

Schapiro Exhibit 346

From: Sanders, Joel - Atom Entertainment <JSanders@atom.com>
Date: Fri, 16 Mar 2007 12:26:02 -0700
To: Jackson, Brendan - Atom Entertainment <bjackson@atom.com>
Cc: <sroesch@atom.com>
Subject: RE: implementing Audible Magic for Addictingclips.com

Brendan -- has there been further communication on this subject?

I didn't see a timeline in this email thread for implementing Audible.

J

-----Original Message-----

From: Rockwell, Nick
Sent: Wednesday, March 14, 2007 3:15 PM
To: Jackson, Brendan - Atom Entertainment; Sanders, Joel - Atom Entertainment; Murphy, Luke (MTVi); Goldstein, Glenn
Cc: Roston, Adrian - iFilm; 'sroesch@atom.com'
Subject: Re: implementing Audible Magic for Addictingclips.com

Not really- it's more like "we have to do this".

So even if that still needs debating let's at least start the impl process so we can do it...

----- Original Message -----

From: Jackson, Brendan - Atom Entertainment
To: Sanders, Joel - Atom Entertainment; Rockwell, Nick; Murphy, Luke (MTVi); Goldstein, Glenn
Cc: Roston, Adrian - iFilm; Roesch, Scott - Atom Entertainment
Sent: Wed Mar 14 17:44:27 2007
Subject: RE: implementing Audible Magic for Addictingclips.com

Originally this was going to be set up as a test of the Audible Magic service - is this still the case?

Thanks -

Brendan

From: Sanders, Joel - Atom Entertainment
Sent: Wednesday, March 14, 2007 2:34 PM
To: Rockwell, Nick; Murphy, Luke (MTVi); Goldstein, Glenn; Jackson, Brendan - Atom Entertainment
Cc: Roston, Adrian - iFilm; Roesch, Scott - Atom Entertainment
Subject: RE: implementing Audible Magic for Addictingclips.com

Pulling our AddictingClips Product Manager - Brendan Jackson - into this email chain.

Thanks!

Joel Sanders
Director of Product Management, AtomFilms
MTV Networks
225 Bush Street, Suite 1200

San Francisco, CA 94104

From: Rockwell, Nick
Sent: Wednesday, March 14, 2007 2:23 PM
To: Murphy, Luke (MTVi); Goldstein, Glenn
Cc: Sanders, Joel - Atom Entertainment; Roston, Adrian - iFilm
Subject: RE: implementing Audible Magic for Addictingclips.com

Adrian - can you help Luke out?

thx

From: Murphy, Luke (MTVi)
Sent: Wednesday, March 14, 2007 5:22 PM
To: Rockwell, Nick; Goldstein, Glenn
Cc: Sanders, Joel - Atom Entertainment
Subject: RE: implementing Audible Magic for Addictingclips.com

I can work with Joel for the RealityDigital implementation - so code from Adrian would help.

Thanks +

Luke

Luke Murphy
VP Technology
MTV Networks Online
w - 212-846-3209


From: Rockwell, Nick
Sent: Wednesday, March 14, 2007 4:49 PM
To: Goldstein, Glenn; Murphy, Luke (MTVi)
Subject: implementing Audible Magic for Addictingclips.com

HI - so we need to do this. How do you want to go about it? To be clear, this is to screen user uploads against AM's database. Adrian has implemented this at iFilm... and can give advice

Google stuff is increasing the pressure to get this done.

Nick Rockwell
SVP & CTO, MTV Networks Digital Media Technology
p: (212) 846-3245
e: nick.rockwell@mtvn.com

Schapiro Exhibit 347

Statement of Work # 8

This Statement of Work ("*Statement of Work*") is made and entered as of June 29, 2007 (the "*Statement of Work Effective Date*") pursuant to the terms and conditions of the Software and Services Agreement dated June 29, 2007 (the "*Agreement*"), by and between Reality Digital, Inc. a California corporation ("*Reality Digital*"), and Atom Entertainment, Inc., a California corporation ("*Customer*").

1. Description of Services.

Audible Magic Implementation SOW

This SOW will outline all work requested for completion by Atom for the Audible Magic Implementation. The requested date for this implementation to be completed is July 6, 2007.

Implement Audible Magic Level 3 Service (refer to SDK for implementation instructions)

- a. When a clip is uploaded to AU, prior to encoding, we will use the Audible Magic API to send all necessary information to Audible Magic.
- b. Audible Magic will return a recommendation to us based on the information we provide.
- c. This recommendation will be added to the clip page as readable information (we will provide a mock) and then the clip will then be made available in the pending queue for moderation.
 - i. The clip will not be shown to the moderators prior to receiving feedback from Audible Magic.

SDK Information:

You will want to download the Web2.0_15.33c.zip file. (the P2P SDK is for people developing P2P file sharing clients)

DOWNLOAD INSTRUCTIONS

Via Web Browser

- Click this link ftp://amftp:AmFtP*05@64.14.0.196/api

Via FTP client

- FTP site <ftp://64.14.0.196>
- Starting directory /api
- FTP Login amftp
Password AmFtP*05

2. Fees.

Estimates: \$5,600

Atom Entertainment shall pay to Reality Digital a fee of \$100 dollars per hour for total number of hours completed. If it is determined RD will need more hours than estimated we will contact Customer.

Upon the termination of this Statement of Work or completion of Services hereunder: (i) Reality Digital will promptly return to Customer all Customer Materials; (ii) each party will promptly return to the other party all Confidential Information of the other party in its possession or control; and (iii) Customer will, within thirty (30) days after receipt of Reality Digital's invoice, pay the fee hereunder.

3. Primary Contacts.

Reality Digital Contact:

Name: Randy St Jean

Title: CTO

Telephone Number: 415-503-3960

Fax Number: 415-437-2892

Email Address: rstjean@realitydigital.com

Customer Contact:

Name: _____

Title: _____

Telephone Number: _____

Fax Number: _____

Email Address: _____

In Witness Whereof, the parties have caused this Statement of Work to be signed by their duly authorized representatives.

CUSTOMER

Signature: _____

Name: _____

Title: _____

Date: _____

REALITY DIGITAL, INC.

Signature: _____

Name: _____

Title: _____

Date: _____

Schapiro Exhibit 348

From: Jackson, Brendan <bjackson@atom.com>
Date: Mon, 13 Aug 2007 09:59:25 -0700
To: Klauschie, Matthew - iFilm <mklauschie@ifilm.com>
Subject: Pending Queue and Audible Magic

Matthew –

I was browsing through the pending queue and saw that some of the clips have been there for about an hour – is everything ok on your end?

Also, as of Friday we are running everything through Audible Magic. On the clip page under the clip you will see two new fields: "Audible Magic Scan" and "Audible Magic Result." From this point we can't make decisions on any clips until we have an answer from Audible Magic. The possible results for those fields are as follows:

Audible Magic Scan: one of the following:

- Unknown (no data, probably an old file or a SWF)
- Queued (in the queue for scanning but not yet processed)
- Scanning (audio signature being generated locally)
- Scan failed (clip too short, unsupported audio format, etc.)
- Posting (submitting to AM server, waiting for response)
- Posting failed (AM server did not respond successfully)
- Done (AM result successfully received)

Audible Magic Result: one of the following:

- Unknown (unrecognized result)
- No match (no hit, 2005)
- Positive match (AM found a match, 2006)

For the time being, if a clip fails, can you have the moderator alert us? Also, please ask the moderators to consider this to be in testing mode, so if Audible Magic says "No Match", but they hear a song they know should have matched, please ask them to let us know as well. Let me know any questions.

Thanks –

Brendan

brendan.jackson

senior product manager

atomfilms / atomuploads

mtv networks

225 bush st. #1200

san francisco, ca 94104

o: 415.503.2442

f: 415.503.2555



Schapiro Exhibit 349

Subject: RE: Checking in...
From: "Scott Roesch" <EX:/O=ATOMSHOCKWAVE/OU=SAN FRANCISCO/CN=RECIPIENTS/CN=SROESCH>
To: Rosen, Andrew - Viacom
Cc: Date: Thu, 01 Feb 2007 22:39:40 +0000

Hey Andrew,

Yeah, we have been splitting up the moderating responsibilities ... customer support takes care of it during business hours but a few of us are tackling the early morning and late night shifts! We call it Porn Patrol.

It's not terrible but not the long term solution we all want. Any update on timing for Catalytic? Maybe we can touch base tomorrow or early next week.

From: Rosen, Andrew [mailto:Andrew.Rosen@mtvstaff.com]
Sent: Thursday, February 01, 2007 7:45 AM
To: Scott Roesch
Subject: Checking in...

Scott,

Just wanted to see how you were coming along with the moderation solution. Learned from Dave at Shockwave that you have been getting up at 4am to moderate...

Let me know if you would like to discuss.

