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ANDREESSEN, ERSKINE B. BOWLES, JAMES W.
BREYER, DONALD E. GRAHAM, REED HASTINGS
and PETER A. THIEL

FILED
2012 JUN 20 P 2:08
RICHARD W. WELSHING
CLERK OF SUPERIOR COURT
SAN MATEO COUNTY, CALIFORNIA

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA, SAN FRANCISCO DIVISION

EDWARD J. SHIERRY, Individually and On
Behalf of All Others Similarly Situated,

Plaintiff,

v.

FACEBOOK, INC., MARK ZUCKERBERG,
DAVID E.(sic) EBERSMAN, DAVID M.
SPILLANE, MARC L. ANDREESSEN, ERSKINE
B. BOWLES, JAMES W. BREYER, DONALD E.
GRAHAM, REED HASTINGS, PETER A. THIEL,
MORGAN STANLEY & CO. LLC, GOLDMAN,
SACHS & CO., BARCLAYS CAPITAL INC.,
ALLEN & COMPANY LLC, CITIGROUP
GLOBAL MARKETS INC., CREDIT SUISSE
SECURITIES (USA) LLC, DEUTSCHE BANK
SECURITIES INC., RBC CAPITAL MARKETS,
LLC, BLAYLOCK ROBERT VAN LLC, BMO
CAPITAL MARKETS CORP., C.L. KING &
ASSOCIATES, INC., CABRERA CAPITAL
MARKETS, LLC, CASTLEOAK SECURITIES,
L.P., COWEN AND COMPANY, LLC., E*TRADE
SECURITIES, LLC, ITAU BBA USA
SECURITIES, INC., LAZARD CAPITAL
MARKETS LLC, LEBENTHAL & CO., LLC,
LOOP CAPITAL MARKETS LLC, M.R. BEAL &
COMPANY, MACQUARIE CAPITAL (USA)
INC., MURIEL SIEBERT & CO., INC.,
OPPENHEIMER & CO. INC., PACIFIC CREST
SECURITIES LLC, PIPER JAFFRAY & CO.,
RAYMOND JAMES & ASSOCIATES, INC.,
SAMUEL A. RAMIREZ & COMPANY, INC.,

CASE NO. **CV 12 3200**

San Mateo County Superior Court
Case No. CIV-514172

CLASS ACTION

**NOTICE OF REMOVAL OF STATE
COURT ACTION**

NOTICE OF REMOVAL OF STATE
COURT ACTION

1 STIFEL, NICOLAUS & COMPANY,
2 INCORPORATED, THE WILLIAMS CAPITAL
3 GROUP, L.P., and WILLIAM BLAIR &
4 COMPANY, L.L.C.,

Defendants.

5 Pursuant to 28 U.S.C. §§ 1331, 1441, and 1446, and 15 U.S.C. § 77v(a), defendants
6 Facebook, Inc., Mark Zuckerberg, David A. Ebersman, David M. Spillane, Marc L. Andreessen,
7 Erskine B. Bowles, James W. Breyer, Donald E. Graham, Reed Hastings, and Peter A. Thiel,
8 (collectively, "Defendants") hereby remove this case, and all claims and causes of action therein,
9 from the Superior Court of the State of California for the County of San Mateo to the United States
10 District Court for the Northern District of California. In support of this Notice of Removal,
11 Defendants set forth the following grounds for removal:

12 1. On or about May 23, 2012, Plaintiff Edward H. Shierry commenced a civil action in
13 the Superior Court of the State of California for the County of San Mateo, captioned *Shierry v.*
14 *Facebook, Inc., et al.*, Case No. CIV-514172 (the "State Court Action"). True and accurate copies
15 of the Summons and Complaint are attached as Exhibit A.

16 2. Defendants have not pled, answered, or otherwise appeared in the State Court Action.

17 3. This Notice of Removal is being filed before the expiration of 30 days after service of
18 the Summons and Complaint, and is thus timely filed under 28 U.S.C. § 1446(b).

19 4. This action is within the original jurisdiction of this Court under 28 U.S.C. § 1331
20 and 15 U.S.C. § 77v(a). The State Court Action is a putative nationwide class action brought against
21 Facebook, certain officers and directors of Facebook, and certain underwriters of Facebook's May
22 18, 2012 initial public offering ("IPO") on the NASDAQ stock exchange. The State Court Action
23 alleges violations of the Securities Act of 1933 (the "Securities Act").

24 5. There are at least 20 cases already pending in the federal district courts that allege
25 claims under the Securities Act. Four are pending in the District Court for the Northern District of
26 California; 16 are pending in the District Court for the Southern District of New York. The four
27 cases in the Northern District of California have been marked as related and are pending before the
28 Honorable Maxine M. Chesney.

6. On June 18, 2012, Facebook, certain of its officers and directors, and certain of the underwriter defendants filed with the Judicial Panel on Multidistrict Litigation a Motion to Transfer Actions to the Southern District of New York Pursuant to 28 U.S.C. § 1407 for Coordinated and/or Consolidated Pretrial Proceedings (the “MDL Motion”).

7. This Court has jurisdiction over this case under two federal statutes: 28 U.S.C. § 1331 and Section 22(a) of the Securities Act, 15 U.S.C. § 77v(a). This case is therefore removable under 28 U.S.C. § 1441. Under 28 U.S.C. § 1441(a), “[e]xcept as otherwise expressly provided by Act of Congress, any civil action brought in a State court of which the district courts of the United States have original jurisdiction, may be removed ... to the district court of the United States ... embracing the place where such action is pending.”

Section 22(a) Provides Exclusive Federal Jurisdiction Over Securities Act Claims Involving “Covered Class Actions.”

8. Section 22(a) is the jurisdictional provision of the Securities Act. As originally written, Section 22(a) provided for concurrent jurisdiction between state and federal courts over Securities Act claims. 15 U.S.C. § 77v(a) (1933). The Securities Litigation Uniform Standards Act of 1998 (“SLUSA”), 15 U.S.C. § 77p(c), amended Section 22(a) to provide that there will be some claims or cases brought under the Securities Act over which a state court will no longer have concurrent jurisdiction:

The district courts of the United States ... shall have jurisdiction of offenses and violations under this subchapter and under the rules and regulations promulgated by the Commission in respect thereto, and, concurrent with State and Territorial courts, *except as provided in [Section 16] of this title with respect to covered class actions*, of all suits in equity and actions at law brought to enforce any liability or duty created by this subchapter.

15 U.S.C. § 77v(a) (emphasis added to SLUSA amendments). As amended, Section 22(a) deprives state courts of concurrent jurisdiction over “covered class actions” that raise Securities Act claims. *See Knox v. Agria Corp.*, 613 F. Supp. 2d 419, 425 (S.D.N.Y. 2009); *see also In re Fannie Mae 2008 Sec. Litig.*, No. 08 Civ. 7831, 2009 WL 4067266, at *2 (S.D.N.Y. Nov. 24, 2009); *Rovner v. Vonage Holdings Corp.*, No. 07-178, 2007 WL 446658, at *3-4 (D.N.J. Feb. 7, 2007).

9. Section 16(f) defines “covered class actions” as including

1 any single lawsuit in which ... one or more named parties seek to recover damages on
2 a representative basis on behalf of themselves and other unnamed parties similarly
3 situated, and questions of law or fact common to those persons or members of the
prospective class predominate over any questions affecting only individual persons or
members.

4 15 U.S.C. § 77p(f)(2)(A)(i)(II). Plaintiff is a named party seeking to recover damages on a
5 representative basis on behalf of himself and other unnamed parties similarly situated, and common
6 questions of law or fact allegedly predominate over individual questions. (*See* Exhibit A.) Plaintiff
7 also is bringing claims under the Securities Act. This action therefore is a “covered class action”
8 within the meaning of Section 16. Accordingly, state courts do not have jurisdiction over Plaintiff’s
9 putative class action. Federal courts alone have jurisdiction to hear Plaintiff’s putative class action
10 claims under the Securities Act. *See Knox*, 613 F. Supp. 2d at 423.

11 **Section 22(a)’s Removal Ban Does Not Apply.**

12 10. Section 22(a) of the Securities Act also includes an anti-removal provision, which
13 originally prohibited the removal of any Securities Act cases that were brought in state court. As
14 amended by SLUSA, however, Section 22(a) now provides as follows: “[e]xcept as provided in
15 section [16(c)] of [the Securities Act], no case arising under [the Securities Act] and brought in any
16 State court of competent jurisdiction shall be removed to any court of the United States.” 15 U.S.C.
17 § 77v(a) (italics added to SLUSA amendments; underscoring added). This anti-removal provision
18 does not apply here for two independent reasons.

19 11. The first is that Section 22(a)’s anti-removal provision only prohibits the removal of
20 cases brought in a “State court of competent jurisdiction.” 15 U.S.C. § 77v(a). As discussed above,
21 state courts no longer have jurisdiction to adjudicate a “covered class action” raising Securities Act
22 claims and are therefore no longer courts of competent jurisdiction with respect to such claims. *See*
23 *Knox*, 613 F. Supp. 2d at 423. Accordingly, Section 22(a)’s anti-removal provision does not apply
24 to this action. *See id.* at 425.

25 12. The Court need not reach the second reason why Section 22(a)’s anti-removal
26 provision does not apply, which is supplied by Section 16(c). Section 16(c) allows the removal of
27 “[a]ny covered class action brought in any State court involving a covered security, as set forth in
28 subsection (b),” 15 U.S.C. § 77p(c), which subsection “makes some state-law claims nonactionable

1 through the class-action device in federal as well as state court.” *Kircher v. Putnam Funds Trust*,
2 547 U.S. 633, 637, n.1 (2006) (discussing Section 16(b), 15 U.S.C. § 77p(b)). District courts are
3 divided on the question whether Section 16(c) provides a basis for removing covered class actions
4 that raise only *federal* claims under the Securities Act. Some courts have interpreted Section 16(c)
5 to allow the removal of “covered class actions” raising either state law claims or Securities Act
6 claims. *See, e.g., Rubin v. Pixelplus Co.*, No. 06 Civ. 2964, 2007 WL 778485, at *3-4 (E.D.N.Y.
7 Mar. 13, 2007); *Brody v. Homestore, Inc.*, 240 F. Supp. 2d 1122, 1123-24 (C.D. Cal. 2003). Other
8 courts, however, have interpreted Section 16(c) as permitting removal of “only those ‘covered class
9 actions’ described in § 77p(b) alleging omission or deception based upon state law” *Young v.*
10 *Pacific Biosciences of Cal., Inc.*, No. 11-cv-5668, 2012 WL 851509, at *3-4 (N.D. Cal. Mar. 13,
11 2012); *see also West Virginia Laborers Trust Fund v. STEC Inc.*, No. SACV 11-01171, 2011 WL
12 6156945, at *4 (C.D. Cal. Oct. 7, 2011) (discussing the different interpretations and holding that
13 “subsection (c) only allows for removal of actions based on state law”).¹

14 13. In any event, the Court need not address this division of authority over the scope of
15 Section 16(c)’s exception to Section 22(a)’s anti-removal provision. That is because the logically
16 prior question — which *Young* did not address — is whether Section 22(a)’s anti-removal provision
17 applies to this case in the first instance. It does not. As discussed *supra*, Section 22(a) prohibits
18 removal only of cases over which the state courts have “competent jurisdiction.” Because the state
19 court had no jurisdiction over Plaintiff’s “covered class action,” as the result of SLUSA, Section
20 22(a)’s anti-removal provision does not apply and does not prohibit removal of this case. Removal
21 is thus proper under 28 U.S.C. § 1441.

22
23 ¹ *Luther v. Countrywide Home Loans Servicing LP*, 533 F.3d 1031, 1032 (9th Cir. 2008), is
24 inapposite. In *Luther*, the Ninth Circuit held that “the Class Action Fairness Act of 2005, which
25 permits in general the removal to federal court of high-dollar class actions involving diverse parties,
26 does not supersede § 22(a)’s *specific* bar against removal of cases arising under the [Securities] Act.”
27 The court did not address whether the SLUSA amendments to Section 22(a) strip state courts of
28 jurisdiction over class actions raising claims under the Securities Act. Nor did the court have
occasion to address whether the SLUSA amendments to Section 22(a) create an exception to Section
22(a)’s anti-removal provision because the parties agreed that the mortgage pass-through certificates
at issue were not “covered securities.” *Id.* at 1033 n.1; *cf. Madden v. Cowen & Co.*, 576 F.3d 957,
965 (9th Cir. 2009) (observing in the context of a removed state-law action that “any suit removable
under SLUSA’s removal provision, § 77p(c), is precluded under SLUSA’s preclusion provision,
§ 77p(b), and any suit not precluded is not removable”).

