

# ***EXHIBIT D***

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

BOURNE CO.,	)	
	)	
Plaintiff,	)	
	)	
vs.	)	No. 07 CIV. 8580 (DAB)
	)	
TWENTIETH CENTURY FOX FILM	)	
CORPORATION, FOX BROADCASTING	)	
COMPANY, TWENTIETH CENTURY FOX	)	
TELEVISION, INC., TWENTIETH	)	
CENTURY FOX HOME ENTERTAINMENT,	)	
INC., FUZZY DOOR PRODUCTIONS,	)	
INC., THE CARTOON NETWORK, INC.,)	)	
SETH MAC FARLANE, WALTER MURPHY,	)	
	)	
Defendants.	)	
	)	

ORIGINAL

DEPOSITION OF  
SETH MACFARLANE  
TAKEN ON  
MONDAY, MARCH 10, 2008

Reported by:

Daryl Baucum, RPR, CRR, CBC, CSR No. 10356

1 answer or if at any time you feel you need to clarify  
2 anything you said before, feel free right in the moment  
3 to go and do that. We are really interested in just  
4 getting a fair and honest accounts of your recollections  
5 here today.

6 Do you understand that?

7 A. I do.

8 Q. What companies are involved in the production  
9 of "Family Guy"?

10 A. 20th Century Fox. There are various post  
11 houses and, you know, mixing houses, but that's as far  
12 as the actual production, 20th Century Fox.

13 Q. And how about Fuzzy Door?

14 A. Fuzzy Door is a label for my production  
15 company.

16 Q. Does Fuzzy Door have any business relationship  
17 with Fox in connection with the show?

18 A. Excuse me?

19 Q. Sure.

20 A. Yes.

21 Q. And what is that relationship?

22 A. Fuzzy Door is again. It's the production label  
23 for my company. There's no staff. It's just what we  
24 call it. So Fuzzy Door is linked with Fox in that  
25 regard.

1 Q. Just so I understand your relationship to Fuzzy  
2 Door, does Fuzzy Door -- is Fuzzy Door a corporation?

3 A. Yes.

4 Q. Does Fuzzy Door have any employees?

5 A. No.

6 Q. Are you saying essentially are you Fuzzy Door?

7 A. Yes.

8 Q. And Fuzzy Door is just for the purposes of your  
9 relationship with Fox and in connection with the "Family  
10 Guy"?

11 A. Yes.

12 Q. Does Fuzzy Door do any other work other than  
13 "Family Guy"?

14 A. Yes.

15 Q. What other things does Fuzzy Door do?

16 A. We did a series of Internet animated shorts.  
17 "American Dad," there is a script deal for a feature and  
18 to the best of my knowledge, that's it.

19 Q. Are you aware that the plaintiff and whom I  
20 represent in this case requested documents from Fuzzy  
21 Door?

22 A. No.

23 Q. Are you aware that the plaintiff requested  
24 documents from you?

25 A. Yes.

1 A. I don't recall if it was the whole staff.

2 Q. Do you remember any people in particular who  
3 were involved?

4 A. Yes.

5 Q. Who were they?

6 A. Rickey Blitt, David Zuckerman. Anything else  
7 would be hazy memory to guess work.

8 Q. And is this an accurate description of what the  
9 story consisted of at that point?

10 A. Yes.

11 Q. Was there a title at this pitch stage yet?

12 A. I recall that there was.

13 Q. Would you have any idea why it wasn't reflected  
14 in this document?

15 A. No.

16 Q. And what was the title?

17 A. I can't say for certain. I believe it was when  
18 you wish upon a Weinstein.

19 Q. What was the inspiration -- what was the  
20 inspiration for the story idea?

21 A. One of my Jewish friends pointed out to me at  
22 one point that I was calling him every time I went to  
23 make a purchase, whether it be a car or a fax machine,  
24 whatnot. And it occurred to me that I had in fact been  
25 bringing a Jewish person with me whenever I went to make

1 a purchase of any magnitude and I thought what a funny  
2 idea for, you know, a -- you know, for Peter that he has  
3 this in a sense reverse bigotry that he sort of turns  
4 the Archie Bunker thing on its ear and that he would in  
5 fact view a Jewish person as something he just can't  
6 live without.

