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The Honorable Sean O'Donnell
Noted for Consideration: July 1, 2015
ORAL ARGUMENT REQUESTED

KING COUNTY
SUPERIOR COURT

FILED
KING COUNTY, WASHINGTON

NOV 05 2015

SUPERIOR COURT CLERK

IN THE SUPERIOR COURT OF THE STATE OF WASHINGTON

FOR THE COUNTY OF KING

MOVE, INC., a Delaware corporation,
REALSELECT, INC., a Delaware
corporation, TOP PRODUCER SYSTEMS
COMPANY, a British Columbia unlimited
liability company, NATIONAL
ASSOCIATION OF REALTORS®, an
Illinois non-profit corporation, and
REALTORS® INFORMATION
NETWORK, INC., an Illinois corporation,

Plaintiffs,

vs.

ZILLOW, INC., a Washington corporation,
ERROL SAMUELSON, an individual,
CURT BEARDSLEY, an individual, and
DOES 1-20,

Defendants.

Case No. 14-2-07669-0 SEA

**DECLARATION OF BRENT CASLIN IN
SUPPORT OF PLAINTIFFS' MOTION
FOR AN ORDER GRANTING CERTAIN
IN-HOUSE COUNSEL ACCESS TO
"OUTSIDE COUNSEL'S EYES ONLY"
MATERIALS**

Contains OCEO Materials

EXHIBITS J-U

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1 Brent Caslin declares:

2 1. I am over the age of eighteen and competent to testify to the facts stated herein on
3 personal knowledge.

4 2. I am one of the attorneys for plaintiffs in this lawsuit.

5 3. Attached as **Exhibit A** is a true and correct copy of the Second Amended
6 Protective Order, which was entered in this case on January 21, 2015.

7 4. Attached as **Exhibit B** is a true and correct copy of Zillow's Motion to Amend
8 Protective Order, which it filed in this case on November 17, 2014.

9 5. I am informed and believe, based on a review undertaken at my direction of the
10 firm's database of documents produced by defendants in this litigation, that to date Zillow has
11 designated approximately 23,200 documents Outside Counsel's Eyes Only ("OCEO"). This
12 represents more than 30 percent of the 76,900 documents that Zillow has produced in this case to
13 date. Zillow also has designated approximately 46,400 documents as "Attorneys' Eyes Only
(Don't Show Plaintiffs)" in this case, which represents about 60.4 percent of the documents
14 produced by Zillow to date.

15 6. Attached as **Exhibit C** is a true and correct copy of an article from HousingWire,
16 dated January 7, 2015, and entitled "Zillow ending listing agreement with Listhub."

17 7. Attached as **Exhibit D** is a true and correct copy of a press release from Zillow
18 dated February 17, 2015, entitled "Zillow Completes Acquisition of Trulia for \$2.5 Billion in
19 Stock; Forms "Zillow Group" Family of Brands."

20 8. Attached as **Exhibit E** is a true and correct copy of document produced by Zillow
21 bearing Bates No. Zillow0073080-89.

22 9. The operative pleadings in this case are under seal and cannot be viewed by
23 anyone but outside counsel because they reference evidence Zillow has designated as OCEO.

10. I attended the mediation between the parties in this case, which took place on
March 17, 2015. Zillow insisted that client representatives from both Move and NAR attend the

1 mediation. However, in-house counsel for NAR, Move, and News Corp. were initially barred
2 from even seeing Move's own mediation brief because it summarized and attached evidence that
3 Zillow designated OCEO. After negotiations, the in-house lawyers were eventually allowed to
4 review a redacted version of the brief, but they were never allowed to see all the exhibits to the
5 brief or the key evidence supporting their own clients' position.

6 11. Over the past several months, Zillow has filed multiple motions to compel
7 designated OCEO, meaning that in-house lawyers at NAR, Move, and News Corp. could not see
8 them.

9 12. Zillow propounded a Rule 30(b)(6) deposition notice relating to allegations of
10 trade secret misappropriation and amended the notice multiple times. Attached as **Exhibit F** is a
11 true and correct copy of Zillow's Third Amended Notice of Deposition Pursuant to Civil Rule
12 30(b)(6) – Actual Misappropriation. Plaintiffs have objected that they cannot properly identify
13 and prepare a witness to testify in response to this type of deposition notice because outside
14 counsel cannot tell anyone at Move what trade secrets the defendants misappropriated or how the
15 trade secrets were used by Zillow. Most of that information has been designated OCEO.
16 Eventually, Zillow agreed to downgrade its OCEO designation of certain materials – specifically,
17 the operative complaint, Move's responses to three interrogatories, and documents referenced by
18 Move in those interrogatory responses – only with respect to a corporate designee witness on the
19 trade secrets issue and only in his capacity as a 30(b)(6) witness. The witness was not able to
20 look at deposition transcripts or other AEO or OCEO documents to prepare for his testimony.

21 13. Plaintiffs' outside counsel are supplementing interrogatory responses describing
22 the defendants' conduct but the responses cannot be seen or verified by Plaintiffs because the
23 evidence supporting the responses has been designated AEO or OCEO.

14. On May 21, 2015, Zillow filed a motion for leave of court to amend its answer to
the Second Amended Complaint and assert counterclaims. Because Zillow designated its
moving papers as OCEO and filed them under seal, in-house counsel at NAR, Move, and News

1 Corp. were unable to see substantial portions of the proposed counterclaims, including the core
2 allegations that formed the basis of the claims. Attached as **Exhibit G** is a true and correct copy
3 of the Declaration of Mary P. Gaston in Support of Zillow's Motion for Leave to File Amended
4 Answer and Counterclaims (Dkt. 655G) (Public Redacted Version).

5 15. [REDACTED]
6 [REDACTED]
7 [REDACTED]

8 16. Move attempted to resolve the issue raised by this motion informally, but could
9 not reach agreement with Zillow. Zillow agreed that Mr. Pitofsky and Ms. Gavenchak could
10 view OCEO materials, and the parties exchanged drafts of a proposed amendment to the
11 Protective Order to reflect that agreement. Attached as **Exhibit H** is a true and correct copy of a
12 chain of email communications between counsel for plaintiffs and counsel for Zillow
13 memorializing that agreement. The discussions came to an impasse, however, because Zillow
14 would not permit in-house counsel to view certain documents relating to the Trulia and Retsly
15 acquisitions, including documents that "discuss the competitive positioning or implications of
16 any merger or acquisition." Attached as **Exhibit I** is a true and correct copy of an email from
17 Zillow's counsel attaching Zillow's proposed restrictive language.

18 17. Attached as **Exhibit J** is a true and correct copy of excerpts of the rough
19 transcript of Volume 2 of the deposition of Steven Berkowitz, taken on June 19, 2015

20 18. Attached as **Exhibit K** is a true and correct copy of a letter dated June 12, 2015,
21 from Joseph McMillan, one of the attorneys representing Zillow in this action, to plaintiffs'
22 counsel, containing Zillow's confidentiality designations for the deposition of Chris Crocker.

23 19. Attached as **Exhibit L** is a true and correct copy of a document produced by
Zillow bearing Bates No. Zillow0052287.

CERTIFICATE OF SERVICE

I hereby certify that on June 23, 2015, I electronically filed the foregoing with the Clerk of the Court using the Court's CM/ECF System which will send notification of such filing to the following individuals registered to receive electronic notices by email transmission at the email addresses provided thereto.

CM/ECF Participants:

Susan E. Foster
Kathleen M. O'Sullivan
Katherine G. Galipeau
Mary P. Gaston
David A. Perez
PERKINS COIE LLP
Counsel for Zillow, Inc.

Clemens H. Barnes
Estera Gordon
MILLER NASH GRAHAM & DUNN LLP
Counsel for Errol Samuelson

I further certify that I served a copy of the foregoing to the following non-registered CM/ECF attorneys via electronic mail:

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Counsel for Curt Beardsley

I declare under penalty of perjury under the laws of the State of Washington that the foregoing is true and correct.

DATED at Seattle, Washington on June 23, 2015.

s/Janet Petersen
Janet Petersen, Legal Assistant
Katy Albritton, Legal Assistant
(206) 292-8800 Phone
jpetersen@cablelang.com
kalbritton@cablelang.com

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KING COUNTY
CLERK OF COURTS

**Rough Draft of Rough Draft of 30(b)(6) Steven
Berkowitz - Vol. II (HIGHLY CONFIDENTIAL-ATTORNEYS'
EYES ONLY)**

June 19, 2015



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THE MATERIAL CONTAINED IN THIS ASCII FILE IS AN UNCERTIFIED TRANSCRIPT OF THE DEPOSITION OF STEVEN BERKOWITZ. TAKEN ON JUNE 19, 2015, AT THE WALNUT CREEK MARRIOTT, 2355 NORTH MAIN STREET, WALNUT CREEK, CALIFORNIA. IT HAS NOT BEEN REVIEWED OR PROOFREAD BY THE COURT REPORTER. ANY REFERENCE TO PAGE AND LINE NUMBER WILL NOT BE ACCURATE.

