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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 Judge: Honorable 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 4, 2012. At that hearing, the Court  
4 conditioned the grant of preliminary approval of the settlement on the parties'  
5 agreement to make certain changes to the agreement, primarily concerning the  
6 notice process. The Court has now considered the Stipulation Re: Settlement of  
7 Class and Collective Actions (and its exhibits), the submissions of counsel, the  
8 stipulation amending the Stipulation Re: Settlement of Class and Collective  
9 Actions per the Court's June 4, 2012 instructions, and all other papers filed in this  
10 action. The matter having been submitted and good cause appearing therefore, the  
11 Court finds as follows:

12           1. All defined terms contained herein shall have the same  
13 meanings as set forth in the Stipulation Re: Settlement of Class and Collective  
14 Actions executed by the Settling Parties and filed with this Court (the  
15 "Stipulation");

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

20           3. The Court conditionally finds that, for the purposes of  
21 approving this settlement only and for no other purpose and with no other effect,  
22 the proposed California Class meets the requirements for certification under Rule  
23 23 of the Federal Rules of Civil Procedure: (a) the proposed California Class is  
24 ascertainable and so numerous that joinder of all members of the class is  
25 impracticable; (b) there are questions of law or fact common to the proposed  
26 California Class; (c) the claims of the Class Representatives Justin Larkin and  
27 Anthony Tijerino (the "California Class Representatives") are typical of the claims  
28 of the members of the proposed California Class; (d) the California Class

1 Representatives will fairly and adequately protect the interests of the proposed  
2 California Class Members; (e) a class action is superior to other available methods  
3 for an efficient adjudication of this controversy, especially given the settlement  
4 context here; and (f) the counsel of record for the California Class Representatives  
5 are qualified to serve as counsel for the Class Representatives in their own  
6 capacities as well as their representative capacities and for the California Class;

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

13 5. The moving parties have presented to the Court for review a  
14 Stipulation Re: Settlement of Class and Collective Actions. The Stipulation is  
15 within the range of reasonableness and meets the requirements for preliminary  
16 approval;

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

1           7.       The moving parties have also presented to the Court for review  
2 a plan to provide a National Notice to the Members of the proposed National Class  
3 which sets out the terms of the settlement and the National Class Members' options  
4 including, *inter alia*, their options (i) to refrain from acting and thereby exclude  
5 themselves from the National Settlement Class, (ii) to opt in to the National  
6 Settlement Class, and, if eligible, become National Participating Claimants, (iii) to  
7 elect to be represented by counsel of their choosing, and/or (iv) to object to the  
8 terms of the settlement. The National Notice will be mailed to all National Class  
9 Members at their Last Known Addresses. The plan regarding National Notices  
10 proposed by the Settling Parties is the best practical under the circumstances and  
11 satisfies pertinent due process requirements.

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

13           1.       Pursuant to Rule 23 of the Federal Rules of Civil Procedure and  
14 29 U.S.C. § 216(b), the California Class and National Class are provisionally  
15 certified, and the Stipulation of Settlement is preliminarily approved;

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

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

1           4.     Yelp has agreed to pay Class Counsel their reasonable attorney  
2 fees in this matter in the maximum total combined, gross amount not to exceed  
3 \$312,500 as well as certain allowable costs in this matter up to the maximum gross  
4 amount of \$10,000, and Yelp has agreed to pay enhancement awards in the total  
5 maximum gross amount of \$15,000 (\$5,000 to each Class Representative) to the  
6 Class Representatives to reimburse them for their unique services and execution of  
7 general releases. The Court preliminarily finds that these agreements are fair and  
8 reasonable;

9           5.     By October 5, 2012, the parties shall file a joint motion for final  
10 approval of the settlement, and Class Counsel shall file a motion for an award of  
11 attorneys' fees and costs. Written objections by California Class Members and  
12 National Class Members to the proposed settlement or Class Counsel's Request for  
13 attorneys' fees will be considered if received by Class Counsel on or before  
14 October 22, 2012. Counsel for the parties shall respond to any such objections by  
15 November 2, 2012;

16           6.     A hearing shall be held before this Court on November 16,  
17 2012 at 1:30 p.m. to consider whether the settlement should be given final approval  
18 by the Court:

19           (a)    At the Settlement Hearing, California Class Members and  
20 National Class Members who have filed timely written objections may be heard  
21 orally in support of, or in opposition to, the settlement;

22           (b)    Class Counsel and counsel for Yelp should be prepared at the  
23 hearing to respond to objections filed by California Class Members and National  
24 Class Members, if any, and to provide, as appropriate, other information bearing  
25 on whether or not the settlement should be approved; and

26           7.     In the event that the Effective Date occurs, all California  
27 Settlement Class Members will be deemed to have forever released and discharged  
28 the California Released Claims, all National Settlement Class Members will be

1 deemed to have forever released and discharged the National Released Claims, and  
2 the Litigation will be dismissed with prejudice. In the event that the Effective Date  
3 does not occur for any reason whatsoever, the Stipulation shall be deemed null and  
4 void and shall have no effect whatsoever.

5  
6 PURSUANT TO STIPULATION, IT IS SO ORDERED.

7  
8  
9 DATED: \_\_\_\_\_

The Honorable Edward M. Chen  
United States District Judge