYTSP004272832 |
| 311 | GOO001-05164888 – GOO001-05164927 |

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| 312 | Defendants' Supplemental "Highly Confidential" Responses and Objections to Plaintiffs' Second Set of Interrogatories (Apr. 26, 2010) |
| 313 | BAYTSP004341831 |
| 314 | GOO001-01607047 – GOO001-01607050 |
| 315 | GOO001-09681151 – GOO001-09681202 |
| 316 | BAYTSP004405246 – BAYTSP004405247 |
| 317 | WS-02484 |
| 318 | Excerpts of the Deposition of Michael Robinson (Jan. 15, 2010) |
| 319 | VIA11786232 – VIA11786276 |
| 320 | Excerpts of the Deposition of Nicholas Seet (Nov. 24, 2009) |
| 321 | GOO001-06134729 – GOO001-06134730 |
| 322 | AUD00133540 – AUD00133541 |
| 323 | VIA02095742 – VIA02095747 |
| 324 | GOO001-00075158 |
| 325 | Excerpts of the Deposition of Jim Patterson (Dec. 18, 2009) |
| 326 | VIA10432652 – VIA10432657 |
| 327 | VIA10432614 |
| 328 | VIA11787186 |
| 329 | VIA13821920 – VIA13821921 |
| 330 | BAYTSP004369131 |
| 331 | VIA10389617 – VIA10389624 |
| 332 | GOO001-06147919 – GOO001-06147973 |
| 333 | VIA12746723 – VIA12746729 |
| 334 | Excerpts of the Rule 30(b)(6) ESI Deposition of Viacom, by Warren Solow (Sept. 19, 2007) |
| 335 | Excerpts of the Deposition of Wade Davis (Aug. 6, 2009) |
| 336 | VIA08711358 – VIA08711459 |
| 337 | VIA00159503 – VIA00159505 |
| 338 | Atom Entertainment Terms of Service |
| 339 | VIA01228819 |
| 340 | VIA16465948 – VIA16465956 |
| 341 | VIA00070376 – VIA00070378 |
| 342 | VIA02349844 – VIA02349849 |
| 343 | Agreement and Plan of Merger by and among Viacom Inc., Surprise Merger Sub Inc., Atom Entertainment Inc., The Stockholder Representative Named Herein and The Principal Stockholders, dated as of August 9, 2006 |
| 344 | VIA11748626 – VIA11748627 |
| 345 | AM003814 – AM003842 |
| 346 | VIA08719005 – VIA08719006 |
| 347 | RD004338 – RD004339 |
| 348 | VIA11431530 – VIA11431531 |
| 349 | VIA01675542 |
| 350 | VIA00332214 – VIA00332216 |

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|-----|---|
| 351 | VIA00556103 |
| 352 | VIA01981185 |
| 353 | VIA00848179 – VIA00848180 |
| 354 | VIA11691261 – VIA11691262 |
| 355 | VIA00701323 – VIA00701340 |
| 356 | VIA00399413 – VIA00399414 |
| 357 | VIA00466749 – VIA00466750 |
| 358 | PLC00000597 – PLC00000598 |
| 359 | PLC00000237 – PLC00000238 |
| 360 | Excerpts of the Deposition of Joshua Dern (Nov. 24, 2009) |
| 361 | Flux webpage (http://www.flux.com/Content/Video/AddVideo.aspx) |
| 362 | Excerpts of the Deposition of Blair Harrison (Dec. 9, 2009) |
| 363 | VIA00906338 – VIA00906339 |
| 364 | GOO001-00630880 – GOO001-00630881 |
| 365 | VIA15809187 – VIA15809276 |
| 366 | “Principles for User Generated Content Services” (http://www.ugcprinciples.com) |
| 367 | VIA02066750 – VIA02066794 |
| 368 | VIA15121970 – VIA15122007 |
| 369 | VIA02451027 – VIA02451037 |
| 370 | Excerpts of the Deposition of Scott Hurwitz (Sept. 10, 2008) |
| 371 | VIA14008024 – VIA14008056 |
| 372 | VIA14008139 – VIA14008144 |
| 373 | VIA00367207 – VIA00367211 |
| 374 | Deposition Notice to MPAA (Nov. 20, 2009) |
| 375 | Amended Deposition Notice to MPAA (Jan. 10, 2010) |
| 376 | Email chain between Bart Volkmer and Kelly Klaus (Jan. 2010) |
| 377 | Chart of S. Redstone Production (Excel List) |
| 378 | Excerpts of the Deposition of Kristina Tipton (Oct. 29, 2009) |
| 379 | Chart of K. Tipton Production (Bar Chart) |
| 380 | VIA00366274 – VIA00366287 |
| 381 | VIA00862882 |
| 382 | PL00145484 – PL00145485 |
| 383 | GOO001-00016101 – GOO001-00016104 |
| 384 | Excerpts of the Deposition of Tamar Teifeld (Feb. 18, 2009) |
| 385 | VIA00330126 – VIA00330127 |
| 386 | VIA00857333 |
| 418 | Excerpts of the Deposition of Keith Hauprich (Nov. 4, 2008) |
| 419 | Letter from William Hohengarten to Michael Rubin (May 12, 2009) |
| 420 | MPAA 0501208 |
| 423 | GOO001-02201131 – GOO001-02201132.0228 |
| 424 | Excerpts of the Deposition of Michael Solomon (September 1, 2009) |
| 425 | MPAA004540 – MPAA004541 |

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3. Defendants’ Opposition to Plaintiffs’ Motions for Partial Summary

