

1 THOMAS P. BROWN (SB# 182916)  
tombrown@paulhastings.com  
2 SAMUEL C. ZUN (SB# 264930)  
samuelzun@paulhastings.com  
3 PAUL HASTINGS LLP  
55 Second Street  
4 Twenty-Fourth Floor  
San Francisco, CA 94105-3441  
5 Telephone: 1 (415) 856-7000  
Facsimile: 1 (415) 856-7100

6 Attorneys for Defendants  
7 A-Grade Investments, LLC; A-Grade  
Investments II, LLC; Union Square  
8 Ventures LLC; Union Square Ventures  
Opportunity Fund, LP; Union Square  
9 Ventures 2012 Fund, LP; Brian Chesky;  
Max Levchin; and Yishan Wong

11 UNITED STATES DISTRICT COURT  
12 NORTHERN DISTRICT OF CALIFORNIA  
13 SAN JOSE DIVISION

15 THINK COMPUTER CORP.,  
16 Plaintiffs,  
17 vs.  
18 DWOLLA, INC., et al.,  
19 Defendants.

Case No. 5:13-cv-02054-EJD

**DECLARATION OF SAMUEL C. ZUN IN  
SUPPORT OF INVESTOR DEFENDANTS'  
MOTION FOR SANCTIONS UNDER  
RULE 11(b)(2) AND 11(c)(2)**

Date: January 10, 2014  
Time: 9:00 a.m.  
Place: Courtroom 4, 5th Floor

Trial Date: None set

Honorable Edward J. Davila

1 I, Samuel C. Zun, declare as follows:

2 1. I am a member of the State Bar of California and admitted to practice law  
3 in the State of California and before this Court. I am an associate with the law firm of Paul  
4 Hastings LLP, counsel for A-Grade Investments, LLC, A-Grade Investments II, LLC,  
5 (collectively, the “A-Grade Entities”), Union Square Ventures LLC, Union Square Ventures  
6 Opportunity Fund, LP, and Union Square Ventures 2012 Fund, LP (collectively, the “Union  
7 Square Ventures Entities”), Brian Chesky, Max Levchin, and Yishan Wong in this matter.  
8 Except as otherwise stated, the facts set forth in this declaration are based on my personal  
9 knowledge and, if called upon to do so, I could and would testify competently to the truth of the  
10 matters stated.

11 2. On or about June 14, 2013, I wrote a letter to Plaintiff’s counsel pointing  
12 out the legal deficiencies in the initial complaint, including the lack of federal jurisdiction, and  
13 urging him to dismiss my clients from the case and not name them in an amended complaint. A  
14 true and correct copy of that letter is attached hereto as Exhibit A.

15 3. Plaintiff’s counsel filed an amended complaint (“Amended Complaint”) on  
16 or about June 21, 2013. On August 8, 2013, the Investor Defendants filed a motion to dismiss the  
17 Amended Complaint under Rules 12(b)(1) and (6) of the Federal Rules of Civil Procedure.

18 4. On August 8, 2013, counsel for the Andreessen Horowitz and Y  
19 Combinator Entities served on Plaintiff’s counsel the Investor Defendants’ Motion For Sanctions  
20 and a draft of this declaration. The Investor Defendants’ Motion for Sanctions is being filed more  
21 than 21 days (plus three days for mailing) after the motion was served on Plaintiffs’ counsel.

22 5. I have reviewed the Investor Defendants’ Motion for Sanctions and  
23 supporting declarations prepared by Arnold & Porter LLP and have obtained the consent of the  
24 Investor Defendants named in Paragraph 1, above, to authorize the filing of that motion and the  
25 supporting papers on their behalf.

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

