

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 57

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:08:28 2 Viacom and Google?

14:08:32 3 A So I don't recall any such detail or
14:08:39 4 anything.

14:08:40 5 Q Now, did you ever hear of the phrase "Big
14:08:45 6 6" by the way, "Big 6 Media Companies"?

14:08:50 7 A I don't recall hearing such a phrase.

14:08:52 8 Q Did Google's senior management hold weekly
14:09:07 9 meetings to discuss the status of large transactions?

14:09:12 10 MR. MANCINI: Objection; assumes facts; vague
14:09:15 11 and ambiguous.

14:09:15 12 THE WITNESS: I mean, seems again a very
14:09:19 13 vague question. I don't recall.

14:09:20 14 MR. BASKIN: Q. Well, for example, was there
14:09:28 15 a no-surprise approach at Google about bringing in
14:09:36 16 deals so that you and Mr. Brin and Mr. Schmidt had to
14:09:41 17 be kept advised regarding the status of negotiations?

14:09:44 18 MR. MANCINI: Objection; assumes facts; vague
14:09:47 19 and ambiguous.

14:09:47 20 THE WITNESS: Again, in general, you know, I
14:09:52 21 work hard to make sure I'm apprised of roughly what's
14:09:56 22 going on. I don't know the details of how that's
14:09:59 23 operated on.

14:10:00 24 MR. BASKIN: Q. Well, my question was, was
14:10:02 25 there a no-surprise policy that the three of you could

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 58

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:10:05 2 not be surprised regarding the status of negotiations
14:10:10 3 with big content owners?

14:10:12 4 MR. MANCINI: Objection; asked and just
14:10:15 5 answered.

14:10:15 6 THE WITNESS: Yeah, I don't recall of any
14:10:17 7 such term.

14:10:18 8 MR. BASKIN: Let me just -- we will mark as
14:10:33 9 Page 4 -- you got it?

14:10:47 10 (Document marked Page Exhibit 4
14:11:09 11 for identification.)

14:11:09 12 MR. BASKIN: Q. If it makes your life
14:11:50 13 easier, Mr. Page, I'm not really going to ask you any
14:11:54 14 questions about the document, apart from the first
14:11:57 15 paragraph.

14:11:57 16 MR. MANCINI: Just give the -- just give the
14:11:59 17 witness a moment to review it.

14:12:21 18 MR. BASKIN: Q. Can you identify, sir,
14:12:23 19 Exhibit 4 as an e-mail received by you, among others,
14:12:31 20 on or about September 7th, 2006?

14:12:36 21 A I mean, I don't remember the e-mail, but
14:12:38 22 I assume that's been produced in document production.

14:12:47 23 Q And was there, at Google, a no-surprises
14:12:50 24 approach to bringing in deals so that you and
14:12:53 25 Mr. Schmidt and Mr. Brin had to be put on notice on

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 59

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:13:02 2 deals that were being discussed?

14:13:05 3 MR. MANCINI: Objection; vague and ambiguous;
14:13:06 4 asked and answered.

14:13:06 5 THE WITNESS: I mean, this is an e-mail that
14:13:11 6 was, you know, addressed to me. But, you know, again,
14:13:18 7 I have many, many responsibilities at Google, and I'm
14:13:22 8 not that operationally involved in the deal details.
14:13:27 9 So I typically probably would not read such an e-mail.

14:13:34 10 MR. BASKIN: Q. I didn't ask you whether you
14:13:35 11 read the e-mail. I asked you whether there was a
14:13:38 12 no-surprise approach to bringing in deals to Google --

14:13:41 13 MR. MANCINI: Objection; vague and ambiguous;
14:13:42 14 asked and answered.

14:13:42 15 MR. BASKIN: Q. -- such that -- such that
14:13:43 16 you and the other two prin -- key executives have to
14:13:50 17 be advised of ongoing negotiations?

14:13:53 18 MR. MANCINI: Same objections.

14:13:54 19 THE WITNESS: I already stated I had no
14:13:57 20 recollection of that term.

14:13:58 21 MR. BASKIN: Q. Now, do you recall being
14:14:19 22 advised of the content deal terms regarding my client,
14:14:25 23 Viacom, as the transaction -- as the transaction was
14:14:32 24 being negotiated?

14:14:33 25 A No, I don't recall that.

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 60

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:14:36 2 Q Well, let me hand you, for example, what
14:14:51 3 we'll mark as Page 5.

14:14:55 4 (Document marked Page Exhibit 5
14:15:13 5 for identification.)

14:15:13 6 MR. BASKIN: Oh, I'm sorry. Let me see about
14:15:15 7 the others. You get the marked 5.

14:15:38 8 THE WITNESS: Sorry. I seem to have two
14:15:39 9 copies of this.

14:15:41 10 MR. BASKIN: You can pass one down.

14:16:43 11 Q Can we agree, sir, that you and Mr. Brin were
14:16:48 12 among the CC recipients of Exhibit 5?

14:16:50 13 MR. MANCINI: Objection; document speaks for
14:16:52 14 itself.

14:16:53 15 THE WITNESS: Again, I don't recall the
14:16:54 16 particular e-mail, but I assume that's produced and
14:16:59 17 that that's the case.

14:17:01 18 MR. BASKIN: Q. Now, does this document,
14:17:06 19 Exhibit 5, help to refresh your memory, that you were
14:17:12 20 being kept advised of the status of deal terms in the
14:17:18 21 negotiations between Viacom and Google?

14:17:23 22 MR. MANCINI: Objection to the
14:17:25 23 characterization of the document.

14:17:26 24 THE WITNESS: I mean, it helps me remember
14:17:28 25 that there's an e-mail that I appear to have gotten

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 61

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:17:31 2 about those terms.

14:17:32 3 MR. BASKIN: Q. And do you recall whether

14:17:39 4 the senior management of Google had discussed

14:17:54 5 providing over half a billion dollars as a revenue

14:17:59 6 guarantee to Viacom for its content to be displayed

14:18:05 7 over YouTube and Google.

14:18:09 8 A No, I don't recall. You said -- in the

14:18:13 9 context again, we have very large commercial

14:18:16 10 relationships with very many large number of

14:18:19 11 companies, and I take it in this case, this one did

14:18:22 12 not get signed by Viacom or by Google, and so I tend

14:18:29 13 to pay more attention to the ones that are in their

14:18:32 14 final processes. I don't know how far along this was.

14:18:38 15 Q Well, can you tell us, for the record, of the

14:18:43 16 transactions you do remember, whether there was any

14:18:48 17 other content provider to whom Google offered in

14:18:57 18 excess of half a billion dollars for its content apart

14:19:02 19 from Viacom?

14:19:03 20 MR. MANCINI: Objection; assumes facts; vague

14:19:05 21 and ambiguous; and once again, I think clearly outside

14:19:06 22 of the scope of Judge Stanton's order.

14:19:09 23 THE WITNESS: So, again, Google has very

14:19:11 24 large commercial relationships with companies, some of

14:19:15 25 which is much, much larger than this. That seems not

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 62

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:19:19 2 the scope of the current inquiry.

14:19:21 3 MR. BASKIN: Q. The question I asked you,

14:19:22 4 Mr. Page, is, can you tell us the name of one content

14:19:31 5 provider, other than Viacom, to whom Google offered in

14:19:39 6 excess of a half billion dollars for its content?

14:19:42 7 MR. MANCINI: Are you asking whether he has

14:19:44 8 personal knowledge of this issue?

14:19:45 9 MR. BASKIN: If he knows, yes.

14:19:46 10 MR. MANCINI: Okay. Same objections.

14:19:48 11 THE WITNESS: Again, it would not surprise

14:19:49 12 me, if that's the case. Again, I'm not in charge of

14:19:53 13 all those deals and intimately familiar with all of

14:19:57 14 them, so I don't want to speculate on that.

14:20:00 15 MR. BASKIN: Well, let me hand you what we

14:20:10 16 will mark as Page Exhibit 6.

14:20:19 17 (Document marked Page Exhibit 6

14:21:11 18 for identification.)

14:21:11 19 MR. MANCINI: So while the witness reviews

14:21:14 20 it, I just want to renew my continuing objection, that

14:21:16 21 these questions go outside the Court's directive.

14:21:20 22 Once again, this is a document on which he is

14:21:22 23 CCed, so it clearly could not be within his unique

14:21:26 24 knowledge.

14:21:32 25 MR. BASKIN: Q. Are you ready, Mr. Page?

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 63

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:21:33 2 MR. MANCINI: Just give him a minute.

14:21:35 3 THE WITNESS: Would you like me to read the
14:21:37 4 document?

14:21:38 5 MR. BASKIN: I don't think for my questions
14:21:39 6 you're really gonna to have to, but you're welcome to
14:21:41 7 if you want. It depends how long you want the
14:21:43 8 deposition to last.

14:21:43 9 MR. MANCINI: Well, if you can point us,
14:21:46 10 Counselor, to some aspect of this document that you'd
14:21:48 11 like to ask him about, then maybe that would help us
14:21:51 12 move along.

14:21:52 13 MR. BASKIN: Okay. I really want to focus on
14:21:53 14 the first paragraph, again. So why don't you read
14:21:56 15 that for a second, and I'll pose you a couple of
14:22:00 16 questions.

14:22:00 17 MR. MANCINI: Thank you.

14:22:06 18 MR. BASKIN: Oh, I'm sorry.

14:22:41 19 THE WITNESS: Okay.

14:22:45 20 MR. BASKIN: Q. First, sir, in and around
14:22:47 21 November of 2006, it was Google's view, was it not,
14:22:54 22 that Viacom had the most valuable content of any other
14:23:00 23 premium content provider?

14:23:01 24 MR. MANCINI: Objection; vague and ambiguous;
14:23:03 25 lacks foundation.

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 64

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:23:04 2 THE WITNESS: I don't recall any such
14:23:06 3 conclusion.

14:23:06 4 MR. BASKIN: Q. Well, looking, for example,
14:23:11 5 at Exhibit 6, do you recall receiving Exhibit 6 as a
14:23:18 6 CC?