14. Defendants will promptly serve a copy of this Notice on counsel for Plaintiff and will file a copy of this Notice with the Clerk of the Superior Court of the State of California for the County of San Mateo, pursuant to 28 U.S.C. § 1446(d).

15. Undersigned counsel certify that all of the defendants in this action consent to removal.

CONCLUSION

16. WHEREFORE, pursuant to 28 U.S.C. §§ 1331, 1441, and 1446, and 15 U.S.C. § 77v(a), Defendants remove this action in its entirety from the Superior Court of the State of California, County of San Mateo, to the United States District Court for the Northern District of California, San Francisco Division.

DATED: June 20, 2012

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1 **CERTIFICATE OF SERVICE**

2 I, Patrick Postolka, am employed in the County of San Francisco, State of California. I am
3 over the age of 18 and not a party to the within action; my business address is 555 California Street,
San Francisco, California 94104.

4 On June 20, 2012, I served a copy of the following document(s) described as:

5 **NOTICE OF REMOVAL OF STATE COURT CIVIL ACTION**

6 on the interested parties in this action as follows:

7 ☐ **By Facsimile**

8 By transmitting via facsimile, the document(s) listed above to the fax number set forth below
9 on this date before 5:00 p.m. I am aware that service is presumed invalid unless the
10 transmission machine properly issues a transmission report stating the transmission is
complete and without error.

11 ☐ **By U.S. Mail**

12 By placing the document(s) listed above in a sealed envelope with postage thereon fully
13 prepaid, in the United States mail at San Francisco, California, to the addressee(s) set forth
below.

14 I am "readily familiar" with the firm's practice of collection and processing correspondence
15 for mailing. Under that practice, it would be deposited with the U.S. postal service on that
16 same day with postage thereon fully prepaid at San Francisco, California in the ordinary
course of business. I am aware that on motion of the party served, service is presumed
invalid if postal cancellation date or postage meter date is more than one day after date of
deposit for mailing.

17 ☒ **By Overnight Mail**

18 By causing the document(s) listed above to be delivered to the addressee(s) set forth below
19 on the following business morning by Federal Express Corporation or Express Mail.


20 ☐ **By Personal or Messenger Service**

21 By causing the document(s) listed above to be personally served in such envelope by hand to
the person at the address(s) set forth below:

22 **See Attached Service List**

23 I declare under penalty of perjury that the foregoing is true and correct.

24 Executed on June 20, 2012, at San Francisco, California.

25 

26 Patrick Postolka

SERVICE LIST

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**SUMMONS
(CITACION JUDICIAL)**

NOTICE TO DEFENDANT:
(AVISO AL DEMANDADO):
FACEBOOK, INC.,

YOU ARE BEING SUED BY PLAINTIFF:
(LO ESTÁ DEMANDANDO EL DEMANDANTE):

EDWARD J. SHIBERRY, Individually and On Behalf of All Others
Similarly Situated

SUM-100

FOR COURT USE ONLY
(SOLO PARA USO DE LA CORTE)

**ENDORSED FILED
SAN MATEO COUNTY**

MAY 25 2012

Clerk of the Superior Court
By G. MARQUEZ
DEPUTY CLERK

NOTICE! You have been sued. The court may decide against you without your being heard unless you respond within 30 days. Read the information below.

You have 30 CALENDAR DAYS after this summons and legal papers are served on you to file a written response at this court and have a copy served on the plaintiff. A letter or phone call will not protect you. Your written response must be in proper legal form if you want the court to hear your case. There may be a court form that you can use for your response. You can find these court forms and more information at the California Courts Online Self-Help Center (www.courtinfo.ca.gov/selfhelp), your county law library, or the courthouse nearest you. If you cannot pay the filing fee, ask the court clerk for a fee waiver form. If you do not file your response on time, you may lose the case by default, and your wages, money, and property may be taken without further warning from the court.

There are other legal requirements. You may want to call an attorney right away. If you do not know an attorney, you may want to call an attorney referral service. If you cannot afford an attorney, you may be eligible for free legal services from a nonprofit legal services program. You can locate these nonprofit groups at the California Legal Services Web site (www.lawhelpcalifornia.org), the California Courts Online Self-Help Center (www.courtinfo.ca.gov/selfhelp), or by contacting your local court or county bar association. NOTE: The court has a statutory lien for waived fees and costs on any settlement or arbitration award of \$10,000 or more in a civil case. The court's lien must be paid before the court will dismiss the case. **AVISO!** Lo han demandado. Si no responde dentro de 30 días, la corte puede decidir en su contra sin escuchar su versión. Lea la información a continuación.

Tiene 30 DÍAS DE CALENDARIO después de que le entreguen este citación y papeles legales para presentar una respuesta por escrito en esta corte y hacer que se entregue una copia al demandante. Una corte o una llamada telefónica no lo protegen. Su respuesta por escrito tiene que estar en formato legal correcto si desea que procesen su caso en la corte. Es posible que haya un formulario que usted puede usar para su respuesta. Puede encontrar estos formularios de la corte y más información en el Centro de Ayuda de las Cortes de California (www.sucorte.ca.gov), en la biblioteca de leyes de su condado o en la corte que le quede más cerca. Si no puede pagar la cuota de presentación, pida al secretario de la corte que le dé un formulario de exención de pago de cuotas. Si no presente su respuesta a tiempo, puede perder el caso por incumplimiento y la corte le podrá quitar su sueldo, dinero y bienes sin más advertencia.

Hay otros requisitos legales. Es recomendable que llame a un abogado inmediatamente. Si no conoce a un abogado, puede llamar a un servicio de remisión a abogados. Si no puede pagar a un abogado, es posible que cumpla con los requisitos para obtener servicios legales gratuitos de un programa de servicios legales sin fines de lucro. Puede encontrar estos grupos sin fines de lucro en el sitio web de California Legal Services (www.lawhelpcalifornia.org), en el Centro de Ayuda de las Cortes de California (www.sucorte.ca.gov) o poniéndose en contacto con la corte o el colegio de abogados locales. **AVISO:** Por ley, la corte tiene derecho a reclamar las cuotas y los costos extintos por imponer un gravamen sobre cualquier recuperación de \$10,000 o más de valor recitado mediante un acuerdo o una concesión de arbitraje en un caso de derecho civil. Tiene que pagar el gravamen de la corte antes de que la corte puede desechar el caso.

The name and address of the court is:
(El nombre y dirección de la corte es): San Mateo Superior Court

Hall of Justice, 400 County Center
Redwood City, CA 94063

CASE NUMBER
(Número de Caso) **CV 514172**

The name, address, and telephone number of plaintiff's attorney, or plaintiff without an attorney, is:
(El nombre, la dirección y el número de teléfono del abogado del demandante, o del demandante que no tiene abogado, es):
Frank Johnson, Johnson & Weaver, 110 West A Street, Suite 750, San Diego, CA 92101 (619) 230-0063

DATE:
(Fecha)

MAY 25 2012

JOHN C. FITTON
(Secretario)

G. MARQUEZ

Deputy
(Adjunto)

(For proof of service of this summons, use Proof of Service of Summons (form POS-010).)
(Para prueba de entrega de esta citación use el formulario Proof of Service of Summons, (POS-010)).

(SEAL)

NOTICE TO THE PERSON SERVED: You are served

1. ☐ as an individual defendant.
2. ☐ as the person sued under the fictitious name of (specify):

3. ☒ on behalf of (specify): **FACEBOOK, INC.**

- under: ☒ CCP 416.10 (corporation) ☐ CCP 416.60 (minor)
☐ CCP 416.20 (defunct corporation) ☐ CCP 416.70 (conservatee)
☐ CCP 416.40 (association or partnership) ☐ CCP 416.90 (authorized person)
☐ other (specify):

4. ☒ by personal delivery on (date): **5/29/12**

SHORT TITLE: Sbierny v. Facebook, et. al.	CASE NUMBER:
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INSTRUCTIONS FOR USE

- This form may be used as an attachment to any summons if space does not permit the listing of all parties on the summons.
 → If this attachment is used, insert the following statement in the plaintiff or defendant box on the summons: "Additional Parties Attachment form is attached."

List additional parties (Check only one box. Use a separate page for each type of party.):

☐ Plaintiff ☒ Defendant ☐ Cross-Complainant ☐ Cross-Defendant

MARK ZUCKERBERG, DAVID B. EBERSMAN, DAVID M. SPILLANE, MARC L. ANDREESSEN, ERSKINE B. BOWLES, JAMES W. BREYER, DONALD E. GRAHAM, REED HASTINGS, PETER A. THIEL, MORGAN STANLEY & CO. LLC, GOLDMAN, SACHS & CO., BARCLAYS CAPITAL INC., ALLEN & COMPANY LLC, CITIGROUP GLOBAL MARKETS INC., CREDIT SUISSE SECURITIES (USA) LLC, DEUTSCHE BANK SECURITIES INC., RBC CAPITAL MARKETS, LLC, BLAYLOCK ROBERT VAN LLC, BMO CAPITAL MARKETS CORP., C.L. KING & ASSOCIATES, INC., CABRERA CAPITAL MARKETS, LLC, CASTLEOAK SECURITIES, L.P., COWEN AND COMPANY, LLC, E*TRADE SECURITIES, LLC, ITAU BBA USA SECURITIES, INC., LAZARD CAPITAL MARKETS LLC, LEBENTHAL & CO., LLC, LOOP CAPITAL MARKETS LLC, M.R. BEAL & COMPANY, MACQUARIE CAPITAL (USA) INC., MURIEL SIEBERT & CO., INC., OPPENHEIMER & CO. INC., PACIFIC CREST SECURITIES LLC, PIPER JAFFRAY & CO., RAYMOND JAMES & ASSOCIATES, INC., SAMUEL A. RAMIREZ & COMPANY, INC., STIFEL, NICOLAUS & COMPANY, INCORPORATED, THE WILLIAMS CAPITAL GROUP, L.P., and WILLIAM BLAIR & COMPANY, L.L.C.,

**SUMMONS
(CITACION JUDICIAL)**

**NOTICE TO DEFENDANT:
(AVISO AL DEMANDADO):**

FACEBOOK, INC.,

**YOU ARE BEING SUED BY PLAINTIFF:
(LO ESTÁ DEMANDANDO EL DEMANDANTE):**

**EDWARD J. SHIERRY, Individually and On Behalf of All Others
Similarly Situated**

SUM-100

**FOR COURT USE ONLY
(SOLO PARA USO DE LA CORTE)**

**ENDORSED FILED
SAN MATEO COUNTY**

MAY 25 2012

**Clerk of the Superior Court
By G. MARQUEZ
DEPUTY CLERK**

NOTICE! You have been sued. The court may decide against you without your being heard unless you respond within 30 days. Read the information below.

You have 30 CALENDAR DAYS after this summons and legal papers are served on you to file a written response at this court and have a copy served on the plaintiff. A letter or phone call will not protect you. Your written response must be in proper legal form if you want the court to hear your case. There may be a court form that you can use for your response. You can find these court forms and more information at the California Courts Online Self-Help Center (www.courtinfo.ca.gov/selfhelp), your county law library, or the courthouse nearest you. If you cannot pay the filing fee, ask the court clerk for a fee waiver form. If you do not file your response on time, you may lose the case by default, and your wages, money, and property may be taken without further warning from the court.

There are other legal requirements. You may want to call an attorney right away. If you do not know an attorney, you may want to call an attorney referral service. If you cannot afford an attorney, you may be eligible for free legal services from a nonprofit legal services program. You can locate these nonprofit groups at the California Legal Services Web site (www.lawhelpcalifornia.org), the California Courts Online Self-Help Center (www.courtinfo.ca.gov/selfhelp), or by contacting your local court or county bar association. NOTE: The court has a statutory lien for waived fees and costs on any settlement or arbitration award of \$10,000 or more in a civil case. The court's lien must be paid before the court will dismiss the case. **AVISO!** Lo han demandado. Si no responde dentro de 30 días, la corte puede decidir en su contra sin escuchar su versión. Lea la información a continuación.

Tiene 30 DÍAS DE CALENDARIO después de que le entreguen este citación y papeles legales para presentar una respuesta por escrito en este corte y hacer que se entregue una copia al demandante. Una carta o una llamada telefónica no lo protegen. Su respuesta por escrito tiene que estar en formato legal correcto si desea que procesen su caso en la corte. Es posible que haya un formulario que usted puede usar para su respuesta. Puede encontrar estos formularios de la corte y más información en el Centro de Ayuda de las Cortes de California (www.sucorte.ca.gov), en la biblioteca de leyes de su condado o en la corte que le quede más cerca. Si no puede pagar la cuota de presentación, pida el secretario de la corte que le dé un formulario de exención de pago de cuotas. Si no presente su respuesta a tiempo, puede perder el caso por incumplimiento y la corte le podrá quitar su sueldo, dinero y bienes sin más advertencia.

