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13 **UNITED STATES DISTRICT COURT**
14 **CENTRAL DISTRICT OF CALIFORNIA**

15 BENNION & DEVILLE FINE
HOMES, INC., a California
16 corporation, BENNION & DEVILLE
FINE HOMES SOCIAL, INC., a
17 California corporation, WINDERMERE
SERVICES SOUTHERN
18 CALIFORNIA, INC., a California
corporation,
19

20 Plaintiffs,

21 v.

22 WINDERMERE REAL ESTATE
SERVICES COMPANY, a Washington
corporation; and DOES 1-10
23

24 Defendant.

25 AND RELATED COUNTERCLAIMS
26
27
28

Case No. 5:15-CV-01921 R (KKx)

Hon. Manual L. Real

**DECLARATION OF PAUL
DRAYNA IN SUPPORT OF JOINT
STIPULATION RE: PLAINTIFFS'
MOTION TO COMPEL
PRODUCTION OF DOCUMENTS
AND RESPONSES**

Courtroom: 8

Complaint Filed: September 17, 2015

1 I, Paul Drayna, declare as follows:

2 1. I am an attorney admitted to practice in all Washington state courts, as
3 well as the United States District Court for the Western District of Washington. The
4 statements in this declaration are based upon my personal knowledge, and if called
5 as a witness, I could testify competently thereto.

6 2. I am General Counsel for Defendant and Counterclaimant Windermere
7 Real Estate Services Company (“WSC”) in this action and I have served full-time in
8 that position since 2007, after serving as part-time outside General Counsel since
9 2003. As General Counsel for WSC, I am responsible for overseeing all legal
10 matters for WSC, including but not limited to contract negotiations and litigation.
11 As a part of my duties, I have been involved in the negotiation of various contracts
12 between WSC and the Counterdefendants, Robert L. Bennion, Joseph R. Deville,
13 Bennion & Deville Fine Homes, Inc., and Bennion & Deville Fine Homes SoCal,
14 Inc. I maintain WSC’s files on these negotiations and contracts, as well as on the
15 negotiations and contracts with other WSC franchisees. I also maintain WSC’s files
16 related to its franchise disclosure documents. Some of these files are stored
17 electronically on one of WSC’s servers, others are hardcopies. I also have first-hand
18 knowledge regarding the facts underlying some allegations in the First Amended
19 Complaint in this action as well as some allegations in WSC’s First Amended
20 Counterclaim.

21 3. On December 22, 2015, one of WSC’s attorneys, Jeff Feasby, provided
22 me with copies of the written discovery propounded by plaintiffs to WSC. At that
23 time I reviewed the discovery requests and started considering where responsive
24 documents would be kept and I began pulling those documents.

25 4. On January 14 and 15, 2016, I met with Mr. Vaughn and Mr. Feasby at
26 WSC’s offices in Seattle. The primary purpose of this meeting was to finalize
27 WSC’s responses to plaintiffs’ discovery. This included reviewing my files for
28 responsive documents, as well as discussing the collection, review, and production

1 of all of the documents that WSC was committing to produce in response to
2 plaintiffs' discovery requests. At that time, I worked with WSC's IT staff, including
3 Josh Christenson, to set up a VPN site where WSC employees could upload
4 potentially responsive documents, which could then be accessed and reviewed by
5 WSC's attorneys in San Diego.

6 5. After meeting with counsel I sent them two boxes of paper files from
7 my office that contained documents responsive to plaintiffs' requests. I also
8 uploaded all of the potentially responsive electronic documents I had located on
9 WSC's server to the VPN site. This consisted of hundreds of documents,
10 constituting thousands of pages. These documents roughly organized into
11 approximately 20 primary folders. Most of these primary folders contained
12 additional sub-folders.

13 6. I next reached out to other WSC officers and employees and asked
14 them to search for any documents that might be responsive to the discovery
15 requests. I also retrieved additional potentially responsive documents from WSC's
16 off-site storage. My assistant scanned all of these documents and they were either
17 uploaded to the VPN site or forwarded directly to Mr. Feasby via email. Some of
18 WSC's employees uploaded their electronic documents directly to the VPN site.

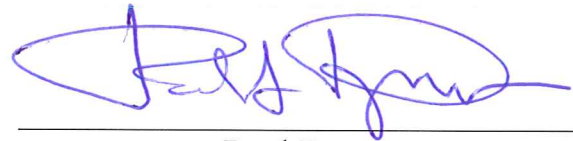
19 7. Mr. Christenson's declaration details the actions he took to upload
20 potentially responsive emails onto the VPN site. Early on, we ran into issues with
21 Mr. Feasby and I being unable to access and review certain emails in the PST files
22 that had been uploaded to the VPN site. While Mr. Christenson worked with
23 Microsoft on the technical issues, I worked with him on formulating different search
24 queries in order to better sort potentially responsive documents, as well as to isolate
25 potentially privileged emails. I also helped Mr. Feasby review for privileged emails.

26 8. As Mr. Feasby proceeded with his review of the document on the VPN
27 site, we would have regular telephone conversations and email exchanges regarding
28 whether or not we had located all potentially responsive documents. As a result of

1 some of these conversations, I would need to consult with various WSC employees
2 regarding whether WSC had additional responsive documents. This primarily
3 included individuals in WSC's marketing and accounting departments.

4 9. Overall, I estimate that I have spent over 100 hours locating and
5 reviewing documents that are potentially responsive to plaintiffs' discovery
6 requests. Based on my familiarity with the documents WSC uses and maintains, as
7 well as my review of plaintiffs' discovery requests and conversations with
8 Mr. Feasby, I believe that WSC has done everything it can to locate potentially
9 responsive documents.

10 I declare under penalty of perjury under the laws of the United States of
11 America that the forgoing is true and correct, executed this 5th day of May, 2016, at
12 Seattle, Washington.



Paul Drayna

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