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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

IO GROUP, INC., a California )  
Corporation, )  
 )  
Plaintiff, )  
 )  
vs. ) Case No. C-06-3926 (HRL)  
 )  
VEOH NETWORKS, Inc., a )  
California Corporation, )  
 )  
Defendant. )  
\_\_\_\_\_ )

HIGHLY CONFIDENTIAL  
DEPOSITION OF JOSPEH PAPA  
VOLUME II  
SAN DIEGO, CALIFORNIA  
MAY 22, 2007

REPORTED BY: NICOLE R. HARNISH, CSR No. 13101

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DEPOSITION OF JOSEPH PAPA,  
taken by the Plaintiff, commencing at the hour of  
8:10 p.m., on Tuesday, May 22, 2007, at  
530 B Street, Suite 350, San Diego, California,  
before Nicole R. Harnish, Certified Shorthand  
Reporter in and for the State of California.

1 APPEARANCES:

2

3 For the Plaintiff:

4 GILL SPERLEIN  
5 GENERAL COUNSEL  
6 TITAN MEDIA.COM  
7 BY: GILL SPERLEIN, ESQ.  
8 584 Castro Street, Suite 849  
9 San Francisco, California 94114

10 For the Defendant:

11 WINSTON & STRAWN  
12 BY: JENNIFER A. GOLINVEAUX, ESQ.  
13 101 California Street  
14 San Francisco, California 94111

15 Also Present: Keith Ruoff

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JOSEPH PAPA,

having been duly sworn, testified as follows:

EXAMINATION

BY MR. SPERLEIN:

Q. Good morning, Mr. Papa. Everything that I said yesterday before we started the deposition also applies today, as far as remembering to give audible responses. You did a great job yesterday, so I think we will be fine on that.

Yesterday you talked about prior to Veoh going online that there was a possibility being discussed of having community reviewers review content before it was made generally available to the Veoh community; is that correct?

A. That's correct.

Q. Do you remember that conversation?

A. Yes.

Q. You indicated later that Veoh found that to be infeasible and decided not to implement that program.

Is that an accurate portrayal of what you said yesterday?

A. Yes.

1 Q. Do you know if Veoh ever did any studies to  
2 figure out exactly what costs or technologies would  
3 be required to implement that program?

4 MS. GOLINVEAUX: Object to the form.

5 THE WITNESS: What would constitute a  
6 study?

7 BY MR. SPERLEIN:

8 Q. Any kind of financial analysis.

9 A. I would say an informal analysis was done.

10 Q. And can you tell me how that informal  
11 analysis was done? Who was involved with the  
12 informal analysis?

13 A. The CEO, myself. That is all I recall.

14 Q. Is the CEO Dmitry Shapiro?

15 A. Yes.

16 Q. So did you and Mr. Shapiro discuss the  
17 feasibility of implementing a community reviewer  
18 program?

19 A. Yes.

20 Q. Did you discuss the cost of implementing  
21 that program financially?

22 A. Financially, no.

23 Q. Did you discuss the possibility of hiring  
24 individuals to review content?

25 A. Yes.

1 Q. And what was the nature of those  
2 discussions?

3 A. In light of the fact that there was not a  
4 community for which there would be any status for  
5 these community editors, we considered a staff of  
6 interns to do the job until the community grew to the  
7 point where it could sustain itself.

8 Q. And did you ever hire a staff of interns?

9 A. No.

10 Q. Did you discuss how many interns would be  
11 required to review content?

12 MS. GOLINVEAUX: Object to the form.

13 THE WITNESS: Reviewing content wasn't the  
14 sole purpose. The primary purpose of the community  
15 editors was to maintain the metadata and  
16 organization.

17 BY MR. SPERLEIN:

18 Q. Did you discuss how many interns would be  
19 required to serve those purposes?

20 A. Informally.

21 Q. Do you recall how many interns you  
22 determined would be required?

23 A. We would discuss it at the level -- back of  
24 the envelope level. Sort of guesstimates of around  
25 half dozen or so. But, again, no formal staffing

1 plan was ever put together. It was just discussions,  
2 speculation.

3 Q. At that time did you do any tests to  
4 determine how long it would take an individual to  
5 review any given file's metadata?

6 MS. GOLINVEAUX: Object to the form.

7 THE WITNESS: What specific metadata?

8 MR. SPERLEIN:

9 Q. The metadata that you were discussing  
10 having interns review. In other words, did you  
11 determine how many seconds or minutes it would take  
12 for an intern to take one video file, review the  
13 metadata, pass it on, and go on to the next one?

14 A. Again, informally in broad terms.

15 Q. You said you made a guesstimate that a half  
16 dozen or so interns might be required; is that  
17 correct?

18 A. That is my recollection.

19 Q. Do you recall how it is that you came up  
20 with the half dozen?

21 A. Even at low volumes it seemed to be a very  
22 labor intensive task and if we projected, again, off  
23 the cuff, even modest growth, it would take numerous  
24 people.

25 Q. Did you do an analysis of the salary ranges

1 that would be required for interns to do these tasks?

2 MS. GOLINVEAUX: Object to the form.

3 THE WITNESS: I don't recall an analysis.

4 BY MR. SPERLEIN:

5 Q. Does Veoh use the services of a company

6 called LimeLight?

7 A. Yes.

8 Q. And can you describe briefly what services

9 LimeLight performs for Veoh?

10 A. LimeLight is a content distribution

11 network.

12 Q. And how does the content distribution

13 network like LimeLight assist Veoh in providing its

14 services?

15 MS. GOLINVEAUX: Object to the form.

16 THE WITNESS: LimeLight is an industry

17 similar to Akamai. You may have heard of -- CDNs are

18 Internet infrastructure that provides caching for Web

19 site content.

20 BY MR. SPERLEIN:

21

22 Q. And the CDN you referred to there is a

23 content -- could you tell me what it is?

24 A. Content distribution network.

25 Q. CDN?



1 I, NICOLE R. HARNISH, Certified Shorthand Reporter  
2 for the State of California, do hereby certify:

3  
4 That the witness in the foregoing deposition was by  
5 me first duly sworn to testify to the truth, the  
6 whole truth and nothing but the truth in the  
7 foregoing cause; that the deposition was taken by me  
8 in machine shorthand and later transcribed into  
9 typewriting, under my direction, and that the  
10 foregoing contains a true record of the testimony of  
11 the witness.

12  
13 Dated: This 6th day of June  
14 at San Diego, California.

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18 NRH.  
19 NICOLE R. HARNISH  
20 C.S.R. NO. 13101  
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