UNDER CCP 2025(R)(2), THIS TRANSCRIPT MAY NOT BE USED, CITED OR TRANSCRIBED AS THE CERTIFIED TRANSCRIPT, NOR MAY IT BE CITED OR USED IN ANY WAY OR AT ANY TIME TO REBUT OR CONTRADICT THE CERTIFIED TRANSCRIPT.

--OOO--

PROCEEDINGS

THE VIDEOGRAPHER: GOOD MORNING, EVERYONE. WE ARE GOING ON THE RECORD.

THIS IS THE BEGINNING OF DVD NO. 1 IN THE CONTINUING 30(B)(6) VOLUME II DEPOSITION OF MR. STEVEN BERKOWITZ IN THE MATTER OF MOVE, INC., ET AL. VERSUS ZILLOW, INC., ET AL., IN THE SUPERIOR COURT OF THE STATE OF WASHINGTON FOR KING COUNTY CASE NO. 142076690SEA.

TODAY'S DATE IS FRIDAY, JUNE 19TH, 2015, AND THE TIME ON THE VIDEO MONITOR IS 8:01 A.M.

WE ARE LOCATED AT WALNUT CREEK MARRIOTT

1 HANDING THAT TO YOU RIGHT NOW.
2 SO YESTERDAY WHEN WE FINISHED, I BELIEVE
3 YOU HAD SAID THAT 129 WAS A THREATENED TRADE SECRET.
4 IS THAT RIGHT?

5 A. LET ME READ IT.
6 FROM WHAT I'VE SEEN SO FAR, YES.

7 Q. AND IS IT FAIR TO SAY THAT THE CONCEPT OF
8 A REAL ESTATE PLATFORM AND APIS TO ALLOW THIRD
9 PARTIES TO CREATE SOFTWARE APPLICATIONS THAT CAN
10 HELP MEMBERS OF THE REAL ESTATE INDUSTRY ACCESS AND
11 USE INFORMATION ON LISTINGS, LEADS, AGENTS, AND
12 CONSUMER BEHAVIOR IS A CONCEPT THAT'S COMMONLY KNOWN
13 IN THE INDUSTRY?

14 A. I DON'T KNOW IF IT'S COMMONLY KNOWN. BUT
15 IT'S KNOWN.

16 Q. AND ARE YOU ALLEGING THAT THAT --
17 MR. STONE: I THINK HE --

18 THE WITNESS: I'M NOT FINISHED YET.

19 MR. STONE: I DON'T THINK HE WAS FINISHED.
20 BY MS. FOSTER:

21 Q. I'M SORRY.

22 A. BUT WHEN YOU STEAL THE LIST OF AGENTS AND
23 YOU STEAL THE LIST OF WHERE TO GET THE LISTINGS, TO
24 ME THAT MEANS THAT. YOU KNOW. THERE ARE PARTS OF
25 THIS THAT ARE NOT -- THAT ARE QUITE A BIT TRADE

1 HOTEL, 2355 NORTH MAIN STREET, WALNUT CREEK,
2 CALIFORNIA 94596.
3 YOUR VIDEOGRAPHER IS VALERIE LEE OF JAN
4 BROWN & ASSOCIATES, WORLDWIDE DEPOSITION AND
5 VIDEOGRAPHY SERVICES, ON BEHALF OF BUELL REALTIME
6 REPORTING LLC. YOUR COURT REPORTER IS ANA DUB, ALSO
7 FROM JAN BROWN & ASSOCIATES, ON BEHALF OF BUELL
8 REALTIME REPORTING LLC.

9 COUNSEL PRESENT TODAY WERE ALSO PRESENT
10 YESTERDAY FOR VOLUME 1.

11 AND IF THERE ARE NO STIPULATIONS, MAY THE
12 REPORTER PLEASE SWEAR IN OUR WITNESS.

13 {}

14 THE VIDEOGRAPHER: PLEASE BEGIN.
15 EXAMINATION (RESUMED)

16 BY MS. FOSTER:

17 Q. GOOD MORNING, MR. BERKOWITZ.

18 A. GOOD MORNING.

19 Q. I SEE YOU SPREAD OUT THE DEPOSITION
20 EXHIBITS. CAN YOU HAND THOSE TO ME FOR A SECOND? I
21 WANT TO -- THANK YOU.

22 I WOULD LIKE TO START WITH THE TRADE
23 SECRET LIST WHERE WE STOPPED OFF LAST TIME.
24 SPECIFICALLY, I BELIEVE WE WERE TALKING ABOUT TRADE
25 SECRET 129 ON DEPOSITION EXHIBIT 1060, AND I'M

1 SECRET.

2 MS. FOSTER: MOVE TO STRIKE TO THE EXTENT
3 NON-RESPONSIVE.

4 BY MS. FOSTER:

5 Q. ARE YOU ALLEGING THAT THIS CONCEPT THAT IS
6 REFLECTED IN 129 IS, IN FACT, A TRADE SECRET OF
7 MOVE?

8 A. THE WAY WE DO IT, YES.

9 Q. OKAY. BUT THE WAY ISN'T STATED IN 129. IS
10 IT?

11 A. I READ IT AS -- I READ IT AS YOU CAN'T DO
12 IT WITHOUT UNDERSTANDING HOW TO DO IT.

13 Q. SO IS THERE AN UNDERLYING TRADE SECRET
14 THAT IS NOT REFLECTED IN THE WORDS THAT ARE SET
15 FORTH IN TRADE SECRET 129 THAT YOU'RE CLAIMING IS A
16 TRADE SECRET?

17 MR. STONE: OBJECTION; MISCHARACTERIZES
18 HIS TESTIMONY.

19 THE WITNESS: MY ANSWER WILL BE THE ANSWER
20 THAT I'VE GIVEN FOR ALMOST EVERY ONE OF THESE, WHICH
21 IS. THE STATEMENT OUT OF CONTEXT MAY OR MAY NOT BE
22 KNOWN. THE INFORMATION ON HOW TO DO IT AND THE
23 STEALING OF SOME OF THE INFORMATION SAYS THAT YES.
24 THERE IS TRADE SECRETS INVOLVED.
25

1 BY MS. FOSTER:

2 Q. SO WITH RESPECT TO 129, IF THERE'S A
3 SPECIFIC HOW TO DO IT THAT YOU ARE CLAIMING IS A
4 TRADE SECRET, I'D LIKE TO KNOW WHAT THAT IS, PLEASE?

5 A. I WOULD SAY STEALING THE LIST OF AGENTS,
6 STEALING THE -- THE MOVE DATABASE THAT INCLUDES ALL
7 OF THE MLSS, ALL OF THE TERMS OF THE MLSS, ALL OF
8 THE FIND TERMS, ALL OF THE FIND AGREEMENTS, ALL OF
9 THE -- THE NUMBER OF AGENTS, AND ALL OF THE LIST OF
10 DATA THAT IS ON THAT LIST HAS BY ITS NATURE OF
11 COMPILATION A TRADE SECRET.

12 MS. FOSTER: MOVE TO STRIKE AS
13 NON-RESPONSIVE.

14 BY MS. FOSTER:

15 Q. I DON'T WANT TO TALK ABOUT CONDUCT AT THE
16 MOMENT. I WANT TO TALK ABOUT WHAT YOU'RE CLAIMING
17 IS A TRADE SECRET. IF I UNDERSTAND YOU CORRECTLY
18 YOU'RE SAYING THAT THAT A TRADE SECRET WITH RESPECT
19 TO 129 IS A DATABASE THAT YOU HAVE THAT INCLUDES
20 TERMS OF MLS AGREEMENTS, AND THAT'S A TRADE SECRET
21 OF MOVE?

22 MR. STONE: SO I'M GOING TO MOVE TO
23 STRIKE. ONCE AGAIN, YOUR ARGUMENTATIVE PREAMBLE. HE
24 DEPOSIT ANSWER YOUR PRIOR QUESTION.
25 IF YOU WANT TO ANSWER IT AGAIN.

1 ON THE WAY THAT WE WERE GOING TO CREATE
2 RELATIONSHIPS WITH THE INDUSTRY AND OUR B-TO-B
3 BUSINESS OR OUR SAAS BUSINESS ALL MAKE EACH ONE OF
4 THESE THINGS A TRADE SECRET.

5 Q. SO THE FIRST ONE YOU SAID WAS HOW YOU'RE
6 GOING TO DO THOSE APIS. SO HOW DOES THIS LIST, THIS
7 MOVE MLS DATABASE YOU'RE REFERRING TO TELL YOU HOW
8 TO DO THE APIS?

