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MERESMAN, SUNIL PAUL, and OWEN VAN NATTA

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

IN RE ZYNGA INC. SECURITIES
LITIGATION

This Document Relates To:
All Actions.

CLASS ACTION

Lead Case No. C 12-04007 JSW

Consolidated with Case Nos.
C 12-04048 JSW, C 12-04059 JSW,
C 12-04064 JSW, C 12-04066 JSW,
C 12-04133 JSW, C 12-04250 JSW

**DECLARATION OF SAMUEL SONG IN
SUPPORT OF ZYNGA DEFENDANTS'
MOTION TO DISMISS PLAINTIFFS'
CONSOLIDATED COMPLAINT**

Hearing: August 30, 2013
Time: 9:00 a.m.
Courtroom: 11, 19th Floor
Judge: Hon. Jeffrey S. White

1 I, SAMUEL SONG, hereby declare as follows:

2 I am an attorney licensed to practice law in the State of California and am admitted to
3 practice before this Court. I am an associate with the law firm of Morrison & Foerster LLP,
4 counsel of record in this action for Defendant Zynga Inc. ("Zynga") and Defendants Mark Pincus,
5 David M. Wehner, John Schappert, Mark Vranesh, William Gordon, Reid Hoffman, Jeffrey
6 Katzenberg, Stanley J. Meresman, Sunil Paul, and Owen Van Natta (the "Individual Defendants")
7 (collectively, the "Zynga Defendants"). I submit this Declaration in support of the Zynga
8 Defendants' Motion to Dismiss Plaintiffs' Consolidated Complaint, filed on May 31, 2013. I
9 make this Declaration based on personal knowledge, except for any items stated on information
10 and belief, which I am informed and believe are true. My Declaration authenticates 33 exhibits,
11 which are listed below and organized into the following categories: (1) documents Zynga filed
12 with the United States Securities and Exchange Commission (the "SEC"); (2) press releases by
13 Zynga; (3) transcripts of investor communications; (4) media reports; (5) documents filed by the
14 Individual Defendants with the SEC; and (6) Zynga stock data. In addition, this Declaration
15 summarizes information regarding the Individual Defendants' holdings and sales (if any) of
16 Zynga stock reported in SEC filings. It also summarizes the procedures and documents used to
17 create Appendices A and B attached to the Zynga Defendants' Motion to Dismiss. If called as a
18 witness, I would testify to the facts set forth below.

19 **I. ZYNGA'S SEC FILINGS**

20 1. Attached as **Exhibit 1** to this Declaration is an excerpt from a true and correct
21 copy of Zynga's amended Form S-1 Registration Statement, as filed with the SEC on December
22 15, 2011. The Consolidated Complaint (the "Complaint") cites to this document in paragraphs 5,
23 83-85, 91, 106, 108-09, 111, 122, 125-28, and 314-17.

24 2. Attached as **Exhibit 2** to this Declaration is an excerpt from a true and correct
25 copy of Zynga's Prospectus for its initial public offering, on Form 424B4, as filed with the SEC
26 on December 16, 2011. The Complaint cites to this document in paragraphs 108-09, 112, 122,
27 124, 127, and 136.
28

1 3. Attached as **Exhibit 3** to this Declaration is an excerpt from a true and correct
2 copy of Zynga's annual report for the fiscal year ended December 31, 2011, on Form 10-K, as
3 filed with the SEC on February 28, 2012. The Complaint cites to this document in paragraphs 95
4 and 149.

5 4. Attached as **Exhibit 4** to this Declaration is an excerpt from a true and correct
6 copy of Zynga's amended Form S-1 Registration Statement, as filed with the SEC on March 23,
7 2012. The Complaint cites to this document in paragraphs 23, 117, 119, 153, 156-61, 164, and
8 324-28.

9 5. Attached as **Exhibit 5** to this Declaration is an excerpt from a true and correct
10 copy of Zynga's Prospectus, on Form 424B4, as filed with the SEC on March 29, 2012. The
11 Complaint cites to this document in paragraphs 3, 17, 85, 91, 97, 98-100, 102-03, 118, 153, and
12 154.

