

Exhibit 25

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE)
COMMISSION,)
)
Plaintiff,)
) Case No.:
v) 20-Civ-10832(AT) (SN)
)
RIPPLE LABS, INC., BRADLEY)
GARLINGHOUSE, and CHRISTIAN)
LARSEN,)
)
Defendants.)
_____)

HIGHLY CONFIDENTIAL

VIDEOTAPED DEPOSITION OF

[REDACTED]

Wednesday, August 11, 2021

Reported By:
KATHLEEN WILKINS, STENOGRAPHIC REPORTER,
CSR 10068, RPR-RMR-CRR-CCRR-CLR-CRC
JOB No. 210811KWI

1 VIDEOTAPED DEPOSITION OF [REDACTED]

2 BE IT REMEMBERED that on Wednesday,
3 August 11, 2021, commencing at the hour of 8:09 a.m.
4 thereof, at Kasowitz Benson, 2029 Century Park East,
5 Suite 2000, Los Angeles, California, before me,
6 Kathleen A. Wilkins, RPR-RMR-CRR-CCRR-CLR-CRC, a
7 Certified Stenographic Shorthand Reporter, in and
8 for the State of California, personally appeared
9 [REDACTED], a witness in the above-entitled court
10 and cause, who, being by me first duly sworn, was
11 thereupon examined as a witness in said action.

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1 AUGUST 11, 2021

8:09 A.M.

2 P R O C E E D I N G S

3 MORNING SESSION

4 THE VIDEOGRAPHER: Good morning everyone.

5 Here begins the videotaped deposition of [REDACTED]

6 [REDACTED] testifying in the matter of the Securities and
7 Exchange Commission versus Ripple Labs, Inc., et al.

8 Today's date is August 11, 2021. The time on the
9 record is 8:09 a.m. My name is Rashad Hunter, the
10 videographer. Our court reporter today is
11 Kathleen Wilkins.

12 Counsel, will you please introduce
13 yourselves for the record, and the witness will be
14 sworn.

15 MS. WAXMAN: My name is Daphna Waxman and
16 I represent the plaintiff, SEC.

17 MR. TENREIRO: Jorge Tenreiro, plaintiff,
18 SEC.

19 MS. DEARBORN: Meredith Dearborn for
20 defendant Christian Larsen from Paul Weiss.

21 MS. BUNTING: Kristina Bunting from Paul
22 Weiss Rifkind Wharton & Garrison on behalf of
23 Christian Larsen.

24 MR. LEVANDER: Sam Levander from Cleary
25 Gottlieb Steen & Hamilton for defendant

1 Brad Garlinghouse.

2 MR. BLOCK: Johah Block on behalf of the
3 witness, [REDACTED].

4 (Reporter clarification.)

5 BY MR. PISEM: Michael Pisem, Debevoise &
6 Plimpton, for Ripple Labs.

7 MS. ZORNBERG: Lisa Zornberg,
8 Debevoise & Plimpton, for Ripple Labs.

9 MR. HANIN: Michael Hanin, Kasowitz Benson
10 Torres, for the witness.

11 MS. WAXMAN: Counsel, do you have any
12 stipulations you'd like to place on the record?

13 MR. HANIN: No. No. Although, I do think
14 we have an agreement as to time today. And we had
15 agreed on 8:00 to 6:00. We're starting a little bit
16 late. I'll have to talk to the witness about how
17 much time beyond 6:00 we have, but that's the
18 general parameter and that's a hard stop. But I
19 know there's an allocation as between the commission
20 and the other defendants.

21 As to how the time is going to be split,
22 we have no view on that. Other than that, we're
23 going to stop when we're going to stop.

24 MS. ZORNBERG: So I'll put a couple
25 stipulations on. First, as with prior depositions,

1 we're going to take the view that an objection
2 either by the witness's counsel or by any of the
3 lawyers for any of the defendants is -- can suffice
4 to preserve the objection for all of the defendants.

5 We would also preliminarily designate the
6 entire transcript as confidential subject to any
7 designation of particular parts later on as highly
8 confidential.

9 In terms of the split, the agreement of
10 the parties is that the SEC has until 3:00 p.m. and
11 then the balance of the day is for the defendants.

12 And we all agree to try to be timely with
13 our breaks to that end.

14 MR. HANIN: I would add to that. I
15 don't -- I haven't reviewed the protective order in
16 this case for this purpose, but we would ask that
17 the entire transcript be presumptively highly
18 confidential, from our perspective, until we have
19 the opportunity to review, given what may be the
20 sensitive and proprietary nature of the testimony.

21 MS. WAXMAN: That's fine.

22 EXAMINATION BY MS. WAXMAN

23 BY MS. WAXMAN:

24 Q. Mr. [REDACTED], please state your name for the
25 record.

1 A. [REDACTED]

2 Q. And, Mr. [REDACTED], is there any reason you
3 cannot give truthful testimony today?

4 A. No.

5 Q. Would you please tell me your education,
6 beginning with college.

7 A. I studied at [REDACTED]. I graduated in 1999
8 with a degree in economics.

9 Q. And after you graduated, can you please
10 tell me about your work history.

11 A. I joined [REDACTED] soon after
12 graduating from [REDACTED], and I worked at [REDACTED]
13 until early 2009.

14 Q. And after [REDACTED] where did you
15 work?

16 A. After [REDACTED], I moved back to [REDACTED]
17 and had some personal investments, but I didn't
18 actually work for any other company.

19 Q. Have you ever had any employment after
20 leaving [REDACTED]?

21 A. No.

22 Q. When did you come to start working at GSR?

23 A. I started working at GSR in 2013.

24 Q. Okay. So in between 2009 and 2013, did
25 you have any employment?

1 A. No.

2 Q. And do you currently hold any professional
3 licenses?

4 A. No.

5 Q. And are you still working at GSR now?

6 A. Yes.

7 Q. And are you, in your individual capacity,
8 registered with any regulatory or organization, such
9 as FINRA?

10 MS. ZORNBERG: Object to form.

11 THE WITNESS: Me personally?

12 BY MS. WAXMAN:

13 Q. In your individual capacity, yes.

14 A. I don't think so.

15 Q. Is GSR registered in any capacity with any
16 regulatory authority?

17 A. I believe there are some GSR entities that
18 are registered with FinCEN.

19 Q. Okay. And which ones?

20 A. I'd have to check.

21 MR. HANIN: When you say any regulatory
22 authority, do you mean anywhere in the world or --

23 BY MS. WAXMAN:

24 Q. My question was not limited to regulatory
25 authorities in the United States.

1 A. Okay. I mean, we are work -- we've been
2 working with the MAS in Singapore to be licensed in
3 Singapore. But as I'm sure you know, they're a
4 little bit backed up, so we're waiting -- we're
5 waiting to hear back from them.

6 Q. And when you say "we," who are you talking
7 about?

8 MS. ZORNBERG: Just one moment. I'm being
9 told that the Zoom is frozen.

10 MS. WAXMAN: Let's go off the record.

11 8:14.

12 THE VIDEOGRAPHER: We're going off the
13 record at 8:14 a.m.

14 (Whereupon, a recess was taken.)

15 THE VIDEOGRAPHER: We're going back on the
16 record at 8:15 a.m.

17 BY MS. WAXMAN:

18 Q. So going back to my prior question, you --
19 I asked you when -- you said we've been working to
20 become registered in Singapore, correct?

21 A. Correct.

22 Q. And when you say "we," who are you talking
23 about?

24 A. I believe our Singapore and operating
25 company, GSR Markets PTE Limited is the entity that

1 is seeking to be regulated in Singapore.

2 Q. Okay. And other than the entity in --
3 that entity that you just named, are any other GSR
4 entities registered with any regulatory authority?
5 Or attempting to become registered?

6 A. Well, as I --

7 MS. ZORNBERG: Object to form.

8 You can answer.

9 THE WITNESS: As I said earlier, some of
10 our operating companies are registered with FinCEN,
11 and I don't recall which ones. And in addition,
12 we've been starting to engage with regulators here
13 in the U.S. with the aim of bringing GSR's business
14 on shore. I think I mentioned to you once, right,
15 that we had a meeting with the SEC back in January
16 where we described the activities that GSR does.

17 BY MS. WAXMAN:

18 Q. And who was present at that meeting?

19 A. I -- I'd have to check, Daphna, I don't
20 remember.

21 Q. And --

22 A. There were a number of people from the
23 SEC, and from our side, the management team, and our
24 counsel.

25 Q. And what was the purpose of the meeting,

1 from your perspective?

2 A. You know, we've always had the ambition of
3 bringing GSR [REDACTED] to the U.S. and being
4 [REDACTED] in the United States. And so this was an
5 introductory meeting where we were talking to the -
6 I think it's the markets team at the SEC and
7 describing the different business activities GSR
8 does with the aim of working together to -- I don't
9 want to sound bombastic, but to help them, you know,
10 develop a framework with the understanding that, you
11 know, a lot of the activities in crypto are perhaps
12 new, and the framework just doesn't exist yet.

13 Q. When you say with the aim of becoming --
14 being [REDACTED], do you mean GSR would be -- become
15 a [REDACTED] with the Securities and Exchange
16 Commission?

17 A. We would -- yes. I think that would be
18 the end goal.

19 Q. And they would be [REDACTED] as what?

20 A. That is what is unclear to me, as of
21 today.

22 Q. But in some [REDACTED] capacity with the
23 commission?

24 A. That's -- that would be our goal, yes.

25 Q. Changing topics for a second, did you

1 attend any prep sessions in advance of this
2 deposition today?

3 A. I met with my counsel.

4 Q. And did you meet with any counsel for the
5 individual defendants?

6 A. No.

7 Q. Did you meet with Ripple's counsel?

8 A. No.

9 Q. And how many hours in total did you
10 prepare for this deposition with your counsel?

11 A. Roughly somewhere between five and ten, I
12 would say.

13 Q. Okay. And other than your counsel, did
14 anyone else attend these sessions?

15 A. No.

16 Q. Okay. Did you review any documents in
17 connection with that preparation?

18 A. Yes.

19 Q. And about how many documents did you
20 review?

21 A. When you say "how many documents," you
22 mean how many sheets of paper or different emails
23 or...

24 Q. Did you review emails in connection with
25 your preparation?

1 A. Yes, I reviewed some emails.

2 Q. And about how many emails?

3 A. I would say somewhere -- a dozen or
4 somewhere between one and two dozen.

5 Q. And other than emails, did you review any
6 other documents?

7 A. Yes.

8 Q. What sorts of documents did you review?

9 A. I recall seeing a transcript of a
10 conversation, I can't remember which messaging
11 service it was, maybe Skype or something like that.

12 Q. And who was the conversation with or
13 between?

14 A. Sorry, I'm trying to -- oh, it was between
15 myself and [REDACTED].

16 Q. Okay. And what was the substance between
17 yourself and [REDACTED]?

18 A. I believe it was a conversation I had with
19 [REDACTED] when [REDACTED] was working at Ripple, and it had
20 to do with how we were going to be compensated for
21 providing services to ODL.

22 Q. And what was the date of the conversation?

23 A. I -- I don't recall.

24 Q. Had you already started to provide
25 services in connection with ODL to Ripple?

1 A. I don't think so.

2 Q. So prior to that time?

3 A. Correct.

4 Q. And what specifically were you discussing
5 with respect to the compensation for services in
6 connection with ODL?

7 A. Maybe I should rephrase. Maybe
8 compensation wasn't the right term. But if I
9 remember correctly, I -- I was complaining to [REDACTED]
10 that the [REDACTED], which we had discussed earlier,
11 was being reduced.

12 Q. Are you talking about a [REDACTED] or an
13 [REDACTED]?

14 A. I think it was both.

15 Q. And why were you complaining about that?

16 A. Well, in order to be able to provide ODL,
17 we need -- services to ODL, we need [REDACTED].
18 And with less [REDACTED], it was going to make
19 it harder for us. We were going to have to [REDACTED]
20 [REDACTED] in order to be able to provide
21 the service. And that just wasn't what -- I was
22 under the impression that we had agreed to different
23 terms earlier, and -- verbal negotiation.

24 Q. And the [REDACTED] that you're
25 talking about, that's -- the [REDACTED], that's

1 [REDACTED] that you would use to convert fiat to a local
2 currency?

3 MS. ZORNBERG: Object to form.

4 THE WITNESS: I think you're familiar with
5 how ODL works. And in some instances we're offering
6 XRP, and in other instances we're bidding for XRP.
7 So you need -- in order to perform this activity,
8 you need to have an inventory of XRP and you need to
9 have an inventory of the relevant fiat.

10 BY MS. WAXMAN:

11 Q. So in the situations where you need to
12 have the relevant fiat, are you using the [REDACTED]
13 [REDACTED] with using
14 traditional payment rails?

15 MS. ZORNBERG: Object to form.

16 THE WITNESS: That question wasn't very
17 clear to me. Sorry.

18 BY MS. WAXMAN:

19 Q. Thank you for letting me know. I'll try.

20 So in the situations where you need to
21 provide the local currency, for example, when you're
22 providing Mexican pesos, are you using the [REDACTED]
23 [REDACTED] that -- to purchase the Mexican pesos --

24 MS. ZORNBERG: Object to form.

25 / /

1 BY MS. WAXMAN:

2 Q. -- that you would offer?

3 MS. ZORNBERG: Same objection.

4 THE WITNESS: It's not exactly like that.

5 When we purchase Mexican pesos, by virtue of
6 providing the ODL service, what we're doing is we're
7 selling XRP and we're receiving Mexican pesos.

8 BY MS. WAXMAN:

9 Q. Are there situations where you are buying
10 XRP and --

11 A. Yes.

12 Q. So that occurs -- okay. So I want to
13 focus on the situations where you are buying the XRP
14 and providing the Mexican pesos.

15 MS. ZORNBERG: Object to form.

16 THE WITNESS: Okay. It's still unclear to
17 me what you're asking, though. When we're
18 purchasing XRP, we do so with a fiat inventory.
19 That inventory of fiat can -- can be -- appears, if
20 you will, on the exchange from -- we typically send
21 it in from our [REDACTED].

22 BY MS. WAXMAN:

23 Q. Yeah. That's exactly -- so I'm -- my
24 question simply is, do you use the [REDACTED]
25 that you get from Ripple -- and when I'm talking

1 about the [REDACTED] I'm talking about the

2 [REDACTED] -- to purchase the [REDACTED] inventory from the [REDACTED]

3 [REDACTED]?

4 A. We --

5 MS. ZORNBERG: Object to form.

6 THE WITNESS: I think we have in the past.

7 BY MS. WAXMAN:

8 Q. So yes, the answer is yes, you use the

9 [REDACTED] from Ripple to purchase the [REDACTED]

10 inventory which you then later exchange for XRP?

11 MR. HANIN: Object to the form.

12 MS. ZORNBERG: Yeah. Object to form.

13 MR. HANIN: I think he answered that.

14 But if you understand, you can answer.

15 MS. ZORNBERG: Just add to the objection.

16 You're not fixing the time, you're speaking in

17 present tense. It's very unclear.

18 BY MS. WAXMAN:

19 Q. You understand what I -- what the question

20 was?

21 A. Yes. The answer is more nuanced because

22 it's not as if we earmark a sum of dollars that only

23 gets exchanged into Mexican pesos. There is a pool

24 of capital, and depending on the flows, we might

25 have more funding needs in Mexican pesos or in

1 Philippine pesos.

2 For us, the way we look at it is we have a
3 bucket of risk that is crypto, which is XRP, which
4 has a volatility, and there's another bucket of risk
5 that is the fiat component. I'm not as concerned
6 about the FX risk because there's much less
7 volatility.

8 So to answer your question, yes, sometimes
9 that fiat component of the [REDACTED] that
10 we receive from Ripple to service ODL oftentimes is
11 used to purchase XRP, but it -- oftentimes it sits
12 unused. Which particular currency it gets exchanged
13 into is determined by the ODL flows.

14 Q. So we'll talk a little more about ODL
15 after. I got a little sidetracked.

16 MR. HANIN: I think we were talking about
17 documents he reviewed --

18 MS. WAXMAN: Yes.

19 MR. HANIN: -- to prepare for his
20 deposition.

21 MS. WAXMAN: Thank you.

22 Q. Before this litigation was filed, did you
23 have any meetings or calls with counsel for any
24 party in this litigation?

25 A. Before the December -- the lawsuit, right?

1 Q. Correct.

2 A. Before that, I had an interview with you,
3 correct?

4 Q. Correct.

5 A. Yes.

6 Q. Did you have any meetings or calls with
7 counsel for either Mr. Garlinghouse or Mr. Larsen?

8 A. No. Not that I can recall.

9 MS. WAXMAN: Exhibit 57, please.

10 (Whereupon, Deposition Exhibit ■-57
11 was marked for identification.)

12 BY MS. WAXMAN:

13 Q. Mr. ■, I'm showing you what's been
14 marked ■-57, which has the Bates GSR_22738
15 through -744. It appears to be an email chain from
16 October 2020 that you are on with people from Cleary
17 Gottlieb. Your lawyer is also copied, and some
18 others.

19 Please take a moment to look at it and let
20 me know when you're done.

21 So this email chain appears to be setting
22 up a call between you and lawyers for
23 Mr. Garlinghouse, correct?

24 A. Yes.

25 Q. Okay. And did you have any reason to

1 believe that you didn't have a conversation with
2 Mr. Garlinghouse's lawyers?

3 MS. ZORNBERG: Object to form.

4 THE WITNESS: No, I don't have any reason
5 to believe that.

6 BY MS. WAXMAN:

7 Q. Okay. And do you recall the conversation
8 that you had?

9 A. I don't. And I apologize, I -- 'cause
10 I --

11 Q. It's fine.

12 A. -- answered the previous question wrong.

13 Q. That's why we have documents to refresh
14 your memory.

15 What was the purpose of that conversation
16 or call?

17 MR. HANIN: Objection.

18 MS. ZORNBERG: Objection.

19 MR. HANIN: Yeah.

20 MS. ZORNBERG: Ms. Waxman's implying that
21 the document does refresh his memory, and that's --
22 you haven't asked the predicate, does it refresh
23 your recollection.

24 THE WITNESS: I don't recall the
25 conversation, so ...

1 BY MS. WAXMAN:

2 Q. Does the document refresh your memory as
3 to whether or not you had any calls with
4 Mr. Garlinghouse's counsel?

5 A. Unfortunately, it does not.

6 Q. Okay. Did you ever provide
7 Mr. Garlinghouse's counsel with access to certain --
8 to information?

9 MS. ZORNBERG: Object to form.

10 MR. HANIN: And when you say "you," do you
11 mean [REDACTED] personally or GSR? Just because there may
12 be a distinction.

13 MS. WAXMAN: Well, let's ask --

14 MR. HANIN: I know [REDACTED] wants to be
15 truthful and accurate and if the questions are --

16 BY MS. WAXMAN:

17 Q. Did you or anyone else at GSR ever provide
18 Mr. Garlinghouse's counsel with access to certain
19 information?

20 MR. HANIN: You can answer to the extent
21 you know.

22 MS. ZORNBERG: Object to form.

23 THE WITNESS: I mean, I presume so, yes.

24 BY MS. WAXMAN:

25 Q. Okay. And when you say you presume so,

1 why do you say that?

2 A. Well, I can see in this email thread that

3 [REDACTED] provided a correction on a spreadsheet, right?

4 The email dated October 15th.

5 Q. Okay. And why did he provide that

6 information?

7 MR. HANIN: Objection.

8 If you know.

9 THE WITNESS: I mean, I don't remember.

10 But as I'm reading this email thread, I can see that

11 Brad had asked us to clarify some reporting, and

12 [REDACTED] replied saying here's a spreadsheet with the

13 correct data.

14 BY MS. WAXMAN:

15 Q. And do you have any understanding as to

16 why Mr. Garlinghouse requested that information?

17 MR. LEVANDER: Objection.

18 (Reporter clarification.)

19 THE WITNESS: No.

20 BY MS. WAXMAN:

21 Q. Do you recall any conversations with

22 Mr. Garlinghouse's counsel?

23 A. I don't, Daphna.

24 Q. Okay. Can you tell me generally what

25 services GSR -- I'm finished with that document.

1 Can you tell me generally what services
2 GSR provides?

3 A. In general?

4 MS. ZORNBERG: Object to form.

5 BY MS. WAXMAN:

6 Q. From a high level, can you tell me what
7 GSR does?

8 A. At the core, we're an [REDACTED]
9 firm that specializes in crypto.

10 Q. And what do you mean by "an [REDACTED]
11 [REDACTED] firm"?

12 A. Most of the trading we do is [REDACTED]
13 in nature.

14 Q. And when you say it's "[REDACTED] in
15 nature," what does that mean?

16 A. We have engineers and quants who [REDACTED]
17 the [REDACTED] that drive the [REDACTED]. It's not
18 click [REDACTED] like I used to do.

19 Q. Does the training involve the use of [REDACTED]?

20 A. Yes. [REDACTED] is what -- how people refer to
21 the [REDACTED].

22 Q. What is your understanding of a [REDACTED]?

23 A. [REDACTED] -- I guess people expect [REDACTED]
24 [REDACTED] to be executed by some form of [REDACTED], but
25 they don't exist. Humans program [REDACTED]. It's

1 [REDACTED] And this [REDACTED] governs how computers send

2 [REDACTED]

3 Q. And who -- who at GSR is responsible for

4 [REDACTED] the [REDACTED]?

5 A. We have a large team of quants who,
6 depending on what type of trading we're doing, it
7 will be one person or another.

8 Q. And how do you sell a digital asset using
9 an [REDACTED]? I assume it's different than other
10 ways that you could sell a digital asset.

11 MS. ZORNBERG: Object to form.

12 THE WITNESS: It's a very strange
13 question. Most of the trading volume in digital
14 assets to date has been performed on what they call
15 centralized exchanges. When -- in order to sell an
16 asset, you need to own it. And typically, you would
17 show an offer. And if somebody wants to buy that
18 asset, they would lift your offer.

19 Placing the order can be done using a
20 mouse, and the exchange is GUI, or it can be done
21 [REDACTED] via the exchange's API.

22 BY MS. WAXMAN:

23 Q. So the [REDACTED] is connected to the
24 exchange's API?

25 MR. HANIN: Objection to form.

1 THE WITNESS: Technically, I don't think
2 that's correct, but the exchange's API allow our
3 computers to send and receive orders to the
4 exchanges.

5 BY MS. WAXMAN:

6 Q. And those orders, how quickly are they
7 placed on the exchange?

8 MS. ZORNBERG: Object to form.

9 THE WITNESS: I'm not the best person to
10 ask that question. My -- my technical understanding
11 is rather limited. You know, it's in the fractions
12 of a second, but I wouldn't know how to be more
13 specific.

14 BY MS. WAXMAN:

15 Q. And -- that's good enough. Thank you.

16 Are the -- are the [REDACTED] placing
17 trades 24 hours a day?

18 A. Yes. That's the goal.

19 Q. Obviously, today we're going to talk about
20 GSR's relationship with Ripple.

21 When did Ripple's -- GSR's relationship
22 with Ripple begin?

23 A. I believe it was Q4 of 2013.

24 Q. Okay. And -- so about eight years you've
25 had a business relationship with Ripple?

1 A. Yes.

2 Q. Okay. And over those eight years, how
3 much revenue has GSR earned from Ripple?

4 MR. HANIN: Objection.

5 MS. ZORNBERG: Object to form.

6 THE WITNESS: I don't know the exact
7 number, Daphna.

8 BY MS. WAXMAN:

9 Q. Can you give an approximate range?

10 MR. HANIN: Objection to form. And the
11 framing from Ripple, if you know -- I'm not sure
12 what that means, but ...

13 THE WITNESS: I mean, we've -- it's
14 difficult to answer because, you know, we've been
15 paid for certain services, as I'm sure you know.
16 You've seen the contracts. But, you know,
17 sometimes, you know, there's -- it's not as simple
18 as a [REDACTED] business. And -- and so, you know,
19 I wouldn't know how to differentiate fees that we've
20 earned from Ripple and revenue that we've been able
21 to create by taking more proprietary views on risk.

22 BY MS. WAXMAN:

23 Q. You're not able to extrapolate how much
24 revenue came from programmatic sales of XRP?

25 MS. ZORNBERG: Objection.

1 THE WITNESS: So -- so the programmatic
2 sales of XRP were one activity, one service that we
3 provided for Ripple. For that, that was a fee
4 business. And I think that -- my guess is we
5 probably earned between [REDACTED] and \$[REDACTED] in fees
6 from the programmatic sales that we did on behalf of
7 Ripple. But that's a guesstimate.

8 BY MS. WAXMAN:

9 Q. Is that during the entire period or per
10 year?

11 A. No. During the time that we were selling
12 XRP on behalf of Ripple.

13 Q. Okay. And --

14 MS. ZORNBERG: Objection.

15 BY MS. WAXMAN:

16 Q. -- during what time period was that?

17 MS. ZORNBERG: Okay.

18 THE WITNESS: I don't recall exactly
19 how -- I don't recall the exact dates. I'm sorry,
20 Daphna.

21 BY MS. WAXMAN:

22 Q. Okay. And you said there were other
23 services that GSR provided for Ripple, correct?

24 A. Correct.

25 Q. And what other services?

1 A. So when we first engaged with Ripple in
2 late 2013 or early 2014, we -- it was in the context
3 of providing liquidity to the Ripple Consensus
4 Ledger.

5 Q. Any other services?

6 A. So broadly, we started off as providing
7 liquidity on Ripple's Consensus Ledger, then we also
8 did programmatic sales of XRP, and more recently
9 we've been servicing ODL.

10 Q. Okay. And the services in connection with
11 ODL, during what period of time did that occur?

12 A. I should know the answer to that one
13 'cause that was more recent. I don't remember when
14 we started, but it's ongoing.

15 Q. Okay. And approximately how much money
16 did GSR earn from Ripple in connection with the
17 services that it provided related to ODL?

18 MR. HANIN: Objection to the form.

19 MS. ZORNBERG: Objection.

20 (Reporter clarification.)

21 MR. HANIN: One for all. One objection
22 for all.

23 THE WITNESS: Is the question how much
24 revenue we've generated from ODL?

25 / /

1 BY MS. WAXMAN:

2 Q. Correct.

3 MS. ZORNBERG: Same objection that was
4 stated last time.

5 THE WITNESS: This goes back to my earlier
6 point. The fees that we've earned from ODL are
7 quantifiable or more easily quantifiable. But we --
8 we made some risk decisions with regards to ODL
9 which resulted in -- we had to make some trading
10 calls, I guess is what I'm saying, with regards to
11 the positions that we had as a result of our ODL
12 engagement.

13 BY MS. WAXMAN:

14 Q. Aside from the positions that GSR took in
15 connection -- the trading positions that GSR took in
16 connection with ODL, did you receive any flat fees
17 or variable fees from Ripple?

18 MS. ZORNBERG: Object to form.

19 THE WITNESS: For ODL?

20 BY MS. WAXMAN:

21 Q. For ODL.

22 A. Yes, we did. If I remember correctly,
23 there was a flat fee and a variable fee in
24 connection with ODL.

25 Q. And approximately how much money did GSR

1 make from those in connection with the ODL services?

2 MR. HANIN: Object to the form.

3 THE WITNESS: I -- I don't recall, Daphna,
4 'cause I don't recall the exact time. Those
5 variable fees changed over time.

6 BY MS. WAXMAN:

7 Q. Okay.

8 A. And -- and I don't remember how many
9 months we were on one or on the other.

10 Q. During the 2013 -- during the period where
11 Ripple was -- GSR was executing programmatic sales
12 on behalf of Ripple, was Ripple GSR's largest
13 revenue service?

14 MR. HANIN: Object to form.

15 MS. ZORNBERG: I heard 2013, but did you
16 withdrawal the reference to 2013?

17 MS. WAXMAN: Yes.

18 Q. So the question is: During the period
19 where Ripple's -- during the period where GSR was
20 executing programmatic sales for Ripple, was Ripple
21 GSR's largest revenue source?

22 MS. ZORNBERG: Object.

23 MR. HANIN: Object to form. It's a
24 difficult question to answer without defining that
25 period.

1 But if you can ...

2 THE WITNESS: Yeah. I -- I don't think I
3 can answer the question because the period during
4 which we provided the XRP sales was quite large, and
5 I don't remember the exact beginning and endpoints.
6 And I do know that within that time period,
7 depending on what snapshot of time you take, there
8 were periods when other of our activities were
9 providing us with more or less revenue.

10 BY MS. WAXMAN:

11 Q. Just taking a step back, was Ripple a
12 substantial client for GSR?

13 MS. ZORNBERG: Object to form.

14 THE WITNESS: Ripple is a substantial
15 client of GSR's.

16 BY MS. WAXMAN:

17 Q. And approximately how much revenue does
18 GSR get from the business it had with -- from
19 Ripple?

20 MS. ZORNBERG: Objection.

21 MR. HANIN: Object to form.

22 MS. ZORNBERG: And asked and answered.

23 MR. HANIN: Without a time period, I don't
24 see how the witness can answer that question. I'm
25 not trying to be difficult. I just -- I don't think

1 that's an answerable question as asked.

2 BY MS. WAXMAN:

3 Q. When -- so you said you considered Ripple
4 a substantial client. Why did you consider them a
5 substantial client?

6 A. Well, Ripple has always been one of the
7 top digital assets in the crypto space. Sadly, like
8 me, one of the oldest, who's been around for quite
9 some time, and it's a -- it's not your usual crypto
10 company.

11 You know, it's -- Ripple has a large
12 headquarter and a huge workforce and executives and
13 people -- you know, it's -- I -- I don't know how to
14 say this without sounding silly, but Ripple has
15 always been one of the responsible adults in the
16 space in the sense that, you know, they're --
17 they're a real company with real people and real
18 goals.

19 Unfortunately in the digital asset space,
20 you know, there's -- the standards aren't always so
21 high.

22 Q. Is Ripple still a customer of GSR's today?

23 A. Yes.

24 MS. ZORNBERG: Objection. Asked and
25 answered.

1 BY MS. WAXMAN:

2 Q. And what is the nature of the relationship
3 today?

4 A. We service ODL.

5 Q. Okay. And what percentage of GSR's
6 current revenues are attributed to Ripple?

7 MR. HANIN: Objection.

8 If you can answer.

9 THE WITNESS: This fiscal year, for
10 example, or ...

11 BY MS. WAXMAN:

12 Q. Yes.

13 A. This fiscal year, ODL has been less than
14 [REDACTED] percent of GSR's revenue.

15 Q. And in previous years, has it been more
16 than that?

17 A. Yes.

18 Q. And how much more?

19 MR. HANIN: Object.

20 THE WITNESS: Which years?

21 BY MS. WAXMAN:

22 Q. What was the highest percent revenues from
23 Ripple have ever been from GSR?

24 MR. HANIN: Objection as to time frame.

25 THE WITNESS: You mean ODL as a fraction

1 of GSR's total revenue?

2 BY MS. WAXMAN:

3 Q. Yes.

4 MS. ZORNBERG: Object to form.

5 THE WITNESS: I'm guesstimating here,
6 Daphna, but, I don't know, somewhere between [REDACTED] and
7 [REDACTED] percent, perhaps.

8 BY MS. WAXMAN:

9 Q. Okay. Earlier you identified three
10 different types of services that GSR provided for
11 Ripple. The first one you said during 2013 and
12 2014, GSR was providing liquidity to RCL, correct?

13 A. Correct.

14 Q. And what is RCL?

15 A. The Ripple Consensus Ledger.

16 Q. And what was the liquidity on -- for XRP
17 on the RCL at the time that you started to do that?

18 MS. ZORNBERG: Objection to form.

19 THE WITNESS: Can you define -- what do
20 you mean by the liquidity of?

21 BY MS. WAXMAN:

22 Q. What was the volume of trading for XRP on
23 the Ledger at the time?

24 MS. ZORNBERG: What time.

25 THE WITNESS: And when? Like back in

1 2013?

2 BY MS. WAXMAN:

3 Q. At the time that you first started to
4 provide services to -- to -- at the time that you
5 started to provide liquidity in XRP on the RCL, what
6 was the liquidity, what was the volume of trading?

7 MS. ZORNBERG: Objection. Can you fix a
8 time?

9 BY MS. WAXMAN:

10 Q. Did you understand the time period that we
11 were just talking about?

12 A. I -- I understood the question to be in Q4
13 of 2013, when we started.

14 Q. Okay. In Q4 of 2013, what was the volume
15 of XRP trading on the Ledger?

16 A. When you say "XRP trading," just XRP
17 trade -- so trades where XRP was one of the two
18 crosses? Because on the Consensus Ledger, you could
19 also trade, you know, euros for dollars or . .

20 Q. I'm just talking about XRP. Any crosses
21 involving XRP.

22 A. I mean, I certainly can't remember an
23 exact number from eight years ago. But I would -- I
24 mean, I can tell you with certainty it was a lot
25 less than what trades today, but I don't remember

1 the exact figures, Daphna.

2 Q. What was the purpose of -- why did Ripple
3 contract with you to provide these services?

4 MR. HANIN: Objection.

5 If you know.

6 THE WITNESS: I mean, they -- we have --
7 we had a market making agreement with Ripple, so
8 they were asking for us to provide liquidity to RCL.

9 BY MS. WAXMAN:

10 Q. And did you understand that there was
11 limited liquidity at the time?

12 MS. ZORNBERG: Object to form.

13 THE WITNESS: I don't know how I would
14 designate -- I mean, what constitutes limited?

15 BY MS. WAXMAN:

16 Q. Why were you -- strike that.

17 What was the purpose of the market making
18 agreement with Ripple?

19 MR. HANIN: Objection. From whose
20 perspective, or are you asking his understanding of
21 the purpose?

22 BY MS. WAXMAN:

23 Q. What did they tell you about why they
24 wanted you to provide market making services?

25 MS. ZORNBERG: Object to form.

1 THE WITNESS: I don't know that they --
2 the market making agreement has -- had some KPIs
3 that we were supposed to meet.

4 BY MS. WAXMAN:

5 Q. And what is a KPI?

6 A. A key performance indicator. So is
7 that -- does that answer your question?

8 Q. What I'm trying to understand is, what was
9 your understanding of your role in connection with
10 the market making agreement?

11 A. Well, as --

12 MS. ZORNBERG: Object to form. "Your"
13 being Mr. [REDACTED] or GSR?

14 BY MS. WAXMAN:

15 Q. Either in your -- what was your
16 understanding of GSR's role in connection with the
17 market making agreement?

18 A. We were hired as liquidity providers and
19 we were tasked with providing liquidity subject to
20 the KPIs that I mentioned earlier.

21 Q. And what does it mean to provide liquidity
22 for someone who's not, you know, familiar with how
23 markets work and how trading works?

24 MS. ZORNBERG: Object to form.

25 THE WITNESS: I think the idea is to

1 provide the necessary conditions for more
2 frictionless trading.

3 BY MS. WAXMAN:

4 Q. And how do you do that?

5 A. Typically, you [REDACTED] between the
6 [REDACTED].

7 Q. And how do you do that?

8 A. I'm sorry?

9 Q. How do you do that? How do you reduce the
10 [REDACTED]?

11 A. You show [REDACTED].

12 Q. And were there any -- was there anything
13 else that you did in order to provide liquidity
14 under the market making agreement?

15 A. I'm not sure I understand the question.

16 Q. What was your understanding of -- why did
17 you want to show [REDACTED]?

18 MS. ZORNBERG: Object to form.

19 THE WITNESS: Well, we were -- as I
20 mentioned earlier, our KPIs are that we had to
21 show -- you know, typically there's a maximum [REDACTED]
22 and [REDACTED]. And so we had to show [REDACTED]
23 [REDACTED] so we could meet those conditions.

24 BY MS. WAXMAN:

25 Q. Was one of the goals of the market making

1 agreement to increase liquidity for XRP on the
2 Ledger?

3 A. I would guess so, yes.

4 Q. And was one of the goals of the market
5 maker agreement to increase volume of XRP trading on
6 the Ledger?

7 A. No. It doesn't work like that.

8 Q. And why wasn't it?

9 A. As a liquidity provider, one cannot
10 guarantee volume. You can improve the market
11 conditions by [REDACTED] so that
12 other people can transact and perhaps that may lead
13 to higher volumes, but as a liquidity provider, we
14 can't guarantee volumes because we can't trade with
15 ourselves.

16 Q. And when you say you wanted to improve --
17 when you talk about improving market conditions,
18 what market conditions are you talking about?

19 A. I was referring to the [REDACTED]

20 Q. And any other market conditions?

21 A. I'm -- another KPI we typically face is a
22 [REDACTED]

23 Q. Was one of the goals of the market making
24 agreement to increase the price of XRP on the
25 Ledger?

1 A. No.

2 Q. Why wasn't it?

3 MS. ZORNBERG: Object to form.

4 MR. HANIN: Objection.

5 THE WITNESS: I'm not sure how there could
6 be.

7 BY MS. WAXMAN:

8 Q. Did Ripple have an interest in increasing
9 the price of XRP?

10 MS. ZORNBERG: Objection.

11 THE WITNESS: I have no idea.

12 BY MS. WAXMAN:

13 Q. The market making agreement that we were
14 just talking about, this wasn't in connection with
15 ODL, correct?

16 A. This first market making agreement, no.
17 This --

18 Q. And the market making wasn't in connection
19 with any liquidity that you would provide for any
20 Ripple software product, correct?

21 MS. ZORNBERG: Objection.

22 THE WITNESS: I'm sorry, I don't
23 understand the question.

24 BY MS. WAXMAN:

25 Q. The services that you provided in

1 connection with the market making agreement, that
2 wasn't in connection with any Ripple software
3 product, correct?

4 MS. ZORNBERG: Objection.

5 THE WITNESS: I don't understand what the
6 Ripple software product would be. I --

7 BY MS. WAXMAN:

8 Q. Are you aware of any Ripple software
9 product that needed liquidity from the -- from the
10 Ledger, increased liquidity from the Ledger at that
11 time?