Hay otros requisitos legales. Es recomendable que llame a un abogado inmediatamente. Si no conoce a un abogado, puede llamar a un servicio de remisión a abogados. Si no puede pagar a un abogado, es posible que cumpla con los requisitos para obtener servicios legales gratuitos de un programa de servicios legales sin fines de lucro. Puede encontrar estos grupos sin fines de lucro en el sitio web de California Legal Services (www.lawhelpcalifornia.org), en el Centro de Ayuda de las Cortes de California (www.sucorte.ca.gov) o poniéndose en contacto con la corte o el colegio de abogados locales. **AVISO:** Por ley, la corte tiene derecho a reclamar las cuotas y los costos exentos por imponer un gravamen sobre cualquier recuperación de \$10,000 ó más de valor recibida mediante un acuerdo o una concesión de arbitraje en un caso de derecho civil. Tiene que pagar el gravamen de la corte antes de que la corte pueda desechar el caso.

The name and address of the court is:
(El nombre y dirección de la corte es): **San Mateo Superior Court**

**Hall of Justice, 400 County Center
Redwood City, CA 94063**

CASE NUMBER
(Número de Caso) **01V 514172**

The name, address, and telephone number of plaintiff's attorney, or plaintiff without an attorney, is:
(El nombre, la dirección y el número de teléfono del abogado del demandante, o del demandante que no tiene abogado, es):
Frank Johnson, Johnson & Weaver, 110 West A Street, Suite 750, San Diego, CA 92101 (619) 230-0063

DATE:
(Fecha)

MAY 25 2012

JOHN C. FITTON

Clerk, by
(Secretario)

G. MARQUEZ

Deputy
(Adjunto)

(For proof of service of this summons, use Proof of Service of Summons (form POS-010).
(Para prueba de entrega de esta citación use el formulario Proof of Service of Summons, (POS-010)).

NOTICE TO THE PERSON SERVED: You are served

1. ☐ as an individual defendant.
2. ☐ as the person sued under the fictitious name of (specify):

3. ☐ on behalf of (specify):

under: ☐ CCP 416.10 (corporation) ☐ CCP 416.60 (minor)
☐ CCP 416.20 (defunct corporation) ☐ CCP 416.70 (conservatee)
☐ CCP 416.40 (association or partnership) ☐ CCP 416.90 (authorized person)
☐ other (specify):

4. ☐ by personal delivery on (date):

SHORT TITLE: Sherry v. Facebook, et. al.	CASE NUMBER:
--	---------------------

INSTRUCTIONS FOR USE

- This form may be used as an attachment to any summons if space does not permit the listing of all parties on the summons.
 → If this attachment is used, insert the following statement in the plaintiff or defendant box on the summons: "Additional Parties Attachment form is attached."

List additional parties (Check only one box. Use a separate page for each type of party.):

☐ Plaintiff ☒ Defendant ☐ Cross-Complainant ☐ Cross-Defendant

MARK ZUCKERBERG, DAVID E. EBERSMAN, DAVID M. SPILLANE, MARC L. ANDREESSEN, ERSKINE B. BOWLES, JAMES W. BREYER, DONALD E. GRAHAM, REED HASTINGS, PETER A. THIEL, MORGAN STANLEY & CO. LLC, GOLDMAN, SACHS & CO., BARCLAYS CAPITAL INC., ALLEN & COMPANY LLC, CITIGROUP GLOBAL MARKETS INC., CREDIT SUISSE SECURITIES (USA) LLC, DEUTSCHE BANK SECURITIES INC., RBC CAPITAL MARKETS, LLC, BLAYLOCK ROBERT VAN LLC, BMO CAPITAL MARKETS CORP., C.L. KING & ASSOCIATES, INC., CABRERA CAPITAL MARKETS, LLC, CASTLEOAK SECURITIES, L.P., COWEN AND COMPANY, LLC., E*TRADE SECURITIES, LLC, ITAU BBA USA SECURITIES, INC., LAZARD CAPITAL MARKETS LLC, LEBENTHAL & CO., LLC, LOOP CAPITAL MARKETS LLC, M.R. BEAL & COMPANY, MACQUARIE CAPITAL (USA) INC., MURIEL SIEBERT & CO., INC., OPPENHEIMER & CO. INC., PACIFIC CREST SECURITIES LLC, PIPER JAFFRAY & CO., RAYMOND JAMES & ASSOCIATES, INC., SAMUEL A. RAMIREZ & COMPANY, INC., STIFEL, NICOLAUS & COMPANY, INCORPORATED, THE WILLIAMS CAPITAL GROUP, L.P., and WILLIAM BLAIR & COMPANY, L.L.C.,

1- JOHNSON & WEAVER, LLP
Frank J. Johnson (174882)
2 David Elliot (270831)
110 West "A" Street, Suite 750
3 San Diego, CA 92101
Telephone: (619) 230-0063
4 Facsimile: (619) 255-1856

5 Attorneys for Plaintiff
6
7

ENDORSED FILED
SAN MATEO COUNTY

MAY 25 2012

Clerk of the Superior Court
By G. MARQUEZ
DEPUTY CLERK

8 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**
9 **COUNTY OF SAN MATEO**

10 EDWARD J. SHERRY, Individually and
On Behalf of All Others Similarly Situated,

11 Plaintiff,

12 v.
13

Case No.: **CIV 514172**

CLASS ACTION COMPLAINT

DEMAND FOR JURY TRIAL

14 FACEBOOK, INC., MARK
ZUCKERBERG, DAVID E. EBERSMAN,
DAVID M. SPILLANE, MARC L.
15 ANDRESEN, ERSKINE B. BOWLES,
JAMES W. BREYER, DONALD E.
16 GRAHAM, RRED HASTINGS, PETER A.
THIEL, MORGAN STANLEY & CO.
17 I.L.C, GOLDMAN, SACHS & CO.,
BARCLAYS CAPITAL INC., ALLEN &
18 COMPANY L.L.C, CITIGROUP GLOBAL
MARKETS INC., CREDIT SUISSE
19 SECURITIES (USA) L.L.C, DEUTSCHE
BANK SECURITIES INC., RBC
20 CAPITAL MARKETS, LLC, BLAYLOCK
ROBERT VAN L.L.C, BMO CAPITAL
21 MARKETS CORP., C.L. KING &
ASSOCIATES, INC., CABRERA
22 CAPITAL MARKETS, L.L.C,
CASTLEOAK SECURITIES, L.P.,
23 COWEN AND COMPANY, L.L.C.,
E*TRADE SECURITIES, LLC, ITAU
24 BBA USA SECURITIES, INC., LAZARD
CAPITAL MARKETS LLC,
25 LEBENTHAL & CO., LLC, LOOP
CAPITAL MARKETS LLC, M.R. BEAL
26 & COMPANY, MACQUARIE CAPITAL
(USA) INC., MURIEL SIEBERT & CO.,
27 INC., OPPENHEIMER & CO. INC.,
PACIFIC CREST SECURITIES LLC,
28 PIPER JAFFRAY & CO., RAYMOND

Class Action Complaint

FILED BY FAX

1 JAMES & ASSOCIATES, INC., SAMUEL
2 A. RAMIREZ & COMPANY, INC.,
3 STIFEL, NICOLAUS & COMPANY,
4 INCORPORATED, THE WILLIAMS
CAPITAL GROUP, L.P., and WILLIAM
BLAIR & COMPANY, L.L.C.,

Defendants.

1 Plaintiff EDWARD J. SHIERRY ("Plaintiff"), by and through his attorneys, alleges the
2 following upon information and belief, except as to those allegations concerning Plaintiff,
3 which are alleged upon personal knowledge. Plaintiff's information and belief is based upon,
4 among other things, his counsel's investigation, which includes without limitation: (a) review
5 and analysis of regulatory filings made by Facebook, Inc. ("Facebook" or the "Company")
6 with the United States Securities and Exchange Commission ("SEC"); (b) review and analysis
7 of press releases and media reports issued and disseminated by Facebook; and (c) review of
8 other publicly available information concerning Facebook.

9 **NATURE AND SUMMARY OF THE ACTION**

10 1. This is a class action on behalf of persons and/or entities who purchased or
11 otherwise acquired the common stock of Facebook pursuant to and/or traceable to the
12 Company's initial public offering (the "IPO" or the "Offering").

13 2. Facebook operates as a social networking company worldwide.

14 3. The claims in this action arise from the materially false and/or misleading
15 Registration Statement and Prospectus issued in connection with the Offering. In the IPO, the
16 Company offered for sale 421,233,615 shares of common stock at a price of \$38.00 per share,
17 of which 180,000,000 shares of Class A common stock were offered by the Company and
18 241,233,615 shares of Class A common stock were offered by existing stockholders.
19 According to the Company, Facebook expects to receive net proceeds of approximately
20 \$6,764,760,000 and selling stockholders expect to receive \$9,066,041,719 from the Offering,
21 after deducting underwriting discounts, commissions and offering related transaction costs.

22 4. As detailed below, the Registration Statement and Prospectus contained
23 materially false and misleading statements and omitted material information in violation of
24 Sections 11 and 15 of the Securities Act of 1933 (the "Securities Act"), 15 U.S.C. §§77k and
25 77o.

JURISDICTION AND VENUE

5. The claims asserted herein arise under and pursuant to Sections 11 and 15 of the Securities Act. This Court has jurisdiction over the subject matter of this action pursuant to Section 22 of the Securities Act, 15 U.S.C. §77v, which explicitly states that "except as provided in section 16(c), no case arising under this title and brought in any State court of competent jurisdiction shall be removed to any court in the United States." Section 16(c) of the Securities Act refers to "covered class actions," which are defined as lawsuits brought as class actions or brought on behalf of more than 50 persons asserting claims under state or common law. This is an action asserting federal law claims. Thus, it does not fall within the definition of a "covered class action" under §16(c) and therefore is not removable to federal court under the Securities Litigation Uniform Standards Act of 1998.

6. Each defendant has sufficient contacts with California, or otherwise purposefully avail itself of benefits from California or has property in California so as to render the exercise of jurisdiction over each by the California courts consistent with traditional notions of fair play and substantial justice.

7. The amount in controversy exceeds the jurisdictional minimum of this Court, and the total damages sought exceeds \$25,000.

8. Venue is proper in this Court pursuant to Section 22 of the Securities Act, 15 U.S.C. §77v. Defendant Facebook's principal executive offices are located within this County, the individual defendants conduct business in this County, and many of the acts and transactions alleged herein, including the preparation and dissemination of materially false and/or misleading information, occurred in substantial part in this County.

PARTIES

9. Plaintiff Edward J. Shierry purchased Facebook securities pursuant to and/or traceable to the Registration Statement issued in connection with the Company's IPO and has been damaged thereby.

1 10. Defendant Facebook is a Delaware corporation with its principal executive
2 offices at 1601 Willow Road, Menlo Park, California 94025.

3 11. Defendant Mark Zuckerberg ("Zuckerberg") was, at all relevant times,
4 Chairman and Chief Executive Officer ("CEO") of Facebook and signed or authorized the
5 signing of the Company's Registration Statement filed with the SEC.
6

7 12. Defendant David A. Ebersman ("Ebersman") was, at all relevant times, Chief
8 Financial Officer ("CFO") of Facebook and signed or authorized the signing of the Company's
9 Registration Statement filed with the SEC.

10 13. Defendant David M. Spillane ("Spillane") was, at all relevant times, Director of
11 Accounting for Facebook and signed or authorized the signing of the Company's Registration
12 Statement filed with the SEC.
13

14 14. Defendant Marc L. Andreessen ("Andreessen") was, at all relevant times, a
15 director of Facebook and signed or authorized the signing of the Company's Registration
16 Statement filed with the SEC.

17 15. Defendant Erskine B. Bowles ("Bowles") was, at all relevant times, a director
18 of Facebook and signed or authorized the signing of the Company's Registration Statement
19 filed with the SEC.
20

21 16. Defendant James W. Breyer ("Breyer") was, at all relevant times, a director of
22 Facebook and signed or authorized the signing of the Company's Registration Statement filed
23 with the SEC.

24 17. Defendant Donald E. Graham ("Graham") was, at all relevant times, a director
25 of Facebook and signed or authorized the signing of the Company's Registration Statement
26 filed with the SEC.
27
28

1 18. Defendant Reed Hastings ("Hastings") was, at all relevant times, a director of
2 Facebook and signed or authorized the signing of the Company's Registration Statement filed
3 with the SEC.

4 19. Defendant Peter A. Thiel ("Thiel") was, at all relevant times, a director of
5 Facebook and signed or authorized the signing of the Company's Registration Statement filed
6 with the SEC.