9 A. IT TELLS YOU WHAT CONTRACTS -- WHAT RIGHTS
10 AND CONTRACTS -- WHAT TYPE OF CONTRACTS WE HAVE.

11 Q. AND WHAT RIGHTS CAN ALLOW YOU TO DO THE
12 APIS?

13 A. WHAT ALLOWS US TO USE -- HOW TO USE THE
14 DATA.

15 Q. WHAT DO YOU MEAN, "HOW TO USE THE DATA"?

16 A. EVERY CONTRACT -- AS ERROL WILL TELL YOU
17 AND CURT WILL TELL YOU, EVERY CONTRACT -- WELL, I'M
18 SURE HE HAS TOLD YOU AND TOLD ZILLOW -- EVERY
19 CONTRACT WITH AN MLS, WHICH THERE ARE MULTIPLE OF.
20 HAVE DIFFERENT TERMS.

21 Q. AND HOW WILL THAT HELP YOU DO YOUR APIS
22 FOR THE REAL ESTATE MARKET?

23 A. IT WILL ALLOW US TO KNOW WHAT DATA FIELDS
24 WE CAN AND CAN'T USE.

25 MS. FOSTER: OKAY.

1 THE WITNESS: NO I BELIEVE I'VE ANSWERED
2 THE QUESTION. THAT IS THE HOW YOU THAT DO IT ALONG
3 WITH THE PIECES OF INFORMATION STOLEN COMBINE
4 TOGETHER AS I'VE SAID IN ALL OF THESE TRADE SECRETS,
5 IT IS THE USE OF THE INFORMATION AND THE -- AND
6 THE -- WHAT'S THE BEST WAY I COULD DESCRIBE IT --
7 THE SPYING THAT WENT ON IN THE COMPANY OF TAKING
8 THOSE TRADE SECRETS, I HAVE NO OTHER BELIEF OTHER
9 THAN THAT THEY USED THAT INFORMATION TO TAKE THIS
10 INFORMATION TO MY COMPETITOR.

11 BY MS. FOSTER:

12 Q. AND I WANTED TO TURN ON WHAT THE TRADE
13 SECRET ALLEGATIONS ARE. SO WITH RESPECT TO YOUR
14 ALLEGATION WITH RESPECT TO THE MLS INFORMATION, HOW
15 DOES THAT RELATE SPECIFICALLY TO THE CONCEPT OF A
16 REAL ESTATE PLATFORM AND PACE THAT WOULD ALLOW IT
17 THIRD PARTIES TO CREATE SOFTWARE APPLICATIONS?

18 A. HOW WE WERE GOING TO DO THOSE APIS, THE
19 RELATIONSHIP THAT SALT UNDERNEATH THOSE APIS, THE
20 RELATIONSHIP THAT SAT UNDERNEATH THE AGREEMENTS, THE
21 LICENSING TERMS THAT WERE STOLEN OF THOSE
22 AGREEMENTS, WHAT RIGHTS MOVE HAD AND DIDN'T HAVE
23 AROUND THOSE AGREEMENTS. BOTH THE STOLEN LIST OF
24 MLS DATA AND FIND INFORMATION, ALONG WITH OUR
25 PLAYBOOK, ONE OF OUR PARTS OF ONE OF OUR PLAYBOOKS

1 (WHEREUPON, DEPOSITION EXHIBIT 1070 WAS
2 MARKED FOR IDENTIFICATION.)

3 BY MS. FOSTER:

4 Q. MR. BERKOWITZ, YOU'VE JUST BEEN HANDED
5 WHAT'S BEEN MARKED AS DEPOSITION EXHIBIT 1070
6 RUNNING CB006301 AND IT'S A EXCEL SPREADSHEET. IS
7 THIS THE MLS DATABASE THAT YOU'VE BEEN REFERRING TO
8 THROUGHOUT THIS DEPOSITION?

9 A. LET ME LOOK.

10 Q. AND BY THE WAY, I WILL REPRESENT TO YOU
11 THAT THIS IS NOT THE COMPLETE DATABASE. WE PRINTED
12 THE FIRST PAGE FROM EACH SPREADSHEET.

13 MR. STONE: WAIT. I'M SORRY. COULD YOU
14 EXPLAIN THAT AGAIN, SUSAN?

15 MS. FOSTER: THE DATABASE -- THIS IS NOT A
16 COMPLETE PRINTOUT OF THE ENTIRE DATABASE. THIS IS
17 THE FIRST PAGE OF EACH SPREADSHEET SO THAT IT'S
18 REPRESENTATIVE.

19 MR. STONE: OKAY. SO I'M STILL CONFUSED
20 SO EVERY PAGE HAS A BATES STAMP OF "CB," WHICH I
21 ASSUME MEANS CURT BEARDSLEY.

22 MS. FOSTER: YES.

23 MR. STONE: AGAIN, IT'S 6301.XLSX, WHICH I
24 THINK IS THE EXTENSION FOR A EXCEL SPREADSHEET.

25 MS. FOSTER: YES.

1 MR. STONE: SO I GUESS I'M CONFUSED.
 2 THERE'S NO SEQUENTIAL NUMBERS. IN OTHER WORDS,
 3 EVERY PAGE IS 6301.
 4 MS. FOSTER: WHEN YOU HAVE A NATIVE, IT
 5 NEVER PRINTS SEQUENTIAL BATES NUMBERS. IT'S ALWAYS
 6 THE FIRST BATES NUMBER, AND THEN YOU PRINT THE
 7 SPREADSHEET. SO THAT'S CUSTOMARY.
 8 MR. STONE: PARDON ME?
 9 MS. FOSTER: THAT'S CUSTOMARY WITH ANY
 10 NATIVE EXCEL SPREADSHEET.
 11 MR. STONE: WELL, BUT -- I GUESS I'M
 12 CONFUSED BECAUSE IF YOU PRINT A NATIVE EXCEL
 13 SPREADSHEET, YOU SHOULD HAVE EVERY PAGE -- BUT YOU'RE
 14 SAYING --
 15 MS. FOSTER: IT DOESN'T COME WITH A
 16 SEPARATE BATES NUMBER.
 17 MR. STONE: NO, NO, I KNOW. BUT -- SO
 18 WHAT I'M TRYING TO FIGURE OUT IS, LET'S -- OKAY, SO
 19 YOU GOT THE FIRST PAGE OF 6301, AND THEN THERE'S
 20 LIKE A SECOND PAGE OF 6301 THAT STARTS WITH TULSA AS
 21 THE MLS. SO THESE APPEAR TO BE -- I DON'T KNOW --
 22 DIFFERENT PAGES RATHER THAN THE FIRST PAGE, IF I'M
 23 UNDERSTANDING YOU CORRECTLY.
 24 MS. FOSTER: WELL, IT'S BECAUSE IT'S A
 25 SPREADSHEET. IT HAS DIFFERENT BLOCKS. SO IT

1 MS. FOSTER: YEAH.
 2 MR. STONE: OKAY. AND THIS ALL CAME FROM
 3 CURT BEARDSLEY?
 4 MS. FOSTER: AGAIN, ALL I HAVE IS THIS
 5 BATES NUMBER. AND THIS BATES NUMBER REFLECTS IT
 6 COMES FROM CURT BEARDSLEY, YES.
 7 MR. STONE: AND WHERE WAS IT, IF WE MAY
 8 KNOW?
 9 MS. FOSTER: I'M SORRY. WHERE?
 10 MR. STONE: YEAH. WHERE WAS IT?
 11 MS. FOSTER: I DON'T --
 12 MR. STONE: IS THIS OFF A THUMB DRIVE?
 13 GOOGLE?
 14 MS. FOSTER: YOU KNOW, I'M -- HE PRODUCED
 15 IT. I'M NOT HERE TO TESTIFY. AND I FRANKLY JUST
 16 DON'T KNOW THE ANSWER.
 17 MR. STONE: WELL, I KNOW YOU'RE NOT UNDER
 18 OATH. I'M JUST ASKING FOR MY OWN EDIFICATION WHERE
 19 THIS MOVE DOCUMENT --
 20 MS. FOSTER: I CAN'T --
 21 MR. STONE: -- WAS STORED.
 22 MS. FOSTER: -- TELL YOU THAT.
 23 MR. STONE: WHO CAN?
 24 MS. FOSTER: I WOULD ASSUME THAT YOU
 25 SHOULD TALK WITH CURT BEARDSLEY'S COUNSEL OFF-LINE.