13 6. Attached as **Exhibit 6** to this Declaration is an excerpt from a true and correct
14 copy of Zynga's quarterly report for the period ended March 31, 2012, on Form 10-Q, as filed
15 with the SEC on May 8, 2012. The Complaint cites to this document in paragraphs 185-91 and
16 281-85.

17 7. Attached as **Exhibit 7** to this Declaration is an excerpt from a true and correct
18 copy of Zynga's quarterly report for the period ended June 30, 2012, on Form 10-Q, as filed with
19 the SEC on July 30, 2012. The Complaint cites to this document in paragraph 203.

20 8. Attached as **Exhibit 8** to this Declaration is an excerpt from a true and correct
21 copy of Zynga's quarterly report for the period ended September 30, 2012, on Form 10-Q, as filed
22 with the SEC on October 26, 2012.

23 9. Attached as **Exhibit 9** to this Declaration is an excerpt from a true and correct
24 copy of Zynga's annual report for the fiscal year ended December 31, 2012, on Form 10-K, as
25 filed with the SEC on February 25, 2013.

26 **II. ZYNGA PRESS RELEASES**

27 10. Attached as **Exhibit 10** to this Declaration is a true and correct copy of a press
28 release issued by Zynga, entitled "Zynga Reports Fourth Quarter and Full Year 2011 Financial

1 Results,” dated February 14, 2012. The Complaint cites to this document in paragraphs 20 and
2 138-40.

3 11. Attached as **Exhibit 11** to this Declaration is a true and correct copy of a press
4 release issued by Zynga, entitled “Zynga Announces Closing of Secondary Offering,” dated April
5 3, 2012. The Complaint cites to this document in paragraph 167.

6 12. Attached as **Exhibit 12** to this Declaration is a true and correct copy of a press
7 release issued by Zynga, entitled “Zynga Reports First Quarter 2012 Financial Results,” dated
8 April 26, 2012. The Complaint cites to this document in paragraphs 169-72.

9 13. Attached as **Exhibit 13** to this Declaration is a true and correct copy of a press
10 release issued by Zynga, entitled “Zynga Reports Second Quarter 2012 Financial Results,” dated
11 July 25, 2012. The Complaint cites to this document in paragraph 206.

12 **III. TRANSCRIPTS OF ZYNGA INVESTOR COMMUNICATIONS**

13 14. Attached as **Exhibit 14** to this Declaration is a true and correct copy of a transcript
14 entitled “Q4 2011 Earnings Call” from Bloomberg, dated February 14, 2012. The Complaint
15 cites to this document in paragraphs 95 and 141-47.

16 15. Attached as **Exhibit 15** to this Declaration is a true and correct copy of a transcript
17 entitled “Q1 2012 Earnings Call” from Bloomberg, dated April 26, 2012. The Complaint cites to
18 this document in paragraphs 173-84.

19 16. Attached as **Exhibit 16** to this Declaration is a true and correct copy of a transcript
20 entitled “J.P. Morgan Global Technology, Media and Telecom Conference” from Bloomberg,
21 dated May 16, 2012. The Complaint cites to this document in paragraphs 195-200.

22 17. Attached as **Exhibit 17** to this Declaration is a true and correct copy of a transcript
23 entitled “Q2 2012 Earnings Call” from Bloomberg, dated July 25, 2012. The Complaint cites to
24 this document in paragraphs 207-11 and 270.

25 **IV. MEDIA REPORTS**

26 18. Attached as **Exhibit 18** to this Declaration is a true and correct copy of a blog post
27 on lloydmelnick.com by Lloyd Melnick, entitled “A look inside Zynga’s numbers,” dated July 31,
28 2012. This article was obtained from Lloyd Melnick’s website

(<http://lloydmelnick.com/2012/07/31/a-look-inside-zyngas-numbers/>) on May 20, 2013. The Complaint cites to this document in paragraphs 96, 215, and 291.