7 Q. And so that was the theme of the episode?

8 A. Yes.

9 Q. Now, after this -- and I take this was for a  
10 pitch? It wasn't yet decided whether or not this was a  
11 story you were going to run with?

12 A. This was -- I believe it was -- I don't know  
13 precisely what the document -- you know, what the  
14 document is from, but this is the initial pitch that we  
15 pitched to the studio and the network.

16 Q. And did they have -- what role did they have in  
17 selecting whether or not this story would go forward at  
18 that point?

19 A. They to a limited extent have -- well, I mean  
20 technically, they have yeah or nay power, but generally,  
21 they don't exercise it if it's something that we are --  
22 you know, that we are interested in doing, but every  
23 story has to be pitched to them.

24 Q. And at the top here where it says this story  
25 will be written by Ricky Blitt, did you decide that the

1 would -- you know, he would do it on his own. We would  
2 talk beforehand and decide what we thought were, you  
3 know, the funniest jokes and whatnot and then we would  
4 call them.

5 Q. What was Fox's reaction after you submitted the  
6 first version of the script to standards and practices  
7 for the Weinstein episode?

8 A. Extreme anxiety, I suppose would be the  
9 response.

10 Q. And what were they anxious about?

11 A. The content.

12 Q. What parts of the content -- what were their  
13 main objections?

14 A. They were worried that some of the comedy would  
15 be viewed as offensive.

16 Q. Which parts of the comedy?

17 A. Usually, it's most of the show, but in this  
18 instance, they were particularly concerned about the  
19 elements relating to the Jewish story.

20 Q. And which elements?

21 A. The fact that Max Weinstein was being portrayed  
22 as God-like and somehow different from the average  
23 person.

24 Q. Did they request any changes?

25 A. Yes.

1 Q. What kinds of changes did they request?

2 A. Generally, it was to make it more acceptable  
3 for broadcast on a network.

4 Q. And which ways -- what sorts of things did they  
5 feel would make it more acceptable?

6 A. They were looking for ways to make it less  
7 sensitive to the Jewish community.

8 Q. Do you remember any of the ways that they  
9 proposed making it more sensitive?

10 A. That would have been on one of their memos  
11 specifically. No, I don't remember.

12 Q. Was the approval process with standards and  
13 practices for the Weinstein episode, did that take  
14 longer than typical for a "Family Guy" episode?

15 A. Yes.

16 Q. And would you say that the approval process was  
17 more difficult than the typical process?

18 A. Yes.

19 Q. For the "Family Guy"?

20 A. Yes.

21 Q. Do you believe the message of the episode is  
22 antisemitic?

23 A. No.

24 Q. And therefore, it wasn't intended to be  
25 antisemitic?



1 A. It was not intended to be antisemitic.

2 Q. And does the message have an overall message or  
3 theme?

4 A. At the end, Peter learns the lesson that  
5 everyone is more or less the same and no group of people  
6 is better or worse than any other.

7 Q. In going back and forth with standards and  
8 practices, did you give Linda any particular  
9 justifications for the content that they were objecting  
10 to?

11 MR. ZAVIN: Objection; only I think he  
12 testified that David Zuckerman is the one who had the  
13 contact with Linda.

14 When you say "you," do you mean him personally?

15 BY MR. FAKLER:

16 Q. Did you ever have any contact with Linda?

17 A. Yes.

18 Q. So and you also discussed -- I believe you  
19 testified earlier that you and David discussed any of  
20 the discussions that he would have with Linda based on  
21 her comments; isn't that correct?

22 A. As I recall, that was something we did for the  
23 most part, not for every episode, but for the most part.

24 Q. So are you aware of any justifications that you  
25 or David gave to Linda for these items elements that she

1 was objecting to?