A

andrew a. rosen
global digital media group
mtv networks

t: 212.846.8862
f: 212.846.1854
[REDACTED] (please note new number)
e: andrew.rosen@mtvstaff.com

Schapiro Exhibit 350

Subject: Coverage Dates for Porn Patrol
From: "Jackson, Brendan - Atom Entertainment" <EX:/O=VIACOM/OU=MTVUSA/
CN=RECIPIENTS/CN=BJACKSON69575362>
To: Sanders, Joel - Atom Entertainment
Cc: Roesch, Scott - Atom Entertainment
Date: Fri, 23 Mar 2007 17:46:11 +0000

Joel -

Can you cover the 5am porn patrol on AC for Friday April 30th April 2nd through April 4th? Basically you need to take a cursory look at clips upload in the past 12 hours on the newest clips page and if by the title and/or picon, anything looks like it could be an IP or TOS infringement, you need to look at it and apply the attached guidelines. If it is in violation, please reject it. Lastly, send an email out to myself, Scott, Cindy, and Jesse with a status and include the links, titles, and user names of any clips you rejected.

Let me know any questions and thanks for the help!

Brendan

brendan.jackson

product manager, addicting clips

mtv networks

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List of attachments:

UGC Copyright Guidelines- ver 2 (clean).doc

PRIVILEGED & CONFIDENTIAL

DRAFT

January 22, 2007

Copyright Guidelines for User Generated Content (“UGC”) Sites

1. As a creative company, MTV Networks (“MTVN”) respects copyright laws.
2. All MTVN owned websites should use reasonable care to prevent the uploading of video content that clearly infringes third-party copyrights.
3. The following are some guidelines for determining whether video content is, or should be considered, “clearly infringing” or “obviously infringing” and thus, should not be posted on any MTVN UGC site:
 - (a) Any user uploaded video content that is longer than 2.5 minutes and meets any of the following criteria:
 - (i) Is a recognized copy of, or an excerpt from, any motion picture;
 - (ii) Is a recognized copy of, or an excerpt from, any television programming, including television commercials;
 - (iii) Is a recognized copy of, or an excerpt from, any original content (e.g. webisode) produced by or for another website;
 - (iv) Includes any recognizable popular music;
 - (v) Includes a third-party logo or bug or copyright notice;
 - (vi) Is a copy of, or an excerpt from, any Japanese television program; or
 - (vii) Combines excerpts from one or more motion pictures, television programs and/or third party web content and does not include any original creative elements or commentary.

- (b) Any video content, of any length, that is copied directly from any motion picture, television programming or content from another website by any employee of a MTVN UGC website, unless the copied content is licensed to the MTVN UGC website.**

4. MTVN UGC sites may post copies of, or excerpts from, unlicensed motion pictures, television programs and/or web content if the copies or excerpts are accompanied with sufficient original creative elements or commentary to constitute "fair use". MTVN employees should seek instructions from a BALA representative when relying on "fair use".

Schapiro Exhibit 351

Atom Content Monitoring Guidelines

May 24, 2007

The following types of content are not allowed on Atom sites unless exceptions are made by Atom staff. Moderators who encounter user-uploaded content that fits any of these descriptions should reject it:

- No content that violates MTVN's IP guidelines as described in the current version of "Copyright Guidelines for User Generated Content Sites"
- No pornography or frontal nudity – uncovered genitalia or breasts are grounds for rejection
- No content that displays a URL for a web page that displays pornography or frontal nudity, or encourages users to click, register, or purchase content containing pornography or frontal nudity. For example, "Sexy College Girl Alexa" and the Kim Kardashian videos do not fly even though they themselves don't show porn or nudity.
- No content that is primarily intended to promote Internet scams, get rich quick schemes, marketing services or financial services. For example, "Make \$100,000 in Your Spare Time" should be rejected
- As the Atom Terms of Service state, no content that is indecent, libelous, defamatory, obscene, threatening, invasive of privacy or publicity rights, abusive, illegal, harassing, contain expressions of hatred, bigotry, racism or pornography, or are otherwise objectionable, or that would constitute or encourage a criminal offense, violate the rights of any party or violate any law.

When in doubt, please do not publish – instead, flag the content for further review by Atom!

Thank you,

Jesse Hollister, Legal Assistant - jhollister@atom.com

Brendan Jackson, Sr Product Manager - bjackson@atom.com

Schapiro Exhibit 352

Subject: AC moderation
From: "Jackson, Brendan" <EX:/O=VIACOM/OU=MTVUSA/CN=RECIPIENTS/CN=BJACKSON69575362>
To: M_ATOM_CS_Team
Cc: Sanders, Joel; Roesch, Scott
Date: Mon, 23 Apr 2007 17:59:13 +0000

Hey all-

I wanted to thank everyone for all the support you have been giving Addicting Clips over the past few months by helping us root out our obvious Copyright and TOS violations. You'll be happy to hear that we have finally put together a 24/7 moderation solution that will launch on May 15th, which means starting the 15th, you won't need to check AC again for violations. Thanks again for all the help! One favor to ask in these last few weeks of moderation: can whoever does the last check on Sunday send an email to myself, Joel, Scott, and Cindy letting us know where in the newest clips you last checked? This lets us know how far back to go when we take a look again at 5am Monday morning.

Thanks again for the help! Please let me know any questions or comments.

Brendan

brendan.jackson

senior product manager

atom films/addicting clips

mtv networks

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o: 415.503.2442

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Schapiro Exhibit 353

Subject: RE: Moderating Resource/Process
From: "Scott Roesch" <EX:/O=ATOMSHOCKWAVE/OU=SAN FRANCISCO/CN=RECIPIENTS/CN=SROESCH>
To: Brendan Jackson
Cc: Date: Thu, 11 Jan 2007 22:34:11 +0000

thanks -- a couple questions noted in the doc.

Also, will you update the monthly financial sheet so we can summarize the cost impact on the business? Numbers are done through November now.

From: Brendan Jackson
Sent: Thursday, January 11, 2007 2:23 PM
To: Scott Roesch
Subject: Moderating Resource/Process

Scott -

Put together a top-line framework for the monitoring with resource allocation and process. Let me know if you want something more detailed. I figured we could expand it more once we get the initial buy off.

Brendan

brendan.jackson

product manager, addicting clips

atom entertainment

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atomfilms | shockwave

addictingclips | addicting games

List of attachments:

Monitoring Resources and Procedure sr.doc

AC Clip Monitoring Resources and Procedure

Monitoring Resources

- 1) At current clip level, resource would be single moderator at any given time for 24/7 monitoring of pornography for all clips uploaded.
 - a. Moderators would be responsible for pulling down any other clip they see as a violation (watermarked clips, clips from movies or tv, etc) based upon guidelines we provide and their own best judgment.
- 2) Moderator would be an outsourced employee in India and would be a paid at \$6/hr (\$144 per day). (what is our overall monthly fee)
 - a. Initial contract length would be for 3 months.
- 3) Goal is to have all clips with approved or rejected within 30 minutes of upload.
 - a. Contingency plan is in development to deal with any sudden surge of clips that would endanger this 30 minute approval window.

Monitoring Procedure

- 1) All clip uploaded to AC will go into a 'holding tank.'
 - a. No clip in the holding tank will be viewable anywhere on the site until it has been approved by a moderator.
- 2) A moderator will view all clips as they come in with the expectation that a clip will be viewed and approved/rejected within a 30 minute or less window.
 - a. A moderator will view the first 60 seconds of clip (or less depending on how long the clip is).
 - b. Moderators will be primarily looking for pornographic material in their monitoring.
 - i. If pornographic material is found, the clip will be rejected, will not be posted to the site, and a report will be sent to the AC legal team for review and for any other further action to be taken.
 - c. If in the course of looking for pornography, other obvious violation are recognized by the moderator (watermarks, famous actors, recognizable TV shows) based upon the guidelines we have given them, these clips will be rejected (maybe we should have them flag AC legal, but not reject them) and a report will go to AC legal.
 - i. AC legal will send a notice to these users asking for assurances that they have the right to post this material.
 - d. If the clip passes both criteria mentioned above, it will be approved and will become live on the site.

Schapiro Exhibit 354

From: Brendan Jackson <bjackson@atom.com>
Date: Wed, 7 Feb 2007 17:03:30 -0800
To: Rosen, Andrew - Viacom <Andrew.Rosen@mtvstaff.com>
Subject: RE: catalytic update

Andrew -

Thanks for the update. Our volume now is 100 per day, but we are going to be making some changes that could result in that increasing to 150-200 a day. Let me know if that helps.

Thanks-

Brendan

From: Rosen, Andrew [mailto:Andrew.Rosen@mtvstaff.com]
Sent: Wednesday, February 07, 2007 4:32 PM
To: Brendan Jackson
Subject: RE: catalytic update

Brendan,

Thank you for checking in.

Right now, waiting for Digital Brand Groups to get back to me with projected UGC volume. That seems to be taking some time. Catalytic can't project costs without those numbers. I'm basically powerless in that sense.

You know, if you can send me projected UGC volumes for your respective UGC sites, I could probably get an estimate for what they would cost. Do you want to start there?

