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16 Attorneys for Defendants Kleiner Perkins Caufield & Byers, LCC; Kleiner Perkins Caufield &
17 Byers XIII, LCC; Kleiner Perkins Caufield & Byers XII Founders Fund, LCC; Kleiner Perkins
18 Caufield & Byers XIV, LCC; Kleiner Perkins Caufield & Byers XV, LCC; Sequoia Capital,
19 LLC; Sequoia Capital New Projects, LLC; Sequoia Capital XII, LP; SC XII Management, LLC;
20 Sequoia Capital XII Principals Fund, LLC; Sequoia Capital Scout Fund I, LLC; Sequoia Capital
21 Scout Fund II, LLC; Sequoia Capital Scout Fund III, LLC; Sequoia Capital U.S. Scout Seed
22 Fund 2013, LP; and Sequoia Technology Partners XII, LP

23 **UNITED STATES DISTRICT COURT**
24 **FOR THE NORTHERN DISTRICT OF CALIFORNIA**
25 **SAN JOSE DIVISION**

26 THINK COMPUTER CORPORATION,
27
28 Plaintiff,

v.

DWOLLA, INC.; ACTBLUE, LLC; AIRBNB,
INC.; POUND PAYMENTS ESCROW
SERVICES, INC. DBA BALANCED
PAYMENTS; CLINKLE CORPORATION;
COINBASE, INC.; COINLAB, INC.;
FACEBOOK, INC.; FACEBOOK PAYMENTS,
INC.; GOPAGO, INC.; GUMROAD, INC.;
SQUARE, INC.; STRIPE, INC.; THE BOARD OF
TRUSTEES OF THE LELAND STANFORD
JUNIOR UNIVERSITY; A-GRADE
INVESTMENTS, LLC; A-GRADE

Case No. 5:13-cv-2054-EJD

DECLARATION OF
CHRISTOPHER G. GREEN
IN SUPPORT OF INVESTOR
DEFENDANTS' MOTION FOR
SANCTIONS UNDER FEDERAL
RULES OF CIVIL PROCEDURE
11(b)(2) AND 11(c)(2).

Hearing Date: January 10, 2014
Time: 9:00 a.m.
Place: Courtroom 4
Judge: The Hon. Edward J. Davila

1 INVESTMENTS II, LLC; ANDREESSEN
2 HOROWITZ FUND I, LP; ANDREESSEN
3 HOROWITZ FUND I-A, LP; ANDREESSEN
4 HOROWITZ FUND I-B, LP; ANDREESSEN
5 HOROWITZ FUND II, LP; ANDREESSEN
6 HOROWITZ FUND II-A, LP; ANDREESSEN
7 HOROWITZ FUND II-B, LP; ANDREESSEN
8 HOROWITZ FUND III, LP; ANDREESSEN
9 HOROWITZ FUND III (AIV), LP;
10 ANDREESSEN HOROWITZ FUND III-A, LP;
11 ANDREESSEN HOROWITZ FUND III-B, LP;
12 ANDREESSEN HOROWITZ FUND III-Q, LP;
13 DIGITAL SKY TECHNOLOGIES, LIMITED;
14 DST GLOBAL, LIMITED; DSTG-2 2011
15 ADVISORS, LLC; DSTG-2 2011 INVESTORS
16 DLP, LLC; DSTG-2 2011 INVESTORS
17 ONSHORE, LP; KLEINER PERKINS
18 CAUFIELD & BYERS, LLC; KLEINER
19 PERKINS CAUFIELD & BYERS XIII, LLC;
20 KLEINER PERKINS CAUFIELD & BYERS XIII
21 FOUNDERS FUND, LLC; KLEINER PERKINS
22 CAUFIELD & BYERS XIV, LLC; KLEINER
23 PERKINS CAUFIELD & BYERS XV, LLC;
24 SEQUOIA CAPITAL, LLC; SEQUOIA
25 CAPITAL NEW PROJECTS, LLC; SEQUOIA
26 CAPITAL XII, LP; SC XII MANAGEMENT,
27 LLC; SEQUOIA CAPITAL XII PRINCIPALS
28 FUND, LLC; SEQUOIA CAPITAL SCOUT
FUND I, LLC; SEQUOIA CAPITAL SCOUT
FUND II, LLC; SEQUOIA CAPITAL U.S.
SCOUT FUND III, LLC; SEQUOIA CAPITAL
U.S. SCOUT SEED FUND 2013, LP; SEQUOIA
TECHNOLOGY PARTNERS XII, LP; UNION
SQUARE VENTURES LLC; UNION SQUARE
VENTURES OPPORTUNITY FUND, LP;
UNION SQUARE VENTURES 2012 FUND, LP;
Y COMBINATOR, LLC; Y COMBINATOR
FUND I, LP; Y COMBINATOR FUND I GP,
LLC; Y COMBINATOR FUND II, LP; Y
COMBINATOR FUND II GP, LLC; Y
COMBINATOR RE, LLC; Y COMBINATOR
S2012, LLC; Y COMBINATOR W2013, LLC;
BRIAN CHESKY; MAX LEVCHIN; YURI
MILNER; YISHAN WONG,

Defendants.

