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9 Attorneys for Plaintiffs
 THE FACEBOOK, INC. and MARK ZUCKERBERG

11 UNITED STATES DISTRICT COURT
 12 NORTHERN DISTRICT OF CALIFORNIA
 13 SAN JOSE DIVISION

15 THE FACEBOOK, INC. and MARK
 ZUCKERBERG,

16 Plaintiffs,

17 v.

18 CONNECTU, INC. (formerly known as
 19 CONNECTU, LLC) PACIFIC
 NORTHWEST SOFTWARE, INC.
 20 WINSTON WILLIAMS, and WAYNE
 CHANG,

21 Defendants.

Case No. 5:07-CV-01389-JW

**DECLARATION OF I. NEEL
 CHATTERJEE IN SUPPORT OF
 PLAINTIFF'S OPPOSITION TO
 CONNECTU'S MOTION TO STAY
 EXECUTION OF JUDGMENT
 PENDING APPEAL**

Date: August 6, 2008
 Time: 4:30 p.m.
 Courtroom: 8
 Judge: Honorable James Ware

1 I, I. Neel Chatterjee, declare as follows:

2 1. I am a Partner at the law firm of Orrick, Herrington & Sutcliffe, counsel for
3 Plaintiffs Facebook, Inc. and Mark Zuckerberg (“Facebook”) in this action, and a member of the
4 Bar of the state of California. I make this declaration in support of Facebook’s Opposition to
5 ConnectU, Inc.’s (“ConnectU”) Motion to Stay Execution of Judgment Pending Appeal. I make
6 this declaration of my own personal knowledge and, if called as a witness, I could and would
7 testify competently to the truth of the matters set forth herein.

8 2. Attached hereto as **Exhibit 1** is a true and correct copy of the “Affirmation of Sean
9 O’Shea in Support of Petitioners’ Application for a Permanent Stay Pursuant to 7503(b) and For a
10 Temporary Stay Pending Determination of the Application for Permanent Stay” filed in *Connect*
11 *U, Inc., et al. v. Quinn Emanuel Urquhart Oliver & Hedges, LLP*, in the Supreme Court of New
12 York, County of New York. [UN-REDACTED DOCUMENT SUBMITTED SEPARATELY
13 UNDER SEAL].

14 3. Attached hereto as **Exhibit 2** is a true and correct copy of ConnectU’s
15 “Memorandum of Law in Support of Application to Stay Arbitration Pursuant to CLPR 7503”
16 filed in *Connect U, Inc., et al. v. Quinn Emanuel Urquhart Oliver & Hedges, LLP*, in the
17 Supreme Court of New York, County of New York. [UN-REDACTED DOCUMENT
18 SUBMITTED SEPARATELY UNDER SEAL].

19 4. Attached hereto as **Exhibit 3** is the a true and correct copy of the “Valuation
20 Report, Facebook, Inc., as of April 20, 2006,” produced in discovery as FBMA 000093-0000171.
21 [CONFIDENTIAL DOCUMENT SUBMITTED SEPARATELY UNDER SEAL].

22 5. Attached hereto as **Exhibit 4** is the a true and correct copy of the “Valuation
23 Report, Facebook, Inc., as of August 31, 2006,” produced in discovery as FBMA 0000172-
24 0000263. [CONFIDENTIAL DOCUMENT SUBMITTED SEPARATELY UNDER SEAL].

25 6. Attached hereto as **Exhibit 5** is a true and correct copy of an article by Lou R
26 Kling, *Negotiated Acquisitions of Companies Subsidiaries and Divisions* §1.02[5].

27 7. On July 1, 2008, I met with Michael Underhill, David Barrett, and Evan Parke,
28 counsel for ConnectU. I asked then if their clients had plans as to how the ConnectU business

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CERTIFICATE OF SERVICE

I hereby certify that this document(s) filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non registered participants on August 4, 2008.

Dated: August 4, 2008.

Respectfully submitted,

/s/ I. Neel Chatterjee /s/
I. Neel Chatterjee

OHS West:260486749.3