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12 Attorneys for Defendant
 YELP! INC.

13 UNITED STATES DISTRICT COURT
 14 CENTRAL DISTRICT OF CALIFORNIA
 15 WESTERN DIVISION

17 CATS AND DOGS ANIMAL
 HOSPITAL, INC., *et al.*, on behalf of
 18 itself and all others similarly situated,
 Plaintiffs,
 19
 v.
 20 YELP! INC.,
 Defendant.
 22

Case No. CV 10-01340 VBF(SSx)
**DECLARATION OF MATTHEW D.
 BROWN IN SUPPORT OF DEFENDANT
 YELP! INC.'S EX PARTE
 APPLICATION**
 Judge: Hon. Valerie Baker Fairbank

23 CHRISTINE LaPAUSKY d/b/a
 D'AMES DAY SPA, on behalf of
 24 herself and all others similarly situated,
 Plaintiffs,
 25
 v.
 26 YELP! INC.,
 Defendant.
 27
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Case No. CV 10-01578 VBF (SSx)

1 I, Matthew D. Brown, hereby declare as follows:

2 1. I am an attorney duly licensed to practice law in the State of California
3 and am a partner with the firm of Cooley Godward Kronish LLP, counsel of record
4 for Defendant Yelp! Inc. (“Yelp”) in this action. I have personal knowledge of the
5 facts set forth herein, except where otherwise stated, and, if called as a witness, I
6 could and would competently testify thereto.

7 2. In accordance with Local Rule 7-3, I first discussed consolidation and
8 requested a stipulation from counsel for the *Cats and Dogs* Plaintiffs on March 10,
9 2010. Plaintiffs refused to stipulate and said they opposed consolidation. I asked
10 for a 30-day extension for Yelp’s response to the *Cats and Dogs* complaint while
11 the consolidation issues were sorted out. The *Cats and Dogs* Plaintiffs refused, and
12 instead granted a 14-day extension. Attached hereto as **Exhibit A** is a true and
13 correct copy of the Stipulation between Yelp and *Cats and Dogs* Plaintiffs to
14 extend Yelp’s time to respond to the initial complaint by 14 days.

15 3. On March 11, 2010, I conferred with counsel for the Plaintiff in
16 *LaPausky*, who agreed that the cases should be consolidated and that a consolidated
17 amended complaint should be filed thereafter. Yelp and Plaintiff in *LaPausky*
18 subsequently entered a stipulation to this effect and also agreed on the other relief
19 requested in this ex parte application. Attached hereto as **Exhibit B** is a true and
20 correct copy of the Stipulation of Plaintiff Christine LaPausky and Defendant Yelp!
21 Inc. To Consolidate Related Cases For All Purposes and to Set Dates for
22 Consolidated Amended Complaint, Responsive Pleading, and Joint Scheduling
23 Conference.

24 4. Subsequently, Plaintiff in *LaPausky* also granted Yelp’s request for a
25 30-day extension for its response to the *LaPausky* complaint in light of the as-yet-
26 unresolved consolidation issues. Attached hereto as **Exhibit C** is a true and correct
27 copy of the Stipulation between Yelp and Plaintiff *LaPausky* to extend Yelp’s time
28 to respond to the initial complaint by 30 days.

1 5. Pursuant to Local Rule 7-19, on March 18, 2010, I met with counsel
2 for *Cats and Dogs* Plaintiffs and informed them that Yelp intended to file both a
3 motion to consolidate and an ex parte application seeking the above-requested relief
4 on March 22 or 23, and that Plaintiff in *LaPausky* would be stipulating to the relief
5 requested in both. In light of the agreement of the Plaintiff in *LaPausky*, I asked
6 whether *Cats and Dogs* Plaintiffs would reconsider their refusal to stipulate to
7 consolidation and the filing of a consolidated amended complaint. *Cats and Dogs*
8 Plaintiffs stated they would consider this request.

9 6. On March 22, 2010, I emailed counsel for *Cats and Dogs* Plaintiffs,
10 reiterated this request, and included in the text of the email the specific relief Yelp
11 intended to seek in both the motion and the ex parte application. In accordance
12 with Local Rule 7-19.1 and this Court's Standing Order, I informed Plaintiffs that
13 they will have 24 hours to oppose the ex parte application and that Yelp did not
14 intend to request a hearing. Attached hereto as **Exhibit D** is a true and correct copy
15 of my March 22, 2010, 12:01 p.m. email to counsel for *Cats and Dogs* Plaintiffs.

16 7. Counsel for *Cats and Dogs* Plaintiffs replied via email stating his
17 clients' agreement that the two cases should be consolidated. He also stated that,
18 rather than filing a consolidated amended complaint, both counsel in *Cats and Dogs*
19 and counsel in *LaPausky* favored deeming the First Amended Complaint ("FAC")
20 in *Cats and Dogs* as the consolidated complaint. Counsel for Plaintiff in *LaPausky*,
21 however, was not included on this email. Attached hereto as **Exhibit E** is a true
22 and correct copy of the March 22, 2010, 2:13 p.m. email from counsel for *Cats and*
23 *Dogs* Plaintiffs to me.

24 8. After receiving this email, I called counsel for Plaintiff in *LaPausky*
25 and he told me that he had not agreed to deem the *Cats and Dogs* First Amended
26 Complaint as the consolidated complaint.

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9. I then replied to *Cats and Dogs* counsel by email. Attached hereto as **Exhibit F** is a true and correct copy of my March 22, 2010, 5:34 p.m. email to counsel for *Cats and Dogs* Plaintiffs.

10. Attached hereto as **Exhibit G** is a true and correct copy of the March 22, 2010, 7:07 p.m. email from counsel for *Cats and Dogs* Plaintiffs to me.

11. Attached hereto as **Exhibit H** is a true and correct copy my March 22, 2010, 10:53 p.m. email to counsel for *Cats and Dogs* Plaintiffs.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed this 24th day of March 2010 at San Francisco, California.

/s/ Matthew D. Brown
Matthew D. Brown