

IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF MICHIGAN

THE WEATHER UNDERGROUND, INC.,  
a Michigan corporation,

Plaintiff,

vs.

Case No. 2:09-CV-10756  
Hon. Marianne O. Battani

NAVIGATION CATALYST SYSTEMS, INC.,  
a Delaware corporation; CONNEXUS CORP.,  
a Delaware corporation; FIRSTLOOK, INC.,  
a Delaware corporation; and EPIC MEDIA  
GROUP, INC., a Delaware corporation,

Defendants.

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**SECOND DECLARATION OF DAVID GRAFF IN SUPPORT OF  
EPIC MEDIA'S MOTION FOR SUMMARY JUDGMENT**

I, David Graff, declare as follows:

1. I am over the age of eighteen and am the General Counsel of The Epic Media Group, Inc. (“Epic Media”), defendant in this matter. In my role as General Counsel, I am familiar with the acquisition of Connexus Corporation and its subsidiaries (collectively “Connexus” unless otherwise indicated) and the overall legal structure and management of Epic Media and its subsidiaries.

2. In addition, I was designated as the 30(b)(6) designee for Epic Media on the following topics requested by Plaintiff: (i) the agreement between Epic Media and Connexus; (ii) the acquisition of Connexus; (iii) the creation and operation of Emerald Acquisition Group One (“Emerald”); and (iv) the governance structure of Epic Media and its subsidiaries. To prepare for that deposition, I reviewed various company documents that pertain to these topics and consulted with other corporate officers to educate myself as much as possible. I appeared for deposition on June 24, 2011.

3. Based on the foregoing, I have personal knowledge of the facts stated herein except where stated on information and belief, and, as to those matters, I believe them to be true.

4. As I explained during my deposition, Epic Media and its subsidiary, Connexus Corporation, transfer cash between the two entities.

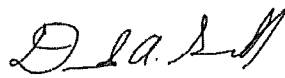
5. The inter-company cash transfers are recorded and treated as legitimate obligations. Put differently, the company that owes money treats the debt as an “account payable” and the company that is owed the money treats the debt as an “account receivable.”

6. Concurrently filed under seal as Exhibit L is a true and correct copy of a document entitled “Cash-Intercompany Receivable-Payable” which was produced as

EPIC005952 in this matter. This is the document that Epic Media uses to record and track the inter-company transfers between Epic Media and Connexus.

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

Executed on this 30<sup>th</sup> day of August 2011 at New York, NY.



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David Graff

**CERTIFICATE OF SERVICE**

I hereby certify that on August 30, 2011, I electronically filed the foregoing paper with the Court using the ECF system which will send notification of such filing to the following:

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*/s/William A. Delgado*

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