

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION**

ALOFT MEDIA, LLC,

Plaintiff,

v.

YAHOO!, INC., et al.,

Defendants.

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Civil Action No. 6:08-cv-509

JURY TRIAL DEMANDED

EXHIBIT 3

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May 12, 2009

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Via E-Mail

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Re: *Aloft Media LLC v. Yahoo! Inc. et al.*, No. 6:08-cv-509 (E.D. Tex.)

Dear Craig:

We are in receipt of your May 8, 2009 letter requesting that Yahoo! disclose all of its potential witnesses in connection with the transfer motion in this case. We don't think we are obliged to respond, but we won't stand on ceremony:

Yahoo! knows of no prior art witnesses located anywhere near the Eastern District of Texas.

Sincerely,


Brooks M. Beard

Cc: Google Outside Counsel (via e-mail)
Otis W. Carroll (via e-mail)
Deborah Race (via e-mail)