Judgment refers to a number of videos that Plaintiffs have alleged as clips in suit in these actions. 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 Solomon Opening Decl. ¶ 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 |
|----------------|-----------------------------|
| 387A | apDu_3WiKwo (.flv format) |
| 387B | apDu_3WiKwo (MPEG-1 format) |
| 388A | zTwq5XyE-Ls (.flv format) |
| 388B | zTwq5XyE-Ls (MPEG-1 format) |
| 389A | oaZ4blN_Xhs (.flv format) |
| 389B | oaZ4blN_Xhs (MPEG-1 format) |
| 390A | 5SNiRZ5KOGA (.flv format) |
| 390B | 5SNiRZ5KOGA (MPEG-1 format) |
| 391A | vWaW1YPZrgk (.flv format) |
| 391B | vWaW1YPZrgk (MPEG-1 format) |
| 392A | Bet6HRAfAtk (.flv format) |
| 392B | Bet6HRAfAtk (MPEG-1 format) |
| 393A | zrHkvQ3qMmA (.flv format) |
| 393B | zrHkvQ3qMmA (MPEG-1 format) |
| 394A | i2E7xIz7hdY (.flv format) |
| 394B | i2E7xIz7hdY (MPEG-1 format) |
| 395A | jJOKjNdv9g (.flv format) |
| 395B | jJOKjNdv9g (MPEG-1 format) |
| 396A | wGyejIrrn2U (.flv format) |
| 396B | wGyejIrrn2U (MPEG-1 format) |
| 397A | UtNKMRN17r4 (.flv format) |
| 397B | UtNKMRN17r4 (MPEG-1 format) |
| 398A | t963-Dhs_oE (.flv format) |
| 398B | t963-Dhs_oE (MPEG-1 format) |
| 399A | aYjJ04Fkpkc (.flv format) |
| 399B | aYjJ04Fkpkc (MPEG-1 format) |

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| Exhibit | Description |
|----------------|-----------------------------|
| 400A | Lef-uPNCpeU (.flv format) |
| 400B | Lef-uPNCpeU (MPEG-1 format) |
| 401A | VGKHKSTi3Zg (.flv format) |
| 401B | VGKHKSTi3Zg (MPEG-1 format) |
| 402A | JhbFKmC7JO0 (.flv format) |
| 402B | JhbFKmC7JO0 (MPEG-1 format) |
| 403A | Nim6DGLP1iU (.flv format) |
| 403B | Nim6DGLP1iU (MPEG-1 format) |
| 404A | NaYpm5hRlh8 (.flv format) |
| 404B | NaYpm5hRlh8 (MPEG-1 format) |
| 405A | TQtCNV7w2fs (.flv format) |
| 405B | TQtCNV7w2fs (MPEG-1 format) |
| 406A | mExEHOejl4 (.flv format) |
| 406B | mExEHOejl4 (MPEG-1 format) |
| 407A | ZQGMm-aNpZU (.flv format) |
| 407B | ZQGMm-aNpZU (MPEG-1 format) |
| 408A | iD0wwVmN2Vc (.flv format) |
| 408B | iD0wwVmN2Vc (MPEG-1 format) |
| 409A | IfJGC4Be_NU (.flv format) |
| 409B | IfJGC4Be_NU (MPEG-1 format) |
| 410A | HPB9yq7f_1k (.flv format) |
| 410B | HPB9yq7f_1k (MPEG-1 format) |
| 411A | YYeJEFa-xCA (.flv format) |
| 411B | YYeJEFa-xCA (MPEG-1 format) |
| 421A | NpqqWW0z7vM (.flv format) |
| 421B | NpqqWW0z7vM (MPEG-1 format) |
| 422A | x8wOTcv5E38 (.flv format) |
| 422B | x8wOTcv5E38 (MPEG-1 format) |

4. Defendants' brief describes a video appearing on the YouTube website, available at http://www.youtube.com/watch?v=E3WqfFI-K_U. Attached hereto as Exhibit 412 is a true and correct copy of the video appearing on that webpage. Version "A" of the video is provided in the "Flash Video," or ".flv" format, as stored on YouTube's servers. (See Solomon Opening Decl. ¶ 12, which explains the manner in which those videos were captured from YouTube's servers.) For the Court's convenience, we have also converted the video to the "MPEG-1" format, and include

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that format as version “B.” Also attached as Exhibit 413 is a true and correct copy of a screenshot captured on April 30, 2010 for the URL.

5. Attached as Exhibit 414 is a true and correct copy of a video appearing on the webpage <http://www.limelightnetworks.com/customers/>. Attached as Exhibit 415 is a true and correct copy of a printout of that webpage as of April 29, 2010.

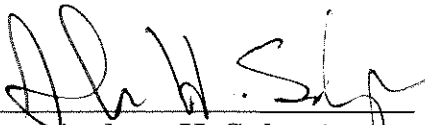
6. Attached hereto as Exhibit 416 is a subset of data produced by YouTube from its systems in response to requests by Plaintiffs. The data show certain details about the YouTube videos bearing Video IDs YYeJEFa-xCA and HPB9yq7f_1k, including the username and email address of the uploader, the date on which the video was uploaded to YouTube, and the title the user provided when uploading the video.

7. Attached hereto as Exhibit 417 is a subset of data produced by YouTube from its systems in response to requests by Plaintiffs. The data show certain details about YouTube accounts, including the name (if any) and email address provided during registration.

8. Among the data that Plaintiffs requested and YouTube produced from its systems regarding the Clips in Suit was data showing when the Clips in Suit were uploaded by users to YouTube. I have reviewed that data and it shows that more than 15,000 Clips in Suit were uploaded on or after May 1, 2008.

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Dated: New York, NY
May 10, 2010



Andrew H. Schapiro