1 I, Christopher G. Green, declare as follows:

2 1. I am a member of the Bar of the Commonwealth of Massachusetts and have been
3 admitted to practice before this Court *pro hac vice*. I am a partner with the law firm of Ropes &
4 Gray LLP, counsel for Defendants Kleiner Perkins Caufield & Byers, LCC; Kleiner Perkins
5 Caufield & Byers XIII, LCC; Kleiner Perkins Caufield & Byers XII Founders Fund, LCC;
6 Kleiner Perkins Caufield & Byers XIV, LCC; Kleiner Perkins Caufield & Byers XV, LCC (the
7 “KPCB Entities”); Sequoia Capital, LLC; Sequoia Capital New Projects, LLC; Sequoia Capital
8 XII, LP; SC XII Management, LLC; Sequoia Capital XII Principals Fund, LLC; Sequoia Capital
9 Scout Fund I, LLC; Sequoia Capital Scout Fund II, LLC; Sequoia Capital Scout Fund III, LLC;
10 Sequoia Capital U.S. Scout Seed Fund 2013, LP; and Sequoia Technology Partners XII, LP (the
11 “Sequoia Entities”). Except as otherwise stated, the facts set forth in this declaration are based
12 on my personal knowledge and, if called upon to do so, I could and would testify competently to
13 the truth of the matters stated.

14 2. I submit this declaration in support of Investor Defendants’ Motion for Sanctions
15 Under Federal Rules of Civil Procedure 11(b)(2) and 11(c)(2) (the “Investor Defendants’
16 Motion for Sanctions”).

17 3. On or about June 13, 2013, I wrote a letter to Plaintiff’s counsel pointing out various
18 legal and other deficiencies in the original complaint in this action, and urging him to dismiss
19 my clients from the case and not name them in any amended complaint. I also informed
20 Plaintiff’s counsel that my clients intended to pursue sanctions under Rule 11 if they were not
21 dismissed from the case. A true and correct copy of that letter is attached hereto as **Exhibit A**.

22 4. I have reviewed the Investor Defendants’ Motion for Sanctions and supporting
23 declarations prepared by Arnold & Porter LLP, and I have authorized the filing of that motion
24 and the supporting papers on behalf of my clients, the KPCB Entities and the Sequoia Entities.

25 5. The time incurred in defending against Plaintiff’s Complaint and Amended
26 Complaint has involved, among other things, reviewing and analyzing the factual allegations
27 and claims for relief; conducting legal research on the claims; working with counsel for the
28

1 other defendants on a motion to dismiss the Amended Complaint; and working on the Investor
2 Defendants' Motion for Sanctions.

3 6. In particular, based on discussions with counsel to other defendants named in this
4 case, Ropes & Gray took primary responsibility for researching, drafting, and filing Defendants'
5 Motion to Dismiss Claims One and Two, which was filed with this Court on August 8, 2013
6 (Doc. No. 91).

7 7. Based upon my review of the billing records in this case, my clients have to date
8 incurred approximately \$180,000 in fees and expenses as a direct result of Plaintiff bringing this
9 action.

10 8. My clients have and will continue to incur additional fees and expenses as this
11 matter moves forward.

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

13 Respectfully submitted,

14 Dated: Boston, Massachusetts
15 September 4, 2013



16
17 Christopher G. Green

18 One of the attorneys for Defendants Kleiner
19 Perkins Caufield & Byers, LCC; Kleiner Perkins
20 Caufield & Byers XIII, LCC; Kleiner Perkins
21 Caufield & Byers XII Founders Fund, LCC;
22 Kleiner Perkins Caufield & Byers XIV, LCC;
23 Kleiner Perkins Caufield & Byers XV, LCC;
24 Sequoia Capital, LLC; Sequoia Capital New
25 Projects, LLC; Sequoia Capital XII, LP; SC XII
26 Management, LLC; Sequoia Capital XII
27 Principals Fund, LLC; Sequoia Capital Scout
28 Fund I, LLC; Sequoia Capital Scout Fund II,
LLC; Sequoia Capital Scout Fund III, LLC;
Sequoia Capital U.S. Scout Seed Fund 2013, LP;
and Sequoia Technology Partners XII, LP.