

EXHIBIT D

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

THE WEATHER UNDERGROUND, INC.,
a Michigan corporation,

Plaintiff,

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

vs.

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

Defendants.

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**NAVIGATION CATALYST SYSTEMS, INC.'S OBJECTIONS AND RESPONSES TO
FIRST SET OF REQUESTS FOR PRODUCTION**

Pursuant to Federal Rule of Civil Procedure 34, defendant Navigation Catalyst Systems, Inc. (“NCS”) hereby objects and responds to Plaintiff The Weather Underground, Inc.’s (“WU”) First Set of Requests for Production (“Requests”) as follows:

General Objections

The following general objections to WU’s Requests are incorporated by reference into each and every response to each individual Request as though fully set forth therein:

1. NCS objects to the Request to the extent it seeks to impose obligations on it greater than or more extensive than those required by the Federal Rules of Civil Procedure.
2. NCS objects to the Requests to the extent it calls for the production of documents subject to the attorney-client privilege, the attorney work-product doctrine, or any other applicable privileges. NCS will not produce such privileged information. The inadvertent production of privileged documents by NCS shall not constitute a waiver of any applicable privilege nor shall the provision of any information be construed as a waiver of any objection to the admissibility of such information.
3. NCS objects to the definition of “You,” “Your,” “NCS,” and “Defendant” as overbroad. NCS shall interpret these words to refer solely to NCS.
4. NCS objects to the Request to the extent it is vague and ambiguous.
5. NCS objects to the Request to the extent it is overly broad, unduly burdensome and oppressive.
6. NCS objects to the Requests to the extent it seeks documents which are not relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence.

7. NCS objects to the Request to the extent it seeks documents equally or more available to, or already in the possession, custody or control of WU.

8. NCS objects to the Request on the ground and to the extent it seeks trade secret, proprietary or otherwise confidential information.

9. NCS objects to the Request to the extent individual requests are duplicative of each other.

10. NCS objects to the Request to the extent it seeks documents not in its possession, custody or control.

11. NCS objects to the Request to the extent it fails to describe specifically each document or reasonably particularize each category of documents requested.

12. NCS objects to the Request on the ground that discovery is continuing in this action, and NCS has not completed its factual investigation. These responses are made in good faith and after diligent inquiry into the facts and information now known to NCS. However, documents that may be responsive to the Request may not yet have been discovered. Accordingly, without asserting an obligation to do so, and without waiving the objections asserted herein, NCS reserves the right to amend and/or supplement its responses as and when additional information and/or documents are discovered. Additionally, because NCS's responses are based upon information which they have identified to date, they do not preclude NCS from relying on facts or documents discovered or generated pursuant to subsequent investigation and discovery.

13. NCS's objections to the production of any document or category of documents described in the Request, or agreement to produce any such documents, is not and shall not be construed as an admission by NCS that any such documents or category of documents exist. Where NCS indicates that it will produce responsive documents, such documents will be produced if and to the extent any such documents are in its possession, custody or control.

14. In providing responses and objections to WU's Request, NCS expressly reserves all of their objections to the use of the responses herein, including but not limited to objections as to the competency, relevance, materiality, and admissibility thereof.

Specific Requests for Production

1. Produce all Documents and other Communications referred to or related to your response to Plaintiff's First Interrogatories.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; it does not describe the documents requested with sufficient particularity; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

Subject to and without waiving the foregoing objections, NCS responds as follows: NCS is preparing its internal registration software modules for production. The blacklist database accompanies these responses.

2. Produce all Communications between Defendant and anyone, internal or external to Defendant, regarding or relating to the claims asserted in the above-captioned Complaint.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is overly broad, unduly

burdensome and harassing; it calls for the production of documents that are neither relevant to this action nor reasonably calculated to lead to the discovery of admissible evidence; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

Subject to and without waiving the foregoing objections, NCS responds as follows: NCS is searching for non-privileged, responsive documents in its possession, custody, and/or control and will produce such documents, if any.

