

EXHIBIT A

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN

THE WEATHER UNDERGROUND, INC.,)
a Michigan Corporation,)

Plaintiff,)

vs.)

Case No. 2:09-CV-10756

NAVIGATION CATALYST SYSTEMS,)
INC., a Delaware corporation;)
BASIC FUSION, INC., a Delaware)
corporation; CONNEXUS CORP., a)
Delaware corporation; and)
FIRSTLOOK, INC., a Delaware)
corporation,)

Volume I

Defendants.)
_____)

DEPOSITION OF DAVID GRAFF

New York, New York

Friday, June 24, 2011

Reported by: Danielle Grant

NDS Job No.: 143388

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DEPOSITION OF DAVID GRAFF, held at the
offices of Butzel Long, 380 Madison Avenue, New
York, New York, on Friday, June 24, 2011, at 10:09
a.m., pursuant to Notice before Danielle Grant, a
Shorthand Reporter and Notary Public of the State
of New York.

1 Act.

2 Q All right. And when did that
3 litigation get resolved relative to the May
4 consummation of the merger?

5 A The Beyond Systems litigation?

6 Q Correct.

7 A It's still pending.

8 Q Is it still pending?

9 A Yeah.

10 Q And is that a suit that remains
11 between Beyond Systems and the Connexus Group
12 of companies, or has Epic been pulled into that
13 litigation?

14 A Epic has not been pulled into
15 it; it's a suit between -- as you just said,
16 it's a suit against Connexus and/or Traffic
17 Marketplace. And my apologies, I would have to
18 look at the caption again to -- to remember.

19 Q At the time of the merger, what
20 were the companies under the Connexus umbrella?

21 A Prior to the acquisition, my
22 understanding is that Connexus had a number of
23 subsidiaries; a subsidiary called Traffic
24 Marketplace, a subsidiary called First Look, a
25 subsidiary called Net Blue or Net Blue Vietnam.

1 And then underneath those three
2 subsidiaries were additional subsidiaries.
3 Underneath Traffic Marketplace, I believe there
4 were three subsidiaries. Underneath First
5 Look, there were a number of subsidiaries. And
6 underneath Net Blue Vietnam -- well, actually,
7 off the top of my head, I don't think -- I'm
8 not -- I'm not sure if there was a subsidiary
9 under Net Blue Vietnam. I would have to go
10 back and look at the corporate org chart.

11 Q Do you recall what the
12 subsidiaries were under Traffic Marketplace?

13 A I believe there was a subsidiary
14 also called Traffic Marketplace under the
15 subsidiary Traffic Marketplace. And there were
16 two others whose names I do not recall off the
17 top of my head.

18 Q And what about First Look?

19 A First Look had, if I recall
20 correctly, two subsidiaries. Navigation
21 Catalyst Systems was one. Basic Fusion was
22 another. Excuse me, they might have had -- I
23 believe they had a third subsidiary called
24 Global Quest.

25 Q All right. That's a -- that's a

1 new one that I haven't heard before.

2 What -- what, if anything, did
3 Global Quest do at that time?

4 A Global Quest owned a majority
5 stake 95 percent of a company called April C.

6 VIDEOGRAPHER: Stand by, please.

7 The time on the video monitor is
8 11:07. We are going off the record
9 and this concludes Tape No. 1.

10 (Whereupon, at 11:07 a.m., a
11 recess was taken to 11:20 a.m.)
12 (The deposition resumed with all
13 parties present.)

14 VIDEOGRAPHER: The time is
15 11:20. We are back on the record and
16 this is the beginning of Tape No. 2.
17 You may continue.

18 BY MR. CLARK:

19 Q Very good. We were talking
20 about the companies under the First Look
21 umbrella and you identified Global Quest as a
22 95 percent owner in another company called
23 April C.

24 A That's correct.

25 Q All right. Any other companies

1 under First Look? We talked about Navigation
2 Catalyst and Basic Fusion and Global Quest.

3 A At the time of the acquisition,
4 I believe there were a few other companies, a
5 few other subsidiaries of First Look. One
6 called Marcado and another called Kasba. And I
7 believe that under those companies -- those two
8 companies were additional subsidiaries, one
9 called Nomen and one called Volurum.

10 Q All right. And what business,
11 if any, was Marcado involved in?

12 A None that I was aware of or that I
13 recall. I believe that Marcado, Kasba, Nomen
14 and Volurum was set up to facilitate
15 international expansion of First Look's
16 business, but they were never actually
17 utilized.

18 Q So, to your knowledge, as of the
19 time of the merger, anyway, they never
20 conducted any business activities?

21 A That's correct. That's my
22 understanding.

23 Q Did they do anything like
24 register domain names to your knowledge?

25 A No.

1 Q Do they still exist?

2 A It dissolved -- I dissolved

3 Nomen and Volurum. I'm intending to dissolve

4 Marcado and Kasba, I just frankly haven't done

5 it.

6 Q All right. Other than own

7 95 percent of April C, does Global Quest

8 conduct any business in and of itself?

9 A No.

10 Q All right. And is April C under

11 one of the other umbrellas that we talked

12 about, TM -- Traffic Marketplace, First Look,

13 or Net Blue Vietnam?

14 A No. I believe it -- to the best

15 of my recollection, I believe April C is just

16 under the First Look.

