

EXHIBIT 152

PUBLIC

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UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION

)	
GOOGLE, LLC,)	CASE NO.:
)	
Plaintiffs,)	1:23-cv-00108-
)	LMB-JFA
v.)	
)	
UNITED STATES, et al.,)	
)	
Defendants.)	
)	

* THIS TRANSCRIPT IS MARKED HIGHLY CONFIDENTIAL *

DEPOSITION OF JEREMY HELFAND
VOLUME I
LOS ANGELES, CALIFORNIA
FRIDAY, SEPTEMBER 29, 2023

REPORTED BY: NATALIE PARVIZI-AZAD, CSR, RPR, RSR
CSR NO. 14125
JOB NO.: 6114723

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<p>1 Q. Is that the date that this -- that the up</p> <p>2 fronts were happening for this year?</p> <p>3 A. No, I believe that it is the date that</p> <p>4 this strategy document was updated for review by</p> <p>5 whatever audience it was being prepared for.</p> <p>6 Q. Okay. If you turn over one page and go to</p> <p>7 page ending in 198, please. The third heading down</p> <p>8 says "tactics."</p> <p>9 Do you see that?</p> <p>10 A. Yes.</p> <p>11 Q. And it reads, "number one, move Disney</p> <p>12 entertainment brands on Hulu inventory from GAM to</p> <p>13 the Disney Ad Server(DAS) increasing inventory and</p> <p>14 serving as a first step to move to a unified ad</p> <p>15 platform."</p> <p>16 Did I read that right?</p> <p>17 A. You did.</p> <p>18 Q. And then right after that it reads, "As a</p> <p>19 result, less inventory will be available on GAM</p> <p>20 circa end points, beginning October 2022, start of</p> <p>21 the FY23."</p> <p>22 Did I read that right?</p> <p>23 A. Yes.</p> <p>24 Q. I believe you testified earlier that</p> <p>25 Disney selected Google Ad Manager server in 2019; is</p>	<p>1 A. Yes.</p> <p>2 Q. What are sponsored logos?</p> <p>3 A. Sponsored logos are logos that we place</p> <p>4 over the top of content in the Hulu environment.</p> <p>5 Q. And is that a static image or?</p> <p>6 A. It is a static image. It's a logo, a</p> <p>7 brand logo.</p> <p>8 Q. A brand logo? Okay?</p> <p>9 A. Yeah.</p> <p>10 Q. There's also reference to "marquee ads,"</p> <p>11 what are those?</p> <p>12 A. Marquee were a placement that we had for</p> <p>13 some time on the Hulu -- on some of the Hulu content</p> <p>14 pages. It was an ad that was not embedded in the</p> <p>15 content, but sat like in the programming guide on</p> <p>16 Hulu.</p> <p>17 Q. Was it an ad for some other content? Is</p> <p>18 that --</p> <p>19 A. It could have been used either for</p> <p>20 content, or it could have been used for a</p> <p>21 third-party advertiser to promote, you know, their</p> <p>22 brand, products, et cetera.</p> <p>23 Q. And what did those ads look like? Are</p> <p>24 they static images?</p> <p>25 A. It was a static image, nonvideo image</p>
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<p>1 that right?</p> <p>2 A. Correct.</p> <p>3 Q. So then less than three years later,</p> <p>4 Disney switched ad servers a second time; is that</p> <p>5 correct?</p> <p>6 A. Correct.</p> <p>7 Q. Okay. Thank you. I will reserve the rest</p> <p>8 of my time and we can take a break.</p> <p>9 THE VIDEOGRAPHER: The time is 11:53 and</p> <p>10 we're going off the record.</p> <p>11 (Lunch recess.)</p> <p>12 THE VIDEOGRAPHER: The time is 12:55, and</p> <p>13 we're back on the record.</p> <p>14 BY MR. PEARL:</p> <p>15 Q. Mr. Helfand, welcome back.</p> <p>16 A. Thank you.</p> <p>17 Q. Would you please bring back Exhibit</p> <p>18 Number 7. It looks like this.</p> <p>19 A. Okay.</p> <p>20 Q. Could you turn to page 453, please. You</p> <p>21 previously had read this language under where it</p> <p>22 says, "display" about -- that says, "display,</p> <p>23 static, or rich media, animated or video image units</p> <p>24 within articles and stories who display impressions</p> <p>25 include sponsored logos, pause, and marquee ads"?</p>	<p>1 that -- I don't remember the exact size, but</p> <p>2 essentially would have looked like a -- like a -- a</p> <p>3 promotion tile on the page.</p> <p>4 Q. And the -- do the Disney -- I think you</p> <p>5 said marquee ads no longer exist; is that right?</p> <p>6 A. Correct.</p> <p>7 Q. Okay. But sponsored logos still do?</p> <p>8 A. Sponsored logos still do, yes.</p> <p>9 Q. And for each of those, did the Disney Ad</p> <p>10 Server serve those ads?</p> <p>11 A. The Disney Ad Server served those and the</p> <p>12 credit -- Hulu used to have its own ad server and</p> <p>13 the Hulu ad server served those ads.</p> <p>14 Q. Okay. And if you could now bring back</p> <p>15 Exhibit Number 3, please. It's the one that says --</p> <p>16 it's one page -- oh, I'm sorry. That one, yup. It</p> <p>17 says "appendix" on the front.</p> <p>18 And if you could go to page 741, please.</p> <p>19 (Reporter clarification.)</p> <p>20 MR. PEARL: 741.</p> <p>21 BY MR. PEARL:</p> <p>22 Q. This is again the slide, the title of</p> <p>23 which is, "Disney's current position in the market</p> <p>24 competitive landscape, total video plus display"?</p> <p>25 A. Yes.</p>

