

Exhibit D

Marc Zwillinger

From: Prabhu, Jay (USAVAE) <Jay.Prabhu@usdoj.gov>
Sent: Friday, March 02, 2012 6:26 PM
To: McNicholas, Edward R.
Cc: Green, Thomas C.; ira@techfirm.com; Hopson, Mark D.; Berenson, Bradford; Jared@techfirm.com; Marc Zwillinger; Wiechering, Bob (USAVAE); Klumb, Eric (CRM); Kelly, Lindsay A. (USAVAE)
Subject: RE: Megaupload Letter

Thanks, Ed. We have reviewed your letters, we do have some issues with them, and are working on a fuller response that lays out our positions.

In addition, at 4:36 PM EST today, the government submitted the following e-mail to Marc Zwillinger:

"Marc:

As I indicated on the phone previously, the government had not previously been advised of the specific terms or even the general tenor of the proposed agreement between Carpathia and the civil attorneys for Megaupload Limited. Our initial view is that there are significant potential issues raised by the draft. Though your client and Megaupload Limited are free to deal with each other on whatever terms you wish, you and Megaupload have both asked for some assurances from the government. We are still working on our position on the assurances sought, and, as I indicated, it will be a few days until I can provide you with a response on those. I hope you will inform Megaupload's counsel, but let me know if you would like us to forward a response to them directly.

We further understand that your client has provided full access to Megaupload's computer forensic team to the computer servers owned by your client and leased by Megaupload. As we previously indicated, we have no objection to them doing forensic analysis of these computers. We would note that we had been specifically told by their counsel that your client was not going to allow them any access to these computers prior to resolution of debts to your client. My understanding from you is that your client never imposed this condition, and so we are gratified that the situation apparently is not as we were told and Megaupload has actually been given the full access to the servers that they have sought."

Have a great weekend and we will be in touch soon.

J.

Jay V. Prabhu
Chief, Cybercrime Unit
Assistant United States Attorney
U.S. Attorney's Office for the Eastern District of Virginia
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703.299.3842 (direct); 703.299.3981 (fax)
jay.prabhu@usdoj.gov

From: McNicholas, Edward R. [<mailto:emcnicholas@sidley.com>]
Sent: Thursday, March 01, 2012 4:29 PM
To: Wiechering, Bob (USAVAE); Prabhu, Jay (USAVAE)

Cc: Green, Thomas C.; ira@techfirm.com; Hopson, Mark D.; Berenson, Bradford; Jared@techfirm.com; Marc Zwillinger
Subject: Megaupload Letter

Dear Bob and Jay --

Further to the most recent letter from Tom on February 27th, attached please find a letter about the Carpathia servers and data.

Sincerely,

Ed

Edward R. McNicholas

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