14:23:18 7 A Again, no, I don't recall this particular
14:23:21 8 e-mail.

14:23:21 9 Q Do you recall -- strike that.

14:23:26 10 Does this help refresh your memory again,
14:23:28 11 that you were being constantly kept apprised of the
14:23:31 12 status of deal terms in the negotiations between
14:23:35 13 Viacom and Google?

14:23:36 14 MR. MANCINI: Objection to the
14:23:37 15 characterization; and objection, vague and ambiguous.

14:23:39 16 THE WITNESS: I already asked -- I already
14:23:43 17 answered this. I don't recollect.

14:23:45 18 MR. BASKIN: Q. Now, do you recollect that
14:23:51 19 the proposed minimum guarantee being offered Viacom in
14:23:56 20 and around November 14th, 2006, was five times the
14:24:07 21 amount of the minimum guarantee being offered Turner
14:24:10 22 and eight times the minimum guarantee being offered to
14:24:18 23 CBS? Do you recall that, sir?

14:24:20 24 MR. MANCINI: Objection; lacks foundation.

14:24:23 25 THE WITNESS: I don't understand any of the

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 65

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:24:25 2 premises actually of your question. You showed me two
14:24:30 3 e-mails. I don't even know if the first e-mail you
14:24:33 4 showed me is before or after this one, and this e-mail
14:24:38 5 is quite vague, so I wouldn't make a conclusion about
14:24:41 6 five times from -- from that set of data, and I don't
14:24:45 7 recall any specifics.

14:24:48 8 MR. BASKIN: Q. Read the sentence that
14:24:49 9 begins -- second full sentence that begins "The
14:24:52 10 challenge is that for CBS, Turner and Viacom, we have
14:25:01 11 proposed minimum guarantees of 60 million, 75 million,
14:25:07 12 and 483 million, all of which have been countered with
14:25:13 13 300 million, 170 million, and plus 700 million,
14:25:19 14 depending on the day respectively.

14:25:21 15 Do you see that?

14:25:24 16 MR. MANCINI: Objection; document speaks for
14:25:25 17 itself.

14:25:26 18 MR. BASKIN: Q. Do you see that?

14:25:27 19 A I can read the document, yes.

14:25:28 20 Q Do you understand those words on the
14:25:30 21 document?

14:25:31 22 A I can understand what is written there.

14:25:36 23 Q Okay.

14:25:37 24 A I think deals are pretty complex things. It
14:25:40 25 doesn't have time frame here or any number of other

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 66

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:25:43 2 issues. It all states in the second paragraph here
14:25:49 3 that CBS and Turner are more focused on building a
14:25:53 4 real business rather than just getting a large dollar
14:25:54 5 guarantee.

14:25:55 6 So I assume that any deal team negotiations
14:25:57 7 would have taken that into account. You're implying
14:26:01 8 value from this, which I think is -- is not something
14:26:04 9 I would agree with.

14:26:06 10 Q So you would not agree that Google had
14:26:13 11 offered Viacom five times the amount of -- of -- for a
14:26:18 12 minimum guarantee that it had offered Turner?

14:26:22 13 MR. MANCINI: Objection asked and just
14:26:24 14 answered.

14:26:24 15 THE WITNESS: I already answered this, that
14:26:26 16 there's many premises here that aren't clear to me
14:26:30 17 from these documents, and I have no other
14:26:33 18 recollection.

14:26:33 19 MR. BASKIN: Q. Now, let me show you what
14:26:39 20 we'll mark as Page 7, Page Exhibit 7. Strike that.

14:27:06 21 Did there come a time that you recall,
14:27:08 22 Mr. Page, that Google offered Viacom a partnership
14:27:19 23 which Google valued at \$592 million? Do you remember
14:27:24 24 that, sir?

14:27:25 25 MR. MANCINI: Objection; lacks foundation.

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 67

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:27:27 2 THE WITNESS: I don't recall.

14:27:28 3 MR. BASKIN: Q. As you sit here, did -- do

14:27:44 4 you recall if Google ever offered any content provider

14:27:52 5 even half as much of the \$592 million offered to

14:27:59 6 Viacom?

14:27:59 7 MR. MANCINI: Objection; lacks foundation.

14:28:03 8 THE WITNESS: I don't recall, and again, I

14:28:05 9 just would say that business -- these kinds of

14:28:07 10 business deals that are done between large companies

14:28:11 11 are hundreds of pages. There's many, many, many

14:28:15 12 terms. You're asking about one particular term, but

14:28:17 13 you're not talking about time frame or other parts of

14:28:20 14 the deals or so on.

14:28:25 15 MR. BASKIN: I understood I was talking about

14:28:27 16 money, sir. The question is -- let me show you what

14:28:29 17 we'll mark as Exhibit 7, Page Exhibit 7.

14:28:33 18 (Document marked Page Exhibit 7

14:28:54 19 for identification.)

14:28:54 20 MR. MANCINI: Again, I'm going to continue my

14:28:55 21 same -- same objection as being beyond the scope of

14:29:01 22 the Court's order with respect to this deposition, as

14:29:04 23 this document was only forwarded or copied to this

14:29:07 24 witness after the fact, I might note.

14:29:11 25 MR. BASKIN: Q. Mr. Page, apart from a

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 68

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:29:14 2 number -- I actually am not going to ask you any
14:29:19 3 questions about this document.

14:29:19 4 Q Does this document help to remind you that
14:29:21 5 you and Mr. Brin were routinely being kept advised of
14:29:27 6 deal terms regarding negotiations with Viacom?

14:29:33 7 MR. MANCINI: Objection to the
14:29:34 8 mischaracterization of the document.

14:29:37 9 THE WITNESS: Again, same answer. I don't
14:29:39 10 recall.

14:29:39 11 MR. BASKIN: Q. And let me ask you then, can
14:29:43 12 you recall, as you sit here today, another media
14:29:51 13 company that was offered even half as much as the
14:29:56 14 \$592 million being offered to Viacom in this document?

14:30:00 15 MR. MANCINI: Objection; asked and answered
14:30:02 16 several times now and lacks foundation.

14:30:04 17 THE WITNESS: Same answer.

14:30:05 18 MR. BASKIN: Q. Which is?

14:30:07 19 A I don't recall.

14:30:10 20 Q Now -- by the way, let me show you what we'll
14:30:16 21 mark as Page 8.

14:30:19 22 (Document marked Page Exhibit 8
14:30:39 23 for identification.)

14:30:39 24 MR. BASKIN: Q. And again, so we can get you
14:30:54 25 out of here promptly, I'm only going to be talking to

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 69

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:30:59 2 you about the paragraph marked three.

14:31:02 3 A Sorry. On the first page?

14:31:03 4 Q Yes.

14:31:04 5 A Okay.

14:31:18 6 Q My question, sir, since -- by the way, this
14:31:19 7 is not a document that went to you; correct?

14:31:25 8 A I don't know. I'm just reading the document
14:31:27 9 like you, so it doesn't appear that I'm on here, no.

14:31:31 10 Q The document says that --

14:31:35 11 MR. MANCINI: Mr. Baskin, let's just give the
14:31:37 12 witness a moment. Make sure he's reviewed it.

14:31:40 13 MR. BASKIN: Okay. I'm just talking about
14:31:42 14 paragraph three, but you can read the whole thing. It
14:31:44 15 depends how long we want the deposition to go.

14:31:47 16 MR. MANCINI: No, no. Just to skim it to
14:31:49 17 give him context.

14:31:58 18 THE WITNESS: Okay.

14:31:58 19 MR. BASKIN: Q. Did you, in fact, say that
14:32:10 20 the value to Google of getting a license from Viacom
14:32:19 21 was worth \$150 million even without any advertising
14:32:24 22 support?

14:32:25 23 MR. MANCINI: Objection; lacks foundation.

14:32:28 24 THE WITNESS: I don't recall.

14:32:29 25 MR. BASKIN: Q. Well, as you sit here now,

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 70

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:32:34 2 do you recall, in fact, believing in and around
14:32:39 3 October, November 2006 that Viacom's content, even
14:32:46 4 absent any ads, would have been worth \$150 million to
14:32:50 5 Google?

14:32:50 6 MR. MANCINI: Objection; lacks foundation;
14:32:52 7 vague and ambiguous.

14:32:52 8 THE WITNESS: Again, I don't recall. I
14:32:55 9 was -- can I -- let me just state something here about
14:32:57 10 the -- it says with ten ads.

14:33:04 11 This is a note to -- from Tim, looks like. I
14:33:09 12 should say there's two ways, I think, deals were being
14:33:13 13 contemplated.

14:33:14 14 One was with ads being sold by Google, which
14:33:17 15 Tim is in charge or was in charge of, is no longer in
14:33:20 16 charge of, and the other way was with a partner
14:33:24 17 selling ads.

14:33:25 18 So I assume from Tim's perspective here, that
14:33:28 19 that means that he's saying Viacom would sell the ads,
14:33:33 20 not that there would be no ads.

14:33:37 21 MR. BASKIN: Q. Well --

14:33:37 22 A Just wanted to make that clear.

14:33:39 23 Q -- that's the way you read the document?

14:33:41 24 A That's the way I would read it, yes.

14:33:42 25 Q Was that, in fact, your position back in

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 71

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:33:45 2 October 2006?

14:33:46 3 A I don't recall my position.

14:33:48 4 Q Okay. Now, you mentioned, I think, before
14:33:51 5 that the negotiation with Viacom failed; is that
14:33:54 6 right, sir? Meaning, you did not reach an agreement
14:33:57 7 with Viacom; correct?

14:33:58 8 A As far as I know.

14:33:59 9 Q And did there come a time, in the
14:34:04 10 negotiations with Viacom, when the senior management
14:34:11 11 of Google decided that Google should pretend to be
14:34:16 12 negotiating with Viacom as a way to buy time while
14:34:22 13 Google completed deals with other content owners?

14:34:26 14 MR. MANCINI: Objection; lacks foundation;
14:34:28 15 vague and ambiguous.

