

CX0122

25.

From: "John Fanning" <[REDACTED]>
Subject: jerk.com 1.0
Date: June 10, 2009 12:19:13 PM PDT
To: [REDACTED]

[REDACTED]

I spoke with [REDACTED] today and he suggested I email you to outline our understanding with respect to financing development costs. [REDACTED] and I thought that we could spend 25-50K in the initial phase working together with you to develop the site to the next level, (jerk.com 1.0) while I work in parallel to find the resources to continue to finance the company. I explained to [REDACTED] that we wanted to try to be as open minded and flexible about what we collaboratively decided to do so that everyone had the ability to bring their best bear on the project.

If you go to www.netcapital.com/jerk You can see where we were heading with the next update of the main page, however I am interested in seeing what you can put together and we can go from there. If you want to sign a formal agreement, that's ok let me know. Clearly all the work is done under work for hire, is owned by Jerk LLC, and subsequently Jerk Inc as we are converting from and LLC to and Corp. Let me know if you are comfortable with our initial budget and when you can follow up with some of the things we discussed on our last call.

Thanks,
john

John W Fanning
Chairman Netcapital
[REDACTED]

CX0125

26.

From: "John Fanning" <[REDACTED]>
Subject: RE: Adress For Jerk LLC
Date: June 12, 2009 8:37:37 AM PDT
To: <[REDACTED]>

[REDACTED]

John W Fanning
Chairman Netcapital

[REDACTED]

From: [REDACTED]
Sent: Friday, June 12, 2009 11:17 AM
To: 'John Fanning'
Subject: RE: Adress For Jerk LLC

John,

Need the address

From: [REDACTED]
Sent: Friday, June 12, 2009 8:12 AM
To: [REDACTED]
Subject: Address For Jerk LLC

Do you have the address for Jerk llc?
Thank you

[REDACTED]

From: [REDACTED]
Sent: Friday, June 12, 2009 8:02 AM
To: [REDACTED]
Subject:

27.

This is the right one.

For more information about [REDACTED] products and services, visit our website at [http://\[REDACTED\]](http://[REDACTED]) This communication is for informational purposes only and nothing herein should be construed as a solicitation, recommendation or an offer to buy or sell any securities or product. The information contained herein has been obtained from sources believed to be reliable but we do not guarantee accuracy or completeness. [REDACTED] Inc and its affiliated companies, their officers, directors and employees may have a position in or, make a market in any securities mentioned above and, may act as an investment banker or advisor to such companies. Client account information or transaction details do not supersede mailed confirmations or account statements which are the only official records containing this information. As a matter of policy, orders are not accepted via e-mail or voice mail and no responsibility shall accrue relating to any orders placed in this manner. If this communication has been received in error, please delete or destroy immediately.

CX0128

31.

From: "John Fanning" <[REDACTED]>
 Subject: RE: Jerk.com Project Plan
 Date: June 21, 2009 4:03:42 PM PDT
 To: [REDACTED]
 Cc: [REDACTED]

[REDACTED]

That's sound very good. My concern with respect to wireframes is that I have in our budget 7.5k per month for the next 4 months. That arrives at the 30k that [REDACTED] and I initially thought we should use as a target. My understanding now from [REDACTED] is that 50k is probably a better number, which is fine, but I do need to plan our cash flow. My concern is that wireframes cost 5k, but the existing frames only cover about 25% of the functionality and I am not clear if the 5K is for what was already done, or the total effort.

I'm confident I can boost the budget quickly from 30k, potentially even much higher than 50k over the next 120 days, but to do that I need to upgrade the look of the site, and do some little things that make a big impact on presentation. I was about to wire up

<http://netcapital.com/jerk.v.2/>

Before I met you, just to help us gather capital and create excitement. Now I have

<http://netcapital.com/jerk.v.3/>

and I am not sure what to do. I'm used to transitioning and building in small increments. Let me know what you think

john

John W Fanning
 Chairman Netcapital

[REDACTED]

From: [REDACTED]
 Sent: Sunday, June 21, 2009 3:41 PM
 To: John Fanning
 Cc: [REDACTED]
 Subject: Re: Jerk.com Project Plan

32.

John..this is a working schedule and it is based upon the wire frames and as what we understand (to this point) what the project is. We have been asked to immediately begin on this therefore the need to move on areas we already have experience in. Again this is an framework only, we know based on our experience we at least need to start with this. As I suggested in our last conversation, we will require a conference call with you, the chief developer, designer and artist to get a better understanding of your vision. We also have assigned the team that will work or lead various areas. You will know who is working on each task. So please give a time that will be good for us to have a call. We use Skype for all of our communication needs but I can pull you in on your land line if you do not have Skype. The team is 15 hours ahead of us, therefore if it is 8 AM your time it is 11 PM their time. So let us know and we will all schedule accordingly.

Thanks
[REDACTED]

On Sun, Jun 21, 2009 at 8:35 AM, John Fanning <[REDACTED]> wrote:

[REDACTED],

Is it possible to include in the plan which people are required to complete each task? Also It looks like a lot of the dates have past. I'm not sure all of the tasks that have past are actually completed. There is a lot of new functionality we need to integrate into the next iteration of the site, the stuff I see in the wire frames seems to only addresses the functionality already built being redeveloped.

john

John W Fanning

Chairman Netcapital

[REDACTED]

[REDACTED]

[REDACTED]

From: [REDACTED]
Sent: Sunday, June 21, 2009 10:08 AM
To: John Fanning; [REDACTED]
Subject: Jerk.com Project Plan

33.

John

Here is the Project Plan for Jerk.com

I have exported it to excel, so that if you like to edit and send as spreadsheet you can do so.

I've attached here 3 file formats:

- MS Projects
- Excel
- PDF

Thanks,

[REDACTED]

--

We stretch out both of our arms...
 Pass through the clouds, straight to the sky...
 Even though we touched the Moon and the Mars...
 We still cannot touch the TRUTH.
 --- from the manga BLEACH

--

[REDACTED]

[REDACTED]

President/Founder

[REDACTED]

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34.

--
[REDACTED]

[REDACTED]

President/Founder

[REDACTED]

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CX0130

36.

From: "John Fanning" [REDACTED]
 Subject: RE: Jerk.com Homepage update
 Date: June 26, 2009 6:30:34 PM PDT
 To: [REDACTED]
 Cc: [REDACTED]

OMG you are amazing. Can you ship it? Put it up on jerk.com

John W Fanning
 Chairman Netcapital
 [REDACTED]

From: [REDACTED]
 Sent: Friday, June 26, 2009 7:29 PM
 To: [REDACTED]
 Cc: [REDACTED]
 Subject: Jerk.com Homepage update

Hi John [REDACTED],

I have done working on the home page reskinning, here is the link :
<http://www.jerk.com/index6.php>
 Once you have approved it will replace the current home page to this one.

Let me know.

Thanks,

[REDACTED]

--
 We stretch out both of our arms...
 Pass through the clouds, straight to the sky...
 Even though we touched the Moon and the Mars...
 We still cannot touch the TRUTH.
 --- from the manga BLEACH

CX0133

39.

From: [REDACTED]
Subject: FW: into to an an exciting opportunity
Date: August 4, 2009 6:11:26 PM PDT
To: [REDACTED] >

[REDACTED],

I want to talk to you about this.

john

John W Fanning
Chairman Netcapital

[REDACTED]

From: [REDACTED]
Sent: Monday, August 03, 2009 10:46 PM
To: [REDACTED]
Cc: 'John Fanning'; [REDACTED] - EXT
Subject: RE: into to an an exciting opportunity

[REDACTED], thanks for thinking of me.

John, I'd love to hear more about Jerk. I know this sounds odd, but could we meet on Sunday? I'm leaving the country next week...

Thanks,

[REDACTED]

From: [REDACTED]
Sent: Monday, August 03, 2009 10:51 AM
To: [REDACTED]
Cc: 'John Fanning'; [REDACTED] - EXT
Subject: into to an an exciting opportunity

Hi [REDACTED]:

I hope this finds you well.

I wanted to introduce you to an exciting new venture, Jerk.com -- that I invested in. With a little edgy/catchy name, Jerk.com is addressing a rapidly growing need on the social web relating to online reputations.

40.

We all know how reputations are critical for business and social interactions. eBay's growth was as much fueled by its credible reputation management as by its marketplace. Buyers today can review feedback related to transactions. This enables millions of buyers and sellers to build relationships based on trust. Jerk.com is offering a similar reputation management system for other commerce and social applications such as jobs, dating, and gaming.

The company is started by John Fanning, Napster co-founder copied on this email, whom I think you might already know. Another angel in the deal is [REDACTED] principal investor in [REDACTED] who also run [REDACTED].

Best,

[REDACTED]

[REDACTED]

The future stands in need of you in order to be born.

-- [REDACTED]

CX0135

43,

From: "John Fanning" [REDACTED] >
Subject: Jerk.com
Date: August 4, 2009 9:53:24 PM PDT
To: [REDACTED]
Cc: [REDACTED]

Guys,

My understanding is that we are back on track and moving forward together again! I know I have to do a little on the financial side asap, and as far as the business dynamics, well I'm sure you can post a few choice pieces of feedback for me on jerk.com! We have spent a week going through the wireframes and I think it would be ideal if we could get the omni graph files so we can make some changes and edits before we go forward. We are still using the original Romanian developers for maintenance on the production site in order to relieve you of that burden. We really view that as more transitional than anything else.

Talk to you soon,

john

John W Fanning
Chairman Netcapital
[REDACTED]

CX0139

48.

From: "John Fanning" [REDACTED] >
Subject: RE: Jerk.com Update (draft [REDACTED])
Date: August 27, 2009 1:17:43 PM PDT
To: [REDACTED]
Cc: [REDACTED]

The first draft had a few quotes from those guys. [REDACTED] went hog wild on the stories and [REDACTED] left them out all together which I think is a mistake. How about something like this:

I wanted to update you on some of the progress we've made so far on Jerk.com—a new venture of mine whose mission is to become the Internet's clearing house of reputation management—a rapidly growing need on the social web.

We all know how reputations are critical for business and social interactions. eBay's growth was as much fueled by its credible reputation management as by its marketplace. Buyers today can review feedback related to transactions. This enables millions of buyers and sellers to build relationships based on trust. Jerk.com is offering a similar reputation management system for other commerce and social applications such as jobs, dating, and gaming.

Since we've started this February, we have had many accomplishments:

1. We secured Jerk.com as our domain name - a 4-letter, 1-syllable word that is both edgy and catchy, and likely to attract PR through its name.
2. Our alpha site is up and running and growing rapidly. Our users have already created over 180,000 profiles, and they have been growing at a compound rate of over 200% a month.
3. We have gotten some seasoned, world-class internet entrepreneurs and investors, people like [REDACTED] and [REDACTED] of Individual (invented internet news) and [REDACTED] involved. [REDACTED] are supporting our venture both financially and with their time commitment.
4. We've brought on a world-class development team in California, thanks to an introduction from [REDACTED]. This team is working on the next version of our site which we expect will further fuel our growth.
5. We have done all this on about \$130K-about half way of our goal of \$250K.
6. We have also talked to some Institutional Investors, [REDACTED] from [REDACTED] who was intrigued by the venture and said, "it is certainly a big opportunity to increase the amount of transparency in the world - and fundamentally change how people act."
7. We have also talked to some potential distribution partners, [REDACTED] [REDACTED] said point-blank, "Jerk.com is a great name which you need to cut through the noise. It's also solving an important problem. I'm willing to support and help you, and together we can get to the tipping point quicker."

49.

I look forward to catching up with you,

john

John W Fanning
Chairman Netcapital

[REDACTED]

-----Original Message-----

From: [REDACTED]
Sent: Wednesday, August 26, 2009 12:50 AM
To: 'John Fanning'
Cc: [REDACTED]
Subject: RE: Jerk.com Update (draft [REDACTED])

I think its pretty good but puts too much emphasis on [REDACTED] I would suggest keeping those as anecdotes to a verbal conversation rather than putting them in the email. I think putting them in the email makes them the key issue that they will ask you about when you talk to them live. And chances you will need to back paddle since chances we will not have deals w/ them (if we did you would not need these angels...)

I would suggest something more straight forward like:

I wanted to update you on some of the progress we've made so far on Jerk.com--a new venture of mine whose mission is to become the Internet's clearing house of reputation management--a rapidly growing need on the social web.

We all know how reputations are critical for business and social interactions. eBay's growth was as much fueled by its credible reputation management as by its marketplace. Buyers today can review feedback related to transactions. This enables millions of buyers and sellers to build relationships based on trust. Jerk.com is offering a similar reputation management system for other commerce and social applications such as jobs, dating, and gaming.

Since we've started this February, we have had many accomplishments:

1. We secured Jerk.com as our domain name - a 4-letter, 1-syllable word that is both edgy and catchy, and likely to attract PR through its name.
2. Our alpha site is up and running and growing rapidly. Our users have already created over 180,000 profiles, and they have been growing at a compound rate of over 200% a month.
3. We have gotten some seasoned, world-class internet entrepreneurs and investors, people like [REDACTED] and [REDACTED] involved. [REDACTED] are supporting our venture both financially and with their time commitment.
4. We've brought on a world-class development team in California, thanks to

50.

an introduction from [REDACTED]. This team is working on the next version of our site which we expect will further fuel our growth.
5. We have done all this on about \$130K-about half way of our goal of \$250K.

We have also gotten some great distribution deals with major brand-name internet sites cooking. I can tell you more when we talk...

