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Filing date: **11/10/2014**

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

Proceeding	91204259
Party	Defendant Valhalla Game Studios Co. Ltd.
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Date	11/10/2014
Attachments	Notice of Filing of Certified Transcripts of Trial Testimony - Huntley pos.pdf(182796 bytes) Testimony of James B. Huntley.pdf(2716618 bytes)

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD**

In Re: Serial Nos. 77/948,333; 77/948,895; 85/310,089

Applicant's Marks: VALHALLA GAME STUDIOS, VALHALLA GAME
STUDIOS and Design; VALHALLA ENTERTAINMENT

VALHALLA MOTION PICTURES, INC.,

Opposer,

v.

Opposition No. 91204259
(parent case)

VALHALLA GAME STUDIOS CO. LTD.,

Applicant.

VALHALLA GAME STUDIOS CO. LTD.,

Opposer,

v.

Opposition No. 91206662

VALHALLA MOTION PICTURES, INC.,

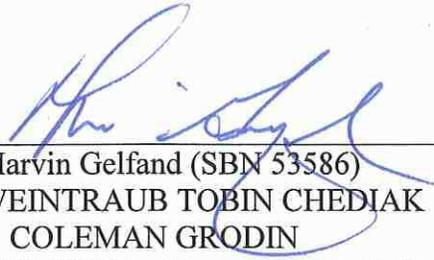
Applicant.

**NOTICE OF FILING OF CERTIFIED TRANSCRIPT
OF TRIAL TESTIMONY OF JAMES B. HUNTLEY WITH SUPPORTING EXHIBITS**

Pursuant to TMBP § 703, Applicant, Valhalla Game Studios Co. Ltd., hereby submits for filing a copy of the deposition of JAMES B. HUNTLEY taken on September 22, 2014, along with all exhibits attached thereto, for filing in the above referenced consolidated proceeding:

Pursuant to Trademark Rule 2.125, a certified copy of this transcript and exhibits attached thereto is being served upon counsel for Opposer, Valhalla Motion Pictures, Inc.

November 10 2014



Marvin Gelfand (SBN 53586)
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Attorneys for Applicant Valhalla Game Studios
Co., Ltd.

CERTIFICATE OF SERVICE

I hereby certify that this **NOTICE OF FILING OF CERTIFIED TRANSCRIPT OF TRIAL TESTIMONY OF JAMES B. HUNTLEY WITH SUPPORTING EXHIBITS** is being filed electronically with the United States Trademark Trial and Appeal Board pursuant to 37 C.F.R. § 18.

I hereby further certify that a true and complete copy of the foregoing **NOTICE OF FILING OF CERTIFIED TRANSCRIPT OF TRIAL TESTIMONY OF JAMES B. HUNTLEY WITH SUPPORTING EXHIBITS** and **A CERTIFIED COPY OF THE TRANSCRIPT AND EXHIBITS** has been served on Opposer, by mailing said copy on November 10, 2014, by electronic mail, to:

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Dated: November 10, 2014



Denise Moreno

MILLER & COMPANY REPORTERS

CERTIFIED
TRANSCRIPT

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

BEFORE

THE TRADEMARK TRIAL AND APPEAL BOARD

VALHALLA MOTION PICTURES,)
INC.,)
)
) Opposer,)
)
v.) Opposition No. 91204259
)
VALHALLA GAME STUDIOS)
CO. LTD.,)
)
) Applicant.)
_____)

TESTIMONY OF: JAMES B. HUNTLEY

TAKEN ON: September 22, 2014

NO. 34743

REPORTED BY:

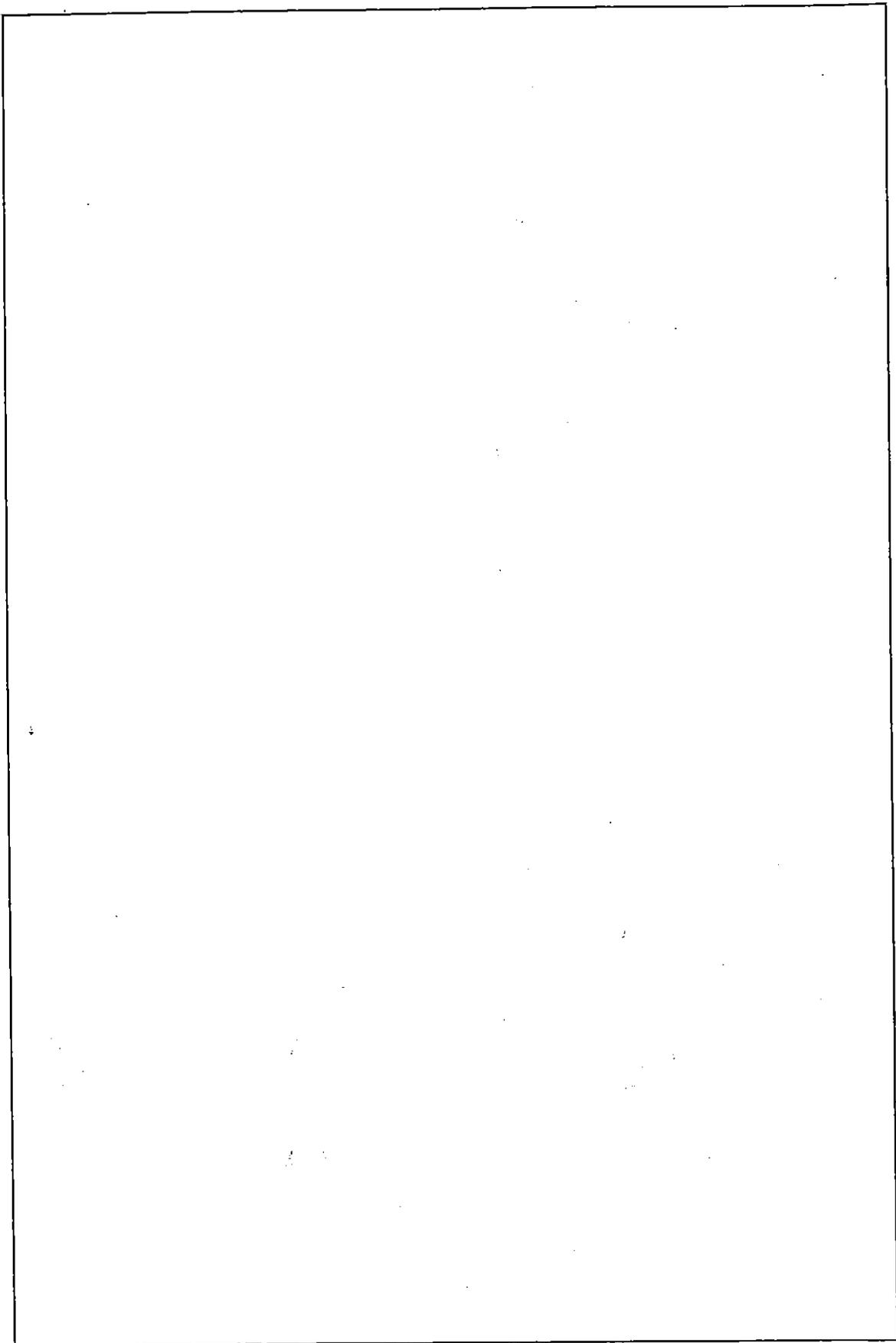
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TESTIMONY OF JAMES B. HUNTLEY,
taken on behalf of the Applicant at
9665 Wilshire Boulevard, Suite 900,
Beverly Hills, California, on Monday,
September 22, 2014, at 2:24 P.M., before
Althea L. Miller, CSR No. 3353, RPR, CCRR.

APPEARANCES:

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I N D E X

WITNESS PAGE

JAMES B. HUNTLEY

BY MR. GELFAND 4, 55

BY MR. GRACE 48

E X H I B I T S

HUNTLEY PAGE

1 Two-page resume of Jim Huntley 56

Q U E S T I O N S M A R K E D

(None.)

I N F O R M A T I O N R E Q U E S T E D

(None.)

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Beverly Hills, California
Monday, September 22, 2014
2:24 P.M.

-oOo-

JAMES B. HUNTLEY,
having declared under penalty
of perjury to tell the truth, was
examined and testified as follows:

EXAMINATION

BY MR. GELFAND:

14:24:36

Q Good afternoon, Mr. Huntley.
A Good afternoon.
Q Thank you for coming.
A No problem.

14:24:43

Q This is a little bit of a different process
than the normal deposition.

A Okay.

14:24:57

Q This is actually testimony time in the
matter of Valhalla Motion Pictures, Inc., versus
Valhalla Game Studios Company, Ltd., and other
cases.

This case is in front of the Patent and

14:24:59

1 Trademark Office, the Trademark Trial and Appeal
2 Board, and we're taking your testimony now as if you
3 were testifying in trial.

4 A Okay.

14:25:10

5 Q So there will be potentially objections and
6 other things that may be preserved for the record.

7 A Okay.

8 Q From your viewpoint, it is very similar to
9 a deposition; but just so you know what the purpose
10 is of what we're doing here today.