2 A. I don't recall specifically, only generally.

3 Q. What were they generally?

4 A. That it's satire, it's -- you know, a spoof on  
5 certain less enlightened cultural views.

6 Q. So was the point of it to, you know, hold up  
7 bigotry and antisemitism to ridicule?

8 Is that a fair characterization?

9 A. Yes.

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11 **REDACTED**  
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1 Q. Well, the first run through -- the season two,  
2 during season two.

3 A. Ultimately, they declined to air the episode.

4 Q. And when were you first told that it wasn't  
5 going to be aired?

6 A. I don't remember exactly, but I believe it  
7 was -- I believe it was before we finished production,  
8 but I don't remember for sure.

9 Q. And do you remember who -- whether it was --  
10 who was notified?

11 Was it you, personally, from Fox?

12 A. I don't remember.

13 Q. Was the lyric "even though they killed my Lord"  
14 ever changed during the production of the episode?

15 A. There was an alternate created.

16 Q. And when did you decide to do that?

17 A. I don't remember.

18 Q. And which -- why did you create the alternate  
19 version?

20 A. I don't remember, exactly. I believe it was to  
21 find a way to preserve the song so that -- so that there  
22 might be a chance that they would air the episode. I  
23 have some recollection of that.

24 Q. Did a time come when the Weinstein episode was  
25 first aired?

1 shown on TBS and on CW in the syndication package since  
2 then.

3 BY MR. FAKLER:

4 Q. Do you know roughly how many times it's been  
5 shown by TBS, Cartoon Network?

6 A. No idea.

7 Q. Did Fox ever broadcast the episode?

8 A. Yes.

9 Q. When did that happen?

10 A. It was sometime in the couple years between the  
11 show's cancellation and the order for new episodes.

12 Q. Was it after Cartoon Network showed it?

13 A. Yes.

14 Q. Do you know why Fox changed their mind about  
15 airing the episode?

16 A. I don't know their exact reasons.

17 Q. You never had any discussions with them about  
18 that?

19 A. I didn't. I mean the show was suddenly  
20 becoming successful in reruns and on DVD, and that was  
21 the only episode that they had immediate access to that  
22 had not aired on their network.

23 Q. When did Fox decide to release the episode on  
24 DVD?

25 A. I don't know.

1 other than DVD?

2 A. I don't know.

3 Q. Have there been any downloads streaming?

4 A. Don't know.

5 Q. Can you tell me what "Family Guy Live" is?

6 A. "Family Guy Live" is a show that I and the rest  
7 of the cast and usually a couple writers do  
8 occasionally, generally at large venues, in which we  
9 will read an episode with the full cast live on stage  
10 and turn it into an evening, you know, an evening show.

11 We will do -- answer some questions and make  
12 sort of a little variety show out of it, and that's in a  
13 nutshell that's what it is.

14 Q. When -- about how many times a year do you do  
15 this?

16 A. It's not an annual thing. On average, I would  
17 say we have done it maybe -- there have been years where  
18 we have done two or four performances and some where we  
19 have done none, but, you know, to even it out, maybe  
20 once a year.

21 Q. When was the first time you did a "Family Guy  
22 Live"?

23 A. I think it was at the Montreal Comedy Festival.

24 Q. Do you remember which year?

25 A. I don't, but I believe it was before the show

1 repremiered on Fox.

2 Q. And you produced -- in discovery you produced a  
3 video recording of a "Family Guy Live" event in Montreal  
4 in 2004.

5 Would that be the first one, to your knowledge?

6 A. That I believe so, yeah.

7 Q. The "Family Guy Live" at the table reading part  
8 of the program, have you ever done the entire Weinstein  
9 episode?

10 A. Yes.

11 Q. How many times?

12 A. In the live shows?

13 Q. Yeah.

14 A. At least two. It may be more. I don't  
15 remember.

16 Q. And have you ever done a performance of "I Need  
17 A Jew" separate and apart from the episode live at one  
18 of these "Family Guy Live" shows?

