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10 *Attorneys for Defendants*
11 DIGITAL SKY TECHNOLOGIES, LIMITED,
12 DSTG-2 2011 ADVISORS, LLC, DSTG-2
2011 INVESTORS DLP, LLC, DSTG-2 2011
13 INVESTORS ONSHORE, LP AND YURI
MILNER

14 **UNITED STATES DISTRICT COURT**
15 **NORTHERN DISTRICT OF CALIFORNIA**
16 **SAN JOSE DIVISION**

17 THINK COMPUTER CORPORATION,

18 Plaintiff,

19 v.

20 DWOLLA, INC., ET AL.,

21 Defendants.

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

**DECLARATION OF GUS P.
COLDEBELLA 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: Hon. Edward J. Davila

1 I, Gus P. Coldebella, declare as follows:

2 1. I am a member of the Bars of Massachusetts and the District of Columbia and have
3 been admitted to practice before this Court *pro hac vice*. I am a partner with the law firm of
4 Goodwin Procter LLP, and am counsel for Digital Sky Technologies, Limited, DSTG-2 2011
5 Advisors, LLC, DSTG-2 2011 Investors DLP, LLC, DSTG-2 2011 Investors Onshore, LP (the
6 “Digital Sky Entities”) and Yuri Milner. Except as otherwise stated, the facts set forth in this
7 declaration are based on my personal knowledge and, if called upon to do so, I could and would
8 testify competently to the truth of the matters stated.

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

12 3. I reviewed the Investor Defendants’ Motion for Sanctions and supporting
13 declarations prepared by Arnold & Porter LLP, and I authorized the service of that Motion on
14 Plaintiff’s counsel on behalf of the Digital Sky Entities and Mr. Milner at least twenty-one days
15 ago, and I have authorized the filing of that motion and the supporting papers on behalf of the
16 Digital Sky Entities and Mr. Milner.

17 4. The time incurred by my firm in defending against Plaintiff’s Complaint and
18 Amended Complaint has involved, among other things, reviewing and analyzing the factual
19 allegations and claims for relief, conducting legal research on the claims, drafting a motion to
20 dismiss the Complaint, and working with counsel for the other defendants on a motion to dismiss
21 the Amended Complaint.

22 5. In particular, Goodwin Procter assisted in researching and drafting the Investor
23 Defendants’ motion to dismiss, filed with this Court on August 8, 2013 (Doc. No. 91).

24 6. Based upon my review of the billing records in this case, my clients have to date
25 incurred approximately \$60,000 in fees and expenses as a direct result of Plaintiff bringing this
26 action.

27 7. My clients have and will continue to incur additional fees and expenses as this
28 matter moves forward.

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

Respectfully submitted,

Dated: Boston, MA
September 5, 2013

/s/ Gus P. Coldebella
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2011 Investors Onshore, LP and Yuri Milner

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PROOF OF SERVICE

I further certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on September 5, 2013.

Dated: September 5, 2013

/s/ Gus. P. Coldebella

Gus P. Coldebella (*pro hac vice*)