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11 Attorneys for Defendant  
 12 YELP! INC.

13 **UNITED STATES DISTRICT COURT**  
 14 **NORTHERN DISTRICT OF CALIFORNIA**

16 JUSTIN LARKIN, ANTHONY TIJERINO,  
 17 and AHMAD DEANES, on behalf of  
 themselves and all others similarly situated,

18 Plaintiffs,

19 v.

20 YELP! INC.,

21 Defendant.

CASE NO. 11-CV-01503 EMC

22 **[PROPOSED] ORDER GRANTING  
 PRELIMINARY APPROVAL AND  
 SETTLEMENT HEARING**

23 Date: June 1, 2012  
 24 Time: 1:30 p.m.  
 25 Courtroom: 5  
 26 Judge: Hon. Edward M. Chen

1           The joint motion of the Settling Parties for an order preliminarily  
2 approving a class action and collective action settlement and setting a settlement  
3 hearing, came on for hearing on or about June 1, 2012. The Court has considered  
4 the Stipulation Re: Settlement of Class and Collective Actions (and its exhibits), the  
5 submissions of counsel, and all other papers filed in this action. The matter having  
6 been submitted and good cause appearing therefore, the Court finds as follows:

7           1. All defined terms contained herein shall have the same  
8 meanings as set forth in the Stipulation Re: Settlement of Class and Collective  
9 Actions executed by the Settling Parties and filed with this Court (the  
10 “Stipulation”);

11           2. The Class Representatives and Yelp, through their counsel of  
12 record in the Litigation and per the terms of the Stipulation, have reached an  
13 agreement to resolve the Litigation and settle all California Released Claims and  
14 National Released Claims;

15           3. The Court conditionally finds that, for the purposes of approving  
16 this settlement only and for no other purpose and with no other effect, the proposed  
17 California Class meets the requirements for certification under Rule 23 of the  
18 Federal Rules of Civil Procedure: (a) the proposed California Class is ascertainable  
19 and so numerous that joinder of all members of the class is impracticable; (b) there  
20 are questions of law or fact common to the proposed California Class; (c) the  
21 claims of the Class Representatives Justin Larkin and Anthony Tijerino (the  
22 “California Class Representatives”) are typical of the claims of the members of the  
23 proposed California Class; (d) the California Class Representatives will fairly and  
24 adequately protect the interests of the proposed California Class Members; (e) a  
25 class action is superior to other available methods for an efficient adjudication of  
26 this controversy, especially given the settlement context here; and (f) the counsel of  
27 record for the California Class Representatives are qualified to serve as counsel for  
28 the Class Representatives in their own capacities as well as their representative

1 capacities and for the California Class;

2 4. The Court conditionally finds that, for the purpose of approving  
3 this settlement only and for no other purpose and with no other effect, in the context  
4 of this Settlement, the proposed California Class and the proposed National Class  
5 meet the requirements for certification as a collective action class under 29 U.S.C. §  
6 216(b) because a sufficient initial showing has been made that the California Class  
7 Members and the National Class Members are similarly situated;

8 5. The moving parties have presented to the Court for review a  
9 Stipulation Re: Settlement of Class and Collective Actions. The Stipulation is  
10 within the range of reasonableness and meets the requirements for preliminary  
11 approval;

12 6. The moving parties have also presented to the Court for review a  
13 plan to provide a California Notice to the Members of the proposed California  
14 Class which sets out the terms of the settlement and the California Class Members'  
15 options including, *inter alia*, their options (i) to opt out of the California Settlement  
16 Class, (ii) to remain in the California Settlement Class and elect to be represented  
17 by counsel of their choosing, (iii) to object to the terms of the settlement, and/or  
18 (iv) to seek to become California Participating Claimants by submitting California  
19 Settlement Claim Certification Forms. The California Notice will be mailed to all  
20 California Class Members at their Last Known Addresses. The plan regarding  
21 California Notices proposed by the Settling Parties is the best practical under the  
22 circumstances and satisfies pertinent due process requirements and the requirements  
23 of Federal Rule of Civil Procedure 23; and

24 7. The moving parties have also presented to the Court for review a  
25 plan to provide a National Notice to the Members of the proposed National Class  
26 which sets out the terms of the settlement and the National Class Members' options  
27 including, *inter alia*, their options (i) to refrain from acting and thereby exclude  
28 themselves from the National Settlement Class, (ii) to opt in to the National

1 Settlement Class, and, if eligible, become National Participating Claimants, (iii) to  
2 elect to be represented by counsel of their choosing, and/or (iv) to object to the  
3 terms of the settlement. The National Notice will be mailed to all National Class  
4 Members at their Last Known Addresses. The plan regarding National Notices  
5 proposed by the Settling Parties is the best practical under the circumstances and  
6 satisfies pertinent due process requirements.

