

1 GIBSON, DUNN & CRUTCHER LLP
 2 GAIL LEES, SBN 90363
 3 glees@gibsondunn.com
 4 333 South Grand Avenue
 5 Los Angeles, California 90071-3197
 6 Telephone: (213) 229-7000
 7 Facsimile: (213) 229-7520

8 S. ASHLIE BERINGER, SBN 263977
 9 SUSANNAH WRIGHT, SBN 264473
 10 aberinger@gibsondunn.com
 11 swright2@gibsondunn.com
 12 1881 Page Mill Road
 13 Palo Alto, California 94304-1211
 14 Telephone: (650) 849-5300
 15 Facsimile: (650) 849-5333

16 YELP! INC.
 17 AARON SCHUR, SBN 229566
 18 aschur@yelp.com
 19 706 Mission Street
 20 San Francisco, California 94103
 21 Telephone: (415) 908-3801
 22 Facsimile: (415) 908-3833

23 Attorneys for Defendants
 24 YELP!, INC.

25 UNITED STATES DISTRICT COURT
 26 NORTHERN DISTRICT OF CALIFORNIA
 27 SAN FRANCISCO DIVISION

28 BORIS Y. LEVITT, CATS AND DOGS
 ANIMAL HOSPITAL, INC., TRACY CHAN,
 and BLEEDING HEART, LLC d/b/a
 BLEEDING HEART BAKERY; on behalf of
 themselves and all others similarly situated,

Plaintiff,

v.

YELP! INC.; and DOES 1 through 100,
 inclusive,

Defendants.

Case No. CV 10-01321 MHP
 Consolidated with CV 10-02351 MHP

CLASS ACTION

**DECLARATION OF S. ASHLIE
 BERINGER IN SUPPORT OF
 DEFENDANT YELP! INC.'S NOTICE OF
 MOTION AND MOTION TO DISMISS
 FIRST AMENDED CLASS ACTION
 COMPLAINT, AND TO STRIKE CLASS
 ACTION ALLEGATIONS**

Date: November 29, 2010
 Time: 2:00 p.m.
 Place: Courtroom 15, 18th Floor
 450 Golden Gate Avenue
 San Francisco, California
 Judge: The Honorable Marilyn H. Patel

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I, S. Ashlie Beringer, declare as follows:

1. I am a partner at Gibson, Dunn and Crutcher LLP and lead counsel for Defendant Yelp!, Inc. (“Yelp”) in this litigation. I make this declaration based upon my personal knowledge of the facts stated herein.

2. Attached as Exhibit 1 is a true and correct copy of the “About Us” page from Yelp’s website, <http://www.yelp.com/about>, which is referenced in Plaintiffs’ First Amended Complaint at paragraphs 2, 3, and 4.

3. Attached as Exhibit 2 is a true and correct copy of the “FAQ” page from Yelp’s website, <http://www.yelp.com/faq>, which is referenced in Plaintiffs’ First Amended Complaint at paragraphs 3, 5, and 26.

4. Attached as Exhibit 3 is a true and correct copy of the “Advertising on Yelp” page from Yelp’s website, <http://www.yelp.com/business/advertising>, which is referenced in Plaintiffs’ First Amended Complaint at paragraph 4.

5. Attached as Exhibit 4 is a true and correct copy of excerpts from the certified transcript of the motion hearing before this Court on July 19, 2010 in the above-captioned litigation.

6. On October 20, 2010, I participated in a meet and confer telephone conference with David Ongarro, lead counsel for Plaintiffs, to discuss the arguments that Yelp intended to make in its accompanying Motion to Dismiss and Motion to Strike. The parties were unsuccessful in resolving the issues raised in Yelp’s Motions during that call.

7. During the meet and confer conference, Mr. Ongarro confirmed that the third claim for Intentional Interference with Prospective Business Advantage in Plaintiffs’ First Amended Complaint is asserted solely on behalf of the Non-Sponsor Plaintiffs and proposed Non-Sponsor subclass, notwithstanding the references in that cause of action to “Subclass (b)”, which refers to the proposed Sponsor subclass.

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