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KING COUNTY
SUPERIOR COURT CLERK
E-FILED

The Honorable Sean O'Donnell
CASE NUMBER: 14-2-07669-0 SEA
Motions Noted: 6/2/15 and 6/8/15
Oral Argument Requested

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SUPERIOR COURT OF WASHINGTON FOR KING COUNTY

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,

v.

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

Defendants.

Case No. 14-2-07669-0 SEA

DECLARATION OF CLEMENS H. BARNES

~~PUBLIC REDACTED VERSION~~

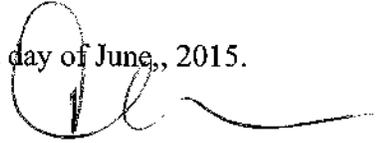
I, Clemens H. Barnes, state and declare as follows:

1. I am one of the attorneys for Defendant Errol Samuelson, and make the following
statements based on personal knowledge and participation in the above-captioned lawsuit.

1 2. Attached as **Exhibit A** hereto is a true and correct copy of excerpts from the
2 transcript of the deposition of Chris Crocker, taken May 27, 2015, which I personally attended as
3 counsel for Errol Samuelson.

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

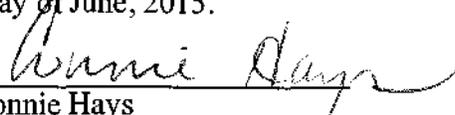
6 Signed at Seattle, Washington this 1st day of June, 2015.



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Clemens H. Barnes

Signed at Seattle, Washington this 1st day of June, 2015.



Connie Hays
Legal Assistant

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EXHIBIT A

Public Redacted Version

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IN THE SUPERIOR COURT FOR 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, et al.,)
Plaintiffs,)

vs.) 14-2-07669-0 SEA

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

VIDEOTAPED DEPOSITION UPON ORAL EXAMINATION
OF
CHRIS CROCKER

***** AWAITING CONFIDENTIAL DESIGNATIONS *****

Taken at 1000 Second Avenue, Suite 3500
Seattle, Washington

DATE TAKEN: May 27, 2015

REPORTED BY: KATHLEEN HAMILTON, RPR, CRR, CCR 1917

1 Q. "Curt booked private meeting rooms at a hotel near the
2 conference." You see that?

3 A. I do.

4 Q. How do you know that to be true?

5 A. The person who booked the rooms is sitting to my
6 right.

7 Q. Who was that?

8 A. I don't recall if it was Jessica or Molly, because I
9 don't remember exactly the timeline of when they left, but one
10 of the two of them.

11 Q. And a little bit further down you say that, "Errol was
12 present at most of those meetings."

13 A. Yes. I recall -- actually, let me rephrase, state the
14 last one. It was Jessica, because I recall a conversation
15 afterwards of Jessica telling me that she was arranging him --
16 for him to be at those meetings.

