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 11 OCLC ONLINE COMPUTER
 12 LIBRARY CENTER, INC.

12 UNITED STATES DISTRICT COURT
 13 NORTHERN DISTRICT OF CALIFORNIA

15 SKYRIVER TECHNOLOGY
 16 SOLUTIONS, LLC, a California limited
 17 liability company, and INNOVATIVE
 18 INTERFACES, INC, a California
 19 corporation, ,

18 Plaintiffs,

19 vs.

20 OCLC ONLINE COMPUTER LIBRARY
 21 CENTER, Inc., an Ohio non-profit
 22 corporation,,

22 Defendant.

Case No. 3:10-cv-03305-JSW

**DECLARATION OF BRUCE CROCCO IN
 SUPPORT OF MOTION TO TRANSFER
 VENUE PURSUANT TO 28 U.S.C.
 SECTION 1404(A)**

Date: October 29, 2010
 Time: 9:00 a.m.
 Judge: Judge Jeffrey S. White
 Courtroom: 11, 19th Floor

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I, Bruce Crocco, declare:

I have personal knowledge of the following facts and could and would testify to them if called as witness in a court of law.

1. I make this Declaration based upon my personal knowledge, through review of records of OCLC Online Computer Library Center, Inc. (hereafter “Defendant” or “OCLC”) and from information provided by other OCLC employees.

2. I am, and was at all times relevant herein, Vice President, Library Services for the Americas for OCLC Online Computer Library Center, Inc. (“OCLC”). In this position, I oversee sales and library services in the United States, Canada, Latin America, and the Caribbean, member services in the United States, and market analysis and sales programs. I work at OCLC headquarters in Dublin, Ohio. I have been an employee of OCLC since 2002. I report to Cathy De Rosa, Vice President OCLC for the Americas and Global Vice President of Marketing.

3. OCLC is an Ohio-based non-profit corporation originally named the Ohio College Library Center. OCLC was founded in 1967 when three Ohio university presidents, three Ohio university vice presidents, and four Ohio university library directors from the Ohio College Association met on the campus of The Ohio State University in Columbus, Ohio to sign its articles of incorporation to become a non-profit entity. Their goal, in the words of the first annual report of the Ohio College Library Center, was to establish a computer library network for “the fundamental public purpose of furthering ease of access to and use of the ever expanding body of worldwide scientific, literary and educational knowledge and information.”

4. In 1970s dollars, it cost a library somewhere between \$30-\$60 to prepare each card catalog entry for a single title. OCLC significantly reduced that expense by offering custom-printed card catalogs, ready for filing in individual libraries.

1 5. OCLC also pioneered the movement away from paper card catalogs to an online-
2 based system through its WorldCat catalog, which has become the world’s most comprehensive
3 bibliographic database. Through WorldCat, member libraries are able to quickly update their
4 catalog acquisitions, and that information is then uploaded to the WorldCat database, which
5 enables member libraries across the world to view each others’ holdings.
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7 6. In 2005, WorldCat revealed a new technological platform that, in addition to
8 bibliographic information, also contained information about the book jackets, articles, reviews,
9 readers’ advisories, graphics, sound, and motion, all of which make it more efficient for libraries
10 to access information.

11 7. In addition to WorldCat, OCLC provides a variety of other programs designed to
12 further member libraries access to information and reduce costs for libraries. OCLC supports a
13 world-wide interlibrary lending (“ILL”) service accessible to its members, which allows members
14 to share their collections with other member libraries. Three years ago, OCLC introduced
15 WorldCat Local, a service that interoperates with existing integrated library systems (“ILS”),
16 including Innovative Interfaces Inc.’s Millenium and INNReach, to allow libraries to conduct
17 searches in order to use existing bibliographic materials in cataloging their collections. OCLC
18 also has recently announced the development of an innovative new Web-scale library
19 management service (“WMS”), which has yet to be named and which is currently being made
20 available to a limited number of early adopter libraries. OCLC’s WMS solutions will enable
21 member libraries to more efficiently and expediently manage their administrative functions,
22 including metadata management, resource sharing, discovery services, acquisitions and
23 circulation, which OCLC believes addresses the current needs of libraries better than the
24 traditional ILS product developed a decade or more ago.
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1 8. OCLC works with libraries to define opportunities, develop consensus and provide
2 research, programs and prototypes that allow libraries, archives and museums to solve the
3 challenges of information access and management. OCLC initiatives also include the publishing
4 of in-depth studies and reports that allow libraries to understand issues and trends that affect
5 librarianship. Over the past decade, OCLC has invested more than \$130 million to develop new
6 solutions for the changing needs of libraries pursuant to its status as an Ohio non-profit
7 corporation.
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9 9. Since it began in 1967, OCLC always has been headquartered in Columbus or
10 Dublin, Ohio.