7 20. Defendants Zuckerberg, Ebersman, Spillane, Andreessen, Bowles, Breyer,
8 Graham, Hastings and Thiel, are collectively referred to hereinafter as the "Individual
9 Defendants."

10 21. Defendant Morgan Stanley & Co. LLC ("Morgan Stanley") served as an
11 underwriter to Facebook in connection with the Offering.

12 22. Defendant Goldman, Sachs & Co. ("Goldman Sachs") served as an underwriter
13 to Facebook in connection with the Offering.

14 23. Defendant Barclays Capital Inc. ("Barclays") served as an underwriter to
15 Facebook in connection with the Offering.

16 24. Defendant Allen & Company LLC ("Allen") served as an underwriter to
17 Facebook in connection with the Offering.

18 25. Defendant Citigroup Global Markets Inc. ("Citi") served as an underwriter to
19 Facebook in connection with the Offering.

20 26. Defendant Credit Suisse Securities (USA) LLC ("Credit Suisse") served as an
21 underwriter to Facebook in connection with the Offering.

22 27. Defendant Deutsche Bank Securities Inc. ("Deutsche") served as an underwriter
23 to Facebook in connection with the Offering.

1 28. Defendant RBC Capital Markets, LLC ("RBC") served as an underwriter to
2 Facebook in connection with the Offering.

3 29. Defendant Blaylock Robert Van LLC ("Blaylock") served as an underwriter to
4 Facebook in connection with the Offering.

5 30. Defendant BMO Capital Markets Corp. ("BMO") served as an underwriter to
6 Facebook in connection with the Offering.

7 31. Defendant C.L. King & Associates, Inc. ("C.L. King") served as an underwriter
8 to Facebook in connection with the Offering.

9 32. Defendant Cabrera Capital Markets, LLC ("Cabrera") served as an underwriter
10 to Facebook in connection with the Offering.

11 33. Defendant CastleOak Securities, L.P. ("CastleOak") served as an underwriter to
12 Facebook in connection with the Offering.

13 34. Defendant Cowen and Company, LLC ("Cowen") served as an underwriter to
14 Facebook in connection with the Offering.

15 35. Defendant E*TRADE Securities LLC ("E*TRADE") served as an underwriter
16 to Facebook in connection with the Offering.

17 36. Defendant Itau BBA USA Securities, Inc. ("Itau") served as an underwriter to
18 Facebook in connection with the Offering.

19 37. Defendant Lazard Capital Markets LLC ("Lazard") served as an underwriter to
20 Facebook in connection with the Offering.

21 38. Defendant Lebenthal & Co., LLC ("Lebenthal") served as an underwriter to
22 Facebook in connection with the Offering.

23 39. Defendant Loop Capital Markets LLC ("Loop") served as an underwriter to
24 Facebook in connection with the Offering.

1 40. Defendant M.R. Beal & Company ("M.R. Beal") served as an underwriter to
2 Facebook in connection with the Offering.

3 41. Defendant Macquarie Capital (USA) Inc. ("Macquarie") served as an
4 underwriter to Facebook in connection with the Offering.

5 42. Defendant Muriel Siebert & Co., Inc. ("Muriel") served as an underwriter to
6 Facebook in connection with the Offering.

7 43. Defendant Oppenheimer & Co. Inc. ("Oppenheimer") served as an underwriter
8 to Facebook in connection with the Offering.

9 44. Defendant Pacific Crest Securities LLC ("Pacific Crest") served as an
10 underwriter to Facebook in connection with the Offering.

11 45. Defendant Piper Jaffray & Co. ("Piper Jaffray") served as an underwriter to
12 Facebook in connection with the Offering.

13 46. Defendant Raymond James & Associates, Inc. ("Raymond James") served as
14 an underwriter to Facebook in connection with the Offering.

15 47. Defendant Samuel A. Ramirez & Company, Inc. ("Ramirez") served as an
16 underwriter to Facebook in connection with the Offering.

17 48. Defendant Stifel, Nicolaus & Company, Incorporated ("Stifel") served as an
18 underwriter to Facebook in connection with the Offering.

19 49. Defendant The Williams Capital Group, L.P. ("Williams") served as an
20 underwriter to Facebook in connection with the Offering.

21 50. Defendants William Blair & Company, L.L.C. ("William Blair") served as an
22 underwriter to Facebook in connection with the Offering.

23 51. Defendants Morgan Stanley, Goldman Sachs, Barclays, Allen, Citigroup, Credit
24 Suisse, Deutsche, RBC, Blaylock, BMO, C.L. King, Cabrera, CastleOak, Cowen, E*TRADE,
25
26
27
28

1 Itau, Lazard, Lebenthal, Loop, M.R. Beal, Macquarie, Murcl, Oppenheimer, Pacific Crest,
2 Piper Jaffray, Raymond James, Ramirez, Stifel, Williams, and William Blair, are collectively
3 referred to herein as the "Underwriter Defendants."

4 CLASS ACTION ALLEGATIONS

5 52. Plaintiff brings this action as a class action pursuant to California Code of Civil
6 Procedure Section 382 on behalf of a Class, consisting of all persons and/or entities who
7 purchased or otherwise acquired the common stock of Facebook pursuant to and/or traceable
8 to the Company's false and/or misleading Registration Statement and Prospectus issued in
9 connection with the Company's IPO, and who were damaged thereby (the "Class"). Excluded
10 from the Class are defendants herein, members of the immediate family of each of the
11 defendants, any person, firm, trust, corporation, officer, director or other individual or entity in
12 which any defendant has a controlling interest or which is related to or affiliated with any of
13 the defendants, and the legal representatives, agents, affiliates, heirs, successors-in-interest or
14 assigns of any such excluded party.
15

16 53. The members of the Class are so numerous that joinder of all members is
17 impracticable. Facebook sold more than 421 million shares of common stock in the IPO. The
18 precise number of Class members is unknown to plaintiff at this time but is believed to be in
19 the thousands. In addition, the names and addresses of the Class members can be ascertained
20 from the books and records of Facebook or its transfer agent or the underwriters to the IPO.
21 Notice can be provided to such record owners by a combination of published notice and first-
22 class mail, using techniques and a form of notice similar to those customarily used in class
23 actions arising under the federal securities laws.
24

25 54. Plaintiff will fairly and adequately represent and protect the interests of the
26 members of the Class. Plaintiff has retained competent counsel experienced in class action
27
28

1 litigation under the securities laws to further ensure such protection and intends to prosecute
2 this action vigorously.

3 55. Plaintiff's claims are typical of the claims of the other members of the Class
4 because plaintiff and all the Class members' damages arise from and were caused by the same
5 false and misleading representations and omissions made by or chargeable to defendants.
6 Plaintiff does not have any interests antagonistic to, or in conflict with, the Class.
7

8 56. A class action is superior to other available methods for the fair and efficient
9 adjudication of this controversy. Since the damages suffered by individual Class members
10 may be relatively small, the expense and burden of individual litigation make it virtually
11 impossible for the Class members to seek redress for the wrongful conduct alleged. Plaintiff
12 knows of no difficulty that will be encountered in the management of this litigation that would
13 preclude its maintenance as a class action.
14

15 57. Common questions of law and fact exist as to all members of the Class and
16 predominate over any questions affecting solely individual members of the Class. Among the
17 questions of law and fact common to the Class are:

18 (a) whether the federal securities laws were violated by defendants' acts as
19 alleged herein;

20 (b) whether the Prospectus and Registration Statement issued by defendants to
21 the investing public in connection with the IPO negligently omitted and/or misrepresented
22 material facts about Facebook and its business; and
23

24 (c) the extent of injuries sustained by members of the Class and the
25 appropriate measure of damages.
26
27
28

SUBSTANTIVE ALLEGATIONS

58. Defendant Facebook operates as a social networking company worldwide. The Company: (i) builds tools that enable users to connect, share, discover, and communicate with each other; (ii) enables developers to build social applications on Facebook or to integrate their websites with Facebook; and (iii) offers products that enable advertisers and marketers to engage with its users. As of February 2, 2012, it had 845 million monthly users and 443 million daily users.

59. On or about May 16, 2012, Facebook filed with the Securities and Exchange Commission ("SEC") a Form S-1/A Registration Statement (the "Registration Statement"), for the IPO.

60. On or about May 18, 2012, the Prospectus (the "Prospectus") with respect to the IPO, which forms part of the Registration Statement, became effective and 421 million shares of Facebook common stock were sold to the public at \$38 per share, thereby valuing the total size of the IPO at more than \$16 billion.

61. The Registration Statement and Prospectus contained untrue statements of material facts, omitted to state other facts necessary to make the statements made not misleading and were not prepared in accordance with the rules and regulations governing their preparation.

62. With regard to the Company's expectations for the second quarter of 2012, the Registration Statement and Prospectus stated, in pertinent part, as follows:

Based upon our experience in the second quarter of 2012 to date, the trend we saw in the first quarter of [daily active users] increasing more rapidly than the increase in number of ads delivered has continued. We believe this trend is driven in part by increased usage of facebook on mobile devices where we have only recently begun showing an immaterial number of sponsored stories in News Feed, and in part due to certain pages having fewer ads per page as a result of product decisions.

1 63. In describing the risks related to Facebook's business and industry, the
2 Registration Statement purported to warn that the Company's revenues could be negatively
3 affected by the rate of growth in mobile users of its site or app. The Registration Statement
4 and Prospectus stated in pertinent part as follows:

5 *Growth in use of Facebook through our mobile products, where our ability to*
6 *monetize is unproven, as a substitute for use on personal computers may*
7 *negatively affect our revenue and financial results.*

8 We had 488 million [monthly active users] who used facebook mobile
9 products in March 2012. While most of our mobile users also access Facebook
10 through personal computers, we anticipate that the rate of growth in mobile
11 usage will exceed the growth in usage through personal computers for the
12 foreseeable future, in part due to our focus on developing mobile products to
13 encourage mobile usage of Facebook. We have historically not shown ads to
14 users accessing Facebook through mobile apps or our mobile website. In March
15 2012, we began to include sponsored stories in users' mobile News Feeds.
16 However, we do not currently directly generate any meaningful revenue from
17 the use of Facebook mobile products, and our ability to do so successfully is
18 unproven. We believe this increased usage of Facebook on mobile devices has
19 contributed to the recent trend of our daily active users (DAUs) increasing more
20 rapidly than the increase in the number of ads delivered. If users increasingly
21 access Facebook mobile products as a substitute for access through personal
22 computers, and if we are unable to successfully implement monetization
23 strategies for our mobile users, or if we incur excessive expenses in this effort,
24 our financial performance and ability to grow revenue would be negatively
25 affected.

26 64. The Registration Statement and Prospectus also purported to warn investors
27 that the Company's revenues from advertising could be adversely affected by, among other
28 things, the "increased user access to and engagement with facebook" through mobile devices.
In that regard, the Registration Statement and Prospectus stated, in pertinent part, as follows:

29 *We generate a substantial majority of our revenue from advertising. The loss*
30 *of advertisers, or reduction in spending by advertisers with Facebook, could*
31 *seriously harm our business.*

32 The substantial majority of our revenue is currently generated from third
33 parties advertising on facebook. In 2009, 2010, and 2011 and the first quarter of
34 2011 and 2012, advertising accounted for 98%, 95%, 85%, 87%, and 82%,
35 respectively, of our revenue. As is common in the industry, our advertisers
36 typically do not have long-term advertising commitments with us. Many of our

1 advertisers spend only a relatively small portion of their overall advertising
2 budget with us. In addition, advertisers may view some of our products, such as
3 sponsored stories and ads with social context, as experimental and unproven.
4 Advertisers will not continue to do business with us, or they will reduce the
5 prices they are willing to pay to advertise with us, if we do not deliver ads and
6 other commercial content in an effective manner, or if they do not believe that
7 their investment in advertising with us will generate a competitive return
8 relative to other alternatives. Our advertising revenue could be adversely
9 affected by a number of other factors, including:

- 10 • decreases in user engagement, including time spent on facebook;
- 11 • increased user access to and engagement with facebook through our
12 mobile products, where we do not currently directly generate
13 meaningful revenue, particularly to the extent that mobile engagement is
14 substituted for engagement with Facebook on personal computers where
15 we monetize usage by displaying ads and other commercial content;
- 16 • product changes or inventory management decisions we may make that
17 reduce the size, frequency, or relative prominence of ads and other
18 commercial content displayed on facebook;
- 19 • our inability to improve our analytics and measurement solutions that
20 demonstrate the value of our ads and other commercial content;
- 21 • decisions by advertisers to use our free products, such as facebook
22 Pages, instead of advertising on Facebook;
- 23 • loss of advertising market share to our competitors;
- 24 • adverse legal developments relating to advertising, including legislative
25 and regulatory developments and developments in litigation;
- 26 • adverse media reports or other negative publicity involving us, our
27 Platform developers, or other companies in our industry;
- 28 • our inability to create new products that sustain or increase the value of
our ads and other commercial content;
- the degree to which users opt out of social ads or otherwise limit the
potential audience of commercial content;
- changes in the way online advertising is priced;
- the impact of new technologies that could block or obscure the display
of our ads and other commercial content; and
- the impact of macroeconomic conditions and conditions in the
advertising industry in general.

