

EXHIBIT F

STATES UNITED DISTRICT COURT
EASTERN DISTRICT OF VIRGINIA
NORFOLK DIVISION

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I/P ENGINE, INC., :
Plaintiff, : Civ. Action No.
v. : 2:11-cv-512
AOL, INC., et al., :
Defendants. :
-----x

CONFIDENTIAL - OUTSIDE COUNSELS' EYES ONLY
Videotaped Deposition of NICHOLAS FOX
San Francisco, California
Wednesday, September 12, 2012
9:10 a.m.

Job No.: 25943
Pages: 1 - 237
Reported by: GINA V. CARBONE, CSR#8249, RPR, CCRR

CONFIDENTIAL VIDEOTAPED DEPOSITION OF NICHOLAS FOX
CONDUCTED ON WEDNESDAY, SEPTEMBER 12, 2012

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1	AdWords?	01:38:00
2	A. Yes.	01:38:01
3	Q. Can you describe that sort of what those roles	01:38:03
4	were and responsibilities historically from when you	01:38:06
5	first had those roles and responsibilities to date?	01:38:11
6	A. So I've done things such as press interviews to	01:38:17
7	describe what we're doing with AdWords. I've spoken at	01:38:21
8	conferences. I've spoken -- I speak to advertisers from	01:38:26
9	time to time. I've spoken with advertisers from time to	01:38:29
10	time. I've spoken with investors. From time to time	01:38:31
11	I've reviewed blog posts. From time to time I've	01:38:37
12	reviewed press statements that we've made. I've	01:38:41
13	reviewed material that the sales team has used.	01:38:53
14	Probably a pretty good summary.	01:39:08
15	Q. And these types of activities you've done since	01:39:17
16	you were first associated with AdWords quality?	01:39:21
17	A. I'd say the nature of these activities have	01:39:32
18	probably changed over time. I listed six or seven	01:39:34
19	things on that list. I don't know if I did all those on	01:39:39
20	day one when I became -- when I started working closely	01:39:41
21	with Ads Quality.	01:39:44
22	Q. But from the beginning of working with Ads	01:39:48
23	Quality to today, you've always had some type of	01:39:51
24	association with external messaging?	01:39:54
25	A. Yes, I think that's fair.	01:40:02

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1	Q. And you said you reviewed blog posts and press	01:40:04
2	statements and sales material when you used the word	01:40:07
3	review; was that to sort of vet the material before they	01:40:10
4	were actually used?	01:40:13
5	A. Yeah. I would say reviewing incorporates --	01:40:15
6	could be a range of things: providing feedback; editing	01:40:21
7	it; making sure it's clear. Those types of things.	01:40:30
8	Q. Did you attempt to make sure the information	01:40:35
9	that was being messaged externally was accurate as	01:40:38
10	possible?	01:40:41
11	MR. PERLSON: Objection. Form.	01:40:44
12	THE WITNESS: I would describe my goal as	01:40:49
13	trying to ensure that the audience would understand the	01:40:55
14	messaging and understand -- yeah. Understand what we're	01:41:01
15	talking about.	01:41:06
16	MR. CIMINO: Q. But understand it	01:41:07
17	accurately, correct?	01:41:08
18	MR. PERLSON: Objection. Form.	01:41:12
19	THE WITNESS: The -- there is a lot of	01:41:18
20	technical detail in what we actually do. And a lot of	01:41:23
21	that technical detail would be difficult or impossible	01:41:27
22	for an external audience to fully understand. So my	01:41:30
23	goal was largely to translate what we're doing	01:41:35
24	technically into language and concepts that our	01:41:44
25	advertisers would understand and would be helpful for	01:41:51

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1	them as they think about how to run and manage their	01:41:56
2	accounts.	01:42:00
3	Q. Okay. I understand that. But my question is	01:42:03
4	did you attempt to make sure that the information that	01:42:05
5	was being messaged externally was as accurate as	01:42:07
6	possible?	01:42:11
7	MR. PERLSON: Objection. Form.	01:42:15
8	THE WITNESS: I would not say the goal was a	01:42:16
9	hundred percent accuracy. I would say the goal was that	01:42:19
10	it enabled our advertisers to understand broadly sort of	01:42:24
11	the concepts of what we were doing and how to optimize	01:42:37
12	based on that. Our messaging was generally -- I would	01:42:41
13	say our messaging was generally not intended to be a	01:42:45
14	fully accurate description of all the technical details	01:42:48
15	of what we were doing.	01:42:49
16	MR. CIMINO: Q. Did you attempt to make	01:42:52
17	sure that the information that was being messaged	01:42:53
18	externally at a high level was as accurate as	01:42:57
19	possible?	01:43:00
20	MR. PERLSON: Objection. Form.	01:43:01
21	THE WITNESS: Not quite sure what that means.	01:43:11
22	MR. CIMINO: Q. Well, did you --	01:43:14
23	A. I'm having trouble with "high level" and	01:43:17
24	"accurate statement."	01:43:18
25	Q. Well, I'm responding to your statement that the	01:43:20