14:25:23

11 A Yes.

12 Q Do you have any questions from me before we
13 begin?

14 A No.

14:25:28

15 Q The -- I want to go first through your
16 background a little bit.

17 A Uh-huh.

18 Q And then I'm going to be asking you a few
19 questions about your involvement dealing with

14:25:37

20 Valhalla Game Studios and certain things within your
21 personal knowledge.

22 A Okay.

23 Q First of all, would you state your
24 educational background.

14:25:49

25 A Sure.

14:25:49

1 I have a BA in marketing communications
2 from American University in Washington, D.C. I have
3 a minor in business administration and then an MS in
4 marketing communications from Northwestern

14:26:01

5 University.

6 Q Northwestern in Evanston, Illinois?

7 A Correct, yeah.

8 Q When did you get your -- your Master's?

9 A I believe it was '95.

14:26:22

10 Q And your Bachelor's?

11 A In '93.

12 Q Would you give us a brief background of
13 your work experience since graduating from college.

14 A Sure.

14:26:33

15 I was recruited into General Mills in
16 Minneapolis, Minnesota, right out of grad school at
17 Northwestern. I worked there for -- I believe it
18 was a little under four years -- sorry. It's been a
19 while -- a while since I worked there.

14:26:48

20 A little under four years there. I worked
21 in various roles in promotions mainly on different
22 brands including Hamburger Helper, Betty Crocker,
23 and Big G cereals.

24 I then went from there to a company called
14:27:07 25 Mars Advertising which does trade marketing

14:27:11

1 activity, and that's what got me out to the
2 West Coast at Nestle.

3 Q All right. Let's -- let's stay with
4 General Mills for a minute --

14:27:17

5 A Sure.

6 Q -- and take it a little bit further.

7 A Okay.

8 Q You said you worked in various roles doing
9 promotion for certain brands?

14:27:24

10 A Correct.

11 Q Would you describe what you generally did.

12 A Sure.

13 So most of what we did was to find
14 temporary marketing programs that we could apply to
15 the box or call out in TV advertising to drive
16 incremental sales for the consumer.

14:27:35

17 So an example, the best, shortcut way to
18 say is the toys in the box. Different ways of
19 putting something on pack or putting something in
20 marketing materials to get the consumer to act now
21 versus delaying purchase.

14:27:48

22 Q And that's what you did, effectively, for
23 the four years at General Mills?

24 A Correct. Yes.

14:27:59

25 Q Were you involved in any trademark work of

14:28:01

1 any type there?

2 A I was not, no.

3 Q Were there any issues, while you were at
4 General Mills, where you had anything of your job
5 duties that impacted competing brands?

14:28:13

6 A Impacted as in trying to steal market share
7 from or --

8 Q Sure. That would be one.

9 A Yeah. Correct.

14:28:24

10 We were competing with other brands in the
11 category like Kellogg and other cereals or Sarah Lee
12 for desserts, that kind of thing.

13 Q Did you ever face anything, while you were
14 at General Mills, where you had any type of name
15 similarity between one of your products and any
16 other product?

14:28:37

17 A Not to my recollection, no.

18 Q Okay. Now, you said four years at
19 General Mills; correct?

14:28:46

20 A Correct.

21 Q Then you went to Mars?

22 A Yes. Mars Advertising.

23 Q And what's Mars Advertising?

24 A They are a trade marketing firm; so all
25 they do is retail marketing and promotions.

14:28:54

14:28:56

1 Q Well. Describe what you mean by that.

2 A Sure.

3 They -- so promotions is more consumer
4 facing, i.e., things that would go on the pack or
5 things in a Sunday insert or a TV ad.

14:29:06

6 Mars was very specifically stuff in stores.
7 So signage in store. Specific offers where -- a
8 good example would be "Buy two bottles of
9 Juicy-Juice and get the third one for free." Or,
10 you know, "Buy \$20 of Nestle product and get this
11 gift certificate for something else."

14:29:20

12 But all those are executed within the
13 retail environment, specifically, not outside of it.

14 Q When did you first start at Mars
15 approximately?

14:29:33

16 A I would say -- sorry. Got to do the math.
17 2000- -- can I pull up my resume or is that -- I'm
18 sorry. I'm working from memory. I don't want to
19 screw it up.

14:29:48

20 Q I don't have a problem with that.

21 A Around 2004 sounds right, but I'll confirm.

22 Q All right. So if you got your Master's in
23 1995 and you were about five years -- four or five
24 years at General Mills --

14:30:02

25 A Yeah.

14:30:03

1 Q -- I'm looking at roughly around 2000,
2 then.

3 A That's probably right. Here we go.

4 Yeah. There we go. Sorry. Mars

14:30:15

5 Advertising was July 1999.

6 Q Okay. And what was your title at Mars?

7 A Marketing director.

8 Q Where was it located?

9 A It was actually in the Nestle headquarters

14:30:27

10 in Glendale, California, on Brand Boulevard.

11 Q Was it the advertising part of Nestle's?

12 A It was -- no. It was a separate company,
13 but Nestle gave us space within their organization
14 because we were working so closely with their staff.

14:30:42

15 Q Did you work on products other than Nestle?

16 A No. Just Nestle.

17 Q How long did you stay at Mars?

18 A For about a little under two years.

19 Q Did you do the same thing for the two

14:30:54

20 years?

21 A Yeah. Pretty much the entire two years.

22 MR. GRACE: Just before we go, I just want
23 the record to reflect that the witness has been
24 looking at his -- his Smartphone --

14:31:05

25 THE WITNESS: Yeah.

14:31:05

1 MR. GRACE: -- and a copy of what appears
2 to be his CV.

3 THE WITNESS: Correct.

4 MR. GRACE: Okay.

14:31:10

5 BY MR. GELFAND:

6 Q Do you have a current CV?

7 A Yes, I do.

8 Q Can you possibly email that to me and we
9 could print it?

14:31:21

10 A Sure. Yes. Absolutely.

11 MR. GELFAND: Comfortable with that?

12 MR. GRACE: If this is background, we can
13 move on. I don't know if this is germane. I just
14 want to make sure the record was clear. This is not
15 necessarily his own personal recollection. It's
16 based partly on the document.

14:31:32

17 THE WITNESS: I can email it. I can do it
18 right now.

19 BY MR. GELFAND:

14:31:41

20 Q Why don't you email it to me, and we'll
21 figure out if we want to use it or not.

22 A What is your email address?

23 MR. GELFAND: We can go off the record for
24 this.

14:31:59

25 (Off the record.)

14:32:19

1 MR. GELFAND: Back on the record.

2 Q Where did you go after Mars?

3 A After Mars was Mattel.

4 Q Where was that located?

14:32:31

5 A That is in El Segundo, California.

6 Q What was your title at Mattel?

7 A Had two different titles: Director of
8 global promotions when I started and then director
9 of marketing before I left.

14:32:45

10 Q How long were you at Mattel?

11 A About four years.

12 Q Tell me what you did as director of global
13 promotions.

14 A Similar to what I did at General Mills.

14:32:55

15 Came up with ways to incent the consumer to purchase
16 product within a very specific window of time like
17 holiday. We would tie in partnerships with movie
18 studios; so a "Lost in Space" promotion.

19 So we would be the guys that would make the
20 toys for that. We had a licensing relationship with
21 Nickelodeon so working with that team and figure out
22 how could we drive incremental sales during a
23 certain within of time to hit our forecast goal.

14:33:12

24 Q How long did you stay in the capacity of
25 global promotions?

14:33:28

14:33:30

1 A About three years.

2 Q And then was the move to director of
3 marketing a promotion?

4 A Technically, no. It was lateral.

14:33:43

5 Q What did you do?

6 A I did P&L management and all the marketing
7 activity for the games business in the Mattel
8 portfolio. So -- oh, man. Toss Across, Hum. I
9 should remember more of these. Sorry.

14:33:58

10 Toss Across. So we had some Hot Wheels
11 collectible card games; Barbie Mix and Match Fashion
12 game.

13 A lot of our licensed properties were
14 brought to life in the games category; so that was
15 my responsibility to try that business.

14:34:10

16 Q Was this the first work that you did in the
17 gaming business?

18 A It was, yes.

19 Q Were video games a part of this?

14:34:18

20 A No. All physical games.

21 Q Okay. You mentioned that as part of the
22 director, your jobs as director of global
23 promotions -- that you did some work with movie
24 studios?

14:34:31

25 A Correct.

14:34:31

1 Q What movie studios did you work with?

2 A Let's see. Disney and, I believe -- well,
3 we did a lot of pitching; so -- sorry. Trying to
4 think back.

14:34:46

5 Pixar, I think, we pitched to, but we
6 didn't have an actual licensing relationship with.

7 And I don't want to guess the rest, but
8 there were probably, like, two or three but --

14:35:05

9 Q How long did you stay in the position of
10 director of marketing?

11 A For about a year.

12 Q Okay. And where did you go after that?

13 A A company called MGA Entertainment.

14:35:16

14 Q Can you give me an approximate time frame
15 for this?

16 A Yes. It was May 2005, I started MGA and
17 left Mattel.

18 Q How long did you stay at MGA?

19 A A little over one year.

14:35:34

20 Q What was your title at MGA?

21 A Vice president of marketing and general
22 manager of games.

23 Q What was MGA?

24 A It was a marketing company.

14:35:50

25 Q I'm sorry. MGA?

14:35:51

1 A MGA, yes.

2 Q What is MGA?

3 A I don't know what it stands for actually,
4 but it is capital M, capital G, capital A.

14:35:58

5 They own the Bratz line. That's what
6 they're most famous for. B-r-a-t-z.

7 Q Right.

8 And as vice president of marketing, what
9 did you do?

14:36:08

10 A I did all of the P&L management and
11 marketing activity for their entire games business
12 including sourcing product from China and game
13 development.

14:36:20

14 And then for the Bratz line, it was more
15 taking the existing product line they had and coming
16 up with TV commercials, working with the group that
17 was doing the direct to home video entertainment
18 content, retail activity.

