

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|------------------------------|---|-----------------------------|
| REDBOX AUTOMATED RETAIL, LLC |) | |
| |) | |
| Plaintiff, |) | |
| |) | |
| vs. |) | Civil Action No. 09-592-RBK |
| |) | |
| TWENTIETH CENTURY FOX HOME |) | |
| ENTERTAINMENT, LLC |) | |
| |) | |
| Defendant. |) | |
| |) | |
| |) | |
| |) | |

**DECLARATION OF DON JEFFRIES IN SUPPORT OF TWENTIETH CENTURY FOX
HOME ENTERTAINMENT LLC'S MOTION TO FILE UNDER SEAL**

I, Don Jeffries, declare as follows:

1. I am a Senior Vice President of Sales at Twentieth Century Fox Home Entertainment LLC ("Fox"). I submit this declaration in support of Fox's Motion To File Under Seal. I have personal knowledge of the facts set forth herein and if called to testify, could testify competently thereto.

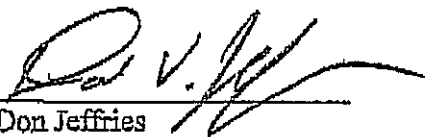
2. Fox's Opening Brief In Support Of Fox's Motion To Transfer Venue To The Central District Of California (the "Opening Brief"), as well as my Declaration in support thereof (the "Jeffries Declaration") (and the accompanying exhibits), contain sensitive and confidential business information regarding the meetings and negotiations between Fox and Redbox Automated Retail, LLC ("Redbox"), including information regarding Fox's sales strategy. The Opening Brief and the Jeffries Declaration (as well as the accompanying exhibits) also contain sensitive pricing information.

3. If the information contained in the Jeffries Declaration (and the accompanying

exhibits) as well as the Opening Brief were to be disclosed to the public, Fox could be harmed because competitors could utilize the information to gain an unfair competitive advantage. For example, Fox's competitors could use this information against Fox in future negotiations.

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

Executed on this 30th day of September, 2009 in Vancouver, British Columbia, Canada.


Don Jeffries