

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

CONNECTU, INC., CAMERON WINKLEVOSS,
TYLER WINKLEVOSS, AND DIVYA
NARENDRA,

Plaintiffs,

v.

FACEBOOK, INC., MARK ZUCKERBERG,
EDUARDO SAVERIN, DUSTIN MOSKOVITZ,
ANDREW MCCOLLUM, AND THEFACEBOOK
LLC,

Defendants.

Civil Action No. 1:07-cv-110593 (DPW)

District Judge Douglas P. Woodlock

Magistrate Judge Robert B. Collings

**DECLARATION OF MEREDITH H. SCHOENFELD IN SUPPORT OF
FIRST AMENDED COMPLAINT**

I, Meredith H. Schoenfeld, declare as follows:

I am an attorney with the law firm of Finnegan, Henderson, Farabow, Garrett & Dunner, LLP, counsel for Plaintiff ConnectU, Inc. and Cameron Winklevoss, Tyler Winklevoss, and Divya Narendra (“collectively ConnectU”). I make this Declaration in support of the First Amended Complaint. I am an active member in good standing of the Bars of the State of California and the District of Columbia. I have personal knowledge of the facts stated therein and if called as a witness, could and would competently testify thereto.

1. There are no Exhibits 48, 49, 57, 77, 79 to the First Amended Complaint.
2. Exhibit 1 to the First Amended Complaint is a true and correct copy of the Limited Liability Company Operating Agreement of ConnectU, LLC, bearing bates numbers C011285-C011335.

3. Exhibit 1a to the First Amended Complaint is a listing of Harvard Connection ideas used by facebook.com
4. Exhibit 2 to the First Amended Complaint is a true and correct copy of the Plan and Agreement of Merger of ConnectU, LLC, A Delaware Limited Liability Company into ConnectU, Inc., a Connecticut Corporation bearing bates numbers C0011593-597.
5. Exhibit 3 to the First Amended Complaint is a true and correct copy of the Second Amended Complaint in *Facebook, Inc. v. Saverin*, Case No. 105-CV-039867, Superior Ct. of Cal., Santa Clara, filed on March 7, 2006.
6. Exhibit 4 to the First Amended Complaint is a true and correct copy of the Cross-Complaint filed in *Facebook, Inc. v. Saverin* on April 24, 2006.
7. Exhibit 5 to the First Amended Complaint is a true and correct copy of an email from the Association of Black Harvard Women on November 2, 2003, bearing bates number FACE002516.
8. Exhibit 6 to the First Amended Complaint is a true and correct copy of an email from Fuerza Latina to Mark Zuckerberg on November 3, 2003, bearing bates number FACE002512-13.
9. Exhibit 7 to the First Amended Complaint is a true and correct copy of an article published in the Harvard Crimson on November 4, 2003 entitled "Hot or Not? Website Briefly Judges Looks."
10. Exhibit 8 to the First Amended Complaint is true and correct copy of a letter from Kirkland House, Harvard University on November 20, 2003, bearing bates number TFB006964.
11. Exhibit 9 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to Divya Narendra on November 3, 2003, bearing bates numbers C004632-33.

12. Exhibit 10 to the First Amended Complaint is a true and correct copy of an email from Divya Narendra to Mark Zuckerberg on November 4, 2003, bearing bates number C004634.
13. Exhibit 11 to the First Amended Complaint is a true and correct copy of an email from Victor Gao to Mark Zuckerberg on November 9, 2003, bearing bates number FACE002618.
14. Exhibit 12 to the First Amended Complaint is a true and correct copy of an email from Divya Narendra to Mark Zuckerberg on November 12, 2003, bearing bates number C004837.
15. Exhibit 13 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to Victor Gao on November 22, 2003, bearing bates number FACE002724.
16. Exhibit 14 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to Divya Narendra on November 22, 2003, bearing bates number C004640.
17. Exhibit 15 to the First Amended Complaint is a true and correct copy of an email from Divya Narendra to Mark Zuckerberg on November 22, 2003, bearing bates number C004839.
18. Exhibit 16 to the First Amended Complaint is a true and correct copy of an email from Cameron Winklevoss to Tyler Winklevoss, Divya Narendra and Mark Zuckerberg on November 23, 2003, bearing bates number C009578.
19. Exhibit 17 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to Cameron Winklevoss on February 12, 2004, bearing bates number C008971.
20. Exhibit 18 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to Cameron Winklevoss on November 30, 2003, bearing bates numbers C004588-89.
21. Exhibit 19 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to Cameron Winklevoss on December 1, 2003, bearing bates number C004590.