I look forward to catching up with you,

John Fanning

-----Original Message-----

From: John Fanning [REDACTED]
Sent: Tuesday, August 25, 2009 3:36 PM
To: [REDACTED]
Cc: [REDACTED]
Subject: FW: Jerk.com Update (draft [REDACTED])

I made some changes, and I think we need to make some more. [REDACTED]. I also included the original.

John W Fanning
Chairman Netcapital
[REDACTED]

-----Original Message-----

From: [REDACTED]
Sent: Tuesday, August 25, 2009 5:57 PM
To: John Fanning
Subject: Jerk.com Update (draft [REDACTED])

We recently met [REDACTED] for coffee at his favorite hangout Revere in SF to get his take on Jerk.com, the new social networking site I launched several months ago.

[REDACTED] said point-blank, "Jerk.com is a great name. And it's on a very important mission, solving an important problem. I'm willing to support and help you, and together we can get to the tipping point quicker."

[REDACTED] as you may have read in the cover story of this month's Wired Magazine has grown Craigslist into the world's largest community of what he terms face-to-face transactions. With a community larger than eBay and Amazon combined, his biggest challenge is preventing fraud, spam, and transactions gone awry, most notably the "Craigslist Killer" incident in Boston.

His challenge to us: is there a way Jerk.com could preserve someone's anonymity yet present their Jerk score reputation in one-on-one transactions?

The answer is yes. Even though profiles, feedback, scores are created in an open dialogue between parties, scores and reputation can be carried

51.

anonymously into the world in personal interactions with others. [REDACTED] likes this idea.

Our mission to be the Internet clearing house of reputation management is just in its infancy but gaining traction as evidenced from feedback we got from [REDACTED] but more importantly our own booming community of users.

* Over 180,000 users have created profiles on our Alpha site, doubling each month since launch in February.

* On the investment front we are half way to our goal of 250k in angel financing with participation and active involvement from [REDACTED] pioneer Internet news founder of Individual as well as Internet security leader [REDACTED], taking both public.

And as well [REDACTED], founder of [REDACTED], who is also directing development of our new Beta site for Jerk.com with a team of world-class engineers he used to create [REDACTED]

* We secured the edgy, catchy domain Jerk.com on favorable terms.

Moving forward we hope to attract a venture investor the likes of [REDACTED] [REDACTED], who is intrigued by Jerk.com after a full day's visit on the same trip to see [REDACTED] said, "it is certainly a big opportunity to increase the amount of transparency in the world - and fundamentally change how people act."

Hope you found this update helpful and agree we are making significant progress on Jerk.com. Please drop me an email and I'd be happy to follow up with a more in depth conversation.

Best,
John Fanning

On behalf of my colleagues [REDACTED] and [REDACTED], I wanted to update you on some of the progress we've made so far on Jerk.com, a new venture of mine that is addressing a rapidly growing need on the social web relating to online reputations.

We all know how reputations are critical for business and social interactions. eBay's growth was as much fueled by its credible reputation management as by its marketplace. Buyers today can review feedback related to transactions. This enables millions of buyers and sellers to build relationships based on trust. Jerk.com is offering a similar reputation management system for other commerce and social applications such as jobs, dating, and gaming.

Since we've started this February, we have had many accomplishments. Firstly, We secured Jerk.com as our domain name - a 4-letter, 1-syllable word that is both edgy and catchy, and likely to attract PR through its name. Our alpha site is up and running, and successful to say the least. Our users have already created over 180,000 profiles, and they have been coming continually at a 200% growth rate for the past 4 months. But as our profile

52.

numbers continue to grow, we will also be working on the next beta site. To make this possible, we've brought on a world-class development team in California, thanks to an introduction from [REDACTED], founder of [REDACTED].

Financially, we are over half-way towards our goal of 250k, and the future keeps looking brighter. Earlier in August, I met with [REDACTED] from [REDACTED], who was intrigued by the venture and said, "it is certainly a big opportunity to increase the amount of transparency in the world - and fundamentally change how people act." While on the same business trip, I also met with [REDACTED], founder of [REDACTED], about implementing the Jerk.com rating system into [REDACTED], which surprisingly lacks its own reputation management and feedback system. [REDACTED] told me that he thinks Jerk.com "is very important," and agreed that we are in a hot space, solving a big problem.

With sites like Ebay, Amazon, and even Google, online reputation management is still in its infancy, and the potential for this area has yet to be fully taken advantage of. By nature of the internet, information about people is free and widely available; however, this information is scattered across hundreds of websites. Why not bring this information to a place that is reliable and easily accessible, a place we like to call Jerk.com, the hub and future of online reputation management.

Best,

CX0140

53.

From: "John Fanning" [REDACTED]
Subject: FW: Jerk.com
Date: September 29, 2009 9:44:01 AM PDT
To: [REDACTED]
Cc: [REDACTED]

FYI

John W Fanning
Chairman Netcapital
[REDACTED]

From: [REDACTED]
Sent: Tuesday, September 29, 2009 9:52 AM
To: John Fanning
Subject: RE: Jerk.com

Hi John
I love the idea, but probably a pass at this point. How are you thinking about the team - those students are impressive but will benefit from full time additions to management.
Thanks for showing it to us - really appreciate it

From: John Fanning [REDACTED]
Sent: Monday, September 28, 2009 10:11 PM
To: [REDACTED]
Cc: [REDACTED]
Subject: Jerk.com

[REDACTED]

Do you have any proposal for how we might work together on jerk.com?

john

John W Fanning
Chairman Netcapital
[REDACTED]

CX0141

54.

From: "John Fanning" [REDACTED]
Subject: FW: Meeting with John Fanning and [REDACTED]
Date: November 19, 2009 2:21:07 PM PST
To: [REDACTED]

[REDACTED]

Still struggling along with jerk.com. No really money to speak of yet, but I am still trying. On a side note you mentioned in 30 days you might want my help with IAC. It's been 30 days. As you can see from the email traffic below I can just bring you to meet [REDACTED] and we can try to get her to buy it if you like, or I can set up a meeting later as well.

Let me know,

john

John W Fanning
Chairman Netcapital

[REDACTED]

From: [REDACTED]
Sent: Thursday, November 19, 2009 5:14 PM
To: John Fanning; [REDACTED]
Cc: [REDACTED]
Subject: RE: Meeting with John Fanning and [REDACTED]

Let me know a few dates and times that would work in December. We can either schedule a call or if your in New York we can schedule a face to face.

Let me know what works best for you.

Best,
[REDACTED]

From: John Fanning [REDACTED]
Sent: Thursday, November 19, 2009 4:31 PM
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: Meeting with John Fanning and [REDACTED]

[REDACTED]

55.

I think I might have missed this email in my spam folder. I apologize. [REDACTED] was hoping to coordinate some dates if that's still possible.

Thanks,

john

John W Fanning
Chairman Netcapital

[REDACTED]

From: [REDACTED]
Sent: Wednesday, October 07, 2009 11:44 AM
To: [REDACTED]; 'John Fanning'
Cc: [REDACTED]
Subject: RE: Meeting with John Fanning and [REDACTED]

Thanks [REDACTED]

Mr. Fanning,

Please let us know the next time you plan on being in the New York area. I'm sure we can find a time that works for both you and [REDACTED]. Should you have any questions or immediate needs, please do not hesitate to call or write.

Thanks,
[REDACTED]

From: [REDACTED]
Sent: Wednesday, October 07, 2009 11:25 AM
To: 'John Fanning'
Cc: [REDACTED]
Subject: RE: Meeting with John Fanning and [REDACTED]

Dear Mr. Fanning,

Per your email below, [REDACTED] has advised that it would be best to give you [REDACTED] [REDACTED] (SVP - Strategic Planning) contact information so that you may discuss all necessary follow up. [REDACTED] and her assistant [REDACTED] are copied on this email. Please let us know if we can be of further assistance.

56.

Thank you,
[REDACTED]

From: John Fanning [REDACTED]
Sent: Tuesday, October 06, 2009 12:31 PM
To: [REDACTED]
Cc: [REDACTED]
Subject: Meeting with [REDACTED] and Mr. Fanning

[REDACTED]

I had a good meeting with [REDACTED] who expressed interest in participating in our mobile project. He had some hurdles we needed to overcome and suggested I follow up on them. Do you have contact info for [REDACTED] [REDACTED] who I believe is familiar with these requirements and could you assist in setting up a follow up meeting?

john

John W Fanning
Chairman Netcapital
[REDACTED]

CX0144

Leo.

From: "John Fanning" [REDACTED]
Subject: 100X
Date: May 25, 2010 3:36:30 PM PDT
To: [REDACTED]

[REDACTED]

Sorry to say I was not able to sell jerk.com as I hoped. I was really looking forward to calling you with a 100x on 25k. I am still working very closely with the potential buyer but he really wanted to see our numbers bare out the synergy with the products he was already selling. It makes it a little harder, of course if we can actually accomplish it then maybe he has to pay more. I called all your numbers a few times. Hope all is well.

john

John W Fanning
Chairman Netcapital

[REDACTED]

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FTC-JERK0001633

CX0144-001

CX0146

62.

From: "John Fanning" [REDACTED]
Subject: RE: games
Date: August 2, 2010 5:28:18 PM PDT
To: [REDACTED]

One of the officers for the shell is giving me a hard time trying to get out of the deal he signed. It's annoying. I have a few VCs interested in funding jerk.com/reper.com. I was meaning to call you back last week when I saw you call, I think I even dialed your numbers a few times. I am really excited about my new mobile game.

john

John W Fanning
Chairman Netcapital

[REDACTED]

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From: [REDACTED]
Sent: Monday, August 02, 2010 3:41 PM
To: John Fanning
Subject: games

http://www.msnbc.msn.com/id/38525515/ns/technology_and_science-tech_and_gadgets/

FTC-JERK0001635
CX0146-001

63.

Did you ever do your deal?

[REDACTED]

[REDACTED]

CX0147

64.

From: "John Fanning" [REDACTED]
Subject: Catching up
Date: August 7, 2010 9:16:17 PM PDT
To: [REDACTED]

[REDACTED]

Lets catch up when you have a chance. The log jam is breaking on both deals. I have the game deal straightened out and there is a chance we can close a VC round for jerk. We have 3 VCs two top tier interested. Also I was thinking of asking you if we could work with [REDACTED] again. We have a new product we are working on for business customers reper.com and our development team is struggling. I think [REDACTED] could fix the stuff in short order.

john

John W Fanning
Chairman Netcapital

[REDACTED]

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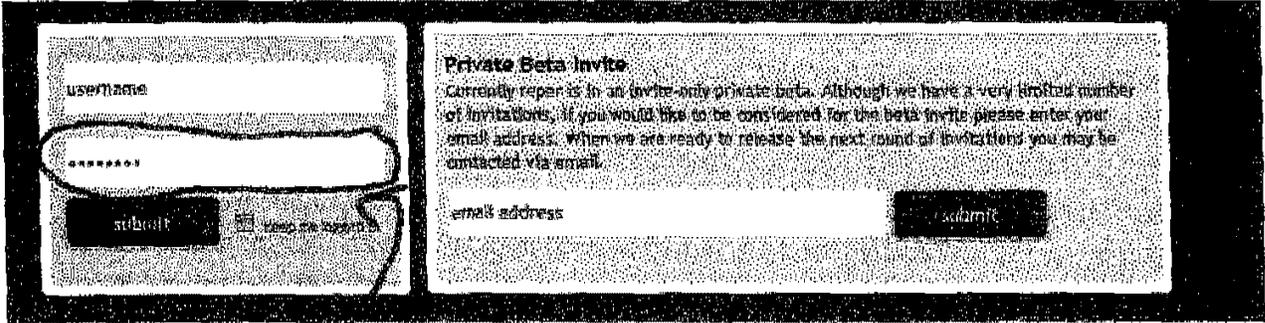
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CX0150

69.

From: "John Fanning" [redacted]
Subject: RE: here it is
Date: August 9, 2010 9:36:30 PM PDT
To: [redacted]

1 Attachment, 35 KB



[redacted] please note the international symbol for password ***** :) Your password goes here. I can have the developer clarify but put Fanning and [redacted] and it should take you to the site.

John W Fanning
Chairman Netcapital
[redacted]

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From: [redacted]
Sent: Monday, August 09, 2010 10:59 PM
To: John Fanning
Subject: here it is

70.

[REDACTED]
On Sun, Aug 8, 2010 at 1:28 PM, John Fanning [REDACTED] wrote:

[REDACTED] reviewed the document and said

Need product road map on how we plan to roll out and integrate and upgrade Reper, Jerk.com and the analytics engine.

John W Fanning
Chairman Netcapital

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Investor Pre...pt (10.6 MB)

71.

June 2008 – Project

Online Data Mining with the Focus of Reputation Analysis and cognitive relations between an individual's reputational avatar and the actual individual in comparison to the representation of the collective.

Mine the Internet Fig. 1-1 through the use of software agents and technologies Fig. 1-2 to acquire a specific data set Fig. 1-3 collectively of individuals online footprints to be used as a benchmark.

The data being collected is derived from publicly available information on the Internet Fig. 1-4, 1-4.6 about an individual whether through active sharing of information by the individual through social sites such as FaceBook, LinkedIn, Twitter, personal websites and blogs to third party supplied information including but not limited to biographies, news articles, and friend and family posts to passive sharing of information with regards to data being collected on the users behavior through Internet surfing, and purchases.

Whether they work in physics, biology, medicine, business intelligence or financial analysis, groups around the world are searching for hidden structures in large data sets. Deducing meaning from these sets can be very, very difficult—perhaps as difficult as, say, quantum mechanics. Now, using the advanced mathematics of particle physics, we will leverage completely new methods by which large data sets can be mined for structure and specific information.

