

PATRICK LYNCH (S.B. #39749)
DARIN W. SNYDER (S.B. #136003)
DAVID R. EBERHART (S.B. #195474)
RANDALL W. EDWARDS (S.B. #179053)
O'MELVENY & MYERS LLP
Embarcadero Center West
275 Battery Street
San Francisco, California 94111-3305
Telephone: (415) 984-8700
Facsimile: (415) 984-8701

Attorneys for Defendants
NDS Group PLC and NDS Americas, Inc.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

Groupe Canal+ S.A., et al.,
Plaintiffs,
v.
NDS Group PLC, et al.,
Defendants.

Case No. C02-01178 (VRW)

**DECLARATION OF ABRAHAM
PELED IN SUPPORT OF
DEFENDANTS' MOTION TO
TRANSFER**

Judge: Hon. Vaughn R.
Walker

Hearing Date:

I, Abraham Peled, hereby declare under penalty of perjury pursuant to 28 U.S.C. §1746 as follows:

1. I am the President and Chief Executive Officer of NDS Group PLC ("NDS"). In 1995, I joined News Datacom Limited in England as the Chief Executive Officer. Following a group restructuring, NDS became a holding company in 1999.

2. The facts stated herein are based on my personal knowledge or, where so indicated, are based on information and belief. The opinions stated herein are my true opinions.

3. NDS is a company incorporated under the laws of England and Wales. It is

1 78.53% owned by the US corporation Sky Global Holdings, Inc., itself a subsidiary of The
2 News Corporation Limited (an Australian corporation), and 21.47% owned though shares
3 traded on NASDAQ and NASDAQ-Europe. Both Sky Global Holdings, Inc. and The
4 News Corporation Limited have their principal U.S. offices in New York, New York. The
5 world headquarters of NDS is in Middlesex, England. NDS has offices throughout the
6 world, with its largest office in Jerusalem, Israel.

7 4. NDS does not maintain offices in the United States. NDS Americas's
8 primary office is in Newport Beach, California. NDS Americas also has offices in New
9 York, New York, Lake Forest, California (which is between Los Angeles and San Diego),
10 and Miami Lakes, Florida.

11 5. Specifically, NDS does not have an office in northern California. I
12 understand that the U.S. District Court for the Northern District of California covers
13 Alameda, Contra Costa, Del Norte, Humboldt, Lake Marin, Mendocino, Monterey, Napa,
14 San Benito, Santa Clara, Santa Cruz, San Francisco, San Mateo, and Sonoma counties.
15 NDS does not have an office within the Northern District of California, and it has no
16 employees, officers or directors who work in the Northern District of California.
17 Moreover, NDS owns no real property in the Northern District of California, and it has no
18 telephone listings or mailing addresses in the Northern District of California.
19 Additionally, it does not maintain a bank account in the Northern District of California.

20 6. NDS does not conduct board of directors or shareholder meetings in the
21 Northern District of California. Board meetings are normally held in New York, New
22 York. NDS's registered address for the service of process is One London Road, Staines,
23 Middlesex, England TW18 4EX. NDS's agent for service of process in United States is
24 Arthur Siskind c/o The News Corporation Limited at 1211 Avenue of the Americas, New
25 York, New York.

26 7. NDS has no clients in the United States, and all its operations and marketing
27 in the US are conducted through NDS Americas. None of NDS's clients are based in the
28 Northern District of California. NDS pays no franchise or corporate taxes for revenues or

1 activities that occur within the Northern District of California. NDS has not contracted
2 with persons residing in the Northern District of California to act on its behalf with
3 respect to marketing, distributing, or servicing any of its products or services.

4 8. Canal+ has identified several NDS and NDS Americas employees with
5 knowledge of the alleged facts in this case. Except for two individuals working for NDS
6 Americas, John Norris and Chris Tarnovsky, none of those employees work or reside in
7 the United States.

8 9. NDS maintains no company records in the Northern District of California.
9 To the extent that it has documentary evidence that bear on the allegations of Canal+'s
10 complaint, that evidence would be in the United Kingdom or Israel.

11 I declare under penalty of perjury under the laws of The United States of
12 America that the foregoing is true and correct and that this declaration was executed on
13 April 18, 2002 at London, UK

14
15 s/ Abraham Peled
ABRAHAM PELED

16 I attest under penalty of perjury that concurrence in the filing of this
17 document has been obtained from Abraham Peled.

18 Dated: April 22, 2002

19 By

s/ David Eberhart
DAVID EBERHART
Attorneys for Defendant
NDS GROUP PLC and
NDS AMERICAS, INC.