17 Q. And who are those meetings with?

18 A. I don't know.

19 Q. You just know they were meetings at the conference?

20 A. Correct.

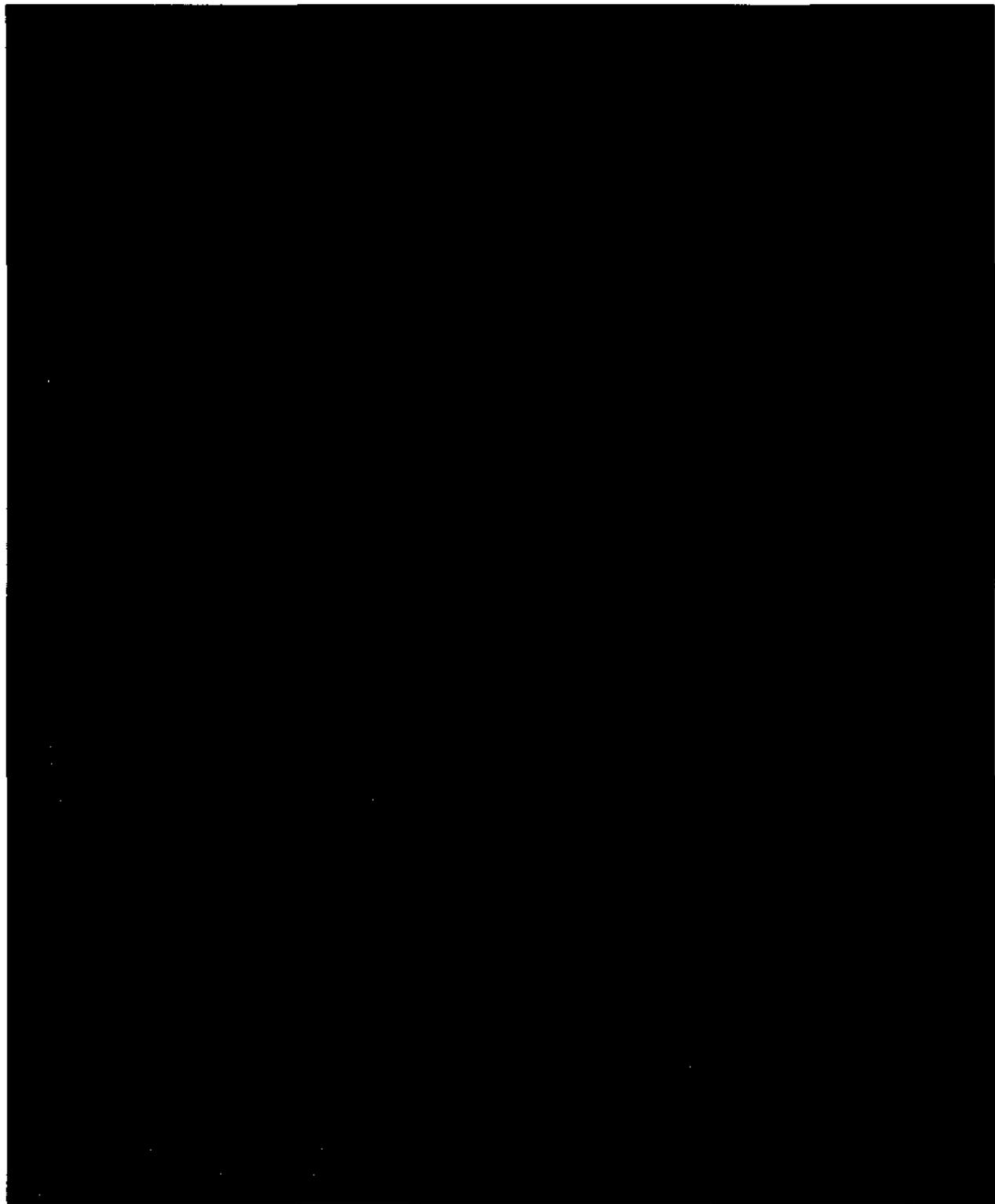
21 Q. How do you know that Errol was present at the
22 meetings?

23 A. I don't know if he was present at the meetings. I
24 know that his assistant was scheduling arrangements and trying
25 to work out logistics of making sure that he was going to be