It starts with a large amount of data with many variables; using that data, the algorithm constructs a "potential function" for a related problem in quantum mechanics. This function, which is a continuous surface in many dimensions, can be visualized as a landscape with hills and valleys. The surprising thing is that the valleys of the potential function capture the locations of clusters in the original data. That data and how it relates to the existing data. Then all that is left is to identify which points lie in the same valley when the dimension (i.e. the number of variables measured) is large and when one is dealing with many data points.

That, it turns out, is not as easy as it sounds. This is a problem in classical mechanics, rolling each point down the hill and into the valley. When the number of variables is large, there is a tendency for this to produce many small clusters—too many clusters in fact, creating structure where none actually exists Fig. 1-5.

To avoid this over-complexity, we will use a dynamic quantum clustering algorithm that uses another approach taken from the quantum mechanics playbook: it treats this landscape not as a physical surface, but as the potential function in a many-dimensional equation, and treats each data point as a wave-function whose "center" is located at the original coordinate values. All that remains is to let this wave-function evolve in time. The center of the packet will almost roll down the hill the same way as in the classical problem. (The neat thing is that the quantum correction is what is needed to allow data points which lie in the same big valley, but which would classically get trapped in small irregularities in the surface, to merge, ensuring that the algorithm doesn't create too many clusters.) Fig. 1-6

It doesn't care about the type of data, the number of clusters or the number of variables in a data set. It just computes—and, because it can be set up to run on several processors at once, it computes quickly.

Once the data has been acquired, through our team of [REDACTED] candidates and engineers, we will develop and use the above described algorithms with specific rules that will analyze the data in a way to create the baseline reputation profiles for our resource database Fig. 1-7.

Once the baseline profiles are created we will develop ways to collect new information Fig. 1-8 and apply it to the already existing data (linguistics, context of written and stored data, etc.) and analyze the data to create a real-time reputation of individuals.

Once the reputation profiles are created and the reputations become defined we validate our results against cross sections of people, backgrounds, age, gender, and geographic locations to create a reputation universe Fig. 1-9 by identifying clusters of reputation that sync.

We are then able to have a valid set of data that can be queried not only to identify individuals reputation as a whole but to drill down and identify their reputations on macro levels Fig. 1-10 and how they relate to real world scenarios.

We are then able to visually deliver this information through modeling Fig. 1-11 of the collective data as well as individual data in any imaginable scenario.

The more data that is collected the more accurate our resources become.

CX0151

From: [REDACTED]
Sent: Tuesday, June 17, 2014 2:42 PM
To: [REDACTED]
Cc: [REDACTED]
Subject: below email and attachment are pp 72-96 of package
Attachments: Investor_Presentation_wed draft.ppt

From: "John Fanning" [REDACTED]
Subject: FW: comments from [REDACTED]
Date: August 9, 2010 9:42:18 PM PDT
To: [REDACTED]

[REDACTED] check out the presentation for the info on our iphone app.

john

John W Fanning
Chairman Netcapital

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From: [REDACTED] On Behalf Of [REDACTED]
Sent: Sunday, August 08, 2010 6:36 PM
To: John Fanning; [REDACTED]
Subject: Re: comments from [REDACTED]

Team,

I agree with [REDACTED] analysis about the currently stated road map. Frankly, it is lacking some meat and an over arching vision of how all the pieces fit together (with some detail).

The previous positioning that I was marching toward was that Jerk was our test bed platform to try things out. Reper.com is our trusted resource where people will want to add their info to. The data mining story was the idea that we were creating a data warehouse with all fo our social media sites plus other sources and do the data mining/analysis from there.

While I have attempted to add some clarity to the various conversations that have taken place with the attached presentation, Friday's meeting was very telling that the story that I thought we were going in the direction of is not the same as John's.

I am also unclear on how we should integrate [REDACTED] slides into our deck. [REDACTED] you should ask [REDACTED] for a couple bullet points for each slide, so we can set him up during the presentation)

We need to answer the following:

- Who understand's what his conversation will cover?
- How will it dove tail into our own story?
- What is our own story?

I have attached the current deck with [REDACTED] slide appended to the back.

We need a strong product strategy meeting before Wednesday. It would be extremely helpful for those of you who have a vision to circulate it in writing before we meet. [REDACTED] has articulated the data mining story well... see attached pdf.

John F - If we are positioning you as the visionary, we need you to articulate your vision and make sure we are all on the same page. I've been unable to nail you down on this. I am hoping you can provide something in writing. It was clear on Friday that you are passionate about this. Let's package that up.

Thanks to all,

[REDACTED]

On Sun, Aug 8, 2010 at 1:28 PM, John Fanning [REDACTED] wrote:
[REDACTED] reviewed the document and said

Need product road map on how we plan to roll out and integrate and upgrade Reper, Jerk.com and the analytics engine.

John W Fanning
Chairman Netcapital

[REDACTED]

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teper

The Profile Matrix Engine

The Team

- John Fanning Co-founder
 - [Redacted]
 - [Redacted]

Additional Resources

- [REDACTED]
 - 3 member team that specializes in data mining and visualization of social media data
- Engineering Teams
 - India
 - Romania

Today's Update

- Jerk.com
- Reper.com
- Profile Matrix Engine

Why This Matters



On the Web's Cutting Edge, Anonymity in Name Only

WSJ August 4, 2010

“Calculating “bits” gets complex, as some facts about a person are more valuable—and thus have more “bits”—than others. ZIP codes and birthdates, for instance, are extremely valuable when zeroing in on individuals.”

The Data

- According to a recent study by the Nielson Company, Internet users:
 - spent an average of 6 hours, 13 minutes on social networking sites, just in the month of May 2010.
 - That number was just 3 hours, 31 minutes last year.
- Social Media Data
 - Facebook alone claims over .5 billion profiles.
 - BlogPulse.com as of August 1, 2010 has identified 144,165,516 blogs with over 50,000 blogs being added per day.
 - Twitter has surpassed 20 billion tweets

The Opportunity

Rich data containing information on:

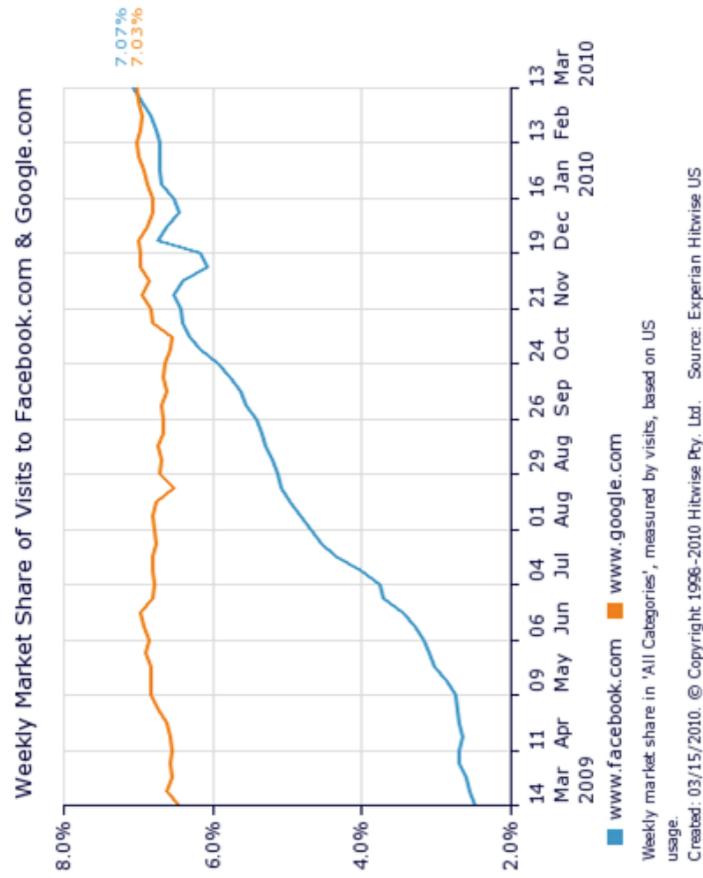
- psychographics
- reputation
- social and market trends

This information properly modeled and data mined will provide massive, yet previously untapped revenue models:

- License the engine
- Sell aggregated data analysis (research house)
- Appeal to corporate & government buyers

Content Is the new Google

In March 2010, Facebook surpassed Google in web traffic

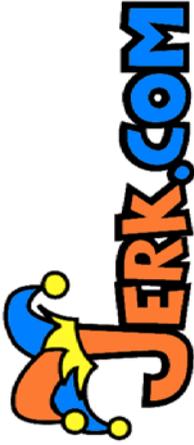


Along the way...

Creating the data warehouse containing the aggregated social media will present many opportunities for revenue along the way:

- Web traffic funneled to a traffic conversion site (Jerk.com)
- Web traffic funneled to a reputation validation site (Reper.com)

Case Study Platform - Jerk.com



In less than six months,

Jerk.com:

- Grew to over 85 million personal profiles
- Grew significantly in organic traffic
- Regularly shows up in the 1-5 result position on Google.

Established revenue partnership:



Products and services ranging from basic people search and list management to comprehensive HR background checks and one of the best identity theft protection products available.

Jerk.com iPhone Application

- Increase traffic and data gathering efforts on Jerk.com



Reper.com

During the summer of 2010, we began scoping and initial development work around the launch of Reper.com. Reper.com is the world's first independent individual reputation site that gathers both front-end and back-end reputation information.

The screenshot displays the Reper.com interface. At the top, there is a navigation bar with the Reper logo, a search bar, and links for 'home' and 'public profile'. Below the navigation bar, the user profile for 'Simon Is...' is shown. The profile includes a 'personality poll' section with a bar chart and a 'recent tracking activity' section with a line graph. The bar chart shows the following data:

Trait	Agree	Disagree
unconventional	212	98
adventurous	180	20
precise	140	20
ambitious	140	20
outgoing	100	20
affiliative	100	20
competitive	212	98
loyal	212	98
impatient	212	98
defensive	212	98

The 'recent tracking activity' section shows a line graph with the following data points:

Activity	Value
87%	87%
90%	90%
91%	91%
92%	92%
93%	93%
94%	94%
95%	95%
96%	96%
97%	97%
98%	98%
99%	99%
100%	100%

The profile also includes a 'written reviews' section with a 'post a review' button and a 'recent reviews about you' section with a 'view more' button. The 'recent reviews about you' section shows a list of reviews with the following data:

Review	Score
"I don't think [redacted] is the best [redacted]..."	90%
"[redacted] has a better [redacted]..."	91%
"[redacted] is a [redacted]..."	92%
"[redacted] is a [redacted]..."	93%
"[redacted] is a [redacted]..."	94%
"[redacted] is a [redacted]..."	95%
"[redacted] is a [redacted]..."	96%
"[redacted] is a [redacted]..."	97%
"[redacted] is a [redacted]..."	98%
"[redacted] is a [redacted]..."	99%
"[redacted] is a [redacted]..."	100%

reper

Upcoming Reper.com Milestones

September Alpha Release Includes:

- Reviews
- Personality Pole
- Viral Facebook Integration
- Facial Recognition iPhone App

October Beta Release

- Personality poll visualization
- Tools to filter data visually (data mashup)

Profile Matrix Engine

PPME will provide the rich data mining capability that will transform market, community and social interaction understandings:

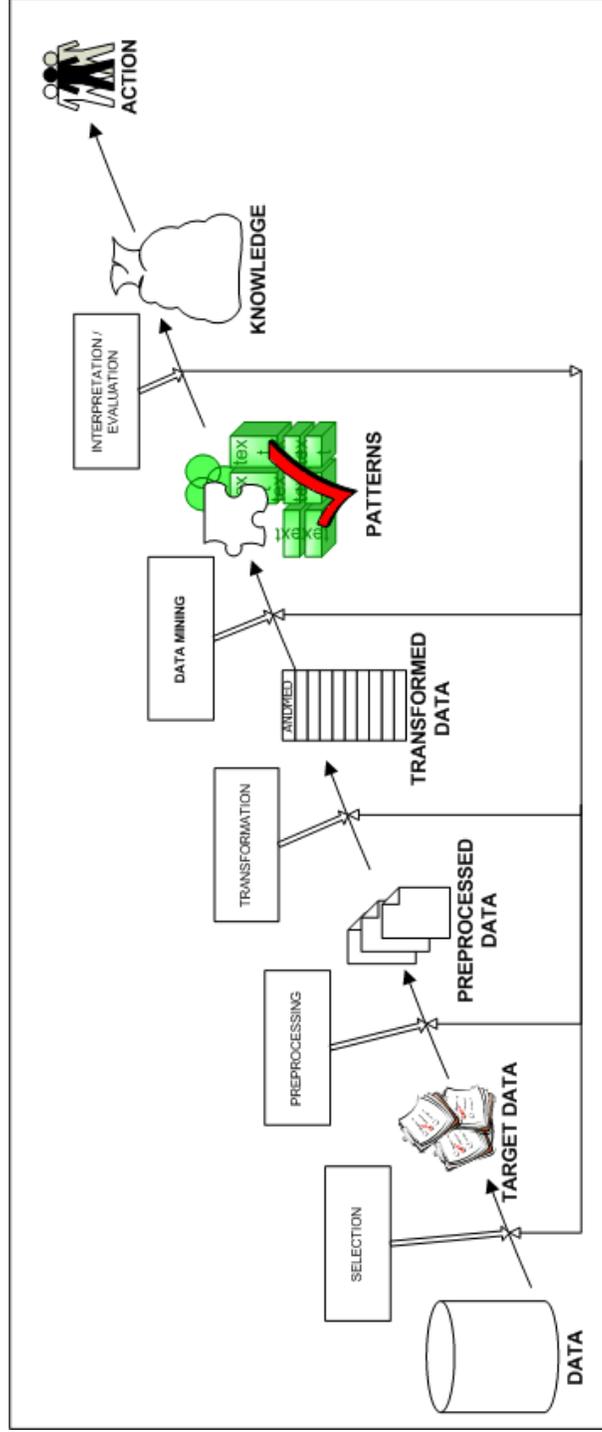
- Psychographic profiling leveraging data from our existing sites
- Integration and capture of social media data outside of our sites
- Data modeling
- Visualization

