

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

JERRY GREENBERG, individually,
and IDAZ GREENBERG, individually,

Plaintiffs,

CASE NO. 97-3924
CIV-LENARD
Magistrate Judge Turnoff

v.

NATIONAL GEOGRAPHIC SOCIETY, a district
of Columbia corporation,
NATIONAL GEOGRAPHIC ENTERPRISES, INC., a
corporation, and MINDSCAPE, INC., a
California corporation,

Defendants.

**DEFENDANTS' RESPONSE TO
PLAINTIFFS' REQUEST FOR
PRODUCTION OF
DOCUMENTS TO DEFENDANT
NATIONAL GEOGRAPHIC
SOCIETY**

Pursuant to Fed. R. Civ. P. 34, the defendant National Geographic Society (the "Society"). by its attorneys Weil, Gotshal & Manges LLP, hereby responds and objects to the Plaintiffs' Request for Production of Documents to Defendant National Geographic Society (the "Request") as follows:

All responses contained herein are subject to the objections noted below. Additionally, objections (including but not limited to objections as to admissibility, relevance, confidentiality, hearsay, and materiality) which, if sustained at trial, would require the exclusion of any response contained herein or any document referred to herein, are reserved. Additionally, these responses are given without prejudice to the defendants' right to produce, at a later date, subsequently discovered information responsive to the Request.

GENERAL OBJECTIONS

1. The Society objects to the Request to the extent that it purports to call for the disclosure of attorney-client communications; documents that were prepared for, or in anticipation of, litigation; or documents that are otherwise privileged or immune from discovery. The inadvertent disclosure of any documents subject to such privileges or protection is not intended to relinquish any privilege or protection and shall not be deemed to be a waiver of any applicable privilege or protection.

2. The Society objects to the Request to the extent that by its "Instructions" it seeks to impose discovery obligations upon the Society beyond those provided for in the Federal Rules of Civil Procedure.

RESPONSES AND OBJECTIONS TO DOCUMENT REQUESTS

REQUEST NO. 1:

All contracts or agreements, to which the Society was or is a party, pertaining to the Educational Insights product addressed in Count I of the Amended Complaint.

RESPONSE TO REQUEST NO. 1:

Without waiving, and subject to, its General Objections, the Society will produce non-privileged documents responsive to Request No. 1.

REQUEST NO. 2:

All contracts or agreements, to which the Society was or is a party, pertaining to the Educational Insights product item called "Reefs and Oceans" and bearing identification number EI-7980.

RESPONSE TO REQUEST NO. 2:

Without waiving, and subject to, its General Objections, the Society will produce non-privileged documents responsive to Request No. 2.

REQUEST NO. 3:

All documents of any kind -- apart from the documents identified in requests 1 and 2 above -- referring or relating to the Educational Insights product addressed in Count I of the Amended Complaint, including but not limited to any instructions, materials, suggestions, plans or mock-ups provided to, or available to, the individuals who participated in preparation or production of the product.

RESPONSE TO REQUEST NO. 3:

The Society objects to Request No. 3 to the extent that it requests documents, information or other things "available to the individuals who participated in preparation or production of the product" on the ground that it is vague, overly broad, unduly burdensome and calls for documents, information and things that are not in the Society's possession, custody or control. The Society further objects to Request No. 3 to the extent that it requests documents, information or other things "provided to" the individuals who participated in preparation or production of the product by any person or entity other than the Society or its subsidiaries. Without waiving, and subject to, these objections and its General Objections, the Society will produce non-privileged documents responsive to Request No. 3.

REQUEST NO. 4:

All documents referring or relating to the use of any Society materials or works in the motion picture "Jaws."

RESPONSE TO REQUEST NO. 4:

The Society objects to this request on the ground that the documents requested are not reasonably calculated to lead to the discovery of admissible evidence. Without waiving, and subject to, this objection and its General Objections, to the best of the Society's knowledge no such documents exist.

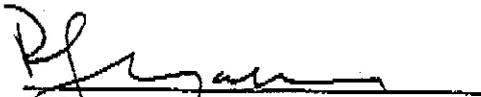
REQUEST NO. 5:

The Jason Project brochure addressed in Count II of the Amended Complaint.

RESPONSE TO REQUEST NO. 5:

Without waiving, and subject to, its General Objections, the Society will produce the Jason Project brochure.

Dated: New York, New York
May 4, 1998


Robert G. Sugarman, Esq.
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
(212) 310-8000

TO: STEEL, HECTOR & DAVIS LLP
Suite 4000
First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131