14:34:28 16 THE WITNESS: I don't recall, and I add
14:34:31 17 further that we have very strong ethics around not
14:34:35 18 doing such things. So I would certainly be against
14:34:39 19 that if anything like that had happened.

14:34:41 20 MR. BASKIN: Q. Well, did there come a time
14:34:43 21 when the senior management decided that Google should
14:34:50 22 keep Viacom warm while it negotiated transactions with
14:34:56 23 other companies?

14:34:57 24 MR. MANCINI: Objection; lacks foundation;
14:35:00 25 vague and ambiguous.

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 72

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:35:01 2 THE WITNESS: As I said, I don't recall.

14:35:02 3 MR. BASKIN: Q. If that was Google's policy
14:35:10 4 to pretend to negotiate with Viacom, or to keep Viacom
14:35:18 5 warm while it negotiated with other companies, would
14:35:22 6 such a policy have required your approval, Mr. Page?

14:35:25 7 MR. MANCINI: Objection; lacks foundation;
14:35:26 8 vague and ambiguous, and calls for a hypothetical
14:35:28 9 answer.

14:35:31 10 THE WITNESS: Yeah, you're asking me to
14:35:33 11 speculate on something that I have no recollection of
14:35:36 12 and I have no knowledge of.

14:35:37 13 MR. BASKIN: Q. Do you recall whether it was
14:36:01 14 Google's policy and practice, in November 2006, to try
14:36:09 15 to keep Viacom warm in order to buy time in order to
14:36:13 16 complete other deals?

14:36:15 17 MR. MANCINI: Same exact -- same exact
14:36:17 18 objections, and asked and answered.

14:36:19 19 THE WITNESS: I don't recall.

14:36:20 20 MR. BASKIN: Q. You recall no such
14:36:24 21 discussion among you, and Mr. Page, and Mr. Schmidt?

14:36:27 22 A I am Mr. Page.

14:36:28 23 MR. MANCINI: Same objections.

14:36:29 24 MR. BASKIN: Q. Sorry?

14:36:30 25 A I am Mr. Page.

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 73

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:36:31 2 Q Sorry.

14:36:32 3 Among the three of you, you recall no such

14:36:34 4 discussions?

14:36:35 5 MR. MANCINI: Same objections.

14:36:36 6 THE WITNESS: Again, I don't recall.

14:36:37 7 MR. BASKIN: Let's mark as Page 9.

14:36:51 8 (Document marked Page Exhibit 9

14:37:06 9 for identification.)

14:37:06 10 MR. BASKIN: Q. Let me hand you, sir,

14:37:07 11 Page 9.

14:37:18 12 A Thank you.

14:38:33 13 Q Mr. Page, can you identify Page Exhibit 9,

14:38:39 14 sir, as an e-mail received by you, along with

14:38:43 15 Mr. Schmidt and Mr. Brin?

14:38:45 16 A Again, I don't remember specific e-mails, but

14:38:47 17 I assume this was produced by -- by counsel.

14:38:51 18 Q In other words, if counsel produced it -- you

14:38:53 19 are the Larry Page referenced in the "To" line, are

14:38:57 20 you not, sir?

14:38:57 21 A Yes.

14:38:58 22 Q And do you recall your thoughts regarding the

14:39:10 23 strategy set forth in the e-mail from Joan Braddi,

14:39:17 24 B-R-A-D-D-I, in and around November 16th, 2006?

14:39:21 25 MR. MANCINI: Objection; vague and ambiguous.

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 74

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:39:23 2 THE WITNESS: I don't recall.

14:39:26 3 MR. BASKIN: Q. Do you recall responding to

14:39:28 4 Mr. Kordestani's inquiry of you and Mr. Schmidt and

14:39:33 5 Mr. Brin for your thoughts regarding the strategy set

14:39:37 6 forth in Exhibit 9?

14:39:37 7 MR. MANCINI: Objection; mischaracterizes the
14:39:39 8 document; vague and ambiguous.

14:39:45 9 THE WITNESS: I don't recall.

14:39:45 10 MR. BASKIN: Q. Do you recall ever

14:39:46 11 discussing, with the other two most-senior people at

14:39:52 12 Google, Eric's request to keep them warm?

14:40:02 13 A I do not recall.

14:40:03 14 MR. MANCINI: Objection; same objections.

14:40:04 15 MR. BASKIN: Q. How -- how about the

14:40:06 16 strategy of buying us time in order to complete other

14:40:10 17 deals through negotiations with Viacom?

14:40:13 18 MR. MANCINI: Same --

14:40:13 19 MR. BASKIN: Q. Do you recall that,

14:40:14 20 Mr. Page?

14:40:15 21 MR. MANCINI: Same objections.

14:40:15 22 THE WITNESS: I don't recall that, and I

14:40:17 23 would state -- I mean, I believe the exact opposite

14:40:19 24 case is made by this e-mail that you just produced.

14:40:23 25 I mean, it says here "On Viacom, they are not

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 75

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:40:30 2 moving and we are not either. The goal is to keep
14:40:32 3 them engaged (as tough as it might be)....

14:40:37 4 MR. BASKIN: Q. Well, actually, why don't
14:40:39 5 you read the end of that sentence you just read,
14:40:41 6 Mr. Page. Why don't you read the whole sentence for
14:40:43 7 the jury; would you?

14:40:44 8 A I --

14:40:46 9 MR. MANCINI: First of all, I object to
14:40:48 10 continual references to a non-present jury and the
14:40:51 11 document speaks for itself. That's not why we're here
14:40:54 12 to have this witness read documents.

14:40:57 13 MR. BASKIN: He cut off his -- he read a
14:40:59 14 sentence and cut it off halfway.

14:41:01 15 Q Why don't you finish the sentence, Mr. Page.

14:41:04 16 MR. MANCINI: Same objections.

14:41:05 17 THE WITNESS: Okay. I'm happy to read the
14:41:08 18 sentence, as I believe it still states my point.

14:41:13 19 And "focus on getting one of the other deals
14:41:17 20 done." I don't think that there's any reason why
14:41:23 21 these deals would be exclusive; and, in fact, Google's
14:41:26 22 policy has always been to do deals with all content
14:41:30 23 providers.

14:41:32 24 MR. BASKIN: Q. Now, the very next
14:41:34 25 parenthetical on that document following what you just

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 76

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:41:38 2 cut off reading says that "Larry and Sergey are on
14:41:43 3 board with this as well."

14:41:46 4 Were you, in fact, on board with the
14:41:48 5 strategy, Mr. Page, back in October, November, 2006?

14:41:53 6 MR. MANCINI: Objection to the
14:41:54 7 characterization of the document.

14:41:55 8 THE WITNESS: I don't recall the details
14:41:57 9 here.

14:41:57 10 MR. BASKIN: Now, let me show you what we
14:42:09 11 will mark as 10.

14:42:19 12 (Document marked Page Exhibit 10
14:42:34 13 for identification.)

14:42:34 14 MR. MANCINI: Handing you Exhibit 10.

14:42:41 15 THE WITNESS: Thanks.

14:42:43 16 MR. BASKIN: Q. First, Mr. Page, can you
14:43:32 17 identify Exhibit 10 as an e-mail received by you as a
14:43:35 18 CC in and around November 16th, 2006?

14:43:38 19 MR. MANCINI: Objection; the document speaks
14:43:41 20 for itself.

14:43:42 21 THE WITNESS: My e-mail address is on here,
14:43:44 22 yes.

14:43:44 23 MR. BASKIN: Q. Do you remember this
14:43:44 24 document?

14:43:45 25 A I do not recall this document.

DAVID FELDMAN WORLDWIDE, INC.
450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 77

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:43:49 2 Q Do you remember whether it was Google's
14:43:54 3 strategy, in and around November 16th, 2006, to be
14:44:01 4 more generous to CBS and Turner and to keep Viacom
14:44:07 5 engaged until we sign one of the other two? Do you
14:44:11 6 recall that, sir?

14:44:11 7 MR. MANCINI: Objection; lacks foundation;
14:44:13 8 vague and ambiguous.

14:44:13 9 THE WITNESS: I don't recall that, no.

14:44:16 10 MR. BASKIN: Q. Do you recall whether in
14:44:26 11 your own mind you believed on November 16, 2006, that
14:44:34 12 Google's practice tactics with respect to Viacom were
14:44:37 13 in good faith?

14:44:38 14 MR. MANCINI: Objection; lacks foundation;
14:44:39 15 calls for speculation.

14:44:42 16 THE WITNESS: I don't recall any specifics
14:44:43 17 about Viacom.

14:44:44 18 MR. BASKIN: Q. I take it these last two
14:44:48 19 e-mails sent to you called "Deal review call," or Chat
14:44:57 20 with Eric on Media Deals," that is 9 and 10, do not
14:45:02 21 refresh your recollection that you were being kept
14:45:05 22 apprised of negotiations with Viacom?

14:45:09 23 MR. MANCINI: Objection; lacks foundation.

14:45:11 24 THE WITNESS: Yeah, again, I don't recall.

14:45:13 25 MR. BASKIN: Q. Now, you recall, do you not,

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 78

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:45:22 2 that during the same time period Google was
14:45:31 3 negotiating with other film studio and TV producers,
14:45:37 4 were they not, Mr. Page?

14:45:39 5 A I don't recall any specifics there.

14:45:41 6 Q Well, do you recall, for example, whether
14:45:47 7 Google had ongoing negotiations to acquire Turner's
14:45:51 8 content, Turner Broadcasting, Inc.'s content to show
14:45:57 9 that on YouTube with a valid license? Do you recall
14:46:03 10 such negotiations?

14:46:04 11 MR. MANCINI: Objection; lacks foundation;
14:46:06 12 vague and ambiguous.

14:46:06 13 THE WITNESS: I don't recall.

14:46:10 14 MR. BASKIN: Q. How about with Walt Disney
14:46:12 15 Company? Do you recall, Mr. Page, whether in and
14:46:18 16 around December 2006 you were being advised of
14:46:25 17 negotiate -- the status of negotiations with Walt
14:46:28 18 Disney and Google regarding acquiring Walt Disney's
14:46:33 19 content to be displayed on YouTube?