22. Exhibit 20 to the First Amended Complaint is a true and correct copy of an email from Cameron Winklevoss to Mark Zuckerberg on December 6, 2003, bearing bates number C004595.
23. Exhibit 21 to the First Amended Complaint is a true and correct copy of an email from Cameron Winklevoss to Mark Zuckerberg on December 9, 2003, bearing bates number C004596.
24. Exhibit 22 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to Cameron Winklevoss and his rely on December 10, 2003, bearing bates number C004598.
25. Exhibit 23 to the First Amended Complaint is a true and correct copy of an email from Zuckerberg to himself on December 11, 2003, bearing bates number FACE002496.
26. Exhibit 24 to the First Amended Complaint is a true and correct copy of an email from Cameron Winklevoss to Mark Zuckerberg on December 20, 2003, bearing bates number C004610.
27. Exhibit 25 to the First Amended Complaint is a true and correct copy of an email from Cameron Winklevoss to Mark Zuckerberg on December 25, 2003, bearing bates number C004276.
28. Exhibit 26 to the First Amended Complaint is a true and correct copy of emails from Cameron Winklevoss to Mark Zuckerberg on January 2 and January 4, 2004, bearing bates numbers C004613-14.
29. Exhibit 27 to the First Amended Complaint is a true and correct copy of an email from Cameron Winklevoss to Mark Zuckerberg on January 6, 2004 and an email from Mark Zuckerberg to Cameron Zuckerberg on January 8, 2004, bearing bates number C004617.

30. Exhibit 28 to the First Amended Complaint is a true and correct copy of an email from Adam D'Angelo to Mark Zuckerberg on February 11, 2004, bearing bates numbers FACE002567-68.
31. Exhibit 29 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to Andrew McCollum on February 10, 2004, bearing bates numbers FACE002246-47
32. Exhibit 29a to the First Amended Complaint is a true and correct copy of an email from Cameron Winklevoss to Mark Zuckerberg on February 10, 2004, bearing bates number C004263.
33. Exhibit 30 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to Cameron Winklevoss on November 25, 2003, bearing bates number C004579.
34. Exhibit 31 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to Cameron Winklevoss on November 30, 2003, bearing bates numbers C004588-89.
35. Exhibit 32 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to Cameron Winklevoss on December 4, 2003, bearing bates number C004592.
36. Exhibit 33 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to Cameron Winklevoss on December 15, 2003, bearing bates number C004601.
37. Exhibit 34 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to Cameron Winklevoss on December 17, 2003, bearing bates number C004604.
38. Exhibit 35 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to Cameron Winklevoss on December 17, 2003, bearing bates number C004607.

39. Exhibit 36 to the First Amended Complaint is a true and correct copy of an email from Cameron Winklevoss to Mark Zuckerberg on December 20, 2003, bearing bates number C004277.
40. Exhibit 37 to the First Amended Complaint is a true and correct print-out of the lists of files on the CD bearing bates number TFB000086.
41. Exhibit 38 to the First Amended Complaint is a true and correct copy of an email from register@thefacebook.com to Mark Zuckerberg on December 29, 2006, bearing bates number FACE001772.
42. Exhibit 39 to the First Amended Complaint is a true and correct copy of an email from register@thefacebook.com to Mark Zuckerberg on December 30, 2003, bearing bates number FACE001773.
43. Exhibit 40 to the First Amended Complaint is a true and correct copy of a document entitled Whois Information for THEFACEBOOK.COM, bearing bates number C002813.
44. Exhibit 41 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to Eduardo Saverin on January 12, 2004, bearing bates number FACE004682.
45. Exhibit 42 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to Cameron Winklevoss on January 12, 2004, bearing bates number C004619.
46. Exhibit 43 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to Cameron Winklevoss on January 14, 2004, bearing bates number C004621.
47. Exhibit 44 to the First Amended Complaint is a true and correct copy of an email from register@thefacebook.com to Mark Zuckerberg on January 15, 2004, bearing bates number FACE001774.