1 The occurrence of any of these or other factors could result in a
2 reduction in demand for our ads and other commercial content, which may
3 reduce the prices we receive for our ads and other commercial content, or cause
4 advertisers to stop advertising with us altogether, either of which would
5 negatively affect our revenue and financial results.

6 65. The statements referenced above in ¶¶64-66 were untrue statements of material
7 fact. The true facts at the time of the IPO were that Facebook was then experiencing a severe
8 and pronounced reduction in revenue growth due to an increase of users of its Facebook app or
9 website through mobile devices rather than a traditional PC such that the Company told the
10 Underwriter Defendants to materially lower their revenue forecasts for 2012. And, defendants
11 failed to disclose that during the roadshow conducted in connection with the IPO, certain of
12 the Underwriter Defendants reduced their second quarter and full year 2012 performance
13 estimates for Facebook, which revisions were material information which was not shared with
14 all Facebook investors, but rather, was selectively disclosed by defendants to certain preferred
15 investors and omitted from the Registration Statement and/or Prospectus.

16 66. On May 19, 2012, in an article entitled "Morgan Stanley Was A Control-Freak
17 On Facebook IPO – And It May Have Royally Screwed Itself," *Reuters* reported that
18 "Facebook . . . altered its guidance for research earnings last week, during the road show, a
19 rare and disruptive move."

20 67. On May 22, 2012, in an article entitled "Insight: Morgan Stanley cut Facebook
21 estimates just before IPO," *Reuters* reported that that Facebook's lead underwriters, Morgan
22 Stanley, JP Morgan and Goldman Sachs, all cut their earnings forecasts for the Company in
23 the middle of the IPO roadshow and that only a handful of preferred investor clients were told
24 the news of the reduction. In that regard, the article stated, in pertinent part, as follows:

25 In the run-up to Facebook's \$16 billion IPO, Morgan Stanley, the lead
26 underwriter on the deal, unexpectedly delivered some negative news to major
27 clients: The bank's consumer Internet analyst, Scott Devitt, was reducing his
28 revenue forecasts for the company.

1 The sudden caution very close to the huge initial public offering, and
2 while an investor roadshow was underway, was a big shock to some, said two
investors who were advised of the revised forecast.

3 They say it may have contributed to the weak performance of Facebook
4 shares, which sank on Monday - their second day of trading - to end 10 percent
5 below the IPO price. The \$38 per share IPO price valued Facebook at \$104
billion.

6 The change in Morgan Stanley's estimates came on the heels of
7 Facebook's filing of an amended prospectus with the U.S. Securities and
8 Exchange Commission (SEC), in which the company expressed caution about
9 revenue growth due to a rapid shift by users to mobile devices. Mobile
advertising to date is less lucrative than advertising on a desktop.

10 "This was done during the roadshow - I've never seen that before in 10
11 years," said a source at a mutual fund firm who was among those called by
Morgan Stanley.

12 JPMorgan Chase and Goldman Sachs, which were also major
13 underwriters on the IPO but had lesser roles than Morgan Stanley, also revised
14 their estimates in response to Facebook's May 9 SEC filing, according to
sources familiar with the situation.

15 Morgan Stanley declined to comment and Devitt did not return a phone
message seeking comment. JPMorgan and Goldman both declined to comment.

16 Typically, the underwriter of an IPO wants to paint as positive a picture
17 as possible for prospective investors. Investment bank analysts, on the other
18 hand, are required to operate independently of the bankers and salesmen who
19 are marketing stocks - that was stipulated in a settlement by major banks with
regulators following a scandal over tainted stock research during the dotcom
boom.

20 The people familiar with the revised Morgan Stanley projections said
21 Devitt cut his revenue estimate for the current second quarter significantly, and
22 also cut his full-year 2012 revenue forecast. Devitt's precise estimates could not
be immediately verified.

23 "That deceleration freaked a lot of people out," said one of the investors.

24 Scott Sweet, senior managing partner at the research firm IPO Boutique,
25 said he was also aware of the reduced estimates.

26 "They definitely lowered their numbers and there was some concern
27 about that," he said. "My biggest hedge fund client told me they lowered their
28 numbers right around mid-roadshow."

1 That client, he said, still bought the issue but "flipped his IPO allocation
2 and went short on the first day."

3 "VERY UNUSUAL"

4 Sweet said analysts at firms that are not underwriting IPOs often change
5 forecasts at such times. However, he said it is unusual for analysts at lead
6 underwriters to make such changes so close to the IPO.

7 "That would be very, very unusual for a book runner to do that," he
8 said.

9 The lower revenue projection came shortly before the IPO was priced at
10 \$38 a share, the high end of an already upwardly revised projected range of
11 \$34-\$38, and before Facebook increased the number of shares being sold by 25
12 percent.

13 The much-anticipated IPO has performed far below expectations, with
14 the shares barely staying above the \$38 offer price on their Friday debut and
15 then plunging on Monday.

16 Companies do not make their own financial forecasts prior to an IPO,
17 and underwriters are generally barred from issuing recommendations on the
18 stock until 40 days after it begins trading. Analysts often rely on guidance from
19 the company in building their forecasts, but companies doing IPOs are not
20 permitted to give out material information that is not available to all investors.

21 Institutions and major clients generally enjoy quick access to investment
22 bank research, while retail clients in many cases only get it later. It is unclear
23 whether Morgan Stanley only told its top clients about the revised view or
24 spread the word more broadly. The firm declined to comment when asked who
25 was told about the research.

26 "It's very rare to cut forecasts in the middle of the IPO process," said an
27 official with a hedge fund firm who received a call from Morgan Stanley about
28 the revision.

68. As of the date of the filing of this complaint, the 421 million shares of
Facebook common stock sold in the IPO are trading at approximately \$31 per share, or \$7 per
share below the price where plaintiff and the Class purchased \$16 billion worth of Facebook
stock while defendants pocketed billions of dollars. Plaintiff and the Class have suffered
losses of more than \$2.5 billion since the IPO.

FIRST CLAIM
Violation of Section 11 of The Securities Act
(Against All Defendants)

69. Plaintiff repeats and realleges each and every allegation contained above, except any allegation of fraud, recklessness or intentional misconduct.

70. This Count is brought pursuant to Section 11 of the Securities Act, 15 U.S.C. §77k, on behalf of the Class, against all Defendants.

71. The Registration Statement for the IPO was inaccurate and misleading, contained untrue statements of material facts, omitted to state other facts necessary to make the statements made not misleading, and omitted to state material facts required to be stated therein.

72. Facebook is the registrant for the IPO. The Defendants named herein were responsible for the contents and dissemination of the Registration Statement.

73. As issuer of the shares, Facebook is strictly liable to plaintiff and the Class for the misstatements and omissions.

74. None of the Defendants named herein made a reasonable investigation or possessed reasonable grounds for the belief that the statements contained in the Registration Statement were true and without omissions of any material facts and were not misleading.

75. By reasons of the conduct herein alleged, each Defendant violated, and/or controlled a person who violated Section 11 of the Securities Act.

76. Plaintiff acquired Facebook shares pursuant and/or traceable to the Registration Statement for the IPO.

77. Plaintiff and the Class have sustained damages. The value of Facebook common stock has declined substantially subsequent to and due to Defendants' violations.

SECOND CLAIM
Violation of Section 15 of The Securities Act
(Against the Individual Defendants)

78. Plaintiff repeats and realleges each and every allegation contained above, except any allegation of fraud, recklessness or intentional conduct.

79. This count is asserted against the Individual Defendants and is based upon Section 15 of the Securities Act.

80. Individual Defendants, by virtue of their offices, directorship and specific acts were, at the time of the wrongs alleged herein and as set forth herein, controlling persons of Facebook within the meaning of Section 15 of the Securities Act. The Individual Defendants had the power and influence and exercised the same to cause Facebook to engage in the acts described herein.

81. Individual Defendants' positions made them privy to and provided them with actual knowledge of the material facts concealed from Plaintiff and the Class.

82. By virtue of the conduct alleged herein, the Individual Defendants are liable for the aforesaid wrongful conduct and are liable to Plaintiff and the Class for damages suffered.

WHEREFORE, plaintiff prays for relief and judgment as follows:

(a) Determining that this action is a proper class action under California Code of Civil Procedure Section 382;

(b) Awarding compensatory damages in favor of plaintiff and the other Class members against all defendants, jointly and severally, for all damages sustained as a result of Defendants' wrongdoing, in an amount to be proven at trial, including interest thereon;

(c) Awarding plaintiff and the Class their reasonable costs and expenses incurred in this action, including counsel fees and expert fees;

(d) Awarding rescission or a rescissory measure of damages; and

1 (e) Such other and further relief as the Court may deem just and proper.

2 **JURY TRIAL DEMANDED**


3 Plaintiff demands a trial by jury.

4
5
6 Dated: May 23, 2012

Respectfully Submitted,

JOHNSON & WEAVER, LLP

7
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9 By:


FRANK J. JOHNSON

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11 Attorneys for Plaintiff
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ATTORNEY OR PARTY WITHOUT ATTORNEY (Name, State Bar number, and address): Johnson & Weaver LLP Frank J. Johnson (174882) 110 West A Street, Suite 750 San Diego, CA 92101 TELEPHONE NO.: 619-230-0063 FAX NO.: 619-255-1856 ATTORNEY FOR (Name): Plaintiff Edward J. Sherry	FOR COURT USE ONLY <div style="font-size: 24pt; font-weight: bold; margin: 10px 0;">RECEIVED</div> <div style="font-size: 18pt; font-weight: bold; margin: 10px 0;">MAY 25 2012</div> <div style="font-weight: bold; margin: 10px 0;">CLERK OF THE SUPERIOR COURT</div> <div style="font-weight: bold; margin: 10px 0;">SAN MATEO COUNTY</div>
SUPERIOR COURT OF CALIFORNIA, COUNTY OF San Mateo STREET ADDRESS: 400 County Center MAILING ADDRESS: 400 County Center CITY AND ZIP CODE: Redwood City 94063 BRANCH NAME: Hall of Justice	CASE NUMBER: <div style="font-size: 24pt; font-weight: bold; margin: 10px 0;">CIV 514172</div> JUDGE: DEPT:
CASE NAME: Sherry v FACEBOOK	
<div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> CIVIL CASE COVER SHEET <input checked="" type="checkbox"/> Unlimited (Amount demanded exceeds \$25,000) <input type="checkbox"/> Limited (Amount demanded is \$25,000 or less) </div> <div style="width: 45%;"> Complex Case Designation <input type="checkbox"/> Counter <input type="checkbox"/> Joinder Filed with first appearance by defendant (Cal. Rules of Court, rule 3.402) </div> </div>	

Items 1-6 below must be completed (see instructions on page 2).