12 MS. ZORNBERG: Objection. And object to
13 as --

14 THE WITNESS: I honestly don't think I
15 understand the question, but -- but -- I'm --
16 I'm ...

17 BY MS. WAXMAN:

18 Q. I'll rephrase it.

19 Was the market making agreement related to
20 any Ripple software product?

21 MS. ZORNBERG: Objection.

22 THE WITNESS: Well, I mean, we were
23 providing liquidity on the Ripple Consensus Ledger.
24 Isn't the Ripple Consensus Ledger a Ripple software
25 product?

1 BY MS. WAXMAN:

2 Q. What was your -- so other than providing
3 liquidity on the Ledger, was the agreement related
4 to providing liquidity to anything -- anything else?

5 MS. ZORNBERG: Objection.

6 THE WITNESS: To the best of my knowledge,
7 I think it was -- we were providing liquidity on the
8 Ledger.

9 BY MS. WAXMAN:

10 Q. And did Ripple want to make a market for
11 XRP on the Ledger at the time?

12 MR. HANIN: Objection.

13 MS. ZORNBERG: Objection.

14 THE WITNESS: Did Ripple want to make a
15 market for XRP? I believe the crosses that we were
16 quoting per the contract had XRP.

17 BY MS. WAXMAN:

18 Q. So by -- does that mean that you wanted to
19 make a market in XRP by supplying crosses in XRP?

20 MS. ZORNBERG: Objection.

21 MR. HANIN: Objection.

22 THE WITNESS: GSR was -- had a service
23 agreement where we had to make markets on a number
24 of crosses. Is that what you're referring to? And
25 some of those crosses had XRP in them.

1 BY MS. WAXMAN:

2 Q. Okay. And the -- who was buying the
3 XRP -- who was trading in the XRP on the Ledger at
4 the time?

5 A. Who was on the other side of our trades?

6 Q. Correct.

7 A. I have no idea.

8 Q. Were they people who were looking to
9 speculate in XRP?

10 MS. ZORNBERG: Objection.

11 THE WITNESS: I have no idea.

12 BY MS. WAXMAN:

13 Q. Is there any way -- would there have been
14 any way to know who was on the other side of the
15 trades?

16 MS. ZORNBERG: Object to form.

17 THE WITNESS: No. I mean, the -- the
18 Ledger is public, and all the transactions are
19 transparent. But you just -- what you see on the
20 other end is a wallet address, which is a big string
21 of characters and numbers. It doesn't -- you don't
22 know who's on the other side, I guess is my point.

23 BY MS. WAXMAN:

24 Q. Did you have any understanding as to
25 whether people were buying XRP to use it for

1 goods -- to purchase goods and services at that
2 time?

3 MS. ZORNBERG: Objection.

4 THE WITNESS: I don't recall.

5 BY MS. WAXMAN:

6 Q. The second service you spoke about was
7 programmatic sales, correct?

8 A. Correct.

9 Q. And where did the programmatic sales
10 occur?

11 A. Could you -- I don't -- could you be a bit
12 more specific?

13 Q. Did you sell XRP programmatically on
14 behalf of Ripple on the Ledger?

15 A. I think so, yes.

16 Q. And during what period?

17 A. I don't recall the dates, Daphna.

18 Q. Did you sell XRP programmatically on
19 behalf of Ripple on the Ledger at the same time that
20 you were making markets in XRP on the Ledger?

21 A. I don't recall.

22 Q. Did you sell XRP programmatically on
23 behalf of Ripple on digital asset trading platforms?

24 A. Digital asset trading platforms are what
25 we call crypto exchanges.

1 Q. That's my understanding. Is that your
2 understanding?

3 A. Yes.

4 Q. Yes. So during what period of time did
5 you sell XRP programmatically on behalf of Ripple
6 on -- I'll use the word "exchanges," your word?

7 A. I don't remember the exact dates, but ...

8 Q. And is GSR currently selling XRP
9 programmatically on behalf of Ripple on exchanges?

10 A. No.

11 Q. And when --

12 MS. ZORNBERG: Was there an audible
13 response? Did the reporter get it.

14 THE WITNESS: No.

15 MS. ZORNBERG: Okay. Thank you.

16 BY MS. WAXMAN:

17 Q. And when did GSR stop selling XRP
18 programmatically on behalf of Ripple on exchanges?

19 A. I don't remember the exact date, Daphna.

20 Q. Was it in 2019?

21 MS. ZORNBERG: Objection.

22 THE WITNESS: I -- I don't remember.

23 BY MS. WAXMAN:

24 Q. Why did GSR stop selling XRP
25 programmatically on behalf of Ripple?

1 A. Because we were asked to -- we weren't
2 asked to -- to sell.

3 Q. Did Ripple direct you to stop selling?

4 A. Yes.

5 Q. Okay. And in addition to the three
6 categories that we spoke about earlier, did GSR ever
7 purchase XRP on behalf of Ripple?

8 MR. HANIN: Objection to form.

9 THE WITNESS: When you -- yeah. When you
10 say "purchase XRP," I mean, in the first activity
11 when we were providing liquidity on the Ledger,
12 we're buying and selling all day. Sometimes we're
13 buying XRP, sometimes we're selling it. Is that --
14 BY MS. WAXMAN:

15 Q. So -- I understand. Outside of market
16 making, buying and selling, separate from that, did
17 GSR ever purchase XRP on behalf of Ripple?

18 A. Yes, I believe we did.

19 Q. Okay. And during what time period? Or
20 periods?

21 A. I -- I recall we -- there were a few
22 instances where we purchased XRP during the XRP
23 sales program.

24 Q. During the period that you were selling
25 XRP programmatically?

1 A. Yeah.

2 Q. Was there any period of time where you
3 were purchasing XRP on behalf of Ripple?

4 A. Yes. I think during that time window,
5 there were times when we purchased XRP.

6 Q. Did you ever purchase XRP in connection
7 with any services related to ODL?

8 MS. ZORNBERG: Object to form.

9 THE WITNESS: I don't know that it was in
10 connection with ODL -- well, we purchased XRP on
11 behalf of Ripple in the -- I can't remember when we
12 did it, but it was in the last couple of years, or
13 during the time period when we were servicing ODL.

14 BY MS. WAXMAN:

15 Q. Those sales that you just spoke about,
16 were they executed [REDACTED]?

17 MS. ZORNBERG: You said "sales," do you
18 mean purchases?

19 MS. WAXMAN: Yes. Thank you.

20 Q. Those purchases.

21 A. We -- I think so, yes. I mean, the vast
22 majority of the trading that we do is programmatic
23 in nature.

24 Q. So is it fair to call those programmatic
25 buying?

1 A. I guess so.

2 Q. Going back to the programmatic sales, at a
3 very high level, what did Ripple direct GSR to
4 achieve from its programmatic sales?

5 MR. HANIN: Object to form.

6 THE WITNESS: I'm not sure what you're --
7 what exactly is it you're getting at with that
8 question?

9 BY MS. WAXMAN:

10 Q. What was the purpose -- strike that.

11 What was Ripple's goal from -- from the
12 programmatic sales?

13 MS. ZORNBERG: Object.

14 MR. HANIN: Objection.

15 You can testify as to your understanding,
16 but --

17 THE WITNESS: I mean, yeah.

18 MR. HANIN: If you have one.

19 THE WITNESS: We were tasked with selling
20 XRP.

21 BY MS. WAXMAN:

22 Q. Ripple wanted to sell XRP for USD?

23 MR. HANIN: Objection.

24 THE WITNESS: I'm not sure that I would
25 qualify it as USD, but we were -- we were selling

1 XRP.

2 BY MS. WAXMAN:

3 Q. Ripple wanted to sell XRP to generate
4 proceeds for itself?

5 MS. ZORNBERG: Object to form.

6 THE WITNESS: I don't know if it was to
7 generate proceeds or for whatever other reason they
8 wanted to sell it.

9 BY MS. WAXMAN:

10 Q. And -- but they wanted to sell it for
11 cash?

12 MS. ZORNBERG: Object to form. Asked
13 answered.

14 THE WITNESS: Again, I don't know that it
15 was just for cash.

16 BY MS. WAXMAN:

17 Q. Did you have -- did they ever tell you any
18 other reason for wanting to sell XRP?

19 MS. ZORNBERG: Objection. He hasn't
20 testified to a reason yet. And object to the term
21 "they," and object to the term "view."

22 THE WITNESS: It's -- I don't recall
23 having any conversation where Ripple told me why
24 they were selling this XRP. You know, there are a
25 number of reasons why they might have chosen to do

1 it.

2 BY MS. WAXMAN:

3 Q. What was your understanding of why they
4 were selling the XRP?

5 MS. ZORNBERG: Objection. Asked and
6 answered.

7 THE WITNESS: Why do I think Ripple was
8 selling the XRP?

9 BY MS. WAXMAN:

10 Q. What was your understanding?

11 A. It could have --

12 MS. ZORNBERG: Objection. I don't know if
13 you're asking him to speculate. He's already
14 testified he doesn't have an understanding of
15 Ripple's reasons. Can you clarify the question?

16 BY MS. WAXMAN:

17 Q. When Ripple approached you to engage in
18 these -- these services, did you have an
19 understanding of what they wanted you to do?

20 A. What -- what they wanted us to do is to
21 sell the XRP. The end goal, whether it was to raise
22 funds or to distribute XRP across the community, I
23 have no way of knowing which one or any other
24 reason.

25 Q. My question is I think a little bit

1 simpler. And Ripple wanted either fiat or other
2 currency in exchange for the XRP, correct?

3 MR. HANIN: Objection.

4 MS. ZORNBERG: Objection. And objection
5 to the commentary that your question is simpler.
6 You tried to ask this question and have asked it at
7 least ten times.

8 THE WITNESS: Yeah, I'm not sure what
9 I'm -- if you look at the -- the contract, we
10 received XRP and -- and we returned to them other
11 units of value. I can't remember what they were.
12 But I don't -- like I say, I don't know what the
13 underlying reason was. I would just be speculating,
14 like I said, and it could be because they wanted to
15 distribute XRP across the community.

16 This was a new -- like many projects in
17 crypto, everybody is looking for adoption and
18 looking to -- to distribute and create a bigger
19 community. And -- and so it could have also, you
20 know -- that might have been the overarching reason.
21 It may have changed over time. I don't know.

22 BY MS. WAXMAN:

23 Q. Did anyone at Ripple ever tell you that
24 they wanted to distribute the XRP and create a
25 bigger community?

1 A. I can't -- I mean, in general terms, yes.

2 I know that part of the reason why we sold XRP on
3 multiple exchanges was for that reason.

4 Q. And why did Ripple want to do that?

5 MS. ZORNBERG: Object to form.

6 THE WITNESS: I think Ripple wanted to
7 have a larger user base and to be known globally. I
8 suspect. I mean ...

9 BY MS. WAXMAN:

10 Q. Did Ripple want to have a larger trading
11 market for XRP?

12 MS. ZORNBERG: Objection.

13 THE WITNESS: What do you mean by "trading
14 market"? Like --

15 BY MS. WAXMAN:

16 Q. Did Ripple want more people to buy and
17 sell XRP on exchanges?

18 A. I don't know what Ripple wanted. I mean,
19 I -- I -- I presume so. In the context of, you
20 know, becoming more visible and gaining more
21 adoption.

22 Q. Did Ripple want to extract as much value
23 from its sales of XRP?

24 MS. ZORNBERG: Objection.

25 THE WITNESS: I have no way of knowing. I

1 mean, the question is a bit unclear to me.

2 BY MS. WAXMAN:

3 Q. Did Ripple want you to sell XRP for as
4 high as a price as possible?

5 MR. HANIN: Objection.

6 MS. ZORNBERG: Object to form.

7 THE WITNESS: I don't know. I -- how can
8 I know?

9 BY MS. WAXMAN:

10 Q. Well, when you sold XRP on Ripple's
11 behalf, were you trying to get a low price or were
12 you trying to get as best a price as possible?

13 A. GSR --

14 MR. HANIN: Object to form.

15 THE WITNESS: GSR always tries to give our
16 clients best execution. So we were trying to sell
17 the XRP at the best possible price.

18 BY MS. WAXMAN:

19 Q. Did Ripple direct you to try to sell the
20 XRP at the best possible price?

21 MS. ZORNBERG: Object to form.

22 THE WITNESS: I -- I don't know how to
23 answer that question. How could -- how would -- I
24 don't know that they explicitly -- I don't recall
25 them explicitly telling me you have to get highest

1 possible price for us.

2 BY MS. WAXMAN:

3 Q. Did Ripple want you -- did Ripple want its
4 sales not to exert a negative -- strike that.

5 Did Ripple want its sales not to have a
6 negative impact on XRP price?

7 MS. ZORNBERG: Object to form.

8 THE WITNESS: I -- I presume so, yes.

9 BY MS. WAXMAN:

10 Q. And did you ever discuss that with anyone
11 at Ripple?

12 A. Discuss what? How the sales impacted
13 price?

14 Q. Did you ever discuss with anyone at Ripple
15 having their desire for their sales not to have a
16 negative impact on price?

17 A. Yes, I probably did, yes.

18 Q. Okay. And when did you discuss that with
19 Ripple?

20 A. During the course of the programmatic
21 sales, but I don't remember any specific dates.

22 Q. But that was something that you discussed
23 with Ripple?

24 MS. ZORNBERG: Objection.

25 THE WITNESS: The impact of selling on the

1 price of XRP?

2 BY MS. WAXMAN:

3 Q. Yes.

4 A. Yes.

5 Q. And did you discuss with people at Ripple
6 their desire not to have their sales have it
7 negatively impact the price of XRP?

8 MS. ZORNBERG: Object to form.

9 THE WITNESS: It's the same -- isn't that
10 the same question as the previous one? I mean, yes,
11 we discussed with Ripple that selling would likely
12 impact the price of XRP.

13 BY MS. WAXMAN:

14 Q. And how -- and what did you discuss with
15 them about the impact that the sales would have?

16 A. I don't understand.

17 MS. WAXMAN: Strike that.

18 Exhibit 20, please.

19 Sorry. Exhibit 3.

20 (Whereupon, Deposition Exhibit [REDACTED] 3
21 was marked for identification.)

22 BY MS. WAXMAN:

23 Q. Mr. [REDACTED] I'm showing you what's been
24 marked as [REDACTED]-3, which is a document with the Bates
25 GSR_11398 through -11405. It's an email plus an

1 attachment dated November 20th, 2015. You're
2 copied on the email. And the name of the attachment
3 is called "XRP Sales Optimization."

4 Just take a moment to look at it and let
5 me know when you're done.

6 MR. HANIN: Do you have another copy?

7 MR. TENREIRO: I'm sorry, I ...

8 MR. HANIN: That's okay. We can share.

9 MR. TENREIRO: Here you go.

10 MR. HANIN: Oh, thank you.

11 BY MS. WAXMAN:

12 Q. Do you need more time?

13 A. I've read it.

14 Q. Okay. Do you recognize the attachment to
15 the email?

16 A. Yes.

17 Q. Did you have any involvement in -- strike
18 that.

19 What is the attachment?

20 A. The PDF attached to the email?

21 Q. Yes.

22 A. Is a discussion on -- it's a suggestion on
23 how we might improve the net execution price of the
24 XRP sales.

25 Q. And did -- did -- why did you -- did you

1 have any involvement in the preparation of the
2 study?

3 A. Yes.

4 MR. HANIN: Objection just to the term
5 "study," but you can answer.

6 BY MS. WAXMAN:

7 Q. And what was your involvement?

8 A. I don't recall the specifics. I don't
9 recall the specifics.

10 Q. And was the study in connection with your
11 execution of programmatic sales on behalf of Ripple?

12 MR. HANIN: Same objection.

13 MS. ZORNBERG: Object to form.

14 THE WITNESS: I believe so, yes.

15 BY MS. WAXMAN:

16 Q. And what is your understanding of the term
17 "XRP sales opt -- optimization"? What does that
18 mean?

19 A. I think that we were suggesting to Ripple
20 how we might improve the net execution price.

21 Q. And how did you -- how did you suggest to
22 them how you would do that?

23 MS. ZORNBERG: Object to form.

24 THE WITNESS: Do you want me to describe
25 what it says in the PDF?

1 BY MS. WAXMAN:

2 Q. In your own words, please. What
3 recommendations did you make in order to improve the
4 execution price for XRP?

5 A. At a high level, we tried to -- what the
6 PDF discusses are some signals that we could take in
7 that would allow our algorithms to sell XRP at times
8 when the price was more advantageous.

9 Q. And why did you make that suggestion to
10 Ripple?

11 A. We were providing an execution service,
12 and we were trying to improve the service we were
13 providing.

14 Q. Did Ripple tell you that they wanted to
15 improve the net execution prices for XRP?

16 MS. ZORNBERG: Objection.

17 THE WITNESS: I don't recall.

18 BY MS. WAXMAN:

19 Q. Did you recommend that Ripple switch to a
20 more dynamic formula for selling their XRP?

21 A. In page 3, it says in bold:

22 "We propose switching from a
23 static formula to a dynamic formula
24 that takes into account demand for
25 XRP and new money into the Ripple

1 network."

2 So in that context, I guess I would say
3 yes.

4 Q. And what does it mean to switch to a
5 dynamic formula?

6 A. You mean what is the difference between
7 static and dynamic?

8 Q. No. What would GSR do by switching to a
9 dynamic formula?

10 A. Again, rather than use a static amount of
11 supply introduction, we would use signals like new
12 money coming into the Ripple network to determine
13 when we thought it made more sense to add supply.

14 Q. And would that also mean that as XRP price
15 was rising, you would sell more XRP?

16 A. Not necessarily.

17 Q. Why not?

18 A. What this is describing is calibrating the
19 sales to new capital entering the network, not to
20 any price action.

21 Q. So if there was new supply entering the
22 network, would you increase the sales?

23 A. I think that was the general gist of this.

24 Q. And was Ripple -- did you also suggest
25 ways to reduce any negative pressure on XRP price?

1 A. Do you mean in this document?

2 Q. Yes.

3 A. I'd have -- I'd have to read it much more
4 carefully, but I don't think -- specifically, no.
5 But at a high level, improving the execution price
6 is not very different from trying to reduce the
7 negative pressure on something that you're trying to
8 sell.

9 Q. Were you suggesting ways to stabilize the
10 XRP price if it was heading in a negative direction?

11 MR. HANIN: Again --

12 MS. ZORNBERG: Objection.

13 MR. HANIN: -- in the document or
14 generally?

15 MS. WAXMAN: In the document.

16 MS. ZORNBERG: Objection in that the SEC
17 can point the witness towards anything it's
18 particularly asking about. And the witness has
19 already indicated that he hasn't taken the time to
20 review it in detail.

21 THE WITNESS: I don't see that in this
22 document, Daphna.

23 BY MS. WAXMAN:

24 Q. Okay. If you go to page 6 of the
25 document, under the subheading "Increase Liquidity."

1 A. Okay.

2 Q. Were you recommending that you just
3 increase the buying and selling on the Ledger during
4 the time period?

5 A. The last sentence reads:

6 "In the past, increased
7 liquidity has resulted in increased
8 market participation and the
9 assumption of more risk by market
10 players - resulting in more XRP
11 buyers."

12 So it's a statement that -- it is what it
13 is. We're saying that in the past, when we see more
14 liquidity, there seems to be more trading volume.
15 And -- and I'm saying it's possible that more
16 trading volume attracts more market participants.

17 Q. Did you recommend that Ripple increase the
18 trading volume on the Ledger through the market
19 making?

20 A. I don't think Ripple --

21 MS. ZORNBERG: Objection.

22 THE WITNESS: -- could have any impact on
23 the trading volume, per se. Right? Ripple wasn't
24 trading.

25 / /

1 BY MS. WAXMAN:

2 Q. What conclusions did -- if you
3 see -- strike that.

4 See at page 6, there's a paragraph --
5 subheading called "Conclusions." Can you read that
6 into the record, please?

7 A. "Given current levels of money
8 entering the Ripple network, it is
9 very difficult to continue selling
10 XRP at the current pace without
11 affecting the value of XRP. By
12 switching from a static selling
13 formula to the dynamic one
14 proposed, and adopting the improved
15 execution measures outlined, we
16 believe Ripple Labs can expect at
17 least a 4 percent better execution
18 price. More importantly, we
19 believe this new selling formula
20 will have a less detrimental effect
21 on XRP price so the net cumulative
22 effect of the daily savings will be
23 much larger."

24 Q. So did Ripple agree to move forward with
25 the recommendations that you proposed?

1 A. I don't think so, no.

2 Q. And why don't you think so?

3 A. Why they didn't? I don't know.

4 Q. And which specific recommendation did they
5 not want to move forward with?

6 MS. ZORNBERG: Object to form.

7 THE WITNESS: I don't think we ever
8 implemented this dynamic signal as a function of new
9 money coming in.

10 BY MS. WAXMAN:

11 Q. Did you --

12 A. In fact, I know we didn't.

13 Q. Did you ever implement any other measures
14 to get a better execution price for XRP?

15 A. I think so.

16 Q. And what measures?

17 A. I think, for example, on page 6, under
18 "Improve Execution Price," it talks about adding
19 other crosses. And if I remember correctly, over
20 time we added more crosses, the same way we added
21 more venues.

22 Q. Was there anything else you -- other
23 measures that you implemented to improve net
24 execution price for XRP?

25 A. At a high level, we -- we do a lot of

1 execution services, and the quanting that I was
2 referring to earlier is constantly working on
3 fine-tuning and improving our [REDACTED] so that we
4 can provide best execution for all of our clients,
5 not just Ripple. So at a high level, it doesn't
6 stop. It's a continuous effort.

7 Q. With respect to Ripple, and at this time
8 period, were there any other -- which is at the end
9 of 2015, were there any other measures that you
10 implemented in connection with improving net
11 execution for XRP?

12 A. Similarly, back then we didn't have as big
13 of a quant team, but we were always fine-tuning our
14 [REDACTED]. So it is possible that we made changes
15 to the [REDACTED] so that we could do a better job for our
16 clients.

17 Q. And was there any specific change that you
18 recall that was specific to Ripple?

19 MS. ZORNBERG: Object to form.

20 THE WITNESS: I don't recall. I'm sorry.

21 BY MS. WAXMAN:

22 Q. At the bottom of page 6, it says "Non-2t/s
23 Related Measures."

24 Is this also a recommendation that you've
25 made in connection with your -- in connection with

1 improving the net execution price of XRP?

2 MS. ZORNBERG: Object to form.

3 THE WITNESS: No.

4 BY MS. WAXMAN:

5 Q. Why do you say no?

6 A. Because these related measures don't
7 relate to net execution price.

8 Q. Right. I understand that these measures
9 were not something that you could incorporate as
10 part of an [REDACTED], but my question is, did you
11 also make this recommendation to improve net
12 execution prices?

13 MS. ZORNBERG: Objection. Asked and
14 answered.

15 THE WITNESS: No, it wasn't to improve net
16 execution price.

17 BY MS. WAXMAN:

18 Q. What was the recommendation that you made
19 under that subheading?

20 A. In point number 1, we suggest publicizing
21 that Gatehub was operating a new gateway because
22 [REDACTED] had ceased operations.

23 And in point number 2, we're talking about
24 the -- the Ripple desktop client, which is what many
25 people in the community use to access the consensus

1 Ledger.

2 Q. In point number 1, the second sentence
3 says:

4 "In our view, the most
5 important factor for improving XRP
6 price is the available money in the
7 RN."
8 RN is Ripple network?

9 A. Correct.

10 Q. Then it says:
11 "As such, any efforts to allow
12 investors/traders to deposit funds
13 in the RN should be pursued."

14 Are you talking about investors in XRP
15 when you talk about available money in the Ripple
16 network?

17 A. No. No. I appreciate it says investors
18 and traders, but I think what -- it would have been
19 more accurate to say market participants.

20 Q. And when you say "market participants," do
21 you mean people who would buy and sell XRP?

22 A. Yes.

23 Q. And why did you think that would lead to a
24 better net execution price for XRP?

25 A. I didn't say that it was going to lead to

1 a better net execution price. I said -- here
2 it's -- the gist of this is different. The idea
3 is -- I'm sure you're familiar that Ripple Consensus
4 Ledger had gateways, and the gateways would allow
5 market participants to enter and interact with the
6 Ledger. So what we're saying here is the more
7 gateways there are, the more people who can interact
8 with the Ledger and use Ripple.

9 Q. You use the word "investors" and
10 "traders." Are you saying that investors and
11 traders mean gateways?

12 MS. ZORNBERG: Object to form. Misstates
13 the witness's prior testimony. He said he
14 participated in preparing this document. He didn't
15 say he wrote it. You're using the word "you."

16 THE WITNESS: As I said, I think instead
17 of investors and traders, it should have read
18 "market participants." This is connected to what we
19 discussed earlier about adoption. With a new
20 technology, you need to make it available for people
21 to use, and back in -- whenever this was, 2015, I
22 believe, it wasn't easy to access Ripple. And
23 all -- I think what this statement is getting at is
24 that the more gateways there are, the more people
25 who can actually use Ripple.

1 BY MS. WAXMAN:

2 Q. And are the more gateways and the more
3 people who use Ripple, did you think that would lead
4 to an improved XRP price?

5 A. In the context that as more users come in
6 and want to use it, as they come in and they
7 purchase XRP, the price will probably react
8 favorably.

9 MS. ZORNBERG: If I may, just one point of
10 clarification. The witness testified that the more
11 people who use Ripple. Can we just clarify, did he
12 mean --

13 MR. TENREIRO: You can ask him, Lisa. You
14 can ask him. He's talking about what he
15 understands.

16 MS. ZORNBERG: Okay.

17 MR. TENREIRO: I know you don't like it.
18 You can ask him --

19 MS. ZORNBERG: It's nicer to clean it up
20 here because if the term "Ripple" is used to
21 describe Ripple Ledger, Ripple network, Ripple Labs
22 the company --

23 MR. TENREIRO: Lisa --

24 MS. ZORNBERG: -- I think it's
25 appropriate.

1 MR. TENREIRO: -- stop.

2 Go on.

3 MS. ZORNBERG: Okay. We can ask later.

4 I'm sorry you don't want a clear transcript.

5 MR. TENREIRO: It's clear. He sees it as
6 one thing. That's -- it's pretty clear.

7 MS. ZORNBERG: Disagree.

8 MR. TENREIRO: Okay. Then ask him the
9 questions.

10 MS. ZORNBERG: Will do.

11 BY MS. WAXMAN:

12 Q. How were Ripple's sales targets set?

13 MS. ZORNBERG: Object to form.

14 THE WITNESS: Who sets the targets?

15 BY MS. WAXMAN:

16 Q. Who set them?

17 A. Ripple sets the targets.

18 Q. And how were -- and how were they set?

19 A. I think over time, it hasn't -- you know,
20 I think -- if I remember correctly, in the
21 beginning, the first several weeks or months, we
22 might have -- I think there may have been dollar
23 targets. And then over time, it moved to be a
24 function of the real [REDACTED] of XRP.

25 Q. And were there dollar targets and

1 percentage targets, were those used at the same
2 time?

3 MS. ZORNBERG: Object to form.

4 THE WITNESS: I don't think so. I don't
5 recall it being that way.

6 BY MS. WAXMAN:

7 Q. And -- and how did Ripple determine what
8 percentage to sell on a particular exchange?

9 MR. HANIN: Objection.

10 THE WITNESS: You mean on an absolute
11 basis or one exchange relative to another exchange?

12 BY MS. WAXMAN:

13 Q. Let's start with one exchange relative to
14 another exchange?

15 MS. ZORNBERG: Objection. Lack of
16 foundation.

17 THE WITNESS: I think the sales were a
18 function of the -- of the total trading volume. So
19 if one exchange had twice as much total trading
20 volume as another exchange, that exchange -- the
21 first exchange would have twice as many sales.

22 BY MS. WAXMAN:

23 Q. Did they sell the same percentage of XRP
24 on every exchange?

25 A. No.

1 MS. ZORNBERG: Object to form.

2 THE WITNESS: By definition, the amount of
3 XRP that would be sold at any given exchange would
4 be proportional to the total trading volume of XRP
5 on that exchange relative to the rest.

6 BY MS. WAXMAN:

7 Q. Okay. Now, going back to something we
8 spoke about earlier, did you ever make a
9 recommendation to Ripple to reduce its sales as a
10 percentage of total trading volume?

11 A. Yes.

12 Q. Okay. And why would you make that
13 recommendation?

14 MS. ZORNBERG: Object to form.

15 THE WITNESS: Why would we have
16 recommended Ripple reduce sales? I presume it would
17 have been during a moment in time when the adverse
18 market conditions. As I'm sure you're aware of,
19 there's been a lot of volatility in crypto over the
20 years, and times when the market is -- is, you know,
21 very soft and everybody is looking to take risk off,
22 it doesn't make sense to add supply.

23 BY MS. WAXMAN:

24 Q. Was the recommendation in order for
25 Ripple's sales not to have an impact on XRP price?

1 A. I'm not really -- that's -- that isn't
2 exactly correct. You know, when you sell something
3 or you add supply, chances are you are going to
4 impact the price, right? The opposite is true when
5 you're buying.

6 Q. But my question is, why would you make
7 that recommendation to Ripple to reduce its sales as
8 a percentage of total trading volume?

9 MS. ZORNBERG: Object to form and asked
10 and answered.

11 MS. WAXMAN: I don't think he answered the
12 question.

13 MS. ZORNBERG: And object to "would."

14 THE WITNESS: I think there is a --
15 liquidity in crypto has developed over the years.
16 It's still -- compared to traditional finance,
17 there's a lot less liquidity in crypto than there is
18 in traditional finance. And particularly back in
19 2015 and 2016, when you look at the notional value
20 of Ripple's XRP holdings versus the available
21 liquidity in the market, it just didn't seem like a
22 sensible thing to do to continue selling. You know,
23 when the market is very weak, it doesn't make sense
24 to be hammering it and adding supply. It's not
25 constructive.

1 BY MS. WAXMAN:

2 Q. So would the increased supply have a
3 negative impact on the price?

4 A. Typically, when you add supply of
5 anything, you know, this is economics 101, right?

6 Q. So that -- so -- and so you thought that
7 by adding supply into the market, Ripple could
8 negatively impact XRP price?

9 MS. ZORNBERG: Object to form.

10 THE WITNESS: I mean, yes.

11 BY MS. WAXMAN:

12 Q. And when you thought that, you recommended
13 that Ripple reduce its sales as a percentage of
14 total trading volume?

15 A. Yes.

16 Q. Did you ever recommend that Ripple pause
17 its XRP sales?

18 A. Yes.

19 Q. And did you make that recommendation for
20 the same reason that you made the recommendation to
21 reduce the percentages?

22 A. In all likelihood.

23 Q. Did you ever recommend that Ripple
24 increase the percentage of its sales?

25 A. I don't recall. It's possible.

1 Q. And why would you make that
2 recommendation?

3 MR. HANIN: Objection.

4 THE WITNESS: If I made it, probably for
5 the opposite reason. In a time when there is
6 increased liquidity and good price action.

7 BY MS. WAXMAN:

8 Q. And would that allow Ripple to extract
9 more dollars from their sales?

10 A. If they sell --

11 MS. ZORNBERG: Object to form.

12 THE WITNESS: -- one unit of XRP at a
13 higher price, by definition, it will result in
14 higher dollars.

15 BY MS. WAXMAN:

16 Q. And if there was a higher trading volume
17 and they increased the percentage, would that also
18 allow them to sell more?

19 If the --

20 MS. ZORNBERG: Object to form.

21 THE WITNESS: Again, if the sales are a
22 function of trading volumes and trading volumes are
23 higher, then by definition more XRP will be sold, so
24 more dollars will be received.

25 / /

1 BY MS. WAXMAN:

2 Q. And did you ever make this recommendation
3 to Ripple?

4 MR. HANIN: Objection.

5 THE WITNESS: Which recommendation?

6 BY MS. WAXMAN:

7 Q. To increase the percentage of its sales.

8 A. As I said earlier, it's possible. I don't
9 recall.

10 MS. WAXMAN: Exhibit 23, please.

11 (Whereupon, Deposition Exhibit [REDACTED] 23
12 was marked for identification.)

13 MR. HANIN: Thank you.

14 BY MS. WAXMAN:

15 Q. Mr. [REDACTED], I'm showing you what's been
16 marked as Exhibit [REDACTED] 23, which is a document with
17 the Bates number GSR_1999, and it's an email from
18 you to employees at Ripple and [REDACTED] dated
19 October 11th, 2016. It's an email chain.

20 Is this an example of a time where you
21 recommended that Ripple increase the percent of its
22 sales in connection with an increase in price in
23 XRP?

24 A. I'm not sure. It says:

25 "Bot 2t was adjusted back to

1 [REDACTED] "

2 So perhaps --

3 Q. I want you to focus on the bottom email,
4 the email at 1640.

5 A. Yeah.

6 Q. Can you read what you wrote, into the
7 record, in that bottom email?

8 A. "Good morning all, XRP prices have
9 increased significantly overnight. We believe it is
10 due to erroneous CoinMarketCap reporting, likely
11 aided by a glitch in Ripple charts. Since volumes
12 remain strong, and there seems to be significant
13 buying interest, we are increasing 2t's XRP
14 introduction rate in order to extract more USD."

15 Q. So is this an example of a time where you
16 recommended that Ripple increase the percent of its
17 sales in relation to an increase in XRP price?

18 A. Well, the reason I was -- as you can see
19 in the beginning of the email, when I say, "Bot t
20 was -- 2t was adjusted back to [REDACTED]," it's
21 possible that the baseline rate was [REDACTED], and we had
22 dropped below that [REDACTED] because of adverse market
23 conditions. And then on October 10th at 1640,
24 market conditions are good again, so we bring it
25 back up to the [REDACTED]. I don't know if

1 we were going above the baseline or just coming back
2 to it.

3 Q. The -- my understanding is the bottom
4 email occurred, the increase occurred before the top
5 email. So the top email is from October 11th and
6 the bottom email is on October 10.

7 So first there's an increase, and then
8 going back.

9 MS. ZORNBERG: Objection.

10 THE WITNESS: I don't -- I can't -- I
11 don't know. 6:30 p.m. Pacific is 3:30 a.m.

12 BY MS. WAXMAN:

13 Q. Regardless of whether -- regardless of the
14 starting point, if you were going above baseline or
15 just coming back into it, you were recommending an
16 increase, correct?

17 A. Correct.

18 Q. Okay. And the increase was related to an
19 increase in XRP price?

20 MS. ZORNBERG: Objection. Misstates the
21 document.

22 THE WITNESS: It references volumes and
23 prices.

24 BY MS. WAXMAN:

25 Q. So in your -- in your own words, after

1 reading this email, why did you make the
2 recommendation to increase the percent?

3 MR. HANIN: Object. Same objection.

4 THE WITNESS: High level, as it says in
5 the email, XRP prices have increased significantly
6 overnight. Volumes remain strong. There seems to
7 be significant buying interest.

8 All of these factors point to a recovery
9 in market conditions.

10 BY MS. WAXMAN:

11 Q. And this would allow Ripple to extract
12 more USD?

13 A. It would -- if we increase the sales of
14 XRP and the price of XRP has gone up, by definition,
15 the rate of dollars will go up too.

16 Q. And was that something that Ripple wanted
17 to do?

18 MS. ZORNBERG: Object to form.

19 THE WITNESS: When you say "Ripple wanted
20 to do," they wanted to -- can you be a bit more
21 specific?

22 BY MS. WAXMAN:

23 Q. To extract more USD from its sales of XRP.

24 A. I'm not sure I would characterize it like
25 that. This is more us trying to help get a better

1 execution price.

2 Q. So you were trying to extract more USD on
3 behalf of Ripple?

4 A. We were trying -- yes. We were trying
5 to -- exactly.

6 Q. And did Ripple tell you to do that?

7 A. I think I answered that question earlier.
8 I don't recall them specifically asking me to do
9 that, but it's my understanding that when I am the
10 execution agent, I try to provide our client -- we
11 try to provide our clients with the best possible
12 execution.

13 Q. That's your function?

14 A. (Nods head.)

15 MR. HANIN: Objection.

16 BY MS. WAXMAN:

17 Q. Have you ever used the term "tactical
18 selling"?

19 A. I believe so.

20 Q. And what does that mean?

21 A. Tactical refers to something that is done
22 in, you know, discrete moments in time.

23 Q. And what is the purpose of -- of doing
24 trading -- is it trading in discrete moments in
25 time?

1 A. It can refer to anything. But yeah, I
2 guess it refers to trading in discrete moments in
3 time.

4 Q. Okay. And would you ever recommend that
5 Ripple engage in tactical selling of XRP?

6 MS. ZORNBERG: Object to form.

7 THE WITNESS: Would I ever recommend or
8 did I ever?

9 BY MS. WAXMAN:

10 Q. Did you ever recommend that Ripple engage
11 in any tactical selling of its XRP?

12 A. I don't recall.

13 Q. And if you did, what would you mean by
14 that?

15 MS. ZORNBERG: Objection to the
16 speculative nature of the question.

17 BY MS. WAXMAN:

18 Q. What is the purpose of tactical selling?

19 A. In general, in a general context, somebody
20 might engage in tactical selling because market
21 conditions have changed, and there's an opportunity
22 to take advantage of the change in the conditions.

23 Q. So the opportunity would -- you would have
24 an opportunity to extract a higher price from the
25 sales?

1 A. Potentially. If you were doing a selling
2 program, yes, that would -- that could be one of the
3 goals.

4 Q. Okay.

5 MS. WAXMAN: Exhibit 20, please.

6 MR. HANIN: Daphna, we've been going well
7 over an hour and a half. Whenever is a good time
8 for a break.

9 MS. WAXMAN: Let's take a break now.
10 We're off the record.

11 THE VIDEOGRAPHER: We're off the record at
12 9:57 a.m.

13 (Whereupon, a recess was taken.)

