

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

CONNECTU, INC., CAMERON)	
WINKLEVOSS, TYLER WINKLEVOSS,)	
AND DIVYA NARENDRA,)	CIVIL ACTION NO. 1:07-CV-
)	10593-DPW
Plaintiffs,)	
)	
v.)	
)	
FACEBOOK, INC., MARK ZUCKERBERG,)	
EDUARDO SAVERIN, DUSTIN)	
MOSKOVITZ, ANDREW MCCOLLUM,)	
AND THEFACEBOOK LLC,)	
)	
Defendants.)	
_____)	

DECLARATION OF CAMERON WINKLEVOSS

I, Cameron Winklevoss, hereby declare are follows:

1. Divya Narendra, Tyler Winklevoss, and I (“the Founders”) are the founders of the harvardconnection.com website, later renamed connectu.com. We conceived of this website as a for-profit venture, and our plan was to launch it first at Harvard and then to expand it to other colleges and universities.

2. By late October 2003, the Founders had been working on the harvardconnection.com website since December 2002 with substantial progress on, among other things, a number of front-end pages, the registration system and structure, a functional database, and back-end coding. In late October, the Founders were looking for a computer programmer who could assist us in finalizing our website for a launch before the end of 2003.

We were prepared to pay a programmer to work for us on a contract basis, but we preferred to find a talented programmer who would join our team as a partner and share in the financial rewards of the website project and partake in our overall business plan as a partner. Mark Zuckerberg came to our attention as a talented computer programmer who had previous experience in developing and launching a website. We concluded that offering Zuckerberg a spot on the Harvard Connection team would benefit him and the Founders. Zuckerberg could be a partner in a project that we expected to be a very popular online utility for the college and university community and that we believed had enormous growth potential. In return, the Founders would get a partner with demonstrated programming and website development and launch abilities, and, with his help, the website would expand to other colleges and universities and benefit everyone involved.

3. On or about November 3, 2003, Narendra obtained Zuckerberg's email address from a mutual friend and sent him an email offering him the opportunity to join the Harvard Connection team, which was then comprised of the three Founders, Narendra, my brother Tyler, and myself.

4. On or about November 4, 2003, I telephoned Zuckerberg about joining the Harvard Connection team as its fourth member. On that call, I explained that we were working on a website that needed to be completed by the end of 2003 and inquired whether (a) he was interested in being a part of a project, and (b) whether he was capable of completing what we needed done, which was to handle all the coding and technical requirements to complete and launch our yet to be described website. I told Zuckerberg that the website needed to be completed as soon as possible because we wanted to launch it in December 2003 and secure the first-mover advantage. During that teleconference, I suggested that Zuckerberg speak with

Victor Gao, Harvard Connection's programmer at that time, to see and learn about the site and the programming required, as well as learn about what his potential future role on our team would be. Zuckerberg said he was interested in learning more and would meet with Victor Gao.

5. On or about November 9, 2004, Zuckerberg met with Victor Gao in person for a private business meeting that lasted about two hours. The purpose was to discuss completing the Harvard Connection website. Victor showed Zuckerberg the Harvard Connection website in its then-current stage of development and explained the site and the Founders' business plans for it, including their plan to make the site an advertising platform and a revenue generator and to expand the site to colleges and universities beyond Harvard. At our instruction, Victor also explained to Zuckerberg that he could be paid for his work in completing the site as a contract programmer, like Victor himself, or that he could join the Harvard Connection development team with Divya, Tyler, and me and receive an equity stake in the website as our partner. Victor later reported to us that Zuckerberg was excited about the site and joining the team, that he understood the site and the work needed to complete it, that he was confident he could complete it quickly, and that he would provide a launch-ready website. Victor also told us that Zuckerberg said did not want to be paid as a contract programmer but rather had accepted our offer to become a full member of the Harvard Connection team as our partner.

6. On November 25, 2003, Tyler and I met with Zuckerberg in Harvard's Kirkland dining hall during an off-peak hour. The dining hall was almost entirely empty, and we sat in a private corner out of audible range. During that meeting, we discussed the harvardconnection.com website and our plans for it – further elaborating on what we had asked Victor to discuss with Mark – including our plan to make the site an advertising platform and a revenue generator and to expand the site to colleges and universities beyond Harvard.

Zuckerberg confirmed what Victor had reported to us -- that he had agreed to join the three of us on the Harvard Connection team, that he did not want to be paid in money as a contract programmer, and that he wanted to share in any profit and other benefits as a member of the team and a partner. That was acceptable to the Founders and consistent with the way we preferred to proceed and we confirmed our prior belief that an agreement had been reached to move forward with the project on this basis.

7. Because Zuckerberg was enthusiastic about the site, agreed to become a partner, showed that he understood both the idea and our business plan for the site, and said he understood what was needed to finish and launch the site, Tyler and I confirmed with Zuckerberg that he was officially a member of the team. We intended that, once Zuckerberg joined the team, the four of us would be partners, and Zuckerberg indicated by his words and actions that he shared that understanding and intention.

8. We asked Zuckerberg, as one of the four Harvard Connection team members, to (1) complete all coding and technical aspects of the Harvard Connection website for an immediate December 2003 launch; (2) participate in the management and control of the project; (3) suggest features for the web site; (4) help launch the site; (5) handle the technical requirements of the site; and (6) operate the site with us. Zuckerberg enthusiastically agreed to do these things. We agreed that Tyler, Divya and myself would handle all promotion, marketing, advertising sales, press and media relations, and business strategy for the site. Zuckerberg said that he would handle the technical side of the project, and that he expected to be able to make good progress towards completion of the site over the Thanksgiving break.