14:36:35

19 Pretty much the full 360-degree marketing
20 plan around the brand.

21 Q Did MGA actually publish any video games?

22 A They did, yes.

23 Sorry. They licensed out the publishing to
24 THQ.

14:36:45

25 Q So THQ did the publishing?

14:36:48

1 A Yes.

2 Q How about Mattel? Do you know if Mattel
3 did any actual publishing of video games?

14:36:57

4 A The only publishing I was aware of when I
5 was there was working on an online game, Planet Hot
6 Wheels. That was the only online game. It was only
7 deliverable on the web. There wasn't a physical
8 disk or anything sold with it, at least that I was
9 aware of. There might have been other groups
10 working on stuff but not me.

14:37:15

11 Q So at MGA was your responsibility, other
12 than what you described for the Bratz game -- Bratz
13 line, mostly working with games?

14:37:27

14 A Yes. Physical games, not -- not video
15 games, but yeah.

16 Q All right. What do you mean by "physical
17 games"?

14:37:36

18 A Board games, card games. A mirrored --
19 trying to describe -- a laser chess set, but 3-D
20 games that did not require, like, a TV or anything
21 to plug in.

22 Q Did you get involved at MGA with any video
23 games?

14:37:46

24 A Only through the licensing relationship; so
25 I worked with THQ to figure out how we find some

14:37:49

1 efficiencies between their driving our -- our Bratz
2 line along with what we were doing on the Bratz
3 line.

14:37:57

4 So merchandising partnerships where they
5 could have signage on our product or inserts in our
6 product calling out the fact that there's a game
7 available, that kind of thing.

8 Q And you stayed at MGA for a little more
9 than a year?

14:38:09

10 A Yes. Correct.

11 Q And then where did you go after that?

14:38:18

12 A I started consulting after that because
13 my -- I was having some family issues back East. My
14 father was getting sick. So I left MGA to go take
15 care of him. Then he passed away, and that's what
16 brought me back out to California.

17 Q So for what period of time were you
18 actually outside the state of California?

14:38:30

19 A Off and on, I would say, for about a year.
20 Off and on.

21 Q And when you came back, did you start
22 working again?

14:38:39

23 A I started looking again very quickly, when
24 I got back, and got approached -- when I started
25 looking, I also was approached by a headhunter

14:38:42

1 asking if I was interested in a job at THQ because
2 the person I worked with at Mattel started there and
3 asked for me by name. So I went on an interview for
4 them.

14:38:52

5 Q Before -- was THQ your next job, then?

6 A Correct. Yes. Next full-time job.

7 Q So before we get there, between the time of
8 MGA and THQ when you were consulting, generally what
9 did you do?

14:39:06

10 A It was mainly helping out friends on
11 different products, primarily MGA stuff that I was
12 still responsible -- not responsible for. Sorry.

13 I left the company, but I still had
14 projects ongoing; so MGA contracted with me to
15 finish a lot of those up while I was working
16 remotely. Once that wound down, then I was done
17 with them.

14:39:17

18 Q That is what the consulting was --

19 A Yes.

14:39:27

20 Q -- other than helping friends?

21 A Yes.

22 Q When did you start at THQ?

23 A THQ I started February of 2011.

24 Q You started there February of 2011?

14:39:39

25 A I'm sorry. My bad.

14:39:45

1 Sorry.

2 Q You're looking at your resume again?

3 A I am looking at my resume again.

4 December 2007. Sorry. We're talking about

14:39:58

5 things that are six, seven years ago; so I don't
6 want to screw up.

7 Q So you started at THQ at the end of 2007?

8 A Correct. Yes.

9 Q How long did you stay at THQ?

14:40:10

10 A For almost five years.

11 Q Okay. When you first started, what was
12 your position?

13 A I was the director of kids marketing.

14 Q Of --

14:40:19

15 A Kids marketing.

16 Q What do you mean "kids marketing"?

17 A So the kid-targeted games that we made -- I
18 was responsible for the brand management for those
19 titles; so --

14:40:26

20 Q Like what?

21 A -- Disney Pixar's "Wall-E" came out then;
22 so we had a game release supporting that. We had
23 the "Cars" license for Disney Pixar.

24 Q Just slow down.

14:40:38

25 A Sorry. My bad. I'm excited about work.

14:40:45

1 Q All right. So you talked about kids
2 marketing like Disney Pixar's "Wall-E."

3 A Yes.

4 Q And what else?

14:40:55

5 A Disney's Pixar's "Cars."

6 We also had Nickelodeon, the SpongeBob
7 franchise; so we did multiple SpongeBob games.

8 We had Tak, T-a-k, that was also
9 Nickelodeon based.

14:41:09

10 We had a game called "Drawn to Life" which
11 was also kid targeted that wasn't licensed, but we
12 did that internally. And probably another half
13 dozen more.

14 Q And these were all video games?

14:41:20

15 A Correct. Yes.

16 Q Okay. Did you -- did your job change while
17 you were at THQ?

18 A Yes. I started off on the kids and family
19 business -- sorry -- kids business specifically.

14:41:36

20 Went from there to work in charge -- to be in charge
21 of the head of Americas Marketing --

22 Q What does that mean?

23 A -- as part of the restructure.

24 That -- it was a little bit weird. They

14:41:48

25 decided to take the brand management function away

14:41:51

1 from the marketing function, and the marketing team,
2 my team, was responsible for tactical execution; so
3 that included media buying, retail and trade
4 marketing activity, local public relations, stunts
5 and events.

14:42:05

6 Anything that was basically within the
7 North America region, that was my responsibility.

8 Q And what time frame was this?

9 A This was, like, two years after I started;

14:42:21

10 so let's call it -- April 2009 through January of
11 2011.

12 Q And your title at that point was?

13 A Vice president of Americas Marketing.

14 Q How -- where was THQ located?

14:42:35

15 A They were in -- yeah. They were in
16 Agoura Hills, California.

17 Q How large of a company was it? How many
18 employees were there at the time you were there?

19 A That's a tough one. Globally, there were
20 probably around 300 people. Probably 500 at its
21 peak. It went down slowly from there.

14:42:49

22 Q And THQ was a video game
23 producer/publisher?

24 A Producer and publisher.

14:43:02

25 Q Were you ever involved with THQ in any of

14:43:05

1 the licensing -- any licensing involvement?

2 A Only in the context of discussing the
3 licensing relationships we already had in the
4 portfolio, i.e., Disney/Pixar and Nickelodeon or

14:43:17

5 approaching new licenses to partner -- licensors to
6 partner with them.

7 Q Did you approach new potential licensors?

8 A Only as an assistant. So I -- I approached
9 them for Dreamworks. We had pitched them

14:43:31

10 partnership, I think, about -- I want to say two
11 years into my role there, and then we actually did
12 secure the Marvel vendor's movie rights while I was
13 there.

14 So more of an assistant to help with them
15 forecast, not the lead person in the meetings but
16 supporting documentation and other information to
17 help them pitch.

14:43:44

18 Q Yes. And your job was from the marketing
19 side?

14:43:54

20 A Correct.

21 Q Did you have any other titles or positions
22 at THQ while you worked there?

23 A Let's see. It was -- I also had -- I'm
24 going through them chronologically. Director of
25 kids, vice president of Americas, vice president

14:44:13

14:44:16

1 of -- for online and online and free-to-play games,
2 and then the last one was vice president of global
3 brand management for action, the action segment.
4 Sorry.

14:44:32

5 Q The action segment?

6 A Correct.

7 Q What did that include?

8 A That included M and T rated titles that
9 were classified in the action genre within the video
10 games category; so the two I was responsible for
11 were "Darksiders" and "Devil's Third" as well as
12 "Warhammer: Space Marine."

14:44:41

13 Q All right. What did you generally do for
14 "Darksiders"?

14:44:56

15 A I was responsible for the P&L, i.e., how
16 profitable -- specifically the profitability of the
17 franchise.

18 I was responsible for all asset creation
19 and development.

14:45:11

20 Q What does that mean?

21 A That means any posters, fliers, key art,
22 videos. All of those things were produced by my
23 group.

24 We managed the marketing approvals for all
25 of the territories; so all the marketing and media

14:45:24

14:45:27

1 plans -- they were fed into us, and we gave feedback
2 and direction to each of the individual markets.

3 And then -- that's pretty much it. And
4 then worked -- sorry -- liaising with the

14:45:39

5 development company or development studio, Vigil
6 Games, out of Texas.

7 Q Did -- is that "Warhammer"?

8 A That was "Darksiders."

9 Q "Darksiders."

14:45:51

10 A Yeah.

11 Q And you did "Warhammer"?

12 A "Warhammer: Space Marine," yes.

13 Q "Space Marine"?

14 A "Warhammer," colon "Space Marine." Sorry.

14:46:02

15 Q I don't play these games as you can tell.

16 A That's okay. No worries.

17 Q On "Darksiders," was that game published
18 while you were at THQ?

19 A Yes. "Darksiders 1 and 2" were published
20 while I was at THQ.

14:46:16

21 Q How about "Warhammer: Space Marine"? Was
22 that published?

23 A That was published.

24 Q The only one you didn't publish was

14:46:29

25 "Devil's Third"?

14:46:31

1 A That's correct.

2 Q Before we get down to "Devil's Third,"
3 you're no longer working at THQ; correct?

4 A Correct; yes.

14:46:47

5 Q Why was that?

6 A I was laid off in August of -- I believe
7 it's 2012. And then they went bankrupt in December
8 of 2012.

14:47:06

9 Q So from the point of your being laid off to
10 the present, what have you done?

11 A Mainly consulting. And I own some rental
12 property in Los Angeles which pays the bulk of the
13 bills; so I'm able to dabble in startups and do some
14 consulting on the side.