14 THE VIDEOGRAPHER: We're going back on the
15 record at 10:11 a.m.

16 BY MS. WAXMAN:

17 Q. Mr. [REDACTED], I want to circle back to a topic
18 we were talking about, just briefly, the market
19 making in the early period of 2013 and 2014.

20 With respect to the market making
21 activities that GSR conducted at that time on the
22 Ripple consensus network [sic], is it fair to say
23 that on a very basic level, the service that GSR was
24 providing was simply buying and selling XRP?

25 MS. ZORNBERG: Object to form, and you

1 said "Ripple consensus network."

2 BY MS. WAXMAN:

3 Q. Ripple Consensus Ledger.

4 A. It wasn't just XRP, though. As I
5 mentioned earlier, we traded multiple crosses and
6 sometimes those crosses didn't have XRP.

7 BY MS. WAXMAN:

8 Q. Were you trading XRP -- those other
9 crosses, in the same percent that you were trading
10 XRP?

11 A. I don't recall. On a general -- at a high
12 level, if we were trading, let's say, eight crosses,
13 and the balance shifted too much from one side to
14 the other, a way to rebalance our assets might have
15 been by using another cross. So depending on the
16 day, those ratios could move a lot.

17 Q. The trading in the other crosses, but were
18 they all related to buying and selling XRP?

19 A. Not really, because if I remember
20 correctly, you know, we were supposedly to provide
21 liquidity on a number of crosses. I don't think --
22 I'm not sure that they all had XRP in them, you know
23 what I mean?

24 MS. WAXMAN: Okay. Exhibit 20, please.

25 / /

1 (Whereupon, Deposition Exhibit [REDACTED] 20
2 was marked for identification.)

3 BY MS. WAXMAN:

4 Q. Mr. Gil, I'm showing you what's been
5 marked as [REDACTED] 20, which is a document with the Bates
6 GSR4553 through -555. It's an email string where
7 you're copied on from September 20th, 2016 and
8 September 21st, 2016.

9 Just take a moment to read the email and
10 let me know when you're done.

11 At a very high level, was Ripple directing
12 GSR to purchase XRP, in this email chain?

13 A. Yes.

14 MS. ZORNBERG: Objection.

15 BY MS. WAXMAN:

16 Q. Okay. And what was the purpose of having
17 GSR purchase XRP?

18 MS. ZORNBERG: Objection to misstatement
19 of the document.

20 THE WITNESS: I don't know. On page -- on
21 the second page, [REDACTED] writes:

22 "The goal is not price impact
23 but volume."

24 But I don't know what Ripple was thinking.
25 I don't know if what [REDACTED] wrote corresponded to

1 what Ripple was thinking.

2 BY MS. WAXMAN:

3 Q. Okay. Outside of this document, separate
4 and apart from the document, earlier you -- strike
5 that.

6 Earlier you testified that during the --
7 at the time that GSR was executing programmatic
8 sales, you also purchased XRP on behalf of Ripple.

9 A. There were times when, yes.

10 Q. Okay. And at a very high level, what was
11 the purpose of those -- of the buying?

12 MS. ZORNBERG: Object to form.

13 THE WITNESS: At a high level, why was
14 Ripple instructing us to buy XRP? What was the
15 underlying reason why they wanted to buy it back?

16 MS. WAXMAN: Correct.

17 MS. ZORNBERG: And what's the point in
18 time?

19 MS. WAXMAN: We just established that this
20 was during the period that GSR was engaging in
21 programmatic sales.

22 THE WITNESS: It's -- yeah.

23 MS. ZORNBERG: Objection.

24 THE WITNESS: I can't say with any
25 certainty why Ripple was choosing to buy back at the

1 given moment in time.

2 BY MS. WAXMAN:

3 Q. Did they tell you what the purpose of the
4 buying was?

5 A. Not that I can recall. I mean, I can see
6 what [REDACTED] wrote on that email, but ...

7 Q. Separate and apart from this email, did
8 you have any understanding why Ripple was directing
9 GSR to buy XRP?

10 MS. ZORNBERG: Objection. Do you want to
11 fix a time?

12 MS. WAXMAN: We're talking about, and I've
13 clarified twice already that we're talking about the
14 period in which GSR was executing programmatic
15 sales. That hasn't changed from two questions ago.
16 That's the time period.

17 MS. ZORNBERG: Objection. I think you
18 need to fix a time based on the witness's response.

19 BY MS. WAXMAN:

20 Q. Do you understand the question?

21 A. Yes, Daphna. And similarly to earlier
22 when I described -- you asked me about why Ripple
23 wanted to sell XRP and I said it could be for any
24 number of reasons. The same thing applies here.
25 They -- I have no way of knowing why Ripple would

1 want to buy more XRP. It could be because they have
2 a view on -- it's a proprietary trade, right?
3 They're buying something that they think is going to
4 go up in value. It could be because they needed
5 more XRP for some other function. I have no idea.

6 Q. Did Ripple ever tell you that the purpose
7 of the buying was to stabilize XRP's price?

8 A. It's possible, yes.

9 Q. Did you have any conversations in which
10 Ripple relayed that to you?

11 A. I'm trying to remember. At a high level,
12 we were -- as I described earlier, there's this big
13 disconnect, right, between the available liquidity
14 in the market and the notional value of XRP
15 outstanding. And -- and a big part of -- I think an
16 important part of -- of the sales program was to do
17 it in a constructive and measured manner so that it
18 was something that was sustainable over time.

19 We tried to have fair and orderly markets.
20 So, you know, it stands to reason that if -- if
21 there are very adverse market conditions, we would
22 slow down the selling. At the limit you could say
23 that if the market was in free fall, perhaps it made
24 sense to step in and be a buyer, 'cause you are, you
25 know, a liquidity provider.

1 Q. And by buying, would you prevent the
2 market from falling further?

3 A. That would depend on --

4 MS. ZORNBERG: Objection.

5 THE WITNESS: It would depend on how much
6 capital you had to buy, obviously. You know, if --
7 you can step in and bid X amount, but once you've
8 been sold X amount, if there are more sellers, the
9 price will continue going down.

10 BY MS. WAXMAN:

11 Q. Putting aside whether the buying actually
12 would result in the desired effect, was it the -
13 was the purpose to prevent the market from falling
14 further?

15 A. It's --

16 MS. ZORNBERG: Object to form.

17 THE WITNESS: Like I said, it's possible
18 that that was the objective, but I can't know with
19 any certainty that that's -- any given instant
20 that's why they were doing it.

21 BY MS. WAXMAN:

22 Q. Did they ever tell you that's why they
23 were doing it at any point in time?

24 MS. ZORNBERG: Objection.

25 THE WITNESS: I don't recall. It's

1 possible.

2 BY MS. WAXMAN:

3 Q. Did you ever recommend that Ripple
4 purchase for that reason?

5 A. Probably, yes --

6 Q. Okay.

7 A. -- because it's --

8 Q. And did you ever recommend that Ripple
9 purchase XRP in the market in order to increase the
10 price of XRP?

11 MS. ZORNBERG: Objection.

12 THE WITNESS: To increase the price of
13 XRP? That's possible.

14 BY MS. WAXMAN:

15 Q. Did Ripple ever direct you to purchase in
16 order to increase the price of XRP?

17 A. I don't recall them -- not the way you
18 phrased it, no.

19 Q. Do you recall it in any other phrasing?

20 MS. ZORNBERG: Objection. I think you
21 have to ask the question.

22 MS. WAXMAN: I just did.

23 MS. ZORNBERG: Objection to form.

24 THE WITNESS: I don't recall Ripple asking
25 me -- asking us to make the price of XRP go up, if

1 that's the question.

2 BY MS. WAXMAN:

3 Q. Okay. And do you recall any other -- what
4 reasons did Ripple give you for them -- for wanting
5 to buy XRP?

6 A. Like I said earlier, I don't think that
7 they gave me any reasons. We were an execution
8 agent. We were -- if Ripple said sell, we would
9 sell. They didn't necessarily have to give us any
10 reasons.

11 THE VIDEOGRAPHER: You're covering --

12 THE WITNESS: Oh, I'm sorry.

13 BY MS. WAXMAN:

14 Q. Did you ever recommend that Ripple
15 purchase XRP in order to create an appearance of an
16 active trading market?

17 MS. ZORNBERG: Object to form.

18 THE WITNESS: I don't think so. No. I
19 mean, what do you mean when you say "an appearance"?

20 BY MS. WAXMAN:

21 Q. Did Ripple -- did Ripple ever instruct you
22 to buy XRP in order to increase the number of trades
23 in XRP?

24 MS. ZORNBERG: Object to form.

25 THE WITNESS: I don't think so. I don't

1 really understand the question, though. It's ...

2 BY MS. WAXMAN:

3 Q. Okay. That's fair.

4 Going back to the document on the last
5 page, last email, are they recommending -- or are
6 they talking about buying XRP after a Ripple
7 announcement?

8 A. In point 2, it says:

9 "Current thinking is that we
10 should use our full [REDACTED] in
11 the first 24 hours post
12 announcement on Thursday."

13 So I -- it is possible, yes.

14 Q. Okay. And other than this instance, did
15 Ripple instruct GSR to purchase XRP following
16 certain announcements?

17 A. I -- I don't recall, Daphna. It's
18 possible.

19 Q. And did you have an understanding why they
20 would want to purchase XRP following an
21 announcement?

22 A. Do I know why specifically? No, I don't
23 know why.

24 Q. And would this -- are they referring to a
25 Ripple announcement?

1 MR. HANIN: Object to form.

2 MS. ZORNBERG: Object to form.

3 THE WITNESS: I have no idea.

4 BY MS. WAXMAN:

5 Q. At the second -- at the top of the page,
6 at the -- your next email, at the very -- at 12:14,
7 at the very end of the email, you say:

8 "I would recommend increasing
9 the buying size in order to improve
10 the chances of having a lasting
11 effect on XRP prices."

12 Is that why you made the recommendation?

13 A. What recommendation?

14 Q. Increasing the buying size.

15 A. So what is the question?

16 Q. Did you want to increase the buying size
17 in order to have a lasting effect on XRP price?

18 MR. HANIN: Objection.

19 THE WITNESS: I think -- I'm guessing, and
20 I -- again, it's speculation because I don't know
21 what was happening on or around September 20th,
22 2016. But this is -- what we discussed earlier, in
23 a market that is -- I'm guessing that the market had
24 been trading very softly. When somebody steps in to
25 buy to provide support to the market, what they are

1 hoping is to stop this free fall, right? So to have
2 a lasting effect ...

3 BY MS. WAXMAN:

4 Q. Okay. Going to [REDACTED]'s email in the
5 middle of the page, she writes, at the very last
6 sentence:

7 "Just to reiterate following
8 our last call, the goal is not
9 price impact but volume."

10 What did you understand that to mean?

11 A. I have no idea what I understood it to
12 mean back then, but even now, it's not clear to me.
13 She's saying "the goal is not price impact but
14 volume." Volume of XRP trading, that particular
15 cross on any given exchange? I have no idea.

16 Q. Did she want to increase the volume of XRP
17 trading at the time?

18 MS. ZORNBERG: Objection. Asked and
19 answered.

20 THE WITNESS: Again, I -- all I know is
21 what she wrote here, and I'm not sure what she means
22 when she says "volume," because it could refer to
23 any number of different things.

24 BY MS. WAXMAN:

25 Q. And what could it refer to?

1 A. It could be the volume of XRP trading
2 against a particular cross, on a specific exchange,
3 in general.

4 Q. Could it mean all of those things?

5 A. And many more. I mean, it's completely
6 undefined.

7 Q. Well, other than the two things you
8 mentioned, could it mean anything else?

9 MR. HANIN: Objection.

10 THE WITNESS: I mean, I guess I don't
11 understand the question.

12 MS. WAXMAN: Okay. Exhibit 22, please.

13 (Whereupon, Deposition Exhibit [REDACTED] 22
14 was marked for identification.)

15 THE WITNESS: Thank you.

16 BY MS. WAXMAN:

17 Q. Mr. [REDACTED], I'm showing you what's been
18 marked as Exhibit [REDACTED] 22 which has the Bates GSR_9169
19 through -9175. I'm only going to ask you about the
20 very top email on the first page, but feel free to
21 take a look at the entire document.

22 At the very bottom of the email -- first
23 of all, what is this email about?

24 A. Well, the first sentence -- well, the
25 subject says "Rebate Program," but I mean I haven't

1 read the whole thing. The first sentence says: "We
2 thought the bug that allowed unfunded offers to be
3 posted had been fixed months ago."

4 I'd have to read the whole email to
5 remember what that bug was.

6 Q. Were you expressing a concern about XRP
7 price in the email?

8 MS. ZORNBERG: Object to form.

9 THE WITNESS: In the second paragraph, I
10 say:

11 "I am very concerned that the
12 price of XRP will continue to fall
13 tomorrow."

14 That kind of implies the price of XRP was
15 on a downward trajectory.

16 BY MS. WAXMAN:

17 Q. Were you concerned that accumulative
18 selling by Bots 2, 4 and 6 would further depress the
19 price?

20 A. Yes, in the next sentence I say that.

21 "Cumulative effect of Bots 2,
22 4 and 6 are probably took much for
23 the market to handle right now."

24 Q. And was Bot 2 related to Ripple's sales?

25 A. Correct.

1 Q. And was Bot 4 related to sales by someone
2 else?

3 A. Correct.

4 Q. And whose sales?

5 A. I believe Bot 4 is Chris Larsen.

6 Q. And what about Bot 6, whose sales were
7 related to that?

8 A. I believe that's Rippleworks.

9 Q. And did you meet -- as a result of these
10 concerns, did you make a recommendation to Ripple?

11 A. I mean --

12 MS. ZORNBERG: Objection to form. Are you
13 asking him to interpret the email or if he has an
14 independent recollection, asking him to read the
15 email?

16 BY MS. WAXMAN:

17 Q. In the email, do you make a
18 recommendation?

19 A. The email says:

20 "As I said to [REDACTED]
21 yesterday, I think the potential
22 damage from selling now outweighs a
23 positive effect of purchasing the
24 400K tranche in a few weeks."

25 So I guess I am implying that maybe it

1 doesn't -- that we should -- the sales should be
2 reduced. It's not very explicit.

3 Q. Or the sales should be paused?

4 A. Actually, in the next paragraph, it says:

5 "As such, we would recommend
6 delaying the XRP sales."

7 Q. And then at the very bottom, the last
8 sentence says:

9 "It's important that we
10 establish higher trading prices
11 after all this positive news."

12 A. Mh-hmm.

13 Q. What did you mean by that?

14 A. I think -- I don't mean we in the context
15 of GSR or Ripple or any -- I just mean like the
16 broader "we." We see higher prices.

17 Q. Well, it says we established. When you're
18 talking about "we" -- who are you talking about
19 establishing higher prices?

20 A. That's what I'm saying. I'm not saying
21 that we or Ripple or any of us have the ability to
22 establish higher prices. I think what we're
23 referring to is we, the market as a whole, get to
24 see higher prices.

25 Q. Are you recommending the buying in order

1 to establish higher prices?

2 A. No, I don't think so.

3 Q. Well --

4 A. I think what was -- what should be written
5 there, instead of "we establish" is that "we
6 observe."

7 Q. Okay. And why should that have been
8 written instead of "we established"?

9 A. Because this can lead to
10 misinterpretation. I wouldn't want anybody to think
11 that we, ourselves, were going to establish some
12 kind of a price.

13 Q. Why would you care to observe higher
14 trading prices?

15 A. A lot of the market chatter analysis in
16 crypto is technical analysis, right, where people
17 look at different levels. And this .006, that's
18 sixth-tenths of a penny, for XRP I think was an
19 important technical level. You know, support,
20 resistance, those types of things.

21 Q. So --

22 A. I get -- what I was trying to say in this
23 last sentence is, we want to have a constructive
24 market for XRP. That .006 level is an important
25 support level. So I think it's good for all -- you

1 know, it would be good for us to observe that XRP
2 holds that support level.

3 Q. And important for whom?

4 A. Like the market ecosystem. You know, to
5 illustrate this, in crypto, market participants tend
6 to have very short attention spans, and they're very
7 quick to call a digital asset a failed project if
8 the price action isn't what they expected it to be.
9 So that's why -- that's all I'm saying.

10 Q. And market participants, would that also
11 include people who are buying and selling XRP?

12 A. Yeah. Of course.

13 Q. Are speculators in XRP's price part of the
14 market -- part of whom you would include within the
15 group of market participants?

16 MR. HANIN: Objection.

17 THE WITNESS: Yes. Like any market for
18 anything.

19 BY MS. WAXMAN:

20 Q. Were you specifically talking about XRP
21 speculators when you were talking about --

22 A. No.

23 Q. -- when you were referencing people in
24 this email?

25 A. No, not at all.

1 MS. WAXMAN: Exhibit 27, please.

2 (Whereupon, Deposition Exhibit [REDACTED] 27
3 was marked for identification.)

4 BY MS. WAXMAN:

5 Q. Mr. [REDACTED], we're showing you what's been
6 marked as [REDACTED] 27, which is a document GSR_356 through
7 357. It's an email chain from mid October 2016 that
8 includes you.

9 Are you done?

10 A. Yes.

11 Q. Going back to the prior email just for one
12 moment, Exhibit 22, the concern that you were
13 talking about in the prior email, was that related
14 to any support in connection with xRapid?

15 MS. ZORNBERG: Objection.

16 THE WITNESS: I'm sorry?

17 BY MS. WAXMAN:

18 Q. The concern that you were talking about in
19 Exhibit 22, did that have anything to do with GSR's
20 support of any Ripple products such as xRapid?

21 MS. ZORNBERG: Objection.

22 THE WITNESS: I don't think so, because
23 this is from October 2016, and xRapid -- we didn't
24 start servicing xRapid until a couple years later, I
25 think.

1 BY MS. WAXMAN:

2 Q. Okay. Now, we can go back to Exhibit 27.

3 Going back to Exhibit 27 and to [REDACTED]
4 email at the very back page, is this an example of
5 Ripple directing -- telling GSR that they'd like to
6 increase their XRP sales following an announcement?

7 A. There's some typos, but I think [REDACTED] is
8 saying -- on the second to last sentence, it says:

9 "We don't want to depress the
10 rally but rather capitalize on the
11 additional volume."

12 (Reporter clarification.)

13 THE WITNESS: So I guess to answer your
14 question, it sounds like that, yes, they are trying
15 to take advantage of the fact that there are higher
16 volumes.

17 BY MS. WAXMAN:

18 Q. And were they doing that because they
19 thought they could extract more money from sales at
20 that time?

21 A. I presume so, because in the next
22 sentence, it says: "As before, if you see the
23 change" -- but I think she meant chance -- "to take
24 the money -- more money off the table, please do
25 so."

1 Q. Did you understand what she meant by being
2 opportunistic?

3 A. I have no idea what I thought of when I
4 read this four -- five years ago.

5 Q. Did GSR increase its sales following the
6 announcement based on Ripple's direction?

7 MS. ZORNBERG: Object to form.

8 THE WITNESS: I presume we did. Just from
9 reading the reply in the email. I don't --
10 obviously, I don't remember what we did five years
11 ago.

12 MS. WAXMAN: Exhibit 29, please.

13 Q. Mr. [REDACTED], I'm showing you what's been
14 marked as [REDACTED]-29, which is an email with the Bates
15 GSR_4966 through -4970.

16 (Whereupon, Deposition Exhibit [REDACTED]-29
17 was marked for identification.)

18 MS. WAXMAN: Please take a look at it and
19 let me know when you're done.

20 THE WITNESS: Should I read the whole
21 thing?

22 BY MS. WAXMAN:

23 Q. Yes.

24 Going back to the prior email, just for
25 one second, Exhibit 27, we were just talking about

1 the announcement.

2 Did you understand that based on the
3 instruction from Ripple, was the -- did they
4 understand that it would be a positive announcement
5 for Ripple?

6 MS. ZORNBERG: Objection to form.

7 THE WITNESS: I would guess so, yeah.

8 BY MS. WAXMAN:

9 Q. Okay. Now --

10 A. It wouldn't make sense to increase sales
11 if the announcement was negative.

12 Q. Okay. Now, going back to Exhibit 29, do
13 you know what the exhibit is about?

14 A. I'm not certain. I -- I -- I'm guessing
15 the clue is when Patrick writes at 1454 on the 1st
16 of November:

17 "I'm only seeing positive
18 sentiment on the news: General
19 feeling seems to be that Ripple is
20 doing well for Chris to take this
21 move."

22 I'm guessing it was that Chris Larsen
23 announced that he was going to become chairman.

24 Q. So was Ripple talking about the market's
25 reaction to that announcement that Mr. Larsen was

1 stepping down as CEO?

2 MS. ZORNBERG: Object to form.

3 THE WITNESS: I suspect that that's what
4 this whole thread is about, yes.

5 BY MS. WAXMAN:

6 Q. And did -- did Ripple direct --
7 did -- strike that.

8 Did Ripple -- was Ripple concerned that
9 that news would have a negative impact on the
10 market?

11 MS. ZORNBERG: Object to form.

12 THE WITNESS: I don't recall, but from
13 reading this thread, it would seem that way.

14 BY MS. WAXMAN:

15 Q. And did Ripple direct GSR to buy XRP
16 should the announcement cause a decline in your XRP
17 price?

18 MS. ZORNBERG: Object to form.

19 THE WITNESS: I mean, you can see Patrick
20 wrote at 1529:

21 "Please aim to protect the
22 [REDACTED] floor. Continue to operate
23 within [REDACTED] increments. Do not
24 purchase if the price is above the
25 target floor [REDACTED]"

1 So it sounds like they were willing to buy
2 back or buy XRP at eight-tenths of a cent.

3 BY MS. WAXMAN:

4 Q. Is he talking about buying back to
5 maintain a certain price floor?

6 MR. HANIN: Objection.

7 You understand the question. To the
8 extent --

9 THE WITNESS: I mean, he writes here, .008
10 floor. It's written.

11 BY MS. WAXMAN:

12 Q. Okay. Did Ripple ever direct GSR at any
13 other time to purchase in order to maintain a
14 certain price floor for XRP?

15 A. I don't recall. It's possible.

16 Q. And you say "it's possible." Why do you
17 say that?

18 A. Over the years, I mean, we discussed
19 earlier there's been periods of enormous volatility.
20 This was probably not the only time when, you know,
21 XRP prices dropped very quickly or in general,
22 market conditions were not favorable.

23 Q. So I know specifically you don't recall
24 this email, but generally, do you recall other
25 instances in which Ripple directed GSR to purchase

1 XRP in the market when the price of XRP was
2 declining?

3 A. I don't recall the specific instances. I
4 do know that -- I think I remember that we purchased
5 more than once, so by definition, there must have
6 been other instances.

7 Q. And those purchases were at the time that
8 the price was declining?

9 A. That's what would make sense. The time
10 when -- the price would decline very rapidly over a
11 short period of time, something like that.

12 Q. And the purchase -- purpose of the
13 purchases was to stabilize the price?

14 A. Presumably, yes.

15 Q. And another purchase -- purpose of the
16 purposes [sic] were to be to maintain a floor for
17 XRP, certain floor?

18 MS. ZORNBERG: Objection.

19 THE WITNESS: It's entirely possible but,
20 I mean, I can't confirm it.

21 MS. WAXMAN: Generally speaking.

22 MS. ZORNBERG: Object to form.

23 THE WITNESS: Sometimes -- in this
24 instance, it seems like there was a floor. It's
25 written here in the comment. Other instances

1 perhaps there wasn't a floor, there wasn't a
2 technical level, maybe it was they had oversold and
3 they were looking to buy back. I -- you know, there
4 could be other reasons is I guess what I'm trying to
5 say.

6 MS. WAXMAN: Exhibit 13, please.

7 (Whereupon, Deposition Exhibit [REDACTED] 13
8 was marked for identification.)

9 BY MS. WAXMAN:

10 Q. Mr. [REDACTED], I'm showing you what's been
11 marked as [REDACTED]-13, which is a document with the Bates
12 RPLI_SEC 50808 through -50814.

13 A. Uh-huh. Should I read the whole thing?

14 Q. I'm really -- yeah, why don't you quickly
15 read the whole thing, if you don't mind.

16 A. It's a long one.

17 Q. Okay. Who is [REDACTED]?

18 A. [REDACTED] is a childhood friend of mine who
19 I -- we started GSR together.

20 Q. Okay. Was he recommending certain
21 adjustments to the amount of XRP that Ripple would
22 sell in order to stabilize XRP price?

23 MS. ZORNBERG: Object to form.

24 BY MS. WAXMAN:

25 Q. I'm talking about the email -- the very

1 last email?

2 A. "I would" -- [REDACTED] says:

3 "I would recommend staying at
4 2 percent or increasing maximum to
5 two-and-a-half percent if we want
6 to keep stability in the price."

7 I think he was stepping in because I was
8 traveling or something. I saw earlier.

9 Q. I should have asked you this earlier, were
10 you Ripple's main contact at GSR?

11 A. Yes.

12 Q. And later in the email, did you -- at 6:11
13 on July 15th, did you recommend increasing the
14 amount of Ripple sales due to -- in connection with
15 an increase in XRP prices?

16 MS. ZORNBERG: Objection. Misstates the
17 email.

18 THE WITNESS: No, I don't see that. The
19 first two paragraphs just talk about what we're
20 seeing in the market. The last paragraph states:

21 "We will continue to monitor
22 throughout the weekend. Should
23 prices spike higher, we will
24 increase the percentage for Bot 2t
25 accordingly. Hopefully, volumes

1 will increase too - that would help
2 us get back on the dollar -- you
3 know, 110K per week track."

4 BY MS. WAXMAN:

5 Q. Why would you increase the percentage
6 should the prices spike higher?

7 A. Well, it sounds like we were below our --
8 well, in general terms, why would we increase the
9 percentage if price spiked higher? To achieve a
10 better net execution price.

11 Q. And to extract more from the sales?

12 A. By definition, we would extract more from
13 the sales by a higher execution price. And it
14 sounds, from this email, that we were below the 110K
15 per week goal. And so I guess we were saying if
16 prices pick up, we can take advantage of that so we
17 can get back to the target.

18 Q. And that was a target that Ripple had set?

19 A. I presume so.

20 Q. Going to the very first page of the email,
21 is there a discussion about buying XRP in the
22 market?

23 MS. ZORNBERG: Objection to form.

24 (Reporter clarification.)

25 MS. ZORNBERG: Would you like to direct

1 the witness to something you're referring to?

2 BY MS. WAXMAN:

3 Q. Going back to -- strike that.

4 Going back to page 2, in the middle of the
5 page there's an email from Patrick Griffin. And he
6 says:

7 "We should lift the bid."

8 Do you know what he's talking about there?

9 A. You don't lift bids. You hit bids and you
10 lift offers. So his syntax is wrong. I think what
11 he was trying to say is we should hit the bid.

12 Q. And what did he mean by that?

13 MR. HANIN: Objection. [REDACTED] responded
14 that what he said doesn't make any sense, so I don't
15 think he can predict what he meant by his erroneous
16 email.

17 BY MS. WAXMAN:

18 Q. What does hit the bid mean?

19 A. When you bid to buy, you offer to sell.
20 So when somebody is bidding and you hit them, you're
21 selling to them.

22 Q. Okay. Going to the very first page at the
23 top, the third email from the top, [REDACTED] says:

24 "Has there been a lot of
25 chatter and do you think this

1 points to Ripple buying."

2 Do you know what --

3 MS. ZORNBERG: Sorry. Can you point out
4 where you are?

5 MS. WAXMAN: I'm at the very top of the
6 page.

7 MS. ZORNBERG: I don't --

8 MR. HANIN: I think you mean the second
9 sentence of the -- it's a confusing page because
10 there are a number of --

11 MS. WAXMAN: Yeah. The email that starts
12 at 2055, at 8:55.

13 THE WITNESS: "We are okay with the credit
14 risk but want to think more about the resting order.
15 Has there been a lot of chatter and do you think
16 this points to Ripple buying?"

17 I suspect she's referring to the bids that
18 she talks about in the email at 4:22 on July 21.
19 And I think -- I have no way of knowing this, but I
20 think what she's getting at is she's saying do you
21 think people in the market think Ripple is the one
22 bidding for this XRP? That's the only explanation I
23 can ...

24 BY MS. WAXMAN:

25 Q. Did Ripple want people to know that they

1 were bidding on XRP in the market?

2 MR. HANIN: Objection.

3 THE WITNESS: I have -- I have no idea.

4 BY MS. WAXMAN:

5 Q. Did Ripple ever tell you that they wanted
6 to disguise their -- their selling?

7 MS. ZORNBERG: Object to form.

8 THE WITNESS: I don't recall. It's --
9 it's possible.

10 BY MS. WAXMAN:

11 Q. Was the [REDACTED] programmed in a way that
12 would disguise Ripple's trading activities?

13 MS. ZORNBERG: Objection and object to the
14 word "disguise."

15 THE WITNESS: No. The [REDACTED] was --
16 the [REDACTED] just cares about finding best
17 execution, finding the best possible price.

18 BY MS. WAXMAN:

19 Q. Was Ripple making a market in XRP at the
20 same time that it was selling XRP programmatically?

21 MS. ZORNBERG: Objection.

22 THE WITNESS: I don't think Ripple was
23 ever making a market in XRP. Do you mean were we
24 making markets in XRP at the same time as we were
25 selling XRP?

1 BY MS. WAXMAN:

2 Q. Yes. Thank you.

3 A. I think the answer to that is yes, because
4 of -- yes.

5 Q. And why would you be doing both those
6 things at the same time?

7 A. I would argue they're mutually exclusive.
8 They're different services. We started providing
9 liquidity, and as the ecosystem grew, that activity
10 lasted for at least three years, I believe, the
11 market making. And the XRP sales I think started
12 before the first activity ended. So there was a
13 period of time when there was an overlap.

14 Q. Was there a reason --

15 A. They're not -- they're not at odds with
16 each other.

17 Q. Would there be a reason to engage in both
18 at the same time?

19 MR. HANIN: Objection. Speculative.

20 THE WITNESS: Potentially, yes, I can't --
21 I mean, I don't see why not.

22 BY MS. WAXMAN:

23 Q. Did the market making activity facilitate
24 the sales activity in any way?

25 MS. ZORNBERG: Object to form.

1 THE WITNESS: I don't see the direct link.
2 I mean, the market making activity facilitated the
3 development of the ecosystem, right, and there was
4 more XRP trading interest globally. And the XRP
5 sales program sold XRP globally.

6 So yes, they're connected, but I don't see
7 the -- is the right term "causality"?

8 MS. WAXMAN: Exhibit 24, please.

9 (Whereupon, Deposition Exhibit [REDACTED]-24
10 was marked for identification.)

11 BY MS. WAXMAN:

12 Q. Mr. [REDACTED], I'm showing you what's been
13 marked as [REDACTED]-24, which is a document with the Bates
14 GSR_17355 through -17357. It's an email chain from
15 October 13th and 14th, 2016.

16 Please just take a moment to look at it
17 and let me know when you're done.

18 A. Okay.

19 Q. At the very top email, you talk about --
20 are you talking about how the [REDACTED] is coded,
21 how 2t is coded?

22 A. You mean the second sentence?

23 Q. Just in general, but I'm talking about the
24 top email.

25 A. Mh-hmm.

1 Q. Does this email refresh your memory as to
2 whether you were selling XRP and making markets in
3 XRP on behalf of Ripple at the same time?

4 A. Yes.

5 Q. And why would you want to do that?

6 MR. HANIN: Objection.

7 THE WITNESS: Well, if -- the idea here is
8 the same as earlier about getting the best possible
9 execution price. If -- if we had been sending sell
10 orders every three seconds to the -- for example, to
11 the Consensus Ledger, other market participants
12 would observe that and it wouldn't take long before
13 those people incorporated those signals into their
14 trading strategies and they try to take advantage of
15 what they've identified as a selling program.

16 So what we did was we had -- our [REDACTED]

17 [REDACTED]
18 [REDACTED]
19 [REDACTED]
20 [REDACTED]
21 [REDACTED]
22 [REDACTED] And so you

23 protect yourself from people -- you know, they call
24 this front running, right? You don't want people to
25 front run you.

1 In addition, when you're [REDACTED]
2 [REDACTED]
3 [REDACTED]
4 [REDACTED] So the
5 net execution price you offer to your customer is
6 better.

7 Q. So the purpose of disguising the sales
8 would be to get a better net execution price?

9 MR. HANIN: Objection.

10 MS. ZORNBERG: Objection.

11 MR. HANIN: It's the opposite of what he
12 said.

13 BY MS. WAXMAN:

14 Q. Answer the question, please.

15 MS. ZORNBERG: Objection.

16 BY MS. WAXMAN:

17 Q. If you understand the question.

18 MS. ZORNBERG: Objection. You're
19 misstating the witness's prior testimony.

20 THE WITNESS: Sorry, could you rephrase
21 the question again?

22 BY MS. WAXMAN:

23 Q. I'll ask a different question.

24 So what would be the purpose of disguising
25 Ripple's sales?

1 A. Well, as I said earlier --

2 MR. HANIN: Asked and answered.

3 Go ahead.

4 THE WITNESS: -- I'm trying to avoid being
5 front run by other market participants. I -- you
6 know, I don't want to -- we don't want to put up a
7 big banner saying this is what we're doing.

8 BY MS. WAXMAN:

9 Q. Did this -- did you sell and make a market
10 in XRP -- did you continue to do this on exchanges
11 as well?

12 MS. ZORNBERG: Objection.

13 THE WITNESS: Did we deploy the same type
14 of [REDACTED] on exchanges? I believe so.

15 BY MS. WAXMAN:

16 Q. So it wasn't just limited to the trading
17 that you were doing on the Ledger?

18 A. Correct.

19 Q. So you would also try to disguise -- and
20 I'm using your word here from the email -- disguise
21 the sales on exchanges?

22 MS. ZORNBERG: Objection.

23 THE WITNESS: Well, on exchanges, it would
24 be for the purpose of improving -- [REDACTED]
25 [REDACTED] would improve the

1 net execution price for our client.

2 MS. WAXMAN: Exhibit 25, please.

3 (Whereupon, Deposition Exhibit [REDACTED]-25

4 was marked for identification.)

5 BY MS. WAXMAN:

6 Q. Showing you what's been marked as [REDACTED]-25,
7 which is a document with the Bates GSR_1968. It's
8 an email to you from the generic email -- the inbox
9 [REDACTED]io dated October 14th, 2016.

10 Do you know who sent this email?

11 A. No.

12 Q. Could you have sent it to yourself?

13 A. I doubt it.

14 Q. And --

15 A. But it's possible.

16 Q. And the last paragraph, can you read that
17 into the record?

18 A. "Please note we sometimes [REDACTED]

19 [REDACTED]

20 [REDACTED]

21 [REDACTED]

22 [REDACTED]

23 [REDACTED]

24 [REDACTED]

25 [REDACTED]

1 affecting the price considerably
2 more."

3 Q. Is this another reason why you employ
4 market making at the same time that you sold XRP
5 programmatically?

6 MS. ZORNBERG: Objection.

7 THE WITNESS: Judging from the poor -- not
8 that I'm the world's best writer, but from the way
9 this is written, I suspect that this was [REDACTED]. And
10 what he's alluding to might have occurred -- what I
11 think he's alluding to might have occurred during a
12 small window of time. But in reality, I believe
13 that our -- our share of the total trading volume of
14 XRP has always been rather small.

15 I mean, over time, it has -- it has
16 decreased. But the -- you know, when -- when XRP
17 trading volumes took off as XRP started getting
18 listed on cryptocurrency exchanges worldwide, if you
19 look at the charts, you can see that the increase is
20 just absolutely staggering. I don't think we -- he
21 says here:

22 "The percentage introduced
23 would have to be increased by two
24 to five times."

25 That sounds like an exaggeration to me.

1 BY MS. WAXMAN:

2 Q. Is that an exaggeration for the later
3 periods of time or do you think it's an exaggeration
4 in October 2016?

5 A. For sure at later periods of time. But I
6 think even back in October 2016. It seems like a
7 bit of an exaggeration to me.

8 Q. Okay. But did you think that -- would the
9 sales have more of an impact on price if GSR wasn't
10 making a market in XRP at the time that it was
11 selling?

12 MS. ZORNBERG: Objection. Do you want to
13 fix a time?

14 THE WITNESS: I don't think I could make
15 that connection, no.

16 (Reporter clarification.)

17 MS. ZORNBERG: Objection. Do you want to
18 fix a time?

19 But then the witness answered. Thank you.

20 BY MS. WAXMAN:

21 Q. What is the basis for your understanding
22 that XRP trading volumes took off after listing --
23 listings on exchanges?

24 A. I think I was just saying that, you know,
25 as crypto -- cryptocurrency exchanges popped up

1 worldwide and they decided to list XRP as another
2 asset that you could trade, the overall trading
3 volume of XRP exploded. More people were able to
4 transact with XRP. That's all.

5 Q. Did Ripple play a role in the increased
6 availability of -- increased availability of XRP on
7 exchanges?

8 MS. ZORNBERG: Objection.

9 THE WITNESS: I don't know. I don't know.

10 MS. WAXMAN: Exhibit 15, please.

11 (Whereupon, Deposition Exhibit ■-15
12 was marked for identification.)

13 BY MS. WAXMAN:

14 Q. Mr. ■, I'm going to show you what's been
15 marked as ■-15, which is a document with the Bates
16 RPLI_SEC 0057021 through -7023.

17 If you go back to the bottom of page 2,
18 the email from ■ references a recommendation
19 from you with respect to purchasing XRP over a
20 longer period of time.

21 Do you see that?

22 A. Mh-hmm.

23 Q. Why did you -- did you make this
24 recommendation?

25 A. I mean, I don't recall making it but I

1 infer that from the -- what she's writing there.