9. During the November 25, 2003 meeting, in exchange for Zuckerberg's agreement to do the things described in paragraph 8, Tyler and I offered Zuckerberg the following terms,

which he accepted: (1) to be one of four development team members; (2) an equal ownership interest in the Harvard Connection project and any and all benefits it yielded, divided among four partners; (3) equal say in the development, management, and control of the project; and (4) the opportunity to highlight the project on his resume and to fellow students. We told him that as a team member he would share in any financial benefits from the site, that the Founders would cover costs, and that he would participate, equally with the Founders, in the development, management, control, and operation of the website. He did not negotiate or ask to negotiate these terms, nor did he ask for anything more, in exchange for completing the website and participating in its launch, management and control, and operation, as described in paragraph ____.

He did not ask for a specific share of any profit, and accepted the equal ownership interest we offered him. The Founders believed that agreement had been reached on all these points, and Zuckerberg by his words and actions indicated that he accepted and agreed to structure our relationship this way.

10. After Zuckerberg accepted the Founders' offer to be a partner and the terms discussed, the Founders involved him equally in business planning, website design and development, and control of the project. The Founders entrusted Zuckerberg with the ideas of the Harvard Connection website, project, and enterprise, the website design and screens created to date, the Harvard Connection website user interface, the Harvard Connection Code, and the Harvard Connection launch execution strategy. We told him that we needed him to finish the website for a December 2003 launch, which was later changed to January 2004. We trusted him to complete the site and help us launch it, giving him broad control and discretion. In his role as a partner, Zuckerberg – the only team member with programming expertise – had full control over the completion of the site and when (or whether) it would launch.

11. At many points in our relationship, the Founders explained to Zuckerberg the critical importance of being the first to market with respect to the website's particular market. Zuckerberg replied in these instances, both verbally and by nodding his head in agreement, that he both understood and agreed with that notion. To this end, it was clear that Mark understood the necessity of keeping all things relating to the Harvard Connection website and business private and confidential in order to preserve the website's competitive advantage.

12. On December 18, 2003, Tyler, Divya, and I met with Zuckerberg in his dorm room, at his suggestion. No one else except the four of us was present. Zuckerberg assured us that the Harvard Connection website was essentially complete. During the meeting, the four of us brainstormed ideas for Harvard Connection website, including ways to draw people to the site, additional functionality, and overall ideas for the site's business model. We discussed the business model in a frank and open way. We discussed how valuable the site could be as an advertising base. We told Zuckerberg that we still wanted to launch the website by the end of December 2003, and that our focus was to launch the website rather than amend the original business plan at that time. Zuckerberg assured us that he was still working on the site, and that it was almost complete. This statement was bolstered by the presence of a dry erase board in his room with the words "Harvard Connection" written on it above multiple lines of programming code, that Zuckerberg said were for our website development.

13. On or about December 24, 2003, Zuckerberg and I spoke by telephone regarding the Harvard Connection website, including the status of the website and launch logistics. Zuckerberg confirmed that he was close to completing the site. I told Zuckerberg that we now wanted to launch the website in January 2004, as December was almost over. Zuckerberg confirmed that he would endeavor to meet that timeline.

14. On January 14, 2004, the Founders met with Zuckerberg in the Kirkland Dining Hall, again during off-peak hours, in a private corner, out of audible range. At this meeting, Zuckerberg noted that he had a lot of school work and was working on other “personal projects,” but assured us that the site was near completion, especially the back-end, and he said he would continue work on the website, though the launch date would most likely be pushed further into the future. Among the topics discussed with Zuckerberg were functionality for the site, as well as marketing, server space, and graphics. During this meeting, I also suggested and offered to make him the focal point of an article in the *Harvard Crimson* about the website’s launch, in an effort to improve his public image after the Facemash debacle in early November, for which he had received much negative coverage in the *Harvard Crimson*, and was called in front of the Harvard Administrative Board amid student outcry. I stressed how this could be very positive for his reputation, and make him a hero on campus. Zuckerberg suggested contacting his friends who worked at the *Harvard Crimson* to help obtain coverage for the site. He never indicated that he would no longer participate in the management and control of the project, or stop coding the website. Because exam period was beginning, we agreed to touch base in early February to continue work on the website.

15. Zuckerberg never told the Founders that he stopped working on the Harvard Connection website before he launched thefacebook.com website.

16. Before February 2004, Zuckerberg never complained that he was not being included in development, management, and control, that he was not being treated as a partner, that he wanted to be paid in money instead of equity and the other benefits he accepted, that he wanted more than an equal share of any profits or other benefits from the website, that he lacked

influence or control over the development and management of the website, or that unreasonable demands were being placed on him.

17. If Zuckerberg had done the things he agreed to do and remained on the Harvard Connection team, and if the harvardconnection.com website had yielded any profit, Zuckerberg would have received 25% of such profits because the Founders and Zuckerberg had agreed on equal ownership divided among four partners. If Zuckerberg had remained on the Harvard Connection team, his equal ownership share of the profits could have increased if any of the Founders chose to take less than 25%, as Divya Narendra did in August 2005, when he took only 5%. If Zuckerberg had remained on the Harvard Connection team, his equal ownership share of any profits could have been reduced to less than 25% only if he agreed.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. This Declaration is executed on the 21 day of September 2007.

/s/ Cameron Winklevoss
Cameron Winklevoss