

IN THE UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF MASSACHUSETTS

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

Plaintiff,

v.

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

Defendants.

Civil Action No. 1:07-CV-10593-DPW

**DEFENDANT MARK ZUCKERBERG'S MOTION TO DISMISS PURSUANT TO
FED.R.CIV.P. 12(B)(6) AND ANY OTHER RULE OR POWER THE COURT DEEMS
APPROPRIATE IN ITS SOUND DISCRETION**

Pursuant to Rules 12(b)(6) of the Federal Rule of Civil Procedure, and any other rule or power the Court deems appropriate in its sound discretion, Defendant Mark Zuckerberg moves to dismiss ConnectU Inc.'s first (breach of contract), second (breach of the implied covenant of good faith and fair dealing), third (fraud), fourth (promissory estoppel) and fifth (breach of fiduciary duty) claims for relief. Dustin Moskovitz, Andrew McCollum and the Facebook entities join in this Motion.

Plaintiffs' First Amended Complaint does not cure most, if any, of the defects described in the Defendants' April 23, 2007, motions to dismiss. Dkt. Nos. 16, 17, 18.

ConnectU's FAC also fails for the following reasons: a) ConnectU does not own the rights it is asserting against Zuckerberg; b) the first, second, third, fourth and fifth claims (breach of contract, breach of the implied covenant of good faith and fair dealing, fraud, promissory estoppel and breach of fiduciary duty, respectively) do not show a sufficiently definite promise or duty to support its claims; c) the fraud claim does not establish the requisite elements; and d) the fraud and fiduciary duty claims are time-barred.

CERTIFICATION PURSUANT TO LOCAL RULE 7.1(A)(2)

Counsel for the Individual Defendants certifies that pursuant to Local Rule 7.1(a)(2) they met and conferred with counsel for Plaintiffs and Defendant Eduardo Saverin regarding this motion on August 27, 2007, via telephone conference.

Dated: August 29, 2007.

Respectfully submitted,

/s/ I. Neel Chatterjee /s/

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CERTIFICATE OF SERVICE

I hereby certify that this document(s) 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 29, 2007.

Dated: August 29, 2007.

Respectfully submitted,

/s/ I. Neel Chatterjee /s/

I. Neel Chatterjee