3. Produce all business plans, including drafts, for Defendant and all documents gathered and relied upon in the preparation of the same.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; it is overly broad, unduly burdensome and harassing; it calls for the production of documents that are neither relevant to this action nor reasonably calculated to lead to the discovery of admissible evidence; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

4. Produce all Communications between Defendant and any other person or entity concerning business plans for Defendant and all Documents gathered and relied upon in the preparation of the same.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; it is overly broad, unduly burdensome and harassing; it calls for the production of documents that are neither relevant to this action nor reasonably calculated to lead to the discovery of admissible evidence; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

5. Produce all Communications with investors, potential investors or agents for same regarding or relating to Defendant.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; it is overly broad, unduly burdensome and harassing; it calls for the production of documents that are neither relevant to this action nor reasonably calculated to lead to the discovery of admissible evidence; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

6. Produce all Documents related to presentations or sales pitches given to third parties or potential investors.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; it is overly broad, unduly burdensome and harassing; it calls for the production of documents that are neither relevant to this action nor reasonably calculated to lead to the discovery of admissible evidence; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

7. Produce financial statements, profit and loss statements, balance sheets, and accounting information for Defendant.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is overly broad, unduly burdensome and harassing, particularly as to time; it calls for the production of documents that are neither relevant to this action nor reasonably calculated to lead to the discovery of admissible evidence; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

Subject to and without waiving the foregoing objections, NCS responds as follows: Together with this response, NCS has produced a report which shows the revenues NCS received from the monetization of the domain names at issue in this matter.

8. Produce all tax returns, including both state and federal, for Defendant from inception to present.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; it is overly broad, unduly burdensome and harassing; it calls for the production of documents that are neither relevant to this action nor reasonably calculated to lead to the discovery of admissible evidence; it is protected from disclosure by the tax privilege; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

9. Produce all Documents related to Defendant's initial capitalization.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is overly broad, unduly burdensome and harassing; it calls for the production of documents that are neither relevant to this action nor reasonably calculated to lead to the discovery of admissible evidence; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

10. Produce all Documents regarding or relating to bank accounts held by and accounting records for Defendant from inception to present.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; it is overly broad, unduly burdensome and harassing; it calls for the production of documents that are neither relevant to this action nor reasonably calculated to lead to the discovery of admissible evidence; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

Subject to and without waiving the foregoing objections, NCS responds as follows: Together with this response, NCS has produced a report which shows the revenues NCS received from the monetization of the domain names at issue in this matter.

11. Produce all Documents regarding or relating to payments received, deposits, and accounts receivable for Defendant, including but not limited to any spreadsheets or accounting.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; it is overly broad, unduly burdensome and harassing; it calls for the production of documents that are neither relevant to this action nor reasonably calculated to lead to the discovery of admissible evidence; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

Subject to and without waiving the foregoing objections, NCS responds as follows:
Together with this response, NCS has produced a report which shows the revenues NCS received from the monetization of the domain names at issue in this matter.

12. Produce all employment or other work-related contracts between Defendant and its employees, officers and directors, from inception through present.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; it is overly broad, unduly burdensome and harassing; it calls for the production of documents that are neither relevant to this action nor reasonably calculated to lead to the discovery of admissible evidence; it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine; it seeks confidential information that would invade the legally protected rights of the identified individuals, including, but not limited to, their right to privacy.

13. Produce all Documents regarding corporate expenditures, reimbursements, salaries, employee payments and bonuses.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; it is

overly broad, unduly burdensome and harassing; it calls for the production of documents that are neither relevant to this action nor reasonably calculated to lead to the discovery of admissible evidence; it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine; it seeks confidential information that would invade the legally protected rights of the identified individuals, including, but not limited to, their right to privacy.

14. Produce all organizational charts or other Documents identifying employee, officer and/or director positions at Defendant's company from inception through present.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is overly broad, unduly burdensome and harassing; it calls for the production of documents that are neither relevant to this action nor reasonably calculated to lead to the discovery of admissible evidence; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

Subject to and without waiving the foregoing objections, NCS responds as follows: NCS has no responsive documents in its possession, custody, and/or control.

15. Produce corporate records of Defendant, including bylaws, articles, membership agreements, certificates of incorporation, stock certificates, license resolutions, minutes and all

Documents which evidence that Defendant has obeyed the corporate formalities in the operation of their business from inception to present.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; it is overly broad, unduly burdensome and harassing; it calls for the production of documents that are neither relevant to this action nor reasonably calculated to lead to the discovery of admissible evidence; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

Subject to and without waiving the foregoing objections, NCS responds as follows: NCS has produced responsive documents together with these responses and is searching for additional responsive documents.

16. Produce all Documents related to the business relationship between NCS and Basic Fusion. Inc., NCS and Connexus Corp., and NCS and Firstlook, Inc., including but not limited to:

- a. Documents showing money paid to or between each company for each year from inception to the present;
- b. Contracts and other agreements between the Companies;
- c. Invoices by and between the Companies;
- d. Any and all correspondence, faxes, or written documents relating to business between the companies.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; it is overly broad, unduly burdensome and harassing; it calls for the production of documents that are neither relevant to this action nor reasonably calculated to lead to the discovery of admissible evidence; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

Subject to and without waiving the foregoing objections, NCS responds as follows: NCS is searching for and will produce its registration agreement with Basic Fusion and its parking agreement with Firstlook.