48. Exhibit 45 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to himself on January 16, 2004, bearing bates number FACE000783.
49. Exhibit 46 to the First Amended Complaint is a true and correct copy of an email from Cameron Winklevoss to Mark Zuckerberg on January 19, 2004, bearing bates number C004265.
50. Exhibit 47 to the First Amended Complaint is a true and correct copy of an email from Cameron Winklevoss to Mark Zuckerberg on January 22, 2004, bearing bates number C004264.
51. Exhibit 50 to the First Amended Complaint is a true and correct copy of an email from Eric Stenshoel to Cameron Winklevoss on February 11, 2004, bearing bates numbers C002570-71.
52. Exhibit 51 to the First Amended Complaint is a true and correct copy of Facebook Defendants' Supplemental Responses to Plaintiff's First Set of Interrogatories.
53. Exhibit 52 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to John O'Keefe to The Administrative Board of Harvard College on February 17, 2004, bearing bates numbers HU000059-61.
54. Exhibit 53 to the First Amended Complaint is a true and correct copy of a letter from John O'Keefe to The Administrative Board of Harvard College on March 15, 2004, bearing bates numbers HU000077-87.
55. Exhibit 54 to the First Amended Complaint is a true and correct copy of an email from Dustin Moskovitz to team@thefacebook.com on April 5, 2004, bearing bates numbers FACE000122-123.

56. Exhibit 55 to the First Amended Complaint is a true and correct copy of an email from Eduardo Saverin to team@thefacebook.com on April 8, 2004, bearing bates numbers FACE000166-168.
57. Exhibit 56 to the First Amended Complaint is a true and correct copy of an article published by the *Stanford Daily* on March 4, 2004, bearing bates numbers C005743-46.
58. Exhibit 56a to the First Amended Complaint is a true and correct copy of pages from the Facebook, Inc. Valuation Report as of February 9, 2007, bearing bates numbers FBMA 0000001, FBMA 0000012 and FBMA 0000026.
59. Exhibit 56b to the First Amended Complaint is a true and correct copy of an article from *Software Only* entitled "Thefacebook: stunning numbers."
60. Exhibit 56c to the First Amended Complaint is a true and correct copy of an article from *The Harvard Crimson Online Magazine* entitled "How They Got Here" and an article from SiliconBeat entitled "Facebook gets in MySpace's face: targets high schools."
61. Exhibit 56d to the First Amended Complaint is a true and correct copy of an article from abcnews.com entitled "Facebook Open to All Internet Users."
62. Exhibit 56e to the First Amended Complaint is a true and correct copy of an entry from the Facebook Blog entitled "Thirty Million on Facebook."
63. Exhibit 56f to the First Amended Complaint is a true and correct copy of the traffic information for facebook.com according to the Alexa website.
64. Exhibit 56g to the First Amended Complaint is a true and correct copy of an entry from the Facebook Blog entitled "Facebook Photos Infastructure."
65. Exhibit 56h to the First Amended Complaint is a true and correct copy of the top website in the United States according to the Alexa website.