14:46:35 20 MR. MANCINI: Objection; lacks foundation;
14:46:37 21 vague and ambiguous.

14:46:41 22 THE WITNESS: I don't recall.

14:46:41 23 MR. BASKIN: Q. Or how about a record
14:46:43 24 company called EMI? Do you recall actually
14:46:45 25 consummating a transaction with them?

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 79

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:46:48 2 MR. MANCINI: Objection; lacks foundation.

14:46:52 3 THE WITNESS: I know we have deals with --

14:46:54 4 with a number of major record labels.

14:46:56 5 MR. BASKIN: Q. Mr. Page, is it a fact that

14:47:09 6 in Google's negotiations with all of these film

14:47:16 7 studios, and TV programmers, and record companies in

14:47:23 8 and around the end of 2006 and early 2007, that the

14:47:33 9 package being offered by Google to these companies

14:47:38 10 included fingerprinting and filtering for copyright

14:47:42 11 materials on the YouTube site?

14:47:45 12 MR. MANCINI: Objection; vague and ambiguous.

14:47:46 13 THE WITNESS: I don't recall.

14:47:51 14 MR. BASKIN: Q. Well, assuming that YouTube

14:47:53 15 and Google, at the end of 2006 and early 2007, was

14:48:03 16 offering fingerprinting and filtering for copyright

14:48:06 17 violations to studios and content providers who signed

14:48:16 18 deals with YouTube, would such a policy had to have

14:48:21 19 been approved by you?

14:48:22 20 MR. MANCINI: Objection; lacks foundation;

14:48:24 21 hypothetical; vague and ambiguous.

14:48:25 22 THE WITNESS: Seems like you're -- you're

14:48:32 23 wanting me to hypothetically state whether such a

14:48:34 24 thing, if it existed, would have to have been approved

14:48:39 25 by me.

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 80

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:48:40 2 I don't know.

14:48:40 3 MR. BASKIN: Well, let's -- let me hand you,
14:48:48 4 for example, what we will mark as Page 11.

14:48:51 5 (Document marked Page Exhibit 11
14:49:26 6 for identification.)

14:49:26 7 MR. MANCINI: So, Mr. Baskin, while the
14:49:28 8 witness reviews this document previously shown to
14:49:30 9 Mr. Drummond as an exhibit, I want to state my
14:49:33 10 continuing objection that we've gone far afield of
14:49:35 11 what the judge had indicated would be the ground rules
14:49:40 12 of this deposition. I'll ask -- allow you to ask a
14:49:44 13 question and ask that you proceed with some haste
14:49:49 14 here.

14:49:49 15 MR. BASKIN: Sure.

14:49:51 16 Q Mr. Page, with respect to Page 11 -- Page
14:50:02 17 Exhibit 11, I want you to turn to page four of that
14:50:05 18 document.

14:50:06 19 MR. MANCINI: Just give the witness a moment
14:50:07 20 to familiarize himself generally with it.

14:50:27 21 MR. BASKIN: Q. And, in particular, on
14:50:29 22 page four, sir, there's a section called "Audio
14:50:33 23 Fingerprinting & Claiming Turner Content Uploaded By
14:50:37 24 Users."

14:50:39 25 Do you see that, sir, in the second box on

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 81

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:50:43 2 the page?

14:51:02 3 A Okay.

14:51:03 4 Q Now, does this help refresh your memory that
14:51:05 5 in and around October 2006, YouTube was offering
14:51:10 6 Turner audio fingerprinting and metadata searches and
14:51:22 7 some other techniques as part of a license transaction
14:51:28 8 with Turner?

14:51:31 9 MR. MANCINI: Objection; lacks foundation;
14:51:32 10 mischaracterizes the document; vague and ambiguous.

14:51:34 11 THE WITNESS: So I know very little about
14:51:37 12 this document, whether it was signed or not, or any of
14:51:40 13 those things, so it's hard to answer that question.

14:51:43 14 MR. BASKIN: Q. Well, the question I do want
14:51:45 15 you to answer though is this: Assuming that, in fact,
14:51:49 16 YouTube was offering Turner Broadcasting
14:51:56 17 fingerprinting and other filtering techniques in and
14:51:59 18 around October 2006 as part of a revenue-sharing
14:52:04 19 agreement, would such a provision had to have been
14:52:08 20 approved by you, Mr. Page?

14:52:09 21 MR. MANCINI: Objection; lacks foundation;
14:52:11 22 vague and ambiguous.

14:52:11 23 THE WITNESS: Well, again, this is a
14:52:15 24 hypothetical deal which I'm not sure of the status of,
14:52:18 25 and I have no idea.

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 82

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:52:19 2 MR. BASKIN: Q. You have no idea whether it
14:52:20 3 would have had to have been approved by you?

14:52:25 4 A Well, it's not like the company is really
14:52:26 5 obvious like we should approve everything, so no, I
14:52:29 6 don't know if that should be approved by me or not.

14:52:31 7 Q What about if a similar provision -- strike
14:52:38 8 that.

14:52:39 9 You'll agree with me that Walt Disney
14:52:41 10 Companies is one of the largest entertainment
14:52:44 11 companies on the face of the earth? Is that right,
14:52:48 12 Mr. Page?

14:52:48 13 A I agree that Walt Disney is a large
14:52:52 14 entertainment company.

14:52:52 15 Q In fact, you actually visited with them from
14:52:55 16 time to time; did you not?

14:52:55 17 A I recall visiting Walt Disney at least once.

14:52:59 18 Q And were you being kept apprised of the
14:53:02 19 status of the negotiations between Google and Walt
14:53:05 20 Disney in and around December 2006?

14:53:09 21 A I don't recall.

14:53:09 22 Q Well, let me hand you, for example --

14:53:16 23 MR. ALGER: Let's take a break. Let's take a
14:53:16 24 break.

14:53:19 25 MR. BASKIN: No, I'm in the middle of a

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 83

1 PAGE, L. - HIGHLY CONFIDENTIAL

14:53:20 2 question.

14:53:20 3 MR. ALGER: I'm asking for a break.

14:53:22 4 MR. BASKIN: Excuse me. When I'm done with

14:53:23 5 my line of questioning.

14:53:24 6 MR. ALGER: There's no question pending right

14:53:26 7 now, that's why I asked for a break right now.

14:53:27 8 MR. BASKIN: There's no question, because you

14:53:28 9 just interrupted me in the middle of the question.

14:53:30 10 MR. ALGER: You haven't handed the witness an

14:53:34 11 exhibit, so we're going to take a five-minute break

14:53:36 12 right now.

14:53:37 13 Off the record.

14:53:39 14 THE VIDEOGRAPHER: This is the ending of tape

14:53:41 15 number one of the video deposition of Larry Page.

14:53:44 16 We're now going off the record.

14:53:45 17 The time is 2:49 p.m.

14:53:51 18 (Recess taken.)

15:04:07 19 THE VIDEOGRAPHER: This is the beginning of

15:04:08 20 recording number two of the video deposition of Larry

15:04:10 21 Page.

15:04:11 22 We are now back on the record.

15:04:13 23 The time is 3:00 p.m.

15:04:17 24 MR. MANCINI: What is this marked as?

15:04:21 25 MR. BASKIN: I've lost track.

DAVID FELDMAN WORLDWIDE, INC.
450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 84

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:04:24 2 THE REPORTER: 12.

15:04:24 3 MR. BASKIN: 12.

15:04:25 4 MR. MANCINI: So, Mr. Baskin, while the

15:04:26 5 witness is reviewing this one --

15:04:27 6 THE WITNESS: Actually, I don't have a copy

15:04:42 7 yet.

15:04:42 8 (Document marked Page Exhibit 12

15:04:43 9 for identification.)

15:04:43 10 MR. MANCINI: I want to re -- restate my

15:04:44 11 continuing objection and at this point, alarm, over

15:04:49 12 the fact, yet again, he's being showed a document that

15:04:52 13 was previously, in fact, shown and marked as an

15:04:54 14 exhibit to another witness in stark violation of this

15:04:58 15 Court's order, which I'm now compelled to read into

15:05:01 16 the record.

15:05:01 17 Judge Stanton in the order for this

15:05:03 18 deposition says on October -- sorry -- April 2nd,

15:05:07 19 2009, on page eight, line 24, "First, no one is going

15:05:12 20 to spend any time during these depositions on matters

15:05:15 21 which are non-controversial and can be obtained in

15:05:20 22 another way.

15:05:21 23 "For example a witness's biography, the jobs

15:05:24 24 he held, his responsibilities then and now. Matters

15:05:28 25 of that sort can all be finished by an affidavit

DAVID FELDMAN WORLDWIDE, INC.
450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 85

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:05:32 2 prepared for the executive by others. Proceed
15:05:33 3 immediately -- this is now directed to the
15:05:37 4 plaintiff -- to what is necessary and only obtainable
15:05:41 5 from this witness."

15:05:42 6 We've given you incredible leeway today.
15:05:42 7 This witness, one of the most senior executives at
15:05:46 8 Google, has spent an incredible amount of time being
15:05:49 9 asked questions that other people have, in fact, been
15:05:49 10 deposed about and never has there been a showing made
15:05:55 11 that it is either necessary or only obtainable from
15:05:56 12 this witness, and if we can't move on, Mr. Baskin, at
15:06:00 13 some point we're going to have to shut this down --

15:06:02 14 MR. BASKIN: Well --

15:06:02 15 MR. MANCINI: -- in direct violation of this
15:06:04 16 Court's order.

15:06:05 17 MR. BASKIN: I totally disagree. I'm going
15:06:08 18 ask him about his knowledge and the senior
15:06:10 19 management's knowledge of policies and practices.

15:06:13 20 MR. MANCINI: You're allowed to ask him about
15:06:15 21 his knowledge.

15:06:17 22 MR. BASKIN: That's what I'm going to do.

15:06:18 23 MR. MANCINI: Thank you.

15:06:19 24 MR. BASKIN: And that's what I've been doing.

15:06:21 25 And again, if you want to -- we're going to finish

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 86

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:06:24 2 well within the four hours if he continues to

15:06:25 3 cooperate, and let's -- let's go forward.