19 A. Yes.

20 Q. Do you know how many times?

21 A. At least once.

22 Q. And is that recording of the Montreal show the  
23 only video that you have of any of these "Family Guy  
24 Live" programs?

25 A. Yes.

1 Q. Can I have Exhibit 21, please.  
2  
3

4 **REDACTED**  
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1 Q. The first time somebody had the idea to add the  
2 song to the episode.

3 A. We had planned to use lyrics and music, yes.

4 Q. And did you have particular music in mind at  
5 that stage?

6 A. We did.

7 Q. And what was the idea for the music?

8 A. At the time, we wanted to do -- we wanted to do  
9 a song that was a parody of "When You Wish Upon a Star."

10 Q. So musically, you wanted to use music -- when  
11 you say "parody," do you mean that you wanted --  
12 musically you wanted it to be similar to music "When You  
13 Wish Upon a Star"?

14 A. Initially, we wanted to use the actual melody.

15 Q. When did that change?

16 A. When the clearance was denied.

17 Q. And who requested the clearance to use "When  
18 You Wish Upon a Star"?

19 A. At the time, that would have gone through Ken  
20 Dennis' office. I don't remember in that instance. I  
21 believe he was the one responsible for pushing for  
22 dealing with the clearance.

23 Q. And who was Mr. Dennis?

24 A. He was our line producer.

25 Q. Right. Okay.



1                   And do you remember at what point in the script  
2 stage that clearance was denied?

3           A.     Somewhere between the table draft and the  
4 record.

5           Q.     Prior to the clearance being denied -- let me  
6 take a step back.

7                   Who would have been involved in actually  
8 producing the music part of the song, writing it?

9           A.     At which?

10          Q.     Let's say at the beginning, at the beginning  
11 phase.

12          A.     The music track would have been produced by, in  
13 this case, Walter Murphy.

14          Q.     And when was the first time that you got Walter  
15 Murphy involved in the "I Need a Jew" song?

16          A.     Immediately following the lyrics that were  
17 written.

18          Q.     So prior to the clearance being denied?

19          A.     That, I don't remember. Occasionally, he would  
20 do a temp track for us to have on hand but . . .

21          Q.     So when you wrote the lyrics to "I Need a Jew,"  
22 were the lyrics written prior to the clearance being  
23 denied?

24          A.     Yes.

25          Q.     So those lyrics were written to essentially the

1 actual tune of ""When You Wish Upon a Star"" as far as  
2 the structure of the lyrics?

3 A. Yes.

4 Q. After the clearance was denied, how did that  
5 change your plans for the music for the song?

6 A. We decided that we still wanted to do the  
7 parody. And so we decided to proceed but with a  
8 different melody that evoked the original.

9 Q. And who came up with that melody?

10 A. Walter Murphy.

11 Q. Did you -- who gave this assignment to Walter  
12 Murphy to make these changes?

13 A. That would have been David and I.

14 Q. And what did you say to Mr. Murphy the first  
15 time that you asked him to do that?

16 A. I don't recall exactly what I said to him but  
17 the instructions were to do a something that was not  
18 ""When You Wish Upon a Star"" but would evoke that song.

19 Q. Was Walter Murphy the only one who contributed  
20 to the musical side of the song?

21 A. At that stage, yes.

22 Q. At any other stage did other people contribute?

23 A. Well, I mean the orchestra played it  
24 eventually, but as far as the composition stage, yes.

25 Q. And who was involved in writing the lyrics?

1 Q. Is the song meant to be antisemitic?

2 A. No.

3 Q. What does the song make fun of?

4 A. The song makes fun of a number of things. I  
5 mean it -- our version makes fun of the very saccharin,  
6 sweet tone of the original song. It's certainly one of  
7 the most overtly sweet, wholesome songs ever written and  
8 we were making fun of that.