From: Brendan Jackson [mailto:bjackson@atom.com]
Sent: Wednesday, February 07, 2007 7:29 PM
To: Rosen, Andrew
Subject: catalytic update

Andrew -

I was hoping to get an update on Catalytic and where are with getting them signed up to do site moderation. Can you let me know when you get a moment?

Thanks -

Brendan

brendan jackson

product manager, addicting clips

atom entertainment

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[REDACTED]
atomfilms | shockwave

addictingclips | addicting games

Schapiro Exhibit 355

From: "Rosen, Andrew" <Andrew.Rosen@mtvstaff.com>
Date: Tue, 20 Mar 2007 12:15:35 -0400
To: "Harrison, Blair - iFilm" <Blair.Harrison@mtvstaff.com>
Cc: "West, Denmark" <Denmark.West@mtvstaff.com>
Subject: FW: MTV-UGC Addicting Clips Proposal

Blair,

Good running into you yesterday.

As per our brief conversation, attached is the Addicting Clips proposal from Catalytic.

Let's set up time to discuss. There is room to add other brands and allocate the \$6,250/month fee across brands. The question is how iFilm could use Catalytic for moderation.

Would like to learn more from your end as to standards and practices issues you are now facing.

A

Andrew A. Rosen
MTVN GDM
P: 212.846.8862
[REDACTED]

From: Adam Young [mailto:adam.young@catalytic.com]
Sent: Sunday, March 18, 2007 9:45 PM
To: Jackson, Brendan - Atom Entertainment
Cc: kalisa.fraser@catalytic.com; Rosen, Andrew; sheridan.porter@catalytic.com
Subject: MTV-UGC Addicting Clips Proposal

Dear Brendan,

Attached please find Catalytic's proposal for moderation of the Addicting Clips website. We are excited to get started on this project with your organization and are hopeful that its success will lead to the broadening of this solution across multiple MTVN brands.

Please contact me once you have reviewed the proposal to discuss any questions and next steps. I look forward to hearing from you shortly.

Regards,

Adam

Adam Young

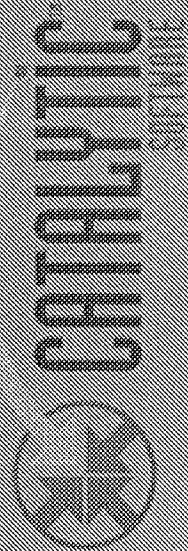
Catalytic Software, Inc.

Mobile: [REDACTED]

This email and any files transmitted with it are confidential and intended solely for the use of the individual or entity to whom they are addressed. If you have received this email in error please notify the system administrator - netops@catalytic.com <<http://na2.salesforce.com/servlet/servlet.ImageServer?oid=00D300000006AUR&esid=01840000005L6ZD>>

List of attachments:

Catalytic_Addicting Clips Proposal_ 070315-2.doc



Catalytic Proposal to MTVN

UGC Moderation Program

March 2007

CONFIDENTIAL

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Contact Information

Proposal Submitted to:

Andrew Rosen
MTV Networks
T: (212) 846-4496

Proposal Submitted by:

Adam Young
Sales Executive
Catalytic Software, Inc.
M: [REDACTED]
E: Adam.Young@catalytic.com

Date Submitted:

March 17, 2007



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1.0 Executive Summary

Catalytic is pleased to submit this proposal to provide moderation services of user generated content uploaded to web properties of MTV Networks. This proposal follows a study by Catalytic Software of two MTVN properties, iFilm and Addicting Clips, both of which support uploading of user generated video files to branded websites. The findings of that study indicate that a managed solution can bring immediate cost and quality benefits to Addicting Clips, as well as offering economies of scale when leveraged across several MTVN brands.

1.1 Program Objectives

- Provide a process-driven 24*7 service to MTVN
- Uphold MTVN's DMCA compliance guidelines
- Manage processes, guidelines, and standards according to brand requirements
- Deliver value in terms of total ROI and management overhead

The proposed solution is a managed service with Catalytic assuming full delivery responsibility of the service. The service is initiated and ramped according to an implementation process that is outlined in this proposal.

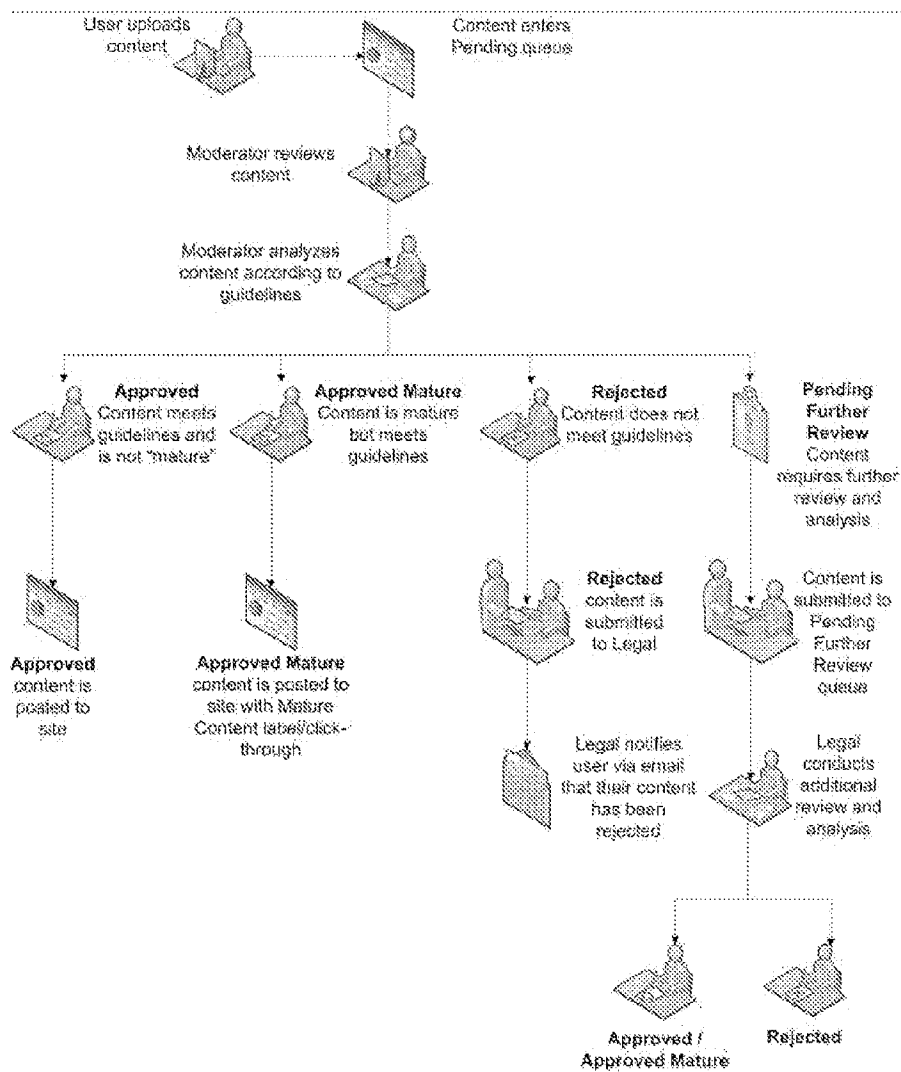
1.2 Solution Key Points

- **Addicting Clips all inclusive monthly rate of \$6,250, equivalent to an hourly rate of \$8.56**
- Phased approach: ramp Addicting Clips solution first then scale to other brands
- Immediate night coverage for Addicting Clips; four weeks to full 24*7 service deployment
- Services provided from Catalytic's delivery facility in India
- US-based program management; MTVN brands do not have to manage Indian time zones

2.0 Addicting Clips Requirement

- Immediate solution to address overnight [PST] drop in service
- Full deployment within one month of start
- Compliance with DMCA, brand guidelines, and common law
- Turn-key solution that includes training, reporting, delivery, and standards compliance
- Reduce costs by leveraging program across other brands

2.1 Existing Moderation Process





3.0 Addicting Clips Solution

3.1 Service Description

- Pre-moderation of video and image files on www.addictingclips.com
- Remote delivery model
- Continuous program using trained resources on a roster system

3.2 Service Level

- <10 minute moderation process, from upload to posting
- 24*7 managed service
- Catalytic will deploy the resources and the quality processes required to meet service levels

3.3 Reporting and Management

- Clear documentation of moderation criteria, processes, and objectives
- Weekly data report covering volumes, moderation times, issues
- Monthly statistics report and data analysis
- Business manager located in the US – no need for Addicting Clips to coordinate with Indian time zones

3.4 Resource Requirements

- At current loads, total team size of 9 to enable a rotating two-week roster
- University educated resources with previous experience in IT enabled service industry
- Experienced senior management

