

1 Steven A. Marenberg (101033) (smarenberg@irell.com)
 Elliot Brown (150802) (ebrown@irell.com)
 2 Benjamin Glatstein (242034) (bglatstein@irell.com)
 IRELL & MANELLA LLP
 3 1800 Avenue of the Stars, Suite 900
 Los Angeles, California 90067-4276
 4 Telephone: (310) 277-1010
 Facsimile: (310) 203-7199

5 Attorneys for Plaintiffs
 6 UMG Recordings, Inc.;
 Universal Music Corp.;
 7 Songs of Universal, Inc.;
 Universal-Polygram International Publishing, Inc.;
 8 and Rondor Music International, Inc.

9 UNITED STATES DISTRICT COURT
 10 SOUTHERN DISTRICT OF CALIFORNIA
 11 SAN DIEGO DIVISION

12 VEOH NETWORKS, INC., a California
 13 corporation,

14 Plaintiff,

15 vs.
 16

17 UMG RECORDINGS, INC., a Delaware
 corporation; UNIVERSAL MUSIC CORP., a
 18 New York corporation; SONGS OF
 UNIVERSAL, INC., a California corporation;
 19 UNIVERSAL-POLYGRAM
 INTERNATIONAL PUBLISHING, INC., a
 20 Delaware corporation; RONDOR MUSIC
 INTERNATIONAL, INC., a California
 21 corporation; and DOES 1-10 INCLUSIVE,

22 Defendants.
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Case No. 07 CV 1568 TJW (BLM)

**DECLARATION OF BENJAMIN
 GLATSTEIN IN SUPPORT OF
 DEFENDANTS' MOTION TO TRANSFER**

Date: October 9, 2007
 Time: 10:00 a.m.
 Judge: Hon. Thomas J. Whelan
 Courtroom: 7

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DECLARATION OF BENJAMIN GLATSTEIN

I, Benjamin Glatstein, declare as follows:

1. I am an attorney at the law firm of Irell & Manella LLP, counsel of record for declaratory defendants UMG Recordings, Inc., Universal Music Corp., Songs of Universal, Inc., Universal-Polygram International Publishing, Inc., and Rondor Music International, Inc., ("UMG") in the above-captioned action. I am a member in good standing of the State Bar of California. I have personal knowledge of the facts set forth in this Declaration and, if called as a witness, could and would testify competently to such facts under oath.

2. Attached hereto as Exhibit A is a true and correct copy of UMG's Complaint filed against Grouper Networks, Inc., *UMG Recordings, Inc., et al. v. Grouper Networks, Inc., et al.*, C.D. Cal. Case No. CV 06-06561 AHM, filed October 16, 2006. Grouper's Answer to the Complaint is attached hereto as Exhibit B. The UMG/Grouper Joint Rule 26(f) Report is attached hereto as Exhibit C.

3. Attached hereto as Exhibit D is a true and correct copy of UMG's Complaint filed against Bolt, Inc., *UMG Recordings, Inc., et al. v. Bolt, Inc., et al.*, C.D. Cal. Case No. 06-06577 AHM, filed October 16, 2006. Bolt's Answer to the Complaint is attached hereto as Exhibit E. The UMG/Bolt Joint Rule 26(f) Report is attached hereto as Exhibit F.

4. Attached hereto as Exhibit G is a true and correct copy of UMG's Complaint filed against MySpace, Inc. and News Corp., *UMG Recordings, Inc., et al. v. MySpace, Inc., et al.*, C.D. Cal. Case No. CV 06-07361 AHM, filed November 11, 2006. MySpace's Answer to the Complaint is attached hereto as Exhibit H. The UMG/MySpace Joint Rule 26(f) Report is attached hereto as Exhibit I.

5. Attached hereto as Exhibit J is a true and correct copy of Judge Matz's March 1, 2007 Amended Civil Minutes.

6. Attached hereto as Exhibit K is a true and correct copy of UMG's Complaint filed against Veoh Networks, *UMG Recordings, Inc., et al. v. Veoh Networks, Inc., et al.*, C.D. Cal. Case No. CV 07-5744 GW, filed September 4, 2007.