Putting it all together



Backup Slides

Data Flow



Data Mining

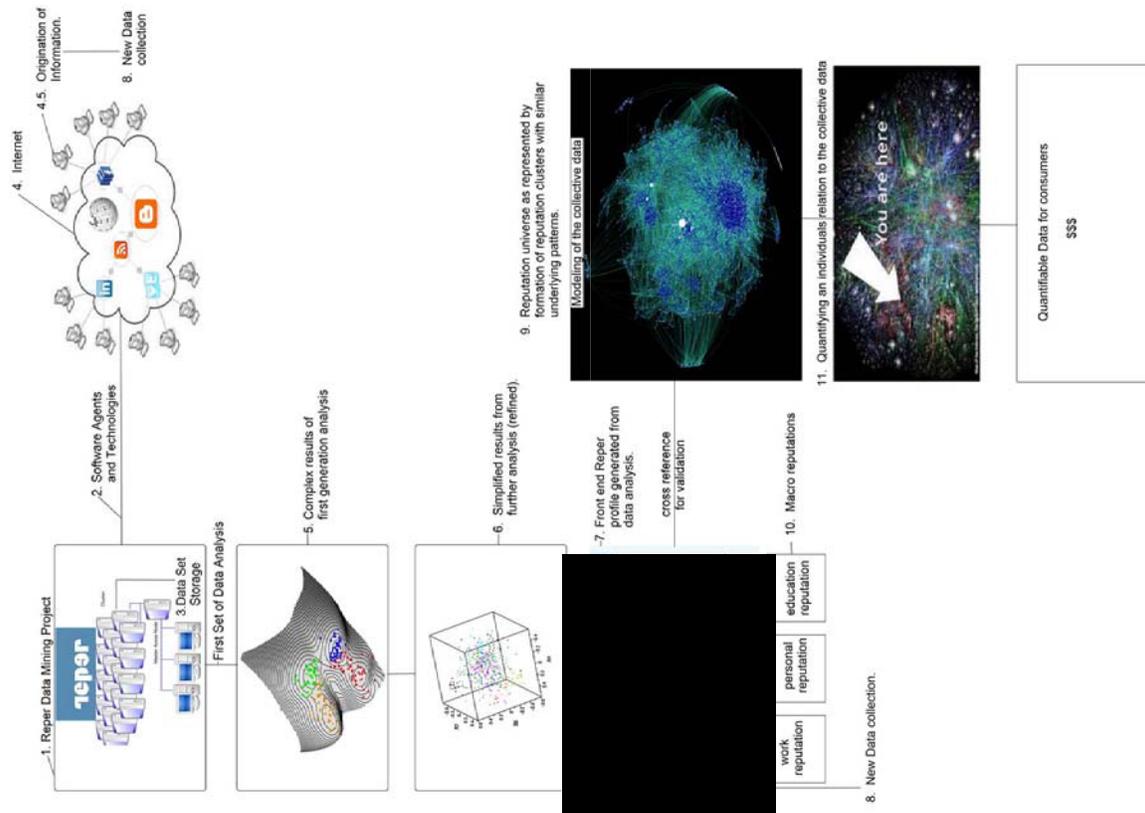
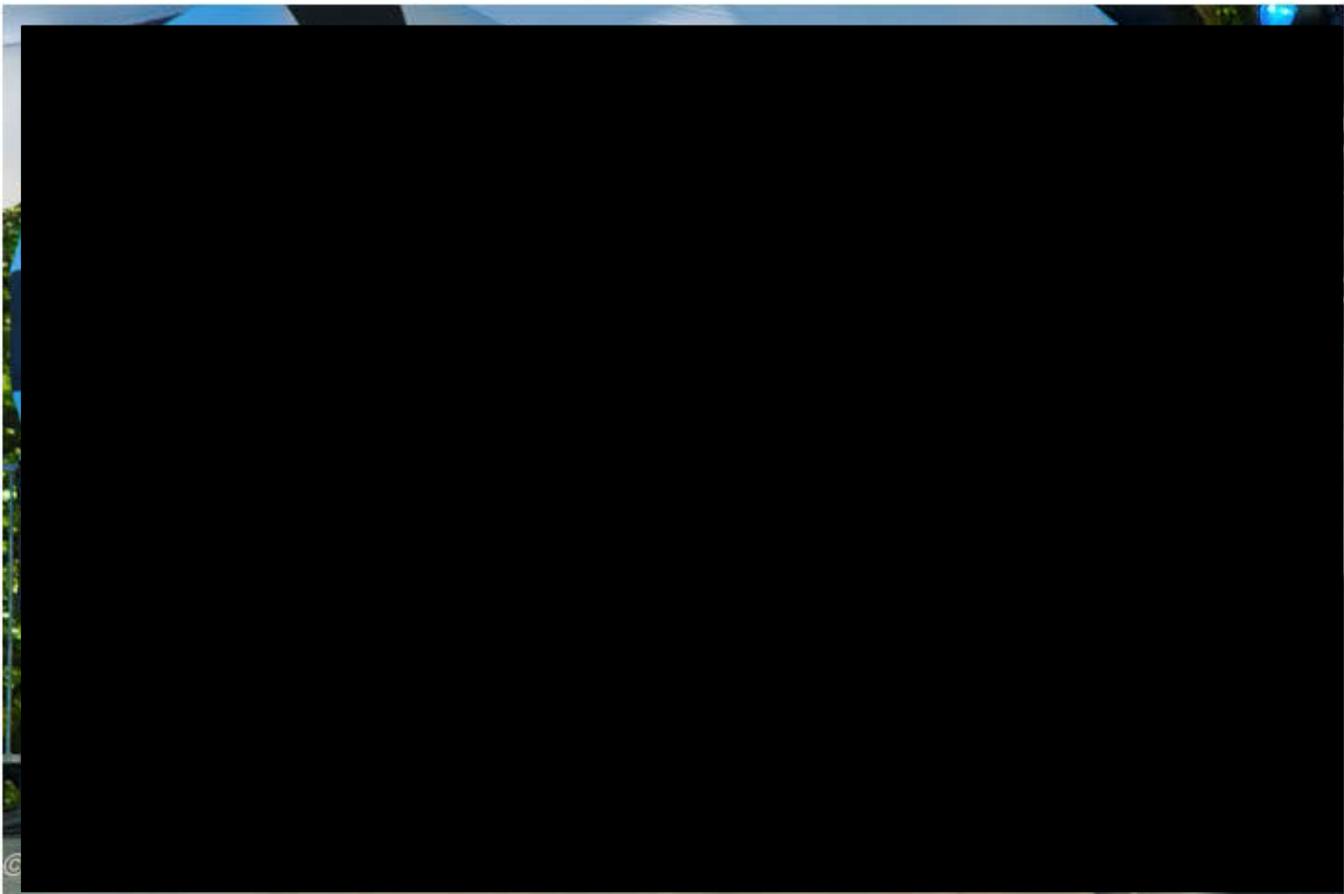


Figure 1.

Photo 8 of 80 Back to Album

Previous Next



In this photo [redacted]
[redacted] (photos)

Added yesterday

[redacted] likes this.

From the album:
[redacted]

Uploaded via:
Adobe Lightroom Export Plugin

- Share
- Tag This Photo
- Report This Photo

CX0151-022

[REDACTED]

[REDACTED]

[REDACTED]

DAYS OUT **117** CHECK-INS **269** THINGS DONE **10**

- TIPS TO-DOS
- [REDACTED] Get chiles en nogada [REDACTED]
 - Shakespeare on the Common**
Taking a break with an outdoors play [REDACTED]
 - Undisclosed Location (upgrade to 4square Pro to reveal)**
**Upgrade to 4square pro to read this comment [REDACTED]
 - Starbucks**
Get free wifi from ibahn_conference [REDACTED]
 - [REDACTED]
You can buy tix inside on the machines [REDACTED]

You are already friends with this person! edit

BADGES (13)

MAYORSHIPS (1)

[REDACTED]

what's a mayor?

HISTORY

[REDACTED]
(3 hours ago)

[REDACTED]

CX0151-023

Manage your accounts or Find more people to share with



spent [redacted] at Amazon

· Ruby Best Practices, by Gregory Brown
24th time · shared 1 day ago · Comment · Like · Edit · Hide

[redacted] like this. x

[redacted] couldn't fall asleep, decided to install Kindle for iPhone and needed a book to test it with, naturally..
1 day ago

[redacted] Comment



spent [redacted] at Taco Mac Metropolis

1st time · shared 2 days ago · Comment · Like · Edit · Hide

[redacted] I've been to ATL so many times now and I still haven't been to Taco Mac :(
about 19 hours ago

[redacted] Ah Taco Mac... true story... when I lived in ATL the guys from work convinced me it was this quaint little Tex-Mex place for business meetings.
about 4 hours ago

[redacted] Comment



spent [redacted] at Golden Rule Health Insurance

1st time · shared 2 days ago · Comment · Like · Edit · Hide



spent [redacted] at BMW

1st time · shared 2 days ago · Comment · Like · Edit · Hide

[redacted] likes this. x



spent \$28.07 at Petco

80% done

· Invite friends (+20%)

You have follower 1 request.

16 followers

25 following

CX0151-024

CX0153

138.

From: "John Fanning" [REDACTED] 
Subject: RE: Subject: Are you a jerk?
Date: August 14, 2010 12:00:47 PM PDT
To: [REDACTED]

1 Attachment, 11 KB

[REDACTED]

I know how excited you have been to this project in the past and I was hoping you wouldn't mind too much if I sent you an update. If you are willing to provide a little guidance and feedback I am willing to forgive you for not knowing how great this company will become!

We've been very busy the past few weeks working on the Reper alpha. We built the reper.com brand to use for corporate partners who thought the jerk.com brand was a little too edgy for their tastes. We may even rename the company Reper and keep the jerk.com brand as a product owned by that company. Anyway, we've been building a lot of momentum specifically in the areas you suggested so I thought it would be good to outline our progress on the team, partnerships, and user growth with you.

On the personnel front we have added a few key people that significantly strengthen our team:

- [REDACTED] has joined our executive team. [REDACTED] was formally the CMO of [REDACTED], who specializes in launching start-ups, and brings a unique blend of creative marketing and organizational and execution skills to our effort.
- [REDACTED], joins our product team as a developer. I am especially excited with [REDACTED] addition as he is receiving his [REDACTED] and most recently developed a project called the [REDACTED] which only touches the surface of his amazing talent.
- [REDACTED] joins our team as VP engineering [REDACTED] a tremendous visionary and successful entrepreneur who received a congressional medal of distinction from [REDACTED] and a private dinner with [REDACTED] for his work on government contracts for data mining projects where he made 10s of millions.

We have also been making significant progress on the partnership front:

- [REDACTED] We are working with [REDACTED] to build a facial-recognition iPhone/Android application. Similar to hot apps like Shazam for music, this application would use the built-in camera to find information about a specific person. This app will link people's faces to their Jerk.com Reper, and facebook profile. An app like this holds significant promise for high-traffic and viral advertising.
- [REDACTED] [REDACTED] - If you interested in learning more about the space for online reputation, I highly recommend [REDACTED] book [REDACTED]. We have been meeting with [REDACTED] personally and have a deal with his PR Firm, [REDACTED] specializes in social media PR, and will be helping us improve the language and message distribution for Reper and jerk.com.
- [REDACTED] We have been in discussions with the [REDACTED] and [REDACTED], founders of [REDACTED] We recently launched our strategic relationship with a 50/50 distribution deal signed with them this

FTC-JERK0001710
CX0153-001

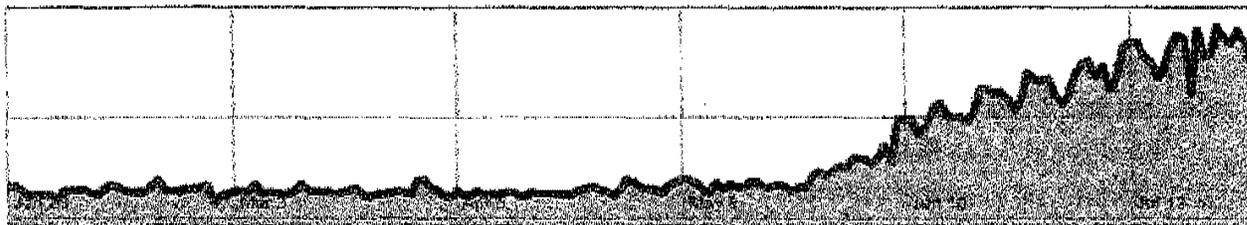
139.

month. We are excited to work together to build our site, product and traffic collaboratively moving forward and ultimately take the relationship to a higher level.

- [REDACTED] We have scheduled a presentation in September to explore possible government sponsorship and revenue opportunities.