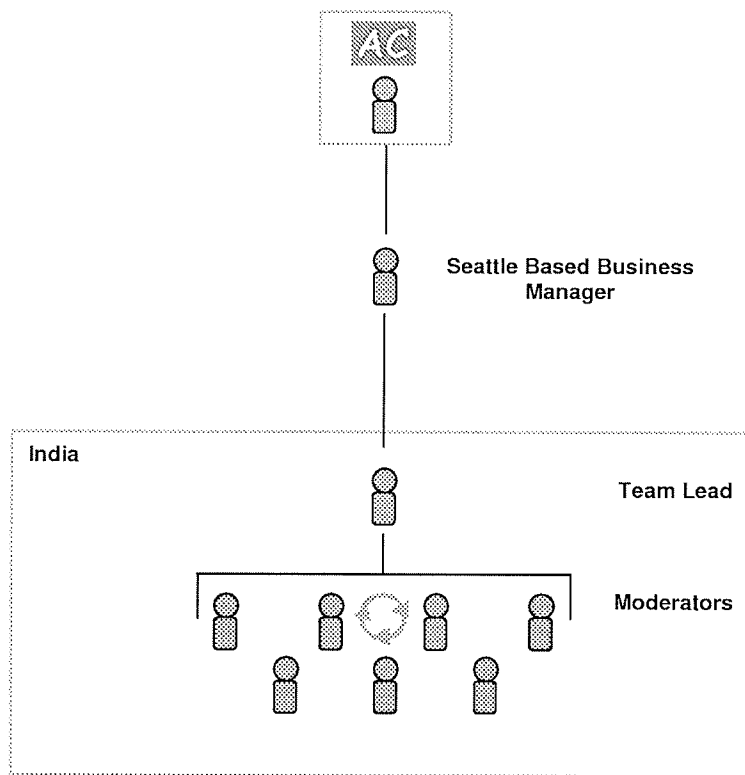
3.5 Getting Started

- Minimal disruption to existing moderation process
- Transfer existing process to Catalytic to manage
- Optimization planned over time

3.6 Deployment

The Program will consist of an offsite Business Manager, housed at Catalytic's Seattle location, and an offshore team housed at Catalytic's facility in India. The offshore team will be trained and managed by Catalytic's Seattle based Business Manager, and communication between MTVN and Catalytic shall run through this resource.

Catalytic has extensive experience supporting multi-site delivery, with time-sensitive services already being delivered from India to multiple locations in Europe and North America. Catalytic understands that its team will be 'brought online' independent of any other existing team or third party vendor, and we are confident that we can do this with minimal disruption to Addicting Clips and other MTVN brands.



3.7 Roster System

The roster system allows continuous coverage with a lower rate of attrition as resources are able to control their work times to a great extent. It also covers sick leave, holiday leave, and scaling of teams without dropping service

The Addicting Clips solution will ensure one moderator is operational at any given time, with support from either the offshore Project Manager or the Seattle based business manager.



Shifts are 12 hours each and bridged by the offshore and offsite managers. Resources work three shifts one week and four shifts the next for a 168 hour month.



4.0 Implementation

Schedule

Week 1:	Management training Process definition
Weeks 2-3:	Assumption of moderation services from 2100 – 0700 PST using test bed Moderator hiring and training Initial reporting
Week 4:	Full implementation

4.1 Training

Catalytic will conduct training as part of its implementation and ongoing managed service. The training program shall cover topics such as the DMCA and DMCA compliance, tools and processes, service levels, reporting formats, communication, client information and product, productivity expectations, and brand-specific guidelines.

4.2 Availability

The offshore team shall be 100% dedicated to the Program (i.e. no commitments to other Catalytic clients) and retained on an ongoing basis.

4.3 Work Flows

MTVN will provide requirements to and discuss performance with Catalytic's Seattle based resource via email, phone call or other established process. Escalation paths will also be via the Seattle based resource.



5.0 Program Management

Catalytic has successfully implemented remote teams that function as an extension of the client's teams delivering high value services. To ensure new programs benefit from our experience, Catalytic allocates a governance team comprised of an executive sponsor, the account manager, and the delivery manager. A governance team is able to make fast decisions, operate with authority, and ensure cohesive action across Catalytic's multiple sites. Governance teams regulate a program's quality compliance, act as an escalation point, and advocate on behalf of the client within our own delivery group. Other activities of the Program governance team are:

- Risk identification and risk planning
- Quarterly Business Reviews (QBRs)
- Client advocacy and issue resolution
- Drive program improvement and knowledge base creation

5.1 Quarterly Business Reviews

Catalytic conducts Quarterly Business Reviews in conjunction with the MTVN program owner to ascertain Catalytic's performance, identify knowledge gaps and any service issues, address any areas of concern, and plan for upcoming requirements.

5.2 Key Performance Indicators

Catalytic will work with MTVN during the Program initiation to establish KPIs. The KPIs will be quantitative, easily measurable, and reflect MTVN's productivity and quality expectations of the Catalytic Program. Catalytic will also build KPIs around skill acquisition and professional development based on the Competencies Roadmap.

Once established, Catalytic will track these indicators and use them as a basis to continuously improve the quality and value of its service. Tracking will occur on a weekly or monthly basis with full review during the QBR.

5.3 Retention

To ensure the retention of trained resources within the UGC Moderation Program, Catalytic has implemented the following:

- Tiered team structures for career progression within the Program
- Performance bonuses
- Rotating rosters for late shifts and weekend work



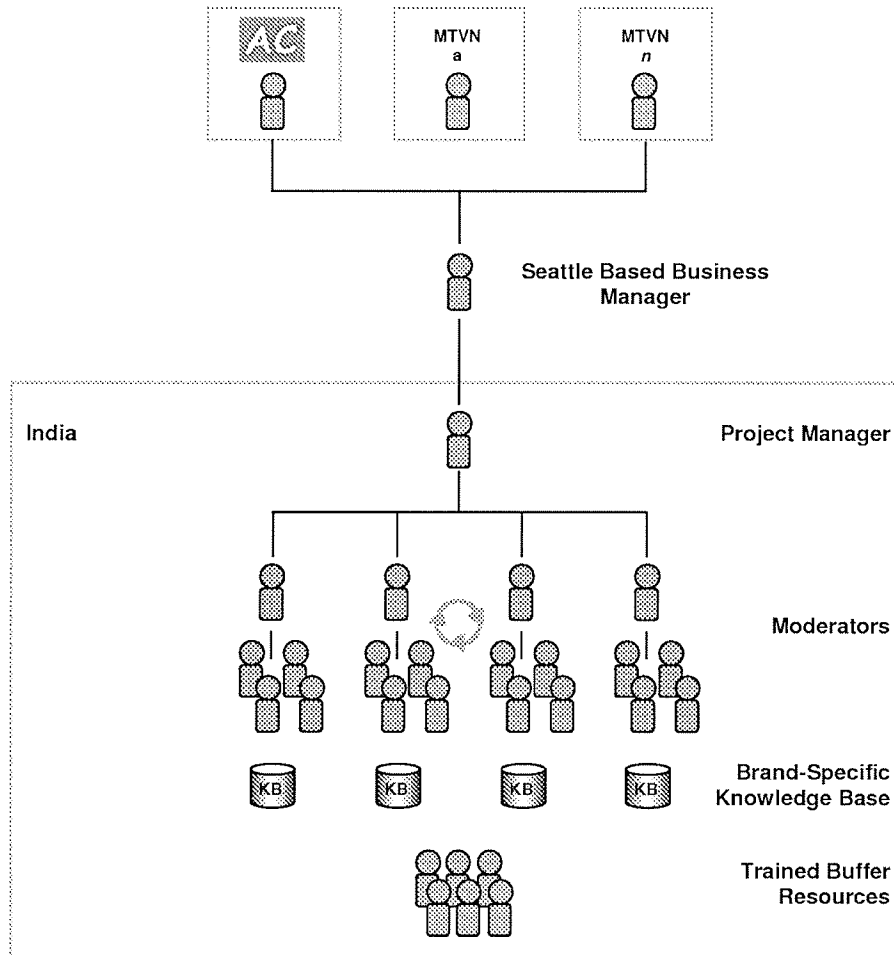
- Annual performance reviews and bonus structure
- Option to live on-campus
- Long service benefits

Regardless of how good a retention strategy is, resources are people who for various reasons leave a company. To manage attrition effectively, Catalytic incorporates a planned attrition rate for the team and manages training and recruiting accordingly. For a team of 9 people working shifts and weekends on a continuous basis in an employee market, we will assume an attrition rate of 25% or 3 resources per annum. Given the company's attrition rate of between 12 and 15%, we believe we have accounted adequately for the anticipated attrition risks.

6.0 Scalability

It is Catalytic's intent to provide a high quality service and expand the UGC Moderation program from Addicting Clips to other MTVN brands. The solution uses already trained 'buffer' resources to seed teams around new brands quickly, leveraging previous training and minimizing any impact on the team's overall productivity during periods of expansion.

Our approach is to build a brand-specific knowledge base (KB) and cross-train moderators on two or three brands to support a more flexible moderation solution that seamlessly adjusts to meet fluctuations in demand across the different brands. This means that brands with smaller volumes pay only for what they use to meet their own service level requirements.





7.0 Pricing

7.1 Addicting Clips Solution

Catalytic prices the Addicting Clips service at **\$6,250 per month** all inclusive. This equates to an hourly rate of **\$8.56 per hour** on volumes less than 400 uploads per day.

