

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

REDBOX AUTOMATED RETAIL, LLC,

Plaintiff,

vs.

WARNER HOME VIDEO, a division of  
WARNER BROS. HOME ENTERTAINMENT,  
INC.

Defendant.

C.A. No. 09-613 (RBK)

**DECLARATION OF KATHERINE B. FORREST IN SUPPORT OF  
DEFENDANT WARNER HOME VIDEO'S MOTION TO DISMISS THE AMENDED  
COMPLAINT PURSUANT TO FEDERAL RULE OF CIVIL PROCEDURE 12(b)(6)**

I, Katherine B. Forrest, hereby declare as follows:

1. I am an attorney duly licensed to practice law in the State of New York and am admitted *pro hac vice* in the above-captioned action. I am a member of the firm of Cravath, Swaine & Moore LLP, one of the attorneys of record for Defendant Warner Home Video in this action. The facts set forth herein are of my own personal knowledge and, if sworn, I could and would testify competently to them.

2. Attached hereto as Exhibit A is an excerpt from a true and correct copy of a Coinstar Inc. Form 10-Q filed with the Securities and Exchange Commission for the quarter ended September 30, 2009.

3. Attached hereto as Exhibit B is a true and correct copy of a Coinstar Inc. Form 8-K filed with the Securities and Exchange Commission and dated July 17, 2009.

4. Attached hereto as Exhibit C is a true and correct copy of a Coinstar Inc. Form 8-K filed with the Securities and Exchange Commission and dated August 10, 2009.

5. Attached hereto as Exhibit D is a true and correct copy of a Coinstar Inc. Form 8-K filed with the Securities and Exchange Commission and dated August 25, 2009.

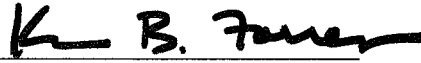
6. Attached hereto as Exhibit E is a true and correct copy of a Coinstar Inc. Form 8-K filed with the Securities and Exchange Commission and dated December 10, 2009.

7. Attached hereto as Exhibit F is a true and correct copy of Redbox Press Releases dated Nov. 2, 2009, entitled "Redbox Signs Distribution Agreement with NCircle Entertainment" and "Redbox and Summit Entertainment Sign Distribution Agreement".

8. Attached hereto as Exhibit G is a true and correct copy of a Coinstar Inc. Form 8-K filed with the Securities and Exchange Commission and dated November 30, 2009.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 21, 2009, at New York, New York.

  
Katherine B. Forrest

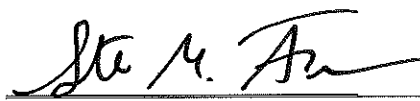
**CERTIFICATE OF SERVICE**

I hereby certify that on December 21, 2009, I caused to be served by **hand delivery and e-mail** the foregoing document and electronically filed the same with the Clerk of Court using CM/ECF which will send notification of such filing(s) to the following:

James S. Green  
Seitz, Van Ogtrop & Green, P.A.  
222 Delaware Avenue, Suite 1500  
P. O. Box 68  
Wilmington, DE 19899  
jgreen@svglaw.com

I hereby certify that on December 21, 2009, I caused the foregoing document to be sent via **e-mail** to the following non-registered participants:

Charles S. Bergen  
George R. Dougherty  
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Stephen M. Ferguson (#5167)  
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