

EXHIBIT D

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

CONNECTU LLC,

Plaintiff,

v.

C.A. No. 04-1923 (DPW)

MARK ZUCKERBERG, EDUARDO SAVERIN,
DUSTIN MOSKOVITZ, ANDREW McCOLLUM,
CHRISTOPHER HUGHES and THE FACEBOOK,
INC.,

Defendants.

CERTIFIED
COPY

VOLUME 1

VIDEOTAPED DEPOSITION OF CONNECTU LLC

BY CAMERON H. WINKLEVOSS

Boston, Massachusetts

Tuesday, August 9, 2005

9:44 a.m. to 6:27 p.m.

Reported by:

Jessica L. Williamson, RMR, RPR, CRR
Notary Public, CSR No. 138795

JOB NO. 36599

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P R O C E E D I N G S

09:43:59 1
09:43:59 2 THE VIDEOGRAPHER: We are recording
09:44:01 3 and are now on the record. Today's date is
09:44:04 4 August the 9th, 2005, and the time is 9:44
09:44:07 5 a.m. My name is George Dobrentey. I'm a
09:44:10 6 legal videographer for G & M Court
09:44:14 7 Reporters, Ltd. Our business address is 42
09:44:15 8 Chauncy Street, Suite 1A, Boston,
09:44:17 9 Massachusetts 02111.

09:44:18 10 This is the deposition of Cameron
09:44:23 11 Winklevoss in the matter of ConnectU vs.
09:44:27 12 Zuckerberg in the United States District
09:44:28 13 Court for the District of Massachusetts,
09:44:30 14 Civil Action No. 04-1923(DPW).

09:44:33 15 This deposition is being taken at One
09:44:37 16 International Place in Boston,
09:44:37 17 Massachusetts, on behalf of the defendant.
09:44:38 18 The court reporter is Jessica Williamson.
09:44:41 19 Counsel will state their appearances, and
09:44:42 20 the court reporter will administer the oath.

09:44:45 21 MR. CHATTERJEE: Neel Chatterjee
09:44:47 22 and Joshua Walker for all of the defendants
09:44:49 23 except for Eduardo Saverin.

09:44:54 24 MR. WALKER: Robert Hawk from
09:44:56 25 Heller Ehrman for Defendant Saverin.

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MR. HORNICK: John Hornick and Troy Grabow for the plaintiff, ConnectU.

CAMERON H. WINKLEVOSS,
a witness called on behalf of the Defendants Mark Zuckerberg, Dustin Moskovitz, Andrew McCollum, Christopher Hughes and The Facebook, Inc., having first been duly sworn, was deposed and testifies as follows:

DIRECT EXAMINATION

BY MR. CHATTERJEE:

- Q. Mr. Winklevoss, thank you for coming today. Do you understand that your deposition today is you're testifying on behalf of ConnectU LLC?
- A. Yes.
- Q. Have you ever had your deposition taken before?
- A. No.
- Q. I'm going to go over some ground rules with you, and I'm just going to ask you to make sure you understand them. You may have gone over them with your counsel before.

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A. Uh-huh.

Q. The first thing is I generally -- when I take depositions, I go for about an hour and I take a break. If you find yourself getting tired or having to -- getting confused, please feel free to take a break, the only time I'll insist we continue is if there's a question pending. Do you understand that?

A. Uh-huh.

Q. The second thing actually is important. It's important that you answer questions with a yes or a no, not an uh-huh --

A. Okay.

Q. -- or a sound. The reason for that is this is all being transcribed, and it's very important that the record be accurate. So nods of the head and sounds often give an ambiguity as to what the correct answer is. Do you understand that?