2 Q. And why would you make that
3 recommendation?

4 A. Why would I recommend that they buy XRP?

5 Q. And why did you recommend that they buy
6 XRP consistently over a longer period of time?

7 A. I'm speculating, because this is five
8 years ago. But I'm guessing that, you know, the
9 price of XRP was probably in a slump, or had
10 decreased dramatically, and so, okay, well, we've
11 been selling, we're liquidity providers and we want
12 to maintain a fair, orderly market, maybe now that
13 we're down at these lower levels, we should be -- we
14 should be buying.

15 Q. Would you ever make a recommendation you
16 didn't believe was in your client's best interest?

17 MS. ZORNBERG: Objection.

18 THE WITNESS: I really hope not.

19 BY MS. WAXMAN:

20 Q. And how was the recommendation received by
21 Ripple, this recommendation to consistently buy XRP
22 over a longer period of time?

23 MS. ZORNBERG: Objection. Based on what
24 the document is saying, or are you asking if he has
25 an independent recollection?

1 BY MS. WAXMAN:

2 Q. Previously I think you said you didn't
3 have an independent recollection.

4 A. I don't have a recollection. It seems,
5 from this exchange, that -- that they didn't take
6 the recommendation, right?

7 Q. Do you know whether you instituted a
8 buying program?

9 A. I'm sorry?

10 MR. HANIN: Objection to --

11 BY MS. WAXMAN:

12 Q. Do you know whether you instituted a
13 buying program over a longer period of time on
14 behalf of Ripple?

15 MS. ZORNBERG: Objection.

16 MR. HANIN: At what period of time? For
17 what period of time?

18 THE WITNESS: Just generally?

19 BY MS. WAXMAN:

20 Q. Well, following this recommendation.

21 A. I don't recall, Daphna.

22 Q. If you go to the first page of the email,
23 the email from Patrick at 9:34, he says:

24 "We saw the price was bid up
25 pretty aggressively. Fantastic."

1 Did you understand that one of Ripple's
2 goals was to increase the price of XRP?

3 A. No. I wouldn't say that. But I'm not
4 surprised to hear that people at Ripple were happy
5 to see the price go up.

6 Q. And why were you not surprised?

7 A. Because they have, you know, large sums of
8 XRP in their treasury.

9 Q. And how much XRP did Ripple have at the
10 time?

11 A. I don't know. I don't recall. I mean,
12 I -- I think it's public information. I mean ...

13 Q. And how much -- about how much XRP does
14 Ripple have?

15 MS. ZORNBERG: Objection.

16 THE WITNESS: I'm not sure. I don't know.

17 BY MS. WAXMAN:

18 Q. One second.

19 You said -- do you know who Miguel Vias
20 is?

21 A. Yes.

22 Q. Okay. And who is Miguel Vias?

23 A. Miguel Vias was -- I forget the exact
24 title, but he was the head of markets for Ripple
25 during several years, I believe.

1 Q. Okay. And he started in late 2016?

2 A. I don't remember the dates, but -- but
3 sounds about right.

4 Q. Did Ripple continue to direct GSR to buy
5 XRP in the market during the time that Miguel was
6 part of Ripple's XRP markets team?

7 MS. ZORNBERG: Objection to form.

8 THE WITNESS: I don't remember. I don't
9 know. I don't recall. It's possible, but I don't
10 know.

11 BY MS. WAXMAN:

12 Q. Who decided which -- on which exchanges to
13 sell XRP?

14 A. I think, if I remember correctly, we would
15 propose which exchanges we thought were -- what's
16 the right word here? Appropriate. But, of course,
17 the final decision was Ripple's.

18 Q. And did the number of exchanges that
19 Ripple sold XRP on grow over time?

20 A. By definition, yes, because it started at
21 zero or one. But it -- you know, it changed over
22 time.

23 Q. In 2017, approximately how many platforms
24 did GSR sell XRP on behalf of Ripple?

25 A. I -- I don't recall, but I'm sure that

1 even between January and December of 2017, that
2 number probably changed quite a bit because I
3 believe 2017 was when this whole thing was the first
4 kind of big explosion in activity.

5 Q. Did Ripple want to increase the number of
6 platforms that it sold XRP on?

7 MS. ZORNBERG: Object to form.

8 THE WITNESS: I -- I mean, generally, I
9 guess so, yes.

10 BY MS. WAXMAN:

11 Q. Is it fair to say that the more platforms
12 it sold XRP on, the more XRP it could sell?

13 A. Not really.

14 Q. Why not?

15 A. Because I think that by 2017, the -- the
16 amount of XRP that was being sold was a function of
17 the true trading volume that we observed in the
18 market. Now, that true trading volume resulted in
19 an XRP target sale for any given day. You could
20 sell all of that XRP on one exchange if you wanted
21 to. You didn't have to split it up across all the
22 other different venues.

23 But having said that, the fact that the
24 sales target was a function of the total reported
25 trading volume means that if there are more

1 exchanges, and they're legitimate exchanges, and
2 they get factored into calculating the total trading
3 volume, by definition, it will result in a larger
4 amount of XRP being sold.

5 Q. Would you ever recommend that Ripple sell
6 all its XRP on one exchange?

7 A. No.

8 MS. ZORNBERG: Object to form.

9 BY MS. WAXMAN:

10 Q. Why not?

11 A. Most crypto exchanges, to this day,
12 exhibit all sorts of risks, technical, credit risks,
13 et cetera. So it would be very risky to put
14 everything on any one given exchange.

15 Another reason why you might want to sell
16 across other exchanges is, you know, there might not
17 be sufficient liquidity within any one given
18 exchange if there's a large volume that you're
19 trying to sell.

20 Q. And if there wasn't sufficient liquidity
21 that would impact the price?

22 MS. ZORNBERG: Object to form.

23 THE WITNESS: If you try to sell a large
24 amount of XRP on one exchange that have insufficient
25 liquidity, the price of XRP on that exchange would

1 suffer as a result, yes, in all likelihood.

2 BY MS. WAXMAN:

3 Q. Did you have any understanding of what
4 factors Ripple considered or what Ripple considered
5 when deciding which exchanges to sell XRP on?

6 MS. ZORNBERG: Object to form.

7 THE WITNESS: No. I know the factors that
8 we considered important, but I don't know -- I
9 wasn't part of the internal conversations at Ripple.

10 BY MS. WAXMAN:

11 Q. Did you ever provide feedback to Ripple on
12 which exchanges to sell XRP on?

13 A. Yes.

14 Q. And were there any platforms that you told
15 Ripple not to sell XRP on?

16 A. In all likelihood, yes.

17 Q. And why would you recommend not to trade
18 on a particular platform?

19 A. So it was important for us to -- the sales
20 program was something that was a long-term program,
21 right. We're trying to maintain fair and orderly
22 markets during this time. We're trying to introduce
23 a supply that is appropriate, proportional to the
24 trading volume and interest in the market at the
25 time.

1 In 2017, a lot of the exchanges that all
2 of a sudden popped up grossly inflated the trading
3 volumes that they reported because they -- I suspect
4 it's because it was a way for them to attract retail
5 users. And so we felt it wasn't -- it didn't make
6 any sense to use those inflated volumes into
7 calculating -- into our assessment of what the real
8 trading volume was of XRP.

9 Does that make sense?

10 Q. Did you recommend that Ripple not sell on
11 certain exchanges that had fake volume?

12 A. Probably did, yes.

13 Q. Did you take any other actions --

14 A. And it's not just because they have fake
15 volumes. In these exchanges, their standards are
16 pretty low. So, you know, we would operate on
17 exchanges and sometimes you would receive fills
18 three days later. You know, like I said, crypto is
19 still in its teething phase.

20 Q. What was the concern specifically related
21 to -- what was the concern related to fake volume?
22 Why wouldn't you want Ripple to sell on an exchange
23 that had fake XRP value?

24 A. Well, there's two things. One is if you
25 use the fake volumes to determine total trading

1 volume, then you're going to introduce more XRP than
2 the market can really take because you're not using
3 real data. It's fake, by definition.

4 So we felt it was important that we should
5 leave those out of our calculation of total trading
6 volume.

7 Now, specifically to the exchange, if it's
8 an exchange that is reporting fake volumes, why do
9 you trust anything that that exchange is doing. We
10 could deposit the XRP and they could do, like, what
11 was it, Quadriga, the founder went to India and
12 disappeared? It's happened before. So ...

13 Q. What did you mean by inserting more XRP
14 than the market could take?

15 MS. ZORNBERG: Object to form.

16 THE WITNESS: It was our view that the
17 amount of XRP that was -- the appropriate amount of
18 XRP that could be sold on any given day was a
19 function of the total trading volume of XRP. So if
20 we want to figure out what the correct, true,
21 appropriate number is, we need to be referencing
22 what we think the correct, true total trading volume
23 is.

24 Otherwise, you know, some new exchange
25 pops up and says they trade ten times as much as all

1 the other exchanges put together. If we factor that
2 into our formula, we're now going to be selling ten
3 times as much XRP. And, in fact, nothing has
4 changed. This is just noise.

5 BY MS. WAXMAN:

6 Q. Were you concerned that the selling would
7 have an impact on price?

8 MS. ZORNBERG: Object to form.

9 THE WITNESS: I mean, yes. I'm tasked
10 with doing a long-term execution program. And
11 I'm -- yes, I'm trying to achieve the best result
12 for my client.

13 BY MS. WAXMAN:

14 Q. And when you say the "best result," you're
15 talking about most amount of proceeds?

16 A. That's one way to measure it, yeah.

17 MS. WAXMAN: Exhibit 41.

18 (Whereupon, Deposition Exhibit ■■■ 41
19 was marked for identification.)

20 BY MS. WAXMAN:

21 Q. Mr. ■■■, I'm showing you what's been
22 marked as GSR_3236 through 3238. It's an email
23 chain from January 2019, and you're copied there.

24 A. Mh-hmm.

25 Q. At the very first page, you reference

1 certain exchanges. Was it your understanding that
2 those exchanges had fake volume?

3 A. Yes.

4 Q. And --

5 A. Mostly fake, as I say.

6 Q. And did Ripple request that GSR onboard
7 with these exchanges?

8 A. I don't recall, but from reading my
9 message, they're asking us to integrate with more
10 exchanges. It seems like they were asking us to
11 have a look, yeah.

12 Q. Okay. And did you tell Ripple that you
13 believed that these exchanges potentially have fake
14 volume?

15 A. I don't recall doing so, but I probably
16 did.

17 Q. Okay. And did you recommend that Ripple
18 not sell on those exchanges?

19 A. Again, I don't recall, but I probably did.

20 Q. And did they -- how did they receive that
21 recommendation?

22 A. I don't think we ever sold on any of
23 these. Perhaps small amount on Bittrue, but I don't
24 think we ever integrated on any of those other
25 exchanges.

1 MS. WAXMAN: Exhibit 42, please.

2 (Whereupon, Deposition Exhibit ■ 42
3 was marked for identification.)

4 BY MS. WAXMAN:

5 Q. You can leave out 41. Showing you what's
6 been -- you can take -- you can leave out
7 Exhibit 41. I'm going to reference it.

8 A. Oh, okay.

9 Q. I'm showing you what's been marked as
10 ■ 42, which is a document with the Bates RPLI_SEC
11 1029362 through -364, which is an email chain from
12 March 2019. It appears to provide the list of
13 exchanges that Ripple sold XRP on in 2018 and 2019.

14 Do you see that?

15 A. Yeah.

16 Q. Okay. Using Exhibit 42, did Ripple sell
17 XRP on any of the exchanges you identified in
18 Exhibit 41 that had potentially fake volume?

19 A. Yes. And I stand corrected. I will --
20 it's important to note the relative percentages.

21 Q. What is important to note about the
22 relative percentages?

23 A. Well, when you look at Exhibit 41, if you
24 look at the second page and you look at how --

25 Q. You mean Exhibit 42?

1 A. No. 41.

2 Q. 41. Okay.

3 A. The second page, you look at those crosses
4 and the distribution of volumes, the reason why all
5 those percentages are different is probably because,
6 in a sense, they're building in their assessment of
7 how much of what happens at Bithumb they think is
8 real. Am I -- are you following me?

9 For example, they -- we're selling
10 .275 percent of XRP against Korean won at Bithumb,
11 and yet we're doing double that for XRP versus BNB
12 on Binance.

13 Now, the reason why one is twice as large
14 as the other, I suspect, is because I felt like the
15 Binance volumes were more true, more believable,
16 than the ones at Bithumb. So following that logic,
17 when you look at the distribution of sales, you'll
18 notice that Bitlish is a very, very small number.

19 Q. So --

20 A. Bitlish being one of the exchanges that we
21 didn't really trust.

22 Q. So two things. Did you sell less XRP on
23 certain exchanges that had potentially fake volume?

24 A. I think what ended up happening is that we
25 targeted less -- if we had just used the recorded

1 volumes from those less trustworthy exchanges, we
2 would have sold much more XRP there than we actually
3 did.

4 Q. So you calibrated the sales on certain
5 exchanges to account for the fake volume?

6 A. I would guess so.

7 MS. WAXMAN: Exhibit 65, please.

8 (Whereupon, Deposition Exhibit [REDACTED]-65
9 was marked for identification.)

10 BY MS. WAXMAN:

11 Q. Mr. [REDACTED], I'm showing you what's been
12 marked Exhibit [REDACTED]-65, which is a document with the
13 Bates RPLI_SEC 0303609. It appears to be a Slack
14 message dated May 1st, 2019. You are among
15 recipients in the "to" line. The sender is
16 [REDACTED].io.

17 What is an [REDACTED].io?

18 A. Head of trading.

19 Q. And just stepping back, did you use Slack
20 to communicate with anyone at GSR?

21 A. Yes.

22 Q. Okay. And during what period of time did
23 you use Slack to communicate?

24 A. I -- I -- I don't recall. When we -- when
25 I personally started using Slack. I know I was one

1 of the latest guys at GSR and people weren't very
2 happy with me.

3 Q. When did anyone at GSR begin to use Slack
4 to communicate with people at Ripple?

5 A. Oh, with people at Ripple? I -- we -- I
6 don't know that we used Slack to communicate with
7 people at Ripple very much at all.

8 Q. Is this --

9 A. It was not the normal -- perhaps there
10 were some Slack groups, but it's not the normal form
11 of communicating with Ripple. If there was
12 communications between Ripple and GSR using Slack,
13 it was probably, most of the time, the tech teams
14 coordinating or talking about integrations or stuff
15 like that. Not so much from Biz Dev.

16 Q. And how did you -- what was the primary
17 way you communicated with Ripple, people at Ripple?

18 A. Email. Phone calls.

19 Q. And going to the email, did you receive
20 this -- were you on this Slack message?

21 A. I -- I presume so. I remember seeing
22 this -- this breakdown of exchanges.

23 Q. And why did GSR provide this breakdown of
24 information to Ripple?

25 A. This shows how we viewed the

1 trustworthiness, I guess is the best term, of crypto
2 exchanges as of May 2019.

3 Q. And -- and what -- how did you -- what
4 were Tier 3 exchanges?

5 A. The less trustworthy.

6 Q. And Ripple sold XRP on these exchanges, in
7 the Tier 3 exchanges?

8 A. It seems like from Exhibit 42, in March,
9 so a few months prior to this message, it seems like
10 we did sell some XRP on Bitlish, ZBG, and Bitmax,
11 oh, and Bitforex.

12 Q. How was GSR compensated for executing
13 programmatic -- I'm finished with that document.

14 How was GSR compensated for executing
15 Ripple's programmatic sales?

16 A. We -- we are -- we keep a [REDACTED]
17 [REDACTED].

18 Q. Did you keep a small -- did you get that
19 in XRP?

20 A. No. I don't think so.

21 Q. Did you ever receive units of XRP as
22 compensation from Ripple?

23 MS. ZORNBERG: Object to form.

24 MR. HANIN: Objection as to time and
25 program --

1 BY MS. WAXMAN:

2 Q. In connection with programmatic sales?

3 A. I don't recall. I don't think so, but I
4 don't recall.

5 Q. Okay. Did GSR execute sales on -- sales
6 of XRP on behalf of certain -- current or former
7 Ripple employees?

8 A. Yes.

9 Q. Which ones?

10 A. Chris Larsen, Brad Garlinghouse. I --
11 there was a senior engineer with a -- sound
12 terrible. I forgot his name. I think he had a
13 Greek name.

14 Q. [REDACTED]?

15 A. That's it. [REDACTED].

16 Patrick Griffin. And we -- I think we did
17 a small program for the ex-CFO, Ron Wills. That's
18 all I can remember right now.

19 Q. Did GSR also sell for certain -- strike
20 that.

21 So when you -- when you sold for those
22 individuals, was the overall strategy -- sales
23 strategy the same as the strategy for -- that you
24 put in place for Ripple?

25 A. Generally, yes.

1 Q. Were there any deviations?

2 MS. ZORNBERG: Object to form.

3 THE WITNESS: Yes.

4 BY MS. WAXMAN:

5 Q. What were they?

6 A. When we started the XRP sales program back
7 in -- you probably know the exact date, in 2015
8 or '16, I can't remember when exactly it was, we
9 were using the tech stack that we developed starting
10 in 2013. That tech stack was limited in what it
11 allowed us to do.

12 And so when we -- when we performed the
13 programmatic sales program, we didn't segregate all
14 of the different accounts. We would sell on behalf
15 of Ripple and Mr. Larsen, for example, and the XRP
16 would -- would be in one pot, it would be
17 distributed to the exchanges where we were selling
18 it. The proceeds would come back to us, and then we
19 would distribute the proceeds proportionately to
20 however much Ripple and Mr. Larsen was intending to
21 sell. So the net execution price that they each
22 received was identical. We didn't favor anybody.
23 It was always the same.

24 In summer of 2017, in Q3 of 2017, we hired
25 a new CTO who started developing a new tech stack

1 which was much more powerful and allowed us to
2 segregate accounts. And as a result, the net
3 execution price was no longer exactly the same for
4 everybody, for obvious reasons.

5 Q. You could adjust -- you could address --
6 adjust the code for certain individuals?

7 A. If we wanted to, we could have used
8 different execution [REDACTED] for the different
9 individual accounts. Now, as I mentioned earlier,
10 the execution [REDACTED] is something that is not
11 just for Ripple. We do this on behalf of other
12 clients with other digital assets. And so I guess
13 we provide all of our clients with our best and most
14 up-to-date [REDACTED] at any given moment in time.

15 Q. So going back to the earlier time period,
16 pre Q3 2017, where everybody had this identical net
17 execution price.

18 A. Yeah.

19 Q. I want to make sure I understand.

20 So all of the XRP from Ripple and all of
21 the individuals was commingled in one account?

22 A. Yes.

23 Q. And all the proceeds from the sales of all
24 of that XRP was in one account?

25 A. Yes.

1 Q. And you distributed the pro -- and how did
2 you know how much to distribute from the -- to each
3 individual?

4 A. So the different clients had different
5 sales targets that were all different percentages of
6 the [REDACTED]. So, say, for example,
7 Ripple was targeting 1 percent, and Mr. Larsen was
8 targeting 1 percent, then they're both 50/50, and we
9 would split the proceeds 50/50. If it was 1 percent
10 and .1 percent, Ripple would get ten-elevenths,
11 Mr. Larsen would get one-eleventh of the proceeds.

12 Q. And how did -- where did the payouts come
13 from?

14 A. The payouts, if I remember correctly, came
15 from Bitstamp using RCL. So we issued Bitstamp IOUs
16 on the Ripple Consensus Ledger.

17 Q. You would wire -- you would wire proceeds
18 to Bitstamp -- to Bitstamp?

19 A. No. It's not -- it's not a wire. The --
20 Bitstamp would issue an IOU on the Ripple Consensus
21 Ledger for X amount of dollars, which Ripple or
22 Mr. Larsen or whoever could redeem using Bitstamp.

23 Q. Okay. Beginning in Q3 2017, where you
24 could -- going back to that -- the IOUs on Bitstamp,
25 during what time period did that happen?

1 A. Honestly, I don't recall most of it. In
2 fact, for Ripple, I think that's how we did all the
3 payouts.

4 Q. At some point, did you start sending
5 proceeds to [REDACTED]?

6 A. To [REDACTED], for Ripple?

7 Q. For either Ripple or any of the
8 individuals.

9 A. I don't think we ever did it for Ripple,
10 no.

11 Q. Did you send -- at some point did you
12 start sending proceeds for the individuals to -- to
13 a bank account?

14 A. It's possible, yes.

15 Q. And which individuals?

16 A. Honestly, I don't recall, Daphna.

17 Q. And then going back to Q3 2017 where you
18 had a new tech stack, did that allow you to adjust
19 trading strategies on an individualized basis?

20 A. To be clear, we hired the new CTO in
21 September of 2017. It took him about six months for
22 us to be able to start transitioning to the new tech
23 stack. So we probably only really started using the
24 new tech stack in Q1 of 2018.

25 But to answer your question, yes, with the

1 new tech stack, we could run independent [REDACTED] for
2 the different accounts.

3 Q. And when you say "independent [REDACTED]" you
4 mean a different [REDACTED] than you were running for
5 Ripple?

6 A. We could have if we wanted to. We could
7 have used a different execution [REDACTED].

8 Q. And did you use a different execution
9 [REDACTED] for any of the individuals we just spoke
10 about?

11 A. I -- I don't think so. I don't think so.
12 I can't imagine why we would have.

13 Q. Okay. Did GSR also sell for certain
14 charities that had a relationship with Ripple?

15 A. Yeah.

16 MS. ZORNBERG: Object to form.

17 BY MS. WAXMAN:

18 Q. And which charities?

19 A. Rippleworks and [REDACTED]
20 [REDACTED]

21 Q. And when you sold the XRP for these
22 charities, was the overall strategy -- sales
23 strategy the same as the strategy you had for
24 Ripple?

25 A. From my point of view, I'm always trying

1 to give our clients best execution, so yes, we were
2 trying to give everybody best execution, which is
3 why everybody used the same most up-to-date
4 execution [REDACTED].

5 Q. And would you also recommend at times that
6 they pause their XRP sales if the market price was
7 declining?

8 A. Probably, yeah.

9 Q. And would you also recommend that they
10 reduce their sales if -- if the market price of XRP
11 was declining?

12 MS. ZORNBERG: Object to form.

13 THE WITNESS: I -- I probably did tell
14 them, yes, look, I think we're in a -- in a slow
15 period in the market. Price is very low. It
16 doesn't make a lot of sense to be selling at these
17 levels. Probably, yeah.

18 BY MS. WAXMAN:

19 Q. Did you give these same recommendations to
20 Mr. Larsen?

21 MR. HANIN: Objection as to which
22 recommendations, but ...

23 THE WITNESS: You mean my views on market
24 prices? Probably, yes.

25 / /

1 BY MS. WAXMAN:

2 Q. Did you try to -- did you -- did you view
3 your role as trying to obtain best execution for
4 Mr. Larsen?

5 A. I think that was one of the main things we
6 were hired for, yes.

7 Q. Did you view your role from -- from
8 Mr. Garlinghouse was to obtain best execution for
9 Mr. Garlinghouse's XRP sales?

10 A. Yes.

11 Q. And did you recommend -- did you make
12 recommendations to Mr. Garlinghouse that he pause
13 sales when the price of XRP was going down?

14 A. I don't recall making those
15 recommendations to Mr. Garlinghouse.

16 Q. Did you make any recommendations to
17 Mr. Garlinghouse regarding his XRP sales?

18 A. I don't -- it's possible. I don't recall.

19 Q. With respect to Mr. Larsen, did you ever
20 recommend that he increase his sales of XRP at
21 certain points in time?

22 A. Probably.

23 Q. And would you have -- did you make that
24 recommendation for the same reason that you made the
25 recommendation to Ripple?

1 MS. DEARBORN: Object to form. Vague as
2 to time.

3 THE WITNESS: I mean, to the point where
4 if the price is depressed, I tell our clients, I
5 don't think it makes sense to be selling down here.
6 The flip side of that argument is the market has
7 spiked higher, there's good liquidity and the price
8 is two times where it was yesterday. Probably makes
9 sense to take advantage of better market conditions.

10 BY MS. WAXMAN:

11 Q. Did Mr. Larsen direct you to increase
12 sales based on those recommendations?

13 MS. DEARBORN: Object to form.

14 THE WITNESS: I wouldn't know whether it
15 was my recommendation or some other reason why he
16 may or may not have done something. It's impossible
17 for me to know.

18 BY MS. WAXMAN:

19 Q. Did he direct you to increase sales at
20 certain times?

21 MS. DEARBORN: Object to form.

22 THE WITNESS: I don't recall. It's
23 possible.

24 BY MS. WAXMAN:

25 Q. Did Mr. Larsen want to extract as much USD

1 as possible from his XRP sales?

2 MS. DEARBORN: Object to form.

3 THE WITNESS: I have no way of knowing
4 that.

5 BY MS. WAXMAN:

6 Q. Did Mr. Garlinghouse want to extract as
7 much USD as possible from his XRP sales?

8 MR. LEVANDER: Object to form.

9 THE WITNESS: Same thing. I have no way
10 of knowing that.

11 BY MS. WAXMAN:

12 Q. But you understood your role to be to get
13 best execution for Mr. Larsen's XRP sales, correct?

14 A. Mh-hmm.

15 Q. And you had the same understanding as to
16 your role for Mr. Garlinghouse's XRP sales?

17 A. If I'm being tasked with a liquidation
18 program, I'm going to give my clients the best
19 possible execution.

20 (Reporter clarification.)

21 BY MS. WAXMAN:

22 Q. Did you have any understanding who was
23 buying the XRP that you sold on either -- on behalf
24 of either Ripple, Mr. Larsen or Mr. Garlinghouse?

25 A. No.

1 Q. Did Ripple care who was buying the XRP --

2 MS. DEARBORN: Objection.

3 MR. HANIN: Objection.

4 BY MS. WAXMAN:

5 Q. -- that you sold on their behalf?

6 A. I have no way of knowing that.

7 Q. Did Ripple ever ask you not to sell to
8 certain persons?

9 A. Not that I can recall, but I'm confused by
10 the questioning, because, as we discussed earlier,
11 we don't know who we're facing off with.

12 Q. Would there be any way to figure it out?

13 MS. ZORNBERG: Object to form.

14 THE WITNESS: For us, no. Not that I know
15 of.

16 BY MS. WAXMAN:

17 Q. Did Ripple ever ask you to make sure U.S.
18 persons were not buying XRP from GSR?

19 A. I think that -- I don't remember the exact
20 details, but I do know that at some point, some
21 moment in time, we stopped selling XRP on exchanges
22 that catered to U.S. persons.

23 Q. And at what point in time?

24 A. When did they ask us?

25 Q. (Nods head.)

1 A. I don't recall.

2 Q. And was that on behalf of Ripple?

3 A. Yes. I think so. Yes.

4 Q. And who told you to stop selling?

5 A. I don't recall.

6 Q. I just want to clarify, they told you to
7 stop selling on exchanges that catered to U.S.
8 persons?

9 A. That's my recollection, yeah.

10 Q. So did that include U.S. exchanges and
11 foreign exchanges that allowed U.S. users?

12 A. I think so, yeah. That's why they
13 would -- that's why I phrased it that way.

14 Q. Okay. And sorry if I asked you this.
15 When they told you to stop selling, was that over
16 email or a phone call?

17 A. I don't recall.

18 Q. Okay. And why did they tell you to stop
19 selling to exchanges that catered to U.S. users?

20 A. I -- I have no idea. I mean, what was
21 going through their mind. I mean, I can speculate
22 on -- but --

23 MR. HANIN: Don't speculate.

24 BY MS. WAXMAN:

25 Q. I don't want you to speculate.

1 When they told you this, were you still
2 selling XRP programmatically on behalf of Ripple?

3 A. When they told us to stop selling XRP on
4 exchanges that catered to U.S. persons? Well, by
5 definition.

6 Q. So it would have to be during the period
7 of time that you were selling XRP programmatically?

8 A. I guess so.

9 Q. Did you -- as a result of that direction,
10 did you stop selling XRP on certain exchanges that
11 catered to U.S. persons?

12 A. Of course.

13 Q. And which ones did you stop selling XRP
14 on?

15 A. I -- I don't recall the exact ones, but I
16 suspect Coinbase would have been one of them, you
17 know -- honestly, I don't recall the different ones.
18 Coinbase is an obvious one.

19 Q. Did they tell you which exchanges to stop
20 selling on?

21 MS. ZORNBERG: Objection. Asked and
22 answered.

23 THE WITNESS: I don't recall. It's
24 possible that they told us which specific ones.
25 They probably did. But I don't recall.

1 BY MS. WAXMAN:

2 Q. Did you have to do any investigation into
3 which exchanges catered to U.S. persons?

4 MR. HANIN: Objection to the form. Had to
5 do it, but ...

6 THE WITNESS: Did GSR have to -- I mean,
7 we probably did it, but I doubt that -- I mean, we
8 weren't -- we would not have been the ultimate
9 arbitrator, right?

10 BY MS. WAXMAN:

11 Q. Did GSR take any steps to -- to understand
12 whether certain exchange catered to U.S. users?

13 A. Yes. I mean, maybe this isn't relevant to
14 this particular line, but the day immediately after
15 the SEC filed the lawsuit against Ripple, we looked
16 at all of our XRP trading activity, GSR's, in
17 conjunction with selling program, others, ODL, et
18 cetera, and we ensured that we were no longer
19 trading XRP on any exchange that catered to U.S.
20 persons. So for that exercise, we most certainly
21 did that research, yeah.

22 Q. Prior to the time that Ripple directed you
23 to stop selling on exchanges that catered to U.S.
24 persons, did GSR take any steps to understand
25 whether certain exchanges did, in fact, cater to

1 U.S. users?

2 A. We probably did as a normal course of
3 business, of understanding, you know, how the
4 exchanges were developing.

5 Q. But prior to the time that Ripple told you
6 to stop selling on exchanges that cater to U.S.
7 persons, they never asked you to not sell to U.S.
8 persons, correct?

9 MR. HANIN: Objection. And tautological.

10 MS. ZORNBERG: Yeah. And can you also
11 just fix the time? I don't think the witness's
12 testimony is clear as to timing. The question is
13 making it more unclear.

14 BY MS. WAXMAN:

15 Q. Did Mr. Garlinghouse ever ask you to make
16 sure not to sell XRP on his behalf to U.S. persons?

17 A. I don't recall. It's possible.

18 Q. What about Mr. Larsen?

19 A. The same, Daphna. I'm not sure.

20 Q. Did Ripple ever instruct you to sell XRP
21 to people who would commit not to resell to US
22 customers?

23 MS. ZORNBERG: Object to form.

24 THE WITNESS: I don't recall. I don't
25 think so. I don't recall.

1 BY MS. WAXMAN:

2 Q. Same question for Mr. Larsen?

3 A. Same answer.

4 Q. Same question for Mr. Garlinghouse?

5 A. Same answer.

6 Q. Did you ever have an understanding whether
7 the XRP you sold on a foreign platform entered the
8 United States?

9 A. The XRP, sorry?

10 Q. The XRP that GSR sold on foreign
11 platforms, did that -- did you know whether that XRP
12 ever entered the United States?

13 MS. ZORNBERG: Objection.

14 THE WITNESS: How do you define XRP
15 entering the United States?

16 BY MS. WAXMAN:

17 Q. Did you ever know if the XRP that you sold
18 on a foreign platform was sold to a U.S. person?

19 MS. ZORNBERG: Objection.

20 THE WITNESS: I have no way of knowing
21 that.

22 BY MS. WAXMAN:

23 Q. If you wanted to -- could you restrict the
24 XRP you sold from being purchased by a U.S. person?

25 A. GSR? No. Because -- in the sense that we

1 would operate on exchanges that would not allow U.S.
2 persons or entities to onboard, so it's our
3 understanding that if we're trading XRP there, it's
4 not with a U.S. person. But if we sell XRP to Joe
5 Block on this exchange and Joe Block turns around
6 and withdraws it and sells it to an American, I have
7 no way of controlling that.

8 Q. When you executed trades on behalf of
9 Ripple, were you restricted in any way as to who you
10 could sell to?

11 MR. HANIN: Objection. Vague. Asked and
12 answered. But ..

13 THE WITNESS: It's not -- we didn't work
14 like that. We were directed as to which exchanges
15 we should sell on.

16 BY MS. WAXMAN:

17 Q. Did they sell you -- direct you to sell
18 XRP on exchanges within the United States?

19 MS. ZORNBERG: Objection.

20 THE WITNESS: I -- I guess so, because
21 Coinbase was one of the exchanges where we sold XRP,
22 right, so ...

23 BY MS. WAXMAN:

24 Q. Did they direct to you sell XRP on
25 Coinbase?

1 A. I presume so, I don't --

2 Q. Did they direct to you sell XRP in U.S.
3 exchanges?

4 A. It's possible. I'd have to look at the
5 list of exchanges and -- I guess so.

6 Q. Do you want to look at the document 42?

7 MR. HANIN: Are you asking about whether
8 he received a specific direction to trade on an
9 exchange or just --

10 MS. WAXMAN: No --

11 MR. HANIN: -- a general direction to
12 trade?

13 BY MS. WAXMAN:

14 Q. Generally did Ripple instruct GSR to sell
15 XRP on its behalf on U.S. exchanges?

16 MS. ZORNBERG: Objection.

17 THE WITNESS: I can see from Exhibit 42 on
18 the list of exchanges, I can see Poloniex, which I
19 don't recall if, back in March of '19, it was a U.S.
20 exchange or not. I can see Kraken, which I think
21 was a U.S. exchange but I'm not entirely sure. I
22 don't see Coinbase on this list.

23 BY MS. WAXMAN:

24 Q. Was Bittrex a U.S. exchange?

25 A. I don't know, because Bittrex also --

1 remember they spun out their international entity.
2 And I'm not sure if this is referencing Bittrex U.S.
3 or Bittrex International. It's possible that it's
4 referencing Bittrex International because I think
5 once they spun off the international entity, they
6 pushed all the non-U.S. people to the international
7 entity.

8 Q. Did they spin -- to your knowledge, when
9 did that happen?

10 A. I don't recall.

11 MR. HANIN: Daphna, when we finish this
12 line of questions, is it a good time for a break?
13 We've been, again, going a healthy period of time.

14 MS. WAXMAN: Sure.

15 MR. HANIN: Trying to be as --

16 MS. WAXMAN: Sure.

17 MR. HANIN: -- accommodating as possible.

18 MS. WAXMAN: Just two more minutes, if
19 that's okay.

20 MR. HANIN: Okay.

21 BY MS. WAXMAN:

22 Q. When you executed trades on behalf of
23 Ripple, were you restricted in the amount of XRP you
24 could sell?

25 A. I don't understand the question.

1 Q. Could you sell millions of units to one
2 single buyer?

3 MS. ZORNBERG: Objection.

4 THE WITNESS: Technically, I guess so.
5 If -- if there happened to be -- I would never have
6 known on an exchange if that bid was one buyer or
7 many buyers, because sometimes they'll stack the
8 orders at the same price point. Technically, I
9 guess.

10 BY MS. WAXMAN:

11 Q. When you executed trades on behalf of
12 Ripple, were you restricted to sell only to people
13 who would use the XRP as a means to pay for goods
14 and services?

15 MS. ZORNBERG: Objection.

16 THE WITNESS: No, I don't think so.

17 BY MS. WAXMAN:

18 Q. When you executed trades on behalf of
19 Ripple, were you restricted to sell only to people
20 who would use the XRP in a cross-border payment?

21 A. No.

22 Q. Were you restricted to selling the XRP to
23 banks?

24 A. No.

25 Q. Were you restricted in selling the XRP to

1 any financial institution?

2 A. No.

3 Q. When you executed trades on behalf of
4 Ripple, were you restricted to selling XRP to money
5 transmitters?

6 A. No.

7 Q. Same questions for Mr. Larsen. When you
8 executed trades on behalf of Mr. Larsen, were you
9 restricted in the amount of XRP you could sell?

10 A. No.

11 Q. Were you restricted to sell to -- only to
12 people who would use the XRP to pay for goods or
13 services?

14 A. No.

15 Q. Were you restricted to sell only to people
16 who would use it in a cross-border payment?

17 A. No.

18 Q. Were you restricted to people who would
19 only sell it to banks or other financial
20 institutions?

21 A. No.

22 Q. Were you restricted to people who would
23 only -- were you restricted to sell it to only money
24 transmitters?

25 A. No.

1 Q. Same questions for Mr. Garlinghouse.

2 A. No.

3 Q. Were you restricted in the way you could
4 sell XRP in any way?

5 A. No.

6 MS. WAXMAN: Let's take a break.

7 THE WITNESS: Sorry, you said in any way.
8 That's very broad.

9 MR. HANIN: And subject to the testimony
10 before, I mean ..

11 BY MS. WAXMAN:

12 Q. I'll just say, when you executed trades on
13 behalf of Mr. Garlinghouse, were you restricted in
14 the amount of XRP you could sell?

15 MR. HANIN: Objection.

16 THE WITNESS: Subject to the sales targets
17 that we had, the answer is no, of course.

18 BY MS. WAXMAN:

19 Q. Were you restricted to only sell to people
20 who would use it as a means to pay for goods and
21 services?

22 A. No.

23 Q. Were you restricted to sell only to people
24 who would use it in connection with a cross-border
25 payment?

1 A. No.

2 Q. Were you restricted to sell only to banks
3 or other financial institutions?

4 A. No.

5 Q. Were you restricted to only sell to money
6 transmitters?

7 A. No.

8 MS. WAXMAN: Let's go off the record.

9 THE VIDEOGRAPHER: Going off the record at
10 12:08 p.m.

11 (Whereupon, a lunch recess was taken.)
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1 AUGUST 11, 2021

1:14 P.M.