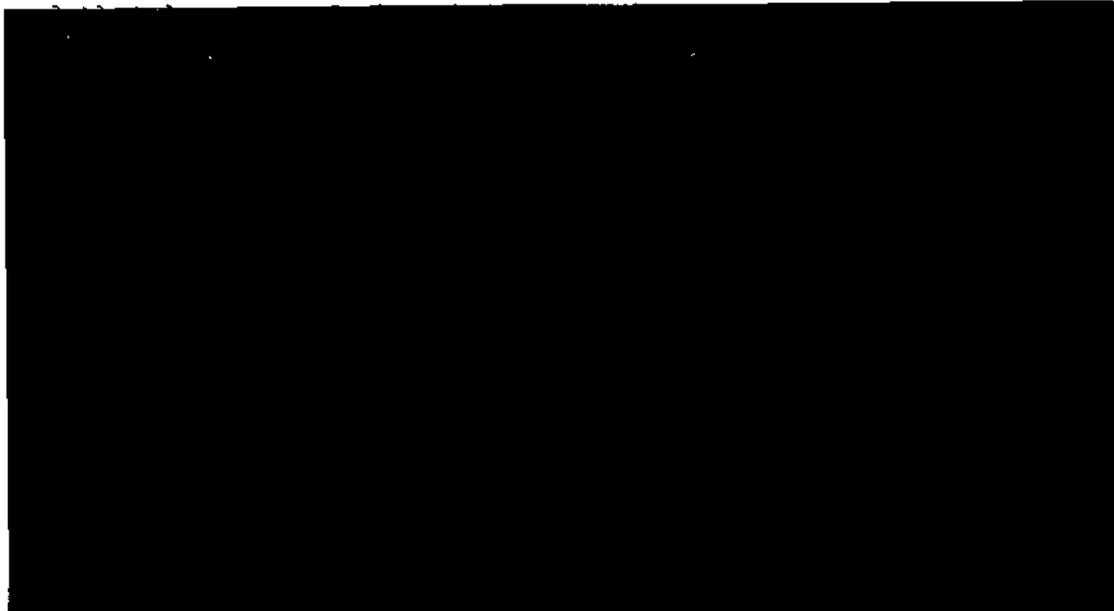


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11 Q. Did you ever confront Mr. Beardsley about any of this?

12 A. I did not.

13 Q. Is there a reason why you didn't confront
14 Mr. Beardsley about any of this?

15 A. No, I think the proper answer to your question was
16 shortly after the two of them arrived, I knew my days were
17 numbered at Zillow, and that I would be replaced in short
18 order. I had -- was expecting it to happen faster than it
19 happened. So there was really no benefit or upside for anybody
20 in creating controversy or fighting something that I realized
21 was going to be inevitable.

22 Q. Why'd you think your days were numbered after they
23 arrived?

24 A. Well, twofold. One, you -- there was a lot of money
25 being spent on quote, "industry relations," if you will. You

1 know, none of us were inexpensive employees, and there's a lot
2 of duplication and overlap.

3 So in their -- you know, I can't speculate on the
4 negotiations that happened to take them away from Move. I just
5 know that one day they showed up, and they're paying a lot more
6 for them than they were paying for me to do essentially a
7 similar job.

8 So it would be a good conclusion to draw that, you
9 know, in an era of cost savings that our CEO is delivering to
10 Wall Street, as he was routinely telling Wall Street we were
11 going to save a hundred million dollars in the transaction,
12 there would be a lot of head count reductions as a result of
13 that. And wherever you have overlap, it's pretty obvious
14 you're going to have head count reductions, especially in the
15 people who are expensive.

16 We call that having big antlers in corporate America.
17 When you have an expensive salary, you have big antlers and you
18 stick out. So I had an expensive salary, and their salaries, I
19 assume, were higher than mine. There's overlap. It's only a
20 matter of time until one of them goes. I think it would have
21 happened sooner, but Errol was on injunction, so I had
22 usefulness while he was on the bench.

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4 Q. Now, one of the allegations that you made here was
5 that Mr. Samuelson had violated the preliminary injunction here
6 by having certain meetings at Inman; is that right?

7 A. Yes.

8 Q. Were you at Inman?

9 A. I was not.

10 Q. Earlier I think we read where you had testified in
11 your declaration that this letter was all made on personal
12 knowledge?

13 A. Yes.

14 Q. And in here you say, "Errol was in NYC working when he
15 wasn't supposed to be." What's your basis for that statement?

