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13 UNITED STATES DISTRICT COURT  
 14 NORTHERN DISTRICT OF CALIFORNIA  
 15 SAN FRANCISCO DIVISION

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

19 Plaintiffs,

20 v.

21 YELP! INC.,

22 Defendant.

CASE NO. CV 11-1503 EMC

**STIPULATION AMENDING  
 STIPULATION RE: SETTLEMENT OF  
 CLASS AND COLLECTIVE ACTIONS**

Judge: Honorable Edward M. Chen

1           WHEREAS, the Settling Parties have entered the Stipulation Re: Settlement of  
2 Class And Collective Actions (“Stipulation”), and presented this class and collective action  
3 settlement to the Court for preliminary approval;

4           WHEREAS, Defendant has provided notice of this class and collective action  
5 settlement to pertinent government officials pursuant to the Class Action Fairness Act of 2005;

6           WHEREAS, following a hearing on June 4, 2012, the Court stated its intention to  
7 grant preliminary approval for the proposed settlement, provided the Settling Parties agreed to  
8 three changes to the settlement;

9           WHEREAS, Section 2.11.9 of the Stipulation Re: Settlement of Class And  
10 Collective Actions allows the Settling Parties to amend that agreement and authorizes Class  
11 Counsel to do for the Class Representatives;

12           WHEREAS, the parties, through their counsel of record agree as follows, IT IS  
13 HEREBY STIPULATED AND AGREED that:

14           (1) Paragraph 2.4.11 is added to the Stipulation, and it states: “The California  
15 Notice and the National Notice will provide a website address (administered by the Claims  
16 Administrator), this website shall remain open until the Notice Response Deadline, and it shall  
17 make available to class members the following documents: (a) the operative complaint in the  
18 Litigation; (b) the operative answer in the Litigation; (c) the complete settlement agreement; (d)  
19 Plaintiffs’ motion for preliminary approval; (e) Plaintiffs’ Motion for Final Approval of  
20 Settlement and Award of Attorneys’ Fees; (f) the order granting preliminary approval and setting  
21 the Settlement Hearing; and (g) one generic (non-Class Member specific) copy of both the  
22 National Notice and California Notice with associated forms.”

23           (2) The California Notice and National Notice are amended such that (a) on  
24 the first page of the notice, the second initial disclosure includes the language: “**IF YOU TAKE**  
25 **NO ACTION, YOU MAY BE SUBJECT TO A RELEASE AND LOSE CLAIMS WITHOUT**  
26 **COMPENSATION”**; and (b) the sentence containing the anticipated settlement sum is now  
27 printed in bold and underlined text.  
28

1           (3) Section VIII of the California Notice and National Notice are amended to  
2 add the following sentence: “At this website [WEBSITE ADDRESS], you can obtain copies of  
3 the following documents: (a) the operative complaint in the Litigation; (b) the operative answer  
4 in the litigation; (c) the complete settlement agreement; (d) the motion for preliminary approval;  
5 (e) Plaintiffs’ Motion for Final Approval of Settlement and Award of Attorneys’ Fees when it is  
6 filed; and (f) the order granting preliminary approval and setting the Settlement Hearing.”

7           (4) Paragraph 2.5.5 of the Stipulation is amended to read as follows:  
8 “California Class Members who have not filed a valid Opt Out and all National Class Members  
9 may object to the Stipulation and/or request for award of attorneys’ fees and costs by submitting  
10 written objections to Class Counsel (either directly or via the Claims Administrator) no later than  
11 the date that is ten days after the Settlement Hearing Motion Date. The California Notice and the  
12 National Notice shall advise California Class Members and National Class Members of this  
13 option. Class Counsel shall immediately provide any such objections to Yelp and subsequently  
14 the Court during the final approval process. The Settling Parties agree to respond to any  
15 objections at a hearing before the Court.” This amendment removes the following language:  
16 “California Class Members who have not filed a valid Opt Out and all National Class Members  
17 may object to Class Counsel’s request for attorneys’ fees within ten (10) days of Class Counsel’s  
18 motion for such fees”

19           (5) The sixth sentence of Paragraph 2.6.2 of the Stipulation is amended to read  
20 as follows: “The funds associated with any checks that are not properly or timely negotiated shall  
21 revert to Yelp, which shall then, within thirty (30) days, donate such funds to the Volunteer Legal  
22 Services Program of the Bar Association of San Francisco, and shall be identified as *cy pres*  
23 proceeds from the settlement of *Larkin v. Yelp*, Case No. CV 11-01503 EMC.”

24           (6) The first paragraph of Section V.D. of the California Notice and National  
25 Notice is amended to read: “If you do not like any terms of the Settlement or Class Counsel’s  
26 request for attorneys’ fees and costs, you can submit a written objection. Your objection must be  
27 in writing and include your full name, address, telephone number, signature and a statement that  
28 you object to the Settlement in *Larkin v. Yelp! Inc.*, C.A. No. 11-01503 EMC and the reason(s)

1 for your objection. The objection should be mailed to Peter Rukin at Rukin Hyland Doria &  
2 Tindall LLP, 100 Pine Street, Suite 2150, San Francisco, CA 94111, and postmarked no later than  
3 [Objection Deadline].” The third paragraph of Section V.D. of the California Notice and National  
4 Notice is stricken.

5 (7) The first sentence of Paragraph 2.4.10 of the Stipulation is amended to  
6 read: “To the extent a Class Member has not submitted to the Claims Administrator some form  
7 of written response to the Class Notice, i.e., a change of address form, an opt out or a claim form,  
8 by the date that is fifteen (15) days before the Notice Response Deadline, the Claims  
9 Administrator shall send that Class Member a postcard (a) referencing the name of the Litigation;  
10 (b) stating that the Class Member previously received a notice in this action; (c) providing a  
11 physical and email address for the Claims Administrator and stating that the Class Member can  
12 write the Claims Administrator to receive an additional copy of the notice; and (d) stating that at  
13 the following website: [WEBSITE ADDRESS] there are available copies of relevant settlement  
14 documents, including the National Notice and California Notice with associated forms.”

15 With these changes agreed to, the Settling Parties respectfully renew their request  
16 for preliminary approval of the settlement.

17 IT IS SO STIPULATED.

18 DATED: June 29, 2012

MUNGER, TOLLES & OLSON LLP  
Malcolm A. Heinicke

19  
20 By: */s/ Malcolm A. Heinicke*  
Attorneys for Defendant YELP! INC.

21  
22 DATED: June 29, 2012

RUKIN HYLAND DORIA & TINDALL LLP

23  
24 By: */s/ Peter Rukin*  
25 Attorneys for Plaintiffs

26 **I, Malcolm A. Heinicke, am the ECF User whose identification and password are being**  
27 **used to file this STIPULATION AMENDING STIPULATION RE: SETTLEMENT OF**  
28 **CLASS AND COLLECTIVE ACTIONS . In accordance with General Order 45.X.B., I**  
**hereby attest that Peter Rukin concurred in this filing.**