1 DOESN'T COME ON A PAGE LIKE AN EIGHT AND A HALF AND
 2 11.
 3 MR. STONE: OKAY. SO --
 4 MS. FOSTER: WE JUST PRINTED FROM THAT
 5 FIRST PAGE, WHICH HAPPENED TO RUN 15 PAGES FROM THE
 6 EXCEL SPREADSHEET REPRESENT ON AN 8 1/2 BY 11 AS 15
 7 PAGES.
 8 MR. STONE: SO YOU'RE SAYING THE HARD COPY
 9 IS COMPRISED OF 15 PAGES WHICH CORRELATES TO THE
 10 FIRST PAGE OF THE SPREADSHEET.
 11 MS. FOSTER: THAT'S WHAT I UNDERSTAND.
 12 YES.
 13 MR. STONE: AND IS THERE A WAY FOR US TO
 14 KNOW WHERE ONE BEGINS AND THE OTHER ENDS?
 15 MS. FOSTER: IF YOU LOOK AT THE BOTTOM,
 16 ONE SAYS MLS REPORT. THEN WHEN YOU GET TO THE PAGE
 17 AFTER 15 AT THE BOTTOM, IT SAYS STATUSES.
 18 MR. STONE: I'M SORRY.
 19 MS. FOSTER: AND THAT'S GENERALLY HOW I
 20 TELL ON EXCELS --
 21 MR. STONE: AND --
 22 MS. FOSTER: -- IS I LOOK AT THE BOTTOM.
 23 MR. STONE: -- THERE'S NO 15 ON THERE
 24 BUT THERE'S A SMALLER PRINT DOCUMENT THAT SAYS
 25 STATUSES. IS THAT WHAT YOU'RE --

1 SEPARATE FROM THE DEPOSITION.
 2 MR. STONE: WHERE IS THIS NATIVE FILE
 3 CURRENTLY? DOES ANYONE KNOW THAT?
 4 MS. FOSTER: I DON'T KNOW. CAN WE PLEASE
 5 PROCEED WITH THE DEPOSITION?
 6 MR. STONE: WELL, NO. THIS IS STOLEN
 7 PROPERTY. I'D LIKE TO KNOW IF IT IS --
 8 MS. FOSTER: THEN YOU CAN HAVE YOUR
 9 DEPOSITION TO ASK THOSE QUESTIONS. I'D LIKE TO HAVE
 10 MY DEPOSITION RIGHT NOW.
 11 MR. STONE: ALL RIGHT. WELL, IT'LL TAKE
 12 TWO SECONDS. I JUST WANT TO KNOW WHERE THE NATIVE
 13 FILE OF THIS STOLEN DOCUMENT IS CURRENTLY LOCATED.
 14 THAT'S MY ONLY QUESTION.
 15 MS. FOSTER: AND I DON'T HAVE THE ANSWER
 16 TO THAT, AND I NEED TO GO FORWARD WITH THE
 17 DEPOSITION.
 18 MR. STONE: FINE.
 19 BY MS. FOSTER:
 20 Q. IS THIS THE DOCUMENT THAT YOU'VE BEEN
 21 REFERRING TO AS THE MLS DATABASE?
 22 A. YES, IT IS.
 23 Q. AND I THINK WE GOT QUITE OFF TRACK SO LET
 24 ME GO BACK TO YOUR LAST ANSWER WHICH IS QUITE A BIT.
 25 SO YOU SAID THAT THIS DATABASE WOULD ALLOW

Page 13

1 **US TO KNOW WHAT DATA FIELDS WE CAN AND CAN'T USE FOR**
 2 **THE APIS. AND MY QUESTION TO YOU IS WHERE IN THIS**
 3 **DOCUMENT ARE THE DATA FIELDS THAT TELL YOU WHETHER**
 4 **OR NOT YOU CAN USE THE APIS?**
 5 A. IT SAYS -- THERE'S -- EXAMPLES ARE ON
 6 THE -- THERE'S A HEADING CALLED IS IT A FIND
 7 CONTRACT? YES OR NO.
 8 **Q. CAN YOU HOLD ON JUST A SECOND WHILE I GET**
 9 **THERE, PLEASE.**
 10 A. IT'S PROBABLY -- IT'S PAGE 68 OF THE IR
 11 CONSOLIDATED REPORT.
 12 **Q. OH, THANK YOU. I'M SORRY YOU SAID 68?**
 13 A. YEAH.
 14 **Q. AND YOU SAID IT SAYS FIND AT THE TOP?**
 15 A. IN ONE OF THE COLUMN 1, 2, 3, 4, 5, 6, 7
 16 FROM THE LEFT.
 17 **Q. I'M SORRY MY 68 -- OH, I'M LOOKING AT THAT**
 18 **TIME -- OKAY. IT'S MY BAD EYE SITE?**
 19 A. IT'S MINE TOO.
 20 **Q. HOLD ON?**
 21 A. I WISH I HAD BROUGHT MY GLASSES.
 22 **Q. OKAY. 69 I BELIEVE.**
 23 A. OH, I'M SORRY IT SAYS -- IT'S 6666 NOW
 24 THAT JIM GAVE ME HIS GLASSES.
 25 **Q. GOT IT. GOT IT. OKAY. OKAY I'M WITH YOU**

Page 14

1 **NOW. SO WE'RE LOOKING AT PAGE 66?**
 2 A. UM-HMM.
 3 **Q. AND I'M SEEING WHERE IT SAYS FIND AND HOW**
 4 **DOES THAT TELL YOU WHETHER YOU CAN HAVE THE API?**
 5 A. WELL, SINCE CURT AND ERROL NEGOTIATED ALL
 6 THE FIND CONTRACTS, THEY KNOW ALL OF THE TERMS OF
 7 THE FIND CONTRACTS. SO IF WE HAVE A FIND AGREEMENT,
 8 WE HAVE DIFFERENT RIGHTS THAN IF WE HAVE JUST PURELY
 9 A WHAT WE CALL A AGREEMENT WITH THE MLS TO USE THE
 10 CONTENT ON REALTOR.COM.
 11 **Q. ARE ALL THE FIND AGREEMENTS EXACTLY THE**
 12 **SAME?**
 13 A. NO, THEY'RE NOT. THEY'RE ALL PERSONALLY
 14 NEGOTIATED BY CURT AND ERROL.
 15 **Q. SO HOW DOES THIS COLUMN WHICH JUST SAYS NO**
 16 **OR, YES, TELL YOU WHETHER OR NOT YOU HAVE THE**
 17 **RIGHTS?**
 18 A. BECAUSE.
 19 **Q. TO USE THE API?**
 20 A. IT'S NOT WHETHER YOU CAN USE THE API.
 21 IT'S WHAT DATA YOU CAN USE IN THE API. SO IF YOU GO
 22 TO THE NEXT COLUMN SOLD DATA, OPEN HOUSE DATA,
 23 COMMERCIAL DATA, FORECLOSURE BADGE, SHORT SALE, IF
 24 YOU GO BACK TO THE LEFT THE INTERNET REMARKS CAN YOU
 25 DISPLAY THE ADDRESS, THIS IS ALL INFORMATION ON HOW

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1 WE NEGOTIATED OUR RIGHTS AND WHEN YOU -- IF YOU -- I
 2 THINK SOMETHING THAT YOU SAID EARLIER ABOUT TCS THAT
 3 ERROL DISCUSSED WAS THAT TCS HAD SOME RIGHTS ISSUES.
 4 THIS IS THE FOUNDATION OF THE RIGHTS MANAGEMENT OF
 5 MOVE'S RIGHTS TO ITS DATA. AND IT DEFINES WHAT YOU
 6 CAN AND CAN'T USE, WHAT YOU CAN AND CAN'T DISPLAY.
 7 AND TO ME THAT IS JUST A HUGE COMPETITIVE SECRET.
 8 **Q. SO HOW WOULD A COMPETITOR BENEFIT BY**
 9 **KNOWING WHAT RIGHTS MOVE COULD USE WITH THE APIS AND**
 10 **THE PLATFORM?**
 11 A. YOUR STARTING NEGOTIATION, WHEN YOUR PLAN
 12 IS TO DESTROY LISTHUB, YOUR PLAN IS TO DESTROY MOVE,
 13 FROM THE INSIDE AND THE OUTSIDE. KNOWING THAT YOU
 14 CAN WALK INTO AN MLS AND SAY WELL YOU'VE ALREADY
 15 GIVEN THESE WRITES TO MOVE, GIVE THEM TO US. OR
 16 THEY KNOW WHAT RIGHTS THEY WILL GO AND MAYBE THEY
 17 DON'T PISS OFF AN MLS BY ASKING FOR SOMETHING THAT
 18 THEY WON'T GIVE.
 19 SO THIS IS AN -- THIS IS A GREAT EXAMPLE
 20 PROBABLY ONE OF THE BETTER ONES I'VE SEEN BECAUSE I
 21 HAVEN'T SEEN A LOT, OF SOME OF THE MOST PROPRIETARY
 22 DATA THAT THE COMPANY HAS.
 23 **Q. SO HAVE YOU SEEN ACTUAL EXAMPLES OF ZILLOW**
 24 **GOING IN TO AN MLS AND USING THIS DATA TO OBTAIN**
 25 **AGREEMENTS FOR THEIR OWN API?**