11 10. Dublin is a suburb of Columbus, located approximately 15 miles from the
12 courthouse for the Southern District of Ohio, Eastern Division, which is located in downtown
13 Columbus.
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15 11. Currently, the only facility OCLC owns in the United States is located in Dublin,
16 Ohio.

17 12. OCLC does not own any real property in California. It has an office in San Mateo,
18 California, which engages in research, software development, and customer support for products
19 unrelated to the claims in this lawsuit. OCLC also has a small office with training staff located in
20 Ontario, California. None of the employees located in San Mateo or Ontario offices have
21 responsibilities related to the claims in this lawsuit or are likely to be witnesses concerning the
22 allegations in this case. OCLC also has telecommuting agreements with several individuals and
23 employs one member services consultant located in the Los Angeles-area, none of whom have
24 any knowledge related to the claims in this lawsuit. The only OCLC employee located in
25 California with knowledge related to the claims in this case is a library services consultant (i.e.,
26 salesperson) who resides in Las Flores, California.
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1 13. OCLC’s Executive Group, Product Management, Human Resources, Information
2 Technology, Legal, Sales, Marketing, Business Development, Software Development, Database
3 Management, Finance, Member Services, Order Entry, Customer Support, and Research and
4 Development departments are all based in Dublin, Ohio. The policies generated by these
5 departments are largely developed, maintained, implemented, and enforced by personnel located
6 in and around Dublin. All but three of the individuals in charge of these departments live in
7 Ohio.

9 14. OCLC’s relevant policies and practices were developed and implemented in Ohio.

10 15. Documents (both electronic and hard copy) are, for the most part, stored at the
11 OCLC’s Dublin, Ohio headquarters or in nearby servers. Business records and transactional
12 databases are all located at OCLC headquarters in Dublin or in nearby servers.

13 16. Many of OCLC’s key employees who have knowledge or information that relates
14 to the claims made in this case and to OCLC’s defense are employed in Dublin, Ohio. These key
15 employees include:
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Name and Location	Title	Subject Matter of Testimony
Bruce Crocco (myself) Dublin, Ohio	Vice President, Library Services for the Americas	Sales and Marketing of OCLC products; pricing of products; customer interactions related to the sales of SkyRiver products, including interactions with Michigan State University and California State – Long Beach; competition in products and services provided by OCLC

Name and Location	Title	Subject Matter of Testimony
Catherine K. De Rosa Dublin, Ohio	Vice President for the Americas and Global Vice President of Marketing	Sales and Marketing of OCLC products; pricing and customer usage of products; customer interactions related to the sales of SkyRiver products, including interactions with Michigan State University and California State – Long Beach; competition in products and services provided by OCLC
Robert L. Jordan Dublin, Ohio	President and Chief Executive Officer	Strategy and direction of OCLC and its non-profit mission; strategic decisions related to the sales of SkyRiver products; competition in products and services provided by OCLC
Karen Calhoun Dublin, Ohio	Vice President, WorldCat and Metadata Services	OCLC products and costs in batch-loading and other services
Lorcan Dempsey Dublin, Ohio	Vice President, OCLC Research and Chief Strategist	Strategy and direction of OCLC with respect to its mission; competition in products and services provided by OCLC; development of WorldCat and other products
Michael A. Teets Dublin, Ohio	Vice President, Innovation	Strategy and direction of OCLC with respect to its mission; competition in products and services provided by OCLC; development of WorldCat and other products
Andrew Pace Dublin, Ohio	Executive Director, Networked Library Services	Strategy and direction of OCLC with respect to development of ILS product; status of customer usage of product; competition in ILS products

In addition, while it is difficult to predict at this early stage what other individuals might become witnesses in this case, virtually all employees of OCLC who are likely to have knowledge concerning Innovative and/or SkyRiver, or their products, competition in cataloging, batch-loading, maintenance of cataloging data, pricing (current and historical), interlibrary lending, WMS, OCLC's business practices or guidelines, and present and future products and services offered by OCLC, reside in or around, and work in, Dublin, Ohio. The only other individuals employed by OCLC who may have knowledge related in any way to this case are library services consultants (i.e., salespersons) who work out of home-offices around the country. All of the

1 library service consultants that OCLC is currently aware of who have knowledge related to the
2 sale of SkyRiver products to former OCLC customers reside closer to Columbus, Ohio, than to
3 San Francisco, except for the one library service consultant who lives in Las Flores, California
4 (identified in paragraph 12). This individual was not a decision maker with respect to the pricing
5 or products offered by OCLC.

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7 17. Requiring the key employees listed above to travel from their homes and
8 workplaces to San Francisco for this case, including for hearings or trial, would cause substantial
9 disruption to their personal and professional lives.