9 We were -- aside from that, you know,  
10 satirizing, you know, bigotry and people like Peter  
11 Griffin, but we had also discussed at some point in the  
12 room the -- that the song would be making, you know --  
13 also serves as kind of a way to poke fun at Walt  
14 Disney's reputation as an antisemite.

15 Q. Were there any other things that the song was  
16 making fun of?

17 A. I mean there are, I suppose, different levels  
18 of interpretation within those points but that was --  
19 that was our intent.

20 Q. That's all of the categories of things you were  
21 making fun of?

22 A. Uh-huh.

23 Q. Of these four targets, if you will, that you  
24 have identified of the satire making fun, are any of  
25 them more dominant than the other, more important to the

1 that I would hope they would pick up on all of those  
2 things.

3 Q. Turning first to Peter as being a target of the  
4 joke, of the humor of the song, how exactly is the song  
5 making fun of Peter?

6 A. It's exposing his sort of backward bigotry.  
7 It's making fun of his tendency to, you know, be sort of  
8 a simpleton and to kind of put people into -- you know,  
9 he is an ignorant guy with a tendency to put people into  
10 categories based on stereotypes. And in this instance,  
11 we were making fun of the fact that he does this in kind  
12 of an upside down, you know, hopefully fresh way.

13 Q. And does the performance usually make fun of  
14 Peter and his beliefs?

15 A. Yes.

16 Q. Are Peter's views usually meant to be taken  
17 seriously in the series?

18 A. I would certainly hope not. No, they're not.

19 Q. During the standards and practices process, did  
20 you ever discuss this justification for the song with  
21 Linda or anybody else at Fox?

22 MR. ZAVIN: Objection as to what "this  
23 justification."

24 MR. FAKLER: This justification of making fun  
25 of Peter as a justification for the song.

1 MR. ZAVIN: And objection; I'm not sure he  
2 testified he ever talked to Linda.

3 MR. FAKLER: He actually did testify that he  
4 has at least on one or two occasions talked to Linda.

5 MR. ZAVIN: I don't think he testified he  
6 talked to Linda about this, but if he can answer it, he  
7 is welcome to do it.

8 THE WITNESS: We did at some point discuss with  
9 broadcast standards the fact that this was coming from a  
10 character who -- you know, whose views are not  
11 necessarily to be taken -- are not to be emulated.

12 BY MR. FAKLER:

13 Q. And is one of the purposes of the targets of  
14 the joke is bigotry in general?

15 A. Uh-huh.

16 Q. Would the audience get that joke in the same  
17 way as is that really an extension of the joke on Peter?

18 A. I believe they would.

19 Q. And, again, that was something that was  
20 discussed with standards and practices as a reason to  
21 justify the content of the joke?

22 A. Was his?

23 Q. Making fun of bigotry and antisemitic or rather  
24 Jewish stereotypes.

25 A. Yes.

1 Q. Separate and apart from just Peter?

2 A. Well, the fact that Peter is who he is, you  
3 know, you can't really separate that, but that was -- I  
4 mean that was something that was discussed, the  
5 satirical nature of the song as it relates to -- you  
6 know, as it relates to Peter -- I mean Brian wouldn't  
7 sing that version of the song.

8 Q. Now, turning to the making fun of the saccharin  
9 nature of "When You Wish Upon a Star," how exactly does  
10 the song make fun of that?

11 A. Well, it takes it and turns it upside down. I  
12 mean it takes an aggressively sweet tune -- song, and  
13 turns it on its ear and puts a spin on it that is most  
14 certainly not sweet or saccharin.

15 Q. And how does it do that?

16 A. By -- with a set of lyrics that are  
17 substantially edgier, to say the least, than the  
18 original.

19 Q. Is there any other way that "I Need a Jew"  
20 makes fun of the original "When You Wish Upon a Star"?

21 A. I have hit on the key satirical points that we  
22 were making.

23 Q. Are there any other specifically, though, with  
24 making fun of "When You Wish Upon a Star"?

25 A. Not that I recall that we have intended.

1 question.