Page 16

1 A. I HAVE NOT READ MANY OF THE DOCUMENTS OR
 2 SAW MANY OF THE DOCUMENTS OR TALKED TO ANYBODY AT
 3 MLS. SO I DON'T KNOW BUT I'M BASED ON WHY THEY
 4 STOLE THE DOCUMENT, MY ONLY CONCLUSION CAN BE THAT
 5 THEY USED IT.
 6 **Q. SO YOU HEARD NO INFORMATION FROM ANY MLSS,**
 7 **FOR EXAMPLE, THAT WOULD LEAD MOVE TO BELIEVE THAT**
 8 **IN FACT, THIS INFORMATION IS BEING USED?**
 9 MR. STONE: OBJECTION: ASSUMES FACTS NOT
 10 IN EVIDENCE THAT THE MLS WOULD KNOW.
 11 THE WITNESS: AND BASED ON A VICHY
 12 DOCUMENT OF LEAVING THE -- TRYING TO DESTROY THE
 13 DOCUMENT, A DOCUMENT TRYING TO -- WHAT I'VE SEEN A
 14 DOCUMENT TO DESTROY LISTHUB, A DOCUMENT, YOU KNOW --
 15 THIS DOCUMENT TELLS ME THAT THE ONLY REASON YOU TAKE
 16 SOMETHING IS YOU'RE GOING TO USE IT.
 17 BY MS. FOSTER:
 18 **Q. BUT YOU HAVEN'T HEARD ANYTHING FROM THE**
 19 **FIELD, MOVE HASN'T HEARD ANYTHING FROM THE FIELD**
 20 **THAT WOULD INDICATE THAT THIS INFORMATION IS**
 21 **ACTUALLY BEING USED?**
 22 A. AGAIN, THE ONLY THING I'VE READ IS THE
 23 WHITILE BLOWER LETTER WHICH SAID IT WAS BEING USED.
 24 **Q. THE -- HAVE YOU READ THE DEPOSITION OF**
 25 **CHRIS CROCKER?**

1 A: NO I'VE NOT
 2 Q: HAVE YOU READ THE DEPOSITION OF
 3 MS. GLASER?
 4 A: NO I'VE NOT
 5 Q: HAVE YOU READ ANY DEPOSITIONS FOR THIS
 6 CASE?
 7 A: I THINK I'VE READ SOME
 8 Q: WHICH ONES?
 9 A: I'D HAVE TO GO BACK AND LOOK, BUT I DON'T
 10 BELIEVE I'VE READ CHRIS CROCKER'S OR RACHEL'S.
 11 Q: HAVE YOU READ ANY OF THE ZILLOW EMPLOYEE
 12 DEPOSITIONS?
 13 A: NO, I'VE NOT
 14 Q: SO YOU HAVEN'T READ ANY OF THE DEPOSITIONS
 15 THAT GO TO THE ACTUAL WHISTLEBLOWER LETTER ITSELF,
 16 IS THAT RIGHT?
 17 MR. STONE: WELL, SUSAN, I DON'T KNOW WHAT
 18 KIND OF QUESTION THAT IS, BUT YOU'VE DESIGNATED IT
 19 IN SUCH A WAY THAT HE'S NOT ALLOWED TO SEE THEM, SO
 20 WHY DON'T YOU MAKE THAT RECORD FIRST BEFORE YOU ASK
 21 A QUESTION THAT'S MISLEADING.
 22 THE FACT IS, YOU'VE DESIGNATED THESE
 23 DEPOSITIONS OCEO, SO HE'S NOT ALLOWED TO LOOK AT
 24 THEM. IF YOU WANT TO DE-DESIGNATE THEM, THEN HE'LL
 25 BE HAPPY TO READ THEM.

1 MS. FOSTER: AND IF I HAVE TO GO TO COURT
 2 TO STOP THE SPEAKING OBJECTIONS, I WILL.
 3 MR. STONE: LET'S --
 4 MS. FOSTER: ENOUGH.
 5 MR. STONE: -- DO THIS. I WOULD LOVE TO
 6 HAVE THIS FIGHT IN FRONT A JUDGE BECAUSE I THINK
 7 THIS IS UNBELIEVABLE AND UNPROFESSIONAL.
 8 MS. FOSTER: AND I BELIEVE YOUR SPEAKING
 9 OBJECTIONS THIS MORNING, WHICH HAVE DISRUPTED AND
 10 PROBABLY TAKEN UP MORE TIME IN THIS DEPOSITION THAN
 11 THE TESTIMONY THAT WE'RE RECEIVING, IS REALLY
 12 IMPROPER.
 13 MR. STONE: ARE YOU GOING TO --
 14 MS. FOSTER: NOW STOP IT.
 15 MR. STONE: -- REPHRASE YOUR QUESTION?
 16 MS. FOSTER: NO.
 17 MR. STONE: THEN I INSTRUCT HIM NOT TO
 18 ANSWER.
 19 BY MS. FOSTER:
 20 Q: MR. BERKOWITZ, HAVE YOU REVIEWED ANY OF
 21 THE DEPOSITION TESTIMONY RELATING TO THE
 22 WHISTLEBLOWER LETTER?
 23 A: AS FAR AS I KNOW, I'VE NOT BEEN ALLOWED TO
 24 REVIEW IT.
 25 Q: NOW, MR. BERKOWITZ, ON DEPOSITION

1 MS. FOSTER: THE FACT IS THAT THEY AREN'T
 2 ALL DESIGNATED OCEO, AND THE FACT IS THAT HE'S JUST
 3 TESTIFIED AND I'M DESCRIBING THE FACT THAT HE
 4 DOESN'T REALLY HAVE A FOUNDATION FOR THAT
 5 ALLEGATION.
 6 MR. STONE: BECAUSE YOU WON'T LET HIM HAVE
 7 A FOUNDATION, IF YOU WANT TO TELL ME WHICH ONES ARE
 8 DE-DESIGNATED AND YOU WANT TO ASK ABOUT THOSE, BUT
 9 DON'T ASK HIM ABOUT DEPOSITIONS THAT YOU WON'T ALLOW
 10 HIM TO SEE.
 11 MS. FOSTER: MR. STONE --
 12 MR. STONE: IT'S AN UNFAIR -- IT'S AN
 13 UNFAIR QUESTION.
 14 MS. FOSTER: MR. STONE, YOU ARE GOING TO
 15 BE ABLE TO MAKE YOUR RECORD BASED UPON THE EVIDENCE,
 16 AND I'M GOING TO BE ABLE TO MAKE MY RECORD AS WELL.
 17 THANK YOU.
 18 MR. STONE: NOT BASED ON THE EVIDENCE,
 19 BASED ON A MISLEADING QUESTION THAT MISCHARACTERIZES
 20 THE EVIDENCE. THAT'S MY PROBLEM WITH IT, I AM
 21 STICKING TO THE EVIDENCE.
 22 THE EVIDENCE IS YOU'VE GOT IT DESIGNATED,
 23 AND IF I HAVE TO GO TO COURT AND SHOW THE
 24 DESIGNATIONS AND WHAT YOU'RE ASKING A WITNESS IN
 25 THIS CASE, I'LL DO IT.

1 EXHIBIT 1070, DO YOU KNOW WHAT DATE THIS INFORMATION
 2 WAS SAVED AT?
 3 A: LET'S SEE. IS THERE ...
 4 Q: IF IT HELPS, I BELIEVE THAT THE LAST
 5 UPDATED DATE IS AT THE END THERE.
 6 A: AT THE "END" END.
 7 Q: YEAH.
 8 A: DOCUMENT PRODUCED NATIVELY.
 9 Q: I CAN -- YEAH. THE SHORTER -- I THINK YOU
 10 WERE JUST AT IT. RIGHT THERE. THE LAST COLUMN.
 11 A: YES, SO 128, 2014.
 12 Q: THIS INFORMATION ON THE FRONT PAGE HERE
 13 THE FIRST ONE SAYS MLS NAME?
 14 A: YES.
 15 Q: AND THAT WOULD BE THE NAME OF THE MLS?
 16 A: UM-HMM.
 17 Q: AND THEN THE STATE OF THE MLS?
 18 A: YES.
 19 Q: WHAT DOES THE THIRD COLUMN REPRESENT,
 20 ACTIVE LISTINGS?
 21 A: LISTINGS THAT ARE ACTIVE AT THE MOMENT.
 22 Q: AND OFFICE COUNTS?
 23 A: ACTIVE OFFICES AT THE MOMENT.
 24 Q: AND AGENT COUNT?
 25 A: ACTIVE AGENT COUNTS.

June 12, 2015

Joseph M. McMillan
JMcMillan@perkinscoie.com
D. (206) 359-6354
F. (206) 359-7354

David R. Singer
Jenner & Block
633 West 5th Street, Suite 3600
Los Angeles, CA 90071

Jack M. Lovejoy
Cable, Langenbach, Kinerk & Bauer, LLP
Suite 3500, 1000 Second Avenue Bldg.
Seattle, WA 98104-1048

Re: Move, Inc., et al. v. Zillow, Inc., et al.