19. Attached as **Exhibit 19** to this Declaration is a true and correct copy of an article posted on the website *Seeking Alpha* by Kevin Stevens, entitled “Zynga’s Real Game Could Be Fraudville,” dated August 10, 2012. This article was obtained from the website *Seeking Alpha* (<http://seekingalpha.com/article/798231-zynga-s-real-game-could-be-fraudville>) on May 30, 2013. The Complaint cites to this document in paragraph 292.

V. INDIVIDUAL DEFENDANTS’ SECTION 16 FILINGS

20. Attached as **Exhibit 20** to this Declaration are true and correct copies of a Form 3 filed with the SEC by Mark Pincus on December 15, 2011, and a Form 4 filed with the SEC by Mark Pincus on April 4, 2012. The Complaint references information from these documents in paragraphs 37 and 235 and Exhibit B.

21. Attached as **Exhibit 21** to this Declaration are true and correct copies of Form 4s filed with the SEC by David Wehner on December 16, 2011, February 6, 2012, April 3, 2012, May 4, 2012, and July 3, 2012. The Complaint references information from these documents in paragraphs 38 and 235-36 and Exhibit B.

22. Attached as **Exhibit 22** to this Declaration are true and correct copies of Form 4s filed with the SEC by John Schappert on March 19, 2012, and April 4, 2012. The Complaint references information from these documents in paragraphs 39 and 235-36 and Exhibit B.

23. Attached as **Exhibit 23** to this Declaration are true and correct copies of Form 4s filed with the SEC by Mark Vranesh on December 16, 2011, January 18, 2012, April 4, 2012, April 17, 2012, and July 17, 2012. The Complaint references information from these documents in paragraphs 40 and 235-36 and Exhibit B.

24. Attached as **Exhibit 24** to this Declaration is a true and correct copy of a Form 4 filed with the SEC by William Gordon on December 21, 2011.

25. Attached as **Exhibit 25** to this Declaration is a true and correct copy of a Form 4 filed with the SEC by Reid Hoffman on April 4, 2012. The Complaint references information from this document in paragraphs 43 and 235 and Exhibit B.

1 26. Attached as **Exhibit 26** to this Declaration is a true and correct copy of a Form 3
2 filed with the SEC by Jeffrey Katzenberg on December 15, 2011.

3 27. Attached as **Exhibit 27** to this Declaration is a true and correct copy of a Form 3
4 filed with the SEC by Stanley Meresman on December 15, 2011.

5 28. Attached as **Exhibit 28** to this Declaration is a true and correct copy of a Form 3
6 filed with the SEC by Sunil Paul on December 15, 2011.

7 29. Attached as **Exhibit 29** to this Declaration are true and correct copies of Form 4s
8 filed with the SEC by Owen Van Natta on December 16, 2011, and April 4, 2012. The
9 Complaint references information from these documents in paragraphs 47 and 235-36 and Exhibit
10 B.

11 30. Attached as **Exhibit 30** to this Declaration are true and correct copies of Form 4s
12 filed with the SEC by Reginald Davis on December 16, 2011, January 4, 2012, January 18, 2012,
13 April 3, 2012, April 17, 2012, July 3, 2012, and July 17, 2012. The Complaint references
14 information from these documents in paragraphs 235-36 and Exhibit B.

15 31. Attached as **Exhibit 31** to this Declaration are true and correct copies of Form 4s
16 filed with the SEC by Cadir Lee on December 16, 2011, January 11, 2012, February 13, 2012,
17 March 12, 2012, April 4, 2012, April 11, 2012, May 11, 2012, June 12, 2012, and July 11, 2012.
18 The Complaint references information from these documents in paragraphs 235-36 and Exhibit B.

19 **VI. ZYNGA STOCK DATA**

20 32. Attached as **Exhibit 32** to this Declaration is a spreadsheet created under my
21 supervision using Microsoft Excel that contains the true and correct daily closing price of
22 Zynga's publicly traded stock (stock symbol "ZNGA") for the period of December 16, 2011, to
23 July 26, 2012, downloaded from Yahoo! Finance, <http://finance.yahoo.com/q/hp?s=YHOO>.