2 (The previous question was read back  
3 by the court reporter as follows:

4 "QUESTION: In dealing with  
5 standards and practices, was this  
6 justification, "this justification"  
7 being making fun of "When You Wish  
8 Upon a Star", was that ever discussed  
9 with Fox as a justification for the  
10 song?")

11 THE WITNESS: That, I don't remember.

12 BY MR. FAKLER:

13 Q. You don't have a specific recollection of that  
14 being put forward to them?

15 A. They -- they wouldn't have been involved  
16 with -- their concern was not whether the song -- you  
17 know, the issues relating to the song, itself. Their  
18 issues were content. And that -- no, that was not a --  
19 I don't remember, but that's not a conversation that  
20 would have come up with them.

21 Q. So as far as you know, that conversation never  
22 came up.

23 A. Not that I remember.

24 Q. Okay. As far as Walt Disney's reputation as an  
25 antisemite, how exactly does the song make fun of his

1 reputation?

2 How does the song "I Need A Jew" make fun of  
3 his reputation?

4 A. Well, I mean that song is the anthem for the --  
5 I assume willingly so for the Disney Corporation. And  
6 it's sort of a great irony that Walt Disney, himself,  
7 you know, has this reputation as an antisemite. And I  
8 mean the simplest terms, that's -- that would be my  
9 answer.

10 It's -- that song is synonymous with Disney in  
11 many, many ways, and, you know, the song from Peter's  
12 point of view takes a very -- while not necessarily --  
13 you know, part of the joke was to take the idea of  
14 bigotry, and in this case antisemitism, and turn it on  
15 its ear. He still subscribes to a stereotype about  
16 Jewish people, and obviously, in the minds of viewers,  
17 hopefully any stereotype is negative.

18 So from Peter's point of view, it is in his  
19 backward way, I suppose you could say, antisemitic, but  
20 in the simplest terms, this is the anthem for Walt  
21 Disney. Walt Disney, you know, has this reputation of  
22 being an antisemite and the song by -- you know, by  
23 making fun -- by making fun of that -- well, makes fun  
24 of that through Peter.

25 Q. But where is the link to Walt Disney, the



1 individual, in the song?

2 A. Well, the song, itself, as the anthem for -- I  
3 mean "When You Wish Upon a Star," when you hear that you  
4 think Disney.

5 Q. Do you think the Disney Company or do you think  
6 Walt Disney, the individual?

7 A. I mean either/or. I mean most likely you  
8 think -- I don't know. I am not sure. That would  
9 depend on the individual.

10 Q. What do you think?

11 A. When I hear the song?

12 Q. Yeah. Do you think the Walt Disney Company?

13 A. Yeah, I think of the Walt Disney Company.

14 Q. Do you believe that the public widely perceives  
15 the Walt Disney Company as being antisemitic?

16 A. I mean I remember living back in Connecticut  
17 before I came out here -- I mean I had heard that rumor,  
18 you know, when I was young.

19 Q. That the Walt Disney Company was antisemitic?

20 A. That Walt Disney was an antisemite.

21 Q. I am talking specifically now about the Walt  
22 Disney Company.

23 Have you heard rumors that the Walt Disney  
24 Company was antisemitic?

25 A. No. A lots of the animators call it

1 "mousewitz" but I mean -- no, I mean as far as --

2 Q. The company itself?

3 A. -- their practices?

4 Q. Right.

5 A. I mean I know nothing about that.

6 Q. So as far as the "I Need A Jew" song and  
7 commenting on Walt Disney, the man's, antisemitism, how  
8 exactly does the audience get that joke?

9 A. Well, with regard to the Disney Corporation, I  
10 mean the man was the company in so many ways. I mean  
11 his name is on everything, his signature is on  
12 everything, Walt Disney. If you want to point to one of  
13 the most visible heads of a company -- I mean he was  
14 that company. I mean the Disney Corporation has his  
15 name on it. And you know, they have this very wholesome  
16 reputation, but looking back, it's kind of ironic that  
17 it started with a guy whom they all revere who was --  
18 who had a spotty reputation in this regard.