A. Yes.

Q. Okay. Thank you.

If you don't understand a question that I'm asking, please let me know. If you don't ask me or tell me that you don't

10:12:12 1 struggling at the time. I2hub was operating
10:12:17 2 at debt, and we just helped support.
10:12:22 3 Q. Are you currently employed?
10:12:23 4 A. Other than ConnectU LLC, no.
10:12:27 5 Q. Are you getting a salary from ConnectU LLC?
10:12:29 6 A. Right now all my remuneration is in equity.
10:12:35 7 Q. Does any -- detect ConnectU LLC have any
10:12:38 8 employees?
10:12:38 9 A. Aside from -- ConnectU LLC has three --
10:12:45 10 excuse me, four sort of equity stakeholders
10:12:49 11 and two managers, one of which is not an
10:12:53 12 equity holder. So I -- if that falls under
10:12:55 13 the umbrella of employee, perhaps.
10:12:59 14 Q. Maybe I can go about this in a little bit
10:13:01 15 simpler way. Is anyone paid money by
10:13:04 16 ConnectU --
10:13:04 17 A. No.
10:13:05 18 Q. -- LLC?
10:13:05 19 A. Oh, excuse me, sorry. Like in terms of
10:13:10 20 development and stuff like that?
10:13:14 21 Q. For any reason.
10:13:15 22 A. We do pay software developers.
10:13:17 23 MR. HORNICK: Okay. Just for the
10:13:18 24 record, I think maybe now we're back into
10:13:20 25 30(b)(6) testimony.

10:13:22 1 Q. And what do you -- and who are the
10:13:25 2 developers you pay?
10:13:27 3 A. Currently we employ a fellow by the name of
10:13:30 4 Winston Williams in Seattle.
10:13:32 5 Q. And is he at Pacific Northwest Software?
10:13:36 6 A. Yes. Well, yes, he's part of Pacific
10:13:41 7 Northwest and -- yeah, he's part of that
10:13:46 8 group.
10:13:46 9 Q. Okay. And what is he doing?
10:13:47 10 A. He does a variety of tasks. I mean, it
10:13:49 11 depends what needs to be done on the site
10:13:51 12 and whatnot.
10:13:58 13 Q. Anyone else?
10:13:59 14 A. Currently, no.
10:14:01 15 Q. And is Winston Williams being paid on the
10:14:04 16 hour?
10:14:04 17 A. Right now Winston Williams is being paid on
10:14:09 18 an hour, yes.
10:14:11 19 Q. And what's his hourly rate?
10:14:12 20 A. I believe it is \$60 an hour.
10:14:18 21 Q. Now, you said that there is a non-equity
10:14:21 22 manager with ConnectU LLC. Who is that?
10:14:24 23 A. Maria Antonelli.
10:14:27 24 Q. And what is her role?
10:14:29 25 A. She takes care of all of the basically just

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files, invoices and whatnot.

Q. And does she charge ConnectU LLC for --

A. No.

Q. -- her time?

A. No.

Q. Who does she work for?

MR. HORNICK: I think we're out of 30(b)(6) again, for the record.

A. So who is she employed by? She's employed by Winklevoss Consultants.

Q. Are you a part of Winklevoss Consultants?

A. No.

Q. Have you ever taken any computer science courses?

A. No.

Q. Are you able to program in any computer language?

A. I know basic HTML. I can sort of decipher it, understand it, but no. In terms of language literally, no.

Q. Okay. Can you describe for me the trade secrets that were shared with Mark Zuckerberg by ConnectU LLC or any of its predecessors?

MR. HORNICK: I think we're back

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with these features?

A. We looked at Thefacebook, yes.

Q. And you extracted course information from ConnectU -- I mean, from Thefacebook?

MR. HORNICK: Object to the form of the question and assumes facts not in evidence.

A. Yeah, when collecting course information there's basically two -- you know, it's public course information that's posted by a registrar from the school, and you can either go to the registrar or you can go, you know -- and Thefacebook had the courses. So, yes, we did look at the courses which, again, is public proprietary information, and we collected that, yes.

Q. How did you collect it?

A. We just would like look at the file in a text editor and just take the course file.

Q. Did you ever extract e-mails from Thefacebook?

A. We -- yes, we have extracted e-mails from Thefacebook.

Q. Isn't it true that you've extracted 2.9 to 3 million e-mails from Thefacebook because of

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a security hole you found?

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MR. HORNICK: Objection. It's a

01:18:27 3

misleading question, but you can answer it

01:18:29 4

if you can.

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A. We have extracted e-mails basically just,

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you know, following -- an e-mail has a -- at

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that point they had a URL, and you could

01:18:46 8

follow that URL and it's completely

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authorized -- it's not unauthorized access,

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and you can follow that URL to find an

01:18:55 11

e-mail address, yes, you could. And we did.