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<p>1 Q. Earlier, did you testify that the</p> <p>2 companies listed here are Disney's competitors for</p> <p>3 the sale of advertising --</p> <p>4 A. Yes.</p> <p>5 Q. -- inventory.</p> <p>6 Do you see on the right-hand side there's</p> <p>7 a small box that says, "display digital video and</p> <p>8 linear TV"?</p> <p>9 A. Yes.</p> <p>10 Q. And display -- next to display there's</p> <p>11 kind of a dark gray box?</p> <p>12 A. Yes.</p> <p>13 Q. And next to digital video there's a blue</p> <p>14 box?</p> <p>15 A. Yes.</p> <p>16 Q. And linear TV there's a lighter blue box?</p> <p>17 A. Correct.</p> <p>18 Q. If you look at the column under which it</p> <p>19 says Facebook?</p> <p>20 A. Yes.</p> <p>21 Q. Do you understand the breakdown of</p> <p>22 Facebook's ad formats to be display and digital</p> <p>23 video ads?</p> <p>24 A. Yeah, it would -- according to the legend</p> <p>25 it would appear that that's the mix of the two.</p>	<p>1 Amazon. How does Amazon's revenue break down?</p> <p>2 A. It looks to be about 95 percent display</p> <p>3 and 5 percent video.</p> <p>4 Q. And does Disney consider Amazon a</p> <p>5 competitor for the sale of advertising inventory?</p> <p>6 A. Yes.</p> <p>7 MR. PEARL: Okay. I think that -- those</p> <p>8 are all my questions. I'll reserve the rest of my</p> <p>9 time for rebuttal and hand it over to the DOJ.</p> <p>10 MR. TESLICKO: Should we go off the record</p> <p>11 when we switch?</p> <p>12 MR. PEARL: (No audible response.)</p> <p>13 THE VIDEOGRAPHER: The time is 1:01, and</p> <p>14 we're going off the record.</p> <p>15 (Recess.)</p> <p>16 THE VIDEOGRAPHER: The time is 1:03 and</p> <p>17 we're back on the record.</p> <p>18 EXAMINATION</p> <p>19 BY MR. TESLICKO:</p> <p>20 Q. Good afternoon, Mr. Helfand. My name is</p> <p>21 David Teslicko and I represent the United States of</p> <p>22 America. And I'm joined by my colleague Milosz</p> <p>23 Gudzowski.</p> <p>24 A. Good afternoon.</p> <p>25 Q. Thank you for taking time to be here</p>
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<p>1 Q. And how would you compare what -- what --</p> <p>2 approximately what percentage looks like display</p> <p>3 ads?</p> <p>4 A. That looks like approximately two-thirds</p> <p>5 display and one-third video.</p> <p>6 Q. And Facebook is a competitor of Disney for</p> <p>7 the placement of advertising -- for the sale of</p> <p>8 advertising inventory?</p> <p>9 MR. TESLICKO: Object to form.</p> <p>10 MR. PEARL: I'll repeat it.</p> <p>11 BY MR. PEARL:</p> <p>12 Q. Is Facebook a competitor of Disney for the</p> <p>13 sale of advertising inventory?</p> <p>14 A. Yes.</p> <p>15 Q. Let's look at the next column over,</p> <p>16 Google. How does Google's inventory appear to break</p> <p>17 down in terms of display, digital video, and linear</p> <p>18 TV?</p> <p>19 A. It looks like Google's revenue is about</p> <p>20 80 percent display and 20 percent digital video.</p> <p>21 Q. And is Google a competitor of Disney's for</p> <p>22 the sale of advertising revenue -- advertising</p> <p>23 inventory, excuse me?</p> <p>24 A. Yes. Primarily I would say in YouTube TV.</p> <p>25 Q. Okay. And let's look one more over at</p>	<p>1 today. I will try to streamline my questions so we</p> <p>2 don't repeat too much of what you said earlier. I</p> <p>3 want to start off by talking a little about</p> <p>4 different forms of advertising, which we touched on</p> <p>5 earlier today. At Disney, do people commonly</p> <p>6 delineate amongst different forms of advertising?</p> <p>7 MR. PEARL: Objection. Form.</p> <p>8 A. Yes, we typically refer to advertising</p> <p>9 formats by, you know, either video or display are</p> <p>10 the two primary formats that are referred to,</p> <p>11 although the vast majority of our business is video.</p> <p>12 Q. And why within Disney's business do you</p> <p>13 delineate between display and video formats?</p> <p>14 A. The -- they tend to be very different</p> <p>15 markets. So, you know, in terms of how they're</p> <p>16 priced and the -- who are the buyers of those, so --</p> <p>17 and in terms of the experiences that we are</p> <p>18 developing for our consumers. And so it's helpful</p> <p>19 to understand what type of, you know, format you're</p> <p>20 referring to when talking about the advertising that</p> <p>21 happens across the -- our various properties.</p> <p>22 Although again, you know, the vast majority of where</p> <p>23 we focus is on video.</p> <p>24 Q. Do you have a rough estimate of what</p> <p>25 percentage of Disney's advertising is video versus</p>