1. Check one box below for the case type that best describes this case:

Auto Tort <input type="checkbox"/> Auto (22) <input type="checkbox"/> Uninsured motorist (46) Other PIP/DWD (Personal Injury/Property Damage/Wrongful Death) Tort <input type="checkbox"/> Asbestos (04) <input type="checkbox"/> Product liability (24) <input type="checkbox"/> Medical malpractice (45) <input type="checkbox"/> Other PIP/DWD (23) Non-PIP/DWD (Other) Tort <input type="checkbox"/> Business tort/unfair business practice (07) <input type="checkbox"/> Civil rights (08) <input type="checkbox"/> Defamation (13) <input type="checkbox"/> Fraud (16) <input type="checkbox"/> Intellectual property (19) <input type="checkbox"/> Professional negligence (25) <input type="checkbox"/> Other non-PIP/DWD tort (35) Employment <input type="checkbox"/> Wrongful termination (36) <input type="checkbox"/> Other employment (16)	Contract <input type="checkbox"/> Breach of contract/warranty (06) <input type="checkbox"/> Rule 3.740 collections (09) <input type="checkbox"/> Other collections (09) <input type="checkbox"/> Insurance coverage (18) <input type="checkbox"/> Other contract (37) Real Property <input type="checkbox"/> Eminent domain/inverse condemnation (14) <input type="checkbox"/> Wrongful eviction (33) <input type="checkbox"/> Other real property (26) Unlawful Detainer <input type="checkbox"/> Commercial (31) <input type="checkbox"/> Residential (32) <input type="checkbox"/> Drugs (38) Judicial Review <input type="checkbox"/> Assort forfeiture (05) <input type="checkbox"/> Petition re: arbitration award (11) <input type="checkbox"/> Writ of mandate (02) <input type="checkbox"/> Other judicial review (39)	Provisionally Complex Civil Litigation (Cal. Rules of Court, rules 3.400-3.403) <input type="checkbox"/> Antitrust/Trade regulation (03) <input type="checkbox"/> Construction defect (10) <input type="checkbox"/> Mass tort (40) <input checked="" type="checkbox"/> Securities litigation (28) <input type="checkbox"/> Environmental/Toxic tort (30) <input type="checkbox"/> Insurance coverage claims arising from the above listed provisionally complex case types (41) Enforcement of Judgment <input type="checkbox"/> Enforcement of judgment (20) Miscellaneous Civil Complaint <input type="checkbox"/> RICO (27) <input type="checkbox"/> Other complaint (not specified above) (42) Miscellaneous Civil Petition <input type="checkbox"/> Partnership and corporate governance (21) <input type="checkbox"/> Other petition (not specified above) (43)
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2. This case ☒ is ☐ is not complex under rule 3.400 of the California Rules of Court. If the case is complex, mark the factors requiring exceptional judicial management:

a. <input checked="" type="checkbox"/> Large number of separately represented parties b. <input checked="" type="checkbox"/> Extensive motion practice raising difficult or novel issues that will be time-consuming to resolve c. <input type="checkbox"/> Substantial amount of documentary evidence	d. <input type="checkbox"/> Large number of witnesses e. <input checked="" type="checkbox"/> Coordination with related actions pending in one or more courts in other counties, states, or countries, or in a federal court f. <input type="checkbox"/> Substantial postjudgment judicial supervision
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3. Remedies sought (check all that apply): a. ☒ monetary b. ☐ nonmonetary; declaratory or injunctive relief c. ☐ punitive

4. Number of causes of action (specify): _____

5. This case ☒ is ☐ is not a class action suit.

6. If there are any known related cases, file and serve a notice of related case. (You may use form CM-015.)

Date: May 25, 2012

Frank J. Johnson

(TYPE OR PRINT NAME)

NOTICE

- Plaintiff must file this cover sheet with the first paper filed in the action or proceeding (except small claims cases or cases filed under the Probate Code, Family Code, or Welfare and Institutions Code). (Cal. Rules of Court, rule 3.220.) Failure to file may result in sanctions.
- File this cover sheet in addition to any cover sheet required by local court rule.
- If this case is complex under rule 3.400 et seq. of the California Rules of Court, you must serve a copy of this cover sheet on all other parties to the action or proceeding.
- Unless this is a collections case under rule 3.740 or a complex case, this cover sheet will be used for statistical purposes only.

Page 1 of 2



**Superior Court of California
County of San Mateo
Civil Department
400 County Center
Redwood City, CA 94063-1655
(650)363-4599
www.sanmateocourt.org**

EDWARD J SHIERRY Plaintiff(s) vs. FACEBOOK INC Defendant(s)	Notice of Complex Case Status Conference Case No.: CIV 514172 Date: 08/07/12 Time: 9:00 AM Dept. 3
Title: EDWARD H SHIERRY VS FACEBOOK INC	

You are hereby given notice of your Complex Case Status Conference. The date, time and department have been written above. At this conference, the Presiding Judge will decide whether this action is a complex case within the meaning of California Rules of Court ("CRC"), Rule 3.400, subdivision (a) and whether it should be assigned to a single judge for all purposes.

1. In accordance with applicable San Mateo County Local Rule 2.30, you are hereby ordered to:
 - a. Serve copies of this notice, your Civil Case Cover Sheet, and your Certificate Re: Complex Case Designation on all named parties in this action no later than service of your first appearance pleadings.
 - b. Give reasonable notice of the Complex Case Status Conference to all named parties in this action, even if they have not yet made a first appearance or been formally served with the documents listed in subdivision (a). Such notice shall be given in the same manner as required for an ex parte application pursuant to CRC 3.1203.

2. If you fail to follow the orders above, you are ordered to show cause why you should not be sanctioned. The Order To Show Cause hearing will be at the same time as the Complex Case Status Conference. Sanctions may include monetary, evidentiary or issue sanctions as well as striking pleadings and/or dismissal.

3. An action is provisionally a complex case if it involves one or more of the following types of claims: (1) antitrust or trade regulation claims; (2) construction defect claims involving many parties or structures; (3) securities claims or investment losses involving many parties; (4) environmental or toxic tort claims involving many parties; (5) claims involving massive torts; (6) claims involving class actions; or (7) insurance coverage claims arising out of any of the claims listed in subdivisions (1) through (6). The Court shall treat a provisionally complex action as a complex case until the Presiding Judge has the opportunity to decide whether the action meets the definition in CRC 3.400(a).

4. Any party who files either a Civil Case Cover Sheet (pursuant to CRC 3.401) or a counter or joinder Civil Case Cover Sheet (pursuant to CRC 3.402, subdivision (b) or (c)), designating an action as a complex case in Items 1, 2 and/or 5, must also file an accompanying Certificate Re: Complex Case Designation in the form prescribed by the Court. The certificate must include supporting information showing a reasonable basis for the complex case designation being sought. Such supporting information may include, without limitation, a brief description of the following factors as they pertain to the particular action: (1) management of a large number of

separately represented parties; (2) complexity of anticipated factual and/or legal issues; (3) numerous pretrial motions that will be time-consuming to resolve; (4) management of a large number of witnesses or a substantial amount of documentary evidence; (5) coordination with related actions pending in one or more courts in other counties, states or countries or in a federal court; (6) whether or not certification of a putative class action will in fact be pursued; and (7) substantial post-judgment judicial supervision.

For further information regarding case management policies and procedures, see the court website at www.sanmateocourt.org

* Telephonic appearances at Complex Case Status Conference are available by contacting CourtCall, LLC, an independent vendor, at least 5 business days prior to the scheduled conference.

CLERK'S CERTIFICATE OF MAILING

I hereby certify that I am the clerk of this Court, not a party to this cause; that I served a copy of this notice on the below date, by placing a copy thereof in separate sealed envelopes addressed to the address shown by the records of this Court, and by then sealing said envelopes and depositing same, with postage fully pre-paid thereon, in the United States Mail at Redwood City, California.

Date: 06/08/12

John C. Fitton,
Court Executive Officer/Clerk

By: REBECCA KRILL
Deputy Clerk

Copies mailed to:

FRANK J JOHNSON
110 WEST A ST. #750
SAN DIEGO CA 92101

NOTICE OF CASE MANAGEMENT CONFERENCE

ENDORSED FILED

Edward J. Shierny

SAN MATEO COUNTY

Case No. CIV 5 14172

MAY 25 2012

Date: 10/5/12

vs.

Clerk of the Superior Court

By DEPUTY CLERK

Time: 9:00 a.m.

facebook, Inc., et al

Dept. 7 on Tuesday & Thursday

Dept. 7 on Wednesday & Friday

You are hereby given notice of your Case Management Conference. The date, time and department have been written above.

1 In accordance with applicable California Rules of Court and Local Rules 2.3(d)1-4 and 2.3(m), you are hereby ordered to:

- a. Serve all named defendants and file proofs of service on those defendants with the court within 60 days of filing the complaint (CRC 2017).
- b. Serve a copy of this notice, Case Management Statement and ADR Information Sheet on all named parties in this action.
- c. File and serve a completed Case Management Statement at least 15 days before the Case Management Conference [CRC 212(g)]. Failure to do so may result in monetary sanctions.
- d. Meet and confer, in person or by telephone, to consider each of the issues identified in CRC 212(f) no later than 30 days before the date set for the Case Management Conference.

2. If you fail to follow the orders above, you are ordered to show cause why you should not be sanctioned. The Order To Show Cause hearing will be at the same time as the Case Management Conference hearing. Sanctions may include monetary, evidentiary or issue sanctions as well as striking pleadings and/or dismissal.

3. Continuances of case management conferences are highly disfavored unless good cause is shown.

4. Parties may proceed to an appropriate dispute resolution process ("ADR") by filing a Stipulation To ADR and Proposed Order (see attached form.). If plaintiff files a Stipulation To ADR and Proposed Order electing to proceed to judicial arbitration, the Case Management Conference will be taken off the court calendar and the case will be referred to the Arbitration Administrator. If plaintiffs and defendants file a completed stipulation to another ADR process (e.g., mediation) 10 days prior to the first scheduled case management conference, the case management conference will be continued for 90 days to allow parties time to complete their ADR session. The court will notify parties of their new case management conference date.

5. If you have filed a default or a judgment has been entered, your case is not automatically taken off the Case Management Conference Calendar. If "Does", "Roes", etc. are named in your complaint, they must be dismissed in order to close the case. If any party is in bankruptcy, the case is stayed only as to that named party.

6. You are further ordered to appear in person* (or through your attorney of record) at the Case Management Conference noticed above. You must be thoroughly familiar with the case and fully authorized to proceed.

7 The Case Management judge will issue orders at the conclusion of the conference that may include:

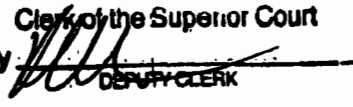
- a. Referring parties to voluntary ADR and setting an ADR completion date;
- b. Dismissing or severing claims or parties;
- c. Setting a trial date.

8. The Case Management judge may be the trial judge in this case.

For further information regarding case management policies and procedures, see the court website at www.sanmatcocourt.org.

* Telephonic appearances at case management conferences are available by contacting CourtCall, LLC, an independent vendor, at least 5 business days prior to the scheduled conference (see attached CourtCall information).

ORIGINAL

Attorney or Party without Attorney (Name/Address) Johnson + weaver, LLP Frank Johnson, 110 West "A" St., St. 750, San Diego, CA 92101 Telephone: 619-230-0063 State Bar No.: 174882 Attorney for: Plaintiff Edward J. Shierry		FOR COURT USE ONLY
SUPERIOR COURT OF CALIFORNIA COUNTY OF SAN MATEO 400 COUNTY CENTER REDWOOD CITY, CA 94063		FILED SAN MATEO COUNTY JUN - 8 2012 Clerk of the Superior Court By  DEPUTY CLERK
Plaintiff Edward J. Shierry	Defendant Facebook, Inc., et al.	Case Number CIV- 51-4172
Certificate Re Complex Case Designation		

This certificate must be completed and filed with your Civil Case Cover Sheet if you have checked a Complex Case designation or Counter-Designation

1. In the attached Civil Case Cover Sheet, this case is being designated or counter-designated as a complex case [or as not a complex case] because at least one or more of the following boxes has been checked:

- ☒ Box 1 – Case type that is best described as being [or not being] provisionally complex civil litigation (i.e., antitrust or trade regulation claims, construction defect claims involving many parties or structures, securities claims or investment losses involving many parties, environmental or toxic tort claims involving many parties, claims involving mass torts, or insurance coverage claims arising out of any of the foregoing claims).
- ☒ Box 2 – ~~Complex~~ [or not complex] due to factors requiring exceptional judicial management
- ☒ Box 5 – Is [or is not] a class action suit.

2. This case is being so designated based upon the following supporting information [including, without limitation, a brief description of the following factors as they pertain to this particular case: (1) management of a large number of separately represented parties; (2) complexity of anticipated factual and/or legal issues; (3) numerous pretrial motions that will be time-consuming to resolve; (4) management of a large number of witnesses or a substantial amount of documentary evidence; (5) coordination with related actions

pending in one or more courts in other counties, states or countries or in a federal court;
(6) whether or not certification of a putative class action will in fact be pursued; and (7)
substantial post-judgment judicial supervision];

(1) This case has a significant number of named defendants which will be represented by separate law firms. (3) Counsel expect several pretrial motions in this case. (5) Counsel expect similar cases to be filed in different jurisdictions. (6) This case is a class action and counsel plans to seek certification.

(attach additional pages if necessary)

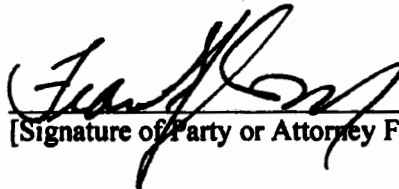
3. Based on the above-stated supporting information, there is a reasonable basis for the complex case designation or counter-designation [or noncomplex case counter-designation] being made in the attached Civil Case Cover Sheet.

I, the undersigned counsel or self-represented party, hereby certify that the above is true and correct and that I make this certification subject to the applicable provisions of California Code of Civil Procedure, Section 128.7 and/or California Rules of Professional Conduct, Rule 5-200 (B) and San Mateo County Superior Court Local Rules, Local Rule 2.30.

