

EXHIBIT 1

**TO DECLARATION OF ANASTASIA M. FERNANDS IN SUPPORT OF
PLAINTIFFS' OPPOSITION TO DEFENDANTS' MOTION FOR SUMMARY JUDGMENT**

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:

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the partnership would be?

A. Other than the fact that he was an equal partner on ConnectU and given full creative control and full input into what the product could and should be, there was not a specific discussion about specific amounts of equity at that time.

Q. Was there ever discussions stating that he was an equal partner?

A. As I said, we invited him to be part of the team. We invited him to contribute. He agreed to contribute, end of story.

Q. And where I'm focusing now is the word "equal."

A. Uh-huh.

Q. So did you ever tell Mr. Zuckerberg he would be an equal partner?

A. Well, I think the fact that we gave him our whole source code, gave him creative control, gave him full, you know -- asked him for multiple input would certainly lend to the word "equal." There was no one-way dialogue. In fact, if anything, it was skewed in his favor. And so he had more than enough reason to believe that it was

01:06:14 1 you know, the first sort of remuneration
01:06:17 2 that he would receive from that would be, as
01:06:19 3 I said, the benefit to his reputation. And
01:06:23 4 we also talked about the -- you know, the
01:06:29 5 potential of an advertising platform. And
01:06:31 6 certainly if there's money that would come
01:06:33 7 through with that, that it would be
01:06:35 8 distributed among the partnership.

01:06:39 9 Q. And so that specific point was discussed
01:06:41 10 with Mr. Zuckerberg in that second meeting?

01:06:43 11 A. At this -- this specific -- okay. I
01:06:50 12 think -- at that point, right, the website
01:06:53 13 was far from launched. So there's no actual
01:06:56 14 revenue model, like it's not generating
01:06:58 15 dollars on that day, okay? So he does work,
01:07:02 16 and the first sort of compensation, the
01:07:05 17 first light at the end of the tunnel is the
01:07:06 18 prestige, the quasi celebrity status of
01:07:10 19 being part of this great product all around
01:07:14 20 campus and everybody knowing who you are,
01:07:15 21 and then --

01:07:16 22 Q. Hold on. And you discussed that issue with
01:07:18 23 him?

01:07:18 24 A. Right.

01:07:19 25 Q. Now, what other issues --

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A. Okay.

Q. -- did you discuss about what he would get out of it?

A. And then we also discussed and Victor discussed with him prior to this second meeting that it was -- there's a very large advertising potential. And Mr. Zuckerberg was fully aware of how sites work and hits and how that correlates to money. And we -- he was certainly aware of --

Q. Hold on. My question is, what did you tell him, not what you think he understood. What did ConnectU or HarvardConnection tell Mr. Zuckerberg about what he would get out of the deal?

A. That he --

Q. I got the reputation thing.

A. Yeah.

Q. What else did you tell him?

A. That he would reap any and all benefits that would come along with being a part of the HarvardConnection team, whether it be monetary, money, prestige, fame, whatever it is, he would get any and all. It was completely explicit there.

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question.

MR. HAWK: Well, thank you for your advice. Let me ask the question again because I don't think I got an answer to it, in all fairness.

BY MR. HAWK:

Q. Did you ever have a conversation with Mr. Zuckerberg in which you communicated to him that he would receive an equal partnership share in HarvardConnection and that his share would be equal to his contribution?

A. I think it was clear in our second meeting that he would -- as I mentioned before earlier, I mean, we've gone over this question multiple times, and I'm starting to believe that it's not because my answer is not correct, but that the answer is -- you guys don't want to seem to take my answer. And the answer is simple. Mr. Zuckerberg was invited to become part of a team. He became -- he agreed to become part of that team.

It was an equal opportunity partnership. Each person had respective contributions, and down the road as those

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contributions increased or decreased we would certainly have attached what you call, you know, more of a specific allocation, okay? At that time it was an equal allocation, okay? You're at the starting gate of a race. You can't predict who's going to be the winner, who's going to pull the most.

So -- and I would go so far as to say that actually his compensation was initially perhaps larger than ours because we made it very clear to him that we wanted him to be the center point in the Crimson article at the launch of the site and that he would be sort of reinventing his character, which we would not be a part of. So from some accounts you could say that it was skewed in his favor.

Q. Okay.

A. But --

Q. Are you finished?

A. -- to the extent, that, again, we're college students and this is a team, a project, Mr. Zuckerberg has reapportioned shares and aspects of this company multiple times.

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A. Well, I think your question should be did he -- did we have a discussion for Mr. Zuckerberg to get a share of the partnership, okay?

Q. Well, I wanted to ask my question, Mr. Winklevoss. I ask you the question.

A. No, you asked me --

Q. I don't want you --

A. -- did he say --

Q. -- to reformulate my question.

A. You know, equal partnership with respect to a partnership based on equality, meaning people's contributions would be weighed accurately and you would divvy out equity based on contribution in an equal manner, yes, we had an equal partnership by that definition, to answer your question.

Q. Okay. Now, my question was not about the kind of partnership you had. My question was about whether you ever had any discussion along the lines of --

A. Yeah.

Q. -- you just testified -- let me finish.

Did you ever have that discussion with Mr. Zuckerberg?

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A. Yes, as I said before, we -- in the second meeting we discussed people's respective roles. Everybody was on an equal playing field. That's why I'm referring to it as an equal partnership, if you will, okay, or equal team, based on contributions. If contributions six months down the road were unequal, then the partnership, you know, would certainly change in scope. But everybody was equal in terms of what they brought to the table, what they can contribute. So to answer your question, yes, we did have a discussion about equal partnership.

Q. Okay. And you had that discussion with --

A. Not using the word "partner."

Q. Okay. But you had the discussion about equal shares of HarvardConnection based on contribution, you had that discussion with Mr. Zuckerberg in your second meeting with him, correct?

A. Yes. We --

Q. Okay.

A. -- went through the fact that he would reap in an equal manner any and all benefits that