15:06:31 4 Q Sir, I've handed you now what's been marked

15:06:34 5 as Page Exhibit 12.

15:06:36 6 Do you see that, sir?

15:06:37 7 A Yes.

15:06:37 8 Q If you turn to the last page of Page

15:06:40 9 Exhibit 12, you will see that in and around

15:06:51 10 December 21st, 2006, that Google was offering to

15:06:55 11 provide to the Walt Disney companies --

15:06:59 12 A Sorry. You're asking me about the last page?

15:07:01 13 Q Yes. The -- the page marked five of five on

15:07:04 14 the bottom.

15:07:04 15 A Okay.

15:07:05 16 Q And the very last paragraph, you want to read

15:07:07 17 that for a second, sir.

15:07:12 18 A Sure. Okay.

15:07:46 19 Q You will see in that last paragraph on Page

15:07:50 20 Exhibit 12, that Google, in and around December 21st,

15:07:57 21 2006, was offering the Walt Disney Company audio

15:08:01 22 fingerprinting and various other tools to protect

15:08:07 23 their content as part of a license transaction.

15:08:10 24 Do you see that, sir?

15:08:11 25 MR. MANCINI: Objection; document speaks for

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 87

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:08:12 2 itself.

15:08:13 3 THE WITNESS: Sorry. I'm not -- I don't
15:08:15 4 recall this document, and I don't know if it's -- was
15:08:19 5 presented to them or not, so I don't know if this was
15:08:22 6 an internal document or whatever.

15:08:24 7 MR. BASKIN: Okay.

15:08:25 8 Q So my question is, first of all, did you have
15:08:29 9 knowledge that Google was offering the Walt Disney
15:08:34 10 company, in and around December 2006, fingerprinting
15:08:38 11 and other tools as part of a revenue-sharing
15:08:45 12 agreement?

15:08:47 13 A I don't -- I don't recall, and also I'll just
15:08:51 14 state -- I just stated several times, Google is
15:08:58 15 offering audio fingerprinting. Both documents they
15:09:01 16 presented, as I'm reading the document now, just say
15:09:04 17 that the -- Google shall -- sorry -- Google shall, on
15:09:11 18 behalf -- on behalf of Walt Disney Company pay an
15:09:14 19 audio fingerprinting vendor.

15:09:14 20 Q Right.

15:09:14 21 A So that seems a little bit of a
15:09:16 22 mischaracterization of the document.

15:09:18 23 Q Accepting your reading, which is exactly
15:09:20 24 right, did you have knowledge in and around 2006,
15:09:25 25 December 2006, Google was offering to pay a -- a

DAVID FELDMAN WORLDWIDE, INC.
450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 88

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:09:30 2 fingerprinting vendor to check for Walt Disney's

15:09:34 3 content on the Google web -- on the YouTube website?

15:09:37 4 A I don't recall.

15:09:37 5 MR. MANCINI: Objection; lacks foundation.

15:09:39 6 MR. BASKIN: Q. And assuming that that, in
15:09:41 7 fact, happened as set forth in Exhibit 12, would the
15:09:49 8 decision to provide fingerprinting and like techniques
15:09:54 9 to a large content provider like Walt Disney had to
15:09:58 10 have had your approval, sir?

15:10:00 11 MR. MANCINI: Objection; asked and answered
15:10:01 12 several times.

15:10:03 13 THE WITNESS: Again, same hypothetical
15:10:05 14 question. I don't know.

15:10:06 15 MR. BASKIN: Q. Well, let me show you just
15:10:08 16 one more, and then we'll move on. This one happens to
15:10:11 17 be my client.

15:10:24 18 (Document marked Page Exhibit 13
15:10:27 19 for identification.)

15:10:27 20 MR. BASKIN: Let's mark as Page 13.

15:11:06 21 Q I will, in particular, sir, ask you to look
15:11:09 22 at a section called "UGV Content Claiming/Association
15:11:12 23 Process," and it's on the page Bates stamp with the
15:11:18 24 last four digits of the Bates stamp being '2081.

15:11:24 25 MR. MANCINI: I just want to repeat my

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 89

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:11:25 2 continuing objections and hope we'll move on quickly.

15:12:13 3 MR. BASKIN: Q. Mr. Page, can you identify

15:12:15 4 for us Exhibit 13?

15:12:19 5 A I'm looking at Exhibit 13, yes.

15:12:21 6 Q Oh.

15:12:24 7 What I'm asking is, do you recall in and

15:12:30 8 around December 2006 being shown the proposed term

15:12:33 9 sheet for a transaction between MTV Networks, a Viacom

15:12:40 10 Company, and Google?

15:12:41 11 A No, I don't recall that.

15:12:42 12 Q Do you recall, sir, being advised, having

15:12:46 13 knowledge in and around December 14th, 2006, that as

15:12:50 14 part of a license contract, proposed license agreement

15:12:56 15 between Viacom's MTV Networks and Google, Google was

15:13:01 16 offering to provide audio fingerprinting services to

15:13:06 17 Viacom with respect to the YouTube website?

15:13:08 18 MR. MANCINI: Objection; lacks foundation;

15:13:10 19 vague and ambiguous; and to the extent it calls for

15:13:14 20 communications with counsel, instruct the client, not

15:13:17 21 the witness, on attorney-client -- not to testify on

15:13:20 22 attorney-client privilege ground.

15:13:21 23 THE WITNESS: I don't recall.

15:13:22 24 MR. BASKIN: If, in fact -- strike that.

15:13:28 25 Q If Google and YouTube were -- was offering

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 90

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:13:35 2 fingerprinting and other filtering techniques to all
15:13:38 3 of these media companies in and around November and
15:13:41 4 December 2006, would the senior management of Google
15:13:47 5 have been advised of that, sir?

15:13:50 6 MR. MANCINI: Objection; asked and answered
15:13:53 7 several times today.

15:13:54 8 THE WITNESS: The premise of your question
15:13:56 9 doesn't make sense to me.

15:13:57 10 MR. BASKIN: Q. Would the senior management
15:14:01 11 of Google have been advised and -- strike that.

15:14:06 12 Would senior management of Google have to
15:14:09 13 have approved the provision of audio fingerprinting
15:14:14 14 services to would-be content partners in exchange for
15:14:20 15 a license agreement?

15:14:21 16 MR. MANCINI: Objection; lacks foundation;
15:14:23 17 asked and answered several times today.

15:14:26 18 THE WITNESS: Again, don't agree with the
15:14:28 19 premise of your question.

15:14:29 20 MR. BASKIN: Q. Which part of the premise
15:14:32 21 don't you agree, sir?

15:14:35 22 A You have a long string of hypothetical
15:14:37 23 things.

15:14:39 24 Q Well, assuming that the jury believes that
15:14:43 25 Google did offer audio fingerprinting to Turner, to

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 91

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:14:50 2 MTV, to Walt Disney Company, at the end of 2006 as
15:14:56 3 part of a license agreement, should the jury conclude
15:15:00 4 that such a -- that such audio fingerprinting had to
15:15:02 5 have been approved by the senior management of Google,
15:15:05 6 sir?

15:15:05 7 MR. MANCINI: Objection.

15:15:06 8 So that is clearly a question intended for no
15:15:12 9 other purpose than to harass this witness. There is
15:15:14 10 no jury here. It is clearly intended for that purpose
15:15:18 11 and that purpose only, Mr. Baskin, and you know that.
15:15:21 12 If your question is posed differently, I'll allow him
15:15:24 13 to answer that question. That is purely harassment.

15:15:26 14 MR. BASKIN: It's not harassment.

15:15:27 15 Q But you've now seen, sir, proposed term
15:15:30 16 sheets for three companies, all of which contain the
15:15:33 17 provision of audio fingerprinting. Would such
15:15:35 18 provisions had to have had the approval of senior
15:15:37 19 management of Google?

15:15:38 20 MR. MANCINI: Objection; lacks foundation and
15:15:42 21 asked and answered numerous times.

15:15:43 22 THE WITNESS: Again, I don't know if these
15:15:44 23 deals were consummated or not in this form; and as I
15:15:47 24 already stated also, it didn't look like that was just
15:15:50 25 a third-party vendor that was being paid as part of

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 92

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:15:53 2 this deal.

15:15:53 3 MR. BASKIN: Q. And would you have had to
15:15:56 4 have approved such a provision, Mr. Page?

15:15:58 5 A I also already stated --

15:16:00 6 MR. MANCINI: Same objections.

15:16:01 7 THE WITNESS: I also already stated that
15:16:03 8 companies are complicated things, and whether or not I
15:16:06 9 would have had to approve it is not -- is not a
15:16:08 10 reasonable thing to -- to opine on.

15:16:10 11 MR. BASKIN: In the event -- strike that.

15:16:19 12 Q In this time period, Mr. Page, was it the
15:16:27 13 express policy of Google's senior management not to
15:16:31 14 offer fingerprinting or filtering to content owners
15:16:37 15 unless they entered into a revenue-sharing agreement
15:16:40 16 with Google?

15:16:41 17 MR. MANCINI: Objection.

15:16:41 18 So once again, this is the same question
15:16:44 19 asked probably in ten different ways today to which
15:16:47 20 the witness has clearly said he doesn't have knowledge
15:16:49 21 of this subject.

15:16:50 22 Therefore, we're clearly in violation of the
15:16:52 23 Court's order, and it is clearly for no purpose any
15:16:55 24 longer that I can see other than to harass this
15:16:58 25 witness.

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 93

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:16:59 2 MR. BASKIN: Sorry. Sir, let me reread the
15:17:01 3 question again. I need your answer.

15:17:03 4 Q In this time period, Mr. Page, was it the
15:17:06 5 express policy of Google's senior management not to
15:17:09 6 offer fingerprinting or filtering to content owners
15:17:15 7 unless they entered into a revenue-sharing agreement
15:17:17 8 with Google?

15:17:18 9 MR. MANCINI: Same objections. Plus, lacks
15:17:20 10 foundation and vague and ambiguous.

15:17:21 11 THE WITNESS: I don't recall.