14:47:22

15 Q All right. Can you talk to me a little bit
16 about the consulting. Are there any projects or
17 things you worked on?

14:47:33

18 A Sure. I worked on a company called
19 CineActive, a start-up that is looking to do a
20 gaming platform that combines your cell phone with
21 being able to play in a movie theater; so you're
22 able to look at your character on the screen and
23 then see other people's characters on the big screen
24 interacting together at the same time.

14:47:47

25 Sorry. I'll slow down.

14:47:50

1 What were the other ones?

2 Currently working with a company called
3 SodaStream out of New Jersey. I've been working
4 with them since January; so pretty much doing all of
5 their marketing from soup to nuts through current;
6 so I'm splitting my time back and forth between here
7 and New Jersey.

14:47:58

8 Let's see. Sorry. Did some consulting
9 work for the untitled game Tug, T-u-g. They are a
10 call -- they are owned by a company called
11 Nerd Kingdom. They're also a start-up that were
12 looking for advice on the marketing front before
13 they launched the game.

14:48:13

14 Those are probably the big ones.

14:48:26

15 Q Okay. Are you familiar with a company
16 called Valhalla Game Studios?

17 A Yes.

18 Q How did you first become aware of that
19 company?

14:48:36

20 A At THQ when I was working there.

21 Q And how did you become -- how did you first
22 become aware of the company?

23 A When I was told that they had a partnership
24 with it Itagaki san and that his new company's new
25 label was Valhalla. That's what I was told.

14:48:49

14:48:51

1 Q Had you known Itagaki prior to this time?

2 A Not as an individual, no, but just by
3 reputation.

14:49:02

4 Q As of that time, what was your knowledge of
5 what his reputation was?

6 A Just that he was in -- one of the top-tier
7 game designers and developers in the field.

8 Q How did you know that?

14:49:14

9 A Because I had played his games previously,
10 "Ninja Gaiden," G-a-i-d-e-n, and other games.

11 Q Was it your understanding that for those
12 people in the video game industry, that Itagaki was
13 famous?

14 A Yes.

14:49:29

15 MR. GRACE: Objection. Lacks foundation.
16 Leading.

17 BY MR. GELFAND:

18 Q And what's the basis of your understanding?

14:49:41

19 A I played his "Ninja Gaiden" games. They
20 were very -- very highly reviewed; so I paid
21 attention to him as a developer after that.

22 And then I would watch his interviews with
23 the press. He had a reputation of being very --
24 what's the word I'm looking for? -- rebellious.

14:49:54

25 He wasn't your traditional developer, much

14:49:57

1 less Japanese developer, where they are a lot more
2 structured and humble. He was very, you know,
3 aviator glasses, leather jacket, "screw the man,"
4 that kind of thing. So he stuck out that way to me.

14:50:13

5 MR. GRACE: Move to strike as hearsay.
6 Nonresponsive.

7 BY MR. GELFAND:

8 Q How was it that you -- well, strike that.

14:50:30

9 Do you believe that you were generally
10 aware in, oh, the time frame of about 2000- -- well,
11 strike that.

12 When -- when did you first hear about
13 Valhalla Game Studios?

14:50:46

14 A I first heard about Valhalla Game Studios
15 at THQ. I heard about Itagaki --

16 Q When? About when?

17 A I would say 2010 sounds about right.

18 Q And so let's -- I want to focus on that
19 approximate time frame.

14:51:01

20 A Okay.

21 Q What was your involvement in that time
22 frame in anything with -- related to the video game
23 industry?

14:51:16

24 A During 2010, I was working at THQ, who was
25 a publisher in the video game industry, and working

14:51:19

1 with -- working in marketing with them and then
2 working with developers in the context of my
3 day-to-day responsibility.

14:51:27

4 Q Did you have any opinion or belief as to
5 how knowledgeable you were as to the goings on in
6 the industry as a whole?

7 A Yeah.

8 MR. GRACE: Objection. Ambiguous.

14:51:37

9 THE WITNESS: Yes. I would say I keep
10 up -- I would have to keep up with the industry by
11 dint of my work.

12 BY MR. GELFAND:

13 Q Okay. And did you keep up with the
14 industry?

14:51:43

15 A Yes.

16 Q What steps did you take to keep up with the
17 industry at that point?

18 A Subscribe with multiple gaming websites
19 that had news articles and feature stories.

14:51:53

20 Subscribe to a YouTube feed or multiple YouTube
21 feeds that served up gaming trailers and gaming
22 play-throughs.

23 And regular subscription to industry
24 magazines and consumer game magazines.

14:52:14

25 We would get competitive games sent to us

14:52:17

1 free from first party Microsoft and PlayStation
2 which we would play at home because we had to be
3 plugged into what the competition was doing.

14:52:28

4 General consumer awareness because I'm a
5 fan in my personal life; so I would be exposed to TV
6 ads and trailers and stuff just at home. So I'd
7 take note of stuff that was cool and bring it into
8 work for reference.

14:52:42

9 Q In your position -- positions at THQ or at
10 any other company, is it part of your job duties to
11 know or understand the consumers of the particular
12 products?

14:52:57

13 A That's the core of my job, yeah. It's,
14 like, I need to start with the -- all the marketing
15 is the consumer-focused, business-driving exercise.
16 So how do we build a brand or a market or a business
17 around the consumer, and then we build out our plan
18 based on what we think the consumer wants.

14:53:12

19 Q Again focusing on the same time frame, is
20 there a particular consumer -- an identifiable
21 consumer market for video games?

22 A Yes. Primarily males and depending on --
23 at least during that time frame, I was working on
24 T&M-rated games.

14:53:26

25 Q What is T&M?

14:53:29

1 A T for teen, and M for mature.

2 I believe the threshold for M is 17 or
3 18-plus, and that was the floor of what our -- our
4 marketing could appeal to; so there were certain

14:53:41

5 times of day, say, on a cartoon network or
6 Nickelodeon that we couldn't air because you are not
7 allowed to air M-rated titles before -- I think it's
8 4:00 o'clock or 5:00 P.M.

9 Q "Devil's Third" is mature rated?

14:53:59

10 A Yes. Very much so, yes.

11 Q We'll get there in a bit.

12 A Okay.

13 Q So when you're talking about the particular
14 market for video games --

14:54:07

15 A Yes.

16 Q -- is it different for -- well, strike --
17 withdraw that.

18 What's the breakdown between teens about
19 mature? How would you describe those two ratings?

14:54:20

20 A Teens, you've got a broader potential
21 audience because the -- the retail rules of how
22 young a consumer can be to buy a T rating are a lot
23 mirkier on the low end.

14:54:37

24 An M-rated game is very much like a rated R
25 movie. It is 17 and older. That's it, and

14:54:38

1 retailers are fined and sanctioned if they do sell
2 that type of game to a younger consumer.

14:54:53

3 Q The actual market that's out there, is
4 there -- when you were working at THQ in around the
5 2010 time frame, did you have an identity of how
6 many people are in this demographic, this market --
7 how you would go and sell to them, things like that?

14:55:09

8 A We would back into what's the universe of
9 Xbox systems and PlayStation systems around the
10 marketplace and then would work with Microsoft and
11 Sony to figure out how many of those the universe of
12 owners fit within that 17 -- we -- I think our
13 target was 17 to 35 for "Darksiders" and

14:55:24

14 "Darksiders 2" -- how many people within that
15 install base, they call it, fit within that -- that
16 demographic.

17 Q Okay. And these are the type of things
18 that you routinely did while you were there?

19 A Yeah. I did.

14:55:44

20 Q Prior to the time that you were at THQ and
21 you started to do the work on "Devil's Third," had
22 you heard of Valhalla Game Studios?

23 A No. I had not heard of the studio, no.

24 Q But you had heard of Itagaki?

14:55:58

25 A Correct. Yes.

14:56:04

1 Q What involvement did you have with "Devil's
2 Third"?

14:56:15

3 A We had multiple meetings with the studio to
4 talk about what type of game, the vision for the
5 type of game they were going to make.

6 Q When you say "the studio," who are you
7 referring to?

8 A With Valhalla Studios in Japan.

14:56:25

9 So the vision for what type of game they
10 were going to make, our vision on the marketing
11 side, on what kind of assets or creative that we
12 would like to make, whether they were print ads or
13 potentially billboards or news magazine, key art.
14 Basically working hand in hand with them for what
15 the vision of the game would be leading up to
16 release.

14:56:41

17 Q Okay. And that was -- was that your total
18 involvement with them?

14:56:54

19 A Yes. Because we divested ourselves of the
20 IP before we got too far down the line of actually
21 getting nuts-and-bolts marketing plans done.

22 Q What do you mean by that?

14:57:08

23 A I believe THQ -- I don't remember when
24 exactly, but I know they negotiated to sell the
25 rights or give the rights back to Valhalla.

14:57:10

1 Q Do you know why that was?

14:57:22

2 A We were going through varying levels of
3 cash crunch; so as we got to have less and less cash
4 in the coffers, not only finishing the game became a
5 challenge but then also the marketing on top of that
6 from the cents perspective, the company couldn't
7 see -- the company couldn't afford it from their
8 perspective.

14:57:35

9 Q Was it THQ's job to put the game together?

10 A It was to advise -- not even advise -- to
11 provide resources to Itagaki and then if THQ thought
12 that it was not being made in a way that would
13 appeal to western audiences, then they would give
14 that feedback, but the day-to-day development of the
15 game was on Valhalla and Itagaki.

