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 24 YELP!, INC.

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

28 BORIS Y. LEVITT D/B/A RENAISSANCE
 RESTORATION, CATS AND DOGS ANIMAL
 HOSPITAL, INC., TRACY CHAN D/B/A
 MARINA DENTAL CARE and
 PROFESSIONAL CONSTRUCTION GROUP,
 INC. D/B/A PAVER PRO; on behalf of
 themselves and all others similarly situated,

Plaintiffs,

v.

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

Defendants.

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

CLASS ACTION

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

Date: February 7, 2011
 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 “Terms of Service” from Yelp’s website, <http://www.yelp.com/static?p=tos&country=US>, which is referenced in Plaintiffs’ Second Amended Complaint at paragraphs 6, 35, 39, 98, and footnote 4. The “Terms of Service” are also incorporated by Plaintiffs into their definition of “Review Terms,” (*see* SAC ¶ 6) which is referenced throughout the Second Amended Complaint, including at paragraphs 7, 10, 65, 66, 85, 86, 88, 91, 104, 108, 116, and 120.

3. Attached as Exhibit 2 is a true and correct copy of the. “Content Guidelines” page from Yelp’s website, <http://www.yelp.com/guidelines>, which is referenced in Plaintiffs’ Second Amended Complaint at paragraphs 6, 98, and footnote 4. The “Content Guidelines” are also incorporated by Plaintiffs into their definition of “Review Terms,” (*see* SAC ¶ 6) which is referenced throughout the Second Amended Complaint, including at paragraphs 7, 10, 65, 66, 85, 86, 88, 91, 104, 108, 116, and 120.

4. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on January 21, 2010 at Palo Alto, California

/s/ Ashlie Beringer
S. Ashlie Beringer