Dear Messrs. Singer and Lovejoy:

Zillow, Inc. designates the following pages from the May 27, 2015 deposition of Chris Crocker under the Second Amended Protective Order as follows:

Subject to Second Amended Protective Order, Confidential:

Page 45, lines 12 - Page 46, line 24
Page 154, lines 21 - 22
Page 155, lines 3 - 4
Page 208, lines 21 - 23

Subject to Second Amended Protective Order, Attorneys' Eyes Only

Page 31, lines 1 - 10
Page 59, line 9 - page 60, line 6
Page 61, line 23 - page 62, line 17
Page 64, lines 15 - 16
Page 65, lines 11 - 14
Page 67, lines 11 (beginning with the third word in) - 25
Page 68, line 6 - page 69, line 14
Page 70, lines 5 - 7
Page 70, line 14 - page 72, line 8
Page 79, lines 14 - 16
Page 80, lines 2 - 3
Page 81, lines 13 - 14
Page 92, lines 19 - 21
Page 98, line 11 - page 99, line 2
Page 100, lines 7 - 23
Page 116, lines 6 - 23

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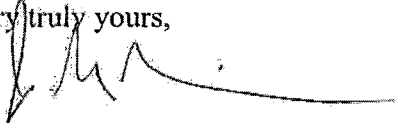
Jack M. Lovejoy
June 12, 2015
Page 2

Page 117, line 3 - page 118, line 24
Page 176, lines 9 - 14
Page 177, line 19 - page 178, line 6
Page 243, line 11 - page 244, line 16
Page 273, line 5 - page 274, line 8

Subject to Second Amended Protective Order, Outside Counsel Eyes Only (don't show plaintiffs):

Page 95, line 15 - page 96, line 16
Page 96, line 20 - page 98, line 6
Page 99, lines 3 - 24
Page 101, line 7 - page 102, line 3
Page 102, lines 1-3
Page 102, line 17 - page 106, line 8
Page 106, line 11 - page 109, line 15
Page 109, line 20 - page 110, line 21
Page 112, lines 5 - 19
Page 113, line 2 - page 115, line 19
Page 119, line 6 - page 125, line 19
Page 125, line 23 - page 127, line 7
Page 203, line 19 - page 204, line 7
Page 204, lines 13 - 18
Page 218, line 11 - page 220, line 7
Page 224, line 11 - page 232, line 7
Page 244, line 21 - page 252, line 18
Page 256, line 20 - page 261, page 1
Page 270, line 3 - page 271, line 5
Page 274, lines 9 - 18

Very truly yours,



Joseph M. McMillan

JMM

cc: Clemens H. Barnes
James P. Savitt

From: Spencer Rascoff
Required Attendees: Kathleen Philips (kathleenp@zillow.com); Lloyd Frink; Greg Schwartz; Jeremy Wacksman; Amy Bohutinsky (amy@zillow.com); Chad Cohen (chadc@zillow.com); Chris Bruno; Sarah Makar; RJ Jones; Errol Samuelson (errol@zillow.com); Tony Small (tonys@zillow.com); Erin Lantz
Location: TBD, IN SEATTLE BUT PROBABLY NOT AT ZILLOW, AND BY PHONE
Importance: Normal
Subject: HOLD FOR PROJECT TOMATO OFFSITE (IN SEATTLE) - TENTATIVE
Start Date/Time: Wed 7/2/2014 7:00:00 PM
End Date/Time: Wed 7/2/2014 10:00:00 PM

This is an important meeting - please try to attend.

Final attendees TBD.

Stay tuned for more info (including the topic).

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To: Rich Barton[rich@zillow.com]
Cc: Lloyd Frink[lloyd@zillow.com]
From: Spencer Rascoff
Sent: Mon 6/30/2014 2:52:00 PM
Subject: project tomato meeting tomorrow

....
>>>

The following people are meeting offsite tomorrow morning on Project Tomato at 7:30am pacific.

I'll send you the dial-in info in case you want to join.

Kathleen Philips (kathleenp@zillow.com); Lloyd Frink ; Greg Schwartz (gregs@zillow.com); Jeremy Wacksman ; Amy Bohutinsky (amy@zillow.com); Chad Cohen (chadc@zillow.com); Chris Bruno ; Sarah Makar ; RJ Jones ; Errol Samuelson (errol@zillow.com); Tony Small (tonys@zillow.com); Erin Lantz erinl@zillow.com

Spencer Rascoff

CEO, Zillow Inc.

1301 2nd Avenue, 31st Floor

Seattle WA 98101

Twitter: [@spencerrascoff](https://twitter.com/spencerrascoff)



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From: Sara Bonert
Sent: Thursday, March 06, 2014 4:12 AM
To: Chris Crocker
Subject: Re: How to speak to Errol joining Zillow

No problem. Greg called and discussed it with me. I'm happy to gave him come on!

On Mar 5, 2014, at 11:41 PM, "Chris Crocker" <crocker@zillow.com> wrote:

I didn't get a chance to call you today to discuss this. I found out this morning. I'm flying to R4 tomorrow, I'll find time to call.

Chris

Begin forwarded message:

From: Greg Schwartz <gregs@zillow.com>
Date: March 5, 2014 at 1:09:44 PM PST
To: Inside Sales <insidesales@zillow.com>, Field Sales <fieldsales@zillow.com>, Greg Schwartz Direct Reports <gregschwartzdirectreports@zillow.com>, Industry Relations <industryrelations@zillow.com>, Rentals Sales <rentalsalesteam@zillow.com>, Mortgage Sales <mortgagesales@zillow.com>
Subject: How to speak to Errol joining Zillow

Hopefully, you've already read the exciting news that Errol Samuelson will be joining Zillow as our Chief Industry Development Officer. You can read the blog post and press release here: <http://finance.yahoo.com/news/errol-samuelson-join-zillow-chief-210500421.html>

If, by chance, current or potential clients ask you questions about this, here are some quick messages you can use:

- **Our business and organization have grown considerably over past few years, and the time is right to expand our focus on Industry Relations with another experienced executive.**
- **This new position reflects the importance we place on building and maintaining strong relationships with brokerages and MLS's, trade associations within the real estate industry.**
- **Zillow has respected Errol for years and have always admired his perspective and approach in advocating on behalf of the real estate industry to embrace and leverage evolving times and technology.**

If you get any media inquiries, please send them directly to pr@zillow.com

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GREG SCHWARTZ
Chief Revenue Officer, Zillow Inc.
gregs@zillow.com

To: Greg Schwartz[gregs@zillow.com]; Errol Samuelson[errol@zillow.com]; Chris Crocker[crocker@zillow.com]
From: Spencer Rascoff
Sent: Thur 6/12/2014 6:40:42 AM
Subject: FW: MOVE Analyst Day - Transcript
Move, Inc. Analyst and Investor Day transcript.docx

Here's the AlexP section in case you didn't read it yet. Kinda weird.

Alex Perriello - President and CEO of Realogy Franchise Group:

Thank you Luke, good afternoon everyone, my name is Alex Perriello, I'm the president and CEO of the Realogy Franchise group, you may be familiar with our brand CENTURY 21, ERA, Coldwell Banker, Coldwell Banker Commercial, Sotheby's International Realty and Better Homes and Gardens. We are the largest real estate franchisor in the world and Move asked me here today to share with you a bit of an industry perspective and that's what I'm here to do.

I'd like to start off by saying that in my view there is a myth that in the real estate business, that an industry friendly website, cannot be a consumer friendly website and I think that that myth has been perpetuated over the last several years and I believe it is inaccurate and quite frankly misguided.

Having been in this business for 37 years now, I can't think of a more industry friendly industry than the real estate business. When you look at it and think about it, what other industries do competitors who compete on a day to day business with each other, what other industry do they cooperate, collaborate and share commissions all for the express purpose of serving the customer better?

That's pretty incredible and the foundation for that is truly the MLS and the MLS provides the infrastructure for brokers to share information, share listings, share commissions and do it in a very collaborative, cooperative manner and very, very seamless and the interesting point with that is that that process of doing business was not mandated in the industry by government regulation or legislation or regulation, it was actually created by the industry itself and it was over 100 years ago so we have an industry that is very supportive, very collaborative and I think that we take it for granted.

Our brands do business in 103 countries around the globe and I get the opportunity to talk with agents and brokers from all around the globe and the thing that is common when they come and they learn how we do business in the US, they marvel at the fact that real estate people actually cooperate. They marvel at the fact that realtors talk to each other and competitors talk to each other never mind do business with each other in a regular basis. Just a quick story to make an example here, a few years ago I was at a business conference in Malta.

Malta is a beautiful little island nation in the Mediterranean Sea, half way between the south coast of Italy and the North coast of Africa and we had a break in the afternoon for sightseeing and I did what I always do. I went out and walked through residential neighborhoods looking at houses, that's a bit of a curse it's what I do and walking down this beautiful street, homes on both sides, beautiful homes and I couldn't help but notice one of the houses was on sale and the reason I couldn't help but notice is there was seven for sale signs fixed to the door, seven different for sale signs.