Dated: 5/29/12

Frank Johnson

[Type or Print Name]




[Signature of Party or Attorney For Party]

FRANK J. JOHNSON, ESQ. (SBN 774882)
JOHNSON & WEAVER, LLP
110 WEST A STREET, SUITE 750
SAN DIEGO CA 92101
619-230-0063
Attorney for: EDWARD J. SHIERRY

Ref. No. : 0674310-01
Atty. File No.: EDWARD J. SHIERRY

**ORIGINAL
FILED**
SAN MATEO COUNTY

JUN - 8 2012
Clerk of the Superior Court
By  DEPUTY CLERK

SUPERIOR COURT OF CA., COUNTY OF SAN MATEO
SOUTHERN BRANCH (CIVIL UNLIMITED) JUDICIAL DISTRICT

PLAINTIFF : EDWARD J. SHIERRY
DEFENDANT : FACEBOOK, INC., ET AL.

Case No.: CIV 514172
PROOF OF SERVICE OF SUMMONS

1. At the time of service I was at least 18 years of age and not a party to this action.
2. I served copies of the SUMMONS; COMPLAINT; CIVIL CASE COVER SHEET; NOTICE OF CASE MANAGEMENT CONFERENCE
3. a. Party served : FACEBOOK, INC.
AGENT FOR SERVICE OF PROCESS; CSC LAWYERS INCORPORATING SYSTEMS
b. Person served : BECKY DEGEORGE, PROCESS SPECIALIST
(AUTHORIZED AGENT FOR CSC LAWYERS INC.)
4. Address where the party was served 2710 N GATEWAY OAKS DRIVE SUITE 150
SACRAMENTO, CA 95833
5. I served the party
a. by personal service. I personally delivered the documents listed in Item 2 to the party or person authorized to receive service of process for the party (1) on May 29, 2012 (2) at 01:55 PM
6. The "Notice to the person served" (on the summons) was completed as follows:
c. on behalf of: FACEBOOK, INC.
AGENT FOR SERVICE OF PROCESS; CSC LAWYERS INCORPORATING SYSTEMS
under [xx] CCP 416.10 (corporation)
7. Person who served papers
a. JOHN D. HOUSTON
b. KNOX ATTORNEY SERVICE
2250 FOURTH AVENUE
SAN DIEGO, CA 92101
c. 619-233-9700
d. Fee for service: \$43.75
e. I am:
(3) a registered California process server
(i) an independent contractor
(ii) Registration No.: 508
(iii) County: YOLO, CA

8. I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Date: May 30, 2012

Signature: 

JOHN D. HOUSTON

PROOF OF SERVICE

FILED
SAN MATEO COUNTY

JUN 18 2012

Clerk of the Superior Court
By Debra L. Lerner
DEPUTY CLERK

SUPERIOR COURT OF THE STATE OF CALIFORNIA
FOR THE COUNTY OF SAN MATEO

DARRYL LAZAR, Individually and On Behalf
of All Others Similarly Situated,

Plaintiff,

v.

FACEBOOK, INC., MARK ZUCKERBERG,
DAVID A. EBERSMAN, DAVID M.
SPILLANE, MARC L. ANDREESSEN,
ERSKINE B. BOWLES, JAMES W. BREYER,
DONALD E. GRAHAM, REED HASTINGS,
PETER A. THIEL, MORGAN STANLEY &
CO. LLC, J.P. MORGAN SECURITIES LLC,
GOLDMAN, SACHS & CO., MERRILL
LYNCH, PIERCE, FENNER & SMITH
INCORPORATED, BARCLAYS CAPITAL
INC., ALLEN & COMPANY LLC,
CITIGROUP GLOBAL MARKETS INC.,
CREDIT SUISSE SECURITIES (USA) LLC,
DEUTSCHE BANK SECURITIES INC., RBC
CAPITAL MARKETS, LLC, BLAYLOCK
ROBERT VAN LLC, BMO CAPITAL
MARKETS CORP., C.L. KING &
ASSOCIATES, INC., CABRERA CAPITAL
MARKETS, LLC, CASTLEOAK
SECURITIES, L.P., COWEN AND
COMPANY, LLC., E*TRADE SECURITIES
LLC, ITAU BBA USA SECURITIES, INC.,
LAZARD CAPITAL MARKETS LLC,
LEBENTHAL & CO., LLC, LOOP CAPITAL
MARKETS LLC, M.R. BEAL & COMPANY,
MACQUARIE CAPITAL (USA) INC.,
MURIEL SIEBERT & CO., INC.,

Lead Case No. CIV514065

CIV514172

~~BZC~~
[PROPOSED] ORDER GRANTING
PLAINTIFFS' MOTION TO
CONSOLIDATE ALL RELATED
ACTIONS

[PROPOSED] ORDER GRANTING PLAINTIFFS' MOTION TO CONSOLIDATE ALL RELATED ACTIONS

1 OPPENHEIMER & CO. INC., PACIFIC
2 CREST SECURITIES LLC, PIPER JAFFRAY
3 & CO., RAYMOND JAMES & ASSOCIATES,
4 INC., SAMUEL A. RAMIREZ & COMPANY,
5 INC., STIFEL, NICOLAUS & COMPANY,
6 INCORPORATED, THE WILLIAMS
7 CAPITAL GROUP, L.P., and WILLIAM
8 BLAIR & COMPANY, L.L.C.,

9 **Defendants.**

10 JENNIFER STOKES , Individually and On
11 Behalf of All Others Similarly Situated,

12 **Plaintiff,**

13 **v.**

14 FACEBOOK, INC., MARK ZUCKERBERG,
15 DAVID A. EBERSMAN, DAVID M.
16 SPILLANE, MARC L. ANDREESSEN,
17 ERSKINE B. BOWLES, JAMES W. BREYER,
18 DONALD E. GRAHAM, REED HASTINGS,
19 PETER A. THIEL, MORGAN STANLEY & CO.
20 LLC, J.P. MORGAN SECURITIES LLC,
21 GOLDMAN, SACHS & CO., MERRILL
22 LYNCH, PIERCE, FENNER & SMITH
23 INCORPORATED, BARCLAYS CAPITAL
24 INC., ALLEN & COMPANY LLC, CITIGROUP
25 GLOBAL MARKETS INC., CREDIT SUISSE
26 SECURITIES (USA) LLC, DEUTSCHE BANK
27 SECURITIES INC., RBC CAPITAL MARKETS,
28 LLC, BLAYLOCK ROBERT VAN LLC, BMO
CAPITAL MARKETS CORP., C.L. KING &
ASSOCIATES, INC., CABRERA CAPITAL
MARKETS, LLC, CASTLEOAK SECURITIES,
L.P., COWEN AND COMPANY, LLC.,
E*TRADE SECURITIES LLC, ITAÚ BBA USA
SECURITIES, INC., LAZARD CAPITAL
MARKETS LLC, LEBENTHAL & CO., LLC,
LOOP CAPITAL MARKETS LLC, M.R. BEAL
& COMPANY, MACQUARIE CAPITAL (USA)
INC., MURIEL SIEBERT & CO., INC.,
OPPENHEIMER & CO. INC., PACIFIC CREST
SECURITIES LLC, PIPER JAFFRAY & CO.,
RAYMOND JAMES & ASSOCIATES, INC.,
SAMUEL A. RAMIREZ & COMPANY, INC.,
STIFEL, NICOLAUS & COMPANY,
INCORPORATED, THE WILLIAMS CAPITAL
GROUP, L.P., and WILLIAM BLAIR &

Case No. CIV514107

Date Filed: May 23, 2012

1 COMPANY, L.L.C.,

2 Defendants.

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4 MATTHEW PILGRAM, Individually and On
5 Behalf of All Others Similarly Situated,

6 Plaintiff,

7 v.

8 FACEBOOK, INC., MARK ZUCKERBERG,
9 DAVID A. EBERSMAN, DAVID M.
10 SPILLANE, MARC L. ANDREESSEN,
11 ERSKINE B. BOWLES, JAMES W. BREYER,
12 DONALD E. GRAHAM, REED HASTINGS,
13 PETER A. THIEL, MORGAN STANLEY & CO.
14 LLC, BARCLAYS CAPITAL INC., ALLEN &
15 COMPANY LLC, CITIGROUP GLOBAL
16 MARKETS INC., CREDIT SUISSE
17 SECURITIES (USA) LLC, DEUTSCHE BANK
18 SECURITIES INC., RBC CAPITAL MARKETS,
19 LLC, BLAYLOCK ROBERT VAN LLC, BMO
20 CAPITAL MARKETS CORP., C.L. KING &
21 ASSOCIATES, INC., CABRERA CAPITAL
22 MARKETS, LLC, CASTLEOAK SECURITIES,
23 L.P., COWEN AND COMPANY, LLC.,
24 E*TRADE SECURITIES LLC, ITAÚ BBA USA
25 SECURITIES, INC., LAZARD CAPITAL
26 MARKETS LLC, LEBENTHAL & CO., LLC,
27 LOOP CAPITAL MARKETS LLC, M.R. BEAL
28 & COMPANY, MACQUARIE CAPITAL (USA)
INC., MURIEL SIEBERT & CO., INC.,
OPPENHEIMER & CO. INC., PACIFIC CREST
SECURITIES LLC, PIPER JAFFRAY & CO.,
RAYMOND JAMES & ASSOCIATES, INC.,
SAMUEL A. RAMIREZ & COMPANY, INC.,
STIFEL, NICOLAUS & COMPANY,
INCORPORATED, THE WILLIAMS CAPITAL
GROUP, L.P., and WILLIAM BLAIR &
COMPANY, L.L.C.,

Defendants.

Case No. CIV514111

Date Filed: May 23, 2012

1 VERNON R. DeMOIS JR., Individually and on
2 Behalf of All Others Similarly Situated,
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Plaintiff

v.

FACEBOOK, INC., MARK ZUCKERBERG,
DAVID A. EBERSMAN, DAVID M. SPILLANE,
MARC L. ANDREESSEN, ERSKINE B.
BOWLES, JAMES W. BREYER, DONALD E.
GRAHAM, REED HASTINGS, PETER A.
THIEL, AND MORGAN STANLEY & CO. LLC.

Defendants.

Case No. CIV514163
Date Filed: May 25, 2012

ELBITA ALFONSO, Individually and on Behalf
of All Others Similarly Situated,

Plaintiff

Case No. CIV514171
Date Filed: May 25, 2012

v.

FACEBOOK, INC., MARK ZUCKERBERG,
DAVID A. EBERSMAN, DAVID M. SPILLANE,
MARC L. ANDREESSEN, ERSKINE B.
BOWLES, JAMES W. BREYER, DONALD E.
GRAHAM, REED HASTINGS, PETER A.
THIEL, MORGAN STANLEY & CO. LLC, J.P.
MORGAN SECURITIES LLC, GOLDMAN,
SACHS & CO., MERRILL LYNCH, PIERCE,
FENNER & SMITH INCORPORATED,
BARCLAYS CAPITAL INC., ALLEN &
COMPANY LLC, CITIGROUP GLOBAL
MARKETS INC.C, REDIT SUISSE
SECURITIES (USA) LLC, DEUTSCHE BANK
SECURITIES INC., RBC CAPITAL MARKETS,
LLC, and WELLS FARGO SECURITIES, LLC,

Defendants.

1 EDWARD J. SHIERRY, Individually and On
2 Behalf of All Others Similarly Situated,

3
4 Plaintiff,

5 v.

6 FACEBOOK, INC., MARK ZUCKERBERG,
7 DAVID E. EBERSMAN, DAVID M.
8 SPILLANE, MARC L. ANDREESSEN,
9 ERSKINE B. BOWLES, JAMES W. BREYER,
10 DONALD E. GRAHAM, REED HASTINGS,
11 PETER A. THIEL, MORGAN STANLEY & CO.
12 LLC, GOLDMAN, SACHS & CO.,
13 BARCLAYS CAPITAL INC., ALLEN &
14 COMPANY LLC, CITIGROUP GLOBAL
15 MARKETS INC., CREDIT SUISSE
16 SECURITIES (USA) LLC, DEUTSCHE
17 BANK SECURITIES INC., RBC CAPITAL
18 MARKETS, LLC, BLAYLOCK
19 ROBERT VAN LLC, BMO CAPITAL
20 MARKETS CORP., C.L. KING &
21 ASSOCIATES, INC., CABRERA CAPITAL
22 MARKETS, LLC, CASTLEOAK SECURITIES,
23 L.P., COWEN AND COMPANY, LLC.,
24 E*TRADE SECURITIES, LLC, ITAU
25 BBA USA SECURITIES, INC., LAZARD
26 CAPITAL MARKETS LLC, LEBENTHAL &
27 CO., LLC, LOOP CAPITAL MARKETS LLC,
28 M.R. BEAL & COMPANY, MACQUARIE
CAPITAL(USA) INC., MURIEL SIEBERT &
CO., INC., OPPENHEIMER & CO. INC.,
PACIFIC CREST SECURITIES LLC,
PIPER JAFFRA Y & CO., RAYMOND JAMES
& ASSOCIATES, INC., SAMUEL
A. RAMIREZ & COMPANY, INC., STIFEL,
NICOLAUS & COMPANY, INCORPORATED,
THE WILLIAMS CAPITAL GROUP, L.P., and
WILLIAM BLAIR & COMPANY, L.L.C.,

Defendants.

