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 14 Holtzbrinck Networks GmbH, Holtzbrinck
 15 Ventures GmbH and StudiVZ Ltd.

16 UNITED STATES DISTRICT COURT
 17 NORTHERN DISTRICT OF CALIFORNIA
 18 SAN JOSE DIVISION

GREENBERG GLUSKER FIELDS CLAMAN
 & MACHTINGER LLP
 1900 Avenue of the Stars, 21st Floor
 Los Angeles, California 90067-4590

19 FACEBOOK, INC.,

20 Plaintiff,

21 v.

22 STUDIVZ LTD.,
 23 VERLAGSGRUPPE GEORG VON
 24 HOLTZBRINCK GmbH,
 25 HOLTZBRINCK NETWORKS
 26 GmbH, HOLTZBRINCK
 27 VENTURES GmbH, and DOES 1-
 28 25,

Defendant.

Case No. 5:08-CV-03468 JF

Assigned To: Hon. Jeremy Fogel

**DECLARATION OF MARTIN
 WEBER IN SUPPORT OF
 DEFENDANTS' MOTIONS TO
 DISMISS FOR LACK OF
 PERSONAL JURISDICTION AND
 FORUM NON CONVENIENS**

[Notice of Motions and Motions and
 (Proposed) Order Filed Concurrently
 Herewith]

Date: February 13, 2009
 Time: 9:00 a.m.
 Dept./Place: Courtroom 3

Complaint Filed: July 18, 2008

1 **DECLARATION OF MARTIN WEBER**

2
3 I, MARTIN WEBER, declare:

4
5 1. The facts set forth in this declaration are personally known to me and I
6 have firsthand knowledge thereof. If called as a witness, I could and would testify
7 competently to the facts set forth herein under oath.

8 2. I am currently and have been since April 2006, a managing director of
9 defendant Holtzbrinck Ventures GmbH (“Ventures”) I am also, and have been
10 since August 2006 a managing director of defendant Holtzbrinck Networks GmbH
11 (“Networks”). I make this declaration in support of Networks’ and Ventures’
12 Motion to Dismiss for lack of personal jurisdiction or, in the alternative, for *forum*
13 *non conveniens*, the complaint filed by plaintiff Facebook, Inc. (“Facebook”).

14 3. In my capacity as managing director, I have access to Networks’ and
15 Ventures’ respective books and records relating to their respective business,
16 corporate structure, assets, capitalization and cash flow. Based on the books and
17 records, and my personal knowledge I declare:

18 4. Networks and Ventures are both limited liability companies
19 (Gesellschaft mit beschränkter Haftung (GmbH)) organized under German law.
20 Each functions as a “holding company,” whose corporate purpose is to administer
21 its assets (principally media-related companies) for financial purposes.

22 5. Networks owns an 85% equity interest in defendant StudiVZ, Ltd
23 (“StudiVZ”). Networks first became an equity holder of StudiVZ in October 2007.
24 Ventures owns a 15% equity interest in StudiVZ. Ventures first became an equity
25 holder of StudiVZ in August 2006.

26 6. Neither Networks nor Ventures is qualified to do business in
27 California. Neither has any officers, directors, employees or independent
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1 contractors based in California. Neither has a California agent for service of
2 process. Neither directs any advertising toward California residents.

3 7. Networks and Ventures both have offices in Germany, but no offices
4 or facilities in California, nor do they have any telephone or facsimile listings or
5 mailing addresses in California.

6 8. Neither Networks nor Ventures maintains any books or records in
7 California. They have no bank accounts or tangible personal or real property in
8 California. They have no sales in California, have had no California income and
9 have not paid any California income tax.

10 9. None of the Networks' or Ventures' officers, directors or employees
11 reside or are domiciled in California. No meetings of Networks' or Ventures'
12 respective management boards or equity holders have been held in California.

13 10. While Networks and Ventures monitor StudiVZ's financial
14 performance (as they would any investment), they do not exercise any type of day-
15 to-day control over StudiVZ – either operational control or control over strategic
16 decisions. The two managing directors of Networks and Ventures, Konstantin
17 Urban and I, are also company directors of StudiVZ. However, these individuals
18 merely function in a supervisory capacity, not as officers who are responsible for
19 the day-to-day activities of StudiVZ.

20 11. StudiVZ has its own management team, offices and bank accounts,
21 and is separately (and sufficiently) capitalized from Ventures and Networks, as
22 discussed in the declaration of Michael Brehm in support of StudiVZ's
23 concurrently-filed Motion to Dismiss.

24 12. StudiVZ also does not act as a general agent of either Networks or
25 Ventures. Networks and Ventures simply hold StudiVZ as an investment. StudiVZ
26 is only one of many media-related assets held as an investment by Networks and
27 Ventures.

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