As you know, our first entry into the reputation space was Jerk.com - an edgy sito that allows people to vote if someone is a saint or a jerk as well as provide other qualitative data on individuals. The " Are you a Jerk?" question for instance really grabs peoples interest and attention. Even in its alpha stage jerk.com has proven out our user acquisition and SEO techniques. In the first 6 months of Jerk.com's launch:

- **Awesome viral user acquisition** - Our database has grown to over 85 million profiles.
- **Powerful SEO** - We regularly show up among the top 1-3 search results on search engines like Google when someone searches a person's name who is in our database. What's more interesting is that we aren't paying Google for traffic, whereas companies like [REDACTED] pay millions per week for Ad Words. I can send you a long list of names if you would like to give it a try. We had over 1000 people yesterday come to jerk.com from this method.
- **Traffic effect from facebook engagement.** As we agreed in the spring we ramped up our efforts to get more engagement from users, and more traffic from social networks. Here is a graph that shows how we have done.



Finally, I have not made it back to the bay area yet but will surely ping you when I do. If you would like to catch up on our progress in other areas like financing and buzz please suggest some times to meet or connect via phone. I would love you have you reengaged via phone, or if you come to Boston you could swing by our offices [REDACTED]

Thanks,
John

John W Fanning
Chairman Netcapital





140.

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CX0155

145.

From: "John Fanning" [REDACTED] 
Subject: FW: jerk attachments
Date: September 10, 2010 2:27:46 PM PDT
To: [REDACTED]
Cc: [REDACTED]

3 Attachments, 220 KB

[REDACTED]

Here is the new design for jerk.com. I hope you like it, we are not going to change it much before its live. There is more but this gives you the flavor.

john

John W Fanning
Chairman Netcapital

[REDACTED]

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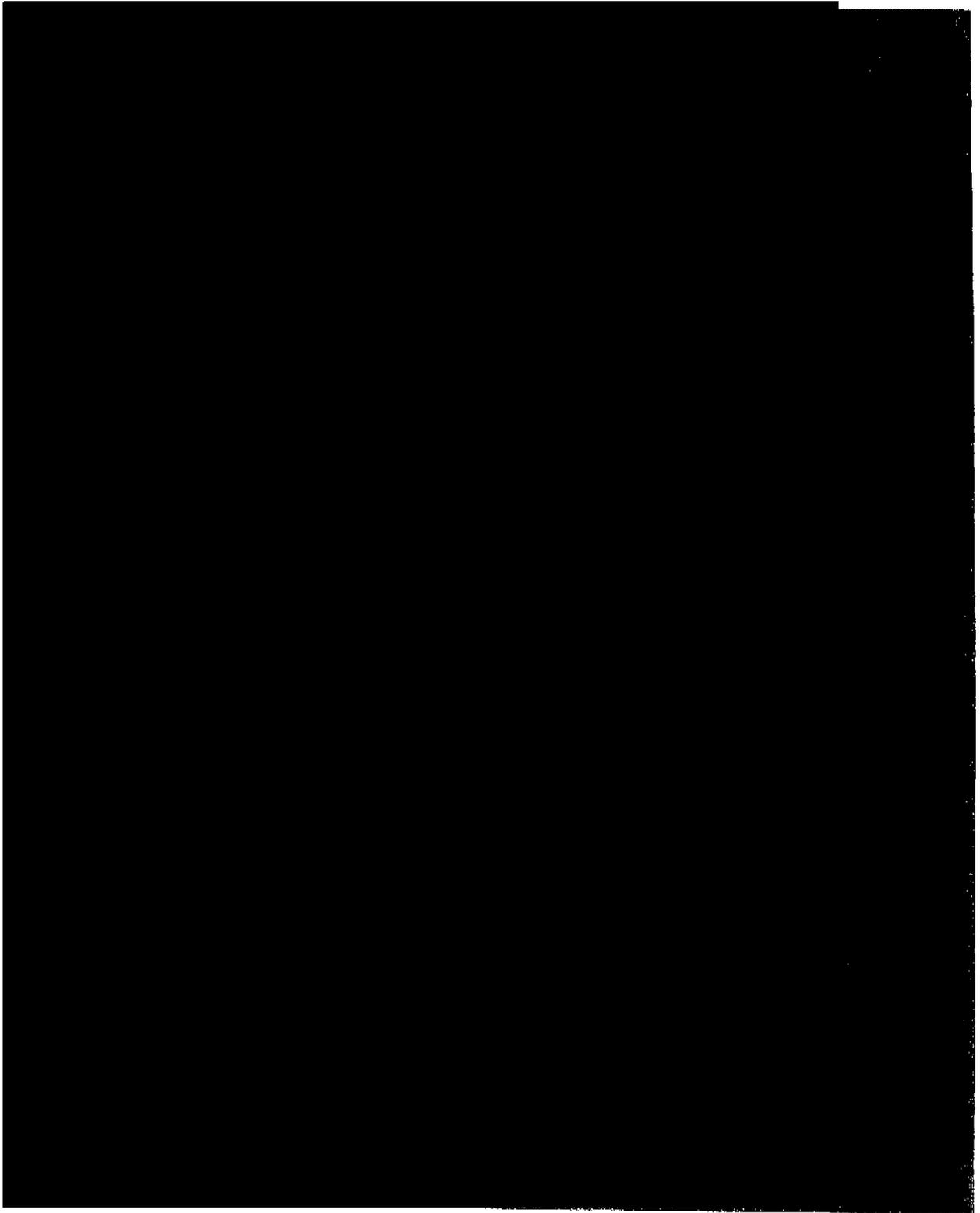
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From: [REDACTED]
Sent: Friday, September 10, 2010 5:06 PM
To: John Fanning
Subject: jerk attachments

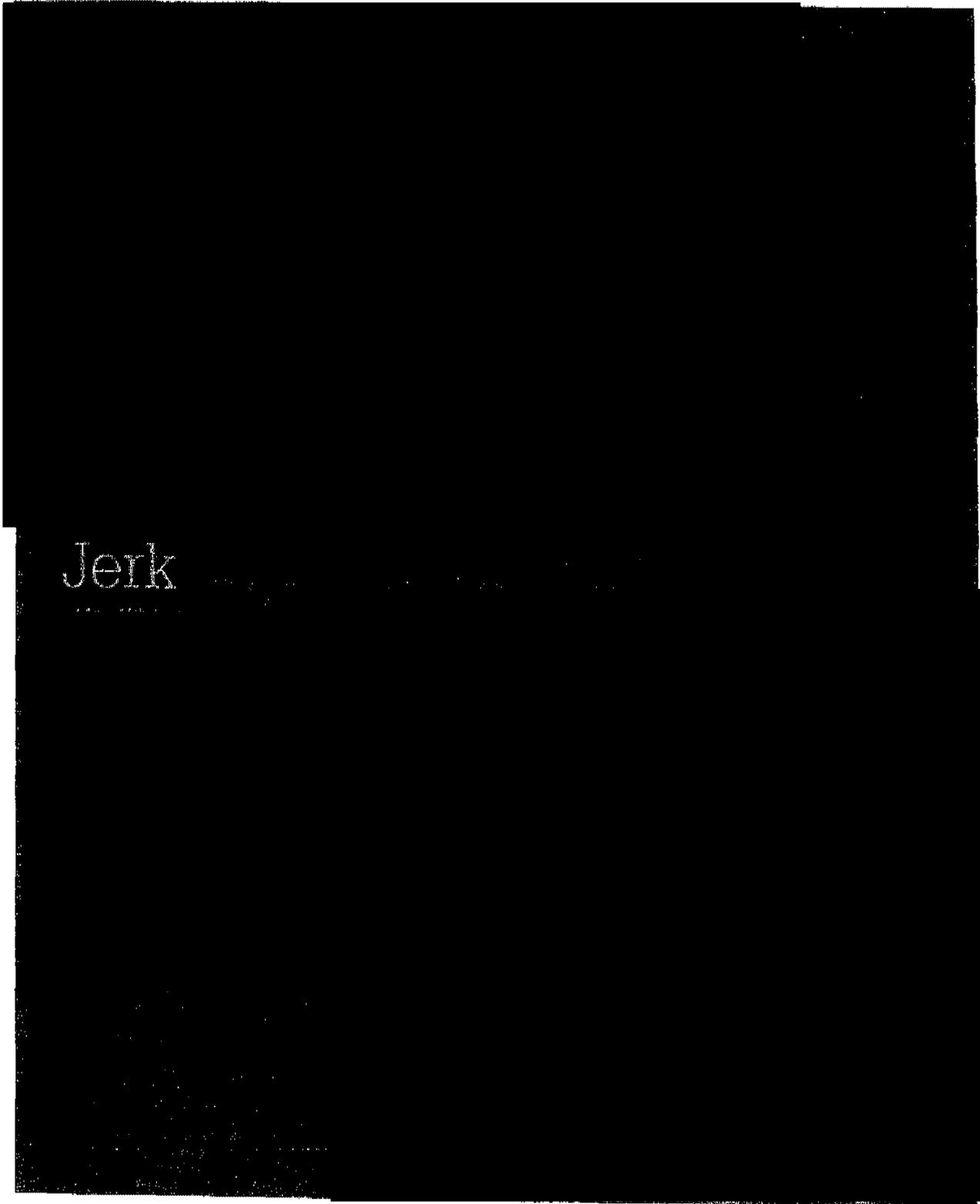




146.



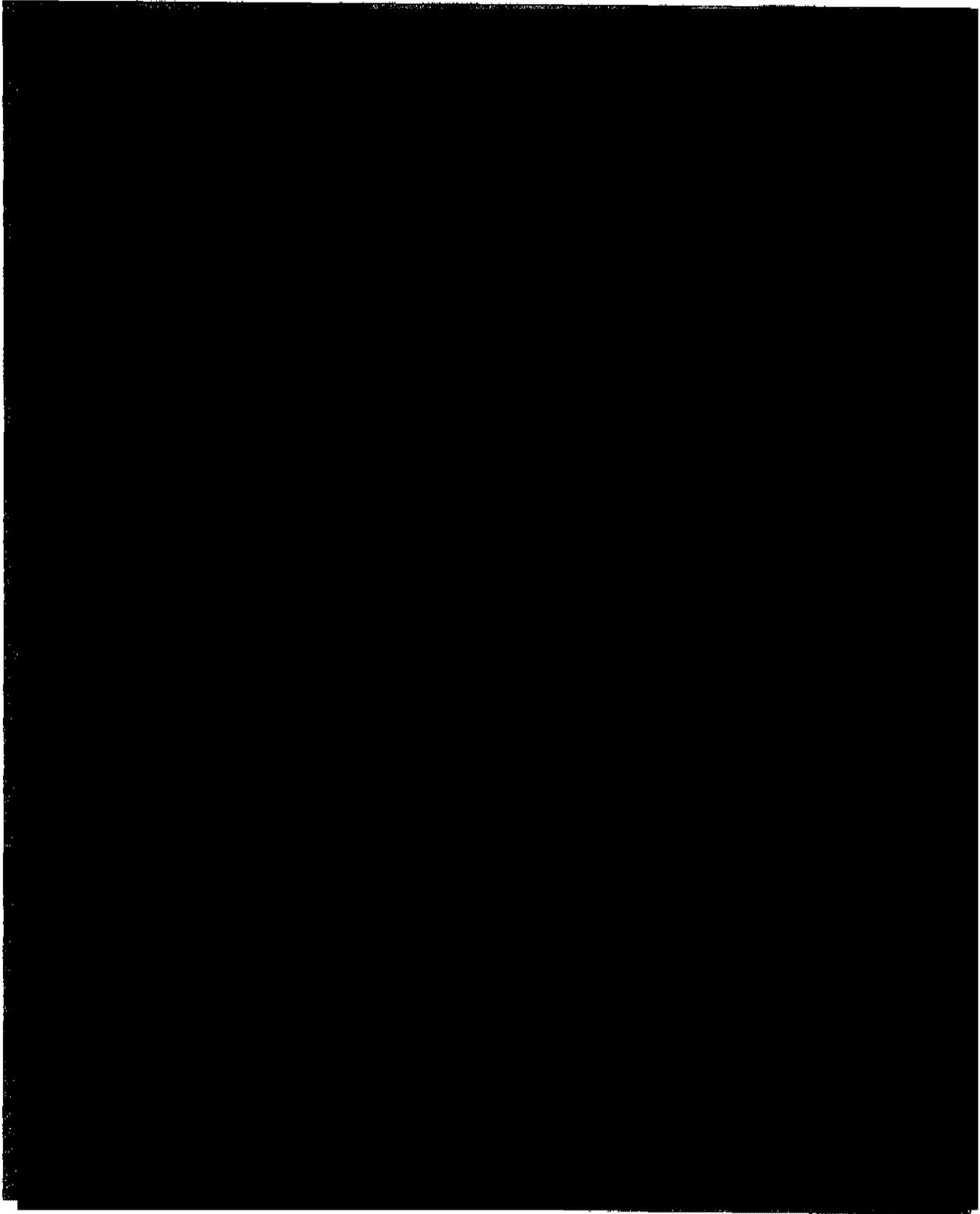
147.