19 Q. And what do you base your belief on that  
20 reputation on?

21 A. I could say common belief.

22 Q. What do you mean by "common belief"?

23 A. Well --

24 Q. Are you saying it's just something you heard  
25 from time to time?

1           A.    Yeah, you know, like saying J. Edgar Hoover was  
2 a cross dresser.  It's just something that is in the  
3 ether of pop culture.

4           Q.    And do you know -- when was the last time Walt  
5 Disney, the man, was the head of the Walt Disney  
6 Company?

7                   Do you know when that stopped?

8           A.    I don't.

9           Q.    What does the audience have to know in order to  
10 get that joke out of the "I Need A Jew" song?

11          A.    They have to know that -- they have to be aware  
12 of this -- of this piece of -- they have to be aware of  
13 the common pop cultural belief that Walt Disney was an  
14 antisemite.

15          Q.    They have to bring that to the song, right,  
16 because it's not explicitly referenced anywhere in the  
17 song, is it?

18          A.    No.

19          Q.    Do they have to also bring to the song an  
20 association of the song with Walt Disney, the  
21 individual?

22          A.    In order to get that joke, yeah.

23          Q.    On other occasions you have made fun of Walt  
24 Disney's -- this rumor of Walt Disney's antisemitism,  
25 have you not?

1 A. Yes.

2 Q. How have you done that in other instances?

3 A. There was -- there was a cut-away gag in which  
4 Walt Disney, referring to the less -- less reputable  
5 rumor I think that his body was cryogenically frozen --  
6 there is a gag in which it's 30 years from now and they  
7 open his cryogenic suspension chamber and he sits up and  
8 says "Are the Jews gone yet," and the doctor says "no"  
9 and he says, "Put me back in."

10 Q. Have you done it on any other occasions?

11 A. That's the -- by "it" you mean?

12 Q. Making a reference in a joke about Walt  
13 Disney's alleged antisemitism?

14 A. That's the only other instance.

15 Q. Did you ever discuss this target of the joke,  
16 Walt Disney's antisemitism, with -- did you or David, to  
17 the extent you are aware of it, ever discuss this  
18 justification with Fox with respect to, you know, that  
19 being the target of the joke during the standards and  
20 practices?

21 A. No.

22 Q. Did you ever discuss that purpose for the joke  
23 with anyone else?

24 A. Yes.

25 Q. With whom?

1           A.    At some point it was discussed in the -- within  
2 the writers room.

3           Q.    And what point was that?

4           A.    As we were -- I mean at some point during or  
5 after the song was written, it was discussed in the  
6 writes room that this is -- you know, this is kind of an  
7 ironic subtext that hopefully enriches the parody.

8           Q.    Do you remember whether it was during or after  
9 the time that the lyrics were written?

10          A.    I believe it was after. I mean -- I am sorry.  
11 Let me go back. It was -- it was during or after. I  
12 don't know. I can't give you a specific answer.

13          Q.    Do you remember the specific conversation?

14          A.    I don't. I remember generally there being some  
15 discussion that this was -- that because of the nature  
16 of this episode, it was a nice, little ironic twist that  
17 this -- you know, we were using that -- that we were,  
18 you know, doing a joke on this song.

19          Q.    And as far as the purpose of making fun of the  
20 saccharin nature of the original, did you ever discuss  
21 that with anyone else?

22          A.    Not that I remember. I mean -- you mean  
23 outside the writers room?

24          Q.    Let's start with outside the writers room,  
25 sure.

1 thought you were referring to the actual orchestral  
2 arrangements.

3 Q. I thought so. That's why I wanted to make sure  
4 the testimony was clear by showing it to you. That's  
5 fine.

6  
7 **REDACTED**  
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# EXHIBIT PL 21

***EXHIBIT FILED  
WITH THE COURT  
UNDER SEAL  
PURSUANT TO  
PROTECTIVE  
ORDER***