Case No. CIV514172

Date Filed: May 25, 2012

26 MICHAEL LIEBER, Individually and On Behalf
27 of All Others Similarly Situated,

28 Plaintiff,

v.

Case No. CIV514193

Date Filed: May 29, 2012

1 FACEBOOK INC.; MARK
2 ZUCKERBURG; DONALD E. GRAHAM;
3 DAVID A. EBERSMAN; JAMES W.
4 BREYER; DAVID M. SPILLANE; PETER
5 A. THIEL; MARC L. ANDREESSEN;
6 REED HASTINGS; ERSKINE B. BOWLES;
7 MORGAN STANLEY & CO.
8 LLC; J.P. MORGAN SECURITIES LLC;
9 GOLDMAN, SACHS & CO.; MERRILL
10 LYNCH; E *TRADE SECURITIES LLC;
11 OPPENHEIMER & CO., INC.;
12 BARCLAYS CAPITAL INC.;
13 CITIGROUP GLOBAL MARKETS INC.;
14 CREDIT SUISSE SECURITIES (USA)
15 LLC; PIERCE, FENNER & SMITH
16 INCORPORATED; ALLEN &
17 FACEBOOK LLC; DEUTSCHE BANK
18 SECURITIES INC.; RBC CAPITAL
19 MARKETS, LLC; MURIEL SIEBERT & CO.,
20 INC.; CABRERA CAPITAL
21 MARKETS, LLC; BMO CAPITAL
22 MARKETS CORP.; CASTLEOAK
23 SECURITIES, LP.; LAZARD CAPITAL
24 MARKETS LLC; PACIFIC CREST
25 SECURITIES LLC; LOOP CAPITAL
26 MARKETS LLC; ITAU BBA USA
27 SECURITIES, INC.; WILLIAM BLAIR &
28 FACEBOOK, L.L.C.; BLAYLOCK
ROBERT VAN LLC; LEBENTHAL & CO.
LLC; M.R. BEAL & FACEBOOK;
MACQUARIE CAPITAL (USA) INC.;
PIPER JAFFRAY & CO.; COWEN AND
FACEBOOK, LLC; RAYMOND JAMES
ASSOCIATES, INC.; STIFEL,
NICOLAUS & FACEBOOK,
INCORPORATED; C.L. KING &
ASSOCIATES, INC.; SAMUEL A.
RAMIREZ & FACEBOOK, INC.; COWEN
AND FACEBOOK, LLC; THE WILLIAMS
CAPITAL GROUP, LP; and Does 1
through 100, inclusive,

Defendants.

1 KAREN CUKER and BRIAN GRALNICK,
2 Individually and On Behalf of All Others Similarly
3 Situated,

4
5 Plaintiffs,

6 v.

7 FACEBOOK, INC., MARK ZUCKERBERG,
8 DAVID A. EBERSMAN, DAVID M. SPILLANE,
9 MARC L. ANDREESSEN, ERSKINE B.
10 BOWLES, JAMES W. BREYER, DONALD E.
11 GRAHAM, REED HASTINGS, PETER A.
12 THIEL, MORGAN STANLEY & CO. LLC, J.P.
13 MORGAN SECURITIES LLC, GOLDMAN,
14 SACHS & CO., MERRILL LYNCH, PIERCE,
15 FENNER & SMITH INCORPORATED,
16 BARCLAYS CAPITAL INC., ALLEN &
17 COMPANY LLC, CITIGROUP GLOBAL
18 MARKETS INC., CREDIT SUISSE
19 SECURITIES (USA) LLC, DEUTSCHE BANK
20 SECURITIES INC., RBC CAPITAL MARKETS,
21 LLC, WELLS FARGO SECURITIES, LLC,
22 BLAYLOCK ROBERT VAN LLC, BMO
23 CAPITAL MARKETS CORP., C.L. KING &
24 ASSOCIATES, INC., CABRERA CAPITAL
25 MARKETS, LLC, CASTLEOAK SECURITIES,
26 L.P., COWEN AND COMPANY, LLC.,
27 E*TRADE SECURITIES LLC, ITAÚ BBA USA
28 SECURITIES, INC., LAZARD CAPITAL
MARKETS LLC, LEBENTHAL & CO., LLC,
LOOP CAPITAL MARKETS LLC, M.R. BEAL
& COMPANY, MACQUARIE CAPITAL (USA)
INC., MURIEL SIEBERT & CO., INC.,
OPPENHEIMER & CO. INC., PACIFIC CREST
SECURITIES LLC, PIPER JAFFRAY & CO.,
RAYMOND JAMES & ASSOCIATES, INC.,
SAMUEL A. RAMIREZ & COMPANY, INC.,
STIFEL, NICOLAUS & COMPANY,
INCORPORATED, THE WILLIAMS CAPITAL
GROUP, L.P., and WILLIAM BLAIR &
COMPANY, L.L.C.,

Defendants.

Case No. CIV514238
Date Filed: May 30, 2012

1 HARVEY LAPIN, Individually and On Behalf of
2 All Others Similarly Situated,

Case No. CIV514240
Date Filed: May 30, 2012

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Plaintiff,

v.

FACEBOOK, INC., MARK ZUCKERBERG,
DAVID A. EBERSMAN, DAVID M. SPILLANE,
MARC L. ANDREESSEN, ERSKINE B.
BOWLES, JAMES W. BREYER, DONALD E.
GRAHAM, REED HASTINGS, PETER A.
THIEL, MORGAN STANLEY & CO. LLC, J.P.
MORGAN SECURITIES LLC, GOLDMAN,
SACHS & CO., MERRILL LYNCH, PIERCE,
FENNER & SMITH INCORPORATED,
BARCLAYS CAPITAL INC., ALLEN &
COMPANY LLC, CITIGROUP GLOBAL
MARKETS INC., CREDIT SUISSE
SECURITIES (USA) LLC, DEUTSCHE BANK
SECURITIES INC., RBC CAPITAL MARKETS,
LLC, BLAYLOCK ROBERT VAN LLC, BMO
CAPITAL MARKETS CORP., C.L. KING &
ASSOCIATES, INC., CABRERA CAPITAL
MARKETS, LLC, CASTLEOAK SECURITIES,
L.P., COWEN AND COMPANY, LLC.,
E*TRADE SECURITIES LLC, ITAÚ BBA USA
SECURITIES, INC., LAZARD CAPITAL
MARKETS LLC, LEBENTHAL & CO., LLC,
LOOP CAPITAL MARKETS LLC, M.R. BEAL
& COMPANY, MACQUARIE CAPITAL (USA)
INC., MURIEL SIEBERT & CO., INC.,
OPPENHEIMER & CO. INC., PACIFIC CREST
SECURITIES LLC, PIPER JAFFRAY & CO.,
RAYMOND JAMES & ASSOCIATES, INC.,
SAMUEL A. RAMIREZ & COMPANY, INC.,
STIFEL, NICOLAUS & COMPANY,
INCORPORATED, THE WILLIAMS CAPITAL
GROUP, L.P., and WILLIAM BLAIR &
COMPANY, L.L.C.,

Defendants.

1 Upon Plaintiffs Darryl Lazar, Jennifer Stokes, Matthew Pilgram, Vernon R. Demois Jr.,
2 Elbita Alfonso, Edward J. Shierry, Michael Lieber, Karen Cuker, Brian Gralnick and Harvey
3 Lapin (collectively "Movants") *Ex Parte* Application for Approval of Consolidation of Related
4 Cases and Appointment of Co-Lead Class Counsel, or Alternatively, for an Order Shortening
5 Time for Hearing Such Motion, and following consideration of the relevant papers and
6 arguments of counsel, and good cause appearing:

7 **IT IS HEREBY ORDERED** that:

8 The following actions are hereby consolidated for all purposes, including pretrial
9 proceedings and trial, pursuant to Section 1048 of the *California Code of Civil Procedure*:

<u>Abbreviated Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
Darryl Lazar v. Facebook, Inc. et al.,	CIV514065	May 22, 2012
Jennifer Stokes v. Facebook, Inc. et al	CIV514107	May 23, 2012
Matthew Pilgram v. Facebook, Inc. et al	CIV514111	May 23, 2012
Vernon R. DeMois, Jr., v. Facebook, Inc., et al.	CIV514163	May 25, 2012
Elbita Alfonso, v. Facebook, Inc., et al,	CIV514171	May 25, 2012
Edward J. Shierry, v. Facebook, Inc., et al.	CIV514172	May 25, 2012
Michael Lieber v. Facebook, Inc., et al.	CIV514193	May 29, 2012
Karen Cuker and Brian Gralnick v. Facebook, Inc., et al.	CIV514238	May 30, 2012
Harvey Lapin v. Facebook, Inc., et al.	CIV514240	May 30, 2012

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22 Counsel shall promptly notify the Court of any new related cases filed before this Court
23 and if counsel wish to consolidate such cases, they shall file and serve an appropriate motion or
24 application.

25 Every pleading filed in these consolidated actions, or in any separate action included
26 herein, shall bear the following caption:

27
28 [PROPOSED] ORDER GRANTING PLAINTIFFS' MOTION TO CONSOLIDATE ALL RELATED ACTIONS

1 DARRYL LAZAR, Individually and On Behalf
2 of All Others Similarly Situated,

3 Plaintiff,

4 v.

5 FACEBOOK, INC., MARK ZUCKERBERG,
6 DAVID A. EBERSMAN, DAVID M.
7 SPILLANE, MARC L. ANDREESSEN,
8 ERSKINE B. BOWLES, JAMES W. BREYER,
9 DONALD E. GRAHAM, REED HASTINGS,
10 PETER A. THIEL, MORGAN STANLEY &
11 CO. LLC, J.P. MORGAN SECURITIES LLC,
12 GOLDMAN, SACHS & CO., MERRILL
13 LYNCH, PIERCE, FENNER & SMITH
14 INCORPORATED, BARCLAYS CAPITAL
15 INC., ALLEN & COMPANY LLC,
16 CITIGROUP GLOBAL MARKETS INC.,
17 CREDIT SUISSE SECURITIES (USA) LLC,
18 DEUTSCHE BANK SECURITIES INC., RBC
19 CAPITAL MARKETS, LLC, BLAYLOCK
20 ROBERT VAN LLC, BMO CAPITAL
21 MARKETS CORP., C.L. KING &
22 ASSOCIATES, INC., CABRERA CAPITAL
23 MARKETS, LLC, CASTLEOAK
24 SECURITIES, L.P., COWEN AND
25 COMPANY, LLC., E*TRADE SECURITIES
26 LLC, ITAÚ BBA USA SECURITIES, INC.,
27 LAZARD CAPITAL MARKETS LLC,
28 LEBENTHAL & CO., LLC, LOOP CAPITAL
MARKETS LLC, M.R. BEAL & COMPANY,
MACQUARIE CAPITAL (USA) INC.,
MURIEL SIEBERT & CO., INC.,
OPPENHEIMER & CO. INC., PACIFIC
CREST SECURITIES LLC, PIPER JAFFRAY
& CO., RAYMOND JAMES & ASSOCIATES,
INC., SAMUEL A. RAMIREZ & COMPANY,
INC., STIFEL, NICOLAUS & COMPANY,
INCORPORATED, THE WILLIAMS
CAPITAL GROUP, L.P., and WILLIAM
BLAIR & COMPANY, L.L.C.,

Defendants.

Lead Case No. CIV514065

(Consolidated with Case Nos:
CIV514107, CIV514111,
CIV514163, CIV514171,
CIV514172, CIV514193,
CIV514238, CIV514240)

CLASS ACTION

1 The files of these consolidated actions shall be maintained in one file under Lead Case
2 No. CIV514065.

3 This Order shall apply to each case, arising out of the same or substantially the same
4 transactions or events as these cases, which is subsequently filed in, removed to or transferred to
5 this Court, including cases transferred to this Court.

6 When a case which properly belongs as part of *Darryl Lazar v. Facebook, Inc. et al.*,
7 Lead Case No. CIV514065, is hereafter filed in the Court or transferred here from another court,
8 this Court requests the assistance of counsel in calling to the attention of the Clerk of the Court
9 the filing or transfer of any case which might properly be consolidated as part of the lead case,
10 and counsel are to assist in assuring that counsel in subsequent actions receive notice of this
11 Order.

12
13
14 DATED: JUN 14 2012


HON. BETH L. FREEMAN