15:17:24 12 MR. BASKIN: Q. Do you recall discussing
15:17:25 13 with senior management, sir, the fact that Google
15:17:30 14 would not offer fingerprinting to any content owner in
15:17:32 15 the absence of a license?

15:17:34 16 MR. MANCINI: Same exact objections.

15:17:37 17 THE WITNESS: I don't recall that.

15:17:41 18 MR. BASKIN: Q. Now, as president of
15:18:12 19 products, isn't that your title, Mr. Page?

15:18:14 20 A And cofounder.

15:18:15 21 Q Yes.

15:18:16 22 As president of products and cofounder, was
15:18:20 23 one of the products that you were president over of
15:18:23 24 YouTube?

15:18:23 25 MR. MANCINI: Objection; asked and answered.

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 94

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:18:26 2 THE WITNESS: Like I stated, Google has a
15:18:28 3 wide variety of products.

15:18:32 4 MR. BASKIN: Mark as Exhibit 14.
15:18:33 5 (Document marked Page Exhibit 14
15:18:38 6 for identification.)

15:18:38 7 MR. MANCINI: While the witness is looking at
15:18:40 8 that, can we just get a time check when you get a
15:18:43 9 moment.

15:18:44 10 THE VIDEOGRAPHER: Sure.

15:18:45 11 MR. BASKIN: We just happened to have him do
15:18:48 12 that. Before the break you guys called, we were under
15:18:52 13 two hours.

15:18:53 14 MR. MANCINI: Okay.

15:19:01 15 THE VIDEOGRAPHER: We're at 124 minutes.
15:19:03 16 124.

15:19:04 17 MR. MANCINI: Thank you.

15:19:09 18 While this witness is reviewing this
15:19:41 19 document, I want to renew my continuing objection and
15:19:43 20 increasing concern over the apparent intentional
15:19:49 21 disavowence of this Court's order.

15:19:52 22 This document is, on its face, marked as
15:19:54 23 having been presented to Mr. Schmidt at his
15:19:58 24 deposition, and we're asking this witness again,
15:20:00 25 again, about something that's been asked about before,

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 95

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:20:04 2 but I hope we'll move on quickly.

15:20:06 3 MR. BASKIN: We are. We're gonna ask him
15:20:08 4 about his knowledge and authorization.

15:20:10 5 Q Mr. -- Mr. Page, who is Mr. Eun, E-U-N?

15:20:14 6 MR. MANCINI: Objection; asked and answered
15:20:15 7 several times.

15:20:15 8 THE WITNESS: Some sort of business person
15:20:17 9 working for Google.

15:20:19 10 MR. BASKIN: Q. Now, you will see in Page
15:20:22 11 Exhibit 14, this is an e-mail that you have no reason
15:20:26 12 to believe you received; right, sir?

15:20:28 13 A No. My name isn't anywhere on it.

15:20:31 14 Q But Mr. Eun refers to -- the bottom of the
15:20:35 15 page -- to the new CYC system, which includes audio
15:20:42 16 fingerprinting using Audible Magic's database and
15:20:48 17 other tools.

15:20:49 18 And then you'll see, sir, in the first --
15:20:56 19 it's really the second paragraph I guess, at the top
15:20:58 20 of the page, he says "Our CYC tools are now live and
15:21:03 21 well and are only offered to partners who enter into a
15:21:08 22 revenue deal with us."

15:21:11 23 Do you see that, Mr. Page?

15:21:13 24 MR. MANCINI: Objection; it mischaracterizes
15:21:16 25 the document.

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 96

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:21:17 2 THE WITNESS: I'm reading the document, too.

15:21:20 3 Yes.

15:21:22 4 MR. BASKIN: Q. Now, is Mr. Eun's recital of
15:21:28 5 Google's policy as only offering the CYC tools to
15:21:34 6 partners who enter into a revenue deal, was that an
15:21:38 7 accurate portrayal of Google's policies and practices
15:21:43 8 as authorized by senior management in and around
15:21:46 9 February 2007, Mr. Page?

15:21:47 10 MR. MANCINI: Objection; lacks foundation;
15:21:48 11 vague and ambiguous.

15:21:49 12 THE WITNESS: I have no recollection of that.

15:21:53 13 MR. BASKIN: Q. Do you recall being advised,
15:21:54 14 in and around February 2007, that that is Google's
15:21:57 15 policy?

15:21:58 16 MR. MANCINI: Same objections; and to the
15:22:00 17 extent, although I don't think it is, it's seeking
15:22:02 18 advice of counsel. Instruct the witness not to
15:22:04 19 answer.

15:22:05 20 THE WITNESS: Yeah, I don't -- I don't recall
15:22:08 21 that.

15:22:08 22 MR. BASKIN: Q. And assuming that Mr. Eun
15:22:11 23 has it right and this was Google's policy, sir, could
15:22:15 24 this have been Google's policy without the
15:22:17 25 authorization approval of the senior management of the

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 97

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:22:20 2 company?

15:22:21 3 MR. MANCINI: Objection; lacks foundation;
15:22:22 4 hypothetical; vague and ambiguous.

15:22:25 5 I do suggest we move on, Mr. Baskin.

15:22:28 6 THE WITNESS: Yeah. I'll state this e-mail
15:22:30 7 appears to have never been sent, except to himself.

15:22:34 8 MR. BASKIN: Q. My question is, sir, if his
15:22:37 9 characterization of the policy is accurate as set
15:22:40 10 forth in Exhibit 14, could this have been Google's
15:22:42 11 policy without the authorization and approval of the
15:22:45 12 senior management of the company?

15:22:47 13 MR. MANCINI: Objection; lacks foundation;
15:22:48 14 hypothetical; vague and ambiguous.

15:22:52 15 THE WITNESS: Yeah, I don't -- I don't
15:22:53 16 recall.

15:22:53 17 MR. BASKIN: Q. Now -- by the way, as you
15:23:13 18 sit here today, sir, do you know even one example
15:23:29 19 where in the end of 2006 or January, February, March,
15:23:37 20 April 2007 where Google provided filtering and
15:23:42 21 fingerprinting to any studio or TV producer in the
15:23:46 22 absence of a revenue-sharing deal?

15:23:48 23 MR. MANCINI: Objection; lacks foundation;
15:23:50 24 vague and ambiguous; asked and answered several times.

15:23:55 25 THE WITNESS: I have no knowledge of that.

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 98

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:23:56 2 MR. BASKIN: Q. Now, do you recall whether
15:24:03 3 senior management, in fact, discussed that it would be
15:24:14 4 Google's practice not to provide for -- strike that.

15:24:17 5 Now, was David Drummond a member of the OC?

15:24:32 6 A David Drummond is a member of the OC.

15:24:35 7 Q That is to say he's a member of the senior
15:24:38 8 management of the company, right, sir? He sits in the
15:24:44 9 OC meetings.

15:24:45 10 A That's correct.

15:24:45 11 Q Did Mr. Drummond advise the senior management
15:24:55 12 of the company that he had received letters from the
15:25:02 13 general counsel of Viacom and the general counsel of
15:25:06 14 NBC Universal, in and around February 2007, requesting
15:25:14 15 that Google cooperate with those two companies to
15:25:17 16 utilize filtering and fingerprinting to -- on the
15:25:20 17 YouTube website?

15:25:21 18 MR. MANCINI: So objection, and instruct the
15:25:23 19 witness not to answer to the extent it's seeking
15:25:26 20 communications with counsel, which it seems that it
15:25:28 21 clearly indeed is.

15:25:30 22 MR. BASKIN: Your position is that if you
15:25:35 23 communicate and he got a letter it is a privileged
15:25:38 24 communication?

15:25:38 25 MR. MANCINI: You're asking about the

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 99

1 PAGE, L. - HIGHLY CONFIDENTIAL
15:25:39 2 communication itself.
15:25:40 3 MR. BASKIN: Okay. Let's do it the hard way.
15:25:46 4 Let's have exhibit -- where are we?
15:25:48 5 THE REPORTER: 14.
15:25:49 6 MR. BASKIN: 14?
15:25:50 7 THE REPORTER: 15.
15:25:51 8 MR. BASKIN: Let me hand you, sir, what we
15:25:56 9 will mark as Exhibit 14.
15:25:58 10 MR. DEIXLER: 15.
15:26:00 11 MR. BASKIN: 15 is it?
15:26:01 12 THE REPORTER: Yes.
15:26:02 13 MR. BASKIN: I'm sorry.
15:26:02 14 MR. MANCINI: 15.
15:26:04 15 MR. BASKIN: Which purports to be a letter
15:26:06 16 from Michael Fricklas at Viacom to David Drummond,
15:26:10 17 Kent Walker of Google.
15:26:11 18 (Document marked Page Exhibit 15
15:26:21 19 for identification.)
15:26:21 20 MR. BASKIN: And just to make our life easier
15:26:23 21 again, why don't we go to Exhibit 16.
15:26:28 22 MR. MANCINI: Do you mean 15?
15:26:29 23 MR. BASKIN: I thought the other one is 15.
15:26:31 24 This is now 16; is that right?
15:26:33 25 THE REPORTER: Yes.

DAVID FELDMAN WORLDWIDE, INC.
450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 100

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:26:35 2 MR. BASKIN: The Viacom letter is 15. The
15:26:37 3 NBC letter is 16.

15:26:41 4 MR. MCGILL: He's introducing the second
15:26:44 5 exhibit at the same time.

15:26:44 6 MR. BASKIN: I'm introducing two exhibits.

15:26:46 7 MR. MANCINI: Go ahead.

15:26:47 8 (Document marked Page Exhibit 16
15:27:48 9 for identification.)

15:27:48 10 MR. MANCINI: Is there a question pending,
15:27:50 11 Counselor?

15:27:51 12 MR. BASKIN: Q. Are you ready?

15:27:54 13 Mr. Page, you received Exhibits 15 and 16
15:28:07 14 prior to today, sir?

15:28:10 15 A I don't recall ever seeing them.