Jerk

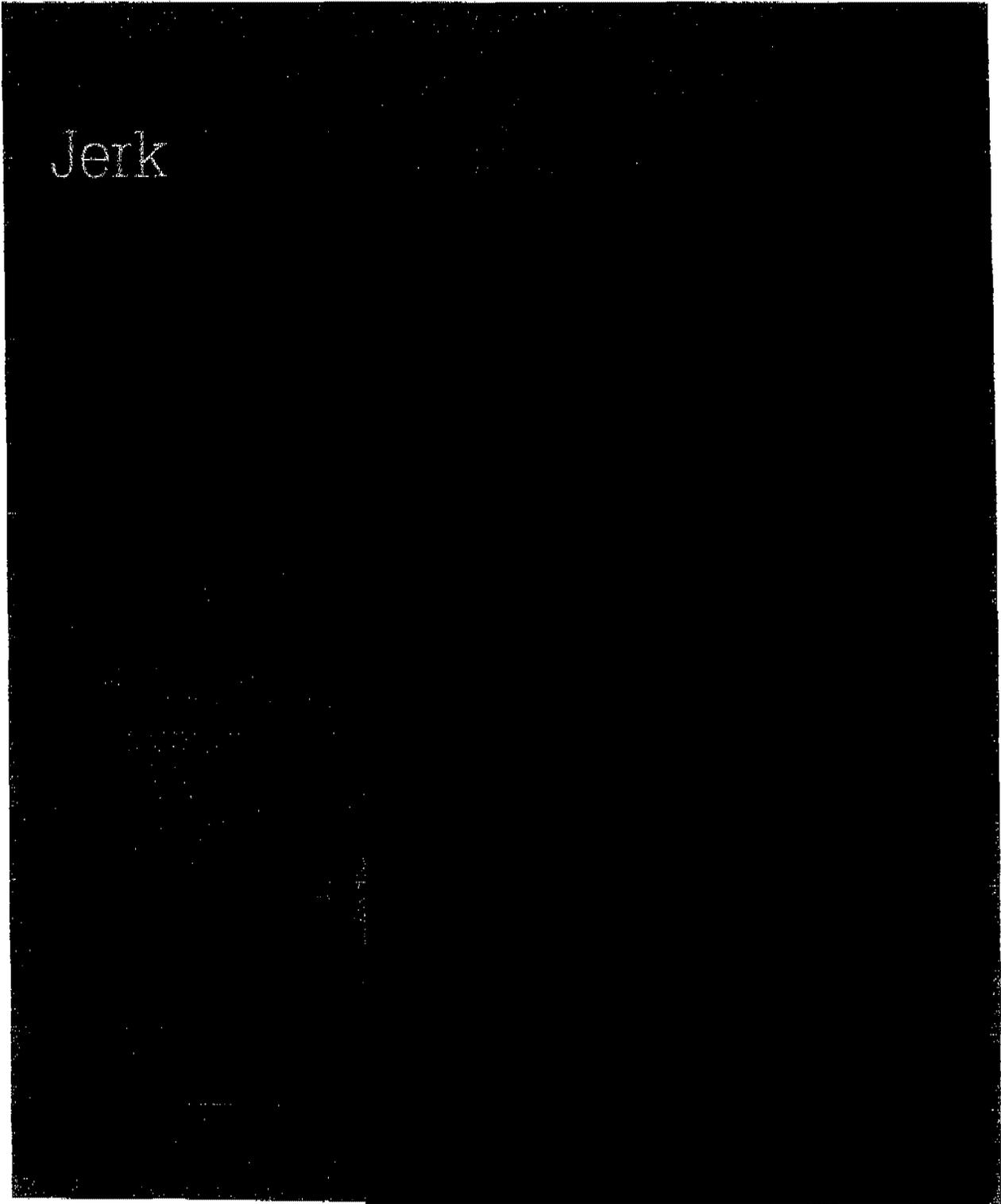


148.





149.



Jerk



150.



CX0157



152.

From: John Fanning [redacted] @
Subject: Fwd: Google analytics for Jerk.com
Date: June 16, 2011 10:01:13 AM PDT
To: [redacted]

2 Attachments, 332 KB

Here is an update on jerk.com. Its helpful in that it clearly shows what we need to improve.

john



[redacted].pdf (328 KB)

153.



Overview for Jerk.com

Executive Summary

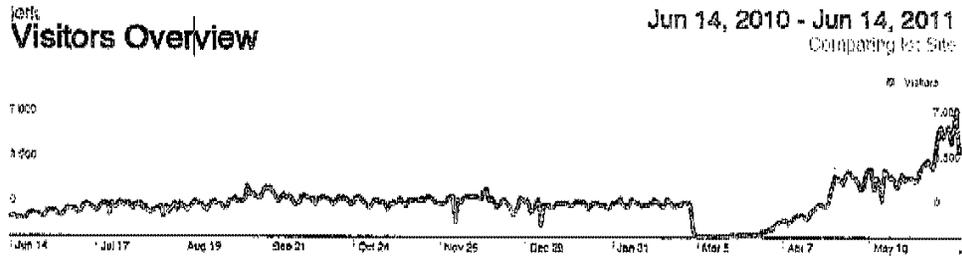
- Total visitation to Jerk.com has been experiencing exponential growth since April 2011.
- In the past few weeks there has been a huge increase in new visitors to the site.
- Although visitation has been increasing, people have consistently spent less than a minute on the Jerk.com website. It is not engaging them sufficiently to interact with the site for long periods of time.
- There are low levels of participant loyalty associated with Jerk.com.
- The vast majority of users only ever visit the site once.
- Bounce rates for the website are consistently relatively low. Users generally click through three or four times before leaving the interface.
- Most of the traffic for Jerk.com originates from search engines. It is therefore important for the website to incorporate more effective SEO strategies.

Detailed Findings

Visitor Overview

In the past 12 months, visitation of Jerk.com has been relatively steady up until March 2011 when demand began to increase at an exponential rate.

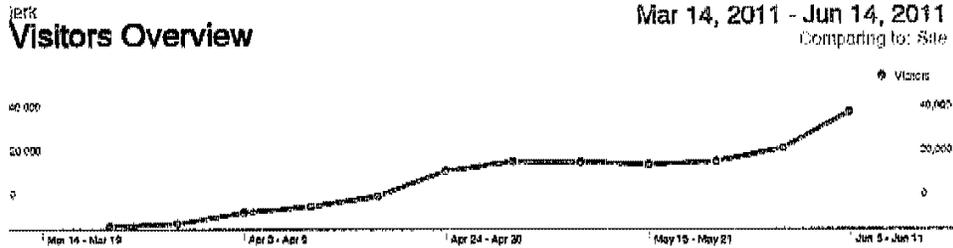
- October 10 - 16 2010 - 13,332 visitors
- December 12 - 18 2010 - 13,635 visitors
- May 1 - 7 2011 - 20,571 visitors
- June 5 - 11 2011 - 35,833 visitors



Website footprint has grown enormously since April 2011. In the past 3 months average visitation has increased consistently and reached its peak in the week commencing June 5th.



159,

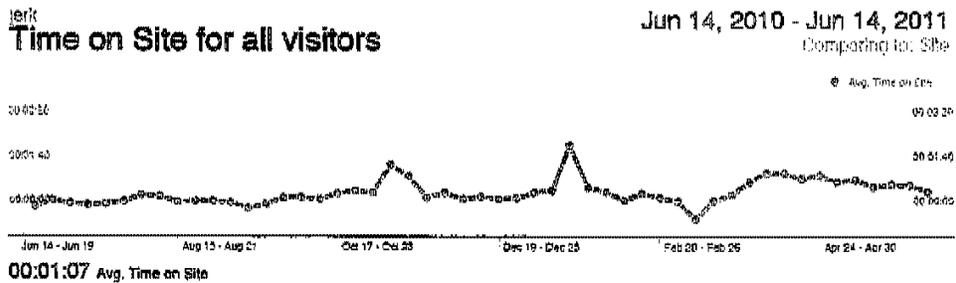


In the past month, Jerk.com has experienced an increase in the absolute unique visitation to their website. The number of pages viewed has also increased, skyrocketing within the past week.

However, average time on the website has remained consistent throughout the past month. Although more people are accessing the website, but they are not interacting with it for any more time.

5/15	22,294	208,373	00:01:15
5/22	20,627	182,718	00:01:18
5/29	24,655	220,166	00:01:17
6/5	35,633	298,724	00:01:07

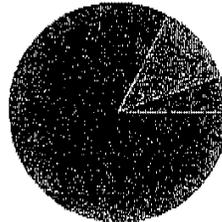
Time Spent on the Website



Time spent on the website has barely fluctuated throughout the past year. The peaks of interaction with the website were the weeks commencing 11/7 2010 (00:01:47) and 1/6 2011 (00:02:17). In the past 12 months, the mean average time spent on the Jerk.com website is 00:01:07.

155.

Traffic Sources



- Search Engines**
109,040.00 (82.70%)
- Direct Traffic**
15,741.00 (11.94%)
- Referring Sites**
7,071.00 (5.36%)

Most of Jerk.com's visitation is sourced from search engines, with Google representing the majority of that sub-category.

Unique Visitors

131,852 visits from 2 visitor types

Site Usage				
Visits	Pages/Visit	Avg. Time on Site	% New Visits	Bounce Rate
131,852	8.08	00:01:14	88.56%	8.97%
% of Site Total: 100.00%	Site Avg: 8.08 (0.00%)	Site Avg: 00:01:14 (0.00%)	Site Avg: 88.51% (1.50%)	Site Avg: 8.97% (0.00%)
Visitor Type	Visits	Visits	Visits	Visits
<input checked="" type="checkbox"/> New Visitor	116,789	88.56%		
<input checked="" type="checkbox"/> Returning Visitor	15,083	11.44%		

1 - 2 of 2

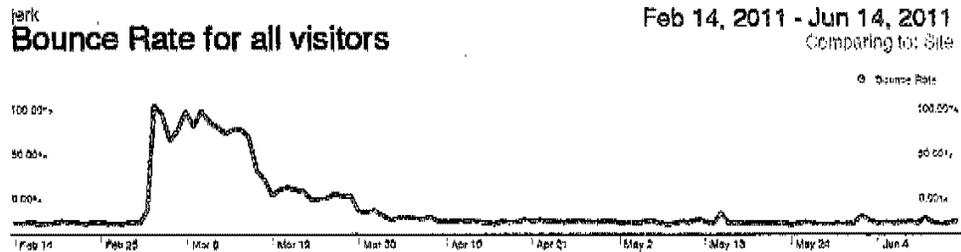
In the past month 131,852 people have visited the Jerk.com website. 88.56% of these individuals were new visitors, meaning the site has broadened its appeal to a massive degree (probably due to the new domain name and improved optimization).



156.

Bounce Rate

Since March 2011, when the Bounce Rate for Jerk.com was averaging over 80%, the figure has decreased and stabilized at around 9%. This means that 9% of people who visit the website navigate away immediately.



Visitor Loyalty

Most visits repeated: 1 times

Count of visits from this visitor including current	Visits that were the visitor's nth visit	Percentage of all visits
1 times	116,789.00	89.56%
2 times	7,056.00	5.35%
3 times	2,255.00	1.71%
4 times	1,147.00	0.87%
5 times	749.00	0.57%
6 times	550.00	0.42%
7 times	405.00	0.31%
8 times	318.00	0.24%
9-14 times	1,036.00	0.79%
15-25 times	642.00	0.64%
26-50 times	522.00	0.40%
51-100 times	148.00	0.11%
101-200 times	32.00	0.02%
201+ times	21.00	0.02%

Almost 90% of people who visited the Jerk.com in the past month decided to never frequent the website again. Customer loyalty levels are clearly very low, which indicates that people have no reason to interact with the website on a regular basis. During this period, only 2.94% of visitors frequented the site more than 5 times.

It is important to note that customer loyalty has remained consistently low for Jerk.com over the course of their existence. Since 2009, more than 88% of visitations were one-off occurrences.



CX0160

Not.

From: John Fanning [REDACTED]
Subject: Access [REDACTED]
Date: July 22, 2011 8:32:21 PM PDT
To: support [REDACTED]
Cc: [REDACTED]

[REDACTED] needs access to the Jerk.com server for development. Can you please provide him a log in and password. [REDACTED] will email you the Fixed IP address for the access which need to get added to the hosts.allow file.

thanks,

john

--
John Fanning
Chairman
Netcapital
[REDACTED]

CX0167

171

From: [REDACTED]
 Subject: Re: Process
 Date: July 27, 2011 8:57:54 AM PDT
 To: John Fanning [REDACTED]

John,

I understand what you are trying to do but this model won't work well. The best way is to define some global tasks with a budget or milestones. The task might be a \$10k job over 3 or 4 months. That way they assign one programmer and one artist fulltime under [REDACTED] and/or [REDACTED] supervision. This gets the best results in the shortest time as someone learns the code and the job.

Doing it piece meal gets whoever is available and someone has to get up to speed, and it takes twice as much management. It sounds like this what you are trying to do in Romania and things never move forward in a cohesive way.

I suggest we just pass until you're ready to do things a little more orderly.

On Jul 27, 2011, at 8:16 AM, John Fanning wrote:

[REDACTED]

Here is what I would like to do on Jerk.com. I would like to define some very small task, pay hourly, and see how it gets done. The first task I proposed was to fix the site from the hacking, but as you pointed out the Romanians seemed to fix that over night. They had advantages of already having access, and they built the system, so it only cost \$100.00. They claimed the secured the box but who knows.

Once [REDACTED] has access you and I can chat and figure out together what we should have them fix next. I think we should possibly try to fix the model, and look at how the traffic is flowing in that context.

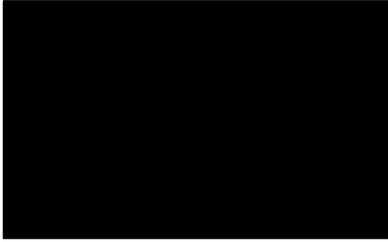
john

--
 John Fanning
 Chairman
 Netcapital

[REDACTED]



172.