14:57:49

16 Q Okay. And at some point, THQ, whatever
17 intellectual property rights it had to the game,
18 returned those or gave those back to Valhalla?

19 A Correct. Yes.

14:58:02

20 Q And was that the -- the final involvement
21 that you had with "Devil's Third" at Valhalla?

14:58:14

22 A No. I -- off and on, I would keep in touch
23 with them on a personal standpoint just to hear how
24 things were going, and I would hear through the
25 grapevine what they were working on and hoping to

14:58:16

1 do.

2 But not any professional involvement aside
3 from that.

14:58:22

4 Q All right. What -- what personal
5 involvement have you had since you left THQ with --
6 with anybody at Valhalla?

14:58:36

7 A We had a happy hour, brainstorm session,
8 and I could not tell you the time of year with a gun
9 to my head, but we had one that I participated in
10 with Danny Bilson who was also the head of -- what
11 was his title? He was the EVP of -- I think it was
12 global brand or -- EVP of product development.

14:58:59

13 So Danny Bilson invited me out to meet with
14 them because he and I both worked on "Devil's Third"
15 at THQ.

16 And I met with them, had drinks one night,
17 and the next day came to Danny's house for a
18 brainstorm discussion to look at some of the stuff
19 they made. More of a curiosity than anything else.

14:59:13

20 Q That's it?

21 A That's it. And just Facebook updates.
22 We're Facebook friends so I see them updated on how
23 the game is doing, but nothing more than that.

14:59:25

24 Q While you were at THQ working on Valhalla,
25 was there anything ever generated to the public with

14:59:28

1 respect to "Devil's Third"?

2 A While I was working there, yes. There was
3 a trailer that was released before my involvement --

4 Q You want some water behind you?

14:59:40

5 A Yes.

6 Q Sure.

7 A Appreciate. Thank you. Awesome. There we
8 go. Thanks.

14:59:53

9 There was a trailer that was released for
10 the game announcement at E3 one year, the electronic
11 entertainment, the video game trade show.

12 And then just varying concept art that we'd
13 leak out -- not leak out -- send out to the public
14 to get -- keep them excited and get them excited
15 about the upcoming game.

15:00:17

16 Q Was there any promotion done at THQ that
17 you're aware of specifically with respect to
18 Valhalla Game Studios as distinct from
19 "Devil's Third"?

15:00:33

20 A Not specifically, no.

21 They were pretty much linked to "Devil's
22 Third" activity.

15:00:44

23 They had their own website for the studio
24 which was, like, designed with Valhalla Games, front
25 and center, but the only game they were really

15:00:46

1 talking about was "Devil's Third" on it.

2 And then all of their trailers started
3 off -- not all -- but the main trailers they did,
4 the announcement trailer mentioned before has the

15:00:55

5 Valhalla games logo and the ship with their logo
6 before the actual trailer starts.

7 (A brief recess was taken.)

8 BY MR. GELFAND:

9 Q Ready?

15:04:57

10 A Yes.

11 Q Were you ever involved in any aspect of the
12 licensing by any motion picture production company
13 for any video game?

14 A Sorry. On behalf of a motion picture
15 company?

15:05:11

16 Q No. On behalf of THQ or any company that
17 you dealt with, or just were you involved in it?

18 A Yes. Yeah. For the licenses that we
19 worked on the kids' business, new potential licenses
20 that we would pitch for, like, the Marvel I
21 mentioned earlier.

15:05:23

22 Yeah. I would be involved with that.

23 Q Well, some companies like Disney produce
24 video games on their own; is that correct?

15:05:34

25 A Yeah. Correct.

15:05:35

1 Q Do you know -- were you ever involved in
2 any discussions with anybody as to why some company
3 like THQ might produce them as opposed to them doing
4 it on their own?

15:05:47

5 A That's an interesting question.

6 So Disney or Warner Brothers -- they would
7 go back and forth historically on whether or not to
8 do production and publishing in-house versus
9 externally.

15:05:57

10 It depends on the regime that's in place at
11 the studios at the time. Some have a rule of thumb
12 of don't want the overhead. Don't need all the head
13 count, don't need the overhead. I'd rather license
14 it out and get the check from a THQ.

15:06:17

15 And then other people say I would rather
16 control the message and the quality of the games I'm
17 making; so I would rather do it internally.

15:06:29

18 So Disney was actually in the middle of
19 going back to do it all internally versus licensing
20 it outright when we were ending our relationship
21 with them.

22 Q Based on your experience in the industry,
23 are you aware of any small production companies that
24 publish their own video games?

15:06:41

25 A Mainly digitally delivered and mobile

15:06:44

1 games, yes.

2 Q What does that mean?

3 A That means instead of -- THQ --

4 traditionally their bread and butter were disk games

15:06:52

5 that were sold for Xbox 360 or PlayStation 3 or the
6 Nintendo.

7 There are other modes of publishing that
8 don't involve the disk at all. They are just
9 straight digital delivery -- press a button and pay
10 for it on your console or your personal commuter.

15:07:06

11 There are lots of smaller companies that do
12 that versus the disk space, which is more expensive.

13 Q What companies are you aware of?

14 A Well, mobile games are the ones that easily
15 come to mind. Rovio for "Angry Birds."

15:07:18

16 Q I'm sorry. Mobile games?

17 A Mobile games. M-o-b-i-l-e, mobile cell
18 phone games. So anything on the phone.

19 So Rovio for "Angry Birds."

15:07:32

20 Q What's Rovio?

21 A I believe they're the publisher and
22 developer of "Angry Birds."

23 Q And do you know if they are a motion
24 picture producer or publisher?

15:07:42

25 A They have not been historically, no.

15:07:44

1 Q Okay. Any others?

2 A Sorry. It's not a space that I work in
3 that much.

15:07:55

4 Yeah. There's a -- if you go on to a
5 Steam, which is a PC distribution node, or Xbox live
6 or PlayStation network, you will see just truly
7 hundreds of small publishers that no one has ever
8 heard -- not no one -- that few people in the mass
9 market have heard of but they do well,

15:08:12

10 bread-and-butter business, by selling online on
11 those platforms.

12 Q Right.

13 Are you aware of any platform that prior to
14 being a video game was a motion picture that is
15 produced by any of these small publishers?

15:08:24

16 A A lot of the mobile device games are that;
17 so I can't remember the developer's name, but I know
18 they had developers working on "Despicable Me 2."

15:08:44

19 That was a hot game out for Android and Apple, I
20 want to say, whenever that movie came out about a
21 year ago.

15:08:56

22 A lot of the mobile Android and Apple games
23 are made by third-party developers. The studios
24 usually don't get their hands dirty because it's a
25 small project with a small revenue driver when it's

15:08:59

1 all said and done.

2 Q At the time that you were at THQ, you were
3 obviously aware of Valhalla Game Studios being the
4 publisher of "Devil's Third"; correct?

15:09:14

5 A Yes.

6 MR. GRACE: Objection. Misstates the
7 witness's prior testimony. And lacks foundation.

8 BY MR. GELFAND:

15:09:24

9 Q Let me ask it again: Do you know -- while
10 you were at THQ, do you know who published
11 "Devil's Third"?

12 MR. GRACE: Objection. Lack of foundation.

13 THE WITNESS: No one published
14 "Devil's Third." It was never published because it
15 was never released.

15:09:36

16 BY MR. GELFAND:

17 Q Do you know who was working on the
18 publishing of "Devil's Third"?

19 A Yes. We were working on the publishing and
20 Valhalla was working on the development.

15:09:44

21 Q Okay.

22 A By "we," I mean THQ.

23 Q Okay. So you were aware of
24 Valhalla Game Studios at the time?

15:09:53

25 A Correct. Yes.

15:09:55

1 Q At the time that you were at THQ, had you
2 ever heard of Valhalla Motion Pictures?

3 A I had not, no.

15:10:00

4 Q Had you ever heard of a company called
5 Valhalla Entertainment?

6 A No, I had not.

7 Q Had you ever heard of a company called
8 Valhalla Television?

9 A No, I had not.

15:10:08

10 Q At any point in time while you were at THQ,
11 did you hear anyone expressing any confusion between
12 Valhalla game studios and any other company?

13 A No, I had not.

14 Q Have you ever heard of "Walking Dead"?

15:10:26

15 A Yes, I have.

16 Q What is your understanding of
17 "The Walking Dead"?

18 A It started off as a comic book series by --
19 I believe his name is Greg Kirkman --

15:10:36

20 Robert Kirkman. Excuse me. Robert Kirkman.

21 Then it became a TV show, and, I think,
22 simultaneously roughly, it became a video game
23 franchise.

24 Q Did you watch it?

15:10:48

25 A Yes. And read it before it was a TV show,

15:10:51

1 yes.

2 Q You were a fan of it?

3 A Yes, I was. Or am. Sorry.

4 Q Okay. Are you currently aware that

15:11:01

5 "Walking Dead" is produced by Valhalla Motion
6 Pictures?

7 A I am now, yes.

8 Q When did you become aware of that?

9 A When I was called for the deposition the
10 very first time.

15:11:10

11 Q Prior to that time, you were a fan of
12 "Walking Dead"?

13 A Yes.

14 Q And you had seen the show?

15:11:15

15 A Yes. From its very first episode, yes.

16 Q And you had no idea who was the producer of
17 that show?

18 A No. Not really. No. I had not -- did
19 not.

15:11:29

20 Q Based on the work that you did at THQ and
21 the marketing that you did, is the -- is it the same
22 fan base who would play video games like
23 "Devil's Third" and also be watching movies or shows
24 like "The Walking Dead"?