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1 portion of the investment?
 2 A. It is a material portion.
 3 Q. Okay. All right. That is -- that is all
 4 I've got. Thank you for your time.
 5 THE WITNESS: You're welcome.
 6 MR. PEARL: I appreciate it.
 7 THE WITNESS: Thank you.
 8 MR. TESLICKO: Okay. We can go off the
 9 record.
 10 MS. PILLAI: Wait. Before we go off the
 11 record, we want to designate the full transcript as
 12 highly confidential, and we request to read and
 13 sign.
 14 THE VIDEOGRAPHER: The time is 5:08, and
 15 we're going off the record.
 16 (Deposition concluded at 5:08 P.M.)
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1 ERRATA SHEET FOR THE DEPOSITION OF:
 2
 3 CASE NAME: GOOGLE, LLC V UNITED STATES, ET
 AL.
 4
 5 CASE NUMBER: 1:23-CV-00108-LMB-JFA
 6
 7 DEPO DATE: FRIDAY, SEPTEMBER 29, 2023
 8
 9 DEPONENT: JEREMY HELFAND
 10
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 12
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 14
 15
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 23
 24
 25 SIGNATURE _____ DATE _____
 Job No. CS6114723

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1 STATE OF CALIFORNIA)
) SS.
 2 COUNTY OF LOS ANGELES)
 3
 4
 5 I, JEREMY HELFAND, HEREBY CERTIFY UNDER
 6 PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF
 7 CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT.
 8 EXECUTED THIS ____ DAY OF _____,
 9 2023, AT _____, CALIFORNIA.
 10
 11
 12
 13
 14 _____
 15 JEREMY HELFAND
 16
 17
 18
 19
 20
 21
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 23
 24
 25 Job No. CS6114723