24 33. Attached as **Exhibit 33** to this Declaration is a screenshot taken from a Bloomberg
25 Finance terminal. Bloomberg calculates the equity, or public, float of companies using publicly
26 available information such as SEC filings, press releases, and stock exchange data. Using
27 Bloomberg, Zynga's public float on April 3, 2012, was determined by entering the company
28

1 name and the relevant date. Exhibit 33 shows that Zynga's public float was approximately 133
 2 million shares on April 3, 2012.

3 **VII. INDIVIDUAL DEFENDANTS' HOLDINGS AND SALES OF ZYNGA STOCK**

4 34. The following summarizes information regarding the Individual Defendants'
 5 holdings and sales of Zynga stock reported in SEC filings.

6 **A. Methodology for Calculations**

7 35. **Holdings at the Time of the Secondary Offering:** To calculate the Individual
 8 Defendants' holdings of Zynga stock at the time of the Secondary Offering, which was completed
 9 on April 3, 2012, an attorney under my supervision followed the following procedure. The
 10 Individual Defendants' Forms 3 and 4 and Zynga's March 29, 2012 Prospectus were reviewed.
 11 Ex. 5; Exs. 20-31. The Forms 3 and 4 describe the number of Zynga shares or derivative
 12 securities owned by these individuals and their transactions in Zynga holdings. The Forms 3 and
 13 4 and the March 29, 2012 Prospectus describe the vesting schedules for options these individuals
 14 were granted and the number of vested options. Accordingly, to calculate each of these
 15 individual's beneficial holdings at the time of the Secondary Offering: (a) the number of shares
 16 listed in the Form 4s as being sold in the Secondary Offering on April 3, 2012, was added to (b)
 17 the number of shares owned following the reported transactions, which was added to (c) the
 18 number of options that had vested as of April 3, 2012.

19 36. **Sales in the Secondary Offering as a Percentage of Holdings:** To determine the
 20 percentage of the holdings that each Individual Defendant sold in the Secondary Offering, if any,
 21 an attorney under my supervision followed the following procedure: (a) the number of shares
 22 sold by each Individual Defendant in the Secondary Offering was divided by (b) his holdings at
 23 the time of the Secondary Offering.

24 **B. Holdings and Sales for Each Individual Defendant**

25 37. **Mark Pincus**

26 a. **Holdings at the Time of the Secondary Offering: 110,169,985 shares**
 27 **and vested options:** Table I of Mark Pincus's April 4, 2012 Form 4 shows that he sold
 28

1 16,500,000 Class A Zynga shares on April 3, 2012. Ex. 20.¹ Table II shows that after the
 2 transaction Mr. Pincus owned 67,685,846 Class B Zynga shares. Ex. 20. Mr. Pincus's December
 3 15, 2011 Form 3 shows that he owned 20,517,472 Class C Zynga shares which were retained
 4 throughout the Class Period. Ex. 20. Notes 1 and 3 to Mr. Pincus's December 15, 2011 Form 3
 5 show that Mr. Pincus also had vested options to purchase 5,466,667 Zynga shares at the time of
 6 the Secondary Offering. Ex. 20. Adding together the number of shares sold in the Secondary
 7 Offering, the shares owned after the transaction, and the number of vested options, Mr. Pincus
 8 had 110,169,985 shares and vested options at the time of the Secondary Offering.

9 **b. Sales in the Secondary Offering as a Percentage of Holdings: 14.98%:**

10 Dividing the 16,500,000 shares Mr. Pincus sold on April 3, 2012, by the 110,169,985 shares and
 11 vested options he owned at the time of the Secondary Offering, shows that Mr. Pincus sold
 12 14.98% of his holdings on April 3, 2012.

13 **38. David M. Wehner**

14 **a. Holdings at the Time of the Secondary Offering: 581,381 shares:**

15 Table I of Mr. Wehner's April 3, 2012 Form 4 shows that, aside from tax withholding sales, he
 16 sold 386,865 Class A Zynga shares on April 3, 2012. Ex. 21. Table I shows that after this sale he
 17 owned 64,783 Class A Zynga shares, and Table II shows that he owned 129,733 Class B Zynga
 18 shares. Ex. 21. Adding together the number of shares sold and the number owned after the
 19 transaction, Mr. Wehner had 581,381 shares at the time of the Secondary Offering.