2 P R O C E E D I N G S

3 AFTERNOON SESSION

4 THE VIDEOGRAPHER: We're going back on the
5 record at 1:14 p.m.

6 BY MS. WAXMAN:

7 Q. Mr. [REDACTED], where do you currently reside?

8 A. In [REDACTED].

9 Q. And do you have U.S. citizenship?

10 A. No.

11 Q. Do you have a green card?

12 A. Not anymore.

13 Q. Throughout the period, the sales of XRP
14 that GSR executed on behalf of Ripple, was that in
15 exchange for consideration?

16 MS. ZORNBERG: Object to form.

17 THE WITNESS: What does "consideration"
18 mean?

19 BY MS. WAXMAN:

20 Q. Something -- was it in exchange for
21 something of value?

22 MS. ZORNBERG: Objection.

23 MR. HANIN: Objection. It's vague,
24 but ...

25 / /

1 BY MS. WAXMAN:

2 Q. Did Ripple sell -- give away the XRP for
3 free?

4 MS. ZORNBERG: Objection.

5 THE WITNESS: No. You're asking -- the
6 XRP sales program was a business activity that GSR
7 performed for -- for Ripple and we were paid a fee
8 for that.

9 BY MS. WAXMAN:

10 Q. I want to clarify. I'm talking about
11 Ripple -- I'm talking about what Ripple got in
12 exchange for its selling of XRP. Was that in -- did
13 Ripple give away the XRP for free?

14 MS. ZORNBERG: Objection.

15 BY MS. WAXMAN:

16 Q. It seems like a very obvious question, and
17 a very silly question. I apologize. It is a very
18 silly -- a simple question.

19 A. We never sold XRP for zero.

20 Q. Okay. So you would sell it for --

21 A. From different units of value.

22 Q. Okay. And same question for the
23 individuals. Did you ever give away XRP that the
24 individuals held for free?

25 A. No.

1 Q. And did you always sell the XRP for
2 individuals for -- for something of value?

3 A. Yes.

4 Q. Throughout the period, GSR made efforts on
5 behalf of Ripple to maintain orderly markets for
6 XRP?

7 MS. ZORNBERG: Object to form.

8 THE WITNESS: Yes.

9 BY MS. WAXMAN:

10 Q. And this was at Ripple's direction?

11 A. Yes.

12 Q. And what is your understanding of
13 maintaining an orderly market for XRP?

14 MS. ZORNBERG: Object to form.

15 THE WITNESS: At a high level, maintaining
16 an orderly market means being, you know -- I think
17 at the extreme, people talk about being the buyer of
18 last resort or the seller of last resort. The idea
19 is that you reduce the frictions, make it easier for
20 people to enter and exit positions and try and
21 dampen excessive volatility.

22 BY MS. WAXMAN:

23 Q. Going back to some questions we asked
24 before lunch, I asked you a series of questions
25 about whether or not you were restricted in any way

1 in how you sold XRP on behalf of Ripple and also on
2 behalf of the individuals.

3 Did you ever tell anyone at Ripple that
4 you were restricting Ripple's sales to particular
5 users?

6 MS. ZORNBERG: Objection.

7 THE WITNESS: No. No.

8 BY MS. WAXMAN:

9 Q. Same question for Mr. Larsen, did you ever
10 tell Mr. Larsen that you were restricting his sales
11 to particular users?

12 A. No.

13 Q. And did you ever tell Mr. Garlinghouse
14 that you were restricting his sales to particular
15 users?

16 A. No.

17 Q. Were Ripple's efforts publicly known --
18 Ripple's efforts to maintain orderly markets for XRP
19 publicly known, as far as you're concerned?

20 MS. ZORNBERG: Object to form.

21 MR. HANIN: Objection.

22 THE WITNESS: Ripple published a -- I
23 believe a quarterly report where they summarized
24 their activities as way of being transparent. So if
25 that's what you mean, then yes.

1 BY MS. WAXMAN:

2 Q. Other than the quarterly report, did
3 Ripple publish any other information regarding its
4 efforts to maintain an orderly market?

5 MR. HANIN: Objection. Foundation.

6 MS. ZORNBERG: Object to form.

7 MR. HANIN: If you know.

8 THE WITNESS: I don't recall.

9 BY MS. WAXMAN:

10 Q. Did you ever discuss with anyone at Ripple
11 XRP's status under the U.S. securities laws?

12 A. Yes.

13 Q. And with whom?

14 A. I don't recall any specific conversation
15 with any specific person, but over the course of
16 eight years, I presume that, you know, the topic
17 came up.

18 Q. Generally, what did you discuss?

19 A. As you can probably tell, I'm no legal
20 expert, so I wasn't exactly talking about any legal
21 minutia. It was -- the type of conversations we
22 would have had were more typically -- well, we think
23 things are going -- from their side, we think things
24 are going well, we're working with the regulators,
25 and we're hoping, you know, that everything is going

1 to arrive at a satisfactory -- I don't know, end,
2 however you want to call it. But, I -- you know,
3 we -- I did not have in-depth conversations with
4 Ripple about any legal merits or the case or
5 anything like that.

6 Q. These discussions that you had, who did
7 you have them with?

8 MR. HANIN: Objection.

9 THE WITNESS: Depends on when.

10 (Reporter clarification.)

11 MR. HANIN: I just objected and said it
12 was -- question had been asked and answered.

13 THE WITNESS: When do you mean, Daphna?
14 Because depending on the year -- generally, most of
15 my conversations with Ripple were with the person
16 leading the markets team. And the person who led
17 the markets team for I think the longest time is
18 probably Miguel Vias. But after Miguel there was
19 Breanne. Before Miguel, there were others.

20 BY MS. WAXMAN:

21 Q. When was the first time that you had a
22 discussion with anyone at Ripple regarding XRP
23 status under be the U.S. securities laws?

24 A. I really don't recall.

25 Q. Was it prior to Miguel Vias joining

1 Ripple?

2 A. I honestly don't recall. Can you remind
3 me, when did Miguel join Ripple?

4 Q. My understanding is he joined in
5 November 2016.

6 A. It's entirely possible, but I have no
7 recollection. I don't know when I had the first
8 conversation.

9 Q. Do you have any recollection of any
10 specific conversations with any Ripple employees
11 regarding XRP's status under the U.S. securities
12 laws?

13 MS. ZORNBERG: Objection.

14 MR. HANIN: Same objection.

15 THE WITNESS: No, I don't. Probably
16 because they wouldn't have had much substance. It
17 was more of a casual thing, like a ...

18 BY MS. WAXMAN:

19 Q. Did Ripple ever disclose to GSR that it
20 was being -- under investigation by the SEC?

21 MS. ZORNBERG: Objection.

22 THE WITNESS: I don't -- I don't recall.
23 I don't know if Ripple told us or if we saw it in
24 the news. I really don't know.

25 / /

1 BY MS. WAXMAN:

2 Q. When did you -- when did you first learn
3 about the SEC's investigation?

4 MS. ZORNBERG: Objection. Foundation.

5 THE WITNESS: I -- I -- years ago. But I
6 don't know -- I don't have any recollection. I
7 can't say this particular date.

8 BY MS. WAXMAN:

9 Q. Were you aware of the SEC's investigation
10 prior to the SEC filing a lawsuit against Ripple?

11 A. Prior to December of last year?

12 Q. Yes.

13 A. Yes. Yes.

14 Q. Okay. And were you aware of the SEC's
15 investigations during the period of time that GSR
16 sold XRP programmatically on behalf of Ripple?

17 MS. ZORNBERG: Objection.

18 THE WITNESS: I don't recall if I found
19 out before, during or after we sold XRP
20 programmatically.

21 BY MS. WAXMAN:

22 Q. Did anyone at Ripple ever tell you that
23 there was a risk that XRP could be deemed a security
24 under U.S. securities laws?

25 A. I mean, I don't recall.

1 MS. WAXMAN: Exhibit 63.

2 (Whereupon, Deposition Exhibit [REDACTED]-63
3 was marked for identification.)

4 BY MS. WAXMAN:

5 Q. Mr. [REDACTED], I'm showing you what's been
6 marked as Exhibit [REDACTED]-63, which is a screenshot of --
7 and it's information contained in an Excel
8 spreadsheet that GSR produced in response to an SEC
9 subpoena.

10 MS. ZORNBERG: So is there a reason
11 there's no Bates number on it?

12 MS. WAXMAN: The Excel spreadsheet doesn't
13 have a Bates on it.

14 MS. ZORNBERG: Okay.

15 MR. HANIN: Are you representing that we
16 produced this, GSR produced this?

17 MS. WAXMAN: Yes. Yes. And I can
18 probably pull up the Bates number after.

19 Q. Do you recognize what's been marked as
20 [REDACTED] 63?

21 A. I think this is a spreadsheet -- a
22 printout from a spreadsheet outlining the sales for
23 Bot 2h.

24 Q. Is this something that GSR put together?

25 A. I believe so.

1 Q. Is this a summary of trades in Ripple's
2 trading Vibe for 2019?

3 A. I think that's what it represents, yeah.
4 You can see on the left-hand column, the months in
5 2019, XRP sold, dollar received in exchange.
6 Mh-hmm.

7 Q. How much XRP did Ripple sell in
8 October 2019?

9 A. According to this spreadsheet, zero.

10 Q. And how much did -- how much XRP did
11 Ripple sell programmatically in November 2019?

12 A. Also zero.

13 Q. And what about in December 2019?

14 A. Also zero.

15 Q. And did Ripple cease its programmatic
16 sales in the beginning of October 2019?

17 A. From looking at the spreadsheet, one might
18 assume so. I'm guessing. I mean, I don't recall us
19 doing anything in 2020. It's possible, yeah, that's
20 when we stopped.

21 Q. And why did Ripple stop selling XRP
22 programmatically in September 2019?

23 MS. ZORNBERG: Objection.

24 THE WITNESS: I -- I do not recall. I
25 don't know.

1 BY MS. WAXMAN:

2 Q. Did Ripple ever tell you that the SEC had
3 asked it to stop selling XRP programmatically?

4 MS. ZORNBERG: Objection.

5 THE WITNESS: No. No. Not that I can
6 recall.

7 BY MS. WAXMAN:

8 Q. Did Ripple ever provide you with a legal
9 opinion as to XRP's status under the U.S. securities
10 laws?

11 A. I don't think so.

12 Q. Did you ever ask Ripple whether they had
13 obtained a legal opinion on XRP status under the
14 U.S. securities laws?

15 A. I don't remember if I asked it.

16 Q. Did GSR ever hire an attorney to provide a
17 legal opinion on XRP status under the U.S.
18 securities laws?

19 A. I don't remember.

20 Q. Is that something you would remember?

21 MR. HANIN: Objection.

22 THE WITNESS: No, I don't remember. I
23 know we received a legal opinion letter in
24 conjunction with our application for license in
25 Singapore under the MAS, which we discussed earlier.

1 I do remember that instance, but I don't remember in
2 the context of U.S.

3 BY MS. WAXMAN:

4 Q. When you say you received a -- are you
5 talking about a legal opinion as to XRP status under
6 Singapore law?

7 A. Correct, yeah.

8 Q. And what prompted GSR to obtain that
9 opinion? And I want to say, I don't want you to
10 divulge any conversations you've had with your
11 counsel. So if you can just answer that question
12 without --

13 MR. HANIN: The question was fair.

14 THE WITNESS: Part of the application
15 process for licensing under the MAS.

16 BY MS. WAXMAN:

17 Q. And why did you need to obtain licensing
18 under the MAS?

19 MR. HANIN: Objection. Foundation.

20 THE WITNESS: Because we were looking to
21 become regulated, and the MAS had a framework, and
22 we -- we wanted to opt into it. This is one of the
23 requirements.

24 BY MS. WAXMAN:

25 Q. And did GSR engage in any business related

1 to Ripple in Singapore?

2 MS. ZORNBERG: Objection to form.

3 MR. HANIN: Objection to the --

4 THE WITNESS: I don't remember if we've --
5 have we traded XRP on behalf of Ripple through our
6 Singapore operating entity is what you're asking,
7 right?

8 BY MS. WAXMAN:

9 Q. Yes.

10 A. I think the answer is yes.

11 Q. Okay. And what trading did you do on
12 behalf of Ripple?

13 A. I -- I think -- and please forgive me if
14 I'm wrong -- but I think that we service ODL from
15 our Singaporean entity.

16 Q. And when you say you service ODL from your
17 Singapore entity, what's -- what do you mean?
18 What --

19 A. So in order to service ODL, we trade XRP
20 against Mexican peso, Philippine peso, et cetera, on
21 a number of different exchanges, and we do that from
22 our Singaporean entity.

23 MS. WAXMAN: Exhibit 53, please.

24 Q. Mr. [REDACTED], I'm showing you what's been
25 marked [REDACTED] 53, which is a document with the Bates

1 RPLI_SEC 0878012 through -019, which appears to be
2 an agreement titled "Master Purchase Agreement," an
3 executed one. And it's dated July 3rd, 2020.

4 (Whereupon, Deposition Exhibit [REDACTED] 53
5 was marked for identification.)

6 BY MS. WAXMAN:

7 Q. Do you recognize what's been marked as
8 Exhibit 53?

9 A. Yes.

10 Q. And what is Exhibit 53?

11 A. The master purchase agreement.

12 Q. Who is -- if you turn to the last page,
13 it's signed by [REDACTED]. Who is that?

14 A. [REDACTED] is one of our directors.

15 Q. And were you involved in negotiating this
16 agreement with Ripple?

17 A. Yes, I think so.

18 Q. Okay. And what was the purpose of the
19 agreement?

20 A. This agreement relates to purchases of XRP
21 that GSR did on behalf of Ripple.

22 Q. And when did those purchases begin?

23 A. I -- I don't recall.

24 Q. Were they in or around December of 2020?

25 A. I would presume so. That's the date of

1 the agreement signature.

2 Q. Why did Ripple want GSR to purchase XRP
3 during that time?

4 MS. ZORNBERG: Objection.

5 MR. HANIN: Objection.

6 You can give your understanding.

7 THE WITNESS: I -- again, I -- there are
8 multiple reasons. I don't know what was going
9 through Ripple's -- they didn't tell me specifically
10 why.

11 BY MS. WAXMAN:

12 Q. Did you have any discussions with Ripple
13 as to why they would want you to purchase XRP in
14 connection with this agreement?

15 A. Yes.

16 Q. What was discussed?

17 A. I remember at some point during the ODL
18 program -- you know, ODL is supposed to be net
19 neutral XRP, meaning you buy XRP on one exchange but
20 you sell it on the other.

21 At some point during the ODL program, I
22 believe that changed, and the first leg, the
23 origination leg, where the payment processor would
24 purchase the XRP stopped occurring -- it was my
25 understanding, on exchanges. And the payment

1 processors were purchasing XRP directly from Ripple,
2 which -- that was how I understood it. And so if
3 that happened, XRP would stop being XRP neutral.

4 You follow, right?

5 Q. So that caused an increase in supply of
6 XRP entering the market?

7 A. That would -- exactly. That would --
8 whereas ODL was -- was -- call it XRP neutral
9 equilibrium, as soon as you source XRP in
10 origination leg, you start increasing the supply of
11 XRP.

12 Q. You said -- did you mean ODL would stop
13 being XRP neutral?

14 A. Yes. What word did I say?

15 Q. The transcript says XRP would stop being
16 XRP neutral. Did you mean ODL?

17 A. I meant ODL. I'm sorry.

18 Q. So how did that relate to the direction
19 or -- how did that relate to Ripple's ask for you to
20 start buying?

21 A. Again, it's speculation on my part because
22 I wasn't told, this is why we're doing the buyback
23 program, but --

24 MS. ZORNBERG: I'm going to object to
25 speculation.

1 MR. HANIN: Don't speculate. The -- the
2 initial question was different, but don't speculate.

3 BY MS. WAXMAN:

4 Q. Based on your experience with Ripple
5 servicing the programmatic sales and servicing the
6 ODL product, what did you understand your role to be
7 in connection with these purchases?

8 MR. HANIN: Objection.

9 THE WITNESS: My role is execution agent.

10 BY MS. WAXMAN:

11 Q. And what did you understand the reason for
12 not -- for the purchases -- what was your
13 understanding?

14 MR. HANIN: If you have one.

15 THE WITNESS: Like I said, I -- I don't
16 think Ripple ever told me, you're going to do these
17 purchases for reasons A, B and C. Similarly is when
18 we were directed to sell, now we were being directed
19 to buy.

20 BY MS. WAXMAN:

21 Q. What did you believe the purpose was?

22 MS. ZORNBERG: Objection.

23 BY MS. WAXMAN:

24 Q. I understand your qualification that you
25 didn't have -- that Ripple didn't tell you. What

1 did you believe?

2 MS. ZORNBERG: Objection.

3 THE WITNESS: I don't -- I'm not sure how
4 I'm supposed to answer that question because I know
5 I'm not supposed to speculate. I'm trying to be
6 accurate.

7 BY MS. WAXMAN:

8 Q. I'm not trying -- I'm not asking you to
9 speculate on their -- what they thought. I'm just
10 asking you about your own belief, your own personal
11 opinion.

12 MS. ZORNBERG: Objection.

13 MR. HANIN: If you have an opinion, you
14 can give it. If you didn't have a view or opinion,
15 you shouldn't speculate.

16 THE WITNESS: My -- my opinion was that
17 if -- like I said, I wasn't sure, but I was under
18 the impression that ODL was no longer XRP neutral.
19 It was adding supply. And so this would be a way to
20 counteract that.

21 BY MS. WAXMAN:

22 Q. Was the additional supply having -- did
23 you understand the additional supply to have a
24 negative impact on XRP's price?

25 A. At a high level, whenever there is

1 incremental supply of any asset, you would expect it
2 to have an impact on the price.

3 Q. And did you understand that the buy -- the
4 reason for the buying in 2020 was the same reason
5 that Ripple was directing you to buy in the earlier
6 time period?

7 MS. ZORNBERG: Objection.

8 BY MS. WAXMAN:

9 Q. In terms of how it would affect the price.

10 MS. ZORNBERG: Objection.

11 THE WITNESS: I mean, in general terms
12 if -- the same way if you're selling an asset, you
13 expect the price to go down. If you're buying an
14 asset, chances are the price of the asset will go
15 up. But ...

16 BY MS. WAXMAN:

17 Q. Did Ripple ever tell you that it wanted
18 the price of -- that it wanted to use the purchases
19 to increase the price of XRP?

20 A. No.

21 Q. Did Ripple want the purchases to create
22 buying pressure?

23 MS. ZORNBERG: Object to form.

24 THE WITNESS: No.

25 / /

1 BY MS. WAXMAN:

2 Q. Did Ripple want the purchases to stabilize
3 XRP's price?

4 A. Again, I don't know what Ripple wanted.
5 I --

6 Q. Did you ever express any concerns to
7 Ripple about purchasing XRP in connection with this
8 agreement?

9 A. What do you mean by "concerns"?

10 Q. Did you ever tell them not to move forward
11 with purchases?

12 A. I don't think so.

13 Q. Did you ever recommend any alternative
14 action to address the increase in supply of XRP in
15 the market?

16 A. I don't -- I don't recall.

17 MS. WAXMAN: I only have two copies of
18 this document. I apologize.

19 MR. HANIN: Must be very special.

20 MS. WAXMAN: Can you mark this for me?

21 So it's Exhibit 66.

22 (Whereupon, Deposition Exhibit [REDACTED] 66
23 was marked for identification.)

24 MS. DEARBORN: Daphna, can you tell us the
25 Bates number?

1 MS. WAXMAN: RPLI_SEC 0533153 through
2 -161.

3 Q. Mr. Garlinghouse, these are screenshot --
4 Mr. [REDACTED], these are screenshots of messages from
5 Mr. Garlinghouse's cell phone?

6 MS. ZORNBERG: Hold on one second. Before
7 you start, can we get -- can we get it
8 electronically?

9 MR. TENREIRO: Yeah. Why don't we -- does
10 she have that electronically?

11 MS. WAXMAN: No.

12 MR. TENREIRO: Okay. Let me send it
13 around, and while I do that, do you want to move on
14 to something else?

15 MS. WAXMAN: Sure. Sure. We can just
16 hold on.

17 THE WITNESS: This isn't -- this was Brad
18 with somebody else, right?

19 MR. HANIN: Daphna, is this an exchange
20 involving [REDACTED]?

21 THE WITNESS: So no, he's not on the
22 email. He's not a -- it's not a communication with
23 [REDACTED].

24 MR. HANIN: Okay.

25 MR. TENREIRO: Let me get it so we can --

1 yeah. Let's move on to something else.

2 MS. ZORNBERG: Thank you.

3 MS. WAXMAN: We can just -- hold on.

4 Going back to Exhibit 53.

5 THE WITNESS: Yeah.

6 BY MS. WAXMAN:

7 Q. If you turn to the second page, section
8 2(b), in middle of the paragraph there's a sentence
9 that says:

10 "Customer represents and
11 warrants that it has received an
12 opinion from Singapore legal
13 counsel concluding that XRP is not
14 a 'security' as that term is
15 defined in Section 2(1) of the
16 Securities and Futures Act of
17 Singapore."

18 Did -- did GSR request the inclusion of
19 that in the agreement?

20 A. I don't know.

21 Q. Who was responsible for negotiating this
22 agreement with Ripple?

23 A. Do you mean the business terms or the --
24 the legal term -- like --

25 Q. Who would have negotiated the language in

1 this document?

2 MS. ZORNBERG: Object to form.

3 THE WITNESS: Counsel, internal or
4 external.

5 BY MS. WAXMAN:

6 Q. Would anyone at GSR know -- who at GSR
7 would know why that was included?

8 A. I would ask [REDACTED].

9 Q. And who is that?

10 A. [REDACTED] has been an internal legal resource at
11 GSR for a number of years now.

12 Q. Okay. Mr. [REDACTED], I want to show you what's
13 been previously marked as -- you can put that to the
14 side -- [REDACTED]-6.

15 (Whereupon, Deposition Exhibit [REDACTED] 6
16 was marked for identification.)

17 MS. WAXMAN: Give me one second. I'll
18 tell you the Bates.

19 Where is my copy? [REDACTED]-6 is an email with
20 the Bates GSR_294. It's an email from you dated
21 May 31st, 2016, to [REDACTED]@ripple.com.

22 BY MS. WAXMAN:

23 Q. Mr. [REDACTED], did you send this email?

24 A. I believe so.

25 Q. Now, the first sentence you've said, I've

1 compiled a few ideas regarding our conversation last
2 Friday on the impact of selling programs.

3 Are you talking about the impact of
4 selling programs on XRP price?

5 MS. ZORNBERG: Object to form.

6 THE WITNESS: I presume so, yes.

7 MS. WAXMAN: Okay. Thank you.

8 MR. TENREIRO: We should have Exhibit 66.
9 Everyone here should have it?

10 MS. WAXMAN: Okay.

11 MS. ZORNBERG: How so?

12 MR. TENREIRO: By email.

13 MS. ZORNBERG: I haven't received it.
14 Maybe someone can forward it to me?

15 MR. TENREIRO: Oh, I didn't send it to
16 you. Lisa, Meredith, Kristina, Sam and Jonah.

17 MS. ZORNBERG: Okay. Received.

18 MR. TENREIRO: Great.

19 BY MS. WAXMAN:

20 Q. Okay. Going back to Exhibit 66, you're
21 not a party to this exchange, but I do want to
22 direct you to the page with the Bates 533158. My
23 understanding is this is a reference to

24 [REDACTED].

25 Do you know who [REDACTED] is?

1 A. Yes.

2 Q. And who is [REDACTED]?

3 A. Ex-colleague, friend. I've known [REDACTED] for
4 20-odd years. He works with us at GSR.

5 Q. And what is his relationship to GSR?

6 A. [REDACTED] is the [REDACTED] in GSR from back in 2013,
7 because he introduced us to Ripple. [REDACTED] and I did
8 most of the work, but [REDACTED] made the introduction, so
9 we gave him an initial. When we wound down the
10 opcos in late '16, [REDACTED] stopped being part of GSR,
11 and then he joined years later.

12 [REDACTED] was still working at [REDACTED] and
13 worked at another hedge fund, so he wasn't involved
14 in the business like we were.

15 Q. In July 2020, what was [REDACTED] involvement
16 with GSR?

17 A. Full-time.

18 Q. And where did he work?

19 A. I think it was in Puerto Rico.

20 Q. And was he involved -- did he have any
21 responsibilities related to Ripple at the time?

22 A. Not really. I'm surprised to see his name
23 come up because typically I was the person
24 interacting with Ripple.

25 MR. HANIN: The name [REDACTED] came up. I

1 don't know --

2 THE WITNESS: I'm not a thousand percent
3 certain that this is the same [REDACTED], but yeah ...

4 BY MS. WAXMAN:

5 Q. Did you ever discuss with [REDACTED] the master
6 purchase agreement or purchasing XRP on behalf of
7 Ripple?

8 A. I don't recall, but we're business
9 partners. Probably.

10 Q. Did you ever discuss with [REDACTED] concerns
11 related to purchasing XRP on behalf of Ripple?

12 A. Again, I don't recall.

13 Q. The email says, [REDACTED] -- the text message
14 says:

15 [REDACTED] came back - and after
16 discussing with outside counsel,
17 they mentioned some reg concerns
18 given their SEC inquiry and
19 suggested we may want to explore
20 other ways to do this creatively
21 that is more in line with our
22 current contract - i.e., using
23 derivatives, so, for example, we
24 could sell them puts and then buy
25 XRP in the open market to cover

1 their short."

2 Did you ever discuss with [REDACTED] using
3 derivatives?

4 MS. ZORNBERG: Okay. I'm going to object.
5 Lack of foundation. You're showing the witness a
6 document that he's -- a communication he's not part
7 of, asking him to comment on words that don't even
8 purport to have been a summary of any communication
9 with him. And he's already said he's not even sure
10 if this is [REDACTED].

11 THE WITNESS: The short answer is no, I
12 didn't -- I don't remember having a conversation
13 with [REDACTED] about using derivatives.

14 BY MS. WAXMAN:

15 Q. Okay. Did you ever have a conversation
16 with [REDACTED] concerning the master purchase agreement?

17 A. I don't recall. It stands to reason I
18 would, because, again, a new contract needs to be
19 discussed, and -- at the management team level,
20 but ...

21 Q. I don't have any other questions related
22 to that document.

23 And did [REDACTED] have any involvement with the
24 purchasing of XRP on Ripple's behalf?

25 A. Not in any meaningful way. [REDACTED] is not --

1 the purchases were carried out programmatically.
2 They would have been done by the same quant trading
3 team and ops, and [REDACTED] is not part of that.

4 Q. Which platforms did GSR purchase XRP on in
5 connection with the agreement?

6 MS. ZORNBERG: Object to form.

7 THE WITNESS: I don't recall. It
8 doesn't -- it doesn't stipulate it here?

9 BY MS. WAXMAN:

10 Q. I don't believe so.

11 A. I don't recall.

12 Q. Did GSR sell -- purchase XRP on Binance
13 and OKEEx on behalf of Ripple?

14 A. It's entirely possible. I can't confirm.
15 You mean in the context of the buyback?

16 Q. Yes.

17 A. In all likelihood, yes, because Binance is
18 the largest crypto exchange. It's a natural place
19 for us to go execute the buyback, but I can't
20 confirm because I don't recall.

21 Q. And would you have recommended -- strike
22 that.

23 Would you have recommended that Ripple
24 purchase on OKEEx as well?

25 MS. ZORNBERG: Object to form.

1 THE WITNESS: It's possible. OKEEx also
2 has significant XRP trading volume.

3 BY MS. WAXMAN:

4 Q. What is the current status of the buyback
5 program?

6 A. As far as I know, it is -- we're not
7 executing any more XRP purchases, or we haven't in
8 quite some time.

9 Q. And when did you stop buying XRP on behalf
10 of Ripple?

11 A. I don't recall.

12 Q. And why did you stop?

13 MS. ZORNBERG: Objection.

14 THE WITNESS: They must have told us to
15 stop.

16 BY MS. WAXMAN:

17 Q. Was it -- at the time that they told you
18 to stop, was there additional supply entering the
19 market from ODL?

20 MS. ZORNBERG: Objection.

21 THE WITNESS: I don't -- I don't know and
22 the same way I didn't know at the beginning.

23 BY MS. WAXMAN:

24 Q. [REDACTED]
25 [REDACTED]

1 A. [REDACTED]

2 MS. DEARBORN: Objection.

3 BY MS. WAXMAN:

4 Q. [REDACTED]

5 MS. DEARBORN: You can answer. The
6 relevance of this is highly -- it's definitely in
7 dispute and I think this is highly invasive, so
8 let's just take this question and answer.

9 BY MS. WAXMAN:

10 Q. [REDACTED]

11 A. [REDACTED]

12 Q. [REDACTED]

13 A. [REDACTED]

14 [REDACTED]
15 Q. [REDACTED]

16 [REDACTED]
17 A. [REDACTED]

18 [REDACTED]
19 [REDACTED]
20 Q. [REDACTED]

21 [REDACTED]
22 MS. DEARBORN: Object to form.

23 THE WITNESS: [REDACTED]

1

2 BY MS. WAXMAN:

3

Q. [REDACTED]

4

5

MS. DEARBORN: Object to form.

6

THE WITNESS: During what time period?

7

BY MS. WAXMAN:

8

Q. During the entire time period.

9

A. During --

10

MS. DEARBORN: Same objection.

11

THE WITNESS: I -- there were times when

12

we had multiple Bots connected to Mr. Larsen and

13

there were times when we didn't.

14

BY MS. WAXMAN:

15

Q. And -- okay.

16

MS. WAXMAN: Exhibit 34, please.

17

(Whereupon, Deposition Exhibit [REDACTED] 34

18

was marked for identification.)

19

BY MS. WAXMAN:

20

Q. Mr. Larsen [sic], I'm showing you what's

21

been marked as [REDACTED] 34, which is an email exchange

22

from February 2017. It's an email exchange, email

23

thread between you and Mr. Larsen.

24

MR. HANIN: Is there a reason this

25

document has no Bates number?

1 MS. WAXMAN: It was -- the way it was
2 produced and printed, it doesn't have a Bates number
3 on this document, but ...

4 MS. DEARBORN: Objection. We did not
5 produce documents without Bates stamps, so . .

6 MS. WAXMAN: This was produced by GSR.

7 MR. HANIN: Generally our documents were
8 produced with Bates stamps. I'm not aware we
9 produced any document that didn't have a Bates
10 stamp, so I --

11 MS. WAXMAN: I think the way it was loaded
12 may have been a native. Strike that. We'll get you
13 a Bates stamp number.

14 MR. TENREIRO: Sounds like the
15 authenticity --

16 (Reporter clarification.)

17 MR. TENREIRO: It sounds like your
18 authenticity objections are preserved. Let's go on
19 and -- go on.

20 BY MS. WAXMAN:

21 Q. Okay. If you go to the second page on the
22 back, did Mr. Larsen direct you to -- to buy XRP on
23 February 18th, 2017?

24 A. You're referring to the last message where
25 Chris says:

1 "Hi [REDACTED] - on my Bot 4, could
2 you start buying as long as we're
3 below .006."

4 Q. Yes.

5 A. Yeah.

6 Q. Why did he direct you to start buying XRP?

7 MR. HANIN: Objection.

8 MS. DEARBORN: Objection to form.

9 THE WITNESS: Because he wanted to buy
10 XRP.

11 BY MS. WAXMAN:

12 Q. And did you have an understanding why he
13 wanted to buy XRP?

14 A. I'm afraid not.

15 Q. Did Mr. Larsen want to buy in order to
16 increase the price of XRP?

17 MR. HANIN: Objection.

18 MS. DEARBORN: Objection to form.

19 THE WITNESS: It's impossible for me to
20 know.

21 BY MS. WAXMAN:

22 Q. The next email right above says, you say:

23 "We would recommend pausing 6t
24 before reversing 4t, otherwise,
25 they will likely cancel each other

1 out."

2 And 4t is Mr. Larsen's bot?

3 A. Mh-hmm.

4 Q. And what is 6t?

5 A. 6t was a Rippleworks bot.

6 Q. And why did you recommend pausing 6t
7 before re -- before starting to buy in 4t?

8 A. I -- I don't recall. This was
9 four-and-a-half years ago. My guess is at this
10 moment in time, the price of XRP had dropped
11 considerably, and Mr. Larsen wanted to step in and
12 provide -- well, I don't know why. Either he's
13 buying back something he sold, he's stepping in to
14 provide support for the market. There are a number
15 of different reasons why Mr. Larsen might want to --
16 to buy it. But it seems counterintuitive to have
17 one bot selling and the other one buying at the same
18 time.

19 Q. And when you say he wanted to -- he's
20 stepping in to provide support for the market, are
21 you talking about support for XRP price?

22 MS. ZORNBERG: Objection.

23 MR. HANIN: Objection. Mischaracterizes
24 testimony. That's not what he said.

25 THE WITNESS: Mr. Larsen has significant

1 XRP holdings. He can choose to buy or sell
2 depending on his market --

3 BY MS. WAXMAN:

4 Q. I just want to understand what you meant
5 when you used the terms "provide support for the
6 market"?

7 A. I guess I -- I would see his involvement
8 in a similar capacity to ours in the sense that, in
9 a very illiquid market, when there seemed to be
10 dislocations, and supply/demand imbalances. I don't
11 know what happened on this particular day, but maybe
12 the price of XRP had dropped by 60 percent
13 overnight, and Mr. Larsen is stepping in to buy some
14 XRP because it's the right thing to do.

15 Q. So when you talk about providing support
16 for the market, you're talking about price support?

17 MS. ZORNBERG: Objection.

18 MS. DEARBORN: Objection to form.

19 THE WITNESS: Not so much price support,
20 but liquidity at a moment when it's needed.

21 MS. WAXMAN: Just for the record, this
22 document is GSR_1004, has a Bates 1004 and 1005.

23 Q. Going back to the document, did Mr. Larsen
24 take your recommendation to pause sales in 6t?

25 A. I have no recollection. But reading his

1 message at 1614, he says:

2 "Let's reverse Bot 6 as well."

3 Q. Did Mr. Larsen provide trade instructions
4 for Bot 6t at other times as well?

5 MS. DEARBORN: Object to form.

6 THE WITNESS: I don't recall. I don't
7 think so. I'm somewhat surprised to see this
8 exchange.

9 BY MS. WAXMAN:

10 Q. Why are you surprised to see the exchange?

11 A. Because we didn't receive directions from
12 Mr. Larsen that regularly, and 6t was Rippleworks
13 anyway.

14 Q. Who provided trade instructions for 6t?

15 A. Rippleworks.

16 Q. Who from Rippleworks?

17 A. [REDACTED]

18 Q. And would he provide those instructions in
19 writing?

20 A. Yes, I think so.

21 Q. And would he email those instructions
22 directly to you?

23 MR. HANIN: Objection.

24 THE WITNESS: It's entirely possible.

25 / /

1 BY MS. WAXMAN:

2 Q. Would those instructions be something that
3 are part of the record?

4 MS. ZORNBERG: Object to form.

5 MR. HANIN: Objection.

6 THE WITNESS: What do you mean?

7 BY MS. WAXMAN:

8 Q. Strike that.

9 Would you keep a record of instructions
10 that you got from Mr. [REDACTED] in connection with
11 trading in Bot 2?

12 MS. ZORNBERG: Object to form.

13 MR. HANIN: Objection.

14 THE WITNESS: Do we -- we have emails with
15 Mr. [REDACTED]. Is that what you're asking?

16 BY MS. WAXMAN:

17 Q. Yes.

18 A. Yeah.

19 Q. You said -- I'm going back to something
20 you said earlier. You said Mr. Larsen would step in
21 to buy some XRP, quote, because it's the right thing
22 to do.

23 What did you mean by -- by that?

24 A. Well, from my point of view, if I had a
25 whole bunch of XRP, and I had sold some at higher

1 prices and the price collapsed, I might step in and
2 buy back some of that XRP I had sold. It's a normal
3 trading decision to make.

4 Q. How much XRP did Mr. Larsen own, if you
5 know?

6 A. I don't know.

7 Q. Did he own a considerable size of XRP?

8 MS. DEARBORN: Object to form.

9 THE WITNESS: I believe he did, but I --

10 BY MS. WAXMAN:

11 Q. Why would he want to increase his position
12 of XRP?

13 MS. DEARBORN: Object to form.

14 THE WITNESS: It's not necessarily because
15 he wants to increase his position of XRP. But he
16 might have a view on price also.

17 BY MS. WAXMAN:

18 Q. Going to the first page of the document --
19 you're already on -- that page of the document, did
20 Mr. Larsen authorize the use of funds from 6t to
21 purchase XRP in the market?

22 MS. DEARBORN: Object to form.

23 THE WITNESS: Not explicitly, but on his
24 message at 1614, he says:

25 "Let's reverse Bot 6 as well."

1 BY MS. WAXMAN:

2 Q. And then you write:

3 "Understood. We will utilize
4 4t's 40K first, and if XRP price is
5 still below .006, we will engage
6 6t."

7 He doesn't respond and then you confirm --
8 send another email and you write:

9 "We have exhausted 4T's funds
10 (42,000) and are now switching over
11 to 6t (approximately 100,000)."

12 MR. HANIN: Objection to the form. I'm
13 not sure there's a question and I'm not sure he
14 didn't respond, but ... It is the next email in the
15 chain but it's three days later.

16 BY MS. WAXMAN:

17 Q. So going back to my initial question, is
18 there any reason to believe that Mr. Larsen didn't
19 authorize the use of funds from 6t to purchase the
20 XRP?

21 MS. DEARBORN: Object to form.

22 THE WITNESS: Again, like I said, I don't
23 see him authorizing anything explicitly, but I do
24 see him directing us to reverse Bot 6.