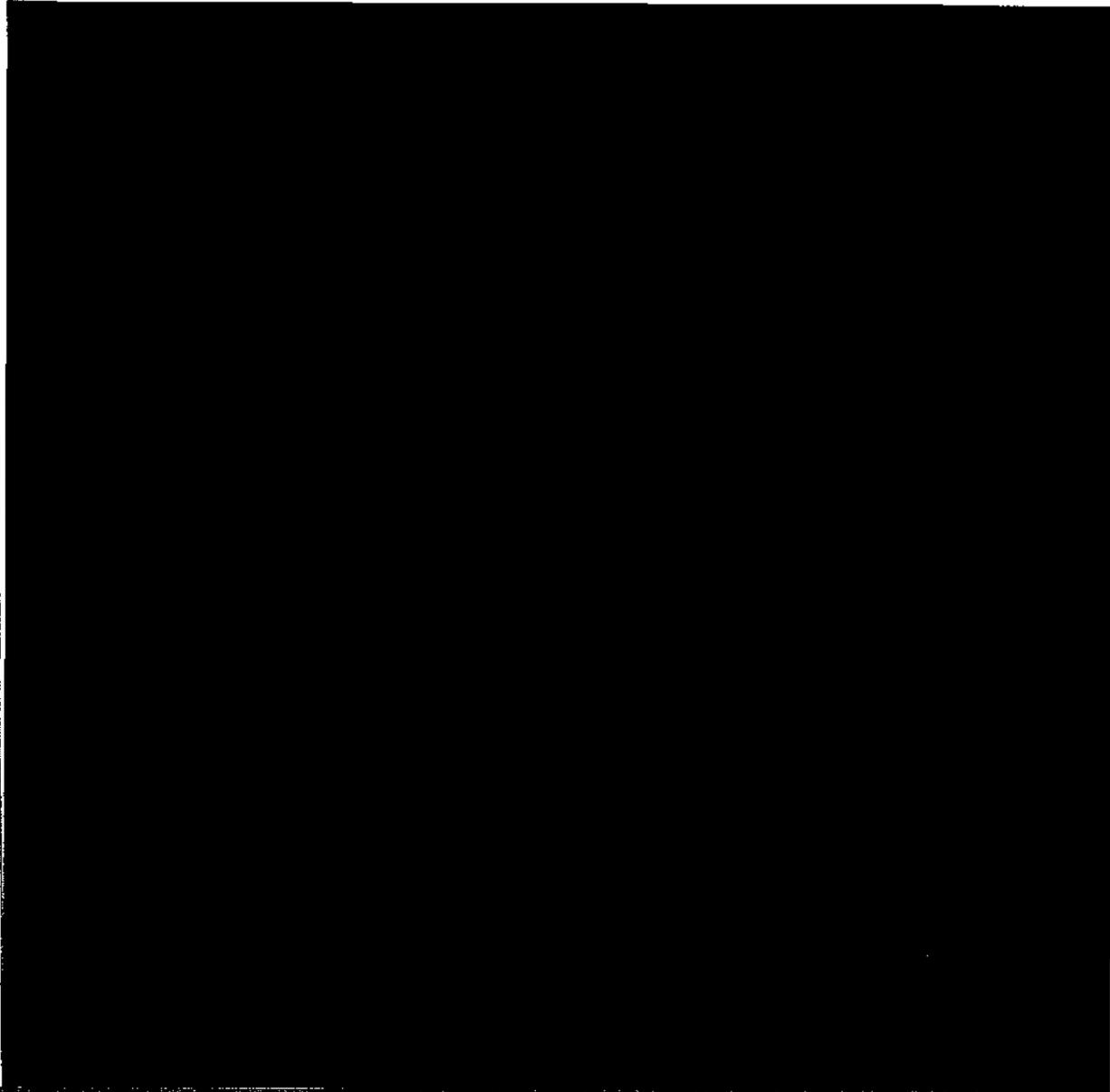
16 A. Overhearing his administrative assistant booking
17 travel for him and appointments for him in that city.

18 Q. So it was your understanding that merely by being at
19 Inman he was in violation of the preliminary injunction?

20 A. Well, I was under the impression he wasn't to be
21 working on anything that had to do with industry relation
22 matters or data at all, and that meant interacting with all of
23 our clients. And I mean, as it is referred to me, his
24 restrictions were so severe, he was literally left to be doing
25 nothing.