20 **b. Sales in the Secondary Offering as a Percentage of Holdings: 66.54%:**

21 Dividing the 386,865 shares sold on April 3, 2012, by the 581,381 shares owned at the time of the
 22 transaction shows that Mr. Wehner sold 66.54% of his holdings on April 3, 2012.

23 **39. John Schappert**

24 **a. Holdings at the Time of the Secondary Offering: 385,486 shares:**

25 Table I of John Schappert's April 4, 2012 Form 4 shows that he sold 322,350 Zynga shares on
 26

27 ¹ Upon transfer, each share of Class B and Class C Zynga stock converts automatically to Class
 28 A Zynga stock, which is publicly tradable. Ex. 5 at 120-22.

1 April 3, 2012. Ex. 22. Table I shows that after the April 3, 2012 sale Mr. Schappert owned
 2 63,136 Class A Zynga shares. Ex. 22. Adding together the number of shares sold and the
 3 number owned after the transaction, Mr. Schappert had 385,486 shares at the time of the
 4 Secondary Offering.

5 **b. Sales in the Secondary Offering as a Percentage of Holdings: 83.62%:**

6 Dividing the 322,350 shares Mr. Schappert sold on April 3, 2012, by the 385,486 shares he
 7 owned at the time of the transaction shows that Mr. Schappert sold 83.62% of his holdings on
 8 April 3, 2012.

9 **40. Mark Vranesh**

10 **a. Holdings at the Time of the Secondary Offering: 2,148,942 shares:**

11 Table I of Mark Vranesh's April 4, 2012 Form 4 shows that he sold 366,216 Class A Zynga
 12 shares on April 3, 2012. Ex. 23. Table II shows that after the April 3, 2012 sale Mr. Vranesh
 13 owned 1,782,726 Class B Zynga shares. Ex. 23. Adding together the number of shares sold and
 14 the number owned after the transaction, Mr. Vranesh had 2,148,942 shares at the time of the
 15 Secondary Offering.

16 **b. Sales in the Secondary Offering as a Percentage of Holdings: 17.04%:**

17 Dividing the 366,206 shares Mr. Vranesh sold on April 3, 2012, by the 2,148,942 shares owned at
 18 the time of the transaction shows that Mr. Vranesh sold 17.04% of his holdings on April 3, 2012.

19 **41. William Gordon**

20 **a. Holdings at the Time of the Secondary Offering: 61,017,036 shares:**

21 Table I of Mr. Gordon's December 21, 2011 Form 4 shows that he owned 21,000,000 Class A
 22 Zynga shares. Ex. 24. Table II shows that Mr. Gordon also owned 40,017,036 Class B Zynga
 23 shares. Ex. 24. Adding together the number of Class A and B shares, Mr. Gordon had
 24 61,017,036 shares at the time of the Secondary Offering.

25 **b. Sales in the Secondary Offering as a Percentage of Holdings: 0%:**

26 Mr. Gordon did not sell any shares on April 3, 2012.
 27
 28

1 42. **Reid Hoffman**

2 a. **Holdings at the Time of the Secondary Offering: 4,584,176 shares:**

3 Table I of Reid Hoffman's April 4, 2012 Form 4 shows that he sold 687,626 Class A Zynga
4 shares on April 3, 2012. Ex. 25. Table II shows that after the April 3, 2012 sale Mr. Hoffman
5 owned 3,896,550 Class B Zynga shares. Ex. 25. Adding together the number of shares sold and
6 the number owned after the transaction, Mr. Hoffman owned 4,584,176 shares at the time of the
7 Secondary Offering.

8 b. **Sales in the Secondary Offering as a Percentage of Holdings: 15.00%:**

9 Dividing the 687,626 shares Mr. Hoffman sold on April 3, 2012, by the 4,584,176 shares owned
10 at the time of the transaction shows that Mr. Hoffman sold 15.00% of his holdings on April 3,
11 2012.