CX0182

MARKED CONFIDENTIAL

REDACTED IN ITS ENTIRETY

CX0183

MARKED CONFIDENTIAL

REDACTED IN ITS ENTIRETY

CX0184

MARKED CONFIDENTIAL

REDACTED IN ITS ENTIRETY

CX0187

MARKED CONFIDENTIAL

REDACTED IN ITS ENTIRETY

CX0200

MARKED CONFIDENTIAL

REDACTED IN ITS ENTIRETY

CX0202

MARKED CONFIDENTIAL

REDACTED IN ITS ENTIRETY

CX0205

MARKED CONFIDENTIAL

REDACTED IN ITS ENTIRETY

CX0206

MARKED CONFIDENTIAL

REDACTED IN ITS ENTIRETY

CX0207

MARKED CONFIDENTIAL

REDACTED IN ITS ENTIRETY

CX0210

MARKED CONFIDENTIAL

REDACTED IN ITS ENTIRETY

CX0220

MARKED CONFIDENTIAL

REDACTED IN ITS ENTIRETY

CX0223

MARKED CONFIDENTIAL

REDACTED IN ITS ENTIRETY

CX0229

MARKED CONFIDENTIAL

REDACTED IN ITS ENTIRETY

CX0231



Reper LLC, [REDACTED]

Executive Summary

Since the beginning of recorded history, reputations have been a major influence on our perceptions of others and ourselves. Reputation impacts one's status in groups, communities, collectives and abstract social entities such as companies. In short, reputations are one of the most powerful influencers in human interactions. As [REDACTED] once said, "It takes 20 years to build a reputation and five minutes to ruin it. If you think about that, you'll do things differently."

Introducing Reper

Before meeting someone, how often have you "Googled" them? You check to see if they have a LinkedIn profile or maybe a blog. However, most people have a very limited presence if any at all on the Web. Imagine being able to go to a website and putting that person's name in a search box and getting valuable reputation information about them. Unlike tools like LinkedIn, Reper.com provides an open platform for anyone that knows the person can "review" the person and even answer a personality poll about them. This information and other information collected via the Web combines to give a powerfully accurate assessment about a person's reputation.

A person's reputation allows us to determine their trustworthiness. Whether we are going on a date, hiring someone, taking someone's advice or conducting a transaction (social and business), we as people will take into account a person's reputation to help us make a decision. Until now, the masses have been unable to easily tap the plethora of information that exists on virtually everyone to establish a reputation. Reper.com has been created to provide a one-stop resource experience about a person's reputation.

Market Growth & Opportunity

Online marketing spending continues to grow at double digits through 2014 and trending with even more growth for 2015 and beyond. Due to the personal nature of Reper.com, brands that wish to highly target their message through an interactive social media site (this sentence is incomplete).

Reper.com's sister site Jerk.com, was the company's first entry into mass engagement of attitudes towards others. As the site's name suggests, it calls on a more guttural instinct of voting someone as a "Jerk" or a "Saint". Leveraging our powerful Social Media Tools, Jerk.com grew to over 85 million profiles in just a few months. It also dominates in Search Engine Optimization techniques by coming up in the top two slots of Google for a growing number of its profiles when a name is searched on Google. Reper.com will leverage these same techniques along with others. While the edginess of the Jerk.com brand limits its partnership and sponsorship potential, Reper.com is positioned to tap into the brands, partners and audience that have already expressed interest in Reper.com pre-launch.

In addition to the obvious branding and partnerships that will help drive interest and revenue, Reper.com is perfectly positioned to add premium services to HR professionals, college admission teams and anyone else needing a one-stop shop for information about candidates.

Who is Behind Reper

Reper.com has been developed by some of the people that created the digital revolution and defined Social Media. John Fanning, founder of Napster, [REDACTED], and [REDACTED] have joined forces to create the next stage in Social Media... **providing open source reputation information for everyone.**

FTC-JERK0003991

CX0231-001

CX0233

MARKED CONFIDENTIAL

REDACTED IN ITS ENTIRETY

CX0236

MARKED CONFIDENTIAL

REDACTED IN ITS ENTIRETY

CX0239

MARKED CONFIDENTIAL

REDACTED IN ITS ENTIRETY

CX0258

CX0265	11/13/2012 video of searches for “Cindy,” “John,” and “Anne”
CX0266	11/14/2012 video of Hzla McDnel “search” on jerk.com
CX0267	12/20/2012 video of “Add a photo”
CX0268	12/20/2012 video of “Add a photo”
CX0269	1/16/2013 video of “Add a photo”
CX0270	3/1/2013 video of “Add a photo”
CX0271	“Cindy” search results on jerk.com
CX0272	jerk.com Sign-in page
CX0273	jerk.com Terms & Conditions page
CX0274	jerk.com Post a Jerk page
CX0275	jerk.com Remove page
CX0276	jerk.com subscription payment page
CX0277	SurCentro report for jerk.com
CX0278	Software Assist website
CX0279	Software Assist-Partners Website
CX0280	assist-software.ro pages as captured by Internet Archive Wayback Machine
CX0281	John Fanning’s page on tiptd.com
CX0282	Jerk.com on twitter.com
CX0283	Declaration of John Fanning
CX0285	7/27/2012 Civil Investigative Demand issued to Jerk, LLC
CX0286	Jerk, LLC’s Responses To Civil Investigative Demand
CX0287	2/13/2013 Civil Investigative Demand for Oral Testimony issued to Jerk, LLC
CX0288	2/13/2013 Civil Investigative Demand for Oral Testimony issued to John Fanning
CX0289	FedEx proof of delivery of the 2/13/2013 Civil Investigative Demand for Oral Testimony issued to John Fanning
CX0290	2/27/2013 Civil Investigative Demand for Oral Testimony with hearing date issued to John Fanning
CX0291	3/15/2013 Petition to quash Civil Investigative Demand for Oral Testimony filed by Jerk, LLC
CX0292	4/4/2013 Investigational Hearing Transcript for John Fanning
CX0293	Federal Trade Commission Order Denying Jerk, LLC’s Petition to Quash Civil Investigative Demand dated April 17, 2013
CX0294	5/1/2013 Investigational Hearing Transcript for Jerk, LLC
CX0295	Dkt #9361 Pretrial Scheduling Conference transcript
CX0296	Dkt #9361 Complaint Counsel’s Notice of Rule 3/33(c)(1) Deposition of Respondent Jerk, LLC
CX0297	Dkt #9361 Respondent John Fanning’s Responses to Complaint Counsel’s First Set of Request For Documents
CX0298	Dkt #9361 Complaint Counsel’s Notice of Rule 3/33(c)(1) Deposition of Respondent John Fanning
CX0299	7/28/2014 Deposition transcript for Respondent Jerk, LLC
CX0300	7/29/2014 Deposition transcript for Respondent John Fanning

CX0301	Dkt #9361 Respondent John Fanning's Answers to Complaint Counsel's First Set of Interrogatories
CX0302	8/4/2014 Deposition transcript for Respondent Jerk, LLC
CX0550-CX0627	Consumer complaints filed with the FTC's Consumer Sentinel Network

II. JERK.COM WEBSITE

5. During the course of the investigation into Jerk LLC, using an internet browser, I visited the jerk.com website multiple times to preserve evidence. I used various investigative tools including Adobe (a software program that preserves the images displayed on a website in pdf format), Camtasia (a software program that digitally records a video of any action that appears on a computer screen and saves the recording electronically; the program also allows the user to convert the video, once created, to a common format, such as a windows media video ("wmv") file), and Offline Explorer (a software program that downloads and saves a copy of a website's script and linked files to create a replica website viewable without internet access).

6. In 2012, while browsing the jerk.com website, I viewed a number of different profiles found on the jerk.com website. As I viewed each profile, I printed a copy of that profile to an Adobe pdf file. True and correct copies of the pdf printouts of the profiles I viewed and saved are attached as CX0259.

7. On June 13, 2012, I accessed jerk.com, and after clicking on the "post a jerk" link I created a profile for the fictitious name "Hzla McDnel." Once I created the profile, I added the age for Hzla McDnel as "10." I voted using the button on the profile indicating that Hzla McDnel is a "jerk." I also added a comment to the profile. I used Camtasia software to record real-time video of this posting. A true and correct copy of the Camtasia video I made on June 13, 2012 is saved on the DVD lodged with this declaration as CX0260.

8. On June 13, 2012, following the creation of the Hzla McDnel post referenced in the above paragraph, I returned to jerk.com where I attempted to claim the Hzla McDnel profile, sign up as Hzla McDnel, become a subscriber for \$30/year. After each of these attempts to get an account with jerk.com I was prompted to check my email for further instructions. I did not receive a password or any email correspondence from jerk.com at this time. I then used the

“email my password” link to request that a new password be sent to the email account that I created for Hzla McDnel. Finally, I searched for “Val Dictorian,” the name that retired FTC investigator Craig Kauffman had used to sign up with jerk.com (see CX0047), and found that the Val Dictorian profile was still posted on jerk.com. I used Camtasia software to record real-time video of this session. A true and correct copy of the Camtasia video, with undercover identity information redacted, is saved on the DVD lodged with this declaration as CX0261.

9. On July 3, 2012, I accessed jerk.com and visit the “Contact Us” page. I completed the form on the page and paid the \$25.00 contact fee. I used Camtasia software to record real-time video of this session. A true and correct copy of the Camtasia video, with undercover identity information redacted, is saved on the DVD lodged with this declaration as CX0263.

10. On July 9, 2012, support@jerk.jerk.la sent an email to the email account I set up for Hzla McDnel. This email contained a link to reset the password for Hzla McDnel’s account on jerk.com.

11. In early August 2012, I received the monthly statement for the credit card used to pay Jerk’s customer service contact fee. On July 3, 2012, it showed a charge for \$25.00 from Jerk, LLC. A true and correct copy of this statement is attached as CX0264.

12. On November 6, 2012, I accessed jerk.com and conducted a search for the name “Cindy.” The search identified 79,952 results. I printed the first page of results to Adobe pdf format; a true and correct copy of the pdf printout is attached as CX0271.

13. On November 13, 2012, I accessed jerk.com and, using the “search” field, I searched for the names “Cindy,” “John,” and “Anne.” I used Camtasia software to record real-time video of these searches and the search results. A true and correct copy of the Camtasia video is saved on the DVD lodged with this declaration as CX0265.

14. On November 14, 2012, I accessed jerk.com and searched for Hzla McDnel’s profile. The Hzla McDnel profile was still available. I used Camtasia software to record real-time video of this session. A true and correct copy of the Camtasia video is saved on the DVD lodged with this declaration as CX0266.

15. At various times in 2012 and 2013, I logged into the jerk.com website and attempted to upload photos to various profiles on jerk.com multiple times, but was unsuccessful. I used Camtasia software to record realtime videos of these sessions. True and correct copies of the Camtasia videos are saved on the DVD lodged with this declaration as CX0267; CX0268; CX0269; and CX0270.

16. On February 5, 2013, I used Offline Explorer software to download and save the script and files on the jerk.com server. From this copy of the website I printed to pdf the following jerk.com web pages:

- a. Sign in page
(www.jerk.com\signin.php@rurl=http_3a_2f_2fwww.jerk.com_2f.htm). A true and correct copy is attached as CX0272.
- b. Terms & Conditions page (www.jerk.com\serviceterms.php.htm). A true and correct copy is attached as CX0273.
- c. Post a Jerk page (www.jerk.com\post.php.htm). A true and correct copy is attached as CX0274.
- d. Remove page (www.jerk.com\remove.php.htm). A true and correct copy is attached as CX0275.
- e. Sign up Now page (www.jerk.com\new_account.php.htm). A true and correct copy is attached as CX0276.

17. On or about May 23, 2013, pages that I had previously seen on jerk.com were visible on the website jerk.org.

18. As of September 22, 2014, personal profiles were not visible on Jerk.com or Jerk.org.

III. JERK.COM WEB STATISTICS

19. On May 23, 2012, I accessed SurCentro.com, a website that provides statistics and analysis for websites. I entered the www.jerk.com url and clicked on the "Show Info" button. The SurCentro report showed that the jerk.com IP address belonged to Netcapital in

Hingham, MA. A true and correct copy of the SurCentro report for jerk.com is attached as CX0277.

IV. SOFTWARE ASSIST WEBSITE

20. On September 18, 2012, I accessed the website for Software Assist at software-assist.ro. This website lists prior projects Software Assist performed for NetCapital. I printed the pages of the website that refer to Netcapital to the Adobe pdf format. A true and correct copy of those web page printouts is attached as CX0278.

21. In January 2013, I accessed the “Partners” page of the Software Assist website software-assist.ro, that lists John Fanning as a partner. I printed this webpage to the Adobe pdf format. A true and correct copy that web page printout is attached as CX0279.

22. On March 7, 2013, I accessed archive.org’s Internet Archive Wayback Machine. The Internet Archive Wayback Machine saves website pages posted on the Internet and has over 423 billion pages saved. I searched the Wayback Machine for “assist-software.ro” and found several assist-software.ro pages saved in the archive. Some of the Wayback Machine assist-software.ro pages included the following:

- a. The Software Assist “Partners” page, assist-software.ro/partners, as captured by Internet Archive Wayback Machine on 11/13/2011;
- b. The Software Assist “About Us” page, assist-software.ro/about-us, as captured by Internet Archive Wayback Machine on 11/29/2011;
- c. A Software assist page on Jerk, assist-software.ro/reputation-social-network, as captured by Internet Archive Wayback Machine on 12/13/2011;
- d. A Software assist page on a Jerk iPhone app, assist-software.ro/jerk-iphone-app, as captured by Internet Archive Wayback Machine on 11/13/2011; and
- e. Another Software assist page on Jerk, assist-software.ro/reputation-social-network, as captured by Internet Archive Wayback Machine on 9/14/2011

I printed out each of these pages accessed through the Internet Archive Wayback Machine; true and correct copies of these webpage printouts are attached as CX0280.