Now, you might be asking, "Why are there seven signs there?" The way it

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works in Malta which is the way it works in most of Europe and it always amazes me when people say, ³Why don't we do business like they do here, there and the other where?² They really need to do some research as to how business is actually done but in Malta like most of Europe, brokers don't cooperate with each other so the seller, in this case the seller of the property, had to sign what is called an open listing agreement or a non-exclusive listing agreement with every exclusive real estate agent in town and that was the only way that the seller could get the information on their home, distribute it to everyone that was selling real estate in that town.

If you think about it, it's not a real user friendly, consumer friendly way of doing business and the ironic thing about it and to me this was really the ironic thing about it and really the most interesting thing is that none of those seven companies are really that motivated to sell that property and invest money in selling that property because in an open listing the only company that makes a commission is the company that sells it.

I could spend a whole bunch of money marketing that house if I was one of those companies and if someone else actually sold it before I did, I'd get nothing for my services and in some listing agreements, the owner of the property also has the right to sell it and pay no commission to anyone so that's the way it is in other parts of the world which to me is interesting and I took a picture of that doorway with the seven signs and I put it in my office in a frame and I have under it a caption that says *Life without MLS¹* and I remind people of that we have a very special way of doing business here and I think when you see the presentation and you see how seamless and how information goes back and forth, this is really an incredible opportunity here.

I believe today that there is an opportunity for realtor dot com to really create something special in the industry, something that is really once and for all dispel the myth that you can have an industry friendly website and a consumer friendly website at the same time/ it's a win-win for everybody, it's a win-win for the buyers, for the sellers because they get all the information that they want and need in a very timely fashion and it's a win for the industry because there is a safe secure place to put their listing content and that is very important.

I go to all of these meetings, I talk to brokers, I understand what their concerns are, not only are franchisees but other meetings where there are other brokers from unaffiliated companies and this is a concern to the industry is what's happening with their content and what's going on with the information that they give people and in this concern, and I also think that this concern creates great opportunity to really address that, that you have that industry friendly approach and you also have a consumer friendly approach.

Just an interesting side story here, I was at a meeting not too long ago and I got a meeting request from a competitor of Move who knew that I was very upset with them and one of the senior people from that company asked me if I'd sit down and have a meeting with him and I agreed to it and we sat down and he said, ³Look, how can we work this out? How can we resolve our issues?² and I said, ³Well, if you don't mind I would like to explain to you how I, as an industry person, as a franchisor, view your business?² and I said, ³Would you be interested in hearing that?² and he said, ³Yes² and I said, ³The way I see it, you have four constituents and there is really a science to this and an art² I said, ³Let me start with the science of your business.²

He had four constituents, the first constituents is your primary client.

That's the person or the entity that sends you their listing content,

they're your primary client and if they are not happy with what you are doing with their content, they will most likely stop sending it to you if you don't fix it, and if overtime others follow them then you'll go out of business and. I said your primary customer that's your second constituent is the person that advertises with you on the site. If they don't get the return on their investment that they are looking for if you don't fix that, they will probably over time stop spending money on your site and if they do and over time other people follow you'll go out of business.

Your third constituent is the visitor to your site. They are not customers, they are visitors to your site and if they don't like the experience, they don't see the content that they want on the site, whether it's desktop or mobile, if they don't get what they want and you don't fix that, likelihood is that they are going to go to a different site and over time others follow you'll go out of business. I said, ³The fourth constituents are your investors, the people who own stock in your company.²

They are a lot like customers. If they don't see the return in investment and you don't fix it they'll move their capital elsewhere and if over time other people follow, you are going to go out of business so I said, ³That's the science of your business. Then he looked at me and said, ³What's the art part of it?² and I said, ³The art part is keeping all of those constituents happy and engaged at the same time. You have to balance all of it at one time all together² and that's really the way I view the business and I think most of the brokers in the industry view the business and I think that they would all agree with the explanation that I just gave.

I really think that right now the industry is looking for a place, a safe secure place to put their listing content where the entity that is receiving that content is respectful of what it took to get that listing. A tremendous amount of effort goes into getting a listing, a tremendous amount of money, a tremendous amount of work goes into getting that listing so the industry wants a safe place to send that content. The industry and the agents in the industry want to find a place where they get a return on their investment and they can spend their marketing dollars not because they have to, not because it is to protect the content that they just sent but a place that they want to advertise because they get the return on their investment.

I think the consumer is looking for a place where they get timely, accurate information and is comprehensive. It's very, very important, the timeliness and the accuracy; I hear that all the time. That's very, very important to the consumer and there needs to be a place where they can be assured that they are getting that and that place will become their go to site for all things real-estate.

I think for the investors, they are looking for a place that does all of the things that I just described right, and if you do all of those things right, you are going to get the return that you are looking for on your investment and I truly believe that this is the time right now. The industry is looking for this place and I think truly that realtor dot com can be that place and I'll just close with this one thought.

There is an old saying in advertising: if you don't being like what's said about your industry or about company then change the conversation. I think that we have a great opportunity here and Move and realtor dot com has a wonderful opportunity now and to change the conversation and dispel once and for all that myth that an industry friendly website cannot be a consumer friendly website. Thanks very much for having me here.

From: Maria Seredina

Sent: Wednesday, June 04, 2014 9:13 AM
To: Zillow Investor Relations Team
Cc: Rich Barton; Lloyd Frink; Greg Schwartz; Chloe Harford; Errol Samuelson;
Curt Beardsley
Subject: MOVE Analyst Day - Transcript

MOVE ensured there was no transcript of their Analyst Day anywhere, so we ordered one via a transcription service - please find attached, edited - 63 pages. Slides can be downloaded here <<http://investor.move.com/index.php?s=19&item=60>> .

Brad/Kathleen, below are the notes specifically on the questions you inquired about. We are also working on a MOVE/Z compare and contrast, where applicable, and will send that through when ready. Thank you.

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From: Errol Samuelson
Sent: Wednesday, June 11, 2014 10:47 AM
To: Joshua Lopour
Subject: Re: Real Estate Connect San Francisco 2014 Speaker Release DocuSign Signature

I love the fact that you got invited. Awesome

The interesting legal question will be who signs the document? It can't be Zillow Canada for obvious reasons.

From: Joshua Lopour <joshua@rets.ly>
Date: Wednesday, June 11, 2014 at 10:41 AM
To: Michelle Wynne <michellew@zillow.com>
Cc: Kathleen Philips <kathleenp@zillow.com>, Errol Samuelson <errol@zillow.com>
Subject: Fwd: Real Estate Connect San Francisco 2014 Speaker Release DocuSign Signature

Hi Michelle and/or Kathleen,

Inman invited me to join their "new kids on the block" panel at their July conference in San Francisco. They sent this agreement, are you the one I should forward these things to look at before I sign?

Best,

Joshua

----- Forwarded message -----

From: Kristina McDonald via DocuSign <dse@docusign.net>
Date: Wed, Jun 11, 2014 at 10:36 AM
Subject: Real Estate Connect San Francisco 2014 Speaker Release DocuSign Signature
To: Joshua Lopour <joshua@rets.ly>

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From: **Kristina McDonald (kristina@inman.com)**
Inman News

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Thank You,

Kristina McDonald kristina@inman.com

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3489292FA91F4B1CB410BA5480E7D6281

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Joshua Lopour | Retsly | Vancouver

e: Joshua@Retsly.ly

p: 604.862.7516

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Subject: Project Whistler - PR discussion
Location: Spencer's room, + Conf call

Start: Thu 5/22/2014 11:00 AM
End: Thu 5/22/2014 11:30 AM

Recurrence: (none)

Meeting Status: Accepted

Organizer: Spencer Rascoff
Required Attendees: Jill Simmons; Curt Beardsley; RJ Jones; Errol Samuelson; Dawn Lyon (Lyon-Share)
Optional Attendees: Brad Owens; Amy Bohutinsky

Conference Dial-in Number: (712) 775-7200
Spencer = Host Access Code: 401464*
Participant Access Code: 401464#

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From: Amanda Woolley
Sent: Monday, June 23, 2014 2:01 PM
To: Joshua Lopour
Subject: RE: Accepted: Sync on Retsly @ Tue Jun 24, 2014 2:30pm - 3pm (joshua@rets.ly)

Hey Josh,

Is there any way you could meet before noon tomorrow? We are having some scheduling conflicts and a bunch of folks are on a plane tomorrow afternoon and Wednesday.

Thanks!
Amanda

-----Original Appointment-----

From: Google Calendar [<mailto:calendar-notification@google.com>] **On Behalf Of** Joshua Lopour
Sent: Monday, June 23, 2014 12:26 PM
To: Amanda Woolley
Subject: Accepted: Sync on Retsly @ Tue Jun 24, 2014 2:30pm - 3pm (joshua@rets.ly)
When: Tuesday, June 24, 2014 2:30 PM-3:00 PM (UTC-08:00) Pacific Time (US & Canada).
Where: [RIC 3111 - Glasshouse Conf Room: 4 People - 206-757-4319]

Joshua Lopour has accepted this invitation.