15:11:48

25 A I'd say there is strong overlap, yes. I

15:11:51

1 think "The Walking Dead" -- it seems -- I'm not in
2 the industry on the TV side, but it seems like just
3 from the reactions on -- on social networks, that
4 there is more of a split gender skew on

15:12:03

5 "The Walking Dead" show than there is in a game like
6 "Devil's Third," which is going to skew heavily male
7 and younger.

8 Q Younger for --

15:12:15

9 A Younger than the show. I think the show is
10 going to be broader in terms of gender appeal and in
11 terms of age appeal, where the game for "Devil's
12 Third" is going to be very much in the 18 to 30
13 range because of its hyper level of violence, and
14 there will be a lot of people that will be turned
15 off by that.

15:12:31

16 Q In the video game industry, do people look
17 for company brands?

15:12:42

18 A Yes. If they're -- if they're strong
19 developers that have a track record of making
20 high-quality games, then yes they do.

15:13:04

21 BioWare is one. Let's see. Riot Games is
22 another. Some others I'm probably not thinking of.
23 Of course, the -- the home-grown Microsoft Studios.
24 Warner is getting a good reputation from their
25 support of the "Batman: Arkham Asylum" series.

15:13:17

1 So if you have a track record of making
2 high-quality games, usually the industry because
3 it's so small -- when it's all said and done, people
4 watch these things pretty closely -- they'll follow
5 you for the next release.

15:13:28

6 Q When you say "the industry," you mean the
7 gaming community?

8 A Correct. The gaming community.

15:13:34

9 Q And when you say it's "so small," what do
10 you mean by that?

11 A When I say it's small, there's not --
12 there's not a ton of stuff and it's less and less by
13 the month. There are not a lot of new Triple A or
14 releases coming out, like, really big top tier, 10
15 out of 10 rated games that people are looking
16 forward to.

15:13:46

17 So the few that are left -- like, people
18 tend to follow them closely and keep up with how
19 they're tracking in terms of development. Play the
20 demo, play the Beta.

15:13:55

21 So because there are so few coming out and
22 so few high quality coming out, the ones that are
23 high quality, we all look forward to pretty rabidly.

15:14:06

24 Q And that demographic, that gaming
25 community, is a relatively small -- and how would

15:14:08

1 you describe that group?

2 A It's, I'd say, men 18 to 35. You probably
3 lose them at the top end of 35 to 40.

15:14:19

4 Q And is that a different consumer group than
5 the people who would watch motion pictures, for
6 example?

7 A No. It's about the same.

8 I'd say a subset of the motion picture
9 viewing community would that be group.

15:14:30

10 Q Based upon the work that you did, are you
11 aware as to whether or not people would watch a
12 motion picture because it came from a particular
13 producer, like, you know, people might be buying a
14 video game because it came from a particular
15 producer?

15:14:46

16 A I suppose, yeah. I mean, I guess if you
17 had a -- I wish I knew producers as well as I knew
18 video game developers.

19 I guess if you had a -- well,

15:14:56

20 Steven Spielberg or a big name like that. And then,
21 of course you -- Amblin Entertainment, or Ron -- no.
22 Imagine Entertainment is Ron Howard.

23 I would guess if they are attached to a
24 director -- it feels like to me -- I'm not -- this
25 isn't my expertise, but it's the director that's

15:15:17

15:15:19

1 more than the production company. Like, if you saw
2 a director that you liked attached to a movie, you'd
3 be in, but if it's just the production company not
4 attached to the director, like, I don't know if he
5 cares much -- Dreamworks and Disney probably being
6 the exceptions to the rule because they're bigger
7 than anything.

15:15:29

8 Q Based on your knowledge of the gaming
9 industry, are people excited about "Devil's Third"?

15:15:42

10 A Yes. I believe they are.

11 Q Why do you say that?

12 A Because every time they have an update on
13 social networks and Facebook, there is tons of
14 "Likes" and "Shares" behind it.

15:15:53

15 I think people have been waiting for news
16 about "Devil's Third" since THQ went under because
17 no one had really heard how -- that it's still
18 progressing along.

15:16:05

19 I think that once the news came out that
20 the rights went back with Valhalla, it kind of
21 went dark, from a consumer perspective, and, I
22 think, they just now started about talking about it
23 in the public again.

15:16:14

24 MR. GELFAND: Thank you, Mr. Huntley. I
25 have no further questions.

15:16:16

1 MR. GRACE: Let's play musical chairs
2 and --

3 MR. GELFAND: I'm happy to sit here.

4 MR. GRACE: Oh, that's fine.

15:16:26

5 MR. GELFAND: There is no video; so --

6 MR. GRACE: It's easier for him to watch my
7 questions that way.

8 THE WITNESS: Cool.

9

15:16:33

10 EXAMINATION

11 BY MR. GRACE:

12 Q I think I just have a few follow-up
13 questions to what was said before.

14 A Sure.

15:16:45

15 Q First of all, did you do anything to
16 prepare for your testimony today?

17 A I -- when I talked to, I believe, somebody
18 who worked here, she had sent me the pdf of my --

15:16:59

19 my -- not testimony -- what's it called? -- the
20 deposition from before, and I was going to read it,
21 but I didn't.

22 I received the email, but I did not
23 actually read any of it.

15:17:08

24 Q You received an email from somebody in the
25 office here?

15:17:08

1 A Correct. Yes.

2 Q Did you have any conversations with anyone
3 in the office before your testimony today?

15:17:14

4 A Only to confirm that I would be coming in
5 and explaining kind of what we talked about at the
6 outset, that this is testimony versus a deposition
7 and where the location was even though, clearly, I
8 didn't pay attention to that.

15:17:26

9 Q Did you meet with anyone in the office
10 here?

11 A No, I did not.

12 Q Other than -- well, I was going to say
13 other than your deposition transcript which you
14 testified you did not see that and review it --

15:17:36

15 A Right.

16 Q -- were there any documents that you
17 reviewed to get prepared for today?

18 A Nope. I did not.

15:17:45

19 Q Again, for the record, there were several
20 times when you were asked questions about your
21 background and dates --

22 A Uh-huh.

23 Q -- and places and that sort of thing,
24 responsibilities and titles.

15:17:51

25 A Right.

15:17:53

1 Q Several of those answers appeared to come
2 from you after you had looked at your Smartphone and
3 reviewing your CV?

4 A Right. Correct. Specifically the dates.

15:18:00

5 The roles and responsibilities weren't hard
6 to recall but the dates over the span of 20 years --
7 I had to refresh my memory.

8 Q Understood. I am only asking this not --
9 just so it's clear for the judges who are reading
10 the record --

15:18:11

11 A Right.

12 Q -- where you're getting your information.

13 A I understand.

14 Q You testified about THQ assigning the IP
15 back to Valhalla Game Studios.

15:18:26

16 A Uh-huh.

17 Q What did you mean by that?

18 A I wasn't involved in the specific
19 negotiations, but whether it was sold or some deal
20 was struck, the rights did revert back to Valhalla
21 from THQ, the publishing rights specifically.

15:18:40

22 Q What were the rights specifically that were
23 assigned back?

24 A What I was again -- I did not see the
25 original agreement between Valhalla and THQ. I know

15:18:52

15:18:55

1 the scope of what I was responsible for was all of
2 the marketing related to publishing the game.

15:19:12

3 So, again, asset creation, including
4 key art, magazine ad, billboard creation, potential
5 videos that we would make blocking those out.

6 Q By potential videos that THQ had been
7 thinking about making, what do you mean?

15:19:32

8 A So we would do -- part of the job from a
9 marketing perspective for video games -- we have to
10 come up with creative ways to get people excited
11 about the game that don't rely on the game being
12 finished because the game is being made
13 simultaneously.

15:19:44

14 So showing the -- the average consumer.
15 Like, "Here is a white box where a big explosion is
16 going to go" or "Here is the Block E stick figure
17 that makes up the character. Isn't that exciting?"

15:19:57

18 So we have to come up with either a
19 live-action concept or something animated or some
20 way to bring the game story to life without relying
21 on what the development team is doing on the game
22 itself; so --

15:20:06

23 Q With respect to the IP, are you referring
24 to intellectual property?

25 A I am, yes.

15:20:07

1 Q And so, for example, for key art and
2 billboards, that would refer to the copyrights that
3 pertained to what was actually designed?

15:20:20

4 A I don't know -- yeah. The visual -- the
5 visual look and style -- we would make sure that it
6 was true to what the final execution of the game
7 would look like.

8 Q But it was fixed in some fashion? You
9 could see it?

15:20:28

10 A Yes. Correct. Yes.

11 Q Were there any trademark rights that were
12 assigned as part of the IP?

13 A Not to my knowledge, but I would not have
14 been privy to that.

15:20:48

15 Q Have you ever seen the movie "Armageddon"?

16 A The one with Bruce Willis? Yes.

17 Q Do you know who produced that?

18 A I do not, no.

19 Q Have you -- were you aware that

15:21:01

20 Valhalla Motion Pictures was the producer of that?

21 A Did not know that.

22 Q Do you know when "Armageddon" came out?

23 A No idea. It's been a very long time.

24 20 years maybe?

15:21:13

25 Q Sometime in the '90s perhaps?

15:21:15

1 A That sounds right. It's been a while, yes.
2 Wow. Was not expecting that one. Okay.

15:21:29

3 Q You testified earlier that you never heard
4 of Valhalla Motion Pictures until you were employed
5 by THQ?

6 A I never heard of Valhalla Motion Pictures
7 until this process or for the deposition. I never
8 heard of Valhalla Games until THQ.

