

place of business is at P.O. Box 8019, McKinney, Texas 75070 in Collin County. This allegation is not true.

4. Blockbuster's principal office and corporate headquarters are located at 1201 Elm St., Dallas, Texas 75270. This office is located within the Dallas Division of the United States District Court for the Northern District of Texas and is approximately three blocks from the Dallas courthouse. Blockbuster's downtown headquarters employs approximately 530 Blockbuster employees, including corporate management, Blockbuster Online staff, Blockbuster's counsel, and all of the Blockbuster employees who are likely witnesses in this case.

5. Blockbuster Online is a division of Blockbuster and is also located at 1201 Elm St., Dallas, Texas 75270. Blockbuster Online does not have any other offices other than its office in downtown Dallas. All of Blockbuster Online's employees are employed at that office, except for some customer service call center employees. Blockbuster Online's computers and data are also located at the downtown Dallas headquarters. Any documents that would relate to the allegations in this case, such as Blockbuster Online's documents, are located at that office. Based on the allegations contained in the Complaint, the conduct alleged of Blockbuster in the Complaint – if it occurred – could only have occurred in Dallas, Texas.

6. Blockbuster's facility in McKinney, Texas is the McKinney Distribution Center. The McKinney Distribution Center is a distribution center for Blockbuster stores. There is also a customer service call center at that location which includes some online call center employees. The McKinney Distribution Center has no connection to this case. Based on the allegations contained in the Complaint, none of the conduct alleged of Blockbuster – even if true – could have occurred in McKinney, Texas.

7. Marshall, Texas, also, has no connection to this case. Because Plaintiffs and Blockbuster Online are all located in Dallas County, I have no reason to believe any of the allegations in this case have any relationship to Marshall, Texas or any of the counties included in the Eastern District of Texas, including the Marshall Division.

8. I understand that if this matter were brought to trial, Blockbuster would call as witnesses at least four different Blockbuster Online employees: Ryan Miller, Chris Zarski, Drexel Owusu, and Phillip K. Morrow.

9. I am employed at 1201 Elm Street, Dallas, Texas. My office is approximately three blocks from the federal courthouse in Dallas. My office is approximately 150 miles from the courthouse in Marshall, Texas. It would be much more inconvenient and time-consuming for me to testify as a witness in this case if the trial were held in Marshall. In addition, due to the cost of gas and other travel expenses, it would be much more expensive if the trial were held in Marshall.

10. Chris Zarski is employed at 1201 Elm Street, Dallas, Texas. His office is approximately three blocks from the federal courthouse in Dallas. His office is approximately 150 miles from the courthouse in Marshall, Texas. It would be much more inconvenient and time-consuming for him to testify as a witness in this case if the trial were held in Marshall. In addition, due to the cost of gas and other travel expenses, it would be much more expensive if the trial were held in Marshall.


11. Drexel Owusu is employed at 1201 Elm Street, Dallas, Texas. His office is approximately three blocks from the federal courthouse in Dallas. His office is approximately 150 miles from the courthouse in Marshall, Texas. It would be much more inconvenient and time-consuming for him to testify as a witness in this case if the trial were held in Marshall. In

addition, due to the cost of gas and other travel expenses, it would be much more expensive if the trial were held in Marshall.

12. Philip K. Morrow is employed at 1201 Elm Street, Dallas, Texas. His office is approximately three blocks from the federal courthouse in Dallas. His office is approximately 150 miles from the courthouse in Marshall, Texas. It would be much more inconvenient and time-consuming for him to testify as a witness in this case if the trial were held in Marshall. In addition, due to the cost of gas and other travel expenses, it would be much more expensive if the trial were held in Marshall.

13. In addition, if trial were held in Marshall, Blockbuster would incur substantial additional expense and inconvenience hauling documents, exhibits, and other evidence from Dallas. For this reason, it would be more convenient for this case to be transferred to Dallas.

Date: June 6, 2008


Ryan Miller

Dallas 1404248v.1