12 43. **Jeffrey Katzenberg**

13 a. **Holdings at the Time of the Secondary Offering: 388,410 shares:**

14 Table II of Mr. Katzenberg's December 15, 2011 Form 3 shows that he owned 388,410 Class B
15 Zynga shares. Ex. 26.

16 b. **Sales in the Secondary Offering as a Percentage of Holdings: 0%:**

17 Mr. Katzenberg did not sell any shares on April 3, 2012.

18 44. **Stanley J. Meresman**

19 a. **Holdings at the Time of the Secondary Offering: 70,000 shares:** Table

20 II of Mr. Meresman's December 15, 2011 Form 3 shows that he owned 70,000 Class B Zynga
21 shares. Ex. 27.

22 b. **Sales in the Secondary Offering as a Percentage of Holdings: 0%:**

23 Mr. Meresman did not sell any shares on April 3, 2012.

24 45. **Sunil Paul**

25 a. **Holdings at the Time of the Secondary Offering: 0 shares:** Mr. Paul's

26 December 15, 2011 Form 3 shows that he did not own any shares of Zynga stock. Ex. 28.

27 b. **Sales in the Secondary Offering as a Percentage of Holdings: 0%:**

28 Mr. Paul did not sell any shares on April 3, 2012.

1 46. **Owen Van Natta**

2 a. **Holdings at the Time of the Secondary Offering: 2,680,945 shares and**
 3 **vested options:** Table I of Owen Van Natta's April 4, 2012 Form 4 shows that he sold 505,267
 4 Class A Zynga shares on April 3, 2012. Ex. 29. Table II shows that after the April 3, 2012 sale
 5 Mr. Van Natta owned 66,303 Class B Zynga shares. Ex. 29. Zynga's March 29, 2012 Prospectus
 6 pages 107, 117, and 119 note (20) explain that by March 31, 2012, Mr. Van Natta also had vested
 7 options exercisable to purchase 2,109,375 Zynga shares. Ex. 5. Adding together the number of
 8 shares sold in the Secondary Offering, the shares owned after the transaction, and the number of
 9 vested options, Mr. Van Natta had 2,680,945 shares and vested options at the time of the
 10 Secondary Offering.

11 b. **Sales in the Secondary Offering as a Percentage of Holdings: 18.85%:**
 12 Dividing the 505,267 shares Mr. Van Natta sold on April 3, 2012, by the 2,680,345 shares and
 13 vested options owned at the time of the transaction shows that Mr. Van Natta sold 18.85% of his
 14 holdings on April 3, 2012.

15 47. **All Officer Defendants**

16 a. **Collective Holdings at the Time of the Secondary Offering:**
 17 **113,286,454 shares and vested options:** Adding the total holdings at the time of the Secondary
 18 Offering calculated above for Mark Pincus (110,169,985), David Wehner (581,381), John
 19 Schappert (385,486), and Mark Vranesh (2,148,942), shows that at the time of the Secondary
 20 Offering the Officer Defendants collectively had 113,285,794 shares and vested options.

21 b. **Collective Sales in the Secondary Offering as a Percentage of**
 22 **Holdings: 15.51%:** Dividing the shares that Mark Pincus (16,500,000), David Wehner
 23 (386,865), John Schappert (322,350), and Mark Vranesh (366,216) sold in the Secondary
 24 Offering by their total holdings at the time of the Secondary Offering, shows that the Officer
 25 Defendants collectively sold 15.51% of their shares and vested options in the Secondary Offering.

26 48. The Complaint includes a table showing the total number of shares sold in Zynga's
 27 Secondary Offering and how many shares certain Individual Defendants personally sold.
 28 Complaint at Ex. B. The Zynga Defendants' Motion to Dismiss at pages 18 and 19 notes that

sales by Messrs. Vranesh, Wehner, and Schappert amounted to 1.8%, 1.9%, and 1.6%, respectively, of the total sales alleged by the Plaintiffs. These figures were calculated by dividing the number of shares sold by each of these Individual Defendants by the total number (20,254,631) sold in the Secondary Offering. For Mr. Vranesh, the percentage was $366,216 \div 20,254,631 = 0.0180 = 1.8\%$. For Mr. Wehner, the percentage was $386,865 \div 20,254,631 = 0.0191 = 1.9\%$. Finally, for Mr. Schappert, the percentage was $322,350 \div 20,254,631 = 0.0159 = 1.6\%$.