15:21:42

9 Q Well, Valhalla Games -- Valhalla Games
10 Studios?

11 A Correct.

12 Q Is there a difference in your mind?

13 A I thought you said "motion pictures" just
14 now.

15:21:47

15 Q I -- I did. But then you said Valhalla
16 Games -- and I'm not aware of a company called
17 Valhalla Games.

18 A Correct.

19 Q It's Valhalla Games Studios.

15:21:54

20 A Sorry. I'm -- I'm abbreviating it
21 probably. I mean the same company. Valhalla Games
22 or Valhalla Games Studios -- I'm using them
23 interchangeably.

15:22:22

24 Q Okay. When you first got involved with THQ
25 and Valhalla, was there any promotion done at THQ

15:22:27

1 for Valhalla, in and of itself, that was not related
2 to "Devil's Third"?

15:22:36

3 A No. At least during the time that I was on
4 the brand, the only Valhalla promotion was in
5 conjunction with "Devil's Third" activity.

6 Q And what was the mark that was used for
7 that promotion?

15:22:51

8 A I believe the -- it's their logo which is
9 the -- they have a black and white -- they have a
10 black background, white art of a -- what looks like
11 a Viking ship with Valhalla in script underneath it.

12 Q You remember your deposition was taken in
13 this case?

14 A Yes.

15:23:04

15 Q I've got some testimony from that
16 deposition. The deposition was taken on March 4th,
17 2013.

18 A Okay.

19 Q Page 51, lines 8 through 15:

15:23:20

20 "Q When you first got involved
21 with THQ and Valhalla was there any
22 promotion done at THQ for Valhalla in
23 and of itself that wasn't related to
24 Devil's Third?

15:23:32

25 "A Not separate. It would have

15:23:35

1 been in conjunction with Devil's
2 Third. We would have put the
3 Valhalla Motion Pictures at the
4 beginning or end of this trailer that
5 we did. We would have it as a bug on
6 a still art that we did. That would
7 be the extent of it."

15:23:42

8 Do you recall --

15:23:52

9 A I don't recall saying "motion pictures,"
10 but the rest of that is what I just said, I think,
11 and agree with that from a couple months ago.

12 So I clearly misspoke when I said "motion
13 pictures" because it's not Valhalla Motion Pictures.

14 MR. GRACE: No further questions.

15:24:06

15 FURTHER EXAMINATION

17 BY MR. GELFAND:

15:24:22

18 Q Mr. Huntley, I'm going to show you a
19 document which I thought I would have it in here by
20 now, but it's the resume that you Emailed to me.

21 A Okay.

22 Q I'd like you to just look at this on my
23 cell phone. It's a two-page document. Tell me if,
24 in fact, that is your resume.

15:24:42

25 A Yes. That is my resume.

15:24:43

1 Q And it's current?

2 A Yes, it is.

3 Q And it's accurate?

4 A Yes, it is.

15:24:47

5 Q I would like to mark that document as
6 Exhibit 1 to your testimony.

7 A Okay.

8 (The document referred to was marked as
9 Huntley Exhibit 1 by the Reporter.)

15:24:56

10 MR. GELFAND: I have nothing further.

11 MR. GRACE: Nothing further.

12 THE WITNESS: Awesome.

13 MR. GRACE: I would like to get a copy of
14 Exhibit 1.

15:25:04

15 MR. GELFAND: Should be brought in as we
16 speak.

17 We can go off the record on that.

18 (Off the record.)

19 MR. GELFAND: Back on the record.

15:25:58

20 Q Let me -- let me ask you. We've already
21 marked, as an exhibit as Exhibit 1 to the deposition
22 which is a two-page document, that you now have in
23 front you in a hard copy?

24 A Yes.

15:26:10

25 Q Is Exhibit 1, in fact, a true and correct

15:26:13

1 copy of your current resume?

2 A It is, yes.

3 MR. GELFAND: All right. Thank you.

4 Anything further?

15:26:25

5 MR. GRACE: I'm just looking at it now.

6 Hold on.

7 Okay. I have no questions with respect to

8 Exhibit 1.

9 MR. GELFAND: And we'll refer to this as

15:26:46

10 Huntley Exhibit 1.

11 Thank you very much.

12

13 (The testimony concluded at 3:26 P.M.)

14

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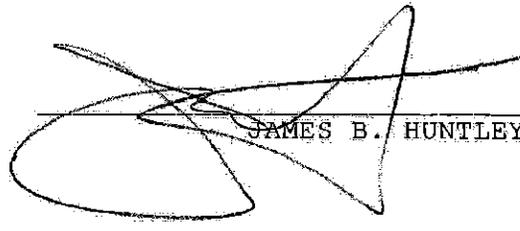
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I, JAMES B. HUNTLEY, declare
under penalty of perjury that the
foregoing is true and correct, to the
best of my ability.

Dated this 26 day of
October, 2014, at
Los Angeles,
California.



JAMES B. HUNTLEY

1 I, ALTHEA L. MILLER, CSR No. 3353, certify:
2 That the foregoing testimony of

3 JAMES B. HUNTLEY was taken before me at the time and
4 place therein set forth, at which time the witness
5 declared under penalty of perjury to tell the truth;

6 That the testimony of the witness and all
7 objections made at the time of the proceedings were
8 recorded stenographically by me and were reduced to
9 a computerized transcript under my direction;

10 That this transcript is a true record of
11 the testimony of the witness and of all objections
12 and colloquy made at the time of the proceedings.

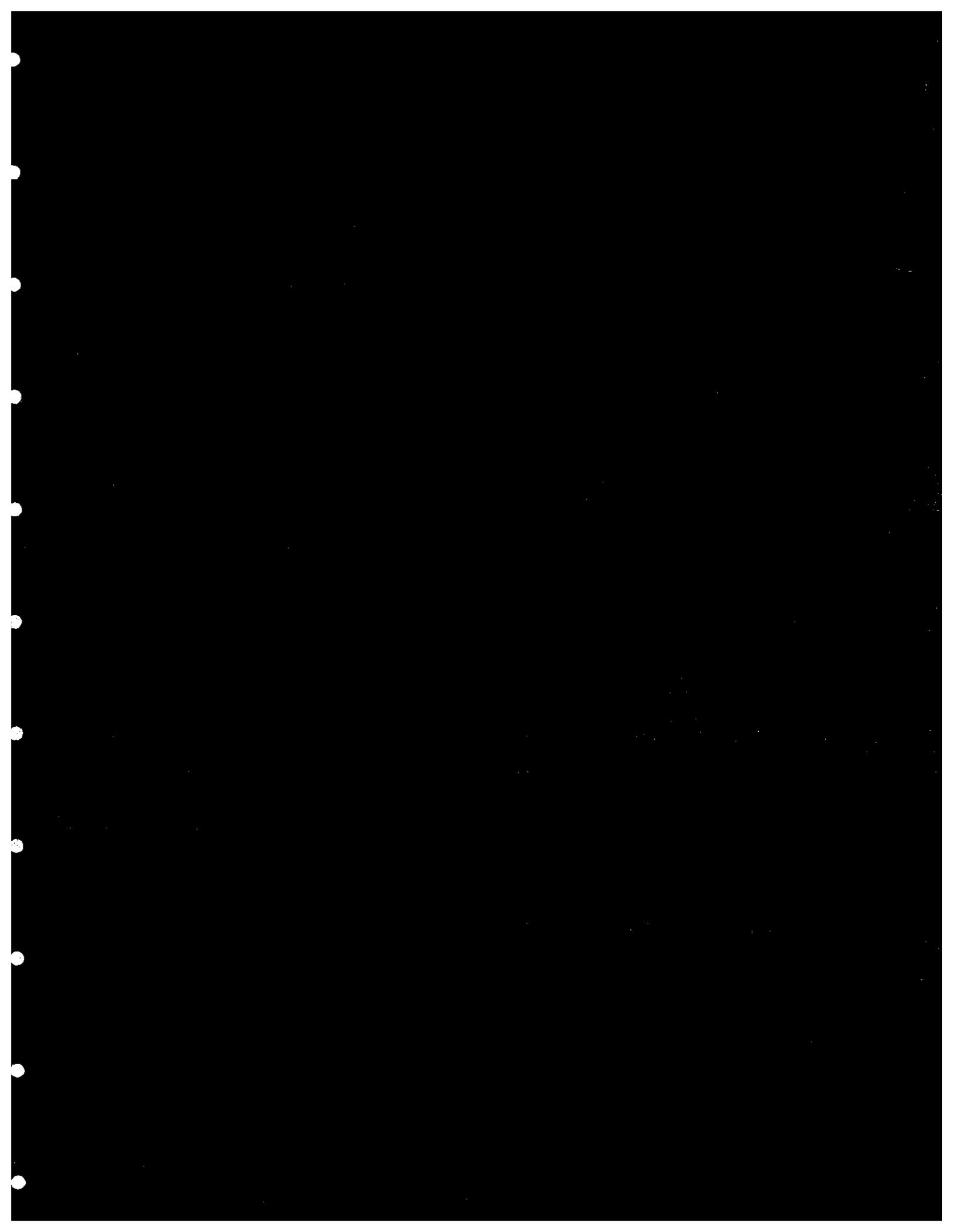
13 I further certify that I am neither counsel
14 for nor related to any party to said action nor
15 interested in the outcome.

16 The certification of this transcript does
17 not apply to any reproduction of the same by any
18 means unless under the direct control and/or
19 direction of the certifying reporter.

