

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X

THE FOOTBALL ASSOCIATION PREMIER :  
LEAGUE LIMITED, BOURNE CO. (together with :  
its affiliate MURBO MUSIC PUBLISHING, INC.), :  
CHERRY LANE MUSIC PUBLISHING :  
COMPANY, INC., CAL IV ENTERTAINMENT :  
LLC, ROBERT TUR d/b/a LOS ANGELES NEWS :  
SERVICE, NATIONAL MUSIC PUBLISHERS' :  
ASSOCIATION, THE RODGERS & :  
HAMMERSTEIN ORGANIZATION, STAGE :  
THREE MUSIC (US), INC., EDWARD B. :  
MARKS MUSIC COMPANY, FREDDY :  
BIENSTOCK MUSIC COMPANY d/b/a :  
BIENSTOCK PUBLISHING COMPANY, ALLEY : 07 Civ. 3582 (LLS)  
MUSIC CORPORATION, X-RAY DOG MUSIC, : (related case no. 07 Civ. 2103  
INC., FÉDÉRATION FRANÇAISE DE TENNIS, : (LLS), the "Viacom action")  
and THE MUSIC FORCE MEDIA GROUP LLC, :  
THE MUSIC FORCE LLC, SIN-DROME :  
RECORDS, LTD., on behalf of themselves and all :  
others similarly situated, :  
: :  
Plaintiffs, :  
: :  
-against- :  
: :  
YOUTUBE, INC., YOUTUBE, LLC and GOOGLE :  
INC., :  
: :  
Defendants. :  
: :  
----- X

**DECLARATION OF ROBERT BIENSTOCK IN SUPPORT OF CLASS PLAINTIFFS' OPPOSITION TO DEFENDANTS' MOTION FOR SUMMARY JUDGMENT**

Robert Bienstock, pursuant to 28 U.S.C. § 1746, declares as follows:

1. Robert Bienstock, Chief Operating Officer and Executive Vice President of Business Affairs for Carlin America, Inc., the exclusive administrator for the business of

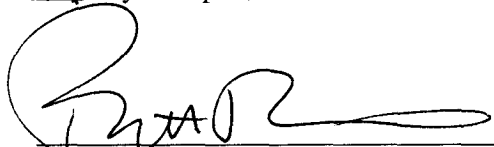
Plaintiffs Edward B. Marks Music Company (“Marks”), Alley Music Corporation (“Alley”), and Bienstock Publishing Company (“Bienstock”), respectfully submits this Declaration in support of Class Plaintiffs’ Opposition to Defendants’ Motion for Summary Judgment.

2. Marks, Alley and Bienstock have sub-publishing agreements with various foreign music publishers granting them the right to license uses of musical compositions in the catalogs owned and/or administered by Marks, Alley and Bienstock outside the United States.

3. Any subpublisher that issues a license for such a use provides Marks, Alley or Bienstock with the pertinent information concerning that license so that Marks, Alley or Bienstock is fully aware of the existence and terms of that license.

I declare under penalty of perjury that the foregoing is true and correct. Executed this

~~28th~~ day of April, 2010.

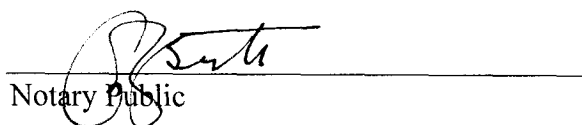


Robert Bienstock  
COO and Executive Vice  
President of Business Affairs

STATE OF NEW YORK )  
 ) ss.  
COUNTY OF NEW YORK )

On April 28, 2010 before me, CAROLINE BIENSTOCK, Notary Public, personally appeared Robert Bienstock, proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Notary Public

**CAROLINE BIENSTOCK**  
Notary Public, State of New York  
No. 4958836  
Qualified in New York County  
Commission Expires Nov. 13, 2013