01:18:57 12

Q. So did you find a way to extract those

01:19:01 13

e-mails without logging onto Thefacebook?

01:19:06 14

MR. HORNICK: Objection. I think

01:19:07 15

this is outside the scope. It's not

01:19:09 16

30(b)(6) testimony.

01:19:12 17

A. See, again, I don't remember -- I'm not a

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programmer, but it's my understanding that

01:19:19 19

with unauthorized -- excuse me, with

01:19:21 20

authorized -- without using unauthorized

01:19:24 21

access those e-mails were accessible.

01:19:25 22

Q. And ConnectU took them?

01:19:28 23

MR. HORNICK: Object to the form of

01:19:29 24

the question.

01:19:29 25

A. What do you mean by take?

01:19:31 1 Q. Extracted the information?

01:19:32 2 A. ConnectU followed an open URL, "open" being

01:19:36 3 that it was accessible with not having to

01:19:41 4 use unauthorized access, it was accessible,

01:19:44 5 out in the open, and ConnectU followed those

01:19:46 6 URLs and was able to collect e-mail

01:19:50 7 addresses.

01:19:50 8 Q. And who did that?

01:19:51 9 A. Winston Williams.

01:19:52 10 Q. Winston Williams did that? And when did he

01:19:55 11 do that?

01:19:56 12 A. I believe he did it in the spring of this

01:19:58 13 year.

01:19:58 14 Q. Were those e-mails ever used by ConnectU?

01:20:01 15 A. I think we used some of them with the Social

01:20:06 16 Butterfly software.

01:20:06 17 Q. And how were they used?

01:20:07 18 A. If a friend used Social Butterfly and wanted

01:20:11 19 to invite their friends, then they could do

01:20:14 20 that with Social Butterfly. And they --

01:20:16 21 Q. So when you -- once you had those e-mails,

01:20:20 22 did you -- well, what did you do with them?

01:20:22 23 A. We just held them in a holding bin, and if a

01:20:29 24 user said, I would like to invite my friend,

01:20:31 25 well, we would just invite their friends.

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And as I said, we only used a portion of them, because only a portion of the users invited their friends.

Q. Did you ever send e-mails to people based upon those e-mails, that e-mail database?

A. That's what I just said, that if a user --

Q. Let me rephrase that.

A. Okay.

Q. Independent of a user request, did you ever send an e-mail to people in that --

A. With that bucket from the sort of open URL, no, we did not send unsolicited e-mails to those people.

Q. Has ConnectU obtained any revenue to date?

A. We have obtained some advertising revenue, yeah.

Q. And how much revenue is that?

MR. HORNICK: I'll object that this is outside the scope as well, but you can answer it. It's not 30(b)(6) testimony.

A. I would say roughly no more than \$1,000 of revenue.

Q. Okay.

A. We haven't actively sought too much advertising at this moment.

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I, CAMERON H. WINKLEVOSS, do hereby declare under penalty of perjury that I have read the foregoing transcript; that I have made any corrections as appear noted, in ink, initialed by me, or attached hereto; that my testimony as contained herein, as corrected, is true and correct.

EXECUTED this _____ day of _____,
20_____, at _____, _____
(City) (State)

CAMERON H. WINKLEVOSS

1 In the United States District Court
2 For the District of Massachusetts
3 I, Jessica L. Williamson, Registered,
4 Merit Reporter, Certified Realtime Reporter
5 and Notary Public in and for the
6 Commonwealth of Massachusetts, do hereby
7 certify that CAMERON H. WINKLEVOSS, the
8 witness whose deposition is hereinbefore set
9 forth, was duly sworn by me and that such
10 deposition is a true record of the testimony*
11 given by the witness.

12 I further certify that I am neither
13 related to or employed by any of the parties
14 in or counsel to this action, nor am I
15 financially interested in the outcome of
16 this action.

17 In witness whereof, I have hereunto set
18 my hand and seal this 11th day of August,
19 2005.

20
21 *Jessica L. Williamson*

22
23 _____
24 Jessica L. Williamson, RMR, RPR, CRR
25 Notary Public, CSR No. 138795

My commission expires: 12/18/2009