25 / /

1 BY MS. WAXMAN:

2 Q. And -- but did you start -- okay. Did you
3 use funds from 6t to purchase XRP in the market?

4 A. I presume so, given what I wrote on the
5 first email of this thread.

6 Q. Would you have done that without seeking
7 permission from Mr. Larsen?

8 A. Well, I should have sought permission from
9 Mr. [REDACTED]. I don't know if, over the course of the
10 three days between those two emails, that occurred,
11 a separate email or a phone call.

12 Q. The email that's at 4:39?

13 A. Yeah.

14 Q. 16 -- 1639, excuse me, you write:

15 Again, "We will utilize 4t's
16 40,000 first, and if XRP price is
17 still below .006 we will engage
18 6t."

19 Did Mr. Larsen want his buying -- strike
20 that.

21 Was Mr. Larsen trying to target a specific
22 XRP floor price?

23 MS. DEARBORN: Object to form.

24 THE WITNESS: Well, the last email on this
25 thread, on the 18th of February, he says that he

1 would like -

2 BY MS. WAXMAN:

3 Q. No. The first -- I believe that's the
4 first email.

5 MR. HANIN: Let him finish, Daphna.

6 THE WITNESS: Did I get it wrong? You
7 know what I mean. The email from the 18th of
8 February, Chris is saying that as long as the price
9 is below .006, he would like to be buying XRP.

10 MS. WAXMAN: Okay. Exhibit 37.

11 (Whereupon, Deposition Exhibit [REDACTED] 37
12 was marked for identification.)

13 BY MS. WAXMAN:

14 Q. Mr. [REDACTED], I'm showing you -- Mr. [REDACTED], I'm
15 showing you what's been marked as G -- [REDACTED]-37, which
16 is a document with the Bates GSR_796. It's an email
17 chain from December 2017 between you and
18 Chris Larsen.

19 MS. DEARBORN: Daphna, again, this
20 document doesn't appear to be produced with Bates
21 stamps.

22 MS. WAXMAN: I just read it in the record.
23 It's GSR_796.

24 MS. DEARBORN: Thank you.

25 / /

1 BY MS. WAXMAN:

2 Q. Did you send -- strike that.

3 Did you recommend in December 2017 that
4 Mr. Larsen tactically increase XRP sales?

5 A. Yes.

6 Q. And what did you mean by "tactically
7 increase sales"?

8 A. As I said in the email, the market seems
9 very frothy.

10 Q. What is --

11 A. Back in December of 2017, if I remember
12 correctly, it was -- we had that huge bull run in --
13 overall in crypto. I can see in the other message,
14 I reference Korea, this is the famous Kimchi premium
15 that occurred. There's a lot of retail lead buying
16 interest, particularly in South Korea. Most digital
17 assets increased in value, and I think just what it
18 says, let's take the opportunity that there's a lot
19 of liquidity and higher prices, to sell some XRP.

20 Q. When you said there was -- when you were
21 talking about the reference to Korea, you said
22 there's a lot of retail lead buying interest.

23 Are you talking about retail interest in
24 buying XRP?

25 A. I think there was -- crypto kind of

1 exploded in Korea. That's my understanding. I'm no
2 expert on South Korea, but most digital assets
3 experienced huge price appreciations. And those
4 price appreciations were even higher in Korea. So
5 what ended up happening is that when you normalized
6 for the exchange rate, you would see that crypto
7 prices in Korea are actually 10, 15 in some cases 20
8 or 30 percent higher than outside of Korea.

9 Q. Is that why you recommended that
10 Mr. Larsen increase sales?

11 A. That's one of the reasons, yeah.

12 Q. And would this be an opportunity for
13 Mr. Larsen to extract more USD from his sales?

14 A. Well, again, if you sell more XRP and the
15 price of XRP is higher, by definition, you will
16 collect more USD or whatever other unit of value.

17 Q. Did he accept the recommendation?

18 A. I don't recall.

19 Q. It says, "Let's try a constructive
20 increase," in the middle of the page.

21 What did you understand that to mean?

22 A. We would probably increase the -- the
23 sales percentage on the bot. But I don't recall
24 executing the change or how big it was. That's why
25 I said I don't recall.

1 Q. Okay. Were there other instances where
2 you recommended to Mr. Larsen that he tactically
3 increase sales?

4 MS. DEARBORN: Object to form.

5 THE WITNESS: In all likelihood, yes.

6 BY MS. WAXMAN:

7 Q. And when you made that recommendation, did
8 he agree to move forward?

9 MS. DEARBORN: Object to form.

10 THE WITNESS: I -- I don't recall.

11 BY MS. WAXMAN:

12 Q. Did Mr. Larsen often use the term
13 "constructive increase"?

14 A. Mr. Lars- --

15 MS. DEARBORN: Object to form. Sorry, I'm
16 trying to speak up from all the way over here.
17 Object to form.

18 THE WITNESS: Mr. Larsen used the term
19 "constructive" many -- several times in
20 conversations with me.

21 BY MS. WAXMAN:

22 Q. What did you understand that to mean?

23 A. Fair and orderly is one of them. The
24 other one is in the context of a selling program.
25 We're tasked with adding supply of something that

1 has very little liquidity. If we add supply too
2 quickly, it will become destructive because there
3 isn't enough liquidity to absorb all of the supply.
4 So to me, constructive means the opposite of that.
5 Don't be heavy-handed in the selling. Be measured
6 in the amount of supply that you're introducing into
7 the market.

8 Q. Would -- and would that -- you said it
9 will become destructive. Are you talking about
10 becoming destructive to the price?

11 A. It will -- exactly. It will -- if there's
12 very little liquidity and you increase the amount of
13 supply by a huge factor, that risk has to go
14 somewhere, and if there isn't enough liquidity,
15 eventually it will have a very detrimental impact on
16 the price of XRP.

17 Q. So when -- so Mr. Larsen wanted you to be
18 constructive in terms of XRP price?

19 MS. DEARBORN: Objection to form.

20 THE WITNESS: I think what's important --
21 what I internalize is that Mr. Larsen was looking
22 for my guidance or our guidance from being the
23 market experts to introduce a supply of XRP that is
24 commensurate with the liquidity available at the
25 time. Is that -- is that a word, "commensurate"?

1 MR. HANIN: Commensurate. Big word,
2 actually.

3 MS. WAXMAN: Your English is excellent.
4 Better than mine.

5 Exhibit 45, please. Oh, wait, Exhibit 54.

6 (Whereupon, Deposition Exhibit [REDACTED] 54
7 was marked for identification.)

8 MR. TENREIRO: For the record, this is
9 Bates Christian Larsen 2177.

10 BY MS. WAXMAN:

11 Q. Mr. [REDACTED], I'm showing you a text message -
12 a document that has -- I'm showing you
13 Exhibit [REDACTED] 54. It's a text message from you to
14 Mr. Larsen dated July 7th, 2020.

15 A. Mh-hmm.

16 MS. DEARBORN: And for this, as for all of
17 them, we're taking SEC's representation that this is
18 an authentic copy of the document that was produced.
19 Obviously, we can't check it out right now.

20 BY MS. WAXMAN:

21 Q. Mr. Larsen -- Mr. [REDACTED], can you read the
22 email to the -- into the record?

23 A. "Good morning, sir. Just to let you know
24 we were finally able to report your trade to the [REDACTED]
25 SDR last night (first ever so it took some time to

1 adjust their default parameters)."

2 Q. And what trade are you talking about in
3 the exhibit?

4 A. I think this refers to us purchasing some
5 covered calls from Mr. Larsen.

6 Q. And when did you begin to purchase covered
7 calls on behalf of Mr. Larsen?

8 A. I don't recall the exact date. I suspect
9 on or around the 7th of July date stamp that we
10 see in there.

11 Q. And are you currently purchasing covered
12 calls on behalf of Mr. Larsen?

13 A. No.

14 Q. And what is the [REDACTED] SDR?

15 A. The [REDACTED] is the [REDACTED]
16 [REDACTED]. The SDR, is it the swap depository
17 something -- I don't remember the exact -- this is
18 where -- again, I'm not expert in this, forgive me
19 if I say something really stupid, but my
20 understanding is that when we did these derivative
21 transactions, we were supposed to report them into
22 the [REDACTED] SDR.

23 Q. Did Mr. Larsen -- did you execute XRP
24 derivative transactions on behalf of Mr. Larsen?

25 MS. DEARBORN: Object to form.

1 THE WITNESS: No. This was -- we did a
2 derivative transaction with Mr. Larsen.

3 BY MS. WAXMAN:

4 Q. Okay. And were you reporting it -- the
5 trade on behalf of Mr. Larsen?

6 MS. DEARBORN: Object to form.

7 MR. HANIN: Objection.

8 THE WITNESS: I don't understand the
9 subtleties. I don't know if we were reporting it
10 for us or for him. I'm sorry.

11 BY MS. WAXMAN:

12 Q. And did anyone direct you -- did
13 Mr. Larsen direct you to report the trade?

14 MS. DEARBORN: Object to form.

15 THE WITNESS: I don't recall. I don't
16 know. I -- no, I don't know.

17 MS. WAXMAN: Exhibit 45, please.

18 (Whereupon, Deposition Exhibit [REDACTED] 45
19 was marked for identification.)

20 BY MS. WAXMAN:

21 Q. Mr. [REDACTED], I'm showing you what's been
22 marked as [REDACTED] 45, which is a document with the Bates
23 GSR_8741 through -8743. It's an email chain from
24 August 15th, 2019. The subject is "Re: Xrapid
25 market making"?

1 A. I wasn't having my best day.

2 Q. Why do you say that?

3 A. The tone of the email is not very
4 professional.

5 Q. What is the email about?

6 MR. HANIN: Have you read the whole chain?

7 THE WITNESS: Yeah. Yeah.

8 I'm commenting within the management team.

9 Well, [REDACTED] has sent us an email pointing out
10 certain things going on in the Bitso order book, and
11 I am discussing it with the management team at GSR.

12 BY MS. WAXMAN:

13 Q. Is this in connection with services -- is
14 this in connection with GSR's services related to
15 ODL?

16 A. Yes.

17 Q. Okay. And at the top of the page, you
18 write:

19 "XRP [sic] has been running
20 for all of two weeks."

21 A. XRapid --

22 Q. XRapid.

23 A. -- which is the old name for ODL.

24 Q. And does this document refresh your memory
25 as to when you started to provide these services?

1 A. I can infer now that we probably started
2 in August of 2019, right?

3 Q. Is that a reference to when you started to
4 support ODL? Or xRapid?

5 A. Well, it seems like we -- I talk here
6 about the fact that we don't have a signed contract
7 in place. So these orders that [REDACTED] is
8 referencing, technically I don't know if it
9 constitutes us servicing a contract if there's no
10 contract in place. We might have just -- it would
11 have been testing or, you know, testing the pipes
12 before we actually start providing the service.

13 Q. Okay. But going to the email from [REDACTED]
14 on the bottom, the second paragraph says:

15 "Given our call yesterday, we
16 wanted to reemphasize the
17 importance of fostering a market
18 environment where destination
19 xRapid XRP markets build up natural
20 liquidity over time. If these
21 markets are unable to build up
22 actual liquidity over time, the
23 xRapid product [sic] will not be
24 something that Ripple will be able
25 to sustain."

1 Did you --

2 MS. ZORNBERG: Just for the record, you
3 misread "project" as product in the last line.

4 MS. WAXMAN: Apologies.

5 Q. "If these markets are unable to build up
6 natural liquidity over time, the xRapid project will
7 not be something that Ripple will be able to
8 sustain."

9 Did you ever discuss with Ripple why
10 building natural liquidity was so important?

11 A. Yes.

12 Q. And what did you discuss?

13 A. It's along the lines of what [REDACTED] is
14 referring to here. My understanding was that as
15 crypto markets continued to pop up and grow and
16 develop and they have more market participants
17 within them, they have more organic liquidity. And
18 so the need for GSR to step in as a -- call it like
19 a back stop liquidity provider for -- for when these
20 payments are going through will reduce over time.

21 The organic participants in the Mexican
22 Bitso, for example, or Coins.ph in the Philippines,
23 they themselves will perform our role.

24 Q. So the natural liquidity would come from
25 retail purchasers on the exchanges?

1 A. Any market participant on the exchange who
2 may be purchasing or selling for any number of
3 different reasons, yeah.

4 Q. Was it costly for Ripple to pay GSR to
5 provide liquidity for ODL?

6 MS. ZORNBERG: Objection.

7 THE WITNESS: How would you define
8 "costly"? Like --

9 BY MS. WAXMAN:

10 Q. Did Ripple ever tell you that it was
11 getting very expensive for them to pay GSR to
12 support ODL?

13 MS. ZORNBERG: Objection.

14 THE WITNESS: I don't recall them using
15 those words, no.

16 BY MS. WAXMAN:

17 Q. Did -- did Ripple ever try to reduce the
18 amount it paid GSR for ODL services?

19 A. Yes.

20 Q. Okay. And did they tell you why they
21 wanted to do that?

22 A. No. But -- no.

23 Q. At the time of this email, were you
24 providing liquidity support in a particular
25 corridor, ODL corridor?

1 A. Well, the email references the Bitso order
2 book, so that would have been the Mexican peso. But
3 as I said earlier, sounds like we didn't have a
4 contract in place, so technically, I don't think we
5 were delivering a service; probably call this the
6 testing period that occurs before we do anything.

7 Q. Going to your email at the top, the last
8 paragraph, you say:

9 "Making the changes they asked
10 for probably won't make any
11 difference to the development of
12 natural liquidity at Bitso."

13 What changes were they asking you to make?

14 A. They were ask -- they -- I think they
15 believed that our -- we were putting up large bits
16 very close to fair value, and they were asking us to
17 back off so that there would be room for other
18 market participants to get in front of us.

19 Q. And did you think that would create
20 natural liquidity?

21 A. I'm not the proudest of what I wrote on
22 that last paragraph. What [REDACTED] is saying is true.
23 If -- let me illustrate it this way: If there's
24 only one tick between bid and offer, right, there's
25 no way anybody can get in the inside, right? So

1 there's no way any organic liquidity or anybody else
2 is going to step inside and facilitate that payment.
3 And what he's asking us, he's saying you guys are
4 too close to the offer, you need to back off so that
5 other guys can step in. It make -- what he said
6 made sense. Like I said, I don't think I was having
7 my best day.

8 Q. I understand that you -- the
9 clarification, but your response was:

10 "If they really want liquidity
11 to improve, they should work with
12 Bitso to get more people trading on
13 the platform"?

14 A. But that goes along with what I was
15 saying, right, that you need more people to get in
16 between best bid, best offer. One way of doing that
17 is getting more people to trade on the platform.

18 Q. And when you say more people, you're
19 talking about retail purchases of XRP?

20 MR. HANIN: Objection. Asked and
21 answered.

22 THE WITNESS: It doesn't matter. It
23 doesn't matter whether they're retail, pro tail
24 [sic], professional, institutional. You just need
25 more participants.

1 BY MS. WAXMAN:

2 Q. More investors in XRP?

3 MR. HANIN: Objection.

4 MS. ZORNBERG: Objection.

5 THE WITNESS: I don't think it matters
6 whether they're investors, speculators. More
7 participants.

8 MS. WAXMAN: Exhibit -- Exhibit 64,
9 please.

10 (Whereupon, Deposition Exhibit █████-64
11 was marked for identification.)

12 BY MS. WAXMAN:

13 Q. Mr. █████, I'm showing you what's been
14 marked as -- it says █████64 but it should be █████-64, and
15 it has the Bates RPLI_SEC 59885 through -59889.
16 Take a moment to look at it and let me know when
17 you're done.

18 At the bottom of the email on page 1, you
19 say:

20 "I'm still bearish."

21 Are you talking about being bearish on
22 XRP?

23 A. I -- I don't recall, but I think it was a
24 more general statement, crypto in general.

25 Q. Okay. Setting aside the document, were

1 you bearish on XRP at this time?

2 MR. HANIN: Objection.

3 THE WITNESS: I have no way to remember.

4 I don't know.

5 BY MS. WAXMAN:

6 Q. At the top of the email -- you say:

7 "I'm still bearish."

8 And [REDACTED] asked:

9 "Any reason why you were still

10 bearish?"

11 First of all, just for the record, what

12 does it mean to be bearish?

13 A. I think prices are going to go down.

14 Q. So you're not confident in the success of
15 the asset?

16 MS. ZORNBERG: Object to form.

17 THE WITNESS: I think it's more likely
18 that the price of the asset in dollar terms is going
19 to go down rather than up.

20 BY MS. WAXMAN:

21 Q. Okay. And so [REDACTED] asked, "Why are you
22 bearish?" And then you write:

23 "Pervasive wash trading, lack
24 of adoption, turning 40 this year,
25 quitting smoking and drinking, et

1 cetera."

2 Are you talking about XRP?

3 A. No. And that's why when you asked me the
4 question before, I said I think it's a more general
5 statement, because when I say "pervasive wash
6 trading, lack of adoption," I'm referring to the
7 overall market. I'm not talking just about XRP.

8 And, in fact, when you go to the next
9 sentence, you can see:

10 "No idea where the floor might
11 be. The only thing I'm really
12 excited about holding is XRP right
13 now."

14 So I'm actually making a statement that I
15 think the overall market is going to drop, but XRP
16 doesn't look as bad as the overall market.

17 Q. And why were you -- why did you have that
18 belief that XRP didn't look as bad as the overall
19 market?

20 A. I don't remember what I was thinking four
21 years ago, but -- three years ago, but I see I
22 wrote:

23 "Because I expect the [REDACTED] deal
24 to result in more sustainable
25 buying, especially while they don't

1 have permission to offer BTC or
2 BCH."

3 Q. And why would the [REDACTED] deal -- why did you
4 expect the [REDACTED] deal to result in sustainable buying?

5 A. If I remember correctly, [REDACTED] was launching
6 their own virtual currency exchange, [REDACTED] BC, and the
7 only crypto that they were going to offer to their
8 clients at the time was XRP. So the only
9 transactions that could occur from that would be
10 people coming to buy XRP.

11 Q. And the [REDACTED] deal, that was a deal between
12 Ripple and [REDACTED]?

13 A. I think by [REDACTED] deal, I mean, [REDACTED] launching
14 their virtual currency exchange. GSR was retained
15 by [REDACTED] years ago when they launched the virtual
16 currency exchange, and we were liquidity providers
17 for a certain period of time.

18 Q. And did [REDACTED] enter into an agreement with
19 Ripple to purchase XRP?

20 A. I don't know.

21 Q. Did you ever sell XRP on behalf of [REDACTED]?

22 A. I don't think so.

23 MS. WAXMAN: Exhibit 60, please.

24 (Whereupon, Deposition Exhibit [REDACTED] 60
25 was marked for identification.)

1 BY MS. WAXMAN:

2 Q. So this is very hard to read. I
3 apologize. This is how it was produced to us. I'm
4 showing you what's been marked [REDACTED] 60, which has the
5 Bates GSR -25392.

6 And is 42t in connection with a specific
7 individual, trading in 42t?

8 A. Yes.

9 Q. And -- and whose XRP do you sell through
10 42t?

11 A. I believe it's Brad Garlinghouse.

12 Q. And during 2020, did Mr. Garlinghouse sell
13 during the period from January until August?

14 A. I think so. No. I'm sorry. You're --
15 when I look at the middle of the page, I see a
16 year-to-date. And it seems like the only -- the
17 first XRP sales start in August, and there was zero
18 in January and there's nothing in between, so I
19 assume that means that there were zero from January
20 until August.

21 Q. And just taking a step back, do you
22 recognize what's been marked as [REDACTED] 60?

23 A. What this actually is?

24 Q. Yeah.

25 A. Yeah. This is, I think, the daily emails,

1 or maybe this was a monthly one because it says
2 Month To Date, this we would send out to the clients
3 so they see the progress of the liquidation program.

4 Q. Did GSR send daily trade reports for every
5 trade bot?

6 A. I don't know that we did it for all the
7 clients.

8 Q. Did you send Mr. Garlinghouse a daily
9 trade report for his trades?

10 A. I don't remember.

11 Q. Did you send Mr. Larsen a daily trade
12 report?

13 A. Again, I don't remember. And it's
14 possible that we did at some moment in and time then
15 we didn't.

16 Q. If you didn't send it daily, how often
17 would you send information regarding their trading?

18 MR. HANIN: Objection.

19 If you know.

20 THE WITNESS: I think -- I know there were
21 dailies, there were monthlies. I don't think there
22 were weeklies.

23 BY MS. WAXMAN:

24 Q. I think I have a daily.

25 Did Mr. Garlinghouse tell you to stop

1 selling XRP in --

2 A. I don't --

3 Q. -- in 2020?

4 A. I don't recall. If anything, it looks
5 like he told us to start selling XRP in 2020.

6 Q. And when did he tell you to start selling
7 XRP in 2020?

8 A. I don't know, but I can see from the
9 report that in August we sold some XRP on behalf of
10 Mr. Garlinghouse.

11 Q. Did you have any understanding as to why
12 Mr. Garlinghouse didn't execute any trades in the
13 period between January and August 2020?

14 MR. LEVANDER: Object to form.

15 THE WITNESS: I don't recall.

16 MS. WAXMAN: Exhibit 49, please.

17 (Whereupon, Deposition Exhibit [REDACTED] 49
18 was marked for identification.)

19 MR. HANIN: Daphna, before you get to this
20 document or your next question, it's 2:45. So to
21 the extent you want to reserve 15 or however much.

22 MR. TENREIRO: She's going to reserve ten.

23 MS. WAXMAN: I'm just going to ask about
24 this document. Then we'll stop.

25 MR. HANIN: Perfect.

1 Q. Mr. [REDACTED], I'm showing you what's been
2 marked as [REDACTED]-49, which is a document with the Bates
3 RPLI_SEC 0582440. Again, I -- it's very hard to
4 read, and I apologize. It was produced to us this
5 way.

6 MR. HANIN: Not intentionally.

7 MS. WAXMAN: It wasn't produced by you.

8 MR. HANIN: And not by us. Yes, there you
9 go.

10 THE WITNESS: You can read this one.

11 MR. HANIN: The last one was.

12 BY MS. WAXMAN:

13 Q. Is this the daily report --

14 A. This looks like the daily, yes.

15 Q. -- that GSR would send to individual
16 clients?

17 A. Yes.

18 Q. And is this a copy of the daily report for
19 trading in Mr. Garlinghouse's Bot 42t --

20 A. I believe so.

21 Q. -- between October 20th, 2019 and
22 October 21st, 2019?

23 A. Yes.

24 Q. And on the left-hand side, there's a
25 column titled "Exchange." Are these the list of

1 exchanges that GSR sold XRP on on behalf of

2 Mr. Larsen in --

3 A. Mr. Garlinghouse.

4 Q. -- Mr. Garlinghouse --

5 A. Yes.

6 Q. -- in October 2019?

7 A. Yes. Yes.

8 Q. And it looks like for Bittrex and

9 Coinbase, certain payers have zero volume, and also
10 for Poloniex and Upbit, certain payers have zero
11 volume.

12 Is there any reason why GSR didn't execute
13 sales on those platforms and those payers at this
14 time?

15 A. I don't remember why we would have traded
16 some crosses but not others within the same
17 exchange. It's strange.

18 Q. Did Mr. Garlinghouse ever direct you to
19 sell XRP on certain platforms?

20 A. I don't recall any specifics, but I don't
21 think Mr. Garlinghouse ever told us not to sell in
22 any particular cross on some exchange, no.

23 Q. Did Mr. Garlinghouse ever tell you not to
24 sell XRP on platforms that cater to U.S. users?

25 A. I don't recall.

1 Q. Was the XRP.USD cross available in
2 platforms outside the United States?

3 A. When? You mean on October 20th?

4 Q. Sure. Well, on October 20, 2019.

5 A. Yeah. I mean, you can see Binance had
6 a -- well, Binance had a tether cross, USDT.
7 Bitfinex had a USD cross, right? Bitstamp XRP.USD.
8 Houbi, USD. OKEEx and Polo used tether. Yeah.
9 There are multiple.

10 Q. Are you currently selling XRP on behalf of
11 Mr. Garlinghouse?

12 A. No.

13 Q. And when did you stop selling XRP on
14 behalf of Mr. Garlinghouse?

15 A. I don't remember when we stopped selling
16 XRP on behalf of Mr. Garlinghouse, but as I
17 mentioned earlier, within a few days of the SEC's
18 lawsuit, we ensured that we weren't trading XRP on
19 behalf of Americans or exchanges that catered to
20 Americans.

21 Q. So after the SEC lawsuit, did you stop
22 selling XRP on behalf of Mr. Larsen?

23 MS. ZORNBERG: Object to form.

24 THE WITNESS: I can't remember if we were
25 still selling XRP on behalf of Mr. Larsen. But

1 if -- but if we were, we would have stopped then.

2 BY MS. WAXMAN:

3 Q. Are you currently selling XRP on behalf of
4 Mr. Larsen?

5 A. No.

6 Q. So your understanding is after the SEC
7 lawsuit, you stopped selling on behalf of any U.S.
8 clients and stopped selling XRP to any U.S.
9 purchasers?

10 A. And trading XRP on exchanges that catered
11 to U.S. entities or humans.

12 Q. And why did you do that?

13 A. Because it didn't feel like it was the
14 right thing to do. We are -- as I mentioned hours
15 ago, our intention is to bring GSR onshore and be
16 regulated by the regulators in the U.S. So going
17 against the SEC seemed like not the best way to go
18 about doing that.

19 Q. And how would continuing to sell XRP be
20 going against the SEC?

21 MS. ZORNBERG: Objection.

22 THE WITNESS: I don't know how to answer
23 that question. But the SEC made it very clear on
24 December 20, whatever it was, that they thought XRP
25 was a security, and that is a clear statement. And

1 if that is the case, then GSR has no business doing
2 these transactions until we are a registered entity
3 in the U.S.

4 MS. WAXMAN: So it's 2:50 now. I'm going
5 to reserve ten minutes after Ms. Zornberg or
6 individuals' counsels ask questions. Thank you.

7 MS. ZORNBERG: Shall we take a break?

8 MR. HANIN: Yes. Let's take a --

9 MS. ZORNBERG: Ten-minute break --

10 MR. HANIN: Ten minutes is perfect.

11 MS. ZORNBERG: And start at 3:00.

12 THE VIDEOGRAPHER: We're going off the
13 record at 2:50 p.m.

14 (Whereupon, a recess was taken.)

15 THE VIDEOGRAPHER: We're going back on the
16 record at 3:03 p.m.

17 EXAMINATION BY MS. ZORNBERG

18 BY MS. ZORNBERG:

19 Q. Mr. [REDACTED], good afternoon. I'm
20 Lisa Zornberg. I represent Ripple Labs, and I have
21 some questions for you. Thank you for your
22 endurance today.

23 First, you were asked some questions by
24 the SEC about the original market making agreement
25 between Ripple Labs and GSR. I'd like to show you

1 what's marked as Exhibit 100.

2 (Whereupon, Deposition Exhibit [REDACTED]-100
3 was marked for identification.)

4 MS. ZORNBERG: For the record, it's a
5 document called "Market Making Agreement" entered
6 into as of the 31st of March, 2014, between Ripple
7 Markets, Inc. and GSR, Andorra Private Venture.

8 Q. Do you see that?

9 A. Yes.

10 Q. And I'll just point out that it -- the --
11 at the end, it looks like it's signed on behalf of
12 GSR (Market Maker) by [REDACTED], director.

13 Do you see that?

14 A. Yes.

15 Q. Okay. Is this the initial market making
16 contract that you were referring to in your
17 testimony earlier today between GSR and Ripple?

18 A. I think so, yes.

19 Q. Let me direct your attention on the first
20 page of the document to the section at the top
21 called "Recitals." And there are two recitals.
22 Recital A says that:

23 "Company," which is -- which
24 is Ripple -- "desires to promote
25 liquidity of fiat and

1 cryptocurrencies within the Ripple
2 Network (defined below) by engaging
3 market maker to quote binding bid
4 and offer prices for virtual units
5 of value (defined below) within the
6 Ripple Network."

7 Do you see that?

8 A. Yes.

9 Q. Do you know -- and -- what -- well, let's
10 just take a look for a moment at the definition for
11 Ripple Network, which is on page 2. And it's
12 defined as:

13 "The decentralized, open
14 source, global payment network
15 operating on the Ripple protocol."

16 What was your understanding of what the
17 Ripple Network was? And I guess just --

18 A. To --

19 Q. Go ahead, please.

20 A. Let me start by saying that I'm just a
21 retired oil trader, so I'm not exactly a world
22 eminence in cryptography. But to me, the Ripple
23 Network and the Ripple Consensus Ledger are
24 interchangeable.

25 Q. Okay. So -- and was the Ripple Consensus

1 Ledger would also -- later became called the XRP

2 Ledger?

3 A. I guess so. I just haven't -- I don't

4 remember hearing that term as often, but yeah.

5 Q. Okay. If I refer to it collect -- you

6 know, just as the Ledger, will you understand what

7 I'm referring to?

8 A. Yes, I think so.

9 Q. Okay. So back in 2014, around the time of

10 this agreement, did you view the Ledger as

11 innovative?

12 A. Yes.

13 Q. In what ways?

14 A. I had never come across something like the

15 Ledger. I remember showing my financial advisor how

16 it worked and creating a wallet and sending XRP and

17 everybody's look of amazement. It was the first

18 time I had come across something like that.

19 Q. And were you -- was the -- was the

20 Ledger -- did the Ledger contain a decentralized

21 exchange within it, if you know?

22 A. The Ledger allowed -- so when we access

23 the Ledger, we were able to send, receive and

24 exchange different units of value.

25 Q. Include -

1 A. So in order to -- so you're exchanging
2 unit of value. So from that point of view, yes, I
3 guess it is an exchange.

4 Q. And you testified earlier, I believe, that
5 when you were -- when GSR was retained to provide
6 market making services on the Ledger, it was for
7 different crosses, some including XRP and some not?

8 A. That's correct.

9 Q. Okay. And is that consistent with the
10 recital that we looked at on page 1 that says that
11 the company desires to promote liquidity of fiat and
12 cryptocurrencies?

13 A. I think it's the same thing, right? Fiat
14 would have been dollar, euro, I think there was GBP,
15 there was yen, CNY. And then virtual
16 cryptocurrencies, there was XRP and Bitcoin. And so
17 any combination of those different crosses, right?

18 Q. Yeah.

19 Are you aware -- you testified earlier
20 that the Ledger was public?

21 A. Yes.

22 Q. Was it open source?

23 A. I believe it was.

24 Q. Are you aware that it was launched before
25 Ripple Labs was formed as a company?

1 A. I don't recall. I don't think -- I'm not
2 sure if I was aware.

3 Q. Okay. From it's -- from the time you
4 started working with the Ledger, was it capable of
5 facilitating cross-border payments?

6 MS. WAXMAN: Objection.

7 THE WITNESS: I wouldn't say payments, but
8 it would allow you to exchange euros for yen, for
9 example, so you could exchange different fiats.

10 BY MS. ZORNBERG:

11 Q. Okay. Mr. [REDACTED] you testified earlier that
12 your greatest amount of contact with Ripple over the
13 years has been with the markets team.

14 Do you recall that?

15 A. Yes.

16 Q. To what extent, if any, have you had
17 contact with Ripple's product team?

18 A. Very, very little.

19 Q. Okay.

20 A. Can you remind me who is on the products
21 team?

22 Q. I don't -- well, to what extent, if any,
23 did you have communications Asheesh Birla, for
24 example?

25 A. I -- I think I've met Asheesh in person

1 for all of three minutes in a -- waiting for an
2 elevator.

3 Q. Okay. You know that Ripple is a software
4 company, right?

5 A. Yes.

6 Q. Would it be fair to say that you were not
7 kept apprised of all of the efforts by Ripple's
8 products team to develop software?

9 MS. WAXMAN: Objection.

10 THE WITNESS: No. I mean ...

11 BY MS. ZORNBERG:

12 Q. Okay.

13 A. I mean, would it be fair, yes, I think
14 that's a fair thing to say.

15 Q. So you -- do you know what product Ripple
16 was developing in 2013?

17 MS. WAXMAN: Objection.

18 THE WITNESS: I -- I don't recall, but I
19 can't imagine I would have.

20 BY MS. ZORNBERG:

21 Q. Okay. Now, when the SEC questioned you
22 earlier without showing you this document, [REDACTED]-100, I
23 think you gave your best guess that you started
24 making markets under a contract with Ripple in
25 fourth quarter of 2013.

1 This agreement is dated as of March 31st,
2 2014. So just, what is your best recollection,
3 seeing the agreement, as to when GSR first began
4 making markets --

5 MS. WAXMAN: Objection.

6 BY MS. ZORNBERG:

7 Q. -- under contract?

8 MS. WAXMAN: Objection.

9 THE WITNESS: I think I said that we
10 started either Q4 of '13 or Q1 of '14. In my mind,
11 I have this November of 2013 date. That might have
12 been when we submitted our business plan or our
13 business proposal to Ripple. And, obviously, it
14 seems like we didn't sign any agreement until the
15 31st of March of 2014. I don't think there was
16 anything before this.

17 BY MS. ZORNBERG:

18 Q. Okay. All right. You can put that aside.

19 Can I have tab 5, the next one?

20 I'm showing you, Mr. [REDACTED], Exhibit 101.

21 (Whereupon, Deposition Exhibit [REDACTED] 101
22 was marked for identification.)

23 BY MS. ZORNBERG:

24 Q. Okay. For the record, Exhibit 101 is
25 entitled "GSR Memorandum of Understanding," and it

1 looks to be an MOU made on December 1, 2018, as the
2 effective date.

3 Do you recognize this document, Mr. [REDACTED]?

4 A. Yes.

5 Q. Okay. It appears that your signature is
6 on the second page.

7 Did you sign it, electronically or
8 otherwise?

9 A. That looks like me trying to replicate my
10 signature on DocuSign, yes.

11 Q. All right. Is this the MOU that
12 governed -- through which Ripple contracted GSR to
13 provide liquidity services for the testing of the
14 xRapid product?

15 MS. WAXMAN: Objection.

16 THE WITNESS: I believe that's exactly
17 what it is. It's just an MOU.

18 BY MS. ZORNBERG:

19 Q. Yeah. And I'll direct your attention to
20 the whereas clauses. The first one says:

21 "Whereas, GSR is in the
22 business of providing liquidity and
23 programmatic trading services to
24 blockchain companies and token
25 issuers. Whereas, Ripple has

1 launched a new product named xRapid
2 and is seeking the services of GSR
3 to provide liquidity during the
4 testing period of the product."

5 Do you see that?

6 A. Mh-hmm.

7 Q. Did GSR, in fact, provide liquidity
8 services for the xRapid product during the test
9 period?

10 A. I believe so.

11 Q. Okay. What is your understanding of the
12 OD -- what the ODL product intended to accomplish?
13 And I'm going to refer to it as ODL. As you
14 previously said, xRapid later became ODL.

15 But do you have an understanding of what
16 the purpose of the product was?

17 A. Yes.

18 Q. What was your -- what's your
19 understanding?

20 A. My understanding is that ODL is supposed
21 to significantly reduce the time and cost involved
22 in sending FX payments, overseas or from overseas to
23 onshore. I mean, it doesn't matter.

24 Q. Okay. Did you -- do you have a view as to
25 whether the ODL product, when it first came into

1 being, had an innovative value to it?

2 MS. WAXMAN: Objection.

3 THE WITNESS: I think when ODL came about,
4 and even today, it facilitated the movement, small
5 amounts of fiat from one currency to another. And
6 that is something that, today, you simply cannot do
7 using the normal banking system. So it was
8 innovative then, and in some ways, it still is
9 today.

10 BY MS. ZORNBERG:

11 Q. Why is liquidity in XRP important to the
12 functioning of the ODL product?

13 MS. WAXMAN: Objection.

14 THE WITNESS: In order for the protocol to
15 work, there needs to be -- if you're sending money
16 from A to B, at A, you buy XRP with the originating
17 currency. You can then send the XRP to the
18 destination exchange and sell it for the destination
19 local currency.

20 BY MS. ZORNBERG:

21 Q. That's a very well-hydrated example.

22 A. But -- so this movement of XRP is -- takes
23 a very short period of time. You want the price of
24 XRP here in dollars to be as close as possible to
25 the price of XRP here in pesos so that the resulting

1 effected transaction is as close as possible to the
2 fair value of the dollar max cross.

3 If the bid offer spread on the origination
4 exchange were ten percent wide, when you -- the
5 payment provider purchased the XRP in the
6 origination exchange, they would already be
7 ostensibly 5 percent underwater. Likewise, if then
8 they send the XRP over here and they sell it for
9 pesos and the best bid is 5 percent below fair
10 value, they could have locked in an FX transaction
11 that was 10 percent off market.

12 So you want both markets to be as tight as
13 possible. And not just tight, but they need to have
14 sufficient depth, because if this order is too big,
15 maybe the first offer is very close to fair value,
16 but if there are no more offers until 5 percent
17 higher, when you come in to buy the XRP over here,
18 you're going to end up buying the XRP very
19 expensive.

20 Similarly, when you come over here and you
21 try and sell it, you need there to be enough bids,
22 otherwise you're going to work your way all the way
23 down the order book and, again, you're going to be
24 ten percent off market.

25 Q. So liquidity mattered to ODL?

1 A. Absolutely.

2 Q. And a sign of liquidity is a tight spread
3 between bid and ask?

4 A. That's the first one. But having a take
5 wide bid offer for no size doesn't help either,
6 unless you're trying to send pennies at a time,
7 which is not the case.

8 Q. Okay. Were GSR's market making services
9 for the ODL product provided for certain corridors
10 where Ripple was first testing and then providing
11 ODL services?

12 A. I believe so.

13 MS. WAXMAN: Object.

14 BY MS. ZORNBERG:

15 Q. And which corridors were those?

16 A. Mexican peso at Bitso, Philippine pesos at
17 Coins.ph/Pro, AU -- Australian dollars at BTC
18 markets.

19 Q. Okay. So in other words, was Ripple
20 looking to contract GSR to provide liquidity where
21 it was most useful to its product?