While Catalytic is only providing night time coverage (i.e. first calendar month) the fee will be \$3,000 for service from 8pm PST – 8am PST.

7.2 Terms

Catalytic shall invoice one month in full on contract signing, to be applied as a credit on the contract's last scheduled invoice.

From Program start, Catalytic will invoice monthly on the last day of the month for services rendered. Payment terms are net 30 days from receipt of invoice.

7.3 Schedule

On contract signing:	\$6,250
After completion of month 1:	\$3,000
Each month thereafter:	\$6,250
Final invoice:	(\$6,250) [credit back initial payment]



8.0 About Catalytic Software

Today Catalytic provides turn-key delivery solutions to independent software vendors (ISVs) and technology-led enterprises, and counts some of America's leading companies as customers. Companies like AOL, eBay, Sun Microsystems, Agilent, and Countrywide have all benefited from Catalytic's ability to consistently provide value in a competitive setting. In addition to large enterprises, we support a host of award-winning hi-tech start-ups, successfully providing support for companies that previously found their complex technical requirements and communication-intensive processes too great an obstacle to make outsourcing work.



We are a 250+ person company headquartered in Kirkland, Washington, with offices in San Francisco, Vancouver, Boston and New York. Our successful track record is supported by New Oroville, our state-of-the-art delivery center set on 50 acres in Hyderabad, India. New Oroville is the result of 2 years planning and construction, and provides instant scalability and outstanding responsiveness for Catalytic customers.

8.1 Our Focus

Catalytic entered the software services landscape in 2000 with a vision of bringing cost-effective capacity to the US software industry. Since then we have grown and expanded our service offering to become a true turn-key solution provider, specializing in application development and support services for the **Media and Entertainment** industry. Catalytic Software has successfully brought its experience working on consumer facing products and services to the media and entertainment industry, offering one of the most easy-to-manage global delivery solutions available today.

8.2 Services and Solutions

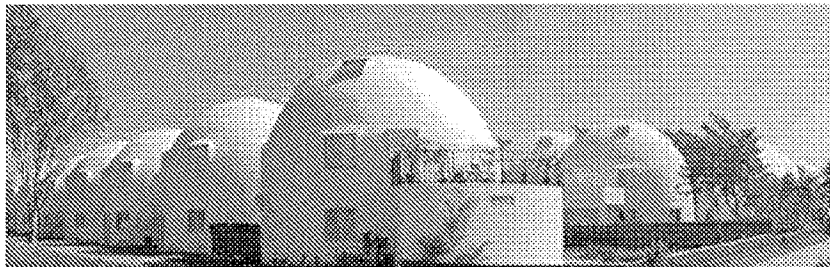
Since 2000, the global delivery model has become an important and established business practice, used by hundreds of American companies to achieve impressive cost savings. But most businesses benefit even more from a combination of services, delivered locally and remotely, to achieve the kind of operational flexibility that they need. Catalytic offers a full range of flexible delivery options in a plug-and-play environment, and works with companies to tailor the right mix to best meet their requirements.

8.3 Infrastructure

Catalytic's state-of-the-art delivery center in Hyderabad, India offers clients an unbeatable global delivery solution. With over 100,000 s.f. of facility space and the ability to deploy resources onsite, offsite, and offshore, Catalytic's global delivery model cuts across geographies to provide the right service, in the right place and at the right price. By

selecting the most advantageous mix of resources worldwide, Catalytic can help you lower costs and boost your business performance.

Forming the backbone of Catalytic's global infrastructure is New Oroville, the company's privately owned live/work development facility in India. New Oroville emulates the Microsoft campus concept of a highly focused, specialized, and streamlined technology environment. The campus is also a substantial investment by Catalytic to attract and retain the best talent, provide watertight security, and reliable continuity of service for the benefit of our customers. We have made our company campus, New Oroville, deliberately high profile to reassure you of where and under what conditions your services are being delivered. The development is comprised of over 50 acres of land, and is located within an Indian-government sponsored high technology park.



Key Features of the New Oroville Facility:

- 100,000 s.f. facility space
- Live/work campus increases productivity and responsiveness of delivery teams
- Secure and "always-on" service
- Fully controlled environment
- Easy and rapid scalability
- Custom-bonded facility for greater tax savings
- Reduces hidden costs of attrition, travel, time-zone management
- Quality that reflects favorably on your organization
- Enhanced IP protection; independently secured domes

8.4 CMMI® Level 5 Quality Certified



Catalytic is appraised at SEI Capability Maturity Model Integration (CMMI) Level 5, the highest maturity rating a company can obtain in software engineering process. In achieving Level 5, Catalytic joins the top tier of software engineering service providers worldwide.

What it means for our customers:



- Improved process for requirements development
- More powerful design evaluation
- Enhanced quantitative project management techniques
- Improved processes for verification and validation
- More consistent delivery and predictable outcomes
- Proven framework for continuous improvement

Schapiro Exhibit 356

Subject: RE: moderation next steps
From: "Jackson, Brendan" <EX:/O=VIACOM/OU=MTVUSA/CN=RECIPIENTS/CN=BJACKSON69575362>
To: Roesch, Scott; Jackson, Brendan; Sanders, Joel
Cc: Albrecht, Chris
Date: Tue, 03 Apr 2007 19:15:50 +0000

Thanks for the update – I trashed your desk out of anger and frustration – sorry about that. . . :-)

I think the big question I would have in sharing Ifilms resources is what our access to the moderators or point person will be. It will be key to make sure we are able to work with them to figure out what their moderation style is. That being said, being able to hit the ground running with little to no training, etc., would be great. Is this something we think we will be able to launch in conjunction with the Phase 1 launch?

I will see if RD can get us the hour by hour upload data.

Thanks –

Brendan

From: Roesch, Scott
Sent: Tuesday, April 03, 2007 11:48 AM
To: Brendan Jackson; Sanders, Joel
Cc: Albrecht, Chris
Subject: moderation next steps

Here's an update –

Catalytic and any India-based solution is dead due to concerns about indemnifications and other legal issues. I don't know much more and am not going to waste more time finding out.

We (Andrew and I, with Erik's blessing) are now trying to see if IFILM's moderation team can handle AC's moderation needs as well. I'm going to IFILM on Thursday with Andrew and should know more then. I think that this solution could actually work well for us – offloads the hiring and management aspects and allows us to share costs with another brand. Any concerns or specific questions you guys want addressed Thursday?

Also, would it be possible to get a summary of our AC upload volume, distributed by hours of the day? This will help us get a sense of if and when they would need to staff up in order to handle the AC stuff and get it online quickly.

Subject: RE: AddictingClips Rejections
From: "Jackson, Brendan" <EX:/O=VIACOM/OU=MTVUSA/CN=RECIPIENTS/CN=BJACKSON69575362>
To: Jackson, Brendan; Sanders, Joel; Hollister, Jesse; Emch, Cindy; Roesch, Scott
Cc: Date: Tue, 03 Apr 2007 23:40:44 +0000

Jesse -

Can you please let me know if you will be able to conduct the 11pm AC check this week? Were you able to perform the check last night? Also, please confirm that you will send an email out to the team after reviewing the site.

If you have any questions, please let me know.

Thanks-

Brendan

From: Jackson, Brendan
Sent: Tuesday, April 03, 2007 11:07 AM
To: Sanders, Joel; Hollister, Jesse; Emch, Cindy; Roesch, Scott
Subject: RE: AddictingClips Rejections

Jesse -

Were you able to do porn patrol at 11 last night?

Could you please make sure to send out an email to myself, Joel, Scott, and Cindy going forward?

Please let me know any questions.

Thanks -

Brendan

From: Sanders, Joel
Sent: Tuesday, April 03, 2007 6:04 AM
To: Sanders, Joel; Hollister, Jesse; Emch, Cindy; Roesch, Scott; Jackson, Brendan
Subject: RE: AddictingClips Rejections

>>>4/3/07

Title: Stripper With ***

<http://www.addictingclips.com/Clip.aspx?key=C37E42EBD82C4D19>

Username: RideRed700

Reason: TOS violation

Title: Prize-video-trampers-sexy thing.

<http://www.addictingclips.com/Clip.aspx?key=425466512A2583F8>

Username: Wowzat

Reason: Music violation

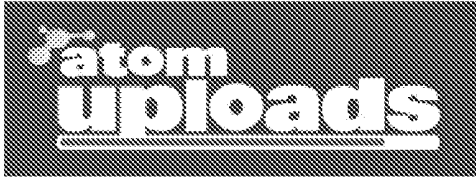
Title: Hot College Girl in Shower

<http://www.addictingclips.com/Clip.aspx?key=058657420FD564CD>

Username: RideRed700

Reason: TOS violation

Schapiro Exhibit 357



AtomUploads is coming May 22!

<http://uploads.atomfilms.com>

On May 22, AddictingClips will be rebranded and relaunched as AtomUploads -- the UGC community of AtomFilms. This is an important part of our strategy to grow the Atom brand and position it as a pipeline to the big time for talented independent creators.