1 7. Attached hereto as Exhibit L is a true and correct copy of the Related Case Notice
2 filed by UMG concurrent with its Complaint against Veoh.

3 8. Attached hereto as Exhibit M is a true and correct copy of Veoh's "Terms of Use,"
4 as available from the Veoh website on August 29, 2007.

5 9. Attached hereto as Exhibit N is a true and correct copy of the "Veoh Copyright
6 Policy," as available from the Veoh website on August 29, 2007. The policy requires that DMCA
7 notices be sent to Stacie Simons, 10880 Wilshire Blvd., Suite 1850, Los Angeles, CA.

8 10. Attached hereto as Exhibit O is a true and correct copy of the California Secretary
9 of State – California Business Search results for Veoh Networks, on August 29, 2007. The page
10 shows that Veoh's Agent for Service of Process is: CT Corporation System, 818 West Seventh St.,
11 Los Angeles, CA 90017.

12 11. Attached hereto as Exhibit P is a true and correct copy of excerpts of the deposition
13 of Ted Dunning, Veoh's Chief Scientist, in the case *Io Group, Inc. v. Veoh Networks, Inc.*, N.D.
14 Cal. Case No. C-06-03926 (HRL).

15 12. Attached hereto as Exhibit Q is a true of correct copy of Veoh's "leadership team,"
16 available at <http://appserver.veoh.com/static/corporate/team.html>. Listed are Arthur Bilger, of
17 Shelter Capital Partners, Michael Eisner, of the Tornante Company, and Joshua Metzger, Senior
18 Vice President, Corporate Development. Attached hereto as Exhibit R is a true and correct copy
19 of an excerpt from Shelter Capital Partners webpage listing Shelter Capital Partners' mailing
20 address as: 10880 Wilshire Blvd., Suite 1850, Los Angeles, CA. Attached hereto as Exhibit S is a
21 true and correct copy of the California Secretary of State – California Business Search results for
22 Tornante Company LLC, showing the Tornante Company's mailing address as 9401 Wilshire
23 Blvd., Suite 760, Beverly Hills, CA 90212-2933. Attached hereto as Exhibit T is a true and
24 correct copy of a White Pages listing showing the "Home" address of Joshua Metzger as: 321 S.
25 Camden Dr., Beverly Hills, CA 90212.

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1 13. Attached hereto as Exhibit U is a true and correct copy of Table C-10 from the
2 2006 edition of the *Annual Report of the Director: Judicial Business of the United States Courts*,
3 available online at <http://www.uscourts.gov/judbususc/judbus.html>.

4 14. Attached hereto as Exhibits V, W, X, Y, Z, AA, BB, and CC are true and correct
5 copies of document subpoenas served by Grouper on Revver, Inc., YouTube, Inc., Apple, Inc.,
6 Fuse Networks, Best Buy, Real Networks, America OnLine, and Bolt.

7 15. Attached hereto as Exhibits DD, EE, FF, and GG are true and correct copies of
8 document subpoenas served by UMG on Audible Magic, SNOCAP, Auditude, and Gracenote.

9 16. Attached hereto as Exhibit HH is a true and correct copy of the LinkedIn "profile"
10 of Stacie Simons, which identifies Ms. Simons as the Senior Manager – Copyright Compliance
11 with Veoh Networks, and residing in the greater Los Angeles area.

12 17. Attached hereto as Exhibit II is a true and correct copy of UMG's initial disclosures
13 in the case *UMG Recordings, Inc., et al. v. MySpace, Inc., et al.*, C.D. Cal. Case No. CV 06-07361
14 AHM.

15 Executed on September 4, 2007, at Los Angeles, California.

16 I declare under penalty of perjury that the foregoing is true and correct.

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19 Benjamin Glatstein

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