22 MS. WAXMAN: Objection.

23 THE WITNESS: I presume so, yes. I mean,
24 we weren't -- the ODL contract only covered these
25 exchanges, which my understanding is we're servicing

1 these rails that the payment providers were using.

2 BY MS. ZORNBERG:

3 Q. And was the amount of liquidity -- let me
4 rephrase.

5 For GSR, in providing liquidity for the
6 ODL product, was the amount of liquidity needed
7 variable or static?

8 A. By "amount of liquidity," do you mean the
9 size of the -- the depth that we were providing on
10 any particular order book?

11 Q. Yes.

12 A. It -- I mean, it varied.

13 Q. Okay. Did it -- and did it vary based on
14 particular -- for particular reasons?

15 A. When we -- when we provide liquidity on
16 any given exchange, we're placing bids or offers, we
17 don't know when an order resulting from ODL is going
18 to interact with us. And we don't know sometimes
19 when other market participants in any given exchange
20 might choose to interact with us.

21 You know, there -- there are even worse
22 cases where maybe our price oracles aren't perfectly
23 synced and people take advantage of the fact that
24 we're being slow in the exchange and they arb us
25 out. It doesn't happen often, but it can happen.

1 Q. So would the amount of liquidity needed
2 from GSR depend in part on the amount of
3 transactions customers wanted to put through ODL?

4 MS. WAXMAN: Objection.

5 THE WITNESS: I can see how there would be
6 a correlation between the size of the flows that
7 were coming from ODL and the amount of liquidity we
8 would have to, quote, unquote, guarantee on these
9 exchanges.

10 BY MS. ZORNBERG:

11 Q. Since 2018, have -- have certain -- has
12 liquidity in any of these corridors that you
13 mentioned grown?

14 A. The -- the organic liquidity at these
15 exchanges has improved since we started.

16 Q. Can you -- can you flesh that out and
17 describe what you've observed?

18 A. I think -- you can see it in the data. In
19 general, most of these -- well, these exchanges that
20 we're referring to, Bitso, Coins.ph, BTC markets, in
21 the last two-and-a-half years have grown in terms of
22 their trading volume. I don't have access to their
23 user data, but I suspect part of it comes from the
24 fact that they have more users. They also offer
25 more products. You know, like so many other things

1 in the space that are in flux and growing.

2 Q. How has the organic growth of those
3 corridors affected the need for GSR services?

4 MS. WAXMAN: Objection.

5 THE WITNESS: I think that as organic
6 liquidity develops, the need for GSR to be providing
7 the liquidity necessary to ensure, affects
8 transactions at a fair market rate, that need
9 decreases. And, in fact, I think we've seen it in
10 our data. We -- we need -- Ripple keeps track of
11 our hit ratio, meaning we tell Ripple how much we
12 traded on this corridor, but then Ripple tells us,
13 well, X percent matched ODL.

14 That X percent over time has been
15 decreasing, I suspect because organic liquidity has
16 been developing in these markets.

17 BY MS. ZORNBERG:

18 Q. Okay. Other than Ripple Labs, for
19 approximately how many other clients in the digital
20 asset space has GSR provided liquidity services?

21 A. Over [REDACTED].

22 MS. WAXMAN: Is there a time period for
23 that?

24 THE WITNESS: I understood it since 2013,
25 but ...

1 MS. ZORNBERG: That's fine.

2 Q. All right. You've been asked some
3 questions -- turning now to another subject. You
4 were asked some questions by the SEC about the GSR's
5 services in providing programmatic selling of XRP on
6 Ripple's behalf.

7 MS. ZORNBERG: Let me -- can I have
8 Exhibit 103?

9 (Whereupon, Deposition Exhibit [REDACTED] 103
10 was marked for identification.)

11 BY MS. ZORNBERG:

12 Q. Okay. I'm showing you this document.

13 MS. ZORNBERG: Do you have other copies of
14 it? Okay. There you go.

15 Q. After you've had a moment to look at it,
16 please tell me if you recognize it.

17 A. I remember it, yeah.

18 Q. So what is this document, Mr. [REDACTED],
19 Exhibit 103, which, just for the record, has a GSR
20 logo on the front page, a [REDACTED]
21 [REDACTED] logo on the front page as well?

22 MS. WAXMAN: Objection.

23 THE WITNESS: I believe this was a
24 document that GSR prepared for [REDACTED]. I believe what
25 happened was [REDACTED] approached [REDACTED] and said, we know

1 that -- we think GSR's liquidity dating XRP on your
2 behalf -- I'm summarizing, and we think we can do it
3 better. And they prepared an analysis of their
4 strategy, and they analyzed ours, and they came to
5 the conclusion that they were going to do it better.
6 And when we saw their analysis, we rebutted it, I
7 guess you would say.

8 BY MS. ZORNBERG:

9 Q. Yeah. Was the -- do you remember the year
10 in which this was sent over?

11 A. No, I do not. Are there any clues?

12 Q. Well, I can represent to you that this
13 was -- this was sent -- this document, Exhibit 103,
14 was sent as an attachment to -- to [REDACTED]
15 and others at GSR on June 11, 2019.

16 MS. WAXMAN: Object. And, Lisa, do you
17 have the cover email showing the -- that he actually
18 received this attachment or the email?

19 MS. ZORNBERG: I don't think we need to
20 designate it. For the record, if you want, I'll
21 give -- I can give you the Bates number of the cover
22 email. It's -- it's GSR_14586.

23 THE WITNESS: On the page that ends 301,
24 first sentence says:

25 "The migration to our new tech

1 stack (ETA July 2019) will allow us
2 to take into account."

3 So this must have happened prior to that.

4 BY MS. WAXMAN:

5 Q. Okay. Sometime in 2019?

6 A. I mean, maybe it was '18. It was
7 definitely before --

8 Q. Yeah. Let me -- let me direct your
9 attention to page 5 of the document that has GSR --
10 I'll use the GSR Bates stamp. It's got -91 at the
11 end. And it's the page that has the header, "GSR
12 Current Liquidation Program."

13 Okay. Let me direct your attention to the
14 third paragraph down, or the fourth, rather, where
15 GSR's document says:

16 "Although our current
17 execution strategy may not be
18 perfectly optimized, it utilizes
19 aggregation in a non-naive
20 approach, which results in fair
21 pricing for all participants
22 (pareto optimality) and avoids
23 material market impact in the short
24 and long term."

25 Do you see that?

1 A. Yes.

2 Q. Is that an accurate statement?

3 A. I was hoping you wouldn't ask me that,
4 because I don't -- I'm not sure I understand what
5 pareto optimality means. I don't think I wrote
6 this.

7 Q. Okay. That makes two of us. But let's
8 focus on the end of the sentence.

9 Do you agree that as of when this was
10 prepared, GSR's execution strategy was one that --
11 to avoid material market impact in the short and
12 long term?

13 MS. WAXMAN: Objection.

14 THE WITNESS: Yes.

15 BY MS. ZORNBERG:

16 Q. Okay. And then in the next paragraph the
17 document states:

18 "It is critical that the
19 participants of the XRP liquidation
20 program are not competing against
21 each other."

22 And the following sentence says:

23 "The priorities are the health
24 of the ecosystem and minimizing
25 market impact."

1 Do you see that?

2 A. Yes.

3 Q. Can you just explain what it means to
4 minimize market impact and why that was GSR's
5 execution strategy?

6 MS. WAXMAN: Objection.

7 THE WITNESS: We had several entities
8 looking to liquidate XRP through us. All these
9 entities have, some of them have bigger, some have
10 smaller amounts, but they all have significant
11 holdings of XRP, which are orders of magnitude
12 larger than the liquidity available in the market.

13 So what I was trying -- what we were
14 trying to say here is that I totally understand how
15 one of these entities might say, well, I want to
16 sell all my XRP tomorrow. Well, if -- because they
17 don't care about the other entities. And because we
18 were doing all these XRP sales on behalf of all of
19 these clients, we didn't want to let people -- or
20 have people tripping over themselves and trying to
21 get ahead of the rest. Had to do it in some kind of
22 a controlled fashion.

23 And having a bird's eye view of all the
24 different interests and being able to push back on
25 some of these requests was a way that we tried to

1 maintain an orderly market and minimize the long
2 term impact on the price of XRP.

3 If we -- to put it another way, if we
4 had -- I don't remember specifics but I'm sure there
5 were times when some of these clients called, said,
6 well, you know, price of XRP just went up
7 30 percent, can we sell all of it?

8 No, we cannot, there is not enough
9 liquidity in the market to be able to do that.

10 BY MS. ZORNBERG:

11 Q. In your experience dealing with
12 Ripple Labs, was Ripple supportive of the strategy
13 of selling in a way that avoided material market
14 impact?

15 A. Yes.

16 MS. WAXMAN: Objection.

17 BY MS. ZORNBERG:

18 Q. Let me ask you to turn the page to page 7,
19 to the page that's titled "Unparalleled Experience."
20 And the next-to-last sentence says:

21 "Our number one goal is to
22 create and maintain a constructive
23 environment for XRP. Unlike new
24 competitors, we are not trying to
25 make a quick profit by selling

1 XRP."

2 Do you see that?

3 A. Yeah.

4 Q. Did you view that as an accurate statement
5 as of 2019?

6 A. Yes. And it's tied to what I was just
7 saying on my previous comment. We weren't trying to
8 maximize dollar revenues today or this week, but
9 rather create a long-term program that would allow
10 all of these large XRP holders to be able to
11 monetize their position over time in a thoughtful
12 manner.

13 Q. Was the reference to "new competitors" a
14 reference to [REDACTED]?

15 A. In all likelihood, yes.

16 Q. So what -- what methods did GSR use in
17 programmatically selling XRP on Ripple's behalf and
18 on behalf of other clients, selling XRP on behalf of
19 other clients to minimize the market impact?

20 MS. WAXMAN: Objection.

21 THE WITNESS: There's a wide range from
22 trying to -- part of it is trying to gauge what is
23 an appropriate amount of supply. We discussed this
24 a few times earlier today. We felt that tying it to
25 the amount of real trading volume was a reasonable

1 way to calibrate it. Then in terms of how the
2 [REDACTED] actually execute the sales, I'll give
3 you, just to illustrate my point. If -- if your
4 [REDACTED] just sends XRP to the exchange and as soon
5 as it hits the exchange just goes into the order
6 book and hits a bid and hits a bid and hits a bid
7 and hits a bid, that pattern is -- can be recognized
8 by the market participants.

9 If other market participants recognize the
10 pattern, chances are they will front run you. If
11 they front run you, you're going to have a lower
12 execution price.

13 Another way where we improved the
14 execution price, as discussed earlier, was by
15 providing [REDACTED]

16 [REDACTED] --

17 BY MS. ZORNBERG:

18 Q. Right.

19 A. [REDACTED]
20 [REDACTED]

21 A third way in which we improved the net
22 execution price, instead of -- most exchanges have

23 [REDACTED]
24 [REDACTED]
25 [REDACTED]

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Q. Was spreading out sales over various exchanges another way to minimize market impact?

MS. WAXMAN: Objection.

THE WITNESS: Yes. To the degree that if you try and force too many sales through any one given exchange, you end up with the underlying problem of not enough liquidity. There's only so many market participants in any given exchange, there's only so much capital they have available to purchase XRP. So you couldn't route all of the sales to any one given exchange because you would probably end up creating dislocations.

BY MS. ZORNBERG:

Q. You were asked some questions by the SEC about Ripple being in favor of an orderly XRP

1 market.

2 Do you recall questions along those lines?

3 A. Yes.

4 Q. Okay. To your knowledge, did Ripple ever
5 make any promise to anyone that it, Ripple Labs,
6 would maintain an orderly market in XRP?

7 MS. WAXMAN: Objection.

8 THE WITNESS: No.

9 BY MS. ZORNBERG:

10 Q. So if we could go to a few of the
11 documents that the SEC showed you, the first one I
12 want to call your attention to is -- sorry, just
13 give me one moment. Okay. [REDACTED]-15.

14 Okay. When the SEC was questioning you,
15 they called your attention only to the August 6th
16 2134, email that's second down from Patrick Griffin
17 where he wrote:

18 "We saw the price was bid up
19 pretty aggressively, fantastic."

20 And the SEC asked you about that sentence.

21 I want to direct you to your response to
22 Mr. Griffin right above it at the top of the email
23 where you wrote:

24 "GSR purchased XRP today, but
25 our purchases started after the

1 first big move."

2 Did you see that?

3 A. Yeah.

4 Q. What does that mean, that the purchases
5 started after the first big move?

6 A. Well, Patrick -- Patrick is saying, we saw
7 the price go up a lot, and he's basically -- his
8 question is getting at is, was that because you guys
9 were buying. And my reply is, the price was already
10 on the way up by the time we started buying.

11 Q. All right. You can put that aside.

12 MS. ZORNBERG: Can I have Exhibit 105.

13 Just one second. You know what, I don't
14 think we need that exhibit. We can put it aside.

15 Q. Can we pull out the SEC exhibit that they
16 showed you, [REDACTED]-53. It's the master purchase
17 agreement.

18 A. Sorry, getting there. Here we go.

19 Q. Take your time.

20 A. Yeah.

21 Q. Okay. So you were asked some questions
22 about a period of time in 2020 when [REDACTED] executed
23 purchases of XRP on behalf of Ripple.

24 Do you recall that?

25 A. Yes.

1 Q. And -- and this exhibit, 53, was the
2 agreement that governed those purchases between GSR
3 and Ripple, right?

4 MS. WAXMAN: Objection.

5 THE WITNESS: I believe that's correct,
6 yes.

7 BY MS. ZORNBERG:

8 Q. Let me -- let me direct your attention for
9 a moment to Section 2 on page 2 of this agreement.
10 And recognizing that I'm sure you did not draft the
11 agreement and that you're -- you're not a lawyer, I
12 do want to direct you to the Section 2A where it
13 says "Execution Parameters."

14 And do you see that it starts with this
15 sentence. Quote:

16 "The company will ensure" --

17 And actually, let me pause here because
18 company here is defined as GSR Markets PTE. LTD.

19 A. Yeah.

20 Q. Okay. So GSR is the company. And it
21 says:

22 "The company will ensure
23 orderly markets and avoid undue
24 market impact in relation to any
25 purchases under this agreement,

1 including by ensuring compliance

2 with the following parameters."

3 And then it goes on to list some

4 parameters.

5 Do you see that?

6 A. Yes.

7 Q. Is it fair to say that Ripple and GSR both

8 wanted those purchases to be conducted in a way that

9 avoided undue market impact?

10 MS. WAXMAN: Objection.

11 THE WITNESS: I think so. Yes.

12 BY MS. ZORNBERG:

13 Q. Can I ask you to take a look at

14 Exhibit [REDACTED] 64.

15 MS. ZORNBERG: Can you pull a copy of that

16 for me?

17 THE WITNESS: Gosh, had to be the last

18 one. Sorry.

19 BY MS. ZORNBERG:

20 Q. Okay. So this was one of the documents

21 the SEC marked earlier. I want to direct your

22 attention to the next to last page, which is a

23 June 4, 2018, 12:04 p.m. email from [REDACTED]

24 [REDACTED] to you.

25 Do you see it?

1 A. Sorry, I was looking --

2 Q. It's the next-to-last page.

3 A. Got it. 12:04, yeah.

4 Q. Okay. And I want to direct your attention

5 to the second paragraph in his email to you which

6 says:

7 "Again, we want to be

8 sensitive about targeting trading

9 only against what is real volume.

10 If you see evidence of fake volume,

11 please let us know."

12 Do you see that?

13 A. Yes.

14 Q. Did Mr. [REDACTED] as far as you

15 understand, share your desire to avoid trading on

16 fake volume?

17 A. Absolutely.

18 MS. WAXMAN: Objection.

19 BY MS. ZORNBERG:

20 Q. Do you have any knowledge of Ripple

21 switching from [REDACTED] to [REDACTED]

22 [REDACTED] out of a, you know -- well, let me just pause

23 there.

24 Do you have any information or knowledge

25 that that occurred?

1 A. I know that the subject of fake volumes
2 was a very important one, and we -- GSR and Ripple
3 shared the view that we wanted -- we only cared
4 about real volumes. And over time, we incorporated
5 whatever information or signals we could find to
6 help us better determine what we thought were real
7 volumes.

8 You mentioned [REDACTED] going to
9 [REDACTED]. I don't remember the specifics, but I
10 think [REDACTED] was the first aggregator, and
11 they came up with some measures of trustworthiness,
12 and we probably used that measure at first. As
13 other reporting outlets became more sophisticated,
14 we incorporated their information into our
15 determination of what was real.

16 Q. Do you -- were you ever told that Ripple
17 had switched to -- from [REDACTED] to
18 [REDACTED] because it viewed the latter
19 as being more reliable?

20 MS. WAXMAN: Objection.

21 THE WITNESS: I don't remember the
22 specific date, but that was the philosophy by and
23 large, yes.

24 BY MS. ZORNBERG:

25 Q. Okay. You were asked some questions by --

1 by the -- let me -- let me ask you to pull out

2 ■ 29.

3 A. If I put them in order, this would go a
4 lot faster.

5 MR. HANIN: I thought you were actually
6 calling them emails, but you said put them in number
7 order.

8 THE WITNESS: Is this towards the
9 beginning or the end?

10 MS. ZORNBERG: I think it was the middle.

11 MR. HANIN: I put them in numerical order,
12 so I can do it for you.

13 THE WITNESS: Okay. I got it.

14 MS. ZORNBERG: Your lawyer is not helping
15 you at all.

16 MR. HANIN: I was helping myself.

17 BY MS. ZORNBERG:

18 Q. All right. Mr. ■, you were asked about
19 this -- parts of this email by the SEC, and I want
20 to go back over other parts.

21 First of all, just to level set, this is a
22 string of emails from November 2016. Directing your
23 attention to page 2 of the email -- well, before I
24 direct your attention to certain language, I believe
25 you testified earlier, after looking at the email,

1 that you think that the reference to press in this
2 chain was a reference to the news that Chris Larsen
3 had stepped down as CEO to become chairman.

4 And at the bottom of page 2, you had --
5 you had pointed out Patrick Griffin's email at 1454:

6 "I'm only seeing positive
7 sentiment on the news: General
8 feeling seems to be that Ripple is
9 doing well enough for Chris to take
10 that move."

11 Do you remember being asked about that
12 earlier today?

13 A. Yeah.

14 Q. Okay. And then you were asked a number of
15 questions by the SEC about a reference above it to
16 Patrick Griffin's additional email. But I want
17 to -- first I want to focus you on your -- what you
18 wrote on November 1st at 10:14 p.m. where you
19 wrote, quote:

20 "I am very surprised that the
21 price is reacting so well. We will
22 continue to monitor closely as the
23 market continues to digest the
24 news. I've never been so glad to
25 be wrong on a market call."

1 Do you see that?

2 A. Yeah.

3 Q. Is it fair to say that any expectation
4 that you had that price in XRP would go down in
5 reaction to the news proved incorrect?

6 MS. WAXMAN: Objection.

7 THE WITNESS: I think that's fair to say,
8 yes.

9 BY MS. ZORNBERG:

10 Q. And to the extent that Patrick Griffin had
11 been preparing for possible purchases of XRP, if --
12 if the news affected price, he too was incorrect?

13 MS. WAXMAN: Objection.

14 THE WITNESS: Yes. Because, as you can
15 see from his message on November 1st at 1529, he's
16 giving us instructions 'cause I guess he's also
17 expecting.

18 BY MS. ZORNBERG:

19 Q. So Ripple was wrong in that instance, just
20 like you were wrong --

21 MS. WAXMAN: Objection.

22 BY MS. ZORNBERG:

23 Q. -- about how news might affect the market?

24 MS. WAXMAN: Objection.

25 THE WITNESS: I certainly was wrong. And

1 Patrick, too, yes.

2 BY MS. ZORNBERG:

3 Q. Okay. Let me -- and by the way,
4 Ms. Waxman had asked you about Patrick's use of the
5 term "target floor" in that email.

6 Now, the SEC only showed you this one
7 email from November 2016 using the word target --
8 the term "target floor." They haven't shown you any
9 emails today with similar language after 2016.

10 MS. WAXMAN: Objection.

11 BY MS. ZORNBERG:

12 Q. As you sit here today, do you
13 specifically -- do you have any recollection of
14 Ripple discussing target floors in emails with you?

15 A. No, I don't have any recollection. Are
16 you asking like when was the last time I thought I
17 heard -- I mean ...

18 Q. No. You answered the question.

19 Okay. I have only one more SEC exhibit
20 for you to dig out, and it's [REDACTED]-13.

21 A. Got it.

22 Q. I'd like to ask you to turn to page 3 of
23 the email, which was not discussed earlier today,
24 though other parts of this chain were. And I'd like
25 to direct your attention to the July 21, 2016 email

1 that you wrote at 2:52. It's in the middle of
2 page 3.

3 A. Yes.

4 Q. Okay. And in the email you wrote:

5 "Although market chatter has
6 been very positive in the 72 hours
7 following the news releases,
8 trading volumes and XRP prices
9 remain stagnant. Market
10 capitalization rates are almost
11 unchanged from last week, though we
12 have seen a modest increase in
13 CNY."

14 Do you see that?

15 A. Yes.

16 Q. What's CNY?

17 A. Chinese yuan.

18 Q. All right. Is this -- the portion of your
19 email that I just read to you, is that another
20 instance where a new release or news releases,
21 however positively received, from your perspective,
22 had -- did not impact trading volumes or XRP prices?

23 MS. WAXMAN: Objection.

24 THE WITNESS: That's -- that's what I'm
25 saying in this note, quite clearly, right? There

1 has -- there has been positive market chatter
2 following news releases. I don't remember what the
3 releases were. But trading volumes and XRP prices
4 have not reacted to it.

5 In general, this issue of crypto being a
6 nascent market and having very little liquidity
7 means that there's an enormous amount of noise. And
8 it's very difficult to point one way or the other.
9 And, you know, sometimes I guess in a more mature
10 market, you would expect, as real news comes to a
11 head, you would expect them to observe the price
12 follow, whereas in crypto, maybe it gets lost in the
13 wash.

14 BY MS. ZORNBERG:

15 Q. All right. You can put that document
16 aside.

17 I'd like to go back to a question and
18 answer you were asked by the SEC earlier today just
19 to clarify something.

20 You were asked -- you were asked about the
21 Ledger in gateways, some general questions about
22 that back in 2015. And you gave an -- you gave an
23 answer, which the transcript will reflect, stating
24 that in 2015, "It wasn't easy to access Ripple and
25 that the more gateways there are, the more people

1 who can use Ripple."

2 That's what we -- on a break, we took from
3 the transcript. What did you mean by your use of
4 the term "Ripple" in that answer? What were you
5 referring to that it wasn't easy to access Ripple?

6 A. You couldn't use the Ripple Network or the
7 Ripple Consensus Ledger. You had to -- back then,
8 before XRP was listed on other exchanges, whatever,
9 you could transact on the Ripple Consensus Ledger by
10 depositing money into it via a gateway or
11 withdrawing it using a gateway. So I was referring
12 to the Ripple Network or the Ripple Consensus
13 Ledger.

14 Q. Okay. Was the Ledger something that
15 existed separate and apart from Ripple Labs, the
16 software company?

17 MS. WAXMAN: Objection. Asked and
18 answered.

19 THE WITNESS: Yes.

20 BY MS. ZORNBERG:

21 Q. Mr. [REDACTED], is it fair to say that GSR cares
22 about operating its business in a legally compliant
23 manner?

24 A. Absolutely.

25 MS. WAXMAN: Objection.

1 BY MS. ZORNBERG:

2 Q. And you --

3 MS. ZORNBERG: What's the basis for the
4 objection?

5 MS. WAXMAN: You're testifying for him.

6 MS. ZORNBERG: That's not correct and the
7 transcript will reflect what it reflects.

8 Q. Do you personally care about operating
9 GSR's business in a legally compliant manner?

10 A. Very much so.

11 Q. Without disclosing your communications
12 with counsel, has GSR, from time to time, consulted
13 with lawyers to ensure it was operating in a legally
14 compliant manner?

15 MS. WAXMAN: Objection.

16 THE WITNESS: Yes.

17 BY MS. ZORNBERG:

18 Q. You also testified this morning that GSR,
19 whether through its management or its lawyers, had
20 reached out -- had met with the SEC, correct?

21 A. Yes.

22 Q. On approximately -- to your knowledge,
23 approximately how many times has GSR reached out to
24 the SEC since -- since GSR came into existence?

25 A. The instance I described this morning was

1 the first time where we -- for want to have a better
2 expression, the open kimono thing, this is us, this
3 is what we do. But I have had conversations with
4 the SEC prior to that, with Daphna last year.

5 Q. Okay. And other than the conversation
6 with Daphna last year and your meeting in
7 January 2021 with the SEC, are you aware of whether
8 GSR or its lawyers have reached out through phone,
9 in person or writing to the SEC on other occasions?

10 MS. WAXMAN: Objection.

11 THE WITNESS: I believe -- in fact, I hope
12 that the gentleman who we hired at the end of last
13 year, who's the CEO of GSR USA, is engaging with the
14 SEC and other regulators on our behalf and has been
15 doing so on a regular basis over the last eight or
16 nine months.

17 BY MS. ZORNBERG:

18 Q. Without disclosing any communications
19 you've had with counsel, does GSR have regulatory
20 counsel?

21 A. Yes.

22 Q. Who is that?

23 A. [REDACTED].

24 Q. Okay. Who at [REDACTED], if you know?

25 A. [REDACTED] and -- and a gentleman who's [REDACTED].

1 perhaps.

2 Q. Close enough. Close enough.

3 MR. HANIN: [REDACTED]

4 BY MS. ZORNBERG:

5 Q. Focusing your attention on the period of
6 time before December 22nd, 2020, when the SEC
7 filed the lawsuit against Ripple Labs, has -- had
8 the SEC ever communicated to GSR that it believed
9 GSR was violating U.S. security law?

10 A. No.

11 Q. Had the SEC ever communicated, prior to
12 December 22nd, 2020, to GSR that in the SEC's
13 view, XRP was a security?

14 MS. WAXMAN: Objection.

15 MR. HANIN: Objection to the foundation,
16 but . . .

17 THE WITNESS: I don't -- I don't recall.
18 I -- I don't recall if it came up. If it -- if that
19 would have happened, it would have happened during
20 my conversation with Daphna, but I don't recall the
21 details of that conversation. I do know that if --
22 I mean, it's something I would have remembered if --
23 to be blunt, if the SEC says we don't like this,
24 don't do it, we just won't do it.

25 / /

1 BY MS. ZORNBERG:

2 Q. But the SEC never told you to stop --

3 A. No.

4 Q. -- transactions in XRP, correct?

5 A. No.

6 MS. WAXMAN: Objection.

7 BY MS. ZORNBERG:

8 Q. And is that true to this day?

9 A. I don't believe the XRP [sic] has told us
10 anything. When we had that meeting in January we
11 told the people from the SEC that we were -- we had
12 stopped trading XRP on behalf of Americans and
13 exchanges that catered to Americans, et cetera. We
14 were going to continue servicing ODL from our
15 Singapore entity facing off with Ripple's
16 Singaporean entity. We felt it was important to be
17 up front about that.

18 Q. In your prior answer, I think you called
19 the SEC XRP --

20 MR. HANIN: XRP, yeah.

21 BY MS. ZORNBERG:

22 Q. -- and I think they'll take great umbrage
23 to that. Do you want to correct that?

24 A. Yes.

25 Q. You meant the SEC?

1 A. Did I make the mistake again?

2 MR. HANIN: This was a different
3 conflation, but no -- yes, obviously, he meant SEC,
4 not XRP.

5 THE WITNESS: I'm sorry.

6 MS. ZORNBERG: Feel free to change the
7 agency name, Ms. Waxman.

8 MS. WAXMAN: We'll take it under
9 advisement.

10 BY MS. ZORNBERG:

11 Q. Are you aware of jurisdictions outside the
12 United States that have declared that XRP is a
13 virtual currency not regulated by securities laws in
14 those countries?

15 MS. WAXMAN: Objection.

16 THE WITNESS: I believe Singapore is one
17 of those.

18 BY MS. ZORNBERG:

19 Q. Are you aware of any jurisdiction outside
20 the United States that has, as of today, has
21 declared XRP is a security?

22 A. No.

23 MS. WAXMAN: Objection.

24 BY MS. ZORNBERG:

25 Q. You mentioned earlier in your testimony by

1 the SEC that -- and if I get this wrong, please
2 correct me, but I think I heard you to say that part
3 of the meeting with the SEC in January entailed
4 telling them or expressing the view that the
5 regulations are unclear or that the framework
6 doesn't exist yet.

7 MS. WAXMAN: Objection.

8 BY MS. ZORNBERG:

9 Q. I don't want to misstate your testimony.
10 But -- so let me just put it this way: From where
11 you sit operating GSR, do you have a view as to
12 whether the SEC's regulations or view of regulations
13 applicable to crypto exchanges in the digital asset
14 industry have been clear or unclear?

15 MS. WAXMAN: Objection.

16 THE WITNESS: I wouldn't know where to
17 draw the line in the sand between clear and unclear,
18 but we always welcome more clarity.

19 MS. ZORNBERG: Why don't we take a short
20 break, if we could.

21 THE VIDEOGRAPHER: Going off the record at
22 4:04 p.m.

23 (Whereupon, a recess was taken.)

24 THE VIDEOGRAPHER: We're going back on the
25 record at 4:14 p.m.

1 MS. DEARBORN: Lisa, do you want to --

2 MS. ZORNBERG: I have nothing further from
3 Ripple Labs.

4 EXAMINATION BY MS. DEARBORN

5 BY MS. DEARBORN:

6 Q. Good afternoon, Mr. [REDACTED]

7 A. Good afternoon.

8 Q. My name is Meredith Dearborn, I represent
9 Chris Larsen.

10 You and I have never met, right?

11 A. I don't think so.

12 Q. Okay. Me neither.

13 So we've talked about a variety of
14 different GSR entities or operations today. Which
15 GSR entities, to your knowledge, were involved in
16 providing services to Mr. Chris Larsen?

17 A. I believe GSR Holdings, which is a
18 misnomer, because it's not a holding company, but
19 GSR Holdings historically took care of XRP
20 programmatic liquidations, whereas GSR Markets was
21 the operating company from which we did, for
22 example, ODL, and I believe it's the operating
23 company from which we traded derivatives, so on.

24 Q. Other than GSR Holdings and GSR Markets,
25 were any other GSR entities involved in providing

1 services to Mr. Larsen?

2 A. I don't think so.

3 Q. Is the same true of Mr. Garlinghouse?

4 A. Yes.

5 Q. And is the same true -- I'm sorry, go
6 ahead.

7 A. I was just gonna say one more thing. GSR
8 Markets, when I refer to GSR Markets, the first GSR
9 Markets was incorporated in Hong Kong. Then we
10 cloned our operating companies in Singapore when the
11 MAS released their legal framework. And that -- we
12 applied with our Singaporean operating companies,
13 just to be clear.

14 Q. Thank you for the clarification.

15 And is the same -- is the same answer true
16 as to Ripple, that the only entities to provide
17 services to Ripple were GSR Holdings and GSR Markets
18 and the cloned entities --

19 A. Whether Hong Kong -- I believe so, yes.

20 Q. You've anticipated my next question, which
21 is where is GSR Holdings located?

22 A. The original GSR Holdings was in Hong
23 Kong. And we cloned it in Singapore, but we -- I
24 don't think we ever actually did anything with it.

25 Q. Okay. And where is GSR Markets located?

1 A. Hong Kong and Singapore.

2 Q. Okay. Does GSR have computer services --
3 servers that it uses for its business? And when I
4 speak about GSR, I'll just be speaking about those
5 two entities; is that fair?

6 A. Holdings and Markets?

7 Q. Yes, please.

8 A. Okay.

9 Q. Okay. So do those two entities have
10 computer services that they use -- computer servers
11 that they use for their business?

12 A. Yes.

13 Q. Where are they located?

14 A. All over the world.

15 Q. Okay. And when did those two entities
16 incorporate in Hong Kong and then in Singapore?

17 A. In Hong Kong in the first half of 2017.

18 Q. And when did they -- when were they cloned
19 in Singapore?

20 A. At some point in 2020, I believe. It
21 might have been earlier.

22 Q. Thank you.

23 A. Might have been 2019.

24 Q. Thank you.

25 Before 2017, where -- were there any other

1 entities that provided Mr. Larsen, let's take

2 Mr. Larsen first, Mr. Larsen with services?

3 A. Yes. Before 2017, we were incorporated in
4 Andorra.

5 Q. Where is Andorra?

6 A. It's on the Pyrenees on the border between
7 Spain and France.

8 Q. Okay. It's in Europe?

9 A. Yes.

10 Q. Okay. I had to look it up, actually.

11 A. Not a lot of people know about it.

12 Q. Okay. So from 2013 --

13 (Reporter clarification.)

14 MS. DEARBORN: 2013.

15 Q. From 2013, which is the start of GSR, I
16 believe you testified, to about 2017, when GSR moved
17 to Hong Kong, were all of the services that GSR
18 provided to Mr. Larsen done from Andorra?

19 A. From an Andorran entity, yes.

20 Q. Okay. And is the same true of
21 Mr. Garlinghouse?

22 A. Yes.

23 Q. Okay. And is the same true of Ripple?

24 A. Yes.

25 Q. Now, today, does GSR have any United

1 States-based subsidiaries or operations?

2 A. We have a U.S. opco called GSR USA, I
3 believe.

4 Q. At any point in time, have any of those
5 United States-based subsidiaries or operations ever
6 been involved in any services provided for
7 Mr. Larsen?

8 A. No.

9 Q. Have any of those subsidiaries or
10 operations been involved in providing services to
11 Mr. Garlinghouse?

12 A. No.

13 Q. Have any of those services or operations
14 been involved in providing services to Ripple?

15 A. No.

16 Q. Sorry, I misspoke. Subsidiaries or
17 operations, but you understood that to be my
18 question?

19 A. Understood.

20 Q. Okay. Does GSR have any U.S.-based
21 personnel?

22 A. Today?

23 Q. Mh-hmm.

24 A. Yes.

25 Q. Have any of those personnel been involved

1 in providing services for Mr. Larsen, to your
2 knowledge?

3 A. I don't think so.

4 Q. How about for Mr. Garlinghouse?

5 A. No.

6 Q. Or for Mr. -- or for Ripple?

7 A. Now, yes.

8 Q. Okay. And you testified that you were the
9 primary point of contact for Ripple and for
10 Mr. Larsen and for Mr. Garlinghouse in providing
11 GSR's services.

12 Do I have that right?

13 A. That's correct.

14 Q. And you said you live in [REDACTED]?

15 A. Yes.

16 Q. When you were performing services for any
17 of those three clients, from where were you
18 principally located?

19 A. Typically [REDACTED].

20 Q. Okay. So we've spoken a little bit about
21 trades that GSR helped to effectuate on the XRP
22 Ledger, right?

23 A. Yes.

24 MS. WAXMAN: Objection.

25 / /

1 BY MS. DEARBORN:

2 Q. And we've also spoken about trades that
3 GSR has helped to effectuate that are based on
4 exchanges, right?

5 A. Yes.

6 MS. WAXMAN: Objection.

7 BY MS. DEARBORN:

8 Q. Okay. I just want to get a sense of the
9 relative proportion of the trading activity that you
10 have conducted for, let's start with Mr. Larsen,
11 that were conducted on the Ledger versus on
12 exchanges.

13 So as a general matter, what is the --
14 how -- over the period -- over time from 2013 to
15 2019, what -- what -- just give me a sense of the
16 comparative volume of trades that were done on
17 exchanges versus on the Ledger?

18 MS. WAXMAN: Objection.

19 THE WITNESS: Since -- since 2013?

20 BY MS. DEARBORN:

21 Q. Yes, please.

22 A. Well, 2014, which is I guess when we
23 started, there -- I think there was only the Ledger,
24 so 100 percent of our trading activity was on the
25 Ledger.

1 By late '16, if I remember, from reading
2 the documents, we were already trading XRP on
3 Poloniex, I think it was. If I remember correctly,
4 as soon as XRP started to appear on centralized
5 exchanges, the trading volume of XRP off Ledger
6 dwarfed the trading volume of XRP on Ledger, which
7 is also -- it's not specific to Ripple either. Same
8 thing happened with others.

9 Q. Yeah. Is it fair to say that since 2017,
10 the -- all of the trading activity that you have --
11 that GSR has helped to perform for Mr. Larsen has
12 happened off Ledger?

13 MS. WAXMAN: Objection.

14 THE WITNESS: I believe so.

15 BY MS. WAXMAN:

16 Q. And how about for Mr. Garlinghouse?

17 A. I'm not sure we ever did anything on
18 Ledger for Mr. Garlinghouse.

19 Q. And how about for Ripple?

20 A. Similarly to Chris, I don't -- I don't
21 recall really doing anything on Ledger in years.

22 Q. Okay. And so since 2017, just so the
23 record is clear, at -- all of the trading activity
24 that you have performed for any of those three
25 clients have been done on cryptocurrency exchanges?

1 A. Yeah. I mean, yes, with the caveat that
2 we -- I'm sure we probably traded XRP over the
3 counter with somebody, so that didn't happen on an
4 exchange.

5 Q. Okay.

6 A. But it's -- we haven't done anything on
7 Ledger, I don't think.

8 Q. Okay. So if I revised that question to
9 say since 2017, the vast majority of the trading
10 activity that GSR has performed for any of those
11 three clients, Mr. Larsen, Mr. Garlinghouse or
12 Ripple, has been done on cryptocurrency exchanges --

13 A. Yes.

14 Q. -- would that be more accurate?

15 A. That is correct.

16 Q. Okay.

17 MS. WAXMAN: Objection.

18 BY MS. DEARBORN:

19 Q. So when trading XRP for a client like
20 Mr. Larsen, I believe you testified as to this, but
21 do I have it right that GSR is effectively acting on
22 those clients' behalf?