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Q. So, Mr. Crocker, prior to making this allegation that he was in violation of the preliminary injunction, did you take any efforts to check the court record or do anything to determine what actually Mr. Samuelson was prevented from doing?

A. I did not.

Q. Earlier you'd indicated that sending this letter was

1 the right thing to do; is that right?

2 A. That's what I believed.

3 Q. If it was the right thing to do, don't you think that
4 it would have merited some due diligence to see if the
5 allegations you're making in this letter are actually true and
6 correct?

7 MR. SINGER: Objection. Form.

8 (Whereupon, Mr. Caulfield
9 joins the proceedings.)

10 THE WITNESS: I wrote the letter of my personal
11 beliefs and experiences solely.

12 BY MS. FOSTER:

13 Q. Did you understand that by writing these -- this
14 letter and making these accusations that you may impact to
15 other individuals, Mr. Beardsley and Mr. Samuelson?

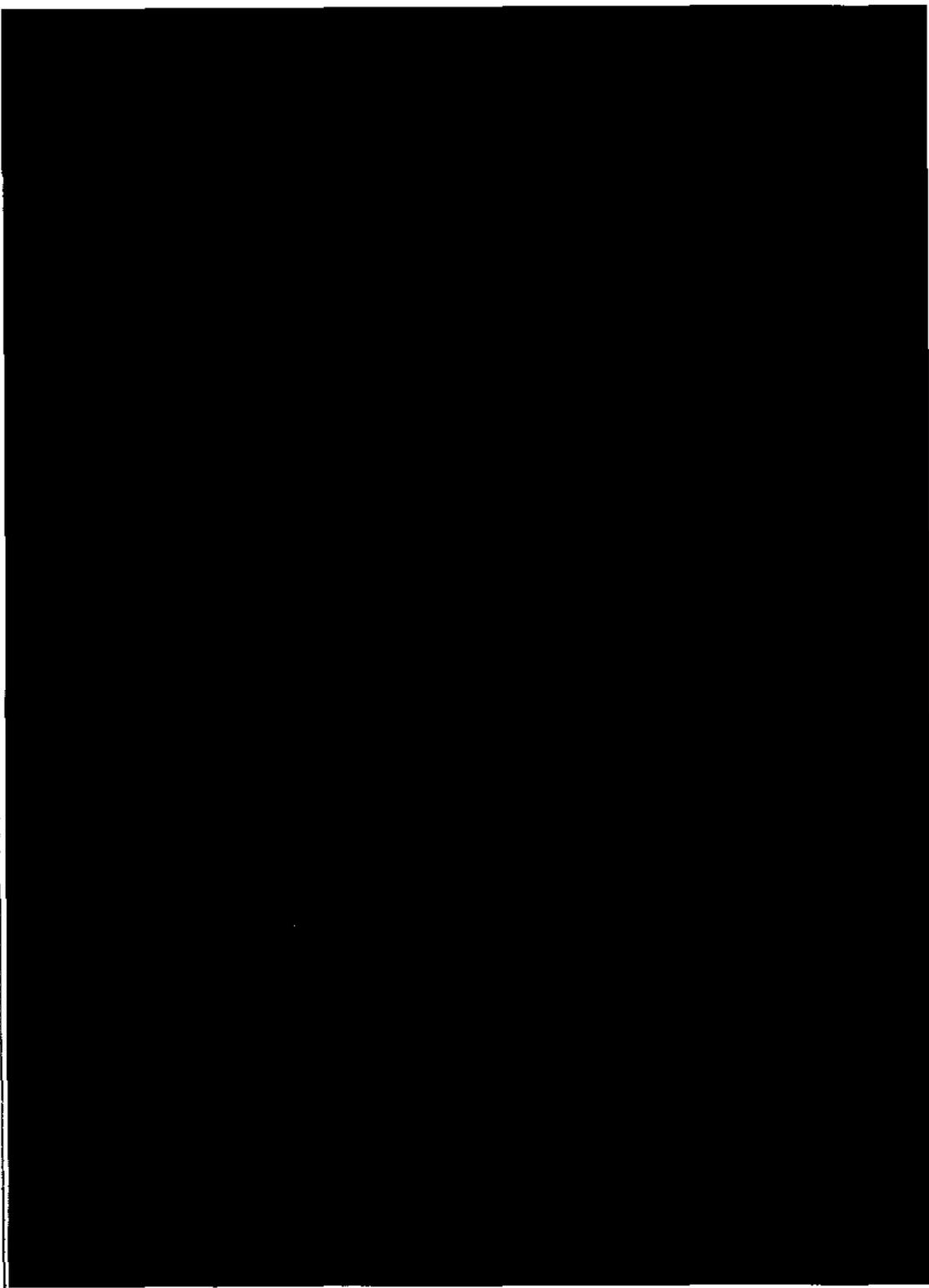
16 A. Sure. And I believe if they've done no wrongdoing,
17 there will be no harm as a result of it. But if they've been
18 doing wrongdoing, they deserve to have this exposed.