AtomUploads will be a subdomain of AtomFilms located at <http://uploads.atomfilms.com>. The AddictingClips URL will redirect to this URL as of May 22, as will the URL www.atomuploads.com.

What is changing?

1. **ROS AD SALES:** All impressions can be sold as run-of-site AtomFilms ad inventory. This means our UGC ad inventory can now be more effectively sold through.
2. **BIGGER NUMBERS:** Web traffic for both sites will be aggregated under the AtomFilms domain by internal and external reporting systems. In Omniture, there is a new "AtomFilms Rollup" suite that combines the numbers, and Comscore and Nielsen will begin to merge the numbers as well.
3. **SAFE CONTENT:** All uploads will be screened before publishing. Content that is approved will generally be published within approx 20 minutes. Content with standards or legal problems will be rejected (in other words – no porn or stolen content)
4. **DESIGN AND PRODUCT ENHANCEMENTS:** The site now has a polished look and feel that is related to, but distinct from, the core AtomFilms site. New features include weekly Atom Arena video competitions, new Groups social networking functionality, and embedded video on the home page. And the membership bases of both sites will merge so that AF members and former AC members will now all be "Atom" members with full access to both sites.
5. **SITE COMMUNITY:** AtomFilms members and creators now have access to a suite of community features that enable them to control their experience, share their own content, interact with each other, and influence what content becomes a hit and makes money.
6. **AF PARTNER AND SPONSOR OPPS:** Now that the site is rebranded and basic technical integration has occurred, we can improve AtomFilms contests and other programs by including UGC components. Test Pilots will be an early example of this.
7. **BRANDING & OPERATIONS:** All of our efforts from a sales, product, content, and marketing standpoint will now benefit the flagship "Atom" brand rather than two separate services. This makes communication much easier and it streamlines operations.

What stays the same?

1. UGC-specific inventory: Advertisers who want UGC can target AtomUploads specifically using the standard IAB formats: 300 x 250, 160 x 600, 728 x 90. The amount of 300x250 ad inventory will increase significantly (though 728 x 90 inventory will drop somewhat)
2. UGC-specific products: AtomUploads will continue to offer the same products advertisers loved on AddictingClips. The Atom Product Guide has been updated with new AtomUploads-specific slides that replace the old AddictingClips slides.

What does it look like?

(screenshot deleted for filesize reasons)

Schapiro Exhibit 358

From: Joanne Price <joanne.price@avfc.co.uk>
Sent: Monday, October 5, 2009 6:10 PM
To: Oliver Weingarten <OWeingarten@premierleague.com>
Subject: Deed of Licence - Aston Villa
Attach: Premier Goals 2007-2010.pdf

Dear Oliver,

As requested, I set out below responses to Richard Scudamore's letter to the Club dated 7 September 2009 and your additional queries dated 22 September 2009.

Letter dated 7 September 2009

1. The Club has its own dedicated YouTube channel: <http://www.youtube.com/user/avtvextra>.
2. No such documents exist.
3. The Club had a prior contractual relationship with PremierGoals, but this was terminated in April 2008 due to PremierGoals having breached certain requirements of the Deed of Licence. A copy of the expired contract is attached.

Your email dated 22 September 2009

- (a) I have already provided you with copies of our International Club TV Block contracts.
- (b) No such documents exist. The Club has not entered into any agreements in relation to International Club Mobile Contracts.
- (c) No such documents exist. The Club does not make home video devices available to the United States.

YouTube Channel

Following your correspondence, the Club has carried out an internal review of each of the videos on its YouTube channel. We appreciate that while the Deed of Licence does not prevent the Club from operating a YouTube channel, it does restrict the extent to which certain content (namely Footage, Archive Footage, Sound Materials and Stills, as defined in the Deed of Licence) may be included in such a website.

The Club has over 70 videos on the website, the vast majority of which we believe to be fully in accordance with the terms of the Deed of Licence (being "behind-the-scenes" or non-PL footage). We have discovered, however, that there were 7 videos which did not fully comply with the Deed of Licence. These are as follows:-

<http://www.youtube.com/watch?v=iofrx-HNqE> - Still photos and commentary from the Birmingham match 13/09/09.
(viewers estimate: 1,100)

http://www.youtube.com/watch?v=wS_roSN0hB4 - Still photos and commentary from the Liverpool match 24/08/09.
(viewers estimate: 1,500)

<http://www.youtube.com/watch?v=th7X2ldHuQs> - Still photos and commentary from the Blackburn match 07/02/09.
(viewers estimate: 600)

<http://www.youtube.com/watch?v=XSNXxVI3ejQ> - Still photos and commentary from the Bolton match 13/12/08.
(viewers estimate: 600)

<http://www.youtube.com/watch?v=yAHGTzS90xM> - Still photos and Commentary from the Arsenal match 15/11/08.
(viewers estimate: 3,100)

<http://www.youtube.com/watch?v=BxqBrzAK6qU> - Match footage (2 x 5 seconds) (viewers estimate: 500)

<http://www.youtube.com/watch?v=IM8N81yXLAU> - Match footage (1 x 5 seconds) (viewers estimate: 77)

All of these videos have now been taken down from the website and are no longer accessible. I have arranged to meet with our media and marketing team to discuss the issues raised by our internal review. I have also explained the terms of the Deed of Licence to the relevant Club personnel in detail to ensure that all content placed onto Club websites in future will comply with the terms of the Deed of Licence.

In particular, other than on the Club's official website (www.avfc.co.uk) which is the UK Club Website and International Club Website for the purposes of the Deed of Licence, going forward the Club will ensure that no Footage, Archive Footage or Sound Materials (as defined in the Deed of Licence) will be featured on any Club websites and no Stills or Sequences of Stills (as defined in the Deed of Licence) will be featured on any Club websites within seven days starting from midnight on the day of the relevant Club Match.

Please give me a call to discuss when you have a moment.

Joanne Price

In-House Lawyer

Aston Villa Football Club

Villa Park | Birmingham | B6 6HE

Tel: 0121 327 2299 x293

Mob: 07796 270643

Fax: 0121 327 7451

email: joanne.price@avfc.co.uk

W: www.avfc.co.uk

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Schapiro Exhibit 359

From: Oliver Weingarten <OWeingarten@premierleague.com>
Sent: Friday, October 2, 2009 5:51 AM
To: Casimir Knight <Casimir.Knight@ChelseaFC.com>
Cc: Alan Shaw <Alan.Shaw@ChelseaFC.com>; Amanda Dungate <amanda.dungate@chelseafc.com>; Virginia Leather <vleather@premierleague.com>
Subject: RE: You Tube documentation response

Cas
Thanks for this. Will get back in touch if need be.
Amanda, is there any chance you could send scanned copies of the relevant Agreements please?
Best,
Oliver

From: Casimir Knight [mailto:Casimir.Knight@ChelseaFC.com]
Sent: 01 October 2009 16:41
To: Oliver Weingarten
Cc: Alan Shaw; Amanda Dungate
Subject: You Tube documentation response

Dear Oliver,

I am writing with reference to your recent correspondence requesting information and documentation in respect of the Premier League's litigation against YouTube and its parent company Google.

1. Club's use of Youtube

- Chelsea Digital Media set up a club branded YouTube channel in February 2007. The primary purpose of this channel is to promote the club and Chelsea TV within this environment. As per the Premier League regulations, none of the video/media submitted to our Youtube channel contains any match footage whatsoever. While we accepted YouTube's standard terms and conditions via their website when setting up this channel, there is no other relevant documentation relating this that we have to send on to you.

2. Club's belief about the effect on their businesses of the availability of football related videos on Youtube

- We believe the availability of football related content via Youtube does not have a material impact on the club's activity nor the ability for the club to exploit its media rights.

3. Documents reflecting the club's making available Premier League footage by way of licensing

- Chelsea Digital Media has not licensed the use of any match footage to any website, aside from our official international club websites which are a Chinese language website operated in partnership with Premier Goals and a Russian language website – operated in partnership with the Chelsea Fan Club (Russia).

- CDM have licensed the club's international (ex UK and Eire) TV rights as follows –

1. North America – Setanta US (until June 2010)
2. All other international territories - IMG Media (until June 2013)

We also have an agreement with the Gifted Group, to whom we have licensed our DVD rights. Relevant documentation relating to the international TV and DVD rights has been posted to you separately by Amanda using special delivery.

I hope this adequately covers this off and do not hesitate to contact Alan or myself if you need to.

All the best and see you soon,

Cas Knight
Managing Director
Chelsea Digital Media

Phone: 020 7915 1980
Ext: 1280
Casimir.Knight@ChelseaFC.com

www.ChelseaFC.com

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Schapiro Exhibit 360

Redacted at the request of Plaintiffs pending a meet and confer and,
if applicable, further action of the Court.