10 18. The job duties of many of the key employees listed above are essential to OCLC's
11 day-to-day operations. The extended simultaneous or overlapping absences of these key
12 employees from their offices to testify for this case would cause material harm to OCLC.

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14 19. In addition to OCLC witnesses, OCLC anticipates eliciting testimony from the
15 following third-party witnesses:

Name and Location	Approximate Distance to San Francisco (miles)	Approximate Travel Time to San Francisco	Approximate Distance to Columbus (miles)	Approximate Travel Time to Columbus
Clifford H. Haka, Director, Michigan State University Libraries 100 Library East Lansing, MI 48824	2,340	8-10 hours (flying)	260	4 hours (driving)

Name and Location	Approximate Distance to San Francisco (miles)	Approximate Travel Time to San Francisco	Approximate Distance to Columbus (miles)	Approximate Travel Time to Columbus
Nancy W. Fleck Associate Director, MSU Libraries 100 Library East Lansing, MI 48824	2,340	8-10 hours (flying)	260	4 hours (driving)
Colleen Hyslop Senior Associate Director, MSU Libraries 100 Library East Lansing, MI 48824	2,340	8-10 hours (flying)	260	4 hours (driving)
Representatives of the State Library of Michigan 702 W. Kalamazoo St. Lansing, MI 48909-7507	2,335	8-10 hours (flying)	260	4 hours (driving)
Representatives of the Committee on Institutional Cooperation 1819 South Neil Street, Suite D Champaign, IL 61820-7271	2,130	6-10 hours (flying)	300	3 hours (flying)
Randy Dykhuis Midwest Collaborative for Library Services 1407 Rensen Street, Suite 1 Lansing, MI 48910-3657	2,335	8-10 hours (flying)	260	4 hours (driving)
Representatives of Capital Area District Library 401 S. Capitol Ave. P.O. Box 40719 Lansing, MI 48901-7919	2,335	8-10 hours (flying)	260	4 hours (driving)

In addition, if this case were to proceed to trial, it is possible that other customers that have switched to SkyRiver to provide cataloging software might be called as witnesses. Currently, OCLC is aware of approximately sixteen libraries that have switched to SkyRiver, including those identified in the Complaint. The majority of these libraries are located in Michigan or the

1 Northeastern United States. All of these libraries are closer to Columbus, Ohio than to San
2 Francisco except for two, California State – Long Beach and the Scottsdale Public Library.

3 20. I derived the approximate distances from the above-listed cities to San Francisco,
4 California, and Columbus, Ohio, using Google Maps, last accessed September 8, 2010. I derived
5 the approximate flight times from the above-listed cities to San Francisco, California and
6 Columbus, Ohio via Orbitz.com, last accessed September 8, 2010. The approximate flight times
7 do not account for travel to and from the airport and therefore do not reflect total travel time.

8 21. The following categories of documents relate to the claims in this case or to
9 OCLC's defenses: (a) documents related to Michigan State University (and other libraries) and
10 its relationship with OCLC, including historic subscriptions, agreements and pricing, and the
11 development of a price quotation to Michigan State to register their collection holdings in
12 WorldCat separately from a WorldCat Cataloging Subscription; (b) documents related to OCLC's
13 batch-loading of records and the pricing for those services; (c) documents related to current and
14 future pricing for subscription services by OCLC, including the WorldCat Network; (d)
15 documents related to the development, amendment or enforcement of the WorldCat Rights and
16 Responsibilities for the OCLC Cooperative and the Guidelines for the Use and Transfer of
17 OCLC-Derived Records; the recruitment or solicitation of employees by OCLC or OCLC's
18 vendors from for-profit competitors; (e) documents related OCLC's Web-scale management
19 service; (f) documents related to OCLC's mergers with other entities; (g) documents related to
20 guidelines/requirements for OCLC membership; (h) documents related to WorldCat Local,
21 including WorldCat Local "quick start"; and (i) records related to OCLC's tax-exempt status.

22 22. Each of the documents listed in paragraph 21 are located at OCLC's Dublin, Ohio
23 headquarters, or stored on servers in or nearby the Dublin-area. When accounting for
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1 electronically stored documents and e-mails, the documentary evidence here could reach
2 hundreds of thousands of pages.

3 23. The custodians for these documents work at OCLC's headquarters in Dublin,
4 Ohio.

5 24. Transporting the documents listed in paragraph 21 from Dublin, Ohio to San
6 Francisco, California would impose a substantial burden on OCLC.
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8 25. Testifying in San Francisco about these documents would disrupt the personal and
9 professional lives of the respective custodians of the documents listed in paragraph 21.

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11 I declare under penalty of perjury under the laws of the United States of America that the
12 foregoing is true and correct. Executed on September 9, 2010 at Dublin, Ohio.

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15 /s/ Bruce Crocco
16 Bruce Crocco
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