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**Attorneys for Plaintiffs and the Proposed Classes****UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA**

CATS AND DOGS ANIMAL HOSPITAL,  
INC.; ASTRO APPLIANCE SERVICE;  
BLEEDING HEART, LLC; CALIFORNIA  
FURNISHINGS, INC.; CELIBRÉ, INC.;  
J.L. FERRI ENTERTAINMENT, INC.; LE  
PETITE RETREAT DAY SPA, LLC; SAN  
FRANCISCO BAY BOAT CRUISES,  
LLC; WAG MY TAIL, INC.; and  
ZODIAC RESTAURANT GROUP, INC.,  
on behalf of themselves and all others  
similarly situated,

Plaintiffs,

v.

YELP! INC.,

Defendant.

Case No: 2:10-cv-01340-VBF-SS

Pleading Type: Class Action

**DECLARATION OF  
ELIZABETH LEE BECK IN  
SUPPORT OF PLAINTIFFS'  
OPPOSITION TO  
DEFENDANT YELP! INC.'S  
MOTION TO TRANSFER  
VENUE (28 U.S.C. § 1404(a))**

Hearing Date: May 10, 2010

Hearing Time: 1:30 p.m.

Judge: Hon. Valerie Baker Fairbank

1 I, Elizabeth Lee Beck, declare:

2 1. My name is Elizabeth Lee Beck and I am counsel for Plaintiffs in this  
3 matter. I am a member in good standing of the State Bars of Florida and California,  
4 and admitted to practice before this Court. I have personal knowledge of the facts  
5 stated herein, and, if called on to do so, could and would testify competently  
6 thereto. I make this declaration in support of Plaintiffs' Opposition to Yelp's  
7 Motion to Transfer Venue.

8 2. As part of our preparation for opposing Yelp's Motion to Transfer, I  
9 engaged staff members of my firm and the firm of co-counsel, The Weston Firm,  
10 to count the number of businesses listed on the Yelp.com website in both the  
11 Central District of California, where the case is pending, and the Northern District  
12 of California, to where Yelp seeks transfer.

13 3. In addition to counting the businesses in these jurisdictions, staff  
14 members also counted the businesses listed in other highly-populated jurisdictions,  
15 specifically, the Northern District of Illinois (i.e., Chicago), the Southern District  
16 of New York (i.e., Manhattan), and the District of Columbia (i.e., Washington,  
17 D.C.).

18 4. The methodology for this counting was as follows: Staff members  
19 accessed the cities that Yelp covers at <http://www.yelp.com/locations/states>, then  
20 clicked on the relevant state. For example, all cities in California in which Yelp  
21 lists businesses are listed at <http://www.yelp.com/locations/states/ca>. The staff  
22 members then determined which cities fell within a particular federal jurisdiction  
23 and, accessing the full Yelp.com directory of businesses in that city, counted the  
24 total number of businesses, keeping a Microsoft Excel spreadsheet to track and  
25 share results.

26 5. The count shows the following number of businesses listed on  
27 Yelp.com in each federal judicial district:

28

1 Central District of California - 1,137,562

2 Northern District of California – 662,346

3 Northern District of Illinois – 377,345

4 Southern District of New York – 103,452

5 District of Columbia – 10,539

6 6. Attached hereto as Exhibit A is a true and correct copy of the  
7 Yelp.com homepage for Los Angeles (<http://www.yelp.com/la>), printed on April  
8 19, 2010.

9 7. Attached hereto as Exhibit B is a true and correct copy of the Yelp  
10 Business homepage (<http://biz.yelp.com>), printed on April 19, 2010.

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

13  
14 Executed in Miami, Florida on April 19, 2010.

15  
16 /s/ Elizabeth Lee Beck

17 Elizabeth Lee Beck  
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1 DATED: April 19, 2010

Respectfully Submitted,

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3 /s/Gregory S. Weston

4 Gregory S. Weston

5 **THE WESTON FIRM**

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22 **Proposed Classes**