19 Q. But you didn't feel the need to do any due diligence
20 to determine the truth or falsity of the allegation that they
21 were in violation of preliminary injunction?

22 A. I don't have to do due diligence on my experiences. I
23 don't know how to answer that.

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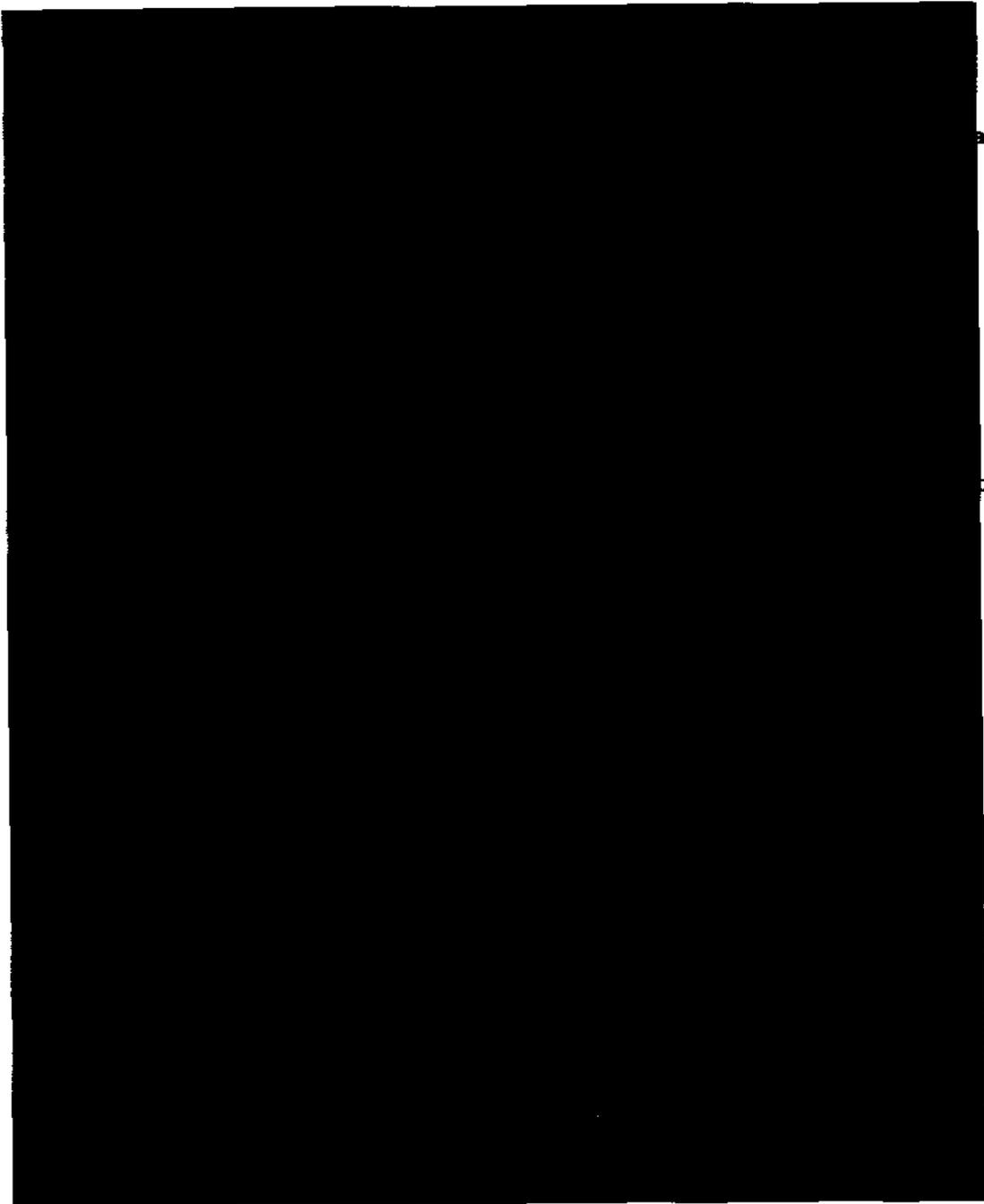
25 Q. And paragraph 6. Do you recall telling me that you