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1	technical details would have been too difficult to	01:43:22
2	understand. So the -- I assume that the audience for	01:43:26
3	which some of the external messaging went, like	01:43:32
4	investors and advertisers, was at a higher level than	01:43:36
5	the technical details. Is that right?	01:43:38
6	MR. PERLSON: Objection. Form.	01:43:41
7	THE WITNESS: I think -- so the way I would	01:43:44
8	interpret a phrase like "high level" implies	01:43:48
9	summarization and abstraction. And that summarization	01:43:52
10	and abstraction is not necessarily consistent with	01:44:00
11	accurate. So those are -- it's hard to be high level	01:44:04
12	and accurate at the same time, I would argue.	01:44:09
13	MR. CIMINO: Q. In any of your external	01:44:13
14	messaging to advertisers or investors or to the	01:44:17
15	press, did you allow a knowingly -- allow a	01:44:21
16	statement that was knowingly misrepresenting how	01:44:30
17	AdWords works to make it out?	01:44:34
18	MR. PERLSON: Objection. Form.	01:44:37
19	THE WITNESS: I'm sorry, what was the last part	01:44:38
20	of your -- to -- you said to make it something?	01:44:39
21	MR. CIMINO: Q. To allow a statement that	01:44:44
22	you knew was a misrepresentation of how AdWords	01:44:45
23	worked, to make it to external audience?	01:44:50
24	MR. PERLSON: Objection. Form.	01:44:55
25	THE WITNESS: Our intent was not to	01:45:23

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1	simplification for advertisers, so we didn't view it as	02:06:10
2	a -- we didn't view that as a sort of controversial	02:06:13
3	thing to do, so I don't know whether it would have had a	02:06:25
4	review.	02:06:33
5	MR. CIMINO: Q. Would you expect there	02:06:33
6	would have been emails about making such a statement	02:06:34
7	that was a simplification?	02:06:36
8	MR. PERLSON: Objection. Form.	02:06:41
9	THE WITNESS: I don't know.	02:07:05
10	MR. CIMINO: Q. You don't know whether you	02:07:07
11	would expect there would have been emails?	02:07:07
12	MR. PERLSON: Objection. Form.	02:07:16
13	THE WITNESS: We emailed about a lot of things.	02:07:19
14	We had meetings about a lot of things. I don't quite	02:07:21
15	know what would have -- it's hard for me to answer what	02:07:23
16	would have had emails versus not.	02:07:26
17	MR. CIMINO: Q. What's the approval	02:07:33
18	process for external messaging?	02:07:34
19	MR. PERLSON: Objection. Form.	02:07:38
20	THE WITNESS: I don't know. There isn't a --	02:07:46
21	in general, I don't think there is a particularly strict	02:07:49
22	approval process for external messaging. Sometimes	02:07:52
23	they'll be reviewed by people like me, sometimes they	02:07:56
24	won't. Sometimes they'll be reviewed by people lower	02:07:59
25	down. Sometimes they'll just be reviewed within	02:08:02

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1	pejorative term. How would you describe it?	02:09:48
2	MR. PERLSON: Same objection.	02:09:56
3	THE WITNESS: [REDACTED]	02:10:15
4	[REDACTED]	02:10:16
5	[REDACTED]	02:10:22
6	[REDACTED]	02:10:26
7	MR. CIMINO: Q. You would say it's	02:10:28
8	incorrect; is that right?	02:10:29
9	MR. PERLSON: Objection. Form.	02:10:32
10	THE WITNESS: [REDACTED]	02:10:33
11	[REDACTED]	02:10:35
12	MR. CIMINO: Q. The statement about	02:10:35
13	quality score including historical click-through	02:10:37
14	rate. That's incorrect, right?	02:10:39
15	A. [REDACTED]	02:10:41
16	Q. [REDACTED]	02:10:44
17	A. [REDACTED]	02:10:46
18	[REDACTED]	02:10:50
19	Q. [REDACTED]	02:10:51
20	A. [REDACTED]	02:10:52
21	[REDACTED]	02:10:55
22	Q. [REDACTED]	02:10:56
23	[REDACTED]	02:10:59
24	MR. PERLSON: Objection. Form.	02:11:01
25	MR. CIMINO: Q. [REDACTED]	02:11:01

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1	[REDACTED]	02:11:02
2	MR. PERLSON: Objection. Form.	02:11:04
3	THE WITNESS: [REDACTED]	02:11:06
4	[REDACTED]	02:11:12
5	MR. CIMINO: Q. Okay. Well, so is the	02:11:14
6	statement that was made to advertisers about quality	02:11:19
7	score, including historical click-through rate,	02:11:21
8	correct or incorrect?	02:11:23
9	MR. PERLSON: Objection. Form.	02:11:26
10	THE WITNESS: [REDACTED]	02:11:27
11	[REDACTED]	02:11:28
12	[REDACTED]	02:11:33
13	MR. CIMINO: Q. Is the statement in any	02:11:44
14	way accurate that quality score includes historical	02:11:45
15	click-through rate?	02:11:49
16	MR. PERLSON: Objection. Form.	02:11:51
17	THE WITNESS: [REDACTED]	02:12:49
18	[REDACTED]	02:12:51
19	[REDACTED]	02:12:59
20	[REDACTED]	02:13:02
21	MR. CIMINO: Q. Okay. But my question is,	02:13:03
22	is the statement in any way accurate that quality	02:13:06
23	score includes historical click-through rate?	02:13:09
24	MR. PERLSON: Objection. Form.	02:13:12
25	THE WITNESS: I would say [REDACTED]	02:13:15