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1 CERTIFIED STENOGRAPHER'S CERTIFICATE
 2 STATE OF CALIFORNIA)
) SS.
 3 COUNTY OF LOS ANGELES)
 4
 5 I, NATALIE PARVIZI-AZAD, HERBY CERTIFY:
 6 I AM A DULY QUALIFIED CERTIFIED SHORTHAND
 7 REPORTER IN THE STATE OF CALIFORNIA, HOLDER OF
 8 CERTIFICATE NUMBER CSR 14125 ISSUED BY THE COURT
 9 REPORTERS BOARD OF CALIFORNIA AND WHICH IS IN FULL
 10 FORCE AND EFFECT. (BUS. & PROF. § 8016)
 11 I AM NOT FINANCIALLY INTERESTED IN THIS
 12 ACTION AND NOT A RELATIVE OR EMPLOYEE OF ANY
 13 ATTORNEY OF THE PARTIES, OR OF ANY OF THE PARTIES.
 14 (CIV. PROC. § 2025.320(A))
 15 I AM AUTHORIZED TO ADMINISTER OATHS OR
 16 AFFIRMATIONS PURSUANT TO CALIFORNIA CODE OF CIVIL
 17 PROCEDURE, SECTION 2093 (B) AND PRIOR TO BEING
 18 EXAMINED, THE DEPONENT WAS FIRST PLACED UNDER OATH
 19 OR AFFIRMATION BY ME. (CIV. PROC. §§ 2025.320,
 20 2025.540(A))
 21 I AM THE CERTIFIED OFFICER THAT
 22 STENOGRAPHICALLY RECORDED THE TESTIMONY IN THE
 23 FOREGOING PROCEEDING AND THE FOREGOING TRANSCRIPT
 24 IS A TRUE RECORD OF THE TESTIMONY GIVEN. (CIV.
 25 PROC. § 2025.540(A))

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1 I HAVE NOT, AND SHALL NOT, OFFER OR PROVIDE
2 ANY SERVICES OR PRODUCTS TO ANY PARTY'S ATTORNEY
3 OR THIRD PARTY WHO IS FINANCING ALL OR PART OF THE
4 ACTION WITHOUT FIRST OFFERING SAME TO ALL PARTIES
5 OR THEIR ATTORNEYS ATTENDING THE PROCEEDING AND
6 MAKING SAME AVAILABLE AT THE SAME TIME TO ALL
7 PARTIES OR THEIR ATTORNEYS. (CIV. PROC §
8 2025.320(B))

9 I SHALL NOT PROVIDE ANY SERVICE OR PRODUCT
10 CONSISTING OF THE CERTIFIED STENOGRAPHER'S
11 NOTATIONS OR COMMENTS REGARDING THE Demeanor OF
12 ANY WITNESS, ATTORNEY, OR PARTY PRESENT AT THE
13 PROCEEDING TO ANY PARTY OR ANY PARTY'S ATTORNEY OR
14 THIRD PARTY WHO IS FINANCING ALL OR PART OF THE
15 ACTION, NOR SHALL I COLLECT ANY PERSONAL
16 IDENTIFYING INFORMATION ABOUT THE WITNESS AS A
17 SERVICE OR PRODUCT TO BE PROVIDED TO ANY PARTY OR
18 THIRD PARTY WHO IS FINANCING ALL OR PART OF THE
19 ACTION. (CIV. PROC. § 2025.320(C))
20

21 DATED: October 3, 2023



NATALIE PARVIZI-AZAD, CSR NO.14125

25

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1 Kavita Pillai, Esq.
2 KPILLAI@COV.COM
3 October 3, 2023
4 RE: United States, Et Al v. Google, LLC
5 9/29/2023, Jeremy Helfand (#6114723)

6 The above-referenced transcript is available for
7 review.

8 Within the applicable timeframe, the witness should
9 read the testimony to verify its accuracy. If there are
10 any changes, the witness should note those with the
11 reason, on the attached Errata Sheet.

12 The witness should sign the Acknowledgment of
13 Deponent and Errata and return to the deposing attorney.
14 Copies should be sent to all counsel, and to Veritext at
15 erratas-cs@veritext.com

16

17 Return completed errata within 30 days from
18 receipt of testimony.

19 If the witness fails to do so within the time
20 allotted, the transcript may be used as if signed.

21

22 Yours,
23 Veritext Legal Solutions

24

25