17. Produce all notes, emails, agendas, minutes or other Documents referring or relating to meetings, whether electronic, telephonic or in person, between Defendant and Basic Fusion, Inc.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; it is overly broad, unduly burdensome and harassing; it calls for the production of documents that are neither relevant to this action nor reasonably calculated to lead to the discovery of admissible evidence; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

18. Produce all notes, emails, agendas, minutes or other Documents referring or relating to meetings, whether electronic, telephonic or in person, between Defendant and Connexus Corp.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; it is overly broad, unduly burdensome and harassing; it calls for the production of documents that are neither relevant to this action nor reasonably calculated to lead to the discovery of admissible evidence; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

19. Produce all notes, emails, agendas, minutes or other Documents referring or relating to meetings, whether electronic, telephonic or in person, between Defendant and Firstlook, Inc.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; it is overly broad, unduly burdensome and harassing; it calls for the production of documents that are neither relevant to this action nor reasonably calculated to lead to the discovery of admissible evidence; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

20. Produce all contracts between Defendant and any third party who performs work for Defendant regarding the selection, registration, hosting, development, optimization, content,

monetization and/or support of domain names registered by Defendant, at any time since inception, including but not limited to:

- a. Employment Contracts
- b. Independent Contractor Agreements
- c. Vendor Agreements
- d. Service Provider Agreements
- e. License Agreements

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; it is overly broad, unduly burdensome and harassing; it calls for the production of documents that are neither relevant to this action nor reasonably calculated to lead to the discovery of admissible evidence; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

21. Produce any and all Software code identified by you in Plaintiffs First Interrogatories, Interrogatory Numbers 3-5.

RESPONSE: NCS is preparing its own internal registration software modules for production. The blacklist database accompanies these responses.

22. Produce all user manuals, training materials, or other Documents related to the Software identified in Plaintiffs First Interrogatories, Interrogatory Numbers 3-5.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; it is overly broad, unduly burdensome and harassing; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

Subject to and without waiving the foregoing objections, NCS responds as follows: NCS has no non-privileged, responsive documents in its possession, custody, and/or control.

23. Produce all Documents which constitute, refer to or relate to written policies, procedures, processes, metrics, and/or guidelines as they relate to the Software identified in Plaintiffs First Interrogatories, Interrogatory Numbers 3-5.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; it is overly broad, unduly burdensome and harassing; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

Subject to and without waiving the foregoing objections, NCS responds as follows: The Trademark Review Instructions document which is responsive to this request has been produced together with these responses.

24. Produce all Documents which constitute, refer to or relate to written policies, procedures, processes, metrics, and/or guidelines as they relate to Your registration of domain names.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

Subject to and without waiving the foregoing objections, NCS responds as follows: The Trademark Review Instructions document which is responsive to this request has been produced together with these responses.

25. Produce all Documents which constitute, refer to or relate to written policies, procedures, processes, metrics, and/or guidelines as they relate to Your selection of web site content, parked pages, hyperlinks, or other content displayed at domain names registered by NCS.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; it is overly broad, unduly burdensome and harassing; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

Subject to and without waiving the foregoing objections, NCS responds as follows: The Trademark Review Instructions document which is responsive to this request has been produced together with these responses.

26. Produce all Documents which constitute, refer to or relate to the policy, procedure, process, and/or guideline used to ensure domain names do not incorporate, or are confusingly similar to, third party trademarks.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

Subject to and without waiving the foregoing objections, NCS responds as follows: The Trademark Review Instructions document which is responsive to this request has been produced together with these responses.

27. Produce all Documents which constitute, refer or relate to the policy, procedure, process, and/or guideline used to ensure domain names that incorporate, or are confusingly similar to, a third party trademark are "blacklisted", or otherwise identified so as to preclude registration, from registration.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

Subject to and without waiving the foregoing objections, NCS responds as follows: The Trademark Review Instructions document which is responsive to this request has been produced together with these responses.

28. Produce all Documents related to the purchase and/or use of the United States Patent and Trademark Office database of trademarks and service marks.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.

Subject to and without waiving the foregoing objections, NCS responds as follows: Documents responsive to this request accompany these responses.

29. Produce all Documents which constitute, refer to or relate to the policy, procedure, process and/or guideline used to "purge," or otherwise delete, domain names You register that incorporate, or are confusingly similar to, a trademark owned by a third party.

RESPONSE:

In addition to the foregoing general objections which are expressly incorporated herein, NCS objects to this Request on the bases and to the extent that: it is vague and ambiguous; and it calls for the production of documents protected by the attorney-client privilege and the attorney work product doctrine.