1 had no information that would lead you to believe that
2 Mr. Samuelson had ever used Move's confidential information
3 while at Zillow?



4 A. That is accurate.

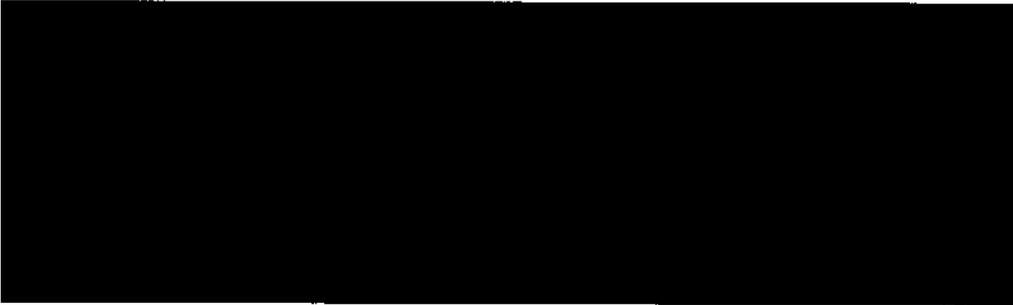
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BY MS. FOSTER:

Q. Mr. Crocker, during 2014 you were in charge of the industry relations group for both MLS's and brokerages; is that right?

A. Yes.

Q. And is it fair to say that listing acquisition was a top priority in 2013 and 2014?

A. Yes.

Q. And didn't Zillow have a program called zPro that had been launched in 2012 for acquiring listings?

A. Yes, it had been morphed over the years, but yes.

Q. And that offered free benefits to brokers who would provide direct feeds?

A. Correct.

Q. And was there a similar program to obtain direct feeds from MLS's?

A. Yes.

Q. And that was the Zillow Partnership Program?

A. Yes.

Q. And that was launched about the same time?

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19 We were talking about our conversation about whether
20 you had told me that Mr. Samuelson had -- that you had no
21 information that Mr. Samuelson had used or disclosed
22 confidential Move information.