20 IN WITNESS WHEREOF, I have subscribed my
21 name this 30th day of September, 2014.

22
23 
24 ALTHEA L. MILLER, CSR No. 3353, RPR, CCRR

25



Jim Huntley

5419 Hollywood Boulevard, Suite C335 • Los Angeles, CA 90027 • 323-743-3631
jim.huntley@horizonsedgeconsulting.com

EXHIBIT 1
Althea L. Miller
CSR No. 3353
Date: 9/23/14
Witness:
HUNTLEY

Marketing & Brand Management Executive

Product Management ♦ Global Strategic Planning ♦ Team Leader

Consumer-centric, experienced ROI-driven Senior Brand Management/Marketing Executive with focus on crafting strategic direction, content development, and profitable revenue across a wide range of industries, with a particular strength in entertainment, gaming, toys, and consumer goods. Proven track record in leading teams that consistently beat multi-million dollar sales forecasts +20-50%. Crafts innovative, "out of the box," successful brand and product launches, as well as creative, measurably-successful marketing initiatives. Career has spanned a diverse number of industries, including packaged goods, toys, and gaming. Additional capabilities in:

- P&L Responsibility
- Integrated Marketing
- Integrated Marketing Analysis
- Global Budget Management
- Trade Promotions
- Strategic Alliances

ACCOMPLISHMENTS

THQ Inc.

- Drove Darksiders II, a critical product in THQ's FY13 lineup, to 6x its predecessor's pre-order quantity using a mix of ROI-focused digital marketing and product extensions, including downloadable digital content.
- Created marketing plans with integrated community, first party (Microsoft, Sony, and Steam) digital and retail co-marketing, and public relations components that drove \$50MM upside above Americas plan in FY10.
- Managed team of 16 on a portfolio valued at \$700MM (approx. 70% of THQ's FY10 revenue).
- Secured two long-term AAA licenses – Dreamworks (Kung Fu Panda), Marvel (Avengers Film).

MGA ENTERTAINMENT

- Drove MGA Bratz/Babyz sales +20% YOY
- As GM, increased MGA Games revenue 200% with new segments: DVD, next-gen handhelds, and online.

MATTEL

- Incremental sales of \$80MM in Promotional Product, including new Seasonal businesses.
- Crafted the largest Division integrated promotional events in Mattel history: Planet Hot Wheels, Hot Wheels: Highway 35, Matchbox 50th Anniversary, Masters of the Universe Relaunch, and Yu-Gi-Oh Launch.

MARS ADVERTISING / NESTLÉ

- Doubled Nestlé USA's trade marketing program revenue.
- Developed process for field marketing program submission, communication, execution, and measurement.

GENERAL MILLS

- Reduced annual \$150MM corporate marketing/promotion budget over 55% by improving efficiencies and by optimizing partner negotiations.
- Executed "first ever" promotions with Old Navy, Nabisco Oreos, Pizza Hut, and Tiger Electronics.
- Received two Chairmans' Awards for Outstanding Performance and one Chairman's Stock Award for Exemplary Performance for work done in Betty Crocker, Boxtops for Education, and Big G Cereal Division.
- Led foray into software as marketing tools (Big G All-Stars Game, Tiger Woods EA Golf Wheaties In-Pack).

PROFESSIONAL HISTORY

SodaStream USA Inc., Mount Laurel NJ / Los Angeles, CA

Head of Marketing, US and Latin America, December 2013–Present

- Leading SodaStream US initiatives, including messaging optimization, media mix, digital planning, research, and ROI analysis
- Repositioning brand with ideal consumer segment and rebuilding NA marketing team from scratch
- Creating assets to tie in with positioning, and utilizing unique tactical programs to drive profitable topline sales

Horizons Edge Consulting, LLC dba Tomorrow Incorporated, Los Angeles, CA

General Manager – Marketing and Product Development, August 2006–December 2007; October 2012–November 2013

- Advising startups in the development of comprehensive business and marketing plans for entry into consumer and digital markets.
- Devised and implemented web initiatives for toys, multiplayer user environments, and virtual worlds.

THQ Incorporated, Agoura Hills, CA

Vice President – Global Brand Management – Action/Digital Games, February 2011–October 2012

- Responsible for two key original IP brands' global marketing activity: Darksiders 2 and Devil's Third, including budget allocation, strategic planning, and tactical deployment with local indirect-reporting marketing teams across Euro 5 and Asia-Pacific territories.
- Directly managed team of six direct reports and multiple creative agencies in the coordination of all global marketing efforts for the Action Game franchise, including ownership of a P&Ls that generate \$300MM in gross revenue across both franchises.

Jim Huntley

Page 2

- Led multiple cross-functional, global stakeholders in crafting multi-tiered Darksiders transmedia content development, weaving video game, comic book, licensed products, trailer assets, community activity, and planned Syfy movie into a cohesive brand-centric whole.
- As Digital Games Studio Marketing Lead out of Phoenix Studio, created slate of digital games for 2012-2015, including identifying licenses, greenlighting proposals, working with studios on development plans, and drafting marketing strategy.
- Presented THQ with a structure to centralize strategy, development, and demand creation for this new distribution model. Developed financial models to map investment, growth, and revenue/profit opportunity.

Vice President – Americas Marketing, April 2009–January 2011

- Responsible for THQ marketing in North and South America, driving successful Americas launch of original IPs, Darksiders, Homefront, and Metro 2033, as well as licensed games such as UFC 2010 and WWE Smackdown 2011 including negotiating millions in incremental North American co-marketing/media support and free retail and online promotional activity from Microsoft.
- Managed team of 20 across disciplines, including marketing, PR, digital, media, creative, and trade marketing.
- Managed Americas P&L which generated \$550mm in annual revenue and \$40mm annual marketing budgets across multiple titles, aggressively driving Day 1 launch quantities and strategically supporting the product catalogue.

THQ Incorporated, Agoura Hills, CA (cont'd)

Senior Director – Kids and Family Games Marketing, December 2007–April 2009

- Responsible for global brand management of \$500MM+ business, including key licenses – Nickelodeon and Disney.
- Managed long-term corporate strategic planning, licensing-in and licensing-out, and First Party liaising.
- Developed marketing plans to drive incremental sell-through for Kids game segment.

MGA Entertainment, Van Nuys, CA

General Manager MGA Games / Vice President of Marketing, May 2005 – August 2006

- As VP of Marketing, responsible for marketing for the Bratz and Babyz brands, as well as managing all web development and activity; liaised with licensees, and developed/implemented cross-platform promotional initiatives.
- General Manager of MGA Games, managing design, development, marketing, engineering, finance, and operations.
- Lead the development of measurement processes (such as line-item P&Ls, coupon redemption to measure marketing tactics, and regional tests of marketing programs) used for the first time at MGA.

Mattel Inc, El Segundo, CA

Director of Marketing, April 2004 – May 2005

- Responsible for development of marketing concepts, design, creation, production, sell-in and execution of \$40MM Games & Puzzles product lines, reporting into VP of Marketing.
- Managed sales function and planning for Games & Puzzles group, driving business gains of 40% in 2004.

Director of Global Promotions, April 2001 – April 2004

- Rebuilt and led promotions department for Boys and Girls products, responsible for developing promotional component of marketing plans for key Mattel brands, including Barbie, Hot Wheels, Matchbox, Tyco, Uno, and Magic 8 Ball.
- Developed Promotional Product for Account and Channel-specific initiatives, including multiple \$1MM lines.
- Responsible for all aspects of promotions related to marketing plan development, including concept creation, setting budgets, securing funding from President and Executive committee, and managing staff in their execution and measurement of initiatives.

Mars Advertising / Nestlé USA, Glendale, CA

Marketing Director, July 1999 – April 2001

- Head of West Coast branch of Michigan agency, managing business for Nestle USA (NUSA), their largest client.
- Led NUSA Beverage Account Team in the conceptualization, development, and execution of co-marketing programming.
- Responsible for programs for 8 of Nestle's largest brands across NUSA Beverage Division, including Taster's Choice, Juicy Juice, Nesquik, Nestea, Coffee-mate, Kern's/Libby's Nectars, and Nescafe.
- Primary point of communication between NUSA Beverage Division sales/retailer representatives and marketing.

General Mills Inc., Minneapolis, MN

Senior Marketing Promotions Manager, March 1996 – August 1999

- Developed strategic plans, innovative promotions, integrated marketing events, and acquisition opportunities.
- Created consumer and trade programs for 20+ brands across Big G Cheerios and Adult Business Units, including Cheerios, Wheaties, Total, and Chex, from concept development and management approval through launch.
- Investigated, negotiated for, and launched multiple licensed products, including Big G/Betty Crocker-themed magazines, merchandise, and clothing (cooking magazines, co-branded special food products, software, merchandise, clothing, etc.).
- As Promotion Manager, responsible for \$25MM+ promotion budget and strategic planning/execution for Big G Cereals, Betty Crocker Products, and General Mills Snacks, including Yellow Box Cheerios, Honey Nut, Frosted Cheerios, Lucky Charms, Cocoa Puffs, and Golden Grahams, Hamburger Helper, Bac*Os, and Specialty Potatoes.
- Developed and executed Big G Divisional Events, including Hot Summer Fun (Six Flags, DQ), Salute to Savings (first Boxtops for Education national promotion), National Cheerios Nascar Event, and "Mega Betty" with Gold Medal Desserts.

EDUCATION

Northwestern University, Chicago, IL
The American University, Washington, DC

M.S., Marketing Communications, 1995
B.A., Public Communication, Minor: Business 1993

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