VIII. TAX WITHHOLDING SALES

49. The Form 4s show that during the Class Period some of the Individual Defendants and other individuals identified in the Complaint had shares cancelled or sold for tax withholding purposes. Note (2) to the relevant Form 4s indicates when a transaction involved shares cancelled or sold for tax withholding purposes. The following table summarizes the Form 4s that contain tax withholding sales:

Date	Name	Shares	Price	Amount	Source
12/15/11	David Wehner	355,672	\$10	\$3,556,720	Ex. 21.
2/2/12	David Wehner	65,230	\$12.385	\$807,874	Ex. 21.
4/2/12	David Wehner	60,217	\$12.7728	\$769,140	Ex. 21.
5/2/12	David Wehner	58,889	\$8.7895	\$517,605	Ex. 21.
7/2/12	David Wehner	11,385	\$5.51	\$62,731	Ex. 21.
3/16/12	John Schappert	330,846	\$12.9504	\$4,284,588	Ex. 22.
12/15/11	Mark Vranesh	27,510	\$10	\$275,100	Ex. 23.
1/15/12	Mark Vranesh	5,156	\$8.87	\$45,734	Ex. 23.
4/16/12	Mark Vranesh	4,714	\$11.531	\$54,357	Ex. 23.
7/16/12	Mark Vranesh	4,580	\$4.915	\$22,511	Ex. 23.
12/15/11	Owen Van Natta	427,391	\$10	\$4,273,910	Ex. 29.
12/15/11	Reginald Davis	105,582	\$10	\$1,055,820	Ex. 30.
1/1/12	Reginald Davis	700	\$9.41	\$6,587	Ex. 30.
1/15/12	Reginald Davis	14,537	\$8.87	\$128,943	Ex. 30.
4/2/12	Reginald Davis	634	\$12.823	\$8,130	Ex. 30.
4/16/12	Reginald Davis	14,578	\$11.4604	\$167,070	Ex. 30.
7/2/12	Reginald Davis	607	\$5.513	\$3,346	Ex. 30.
7/16/12	Reginald Davis	926	\$4.8918	\$4,530	Ex. 30.

Date	Name	Shares	Price	Amount	Source
7/16/12	Reginald Davis	13,254	\$4.8912	\$64,828	Ex. 30.
12/15/11	Cadir Lee	3,077	\$10	\$30,770	Ex. 31.
1/9/12	Cadir Lee	11	\$8	\$88	Ex. 31.
2/9/12	Cadir Lee	11	\$13.25	\$146	Ex. 31.
3/9/12	Cadir Lee	11	\$13.89	\$153	Ex. 31.
4/10/12	Cadir Lee	12	\$11.48	\$138	Ex. 31.
5/10/12	Cadir Lee	12	\$7.99	\$96	Ex. 31.
6/11/12	Cadir Lee	13	\$5.7507	\$75	Ex. 31.
7/10/12	Cadir Lee	14	\$5.0225	\$70	Ex. 31.
-	Total	1,505,569	-	\$16,141,060	-

IX. APPENDICES TO DEFENDANTS' MOTION TO DISMISS

50. Attached as Appendix A to Defendants' Motion to Dismiss is a bar graph comparing Zynga's Original Lock-Up Release and Staggered Lock-Up Release. This graph was created under my supervision with data from publicly available documents, Ex. 3 at 23; Ex. 5 at 29 and 125, and Microsoft Excel ("Excel"). Exhibit 3 at 23 notes that when the lock-up provision from Zynga's initial public offering expires (the "Original Release"), 687.9 million shares will be released. The solid red bar represents the Original Release. Exhibit 5 at 29 and 125 lists Zynga's amended lock-up expiration dates, now spread over five dates for different types of shareholders (the "Staggered Release"). The blue bars represent the Staggered Release. The patterns reflect the type of shareholder being released from the lock-up restrictions. The thin, diagonal lines represent shares released for Zynga directors and officers ("D/O"). The horizontal lines represent shares released for Zynga non-executive employees ("Non-Execs"). Finally, the thick, diagonal lines represent shares released for non-employees.