Sync on Retsly
1-888-875-1833

Host Passcode: 696 113 8119 (PR)

Guest Passcode: 357 004 6460

When Tue Jun 24, 2014 2:30pm – 3pm Pacific Time
Where [RIC 3111 - Glasshouse Conf Room: 4 People - 206-757-4319] ([map](#))
Calendar joshua@rets.ly
Who

- Amanda Woolley - organizer
- Joshua Lopour - creator
- Jill Simmons
- [RIC 3111 - Glasshouse Conf Room: 4 People - 206-757-4319]
- Mitch Robinson
- Katie Cumutte
- Errol Samuelson

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Invitation from [Google Calendar](#)

You are receiving this courtesy email at the account amandaw@zillow.com because you are an attendee of this event.

To stop receiving future notifications for this event, decline this event. Alternatively you can sign up for a Google account at <https://www.google.com/calendar/> and control your notification settings for your entire calendar.

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Media Contact:
Jill Simmons
206-757-2701 or press@zillow.com

Zillow Acquires Retsly

Technology company's platform enables developers to build cutting-edge productivity tools for the real estate industry using MLS data

SEATTLE and VANCOUVER, BC - July 16, 2014 – Zillow, Inc. (NASDAQ:Z), the leading real estate and home-related marketplace, today announced it has acquired Vancouver, BC -based Retsly, a software company that normalizes real estate data from multiple listing services so developers can build data-driven products for the real estate industry. The company also provides MLSs with the tools to manage software applications in their market and ensure their content is being used appropriately. Zillow is not disclosing the financial terms of the acquisition.

The acquisition of Retsly is an extension of Zillow's efforts to provide innovative productivity tools to help brokers, agents, franchisors, teams and MLSs be more productive and successful, and is an extension of the widely-adopted Zillow® Tech Connect program. Zillow Tech Connect, launched in November 2013, enables leading technology companies to directly integrate with Zillow to help brokers and agents deliver better, smarter services to buyers and sellers.

"Retsly's platform will spur tremendous innovation in the real estate space, enabling developers to build software that works across MLS boundaries and without the overhead of dealing with local data formats," said Spencer Rascoff, Zillow CEO. "Retsly's team and cutting-edge technology is a great fit with Zillow and aligns with our goal to offer great value and services to our industry partners. We're thrilled to welcome Retsly to Zillow."

"We are committed to providing the software development community with tools that make it easier to build amazing technology products and applications for real estate professionals," said Joshua Lopour, CEO of Retsly. "With Zillow we look forward to accelerating the growth of a vibrant software community within the industry."

Retsly and its eight employees will remain in Vancouver. Retsly was founded in 2013.

This is Zillow's eighth acquisition, and the sixth of a company that provides valuable services that support Zillow's strategic expansion beyond a traditional media model to offer a suite of business-to-business tools for local professionals.

About Zillow, Inc.

Zillow, Inc. (NASDAQ:Z) operates the leading real estate and home-related information marketplaces on mobile and the Web, with a complementary portfolio of brands and products that help people find vital information about homes, and connect with the best local professionals. Zillow's brands serve the full lifecycle of owning and living in a home: buying, selling, renting, financing, remodeling and more. In

addition, Zillow offers a suite of tools and services to help local real estate, mortgage, rental and home improvement professionals manage and market their businesses. Welcoming 83 million unique users in June 2014, the Zillow, Inc. portfolio includes Zillow.com®, Zillow Mobile, Zillow Mortgage Marketplace, Zillow Rentals, Zillow Digs®, Postlets®, Diverse Solutions®, Agentfolio®, Mortech®, HotPads™ and StreetEasy®. The company is headquartered in Seattle.

Zillow.com, Zillow, Postlets, Mortech, Diverse Solutions, StreetEasy, Agentfolio and Digs are registered trademarks of Zillow, Inc. HotPads is a trademark of Zillow, Inc.

From: John Cook <john@geekwire.com>
Sent: Sunday, June 29, 2014 9:08 PM
To: Amanda Woolley
Subject: Re: EMBARGOED: MLSListings Inc. Joins Zillow Partnership Platform

Thanks. Sorry for my delay. I was out for a few days.

—Can you tell me how many MLS partnership Zillow has now, and where this one ranks in terms of size? (# of listings, etc.?)

Thanks.

On Fri, Jun 27, 2014 at 1:18 PM, Amanda Woolley <amandaw@zillow.com> wrote:

Hey John,

I wanted to give you a heads on some news we are announcing Monday. MLSListings Inc. of Northern California has joined the Zillow Partnership Platform – MLSListings is the MLS that covers Silicon Valley. The full release is below and will cross the wire at 5 a.m. Pacific on Monday, June 30. Let me know if you have any questions.

Have a great weekend.

Thanks,

Amanda

Amanda Woolley
Communications Manager

amandaw@zillow.com

P (206) 757-4404

C (360) 319-1738



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UNDER EMBARGO UNTIL MONDAY, JUNE 30, 5 A.M. PACIFIC

Media Contact:

Amanda Woolley

206-757-2701 or press@zillow.com

MLSListings Inc. Joins Zillow Partnership Platform

Program enables MLS to send real-time listings directly to Zillow on behalf of participating brokerages

SEATTLE — June 30, 2014 – Zillow, Inc. (NASDAQ: Z), the leading real estate information marketplace, today announced that MLSListings Inc. of Northern California has joined the Zillow® Partnership Platform, which sends MLS data directly to Zillow as often as every 15 minutes, ensuring that current, active listings are up to date, correct and in sync with the MLS data.

“We are excited to welcome MLSListings to the Zillow Partnership Platform,” said Errol Samuelson, Zillow chief industry development officer. “This partnership platform enables us to offer home shoppers in the intensely competitive housing market access to the most comprehensive inventory of homes with the most up-to-date information. We welcome the opportunity to expand our relationship with MLSListings and its subscribers.”

MLSListings’ 16,000 subscribers can now easily ensure their listings are up to date and seen across the Yahoo!®-Zillow Real Estate Network, the largest real estate network on the webⁱⁱⁱ, as well as on Zillow’s popular suite of mobile apps and Zillow partners AOL® Real Estate and HGTV®’s FrontDoor®. MLSListings operates in northern California, specializing in Monterey, San Benito, San Mateo, Santa Clara and Santa Cruz counties.

“We are pleased to participate in this partnership platform with Zillow to ensure our subscribers’ listings have the benefit of both worlds; the immediacy and industry standards of the MLS coupled with the broadest

marketing ability possible with Zillow,” said James Harrison, president and CEO of MLSListings. “Having our listings displayed on Zillow is in the best interest of our subscribers, home buyers, sellers and renters.”

Real estate agents from participating brokerages will be prominently displayed as the listing agent on all their listings, be able to receive leads directly from Zillow and have daily reporting access. Participating brokerages will receive attribution, branding and a link back to their website. To learn more about the platform, email partners@zillow.com or call [206-757-4250](tel:206-757-4250).

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About Zillow, Inc.

Zillow, Inc. (NASDAQ:Z) operates the leading real estate and home-related information marketplaces on mobile and the Web, with a complementary portfolio of brands and products that help people find vital information about homes, and connect with the best local professionals. Zillow's brands serve the full lifecycle of owning and living in a home: buying, selling, renting, financing, remodeling and more. In addition, Zillow offers a suite of tools and services to help local real estate, mortgage, rental and home improvement professionals manage and market their businesses. Welcoming nearly 82 million unique users in May 2014, the Zillow, Inc. portfolio includes Zillow.com®, Zillow Mobile, Zillow Mortgage Marketplace, Zillow Rentals, Zillow Digs®, Postlets®, Diverse Solutions®, Agentfolio®, Mortech®, HotPads™ and StreetEasy®. The company is headquartered in Seattle.

Zillow.com, Zillow, Postlets, Mortech, Diverse Solutions, StreetEasy, Agentfolio and Digs are registered trademarks of Zillow, Inc. HotPads is a trademark of Zillow, Inc.

Yahoo! is a registered trademark of Yahoo! Inc.

AOL is a registered trademark of AOL LLC.

HGTV is a registered trademark of Scripps Networks, Inc.

Frontdoor is a registered trademark of Scripps Networks, LLC.

(ZFIN)

About MLSListings:

MLSListings Inc is the premier Multiple Listing Service (MLS), for northern California. MLSListings is where real estate property listings originate, as the authorized trading platform for real estate professionals. Our

customers are REALTORS®, brokers and agents throughout northern California. We specialize in the counties of Monterey, San Benito, San Mateo, Santa Clara and Santa Cruz. Approximately 16,000 real estate professionals in over 6,000 firms representing 28,000 square miles conduct business utilizing our MLS platform. Because their listings originate with us, our real estate data is the most up-to-date, refreshes every five minutes, and is the most accurate available to buyers, sellers and those seeking real estate information.

[1] According to comScore Media Metrix Real Estate Category Ranking by Unique Visitors, April 2014, US Data

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John Cook
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Twitter: [@johnhcook](https://twitter.com/johnhcook)

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Exhibit U, Page 1 of 1



Examination of Brent Caslin