17 Q Under First Look?

18 A Under First Look.

19 Q And what business is conducted

20 by April C?

21 A April C is a registrar.

22 Q Of domain names?

23 A Correct.

24 Q Does it have any other business

25 purpose?

1 A No.

2 Q Does it generate any revenue?

3 A No. I don't believe it
4 generates any revenue, or certainly any
5 significant revenue.

6 Q Are there any other companies
7 under April C to your knowledge?

8 A No.

9 Q Does April C service any other
10 companies under the Connexus umbrella? In
11 other words, if it registers domain names, does
12 it register the domain names for another one of
13 the companies up the chain?

14 A No. It would only register
15 domain names for First Look.

16 Q When did April C begin
17 registering domain names if you know?

18 A April C was created, you know,
19 prior to the acquisition. So, I don't know
20 exactly when April C first became operational
21 and first started registering domain names.
22 The -- if memory serves correct, it was not in
23 existence for a very long time prior to the
24 acquisition.

25 Q All right. Net Blue Vietnam,

1 does it have any subsidiary companies?

2 A I don't believe so. My only
3 hesitation is the combined corporate org chart
4 is complicated and I don't have it in front of
5 me. But I don't believe Net Blue Vietnam has
6 any subsidiaries. At least, I don't recall off
7 the top of my head.

8 Q What is the business of Net Blue
9 Vietnam?

10 A Really, it is just the corporate
11 entity that employs the folks that work in the
12 company's Vietnam office. The company has an
13 office in Vietnam.

14 Q Is there a primary business
15 function for the Vietnam group?

16 A They are primarily technology
17 people, technology support. In fact, I think
18 that's really the only function of the Vietnam
19 office is to provide technological support.

20 Q Have you heard of a company
21 called Metes, that's M-E-T-E-S?

22 A Yes.

23 Q What is Metes?

24 A Metes is a Luxembourg company
25 that I formed to assist with First Look's

1 international expansion.

2 Q And where is it based?

3 A Luxembourg. It's incorporated
4 in Luxembourg.

5 Q And is that under the First Look
6 umbrella or is that under another -- a
7 different umbrella?

8 A It is -- well, it's to be
9 used -- the purpose of Metes is to be used in
10 association with Metes. The structure is a
11 little different than that, because it's set up
12 through a company in Luxembourg that
13 facilitates the creation of Luxembourg
14 entities. So, it technically doesn't fall
15 under First Look.

16 Q Who owns it?

17 A It's owned by -- the way that
18 it's set up, it's owned by a company called One
19 Luxembourg. And it's certainly -- it's
20 essentially controlled by First Look, which is
21 why I'm saying it technically doesn't fall
22 under First Look, just from the legal structure
23 point of view.

24 Q And what specifically does Metes
25 assist First Look in with respect to overseas

1 development?

2 A Well, the concept at the time
3 was to the extent that First Look wanted to
4 expand its business internationally and
5 essentially have, you know, somewhat parallel
6 structures on an international basis. So --
7 so, if it were seeking international traffic
8 and registering international domains, it would
9 just serve as the registrant, right, as opposed
10 to NCS.

11 There haven't -- there aren't
12 very many domains that have been -- for which
13 Metes is the registrant. It's not something
14 that we really sort of kicked off with any
15 degree of fervor, for lack of a better word.
16 But that was its intended purpose -- or is its
17 intended purpose.

18 Q We talked about April C being a
19 registrant?

20 A A registrar.

21 Q A registrar as opposed to
22 registrant, okay.

23 And Navigation Catalyst is also
24 a registrant?

25 A Correct.

1 Q Okay. Does April C act as a
2 registrar for any particular entity that we
3 have talked about?

4 A Well, April C acts as a
5 registrar for First Look, just the same way
6 that Basic Fusion has acted as a registrar for
7 First Look.

8 Q Any idea why there were two
9 registrar companies established under the First
10 Look umbrella?

11 A Well, the companies were
12 established prior to the acquisition, so I
13 wasn't around for their creation. My
14 understanding is that one was essentially for,
15 you know, U.S., we'll call it domestic
16 registrations. And the other was going to be
17 used for international registrations.

18 Q April C?

19 A Correct. That's correct.

20 Q Let's talk about post merger up
21 until the present time. Have there been any
22 companies added, either under the Epic or
23 Connexus umbrellas that we haven't talked
24 about? And when I say "added," created and
25 utilized by --

1 A I understand your question, I'm
2 just thinking.

3 Q All right.

4 A No.

5 Q Other than the ones you have
6 talked about dissolving -- Mercado, Kasba, and
7 I think there were two other ones, Volurum and
8 any other ones -- any others dissolved or on
9 the slate to be dissolved?

10 A Mercado and Kasba have not yet
11 been dissolved, but they are on the slate to be
12 dissolved. Bazaar Advertising has been
13 dissolved, but that was prior to the
14 acquisition. There have been no other
15 companies dissolved -- that have been
16 dissolved.

17 Q Let's talk about the corporate
18 structure after the merger of the Connexus
19 side.

20 We took the deposition of Art
21 Shaw last week or the week before, it all runs
22 together. He indicated that he became the CEO
23 of Epic Media after the merger, and that Don
24 Mathis was the president. And now we know that
25 Don Mathis is -- is now also the CEO, and that