15:28:12 16 Q In the course of the OC meetings or other
15:28:15 17 meetings between senior management, did David Drummond
15:28:19 18 ever tell you and the other OC members that he
15:28:28 19 received Exhibit 15 from the general counsel of Viacom
15:28:31 20 and Exhibit 16 from the general counsel of NBC
15:28:35 21 Universal both in February of 2007?

15:28:38 22 MR. MANCINI: So I'll permit the witness to
15:28:41 23 answer what appears to be a question directed at
15:28:44 24 whether or not Mr. Drummond indicated that these
15:28:48 25 documents were received, but just so we're cautious,

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 101

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:28:52 2 instruct the witness not to communicate any

15:28:55 3 communications from Mr. Drummond about the content or

15:28:58 4 discussions surrounding these documents to the extent

15:29:01 5 there were any and if Mr. Page was even present for

15:29:04 6 those.

15:29:05 7 THE WITNESS: I don't recall.

15:29:05 8 MR. BASKIN: Q. Do you recall the senior

15:29:11 9 management of the company of the OC at this time ever

15:29:20 10 giving consideration to cooperating with Viacom or NBC

15:29:28 11 and to use fingerprinting to keep their content off

15:29:33 12 the YouTube website in and around February 2007?

15:29:36 13 MR. MANCINI: Objection; vague and ambiguous;

15:29:38 14 compound question.

15:29:40 15 THE WITNESS: I -- I don't recall.

15:29:42 16 MR. BASKIN: Q. Sorry?

15:29:43 17 A I don't recall.

15:29:44 18 Q You recall no discussion about cooperating

15:29:46 19 with these two companies at all, is that right,

15:29:50 20 Mr. Page?

15:29:50 21 MR. MANCINI: Objection; asked and just

15:29:52 22 answered.

15:29:52 23 THE WITNESS: Sorry. That's a different

15:29:53 24 question.

15:29:54 25 MR. BASKIN: Q. Do you recall the senior

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 102

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:29:58 2 management at the company, including you, ever giving
15:30:01 3 consideration to cooperating with Viacom and NBC in
15:30:07 4 February 2007 to use filtering techniques to keep
15:30:11 5 their content off the YouTube website?

15:30:13 6 MR. MANCINI: Objection; vague and ambiguous;
15:30:15 7 asked and just answered.

15:30:17 8 THE WITNESS: I don't recall.

15:30:17 9 MR. BASKIN: Q. You know, if two of the
15:30:44 10 largest entertainment companies in the world are
15:30:48 11 simultaneously communicating with Mr. Drummond to
15:30:52 12 request YouTube's cooperation, is that the sort of
15:30:55 13 topic that you would expect to be considered by the OC
15:31:00 14 and the senior management of the company, sir?

15:31:02 15 MR. MANCINI: Objection; calls for
15:31:04 16 speculation.

15:31:10 17 THE WITNESS: I don't recall any such
15:31:13 18 discussion.

15:31:13 19 MR. BASKIN: Now, let me hand you, sir, what
15:32:32 20 we'll mark as Exhibit 17.

15:32:41 21 (Document marked Page Exhibit 17
15:32:46 22 for identification.)

15:32:46 23 MR. BASKIN: Q. Sir, this is a very long
15:33:31 24 document. What I'm going to ask you to do, first of
15:33:35 25 all so we can, again, try to get you out in a timely

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 103

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:33:39 2 fashion, is to simply have you verify that you are the
15:33:42 3 Larry Page to whom this document was sent, and then
15:33:45 4 I'm going to ask you to turn to what's page 25 of the
15:33:51 5 document, and I have -- actually page -- the page
15:33:56 6 preceding 25 and page 25, and I have a few questions
15:33:58 7 about that.

15:33:59 8 MR. MANCINI: So let's take that one at a
15:34:02 9 time when you're ready.

15:34:03 10 THE WITNESS: My name is on the document,
15:34:05 11 yes. Sorry. I don't seem -- oh.

15:35:22 12 MR. BASKIN: Q. So, first of all, who is
15:35:23 13 Jonathan Rosenberg?

15:35:26 14 MR. MANCINI: Same continuing objections to
15:35:27 15 the violation of the Court's order.

15:35:29 16 THE WITNESS: He's one of our executive vice
15:35:34 17 presidents or whatever we call them. I don't know
15:35:35 18 exactly.

15:35:36 19 MR. BASKIN: Q. And do you recall him
15:35:40 20 sending Exhibit 17 to you and Mr. Schmidt and
15:35:43 21 Mr. Brin?

15:35:45 22 A No, I don't recall that, sir.

15:35:46 23 Q And when you turn to that page that I
15:35:50 24 referenced, page 25 --

15:35:54 25 A I should probably say I get hundreds of such

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 104

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:35:58 2 things.

15:35:58 3 Q If you turn to the page preceding page 25,
15:36:01 4 the actual -- the -- it says "How to get more content
15:36:06 5 digitization"; do you see that, sir?

15:36:12 6 A Sorry. I've been looking at page 25, so --
15:36:14 7 okay.

15:36:14 8 Q Okay. Then we turn to page 25.

15:36:18 9 Do you recall you and Mr. Brin and
15:36:23 10 Mr. Schmidt discussing any of the points made on
15:36:32 11 page 25 of Page Exhibit 17?

15:36:36 12 MR. MANCINI: Objection; lacks foundation;
15:36:38 13 vague and ambiguous.

15:36:39 14 THE WITNESS: I don't recall discussing
15:36:47 15 page 25.

15:36:48 16 MR. BASKIN: Q. Well, how about the items on
15:36:50 17 page 25, sir? Do you recall you and -- you,
15:36:52 18 Mr. Page -- you and Mr. Brin and Mr. Schmidt,
15:36:56 19 discussing the items found on page 25?

15:36:58 20 MR. MANCINI: Same objections.

15:37:00 21 THE WITNESS: Same answer.

15:37:01 22 MR. BASKIN: Q. No; is that the answer?

15:37:04 23 MR. MANCINI: No. I believe the witness
15:37:08 24 said, "I don't recall."

15:37:09 25 THE WITNESS: Yeah.

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 105

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:37:09 2 MR. BASKIN: Q. So, for example, do you
15:37:20 3 recall the three senior management of Google discussed
15:37:26 4 whether they should threaten a change in copyright
15:37:29 5 policy as a threat to get standard deal sign-ups with
15:37:36 6 content owners?

15:37:37 7 MR. MANCINI: So, Mr. Baskin, besides the
15:37:39 8 fact that you're mischaracterizing the document, he's
15:37:41 9 just answered that question.

15:37:42 10 If you want to read him each of the bullet
15:37:45 11 points in the hopes you might get a different answer,
15:37:47 12 I don't know how we're doing anything other than
15:37:49 13 wasting this witness's time.

15:37:51 14 MR. BASKIN: Q. Did you hear my question,
15:37:53 15 sir?

15:37:55 16 Do you recall discussing with the other two
15:37:56 17 top senior executives of the company whether Google
15:38:00 18 should threaten a change in its copyright policy as a
15:38:04 19 threat to get a standard deal sign-up with content
15:38:06 20 owners?

15:38:06 21 MR. MANCINI: Same objections, and lacks
15:38:08 22 foundation, and vague and ambiguous.

15:38:09 23 THE WITNESS: Again, I don't recall.

15:38:13 24 MR. BASKIN: Q. Do you recall being advised,
15:38:36 25 in 2007, that entire movies were being uploaded onto

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 106

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:38:45 2 YouTube?

15:38:45 3 MR. MANCINI: Objection; lacks foundation;
15:38:49 4 vague and ambiguous.

15:38:49 5 THE WITNESS: No, I don't recall.

15:38:50 6 MR. BASKIN: Let me give you the names of
15:38:59 7 some movies, and tell me if you recall being told if
15:39:03 8 they were being uploaded in their entirety onto
15:39:05 9 YouTube.

15:39:07 10 Q How about Sicko, a movie released by
15:39:13 11 Weinstein Company? Were you advised of that, sir?

15:39:25 12 A Privileged information.

15:39:30 13 Q How about Spider Man III?

15:39:35 14 MR. MANCINI: So to the extent it calls for
15:39:37 15 communications with counsel, instruct the witness not
15:39:39 16 to answer to the extent it seeks to reveal
15:39:41 17 attorney-client communications.

15:39:42 18 THE WITNESS: I don't recall.

15:39:46 19 MR. BASKIN: Q. How about Blood Diamond?

15:39:48 20 MR. MANCINI: Same objection and instruction.

15:39:49 21 THE WITNESS: I won't answer.

15:39:54 22 MR. BASKIN: Q. How about the Walt Disney
15:40:03 23 picture Cars?

15:40:04 24 MR. MANCINI: Same objection and instruction.

15:40:06 25 THE WITNESS: I don't recall.

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 107

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:40:06 2 MR. BASKIN: Q. How about Meet The

15:40:08 3 Robinsons?

15:40:09 4 MR. MANCINI: Same objection and instruction.

15:40:10 5 THE WITNESS: I don't recall.

15:40:11 6 MR. BASKIN: Q. How about Pans Labyrinth?

15:40:17 7 MR. MANCINI: Same objection and instruction.

15:40:18 8 THE WITNESS: I don't recall.

15:40:25 9 MR. BASKIN: Q. Is it your testimony that

15:40:27 10 you do not recall -- strike that.

15:40:28 11 Is it your testimony, as you sit here today,

15:40:31 12 that you do not recall being advised of any movie

15:40:34 13 up -- uploaded in its entirety onto YouTube in 2007?

15:40:40 14 MR. MANCINI: Objection; mischaracterizes his

15:40:41 15 testimony.

15:40:41 16 THE WITNESS: I don't recall.

15:40:42 17 MR. BASKIN: Q. Well, do you recall the

15:40:55 18 senior management of the company discussing what to do

15:41:05 19 about entire movies being uploaded onto YouTube in

15:41:09 20 2007?

15:41:10 21 MR. MANCINI: Objection; lacks foundation,

15:41:11 22 and objection and instruction not to answer to the

15:41:15 23 extent it seeks attorney-client privileged

15:41:17 24 communications.

15:41:17 25 THE WITNESS: I don't recall.