66. Exhibit 56i to the First Amended Complaint is a true and correct copy of a post on the *Internet Outsider* website entitled “Rumor of the Day: Microsoft for Facebook for \$6 Billion.”
67. Exhibit 56j to the First Amended Complaint is a true and correct copy of an email from Eduardo Saverin to team@thefacebook.com on April 6, 2004, bearing bates numbers FACE000130-131.
68. Exhibit 58 to the First Amended Complaint is a true and correct copy of a letter from Eric Stenshoel to John Hornick on July 1, 2004.
69. Exhibit 59 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to Andrew McCollum on October 6, 2004, bearing bates numbers FBCA000517-518.
70. Exhibit 60 to the First Amended Complaint is a true and correct copy of an email from Andrew McCollum to Mark Zuckerberg on February 3, 2004, bearing bates numbers FACE002069-70.
71. Exhibit 61 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to Andrew McCollum on May 6, 2004, bearing bates number FACE002239.
72. Exhibit 62 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to John Patrick Walsh on May 22, 2004, bearing bates number FBCA028906.
73. Exhibit 63 to the First Amended Complaint is a true and correct copy of “Table 1: Investments to Present Date bearing bates numbers TFB002234-35.”
74. Exhibit 64 to the First Amended Complaint is a true and correct copy of an email from Dustin Moskovitz to kirkland-list@hcs.harvard.edu on February 4, 2004, bearing bates numbers FACE001178-79.

75. Exhibit 65 to the First Amended Complaint is a true and correct copy of Dustin Moskovitz's biography on Facebook.com.
76. Exhibit 66 to the First Amended Complaint is a true and correct copy of a Harvard *Crimson* article published on February 24, 2005 entitled "Business, Casual."
77. Exhibit 67 to the First Amended Complaint is a true and correct copy of "Table 3: Optionholders by Year bearing bates numbers TFB002347-48."
78. Exhibit 68 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to Eduardo Saverin on February 2, 2004, bearing bates number FACE004678.
79. Exhibit 69 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to Noah Kivett on March 22, 2004, bearing bates numbers FACE000076-77.
80. Exhibit 70 to the First Amended Complaint is a true and correct copy of an email from Eduardo Saverin to Mark Zuckerberg on February 11, 2006, bearing bates number FACE001360.
81. Exhibit 71 to the First Amended Complaint is a true and correct copy of an email from Eduardo Saverin to Mark Zuckerberg on February 11, 2004, bearing bates number FACE000586.
82. Exhibit 72 to the First Amended Complaint is a true and correct copy of the Agreement and Assignment of rights by Sanjay Mavinkurve to ConnectU LLC in January 2006, bearing bates numbers C011340-47.
83. Exhibit 73 to the First Amended Complaint is a true and correct copy of the Assignment of rights by Joseph Jackson to ConnectU LLC on August 4, 2004, bearing bates number C011336.

84. Exhibit 74 to the First Amended Complaint is a true and correct copy of the Assignment of rights by Victor Gao to ConnectU LLC on August 4, 2004, bearing bates numbers C01133.
85. Exhibit 75 to the First Amended Complaint is a true and correct copy of the Certificate of Registration of Harvard Connection Code with the U.S. Copyright Office on October 15, 2004, bearing the bates numbers C004842-C004846.
86. Exhibit 76 to the First Amended Complaint is a true and correct copy of a May 28, 2004 article from the Harvard *Crimson* entitled "Online Facebooks Duel Over Tangled Web of Authorship."
87. Exhibit 78 to the First Amended Complaint is a true and correct copy of page 9 of the Facebook, Inc. Valuation Report of April 27, 2006, bearing bates number FBMA 0000102.
88. Exhibit 80 to the First Amended Complaint is a true and correct copy of the Facemash Online Journal.
89. Exhibit 81 to the First Amended Complaint is a true and correct copy of an email from Howard Winklevoss to Cameron Winklevoss on January 31, 2003 bearing bates numbers C004792-93.
90. Exhibit 82 to the First Amended Complaint is a true and correct copy of an email from Christopher Lentz to Cameron Winklevoss on January 7, 2004, bearing bates numbers C06955-59.
91. Exhibit 83 to the First Amended Complaint is a true and correct copy of an email from Mark Zuckerberg to Eduardo Saverin on May 7, 2004, bearing bates numbers FACE004433-34.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: August 8, 2007

Respectfully submitted,

/s/ Meredith H. Schoenfel

John F. Hornick (*pro hac vice*)

Margaret A. Esquenet (*pro hac vice*)

Meredith H. Schoenfeld (*pro hac vice*)

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Attorneys for Plaintiffs

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Winklevoss, and Divya Narendra

CERTIFICATE OF SERVICE

I hereby certify that this document 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 8, 2007.

/s/ John F. Hornick
John F. Hornick