Schapiro Exhibit 361

Upload videos

Step 1. Choose Files

Search YouTube and more Upload from Computer Import from URL

YouTube Search

- Choose a video service
- Enter keywords and hit search
- Select the file(s) you want to upload

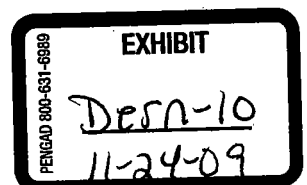
Step 2. Options

Submit to Category

Step 3. Agree and upload

By uploading this content, you confirm that you own it or have the rights to upload, display and distribute it, and that it will not otherwise violate the Terms of Use.

UPLOAD CANCEL



Schapiro Exhibit 362

UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF NEW YORK

-----X
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.

-----X

VIDEOTAPED DEPOSITION OF
BLAIR HARRISON
NEW YORK, NEW YORK
WEDNESDAY, DECEMBER 9, 2009

BY: REBECCA SCHAUMLOFFEL
JOB NO. 18268

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

FOR THE PLAINTIFFS VIACOM INTERNATIONAL,
INC.:

JENNER & BLOCK, LLP

By: SCOTT B. WILKENS, ESQ.
1099 New York Avenue, NW, Suite 900
Washington, D.C. 20001
(202) 639-6000
Swilkens@jenner.com

FOR THE DEFENDANTS YOUTUBE, INC., YOUTUBE,
LLC and GOOGLE, INC.:

MAYER BROWN, LLP

By: ANDREW SCHAPIRO, ESQ.
ARIC JACOVER, ESQ.
1675 Broadway
New York, New York 10019
(212) 506-2146
Aschapiro@mayerbrown.com
Ajacover@mayerbrown.com

ALSO PRESENT:

Carlos King, Videographer

HARRISON

founder, respectively.

Q. In that time, mid 2001, what did iFilm do?

10:32:31 A. iFilm, the company, had about nine businesses, which covered everything from a printed book publishing business, to a movie production budgeting software development business, to the iFilm.com portal, and another six businesses behind that. So, a diverse set of things.

Q. What was your job?

10:33:03 A. I was executive vice-president and chief technology officer of the group of all nine businesses, and I ran -- soon after that, I ran the iFilm.com business, day to day.

Q. And what was the iFilm.com business?

10:33:27 A. It was migrating -- at that point, and in fact there was a substantial software release in June or

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HARRISON

July of 2001. It was migrating from a venue for independent short film makers to have their works hosted and posted to a portal for all things to do with movies -- I should say, all things to do with film.

10:33:47

Q. I just want to establish some time frames.

10:34:11

When was iFilm acquired by Viacom?

A. October of 2005.

10:34:39

Q. Prior to the acquisition by Viacom, did iFilm have the capacity to accept and display user-generated content?

10:34:56

A. No. Well, it had the ability to display any type of video. But I think what you mean -- the answer is no.

Q. Where did the videos that iFilm displayed come from?

10:35:14

A. They came from movie studios. They came from record labels. They came from video game publishers.

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HARRISON

They came from independent filmmakers.
They came from marketing/advertising
partners. A fairly broad set of
relationships that we had.

10:35:31

Q. And when was a video upload
service -- when, if ever, was a video
upload service implemented for iFilm?

10:35:45

A. I believe it was January of
2006.

Q. How did the purchase of
iFilm by Viacom come about?

MR. WILKENS: Objection to
the form.

10:36:15

Q. Let me break that down.
iFilm, at some point, was
acquired by Viacom, correct?

A. Correct.

10:36:23

Q. What form did that
acquisition take?

A. I believe it was a reverse
triangular merger.

10:36:33

Q. Let's call it the
acquisition, if that's acceptable to
you.

Schapiro Exhibit 363

From: "Herzog, Doug" <Doug.Herzog@comedycentral.com>
Date: Sun, 23 Jul 2006 19:22:17 -0700
To: "McGrath, Judy" <Judy.McGrath@mtvstaff.com>
Subject: Re: Men

-----Original Message-----

From: McGrath, Judy
To: Herzog, Doug
Sent: Sun Jul 23 19:01:03 2006
Subject: RE: Men

YES. Adam.

You thought the men positioning was flawed (like USA)...and you fixed it. A hook...action. Not sure the same rules apply in digital, but I would be happy to help you think through this as well. Graden had an idea a ways back, working with Blair. I'll catch up on it...something like ifilm moves to all our branded sites...ifilm VH1, ifilm Comedy...and it becomes more of a niche, focused on UGC (my new favorite initials) and is programmed more narrowly. That was an older idea, not sure it's right.

-----Original Message-----

From: Herzog, Doug
Sent: Sunday, July 23, 2006 9:49 PM
To: McGrath, Judy
Subject: Re: Men

Sounds like a plan.

Would love to talk more about the digital plan and how u see it working....crucial that we get it right.

As for ifilm....I not sure what it is...or what it should be....it ain't youtube..I know that muc:h. Genie is out of the bottle on that one.

My first goal is to get it integrated and shore up ad sales....then I face the unenviable task of figuring it out. It seems like the USA network of the internet to me...broad video portal, very commercial in look and feel no real brand (or POV) to speak of, all over theplace. Maybe I should spend some time with adam on it?

-----Original Message-----

From: McGrath, Judy
To: Herzog, Doug; Toffler, Van
Sent: Sun Jul 23 17:04:37 2006
Subject: Re: Men

I spent 3 hours with Joe Uva in the bar at the Regency Thursday afternoon. I think it's Hank Close, president of domestic ad sales, on August 1. Then Joe joins us on October 15th as Worldwide ad sales (fix the UK mess as well as oversee Hank). Wolf exits in August (T). So I need some extra senior sales help.

As for digital, Adam Cahan--EVP Digital Strategy and Development (another way of saying acquisitions) and Nick Lehman, EVP Operations.

I need an idea for Games. Cassidy to Lehman? Doug, how do we make ifilm bigger, better and more like YouTube?

Sent from my BlackBerry Wireless Handheld

-----Original Message-----

From: Herzog, Doug
To: McGrath, Judy; Toffler, Van
Sent: Sun Jul 23 17:18:17 2006
Subject: Re: Men

You know we got your back...but tony soprano would refer to us as "you twose".
This ain't gonna be easy....there is a lot to do....and a lot to fix.

But there is no question we can set this company up for the next 25 years....

My first vote is to get the sales thing figured out asap!

-----Original Message-----

From: McGrath, Judy
To: Toffler, Van; Herzog, Doug
Sent: Sun Jul 23 07:17:51 2006
Subject: Men

Friends.

I'm thinking, whose back do I have (as Tony Soprano would say....). It's you two. Who has my back? You two.

And MOST IMPORTANTLY. Who has pride, care, mojo, belief and love for MTVN...We three.

So. It's been intense to say the least since the split. Q2 sucks, Q3...will be fucking crazy, too. I made some bad hires. You guys made some good hires. Bumpy, but we deal with it.

I need you to help get through this next phase, whatever it is. I need your best thinking and action. Be candid and direct as shit with me.

Content, digital, people, money, how we operate. Getting stuff closed. Most of all, making sure these brands are not '80s, 90's ideas. Tell me.

It's not fun to see Tom take a bullet...his turn in the barrel. Forget that he's getting emails from Bob Iger saying hang in there....WE are his people, more than anybody else (And did I mention again that Carole is a fucking genius for handling those two articles on a Saturday).

Remembering when the WSJ called for my firing in an EDITORIAL, after Janet exposed that beautiful nipple. The Times said AOL Music would take down MTV, after Live 8. (NOT). We fucked up with Matt and Trey. Doug was right, they came out on top.

But we've done a lot of things right, and I'll be damned if fucking 80 year old Rupert Murdoch and Peter Chernin come off like internet wizards. We always had the better ideas and the better people.

The three of us grew up in a different era, we're builders, we take risks, we like the culture we get a lot of credit for creating...and it seems odd that buying Heavy.com means more than it probably should these days.

Truth is, we have done a lot of things right in digital,...but we STILL don't have social networking across our sites, or user-generated anything significant and fun.

SO. I'm not sure how this works, but just think about everything, be honest. And I need the help, so does MTVN.

xx

Schapiro Exhibit 364

Redacted at the request of Defendants pending a meet and confer and,
if applicable, further action of the Court.

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Schapiro Exhibit 366

Principles for User Generated Content Services

Foster Innovation. Encourage Creativity. Thwart Infringement.

Related Releases

- sevenload Protects Professional Content Partners and User Generated Video
- Sony Pictures Entertainment and Crackle Join Pioneering User-Generated Content Coalition
- Internet and Media Industry Leaders Unveil Principles to Foster Online Innovation While Protecting Copyrights

The following companies support these principles:



CRACKLE

Dailymotion



Microsoft



sevenload



Leading commercial copyright owners ("Copyright Owners") and services providing user-uploaded and user-generated audio and video content ("UGC Services") have collaborated to establish these Principles to foster an online environment that promotes the promises and benefits of UGC Services and protects the rights of Copyright Owners. In this context, UGC Services are services such as Soapbox on MSN Video, MySpace, Dailymotion and Veoh.com, and not other technologies such as browsers, applets, email, or search services. While we may differ in our interpretation of relevant laws, we do not mean to resolve those differences in these Principles, which are not intended to be and should not be construed as a concession or waiver with respect to any legal or policy position or as creating any legally binding rights or obligations. We recognize that no system for deterring infringement is or will be perfect. But, given the development of new content identification and filtering technologies, we are united in the belief that the Principles set out below, taken as a whole, strike a balance that, on a going-forward basis, will result in a more robust, content-rich online experience for all.