7 Good cause appearing therefore, IT IS HEREBY ORDERED that:

8 1. Pursuant to Rule 23 of the Federal Rules of Civil Procedure and  
9 29 U.S.C. § 216(b), the California Class and National Class are provisionally  
10 certified, and the Stipulation of Settlement is preliminarily approved;

11 2. Notice of the proposed settlement, and the rights of California  
12 Class Members to opt out of the settlement or become California Participating  
13 Claimants, shall be given by mailing of the California Notice by first class mail,  
14 postage prepaid, to all California Class Members pursuant to the applicable  
15 provisions in the Stipulation. Yelp shall provide the Claims Administrator with the  
16 information necessary to conduct this mailing as set forth in the Stipulation;

17 3. Notice of the proposed settlement, and the rights of National  
18 Class Members to opt in to the settlement and become National Participating  
19 Claimants, if eligible, or refrain from acting and thereby exclude themselves from  
20 the settlement, shall be given by mailing of the National Notice by first class mail,  
21 postage prepaid, to all National Class Members pursuant to the applicable  
22 provisions in the Stipulation. Yelp shall provide the Claims Administrator with the  
23 information necessary to conduct this mailing as set forth in the Stipulation

24 4. Yelp has agreed to pay Class Counsel their reasonable attorney  
25 fees in this matter in the maximum total combined, gross amount not to exceed  
26 \$312,500 as well as certain allowable costs in this matter up to the maximum gross  
27 amount of \$10,000, and Yelp has agreed to pay enhancement awards in the total  
28 maximum gross amount of \$15,000 (\$5,000 to each Class Representative) to the

1 Class Representatives to reimburse them for their unique services and execution of  
2 general releases. The Court preliminarily finds that these agreements are fair and  
3 reasonable;

4 5. A hearing shall be held before this Court on October 12, 2012 at  
5 1:30 p.m. to consider whether the settlement should be given final approval by the  
6 Court:

7 (a) Written objections by California Class Members and National  
8 Class Members to the proposed settlement will be considered if received by Class  
9 Counsel on or before the Notice Response Deadline. Written objections by  
10 California Class Members and National Class Members to Class Counsel's request  
11 for attorneys' fees will be considered if a written objection is received by Class  
12 Counsel or the Claims Administrator within ten days following Class Counsel's  
13 filing of a motion for such fees;

14 (b) At the Settlement Hearing, California Class Members and  
15 National Class Members who have filed timely written objections may be heard  
16 orally in support of, or in opposition to, the settlement;

17 (c) Class Counsel and counsel for Yelp should be prepared at the  
18 hearing to respond to objections filed by California Class Members and National  
19 Class Members, if any, and to provide, as appropriate, other information bearing on  
20 whether or not the settlement should be approved; and

21 6. In the event that the Effective Date occurs, all California  
22 Settlement Class Members will be deemed to have forever released and discharged  
23 the California Released Claims, all National Settlement Class Members will be  
24 deemed to have forever released and discharged the National Released Claims, and  
25 the Litigation will be dismissed with prejudice. In the event that the Effective Date  
26 does not occur for any reason whatsoever, the Stipulation shall be deemed null and  
27 void and shall have no effect whatsoever.

28 7. Prior to the Settlement Hearing, the parties shall file a joint

1 motion for final approval of the settlement, and Class Counsel shall file a motion  
2 for an award of attorneys' fees and costs.

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4 PURSUANT TO STIPULATION, IT IS SO ORDERED.

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DATED: \_\_\_\_\_  
The Honorable Edward M. Chen  
United States District Judge

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