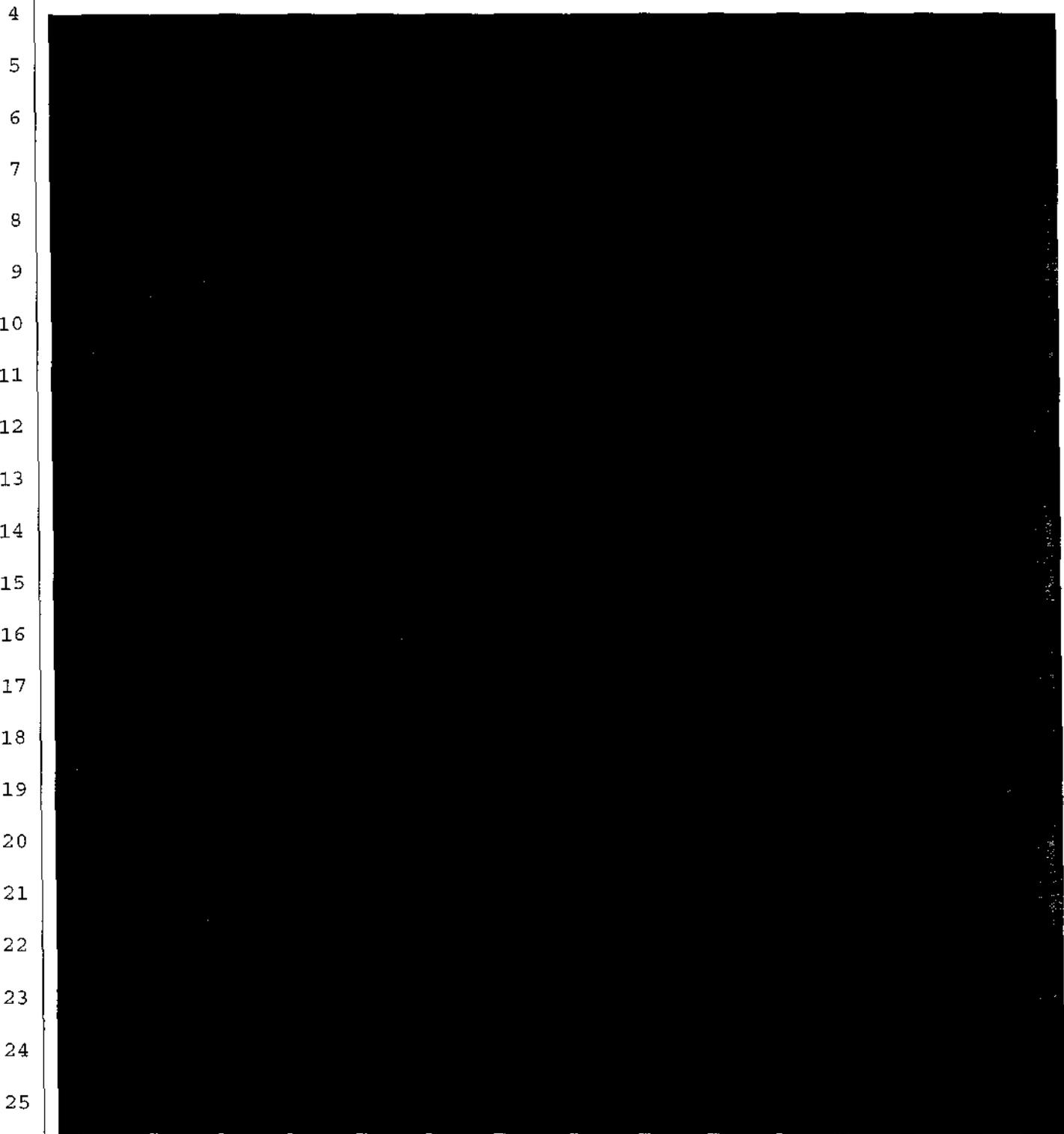
23 Do you recall that?

24 A. I do.

25 Q. As you sit here today, are you aware of any

1 information that indicate that Mr. Samuelson used or disclosed
2 confidential Move information?

3 A. I am not.



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[REDACTED]

Q. After Errol Samuelson showed up at Zillow, did the industry relations plan to obtain direct feeds continue to fail miserably?

A. No, it changed rather dramatically.

Q. And what do you attribute that to?

[REDACTED]

[REDACTED]

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C E R T I F I C A T E

STATE OF WASHINGTON
COUNTY OF KING

I, Kathleen Hamilton, a Certified Shorthand Reporter and Notary Public in and for the State of Washington, do hereby certify that the foregoing transcript of the deposition of CHRIS CROCKER, having been duly sworn, on MAY 27, 2015, is true and accurate to the best of my knowledge, skill and ability.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29TH day of MAY, 2015.

KATHLEEN HAMILTON, RPR, CRR, CCR