



**GRANTED**

EFiled: Jul 03 2014 02:49PM EDT  
Transaction ID 55682896  
Case No. Multi-Case



**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

DAVID RAUL AS CUSTODIAN FOR )  
PINCHUS E. RAUL UTMA NY, )  
Individually and on Behalf of All Others )  
Similarly Situated, )

Plaintiff, )

v. )

C.A. No. 9776-CB

OPENTABLE, INC., A. GEORGE )  
BATTLE, J. WILLIAM GURLEY, )  
ROBERT HOHMAN, THOMAS H. )  
LAYTON, DANIEL MEYER, PAUL )  
PRESSLER, MATTHEW ROBERTS, )  
THE PRICELINE GROUP, INC., and )  
RHOMBUS, INC. )

Defendants. )

\_\_\_\_\_  
KATHY GUERRA, Individually and on )  
Behalf of All Others Similarly Situated, )

Plaintiff, )

v. )

C.A. No. 9786-CB

OPENTABLE, INC., MATTHEW )  
ROBERTS, THOMAS H. LAYTON, )  
PAUL S. PRESSLER, A. GEORGE )  
BATTLE, J. WILLIAM GURLEY, )  
ROBERT HOHMAN, DANNY )  
MEYER, PRICELINE GROUP INC., )  
and RHOMBUS, INC., )

Defendants. )

\_\_\_\_\_ )

(Additional caption to follow)

VICTOR SEIBERT, and on Behalf of	)	
Himself and All Others Similarly	)	
Situated,	)	
	)	
Plaintiff,	)	
	)	
v.	)	C.A. No. 9790-CB
	)	
OPENTABLE, INC., THOMAS	)	
LAYTON, MATTHEW ROBERTS, A.	)	
GEORGE BATTLE, BILL GURLEY,	)	
ROBERT HOHMAN, DANNY	)	
MEYER, PAUL PRESSLER, THE	)	
PRICELINE GROUP INC., and	)	
RHOMBUS, INC.,	)	
	)	
Defendants.	)	

**[PROPOSED] ORDER OF CONSOLIDATION AND APPOINTMENT OF PLAINTIFFS’ EXECUTIVE COMMITTEE**

It appearing that the above-captioned actions involve the same subject matter, and that the administration of justice would be best served by consolidating the actions,

**IT IS HEREBY ORDERED**, this \_\_\_\_\_ day of \_\_\_\_\_,

2014:

1. The above-captioned actions shall be consolidated for all purposes and are referred to herein as the “Consolidated Action.”
2. Hereafter, papers need only be filed in C.A. No. 9776-CB.
3. The consolidated case caption shall be:

IN RE OPENTABLE, INC., ) CONSOLIDATED  
STOCKHOLDER LITIGATION ) C.A. No. 9776-CB

4. The law firms of RIGRODSKY & LONG, P.A., 2 Righter Parkway, Suite 120, Wilmington, DE 19803, FARUQI & FARUQI, LLP, 369 Lexington Avenue, Tenth Floor, New York, NY 10017, and LEVI & KORSINSKY, LLP, 1101 30<sup>th</sup> Street, N.W., Suite 115, Washington, DC 20007 are designated as members of the Plaintiffs' Executive Committee for the Consolidated Action. The law firm of RIGRODSKY & LONG, P.A., 2 Righter Parkway, Suite 120, Wilmington, DE 19803 is hereby appointed as the Chair of the Plaintiffs' Executive Committee for the Consolidated Action.

5. All documents previously filed to date in any of the cases consolidated herein are deemed a part of the record in the Consolidated Action. Until a consolidated amended complaint is filed, the Verified Amended Class Action Complaint filed in Civil Action No. 9790-CB on July 2, 2014 (the "Complaint"), is hereby deemed the operative complaint in the Consolidated Action and shall supersede all previous complaints filed in any of the above-captioned actions or any other action subsequently consolidated therewith. Defendants need not respond to the complaints filed in the constituent actions.

6. The Chair of Plaintiffs' Executive Committee, in consultation with the committee, shall set policy for plaintiffs for the prosecution of this litigation, ensure that there is no duplication of effort or unnecessary expense, coordinate on

behalf of plaintiffs the initiation and conduct of discovery proceedings, provide direction, supervision and coordination of all activities of plaintiffs' counsel, and have the authority to negotiate a settlement, subject to approval of plaintiffs and the Court. Any agreement reached between counsel for defendants and the Chair of Plaintiffs' Executive Committee shall be binding on the other plaintiffs.

7. The Chair of Plaintiffs' Executive Committee, in consultation with the committee, shall assume the following powers and responsibilities:

- a. coordinate and direct the preparation of pleadings;
- b. coordinate and direct the briefing and argument of motions;
- c. coordinate and direct the conduct of discovery and other pretrial proceedings;
- d. coordinate and direct class certification proceedings;
- e. coordinate the selection of counsel to act as the plaintiffs' spokesperson at pretrial conferences;
- f. call meetings of plaintiffs' counsel as they deem necessary and appropriate from time to time;
- g. conduct any and all settlement negotiations with counsel for the defendants;

h. coordinate and direct the preparation for trial and trial of this matter, and delegate work responsibilities to selected counsel as may be required; and

i. coordinate and direct any other matters concerning the prosecution or resolution of the Consolidated Action.

8. The Chair of Plaintiffs' Executive Committee, in consultation with the committee, shall be responsible for coordinating all activities and appearances on behalf of plaintiffs and for the dissemination of notices and orders of this Court, as well as for communications to and from this Court. No motion, request for discovery or other pretrial or trial proceedings shall be initiated or filed by any plaintiffs except through Plaintiffs' Executive Committee.

9. This Order shall apply to this Consolidated Action and any future-filed actions relating to the subject matter of this case. When a case that properly belongs as part of the Consolidated Action is hereafter filed in the Court, this Court requests the assistance of counsel in calling to the attention of the Court the filing of any case which might properly be consolidated as part of the Consolidated Action, and counsel are to assist in assuring that counsel in subsequent actions receive notice of this Order.

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Chancellor

This document constitutes a ruling of the court and should be treated as such.

**Court:** DE Court of Chancery Civil Action

**Judge:** Multi-Case

**File & Serve**

**Transaction ID:** 55682465

**Current Date:** Jul 03, 2014

**Case Number:** Multi-Case

**Case Name:** Multi-Case

**Court Authorizer:** Bouchard, Andre G

*/s/ Judge Bouchard, Andre G*