V. TIPTD.COM WEBSITE

23. On March 6, 2013, I accessed the “Things I Promised to Do” website at tipid.com, and accessed John Fanning’s page on tiptd.com. That page shows Hingham, MA as Mr. Fanning’s location. I printed a copy of this page to Adobe pdf format; a true and correct copy of that web page printout is attached as CX0281.

VI. JERK.COM ON TWITTER

24. On November 14, 2012, I accessed @jerk_com, Jerk.com’s Twitter page, on the Twitter.com website. @jerk_com had three tweets. I printed a copy of those three tweets from to Adobe pdf format; a true and correct copy of that printout is attached as CX0282.

VII. RESULTS BYIQ, LLC V. JOHN FANNING, ET AL

25. In the matter of *Results ByIQ, LLC v. John Fanning*, N.D. Cal. 2011, Case No. CV110550, John Fanning provided a declaration stating that he is the founder of NetCapital.com. I accessed the PACER website for the United States District Court for the Northern District of California and obtained a copy of that declaration. A true and correct copy of the declaration is attached as CX0283.

VIII. CONSUMER COMPLAINTS

26. The FTC maintains the Consumer Sentinel Network, a database of consumer complaints received directly from consumers as well as complaints lodged with other law enforcement agencies and private organizations. Throughout 2012, I searched the Consumer Sentinel Network database for complaints against Jerk.com/Jerk.be/Jerk.org/Jerk, LLC and found 313 complaints. I saved the complaints. True and correct copies of some of the complaints are attached as CX0550 to CX0627.

IX. GOOGLE IMAGE SEARCH

27. In July 2013, I saved 133 images from Jerk.com profiles that I had previously captured on the Internet or that the FTC’s Bureau of Economics had captured as part of a random sample of Jerk profiles. I pasted each image into the Google Image search engine and reviewed the results. I found 35 images (26% of the 133 images) on Google Image search. I did not find 98 images (74% of the 133 images) on Google Image search.

X. PRE-COMPLAINT INVESTIGATION

28. On August 28, 2012, the United States Federal Trade Commission (“FTC”) issued a Civil Investigative Demand (“CID”) to Jerk, LLC. A true and correct copy is attached as CX0285.

29. On October 26, 2012, through its counsel, Maria Speth, Jerk, LLC provided its second supplemental response to the CID. A true and correct copy is attached as CX0286.

30. On February 13, 2013, the FTC issued CIDs for Oral Testimony to Jerk, LLC and John Fanning. True and correct copies are attached as CX0287 and CX0288 respectively.

31. On March 6, 2013, Federal Express delivered a copy of the CID for Oral Testimony to John Fanning. FedEx provided the FTC with a copy of the delivery confirmation for that CID. A true and correct copy of that delivery confirmation is attached as CX0290.

32. On March 15, 2013, Jerk, LLC filed a petition to quash the CID for Oral Testimony with the Federal Trade Commission. A true and correct copy is attached as CX0291.

33. On April 4, 2013, John Fanning failed to appear for his investigational hearing. A true and correct copy of the transcript for that investigational hearing is attached as CX0292.

34. On April 17, 2013, the FTC denied Jerk LLC’s petition to quash. A true and correct copy of the FTC’s Order Denying Petition to Quash Civil Investigative Demand is attached as CX0293.

35. On May 1, 2013, Jerk LLC failed to appear for its investigational hearing. A true and correct copy of the transcript for that investigational hearing is attached as CX0294.

XI. PRETRIAL DISCOVERY

36. On May 28, 2014, Counsel appeared before the Honorable D. Michael Chappell, Chief Administrative Law Judge, for the Pretrial Scheduling Conference in the Matter of Jerk LLC *et al.* A true and correct copy of the transcript is attached as CX0295.

37. On July 2, 2014, Complaint Counsel provided notice of a Rule 3.33(c)(1) Deposition for Respondent Jerk, LLC and John Fanning. A true and correct copy of the notice to Jerk, LLC is attached as CX0296.

38. On July 11, 2013, John Fanning provided responses to Complaint Counsel's First Set of Requests for Documents. A true and correct copy is attached as CX0297.

39. On July 25, 2014, Complaint Counsel provided a revised notice of a Rule 3.33(c)(1) Deposition for John Fanning changing the location of the hearing his attorney's office. A true and correct copy is attached as CX0298.

40. On July 28, 2014, Jerk, LLC failed to appear for its noticed deposition. A true and correct copy of the transcript of that deposition is attached as CX0299.

41. On July 29, 2014, John Fanning failed to appear for his noticed deposition. A true and correct copy of the transcript of that deposition is attached as CX0300.

42. On July 30, 2014, John Fanning provided his answers to Complaint Counsel's First Set of Interrogatories. A true and correct copy is attached as CX0301.

43. As of September 22, 2014, Jerk LLC has not complied with Honorable D. Michael Chappell's order compelling Jerk, LLC's response to Complaint Counsel's First Set of Interrogatories.

44. On August 27, 2014, Jerk, LLC failed to appear for its deposition as ordered by the Honorable D. Michael Chappell, Chief Administrative Law Judge. A true and correct copy of the transcript of that deposition is attached as CX0302.

45. Since the start of discovery, Complaint Counsel has received more than 13,800 pages of documents from sixteen third parties, and five sworn declarations.

46. Respondents have not noticed any depositions.

47. Respondents counsel did not attend two third-party depositions.

48. Jerk, LLC has not issued subpoenas to any third parties in connection with this case.

49. As of September 23, 2014, Jerk, LLC had not submitted its required witness list.

Executed this September 23, 2014, in San Francisco, CA.



Kelly Ortiz

CX0259

MARKED CONFIDENTIAL

REDACTED IN ITS ENTIRETY

CX0260

**MARKED CONFIDENTIAL
VIDEO**

(SEE ATTACHED DVD)

REDACTED IN ITS ENTIRETY

CX0261

**MARKED CONFIDENTIAL
VIDEO**

(SEE ATTACHED DVD)

REDACTED IN ITS ENTIRETY

CX0262

**MARKED CONFIDENTIAL
VIDEO**

(SEE ATTACHED DVD)

REDACTED IN ITS ENTIRETY

CX0263

**MARKED CONFIDENTIAL
VIDEO**

(SEE ATTACHED DVD)

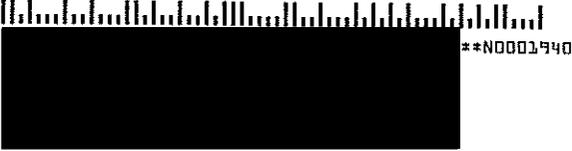
REDACTED IN ITS ENTIRETY

CX0264



[Redacted]

Account Number XXXX-XXXX-XX [Redacted]	Payment Date 08/09/2012	New Balance \$0.00	Total Amount Due \$0.00	Enter Amount Paid
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Statement Date
07/15/12
Payment Date
08/09/12

Previous Balance	Payments and Credits	New Charges	New Balance	Credit Line
\$0.00	\$0.00	\$0.00	\$0.00	\$3,000

For customer service call or write 1-800-248-4553 P.O. Box 6125 Sioux Falls, SD 57117

Send payments to: Citibank P.O. Box 183173 Columbus, OH 43218-3173

Account Number XXXX-XXXX-XX [Redacted]	Cash Advance Limit* \$00	Available Credit Line \$3,000	Available Cash Line** \$00
---	-----------------------------	----------------------------------	-------------------------------

Date	Post Date	Reference Number	Type of Activity	Amount
NOTICE MEMO ITEMS LISTED BELOW				
03/30	07/02	24492802183118000102387	DELAWARE CORP & TAX WEB 302-7393077 DE	20.00
07/03	07/04	24492152185637002484046	JERK LLC JERK.COM MA	25.00
TOTAL AMOUNT OF MEMO ITEM(S):				45.00

ACCOUNT SUMMARY		Previous Balance	Payments	Credits	Purchases and Advances	Interest Charges	New Balance
CURRENT PERIOD							
Purchases		0.00					0.00
Advances		0.00					0.00
TOTALS		0.00					0.00
DAYS IN BILLING PERIOD: 30							
Balance Subject To Interest Charges	>		<u>Purchases</u>	<u>Cash Advances</u>		Payment Due:	.00
Periodic Rate	>		.00	.00		Amount Over Credit Limit:	.00
ANNUAL PERCENTAGE RATE	>		.0000%	.0000		Amount Past Due:	.00
			.000%	.0000		MINIMUM AMOUNT DUE:	.00

*Cash Advance Limit is a portion of your Total Credit Line
** Available Cash Line is a portion of your Available Credit Line

CX0264-001

6/29/2012

http://delcom.delaware.com/tin/controller

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Except as provided otherwise in its privacy policy, Jerk LLC will not keep confidential information supplied by you to Jerk LLC, and shall use or disclose such information for the purposes for which such information was collected, or as required by law. Whereas you are legally entitled to publish your comments anonymously, at the discretion of Jerk LLC, the personally identifying information of any user may lose any confidential protections.

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10. State by State Variations

Certain jurisdictions limit the applicability of warranty disclaimers and limitations of liability so the above disclaimers of warranty and limitations of liability may not apply to you.

11. General Provisions

You agree that Arizona law (regardless of conflicts of law principles) shall govern this Agreement, that any dispute arising out of or relating to this Agreement shall be subject to the exclusive venue of the federal and state courts in the State of Arizona, and that you submit to the exclusive jurisdiction of the federal and state courts in the State of Arizona in connection with jerk.com or this Agreement. The failure of Jerk LLC to exercise or enforce any right or provision of the Terms of Service shall not constitute a waiver of such right or provision. The failure of Jerk LLC or You to exercise in any respect any right provided for herein shall not be deemed a waiver of any further rights hereunder. This Agreement, accepted upon registering for jerk.com, contains the entire agreement between you and Jerk LLC regarding the use of jerk.com. This Agreement may only be amended upon notice by Jerk LLC to you, or by a writing signed by you and an authorized official of Jerk LLC. Unless otherwise explicitly stated, the Terms will survive termination of your registration with jerk.com. If any provision of this Agreement is held invalid, the remainder of this Agreement shall continue in full force and effect.

12. Copyright Policy/Termination of User Privileges for Infringement and Contact Information for Suspected Copyright Infringement/DMCA Notices

We will terminate the privileges of any user who uses jerk.com to unlawfully transmit copyrighted material without a license, express consent, valid defense or fair use exemption to do so. In particular, users who submit user content to jerk.com, whether articles, images, stories, software or other copyrightable material must ensure that the content they upload does not infringe the copyrights of third parties. If you believe that your copyright has been infringed through the use of jerk.com, please contact our Customer Service.

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(If your billing information does not match billing address for credit card, there will be delays in order processing.)

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Last Name:*

Email:*

Street Address:

City:

State/Region:

Massachusetts

Postal Code:

Country:

United States

Phone Number:

Gold Membership

(under development)

Standard membership

\$30 / year

Card Number

CVC

Expiration

7

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Amount

\$30/year

Submit

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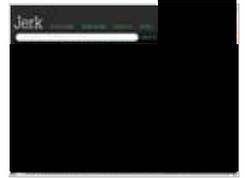
Enter URL:

Show Info

Main Info - www.jerk.com

Title

Jerk.com



www.jerk.com

Stats and Traffic Info - www.jerk.com

Alexa Rank: 338,951

Compete Rank: n/a



Google Page Rank: 14

Links from Yahoo: 207

Links from Google: n/a

Indexed pages from Yahoo: 1,631

Indexed pages from Google: n/a

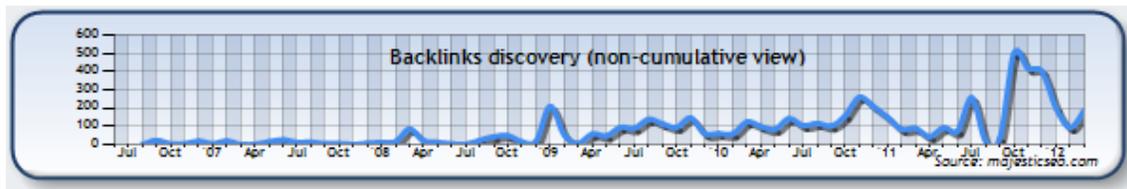
Indexed pages from Bing: 95

Wayback Machine: www.jerk.com in the past

Robtex: www.jerk.com

Majestic-SEO Subdomains: 86

Majestic-SEO Backlinks: 2,523



SEMRush Info - www.jerk.com

Google SE Traffic: 22,959

SE Traffic Price: \$0

Google AdWords Traffic: 0

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AdWords Traffic Price: \$0

Organic Keywords

jerk, [REDACTED]

Competitors in Organic Search

facebook.com, linkedin.com, myspace.com, 123people.com, radaris.com, twitter.com, mylife.com, pipl.com, youtube.com, hi5.com

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Server Info - www.jerk.com

Hosted in: [REDACTED]

Host IP: [REDACTED]

Host Provider: NETCAPITAL

Domain Registered: -0001-11-30

Domain Expires: -0001-11-30



Detailed Description - www.jerk.com

The **jerk.com** domain has 5 name servers at name-services.com. There is one ip resolved to jerk.com.

jerk.com contains the following name servers: dns2.name-services.com, dns1.name-services.com, dns4.name-services.com, dns5.name-services.com, dns3.name-services.com.

Jerk.com home page html weighs 12.57 KB .

Jerk.com is linking from homepage to 1 sites: statcounter.com.

Sites Like www.jerk.com

- [REDACTED]

New Sites

- [REDACTED]



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