In coming together around these Principles, Copyright Owners and UGC Services recognize that they share several important objectives: (1) the elimination of infringing content on UGC Services, (2) the encouragement of uploads of wholly original and authorized user-generated audio and video content, (3) the accommodation of fair use of copyrighted content on UGC Services, and (4) the protection of legitimate interests of user privacy. We believe that adhering to these Principles will help UGC Services and Copyright Owners achieve those objectives.

1. UGC Services should include in relevant and conspicuous places on their services information that promotes respect for intellectual property rights and discourages users from uploading infringing content.
2. During the upload process, UGC Services should prominently inform users that they may not upload infringing content and that, by uploading content, they affirm that such uploading complies with the UGC Service's terms of use. The terms of use for UGC Services should prohibit infringing uploads.
3. UGC Services should use effective content identification technology ("Identification Technology") with the goal of eliminating from their services all infringing user-uploaded audio and video content for which Copyright Owners have provided Reference Material (as described below). To that end and to the extent they have not already done so, by the end of 2007, UGC Services should fully implement commercially reasonable Identification Technology that is highly effective, in relation to other technologies commercially available at the time of implementation, in achieving the goal of eliminating infringing content. UGC Services should enhance or update the Identification Technology as commercially reasonable technology that makes a meaningful difference in achieving the goal becomes available.
 - a. If a Copyright Owner has provided: (1) the reference data for content required to establish a match with user-uploaded content, (2) instructions regarding how matches should be treated, and (3) representations made in good faith that it possesses the appropriate rights regarding the content (collectively, "Reference Material"), then the UGC Service should apply the Identification Technology to that content to implement the Filtering Process described below. UGC Services should ensure that reasonable specifications, as well as any tools and/or technical support, for the delivery of Reference Material are made available to Copyright Owners. If a Copyright

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Owner does not include in the Reference Material instructions regarding how matches should be treated, the UGC Service should block content that matches the reference data.

- b. The Identification Technology should use Reference Material to identify user-uploaded audio and video content that matches the reference data and should permit Copyright Owners to indicate how matches should be treated.
- c. If the Copyright Owner indicates in the applicable Reference Material that it wishes to block user-uploaded content that matches the reference data, the UGC Service should use the Identification Technology to block such matching content before that content would otherwise be made available on its service ("Filtering Process"). The Copyright Owner may indicate in the applicable Reference Material that it wishes to exercise an alternative to blocking (such as allowing the content to be uploaded, licensing use of the content or other options), in which case, the UGC Service may follow those instructions or block the content, in its discretion.
- d. Copyright Owners and UGC Services should cooperate to ensure that the Identification Technology is implemented in a manner that effectively balances legitimate interests in (1) blocking infringing user-uploaded content, (2) allowing wholly original and authorized uploads, and (3) accommodating fair use.
- e. UGC Services should use the Identification Technology to block user-uploaded content that matches Reference Material regardless of whether the UGC Service has any licensing or other business relationship with the Copyright Owners who have provided such Reference Material (except that UGC Services may require that Copyright Owners enter into agreements with respect to the specifications for delivery of Reference Material that are commercially reasonable and that facilitate the provision of Reference Material by Copyright Owners and promote the goal of the elimination of infringing content). If a Copyright Owner authorizes specific users to upload content that would otherwise match Reference Material submitted by the Copyright Owner, the Copyright Owner should provide to the UGC Service a list of such users (a so-called white list).
- f. UGC Services may, at their option, utilize manual (human) review of all user-uploaded audio and video content in lieu of, or in addition to, use of Identification Technology, if feasible and if such review is as effective as Identification Technology in achieving the goal of eliminating infringing content. If a UGC Service utilizes such manual review, it should do so without regard to whether it has any licensing or other business relationship with the Copyright Owners. Copyright Owners and UGC Services should cooperate to ensure that such manual review is implemented in a manner that effectively balances legitimate interests in (1) blocking infringing user-uploaded content, (2) allowing wholly original and authorized uploads, and (3) accommodating fair use.
- g. Copyright Owners should provide Reference Material only with respect to content for which they believe in good faith that they have the appropriate rights to do so, and should update rights information as reasonable to keep it accurate. The inclusion of reference data for content by, or at the direction of, a Copyright Owner shall be deemed to be an implicit representation made in good faith that such Copyright Owner has the appropriate rights regarding such content. Copyright Owners should reasonably cooperate with UGC Services to avoid unduly stressing the Services' Identification Technology during limited periods when Copyright Owners, collectively, may be providing an overwhelmingly high volume of Reference Material. UGC Services should reasonably cooperate with Copyright Owners to ensure that such Reference Material is utilized by the Identification Technology as soon as possible during such overload periods.
- h. Promptly after implementation of Identification Technology, and at intervals that are reasonably timed throughout each year to achieve the goal of eliminating infringing content, UGC Services should use Identification Technology throughout their services to remove infringing content that was uploaded before Reference Material

pertaining to such content was provided.

- i. Copyright Owners and UGC Services should cooperate in developing reasonable procedures for promptly addressing conflicting claims with respect to Reference Material and user claims that content that was blocked by the Filtering Process was not infringing or was blocked in error.

4. UGC Services and Copyright Owners should work together to identify sites that are clearly dedicated to, and predominantly used for, the dissemination of infringing content or the facilitation of such dissemination. Upon determination by a UGC Service that a site is so dedicated and used, the UGC Service should remove or block the links to such sites. If the UGC Service is able to identify specific links that solely direct users to particular non-infringing content on such sites, the UGC Service may allow those links while blocking all other links.
5. UGC Services should provide commercially reasonable enhanced searching and identification means to Copyright Owners registered with a service in order: (a) to facilitate the ability of such Copyright Owners to locate infringing content in all areas of the UGC Service where user-uploaded audio or video content is accessible, except those areas where content is made accessible to only a small number of users (not relative to the total number of users of the UGC Service), and (b) to send notices of infringement regarding such content.
6. When sending notices and making claims of infringement, Copyright Owners should accommodate fair use.
7. Copyright Owners should provide to UGC Services URLs identifying online locations where content that is the subject of notices of infringement is found – but only to the extent the UGC Service exposes such URLs.
8. When UGC Services remove content pursuant to a notice of infringement, the UGC Service should (a) do so expeditiously, (b) take reasonable steps to notify the person who uploaded the content, and (c) promptly after receipt of an effective counter-notification provide a copy of the counter-notification to the person who provided the original notice, and, at its option, replace the content if authorized by applicable law or agreement with the Copyright Owner.
9. When infringing content is removed by UGC Services in response to a notice from a Copyright Owner, the UGC Service should use reasonable efforts to notify the Copyright Owner of the removal, and should permit the Copyright Owner to provide, or request the UGC Service to provide on its behalf, reference data for such content to be used by the Identification Technology.
10. Consistent with applicable laws, including those directed to user privacy, UGC Services should retain for at least 60 days: (a) information related to user uploads of audio and video content to their services, including Internet Protocol addresses and time and date information for uploaded content; and (b) user-uploaded content that has been on their services but has been subsequently removed following a notice of infringement. UGC Services should provide that information and content to Copyright Owners as required by any valid process and consistent with applicable law.
11. UGC Services should use reasonable efforts to track infringing uploads of copyrighted content by the same user and should use such information in the reasonable implementation of a repeat infringer termination policy. UGC Services should use reasonable efforts to prevent a terminated user from uploading audio and/or video content following termination, such as blocking re-use of verified email addresses.
12. In engaging in the activities set forth in these Principles outside the United States, UGC Services and Copyright Owners should follow these Principles to the extent that doing so would not contravene the law of the applicable foreign jurisdiction.
13. Copyright Owners should not assert that adherence to these Principles, including efforts by UGC Services to locate or remove infringing content as provided by these Principles, or to replace content following receipt of an effective counter notification as provided in the Copyright Act, support disqualification from any limitation on direct or indirect liability relating to material online under the Copyright Act or substantively similar statutes of any applicable jurisdiction outside the United States.

14. If a UGC Service adheres to all of these Principles in good faith, the Copyright Owner should not assert a claim of copyright infringement against such UGC Service with respect to infringing user-uploaded content that might remain on the UGC Service despite such adherence to these Principles.
15. Copyright Owners and UGC Services should continue to cooperate with each other's reasonable efforts to create content-rich, infringement-free services. To that end, Copyright Owners and UGC Services should cooperate in the testing of new content identification technologies and should update these Principles as commercially reasonable, informed by advances in technology, the incorporation of new features, variations in patterns of infringing conduct, changes in users' online activities and other appropriate circumstances.

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