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 108

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:41:19 2 MR. BASKIN: Q. Were you aware that Google
15:41:37 3 was -- strike that.

15:41:42 4 I take it, sir, that senior management was
15:41:45 5 very aware that Google was in discussions with the
15:41:48 6 MPAA, the Motion Picture Association, regarding
15:41:54 7 copyright compliance issues?

15:41:55 8 MR. MANCINI: Objection.

15:41:56 9 MR. BASKIN: Q. Are you aware of that?

15:41:57 10 MR. MANCINI: Objection; vague and ambiguous;
15:41:58 11 lacks foundation; calls for a legal conclusion.

15:42:05 12 THE WITNESS: I don't recollect that.

15:42:12 13 MR. BASKIN: Okay.

15:42:29 14 Q Did the senior management of the company,
15:42:34 15 sir, authorize Google personnel to tell the MPAA that
15:42:40 16 Google would refuse to filter or use fingerprinting
15:42:47 17 technologies in and around February 2007 in the
15:42:52 18 absence of a license deal with members of the MPAA?

15:42:56 19 MR. MANCINI: Objection; lacks foundation;
15:42:58 20 vague and ambiguous, and continuing objection to the
15:43:01 21 expressed disavowance of this Court's order with
15:43:05 22 respect to this deposition.

15:43:06 23 THE WITNESS: I don't recall.

15:43:22 24 MR. BASKIN: Q. If the MPAA was so advised,
15:43:26 25 could that have been done, sir, without the express

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 109

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:43:29 2 authorization and permission of the senior management
15:43:31 3 of Google?

15:43:32 4 MR. MANCINI: Same exact objections.

15:43:34 5 THE WITNESS: Again, I feel like the same
15:43:39 6 hypothetical question. You're asking me if,
15:43:43 7 hypothetically, should they have authorization or not
15:43:47 8 for that. I think it's an unclear statement for a
15:43:50 9 company.

15:43:57 10 MR. BASKIN: Q. Now, you learned, did you
15:43:59 11 not, that there came a time in February 2007 where
15:44:04 12 Viacom did a very substantial takedown of its content
15:44:10 13 off of the YouTube website?

15:44:12 14 MR. MANCINI: Objection; vague and ambiguous.

15:44:13 15 THE WITNESS: I'm sorry. Could you restate
15:44:16 16 the question?

15:44:17 17 MR. BASKIN: Q. Did there come a time when
15:44:22 18 you learned in February 2007 that my client, Viacom,
15:44:27 19 did a very substantial takedown of its content off of
15:44:31 20 the YouTube website?

15:44:33 21 MR. MANCINI: Same objections.

15:44:34 22 THE WITNESS: I don't recall.

15:44:34 23 MR. BASKIN: Q. Let me show you -- you don't
15:44:57 24 recall being advised that Viacom had done a massive
15:45:00 25 takedown off of the YouTube website in or around

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 110

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:45:03 2 February 2007?

15:45:04 3 MR. MANCINI: Same objections; asked and
15:45:04 4 answered.

15:45:06 5 THE WITNESS: I already said I don't recall.

15:45:09 6 MR. BASKIN: Let's have what we will mark as
15:45:29 7 Exhibit 18.

15:45:31 8 (Document marked Page Exhibit 18
15:47:16 9 for identification.)

15:47:16 10 THE WITNESS: Do you want me to read the
15:47:19 11 whole document?

15:47:20 12 MR. BASKIN: No. In fact, let me just tell
15:47:23 13 you, first, let's just first authenticate it first,
15:47:26 14 and I'll ask you a very simple question.

15:47:28 15 Q Sir, Exhibit 18, on its face, appears to be a
15:47:32 16 document, an e-mail chain, the top of which
15:47:35 17 Mr. Kordestani is sending the rest of the e-mail chain
15:47:40 18 expressly to you and Mr. Schmidt and Mr. Brin. Do you
15:47:46 19 see that, sir?

15:47:47 20 A Yes. My name is on this, yes.

15:47:49 21 Q Do you recall, in fact, receiving Exhibit 18?

15:47:51 22 A No, I do not recall.

15:47:52 23 Q Does this refresh your recollection, in and
15:47:53 24 around February 2007, that Viacom had performed a
15:47:57 25 massive takedown of its content off of YouTube?

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 111

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:48:01 2 MR. MANCINI: Objection; vague and ambiguous.

15:48:02 3 THE WITNESS: I don't recall.

15:48:03 4 MR. BASKIN: Q. Now, I just have one
15:48:11 5 question for you, sir.

15:48:12 6 Are you familiar with the ways in which
15:48:26 7 YouTube could perform a takedown off of the -- off --
15:48:28 8 off of the website? Is that is anything you of
15:48:33 9 familiarity with as president of products?

15:48:35 10 A Again, we have a very large number of
15:48:38 11 products. I'm not the operational person. I assume
15:48:41 12 we have people who are very knowledgeable about those
15:48:44 13 topics.

15:48:46 14 Q Okay. So how a takedown might be performed
15:48:48 15 is not something that you feel qualified to talk
15:48:54 16 about?

15:48:55 17 A Is there a question?

15:48:56 18 MR. MANCINI: And objection; continuing
15:48:57 19 objection that it violates the Court's order.

15:49:00 20 MR. BASKIN: Okay.

15:49:01 21 Q In particular, you see that Mr. Kordestani --
15:49:07 22 can you give him back the document, please.

15:49:17 23 You'll see, if you go, sir, to the page two,
15:49:22 24 the Bates stamp '3153 of Exhibit 18, Mr. Kordestani
15:49:35 25 puts forth two ways in which the takedown might be

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 112

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:49:40 2 done.

15:49:41 3 One way was for Viacom to give specific URLs

15:49:47 4 to YouTube, and the other is if Viacom only gave

15:49:52 5 search terms or program names; do you see those two

15:49:54 6 sentences, sir?

15:49:55 7 MR. MANCINI: Objection; document speaks for

15:49:57 8 itself.

15:49:59 9 Mr. Baskin, I really hope, now, we're getting

15:50:02 10 to a question that is within this witness's knowledge.

15:50:05 11 THE WITNESS: Yeah, I have no specific

15:50:07 12 knowledge of that.

15:50:08 13 MR. BASKIN: Okay. That wasn't question.

15:50:09 14 Q You have no -- and this topic was not

15:50:10 15 discussed, I take it, among you and Mr. Schmidt and

15:50:13 16 Mr. Brin after you received Exhibit 18 --

15:50:18 17 MR. MANCINI: Objection; lacks foundation;

15:50:19 18 vague and ambiguous.

15:50:20 19 MR. BASKIN: Q. -- the manner in which

15:50:21 20 YouTube could implement a takedown?

15:50:23 21 MR. MANCINI: Same objections.

15:50:24 22 THE WITNESS: I don't recall.

15:50:25 23 MR. BASKIN: Okay.

15:50:36 24 Q Have you used the YouTube website, Mr. Page?

15:50:39 25 A Yes.

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 113

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:50:39 2 Q And let me ask you, when -- you're a computer
15:51:18 3 engineer; are you not?

15:51:19 4 A I have a computer engineering degree.

15:51:22 5 Q So when a clip is uploaded onto YouTube by an
15:51:34 6 outsider, by an uploader, am I correct that YouTube
15:51:38 7 makes a copy of -- of it and stores that copy on
15:51:43 8 YouTube's server?

15:51:44 9 MR. MANCINI: Objection; vague and ambiguous.

15:51:46 10 THE WITNESS: I'm not familiar with exactly
15:51:51 11 what YouTube does with uploads.

15:51:53 12 MR. MANCINI: And I just want to continue my
15:51:55 13 objection as now being way beyond the Court's
15:51:57 14 instruction that this be limited to the witness's
15:52:00 15 knowledge, who has already testified to lacking
15:52:03 16 operational knowledge of YouTube, by the way.

15:52:06 17 MR. BASKIN: Q. Do you know whether YouTube,
15:52:11 18 in order to encourage browsing, creates a searchable
15:52:17 19 index on the site?

15:52:20 20 MR. MANCINI: Same exact objections.

15:52:22 21 THE WITNESS: I have no specific knowledge of
15:52:26 22 that.

15:52:26 23 MR. BASKIN: Q. Well, you do know, for
15:52:28 24 example, do you not, that YouTube sorts and indexes
15:52:40 25 videos to encourage browsing? Isn't that right?

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585

LARRY PAGE - HIGHLY CONFIDENTIAL

Page 114

1 PAGE, L. - HIGHLY CONFIDENTIAL

15:52:44 2 MR. MANCINI: So, Stu, this is really a point
15:52:47 3 we should really cut this off, because we're going way
15:52:50 4 beyond Judge Stanton's instructions here.

15:52:50 5 MR. BASKIN: You know, the deposition
15:52:52 6 would -- could been done well short of four hours.
15:52:52 7 Probably would have been done short of two hours, but
15:52:58 8 for all the objections. I'm asking him things within
15:52:59 9 his knowledge. If he doesn't know, he doesn't know.

15:52:59 10 MR. MANCINI: He said -- He said -- how many
15:52:59 11 times you want to ask him. He says he doesn't have
15:53:01 12 this operational knowledge.

15:53:03 13 MR. BASKIN: Q. You do know, sir, that
15:53:05 14 YouTube's website has distribution contracts with
15:53:09 15 various parties; do you not?

15:53:12 16 MR. MANCINI: Objection; vague and ambiguous,
15:53:13 17 and same continuing objections.

15:53:17 18 THE WITNESS: I'm not sure what "distribution
15:53:20 19 contracts" mean.

15:53:21 20 MR. BASKIN: Q. You're serious? You don't
15:53:22 21 know what a distribution contract means?

15:53:23 22 MR. MANCINI: Same objections.

15:53:24 23 THE WITNESS: Well, it could mean many
15:53:27 24 things.

15:53:27 25 MR. BASKIN: Q. Did you tell the securities

DAVID FELDMAN WORLDWIDE, INC.

450 Seventh Avenue - Ste 2803, New York, NY 10123 (212) 705-8585