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9 GOOGLE INC.

10
11 **UNITED STATES DISTRICT COURT**
12 **CENTRAL DISTRICT OF CALIFORNIA**

13 Winston & Strawn LLP
14 101 California Street
15 San Francisco, CA 94111-5894

16 PERFECT 10, INC., a California
17 Corporation

18 Plaintiff,

19 vs.

20 GOOGLE INC., a corporation; and
21 DOES 1 through 100, inclusive

22 Defendant.

23 Case No. CV04-9484 AHM (SHx)

24 **DECLARATION OF ANDREW P.**
25 **BRIDGES IN OPPOSITION TO**
26 **PERFECT 10'S MOTION FOR**
27 **PRELIMINARY INJUNCTION**

28 Date: November 7, 2005
Time: 10:00 a.m.
Courtroom: 14
Hon. A. Howard Matz

1 I, Andrew P. Bridges, declare pursuant to 28 U.S.C. § 1746 as follows:

2 1. I am a partner in the law firm of Winston & Strawn LLP and am counsel
3 for defendant Google Inc. in this action. I have personal knowledge of all facts stated
4 in this declaration.

5 2. Attached as Exhibit A to this Declaration are examples of references to
6 Google's search engine from various academic and professional library sources,
7 discovered through Google's search engine. Included among these are references both
8 to Google generally and to Google Image Search.

9 3. Attached as Exhibit B is a copy of a sign-up page and a FAQ (frequently
10 asked questions page) regarding Google Alerts, from google.com.

11 4. Attached as Exhibit C are excerpts from the Harold Davis, *Building*
12 *Research Tools with Google for Dummies* (2005). Included after the title page are the
13 Introduction; Chapter 1, "Googling the World"; Chapter 2, "Researching with Google
14 and the Web"; and Chapter 8, "Researching Photographs with Google."

15 5. I obtained and reviewed the Winter 2004 edition (volume 6, number 3) of
16 Perfect 10 Magazine. The magazine has 112 pages, not including the inside and
17 outside front and back covers. Attached as Exhibit D are the following pages from the
18 magazine: the outside front cover, pages 2-3, 32, 74, 105, 112, and the outside back
19 cover. Those pages include the magazine information page, the table of contents, one
20 page of public service advertising, and three pages of advertising. The exhibit appears
21 to contain all the advertising in that issue of the magazine (other than advertising for
22 Perfect 10 products, services, or events). A copy of the magazine will be available for
23 review by the Court and opposing counsel at the hearing.

24 6. In the issue referred to in the previous paragraph, the magazine did not
25 advertise or promote its creative photography, focusing instead on the attributes of its
26 models. In fact, Perfect 10 emphasizes how little creativity it brings to the
27 photography. The issue mentioned above states, at the top of page 2 (included in
28

1 Exhibit D), the following:

2 Welcome to PERFECT 10, The Connoisseur's Magazine. PERFECT 10
3 will bring you the world's most beautiful natural women. NO IMPLANTS, and
4 almost no retouching! Unlike other magazines, PERFECT 10 does not smooth
5 out wrinkles from faces, electronically remove scars from breast surgeries,
6 reshape breasts or alter the shape of the models' bodies in any way!

7 "Photo Credits" appear at the bottom, first noting "All photos by staff" (without
8 identifying individual photographers on staff) and then listing exceptions.

9 7. Attached as Exhibit E is a copy of an Associated Press article published
10 in 1997 regarding the launch of Perfect 10 and remarking upon the fact that "Zadeh
11 [the former name of Dr. Zada] is assuming that consumers base their purchasing
12 decision on whether or not the models have had cosmetic breast surgery." The article
13 quotes comments that were skeptical of the business plan. In response, the article
14 quoted Dr. Zada: "'Look, if I lose \$500,000 a year on Perfect 10, I'll be happy. . . . It's
15 not about that, ' he said. 'I'd like to put out something that raises the standards.'"

16 8. Attached as Exhibit F is a copy of an article from U.S. News & World
17 Report, also in 1997. The article noted that Dr. Zada had by then sunk almost \$3
18 million into the magazine, reported that the magazine had approximately 500
19 subscribers, and quoted Dr. Zada as saying "National distributors refuse to carry the
20 \$6.95 magazine because 'they think the average American male likes something a bit
21 more perverse.'"

22 9. Attached as Exhibit G is an article from Forbes dated September 17,
23 2001, describing litigation by Perfect 10 against Cybernet Ventures. The article
24 quotes Dr. Zada as seething "Everyone is stealing our film." The article goes on to
25 discuss a variety of targets of Dr. Zada's complaints:

26 Much of the Web porn trade wouldn't exist were it not for the four firms Zadeh
27 complains about: Adult Check, CyberAge and two credit card processing
28 outfits, Credit Card Billing (CCBill) and Internet Billing Co. (A third firm,

1 Paycom in Marina del Rey, Calif., is another large processor of credit card chits
2 for purchases of dirty pictures.) Though he isn't suing them, Zadeh even
3 accuses giant search engines Yahoo and Google of being a part of the cabal,
4 since they take advertising from the bogus celebrity sites.

5 10. Attached as Exhibit H is a copy of "The Internet Conspiracy," an article
6 apparently dating from 2001 from the Perfect 10 Web site, apparently also published
7 in Perfect 10 Magazine, attacking both Google and Yahoo!

8 11. Attached as Exhibit I, J, K, and L, respectively, are the Complaint, Order
9 Dismissing Claims, Amended Complaint, and Order Granting Defendants' Motion to
10 Dismiss Complaint in *Perfect 10, Inc. v. Visa International Service Association, et al.*,
11 case no. 04-00371 (N.D. Cal.).

12 12. Attached as Exhibit M are the cover page and the editorial *MasterCard,*
13 *Visa, Spam and Illegal Porn*, published in the Spring 2005 issue of Perfect 10
14 Magazine after the decisions by the U.S. District Court in *Perfect 10 v. Visa*.

15 13. Attached as Exhibit N are copies of printouts from a variety of "adult" or
16 pornographic Web search sites. "I Want My XXX," SBX, Joyscape and sexfind.com
17 all returned search results for models whose photographs and publicity rights Perfect
18 10 claims to control.

19 14. Attached as Exhibit O are pages 64-65 and 84-87 of the book *Among the*
20 *Mansions of Eden: Tales of Love, Lust, and Land in Beverly Hills* by David Weddle
21 (2003). Those pages, from chapter 3, "Bachelor in Paradise," about Dr. Zada, mention
22 Perfect 10's low circulation, stating that "Dr. Zada isn't in it for the money, he's in it
23 for the lifestyle" (at 65); describe the purpose of Perfect 10 Magazine as related to
24 sexual gratification (at 86); discuss Dr. Zada's varied statements about his investment
25 in the magazine (at 87); question Dr. Zada's claim about the magazine's circulation (at
26 87); and characterize Dr. Zada's enterprise as a "write-off" that provides "many
27 ancillary benefits" (at 87).

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

Executed on September 25, 2005.

Andrew P. Bridges
Andrew P. Bridges