51. Attached as Appendix B to Defendants' Motion to Dismiss is a bar graph showing the percentage change in Zynga's Average Bookings per User ("ABPU") and Daily Active Users ("DAUs"). This graph was created under my supervision with data from publicly available documents, Ex. 1 at 4; Ex. 3 at 36; Ex. 6 at 21; and Ex. 7 at 20, and Excel. First, the values and numbers for Zynga's ABPU and DAUs from Q3 2009 to Q2 2012 were input into Excel. Then the percentage change in values for each quarter was calculated. To calculate the percentage

1 change in value for a given quarter, the DAUs or ABPU for the quarter was subtracted from the
2 DAUs or ABPU for the prior quarter and divided by the DAUs or ABPU for the prior quarter.
3 Finally, Excel's bar graph function was used to create this chart displaying the change in ABPU
4 (solid blue bar) and DAUs (patterned blue bar) between Q3 2009 and Q2 2012 (x-axis).

5 I declare under penalty of perjury under the laws of the United States of America that the
6 foregoing is true and correct and that this Declaration was executed in San Francisco, California,
7 on this 31st day of May, 2013.

8 /s/ Samuel Song

INDEX OF EXHIBITS**Zynga SEC Filings**

Ex. No.	Exhibit Description
1	Excerpts of Zynga's Form S-1/A Registration Statement filed on December 15, 2011.
2	Excerpts of Zynga's Prospectus filed on December 16, 2011.
3	Excerpts of Zynga's Form 10-K filed on February 28, 2012.
4	Excerpts of Zynga's Form S-1/A Registration Statement filed on March 23, 2012.
5	Excerpts of Zynga's Prospectus filed on March 29, 2012.
6	Excerpts of Zynga's Form 10-Q filed on May 8, 2012.
7	Excerpts of Zynga's Form 10-Q filed on July 30, 2012.
8	Excerpts of Zynga's Form 10-Q filed on October 26, 2012.
9	Excerpts of Zynga's Form 10-K filed on February 25, 2013.

Press Releases

10	Zynga press release entitled "Zynga Reports Fourth Quarter and Full Year 2011 Financial Results," dated February 14, 2012.
11	Zynga press release entitled "Zynga Announces Closing of Secondary Offering," dated April 3, 2012.
12	Zynga press release entitled "Zynga Reports First Quarter 2012 Financial Results," dated April 26, 2012.
13	Zynga press release entitled "Zynga Reports Second Quarter 2012 Financial Results," dated July 25, 2012.

Transcripts of Zynga Investor Communications

14	Bloomberg, "Q4 2011 Earnings Call," dated February 14, 2012.
15	Bloomberg, "Q1 2012 Earnings Call," dated April 26, 2012.
16	Bloomberg, "J.P. Morgan Global Technology, Media and Telecom Conference," dated May 16, 2012.
17	Bloomberg, "Q2 2012 Earnings Call," dated July 25, 2012.

Media Reports

18	Online lloydmelnick.com post entitled "A look inside Zynga's numbers," dated July 31, 2012.
19	Online seekingalpha.com post entitled "Zynga's Real Game Could Be Fraudville," dated August 10, 2012.

Individual Defendants' Section 16 Filings

20	Forms 3 and 4 filed by Mark Pincus.
21	Form 4s filed by David Wehner.
22	Form 4s filed by John Schappert.
23	Form 4s filed by Mark Vranesh.
24	Form 4 filed by William Gordon.
25	Form 4 filed by Reid Hoffman.
26	Form 3 filed by Jeffrey Katzenberg.
27	Form 3 filed by Stanley Meresman.
28	Form 3 filed by Sunil Paul.
29	Form 4s filed by Owen Van Natta.
30	Form 4s filed by Reginald Davis.
31	Form 4s filed by Cadir Lee.

Zynga Stock Data

32	Zynga stock price data from Yahoo! Finance, December 16, 2011, to July 26, 2012.
33	Bloomberg Professional Terminal showing Zynga's public float on April 3, 2012.