23 MS. WAXMAN: Objection.

24 THE WITNESS: That's my interpretation and
25 I'm their execution agent or whatever term you want

1 to -- technical term you would use.

2 BY MS. DEARBORN:

3 Q. Okay. So a client could decide to stop
4 trading if the client wanted to and GSR would
5 comply?

6 A. Of course.

7 MS. WAXMAN: Objection.

8 BY MS. DEARBORN:

9 Q. Of course is your answer?

10 A. Yes. Of course.

11 Q. Okay. Would GSR ever undertake a trade
12 that its client told it not to do?

13 A. No.

14 Q. Okay. Now, we talked a lot about
15 programmatic trading or exchange trading in this
16 deposition, and I just would like to go sort of step
17 by step and figure out exactly what happens in each
18 one of the steps of a programmatic trade.

19 And by the way, just for terminology's
20 sake, would you prefer I use the term programmatic
21 trade or exchange trade or something else?

22 A. I'm indifferent.

23 Q. Okay. Let's just call it an exchange
24 trade, a trade on a cryptocurrency exchange.

25 A. Mh-hmm.

1 Q. So, first of all, as of -- let's take
2 year-end 2019. Is the way that GSR would execute a
3 trade on a cryptocurrency exchange the same for
4 Mr. Larsen and Mr. Garlinghouse and Ripple?

5 MS. WAXMAN: Objection.

6 THE WITNESS: Yes.

7 BY MS. DEARBORN:

8 Q. Okay. So if I just talk about the
9 clients, can we assume that I'm talking about all
10 three?

11 A. The mechanics should be similar, yes.

12 Q. Okay. If there is a difference as to any
13 one of those three entities in the tradings and the
14 services that GSR provided, will you just let me
15 know?

16 A. Yes.

17 Q. Okay. So first step, how does GSR come to
18 be in possession of XRP to be traded on the clients'
19 behalf?

20 MS. WAXMAN: Objection.

21 MS. DEARBORN: What's the basis for the
22 objection?

23 MS. WAXMAN: It's a legal question.

24 MS. DEARBORN: It's definitely not, but
25 okay.

1 Q. How does GSR come -- so does GSR come
2 to -- somehow come to be in possession of XRP that
3 belongs to a client?

4 A. So the client will send us XRP, we will
5 receive it in a Ripple wallet. We'll -- you know --
6 I'm guessing the next question is going to be and
7 then where does it go, right?

8 So we receive it in a Ripple wallet.
9 Typically --

10 Q. Do you mind if I stop you there --

11 A. Yeah, go ahead.

12 Q. -- so we can talk about this stepwise.

13 Okay. What do you mean by a Ripple
14 wallet?

15 A. A wallet that is -- well, it's called a
16 Ripple wallet but it's basically some software that
17 allows you to take claim, if you will, or be able to
18 operate some XRP. It's a construct on the Ledger.

19 Q. And that's a wallet that GSR designates
20 for receipt of the XRP from the client?

21 A. Correct.

22 Q. Okay. Have you heard the terms "cold
23 wallet" and "hot wallet" before?

24 A. Yes.

25 Q. What's the difference between the two?

1 A. A cold wallet is not connected to any
2 information system, so it's off-line and ostensibly
3 safer than hot wallets which are more easily hacked.

4 Q. So when the client first transfers XRP for
5 the purpose of GSR executing trades with it, is that
6 GSR designated wallet a cold wallet or a hot wallet?

7 A. It's -- over time, it's changed. I'm not
8 entirely certain. I know that we don't like to
9 leave one XRP more than we need to in any hot wallet
10 or in any exchange, because whenever you do so, you
11 open yourself up to the risk of hack or theft. So
12 all of the superfluous XRP is typically kept in a
13 cold wallet.

14 Q. Okay. So when the client sends GSR XRP to
15 a GSR designated wallet, at that moment, who owns
16 the XRP?

17 A. I think the XRP is still owned by the
18 client.

19 Q. In fact, does GSR ever take ownership of
20 the XRP through the entire trading process?

21 MS. WAXMAN: Objection.

22 THE WITNESS: Not to the best of my
23 knowledge.

24 BY MS. DEARBORN:

25 Q. Okay. And if XRP is not sold by GSR, does

1 GSR have to give that XRP back to the clients?

2 A. Yes.

3 Q. Okay. In that circumstance, is there any
4 penalty for failing to sell -- failing to sell the
5 XRP?

6 A. I --

7 MS. WAXMAN: Same objection.

8 THE WITNESS: I don't think so. I don't
9 think I've seen that. I don't think we've ever been
10 penalized for it, no.

11 BY MS. DEARBORN:

12 Q. Okay. So in order to come into possession
13 of the XRP into the GSR designated wallet for
14 trading, what, if anything, did GSR pay to its
15 clients at that moment?

16 MS. WAXMAN: Objection.

17 THE WITNESS: What did we pay our client?

18 BY MS. DEARBORN:

19 Q. If anything.

20 A. We didn't pay our clients anything.

21 Q. Okay. So GSR paid no interest rate to its
22 clients to come into possession of the XRP to be
23 traded?

24 A. In the context of the programmatic sales,
25 I don't think we paid any interest, no.

1 Q. And GSR didn't pay a fee to clients to
2 come into possession of the XRP to be sold?

3 A. No.

4 Q. Okay. At this point, when the XRP is in a
5 GSR designated wallet, is GSR on risk in any way for
6 the XRP?

7 MS. WAXMAN: Objection.

8 MR. HANIN: If you understand.

9 THE WITNESS: Do you mean if we were
10 hacked and the XRP disappear, would the risk be
11 ours? I don't think so.

12 BY MS. DEARBORN:

13 Q. Okay.

14 A. No, it would not.

15 Q. And I think we covered this, but does GSR
16 ever assume risk of being stuck with XRP that it
17 can't sell?

18 MS. WAXMAN: Objection.

19 THE WITNESS: I don't understand the
20 question because I don't see the risk. If we don't
21 sell it, we simply return it.

22 BY MS. DEARBORN:

23 Q. Right. It's fair to say that XRP is just
24 passing through GSR's custody?

25 MS. WAXMAN: Objection.

1 THE WITNESS: The XRP is passing through
2 our software, yes. To our [REDACTED] and ..

3 BY MS. DEARBORN:

4 Q. And, again, at this point, does GSR own
5 the XRP?

6 A. I don't think so.

7 Q. Okay. At this point, when the GSR is --
8 when the XRP is in a GSR designated wallet, could
9 the client decide that it didn't want to trade its
10 XRP for any other currency at all?

11 A. Of course.

12 Q. A client could say, actually, give me back
13 my XRP?

14 A. Yes.

15 Q. Okay. And GSR couldn't refuse at that
16 point, right?

17 A. No. I can't imagine, no.

18 Q. Okay. Now let's go to the second step.

19 So presumably the XRP has to get to the
20 exchanges somehow, right?

21 A. Correct.

22 Q. How does that happen? How does the XRP
23 get to the exchanges?

24 A. So exchanges typically have receiving
25 wallets. They'll have a deposit address. Typically

1 they'll have a destination that references our
2 account, and we would send the XRP from the wallet
3 that it was in into the exchanges wallet, and then
4 the exchange would notify us, oh, 100 XRP has
5 arrived.

6 Q. Okay. And, at that point, when the XRP is
7 in a receiving address wallet at the exchange, who
8 owns the XRP?

9 MS. WAXMAN: Objection.

10 THE WITNESS: I believe -- nothing's
11 changed. The XRP is still owned by the client.

12 BY MS. DEARBORN:

13 Q. Right.

14 And in layman's terms, does the client
15 sort of have an account at the exchange or how does
16 it work?

17 A. No. The account is ours. We open up the
18 account. Oftentimes we have -- the exchanges that
19 support this feature, we're able to create
20 subaccounts so that we don't commingle different
21 clients' funds.

22 Q. Okay. And how are buyers matched with
23 sellers at the exchanges? What happens at the
24 exchange?

25 A. There -- there is something called a

1 matching engine, which I know very little about.

2 When an offer and a bid cross, a transaction occurs.

3 I apologize for my ignorance, but --

4 Q. I promise you you're less ignorant than
5 me.

6 A. It's -- you know.

7 Q. Okay. I'm sorry, I didn't intend to cut
8 off your answer.

9 A. There's an order book where there are a
10 whole bunch of different offers at different price
11 levels and with different sizes, and same on the bid
12 side. And when those cross, transactions occur.

13 Q. Okay. And in -- what is GSR's role in
14 that process?

15 A. In the context of the programmatic sales?
16 As described earlier, you know, we will send orders
17 to the exchange that will result in us selling a
18 certain amount of XRP over a certain amount of time.
19 The nature of those orders can change. Typically
20 there has to be [REDACTED]

21 [REDACTED]

22 [REDACTED]

23 [REDACTED]

24 So -- but by and large, what we do is
25 send -- send, cancel, modify, receive orders that

1 result in us selling XRP for other units of value.

2 Q. Got it. And we've used -- you've used the
3 word "order." Can you describe what an order is?

4 A. An order?

5 Q. Mh-hmm.

6 A. An instruction to either buy or sell
7 something at a particular price for particular size.
8 Can also be to modify an order, but yeah.

9 Q. Okay. So in the context of a situation
10 where a client wanted to sell its XRP on an
11 exchange, would an order be effectively -- would
12 that be an offer price?

13 A. Correct.

14 MS. WAXMAN: Objection.

15 THE WITNESS: You offer to sell.

16 BY MS. DEARBORN:

17 Q. Okay. And when is that offer or order
18 accepted?

19 A. When there's a bid, the opposite order
20 that wants to purchase at least that much size at
21 that price.

22 Q. Okay. Now, before an offer is accepted,
23 could a client tell GSR, actually, I don't want to
24 trade this XRP anymore, I'd like it back?

25 A. Yes.

1 Q. Okay. And it would be possible to stop
2 those trades before they happen when -- before a
3 trade was accepted, before an offer was accepted?

4 A. Yes. As soon as a client says stop,
5 return the funds, we stop the bots, if you will.

6 Q. Okay. And do the clients have ultimate
7 discretion in those offers, so if the client wants
8 to offer less or more, up 'til the point that the
9 offer is accepted, can the client modify that --

10 MS. WAXMAN: Objection.

11 BY MS. DEARBORN:

12 Q. -- that instruction?

13 A. The client has no bearing over our
14 [REDACTED], which are proprietary in nature. The
15 client gives us instructions to buy or sell or
16 pause, and we execute that. But it's one thing to
17 tell us, let's sell 30 basis points of the last 24
18 hours total trading volume, which is a continuous
19 order, and it's another thing, you know, tweak the
20 way the offering [REDACTED] works. That doesn't
21 happen.

22 Q. Got it.

23 But before the bid is accepted, could the
24 client modify their -- the amount of XRP, for
25 example, that they wanted to sell?

1 A. Yeah, they could -- they could tell us to
2 pause, they could tell us to ratchet up or slow
3 down. Yeah.

4 Q. And the bid isn't -- or the sale isn't
5 final, at that point, right?

6 MS. WAXMAN: Objection.

7 THE WITNESS: Correct. The sale is only
8 final when the bid and the offer cross.

9 BY MS. DEARBORN:

10 Q. Okay. So why do you say that?

11 A. Because when -- in crypto, there is
12 instantaneous settlement. When that bid and offer
13 cross, if we were selling XRP, we no longer have
14 that XRP. Now we have Bitcoin or dollars or yen or
15 whatever it was that the buyer used to purchase the
16 XRP from us.

17 Q. Okay. So just to summarize that, it's
18 accurate to say that a sale that GSR makes on behalf
19 of a client on a third-party exchange, that sale
20 only becomes final after being -- after the offer
21 and the acceptance are matched?

22 MS. WAXMAN: Objection. You're calling
23 for him to make some legal conclusion.

24 BY MS. DEARBORN:

25 Q. You can answer.

1 A. That's my understanding.

2 Q. Okay. And you've been working in this
3 industry for at least seven years, right?

4 A. (Nods head.)

5 Q. So you have a -- I'm sorry, you have to
6 give a verbal answer.

7 A. Yes. Sorry.

8 Q. So you have a pretty good understanding of
9 how the exchanges work, right?

10 A. I think so.

11 Q. And you advise clients on their strategies
12 for buying and selling cryptocurrencies on
13 exchanges?

14 MS. WAXMAN: Objection.

15 THE WITNESS: At a high level, yes, but
16 I'm not a quant trader.

17 BY MS. DEARBORN:

18 Q. Okay. Okay. How does GSR know when a
19 sale of XRP to a buyer on an exchange has become
20 final?

21 MS. WAXMAN: Objection.

22 THE WITNESS: The exchange should send us
23 a fill. So we're connected to the exchange via an
24 API. We send buy and sell orders, modify, whatever
25 it is, to the exchange. My understanding, and I'm

1 no expert, is that when that bid and that offer
2 cross, and there's a trade, the exchange is supposed
3 to report a fill to us and let us know that our
4 offer has now met a bid, the order has been canceled
5 and now we're in possession of something else.

6 BY MS. DEARBORN:

7 Q. How do you access the record of that fill,
8 to use your word?

9 A. I'm sorry, could you be more specific?

10 Q. Sure. I mean, do they send you an email
11 or do you log on to your account at the exchange?
12 How do you know?

13 A. No. It's via the API. And -- I think
14 some exchanges might send end-of-day emails, but
15 it's rare.

16 Q. Okay. And where, to your knowledge, are
17 those final sales on the exchange recorded?

18 MS. WAXMAN: Objection. Lack of
19 foundation.

20 THE WITNESS: You mean with regards to
21 the -

22 (Reporter clarification.)

23 THE WITNESS: Do you mean where does the
24 exchange record them or where do we record them?

25 / /

1 BY MS. DEARBORN:

2 Q. Where does the exchange record them, to
3 your knowledge?

4 A. I presume that they record it on some
5 server. They also -- they're supposed to report
6 those trades on a ticker tape.

7 Q. Got it. And at what point in this whole
8 process does the client no longer have the ability
9 to stop a trade?

10 MS. WAXMAN: Objection.

11 THE WITNESS: After it's occurred.

12 BY MS. DEARBORN:

13 Q. After the match on the exchange?

14 A. Yes. I mean ...

15 Q. Okay. When does GSR have the ability to
16 stop a trade, if the answer is any different?

17 A. We can -- that's a different question. We
18 can stop a trade whenever we want. But once the bid
19 and the offer has crossed the trade has occurred and
20 you cannot reverse it.

21 Q. Okay. So once -- once that trade has
22 occurred, what happens next?

23 A. In terms of?

24 Q. So how -- so let's say there's been a
25 trade between XRP and Mexican pesos on an exchange.

1 A. Mh-hmm.

2 Q. How do the Mexican pesos then make their
3 way back to the client, if that's their final
4 destination?

5 MS. WAXMAN: Objection.

6 THE WITNESS: If the client wanted their
7 Mexican pesos, they would instruct Bitso, in this
8 case, the Mexican exchange, to withdraw pesos to
9 their account.

10 BY MS. DEARBORN:

11 Q. Okay. So we've talked a little bit about
12 the buyers of XRP on these exchanges. And I believe
13 that you previously testified that GSR has no way of
14 knowing the identity of the buyer of the XRP.

15 Do I have that right?

16 A. Correct.

17 Q. Okay. And so it's possible that that
18 purchaser could reside outside of the United States,
19 right?

20 MS. WAXMAN: Objection.

21 BY MS. DEARBORN:

22 Q. Let me rephrase.

23 Is it possible that that purchaser
24 would -- is -- let me rephrase again.

25 Do you have any way of knowing whether or

1 not that purchaser is a foreign buyer?

2 MS. WAXMAN: Objection.

3 THE WITNESS: I have no way of knowing who
4 is on the other side of the trades, but when we
5 try -- when we trade on exchanges that don't cater
6 to Americans, we do so with the expectation that
7 there are no Americans on the exchange.

8 BY MS. DEARBORN:

9 Q. Okay. And on any exchange, regardless of
10 whether it's a -- an exchange that caters to U.S.
11 buyers or not, you would have no way of knowing
12 where the buyer of XRP is located when they're
13 executing a trade on the exchange; is that fair?

14 A. Correct.

15 MS. WAXMAN: Objection.

16 BY MS. DEARBORN:

17 Q. Okay. And it's possible that the XRP that
18 is sold on those exchanges never makes its way back
19 into United States at all, right?

20 MS. WAXMAN: Objection.

21 THE WITNESS: Yes.

22 BY MS. DEARBORN:

23 Q. Do you have any way of knowing one way or
24 the other?

25 MS. WAXMAN: Objection.

1 THE WITNESS: No.

2 BY MS. DEARBORN:

3 Q. All right. If a sale of XRP is done on an
4 exchange, is that sale recorded on the XRP Ledger?

5 A. No.

6 Q. That's why it's called an off-ledger
7 trade?

8 (Reporter clarification.)

9 THE WITNESS: No.

10 BY MS. DEARBORN:

11 Q. Sorry, I believe the answer to that's why
12 it's called an -- let me ask that question.

13 Is that why it's called an off-ledger
14 trade?

15 A. Correct.

16 Q. Okay. Is an exchange trade validated by
17 any of the nodes on the XRP Ledger?

18 A. No.

19 Q. Okay. And even though the trade is not
20 recorded on the XRP Ledger, do you still consider
21 that exchange trade to be final?

22 MS. WAXMAN: Objection.

23 THE WITNESS: Yes, of course.

24 BY MS. DEARBORN:

25 Q. Okay. Why?

1 A. It couldn't be any other way. A
2 transaction is a transaction whether it occurs on
3 one exchange or on the Ledger, trade's a trade.

4 Q. Now, turning to the Ledger for a moment,
5 depending on the circumstances, does the XRP Ledger
6 show transactions that are not sales?

7 MS. WAXMAN: Objection.

8 THE WITNESS: The XRP Ledger shows
9 movements. Yes.

10 BY MS. DEARBORN:

11 Q. Such as movements between one wallet and
12 another, right?

13 A. Yes.

14 Q. Okay. So -- and that doesn't necessarily
15 mean that the XRP was sold from one buyer to
16 another, right?

17 A. No. Correct.

18 MS. WAXMAN: Objection.

19 BY MS. DEARBORN:

20 Q. And what are some of the other
21 possibilities involved in a transfer from one wallet
22 to another?

23 A. I mean, why -- why do these transfers
24 occur?

25 Q. That's a fair question. It's a little bit

1 speculative.

2 So, you know, for example, would the XRP
3 Ledger potentially show a transfer between two
4 wallets on the Ledger that were held by the same
5 person?

6 MS. WAXMAN: Objection.

7 THE WITNESS: It could very easily, yeah.

8 BY MS. DEARBORN:

9 Q. Okay. Or a temporary -- a transfer from
10 one wallet to another that was just a temporary
11 transfer and the recipient would have to give it
12 back?

13 MS. WAXMAN: Objection.

14 THE WITNESS: Yes. I mean, any number of
15 combinations. It could be the same person,
16 different people.

17 BY MS. DEARBORN:

18 Q. Okay. So can you tell from activity on
19 the XRP Ledger whether ownership of XRP has passed
20 from one wallet to another?

21 A. No.

22 Q. Okay. So after GSR started providing
23 market making services to Mr. Larsen on the
24 exchanges, were you generally aware of where
25 physically the exchanges on which those trades took

1 place were located?

2 MS. WAXMAN: Objection.

3 THE WITNESS: Not really, and it's going
4 to sound strange, but even today, a lot of these
5 well known exchanges, it's unclear where they're
6 located.

7 BY MS. DEARBORN:

8 Q. Okay. So I actually am unfortunately
9 going to make you dig through your stack. If I
10 could bring up [REDACTED]-42 please, which is an exhibit
11 that Ms. Waxman showed you during her questions.

12 A. Okay.

13 Q. Okay. And Ms. Waxman asked you some
14 questions about the location of the exchanges that
15 are listed here.

16 Do you remember that testimony?

17 A. I think so.

18 Q. And she asked specifically whether any of
19 these were U.S.-based exchanges.

20 Do you recall that?

21 A. Yes, I do.

22 Q. And one of the exchanges that you
23 mentioned was Poloniex, right?

24 A. Correct.

25 Q. And you said that it was a U.S. exchange

1 at one point. Do I have that right? I don't want
2 to mischaracterize your testimony?

3 A. Yes. I said that.

4 Q. What do -- what did you mean?

5 A. Well, Poloniex was supposedly founded by a
6 gentleman from somewhere in Upstate New York. And
7 from dealing with the people in Poloniex over the
8 years, I know their support staff was somewhere in
9 the northeast too. So it seemed as though Poloniex
10 was operating from the United States, but I don't
11 know that I ever saw the Article of Incorporation or
12 I could confirm that in fact the company was based
13 in the U.S.

14 Q. Okay.

15 A. It might have been in one of these
16 Caribbean islands or -- yeah.

17 Q. So Ms. Waxman asked you to identify the
18 exchanges on this list that were based in the United
19 States.

20 As to the remainder of the exchanges that
21 you didn't identify, to what extent, if at all, is
22 it your understanding that they are located outside
23 of the United States?

24 MS. WAXMAN: Objection.

25 THE WITNESS: I -- I think that the rest

1 of the exchanges are located outside of the United
2 States.

3 BY MS. DEARBORN:

4 Q. Okay. To the best of your recollection,
5 sort of -- what ballpark percentage, approximately,
6 of Mr. Larsen's trades were executed on foreign
7 exchanges?

8 A. Over the life of the selling program?

9 Q. Yes, sir.

10 A. On a dollar adjusted basis, not number of
11 trades?

12 Q. We don't need --

13 A. What matters is the dollars?

14 Q. Mh-hmm.

15 A. I would guess higher than [REDACTED] percent was
16 done offshore.

17 Q. Okay. Is the same true of
18 Mr. Garlinghouse?

19 A. Yes. I -- I would imagine it would be
20 similar.

21 Q. Is the same true for Ripple's programmatic
22 sales?

23 A. Probably.

24 Q. Okay. So is it fair to say that you --
25 that [REDACTED] executes cryptocurrency strategies on

1 behalf of your clients mostly on non-U.S. exchanges?

2 MS. WAXMAN: Objection.

3 THE WITNESS: Yes. I guess that's fair.

4 BY MS. DEARBORN:

5 Q. Okay. And that's been true since the
6 exchanges came online?

7 MS. WAXMAN: Objection.

8 THE WITNESS: Yes. I mean, our -- we've
9 always had a very light footprint in the U.S., and
10 we started trading on Coinbase much later than
11 everybody else. A lot of our business was driven
12 out of Asia in the earlier years.

13 MS. DEARBORN: Okay. If we can take a
14 quick break, I might be fairly close to -- close to
15 wrapping up. But let me confer and see whether we
16 have anything else.

17 MR. HANIN: Sure.

18 THE VIDEOGRAPHER: We're going off the
19 record at 4:50 p.m.

20 (Whereupon, a recess was taken.)

21 THE VIDEOGRAPHER: We're going back on the
22 record at 5:12 p.m.

23 BY MS. DEARBORN:

24 Q. Hello. Just a few -- few more questions
25 for me.

1 So how -- going -- moving back to the
2 process of selling XRP on the cryptocurrency
3 exchanges.

4 A. Mm-hmm.

5 Q. So we talked a lot about the order or the
6 bidding process.

7 So how does a potential purchaser of XRP
8 know when an offer to sell XRP has been placed?

9 A. They will see an offer in the order book.

10 Q. What's the order book?

11 A. So the order book is all of the bids and
12 offers for any particular cross.

13 Q. And is that -- is that a record that the
14 exchange maintains?

15 A. Well, it's -- yes, in the sense when you
16 log into the exchange, and you click that particular
17 cross, you will see all the best bids and all the
18 best offers.

19 Q. Okay.

20 A. And that is called the order book. So if
21 a new offer pops up, somebody else puts in an offer,
22 you'll see another sell order on the exchange.

23 Q. Got it. So just to be clear, the offer
24 book is specific to each exchange, each exchange has
25 a different offer book?

1 A. Order book.

2 Q. I'm sorry, thank you, order book.

3 So each exchange has a different order
4 book?

5 MS. WAXMAN: Objection.

6 THE WITNESS: Each exchange has multiple
7 order books. Each cross has its own order book. A
8 cross would be, for example, XRP against dollars.

9 BY MS. DEARBORN:

10 Q. Okay. But you couldn't look on one
11 exchange's order book and see an offer to sell XRP
12 made on a different exchange, for example?

13 MS. WAXMAN: Objection.

14 THE WITNESS: Generally, no, but there are
15 some exchanges that pool liquidity. So you see an
16 offer on one exchange and, in fact, that offer is
17 occurring on another partner exchange.

18 BY MS. DEARBORN:

19 Q. Okay.

20 A. But it's not the norm.

21 Q. It's not the normal. Okay.

22 MS. DEARBORN: I have no further
23 questions.

24 Counsel for Mr. Garlinghouse.

25 MR. LEVANDER: No questions on behalf of

1 Mr. Garlinghouse.

2 MS. ZORNBERG: And by stipulation of the
3 parties before now, the SEC has agreed to limit its
4 rebuttal period to ten minutes.

5 FURTHER EXAMINATION BY MS. WAXMAN

6 BY MS. WAXMAN:

7 Q. Mr. [REDACTED], earlier you explained to
8 Ms. Dearborn that a sale of XRP is finalized when a
9 bid is hit, correct?

10 A. When a bid crosses an offer.

11 Q. And you were talking about sales in --
12 that GSR executed in relation to Mr. Larsen,
13 correct?

14 A. I guess so, yes.

15 Q. But at the time -- at the moment that the
16 bid was crossed, where was Mr. Larsen physically
17 located?

18 MR. HANIN: Objection.

19 MS. ZORNBERG: Objection to form.

20 MR. HANIN: I don't know how he could know
21 that.

22 THE WITNESS: I have no idea.

23 MS. DEARBORN: And also misstates the
24 testimony.

25 / /

1 BY MS. WAXMAN:

2 Q. Is it possible that Mr. Larsen was
3 physically located in the United States at the time
4 that the sale of XRP was finalized?

5 A. I guess so.

6 MS. DEARBORN: Objection to form.

7 BY MS. WAXMAN:

8 Q. And at the moment that a sale was
9 finalized on behalf of Ripple, where was Ripple
10 physically located?

11 MS. DEARBORN: Objection to form.

12 THE WITNESS: I -- I mean, I guess Ripple
13 has always been located -- I don't know where a
14 company is located. At their headquarters.

15 BY MS. WAXMAN:

16 Q. Where is Ripple's headquarters?

17 A. I believe it's San Francisco.

18 Q. And did Ripple also maintain offices in
19 New York?

20 A. Yes, they did.

21 Q. And at the time that a sale of XRP is
22 finalized -- at the time that the sale of XRP for
23 Mr. Garlinghouse was finalized, where was
24 Mr. Garlinghouse physically located?

25 MR. LEVANDER: Objection.

1 THE WITNESS: I have no idea.

2 BY MS. WAXMAN:

3 Q. At times was Mr. Garlinghouse physically
4 located in the United States?

5 MR. HANIN: Objection.

6 MR. LEVANDER: Same objection.

7 THE WITNESS: I presume so, but I have no
8 idea.

9 BY MS. WAXMAN:

10 Q. Okay. When Mr. Larsen sells on an
11 exchange, does that mean -- does that sale
12 ultimately need to be reflected on the Ledger?

13 MS. ZORNBERG: Objection.

14 THE WITNESS: On the Ripple Consensus
15 Ledger?

16 BY MS. WAXMAN:

17 Q. Yes.

18 A. No, it doesn't.

19 Q. So the sales that occur on centralized
20 exchanges, does the exchange ultimately send the
21 transaction to the Ledger?

22 A. No.

23 MR. LEVANDER: Objection.

24 (Reporter clarification.)

25 / /

1 BY MS. WAXMAN:

2 Q. Does -- where does the XRP -- does the XRP
3 stay in Mr. Larsen's wallet when the sale is
4 finalized?

5 MS. DEARBORN: Objection to form.

6 THE WITNESS: No.

7 BY MS. WAXMAN:

8 Q. What happens to the XRP following a sale?

9 A. If -- if we're the ones offering the XRP,
10 and a buyer comes in and bids through our offer, as
11 soon as the bid crosses the offer, the XRP leaves
12 our wallet, goes to the buyer, and we receive
13 whatever the buyer was using to purchase the XRP.

14 Q. Earlier we were talking about GSR services
15 in connection with ODL.

16 Isn't it true that when GSR provided
17 liquidity in connection with ODL, GSR had no way of
18 knowing if -- if the trade was in connection with an
19 ODL transaction?

20 A. That's correct.

21 Q. And didn't Ripple, after the fact, have to
22 tell GSR whether the trade had been in support of
23 ODL?

24 A. That's correct.

25 Q. And some of GSR's trading was, in fact,

1 not in support of ODL, correct?

2 A. In the sense that we traded with other
3 market participants while we were making markets on
4 those exchanges, yes. That's correct.

5 Q. And when GSR was selling on behalf of
6 Ripple and Mr. Larsen and Mr. Garlinghouse, GSR was
7 selling continuously using an [REDACTED] correct?

8 A. Yes.

9 Q. And those trades happen 24 hours a day,
10 seven days a week, correct?

11 MS. ZORNBERG: Object to form.

12 THE WITNESS: That was the goal.

13 BY MS. WAXMAN:

14 Q. And if a -- if Ripple or Mr. Larsen or
15 Mr. Garlinghouse wanted to alter their trading or
16 stop their trading, wouldn't it take a bit of time
17 for that change to be incorporated into the
18 [REDACTED]?

19 A. We have what is effectively a kill switch.
20 Client calls, says stop, we stop. However long the
21 communication took from the client, whether it was
22 an email or a phone call or ...

23 Q. Setting aside the kill switch, if a
24 customer wanted to increase or reduce their trading,
25 would it take a bit of time to incorporate that into

1 the [REDACTED]?

2 MS. ZORNBERG: Objection.

3 THE WITNESS: Do you mean like to adjust
4 the percentage of the previous -- yeah. I mean,
5 it's editing a couple lines of code. You have to
6 edit, you have to commit it.

7 BY MS. WAXMAN:

8 Q. And what would you have to do to activate
9 a kill switch?

10 A. You should know that nobody lets me touch
11 any buttons, but our quants -- our quants do have
12 kill switches for this very reason. There are times
13 when -- when you're trading programmatically using
14 code, things can go wrong. And very quickly, you
15 can start doing thousands and thousands of trades.
16 You need to have something to just turn it off
17 before the damage is too big.

18 Q. Has GSR ever activated the kill switch for
19 any of the bots related to either Mr. Garlinghouse,
20 Mr. Larsen or Ripple?

21 A. I'm sure that over the years, you know, if
22 we receive, from Ripple or Mr. Garlinghouse or
23 Mr. Larsen, instructions to stop, we stop as quickly
24 as we can. So we would, you know, hit the kill
25 switch.

1 Q. And going back to an earlier question, was
2 GSR offering trades via the [REDACTED] 24 hours a
3 day, seven days a week?

4 MS. ZORNBERG: Object to form.

5 THE WITNESS: Were we offering trades? Do
6 you mean placing offers to sell?

7 BY MS. WAXMAN:

8 Q. Yes.

9 A. Yes.

10 Q. Ms. Zornberg earlier showed you
11 Exhibit 29, if you don't mind pulling that up. And
12 she pointed out that your prediction regarding the
13 movement of the market was not correct?

14 Do you remember that?

15 A. I remember her pointing it out, yes.

16 Q. And she also pointed out something similar
17 with respect to Exhibit 13.

18 A. Yes.

19 Q. Do you remember that?

20 Putting aside the accuracy of your
21 prediction, did you still have the hope or
22 expectation that the news that are -- the news that
23 is -- the news that's reflected in the email would
24 have an impact on the XRP market?

25 MS. ZORNBERG: Objection.

1 MR. HANIN: Objection.

2 THE WITNESS: I don't understand the
3 question.

4 BY MS. WAXMAN:

5 Q. Did you believe the news could potentially
6 impact the market?

7 A. I mean, I -- I presume. That's why I said
8 what I said on these emails or whatever, yeah.

9 Q. And also putting aside the accuracy of the
10 prediction, the accuracy of your prediction or the
11 accuracy of a prediction by Ripple, did Ripple
12 believe that the news could have an impact on the
13 XRP market?

14 MS. ZORNBERG: Objection.

15 MR. HANIN: If you know.

16 THE WITNESS: I have no way of knowing
17 what Ripple believed, but I presume so.

18 BY MS. WAXMAN:

19 Q. Earlier you testified that GSR had
20 operations within the United States, correct?

21 A. GSR has operations in the United States,
22 yes.

23 Q. Okay. And does [REDACTED] work
24 for GSR's U.S. operations?

25 A. Yes.

1 Q. Did [REDACTED] provide services to Ripple in
2 connection with ODL while he was employed by GSR's
3 U.S. operations?

4 A. He -- he talks -- he coordinates with
5 Ripple.

6 Q. So your testimony earlier to Ms. Dearborn
7 regarding whether GSR provides services to Ripple
8 through a U.S. entity is not --

9 A. The timing was different there. I see
10 where you're going with this, but [REDACTED] joined us
11 at the end of last year and has been doing a basic
12 support function for ODL. But I didn't think -- can
13 we go back to the question that I had answered
14 supposedly wrongly.

15 Q. Well, my question is -- and I just want to
16 do it quickly.

17 MR. HANIN: You didn't answer any question
18 wrong. You didn't answer any question wrong.

19 BY MS. WAXMAN:

20 Q. My question is: Did the U.S. GSR entity
21 provide any services to Ripple in connection with
22 ODL?

23 A. Oh, I see. I see. I guess --

24 MS. ZORNBERG: Object to form and maybe
25 fix a time.

1 THE WITNESS: To the extent that I believe
2 [REDACTED] is an employee of GSR USA, and that he has
3 had some communications with Ripple, I guess that's
4 correct that GSR USA had been involved. But really,
5 the operating company for -- for ODL is GSR Markets.
6 It's not GSR USA.

7 BY MS. WAXMAN:

8 Q. But does [REDACTED] provide any support to
9 Ripple in connection with ODL?

10 A. Basic communications with them, yes.

11 MS. ZORNBERG: The end of ten minutes.

12 MS. WAXMAN: I just have two more
13 questions, if that's okay. I have three questions.
14 I just want to be --

15 Q. Did the SEC ever communicate to you or
16 anyone else at GSR that XRP was not a security?

17 A. No.

18 Q. Did GSR ever call the SEC to inquire about
19 XRP's status under the U.S. securities laws?

20 MR. HANIN: Objection.

21 THE WITNESS: Well, I mean, when you say
22 call the SEC, like I would -- there's not a hotline
23 number, right. But --

24 BY MS. WAXMAN:

25 Q. There is.

1 A. Oh, there is? Oh. But --

2 MS. ZORNBERG: Objection.

3 MR. HANIN: Yeah. Same objection. I'm
4 not aware of a hotline but all right.

5 MS. ZORNBERG: I think that testimony
6 should count as one of your three questions.

7 THE WITNESS: When -- when we spoke with
8 the SEC in January, we -- we tried to be as
9 transparent as possible in the hope that somebody
10 would give us some guidance.

11 BY MS. WAXMAN:

12 Q. Were you aware of any agreement between
13 Mr. Larsen and Ripple in which he agreed not to sell
14 XRP during the period of time that Ripple was buying
15 XRP?

16 MS. ZORNBERG: Objection.

17 THE WITNESS: No.

18 MS. ZORNBERG: That was three questions.

19 MS. WAXMAN: Mr. [REDACTED], thank you very much
20 for your time today. We have no further questions.

21 THE WITNESS: Thank you, Daphna.

22 THE VIDEOGRAPHER: That concludes today's
23 deposition. We're going off the record at 5:27 p.m.

24 (Whereupon, the deposition concluded
25 at 5:27 p.m.)

1 CERTIFICATE OF WITNESS

2
3
4 I, [REDACTED], do hereby declare under
5 penalty of perjury that I have read the entire
6 foregoing transcript of my deposition testimony,
7 or the same has been read to me, and certify that
8 it is a true, correct and complete transcript of
9 my testimony given on August 11, 2021, save and
10 except for changes and/or corrections, if any, as
11 indicated by me on the attached Errata Sheet, with
12 the understanding that I offer these changes and/or
13 corrections as if still under oath.

14 _____ I have made corrections to my deposition.

15 _____ I have NOT made any changes to my deposition.

16
17 Signed: [REDACTED]

18
19 Dated this _____ day of _____ of 20____.

1 CERTIFICATE OF REPORTER

2 I, Kathleen A. Wilkins, Certified
3 Shorthand Reporter licensed in the State of
4 California, License No. 10068, hereby certify that
5 deponent was by me first duly sworn, and the
6 foregoing testimony was reported by me and was
7 thereafter transcribed with computer-aided
8 transcription; that the foregoing is a full,
9 complete, and true record of proceedings.

10 I further certify that I am not of counsel
11 or attorney for either or any of the parties in the
12 foregoing proceeding and caption named or in any way
13 interested in the outcome of the cause in said
14 caption.

15 The dismantling, unsealing, or unbinding
16 of the original transcript will render the
17 reporter's certificates null and void.

18 In witness whereof, I have hereunto set my
19 hand this day: August 13, 2021

20 _____ Reading and Signing was requested.

21 _____ Reading and Signing was waived.

22 x Reading and Signing was not requested.

23 _____
24 KATHLEEN A. WILKINS

25 CSR 10068, RPR-RMR-CRR-CCRR-CLR-CRC

ERRATA SHEET

Deposition of: [REDACTED]
Date taken: AUGUST 11, 2021
Case: SEC v. RIPPLE LABS, INC., et al.

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