

EXHIBIT B

**TO DECLARATION OF
MICHAEL G. RHODES
IN SUPPORT OF JOINT MOTION
FOR
PRELIMINARY APPROVAL
OF REVISED SETTLEMENT**



Matthew D. Brown, Partner

Matthew D. Brown is a partner in the Cooley Litigation Department and works in the San Francisco office. He has been with the Firm since 1998.

Mr. Brown's practice includes complex contract and commercial disputes, intellectual property, Internet-related issues, and white-collar criminal defense.

He represents clients in a wide array of cases in state and federal courts across the country, as well as in alternative dispute resolution (ADR) proceedings. Mr. Brown has substantial trial experience, having been involved in ten trials to date, including five as sole trial counsel and three as second-chair trial counsel. He also has substantial experience briefing and arguing cases in the appellate courts.

Mr. Brown also provides counseling to companies that are seeking to assess and to manage potential liability risks. For example, he has advised companies developing new digital and web-based products and services, including those that allow for distribution of user-generated content, on managing the risk of copyright liability. He has also advised Web 2.0 companies on appropriate responses to subpoenas and other requests for disclosure of user information and content. Additionally, he has advised companies on available options and strategies when company-related information or potentially defamatory commentary appears on blogs, message boards, or other websites.

In 2006, as part of a Firm-sponsored program, Mr. Brown served as an Assistant District Attorney for the City and County of San Francisco, prosecuting criminal cases such as sexual battery, child endangerment, burglary, carrying a concealed weapon, battery, hit-and-run, and driving under the influence.

In 2009, Mr. Brown was elected to The American Law Institute (ALI).

Mr. Brown received a JD, *cum laude*, from Harvard Law School in 1998. He received an AB from Cornell University, College of Arts and Sciences, in 1992 with a major in Philosophy and concentration in Government. He graduated with distinction and was elected to Phi Beta Kappa.

Representative Litigation Matters:

Complex Contract and Commercial Litigation



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- *In re Gilead Sciences Securities Litigation*: Represent public company in securities class action filed on behalf of putative class of shareholders.
- *In re Pacific Gas & Electric Co.*: Member of trial team that won bankruptcy court approval of PG&E's plan of reorganization under Chapter 11, the largest utility bankruptcy proceeding in U.S. history.
- *Northrop Grumman Corp. v. Adaptive Broadband Corp.*: Represented defendant in litigation alleging breach of contract and misrepresentation in connection with plaintiff's acquisition of division of company.
- Represented acquirer of privately held company in dispute with selling shareholders that involved claims of breach of contract, misrepresentation, and concealment.

Intellectual Property and Internet

- Represent Facebook in consumer privacy class actions.
- *Capitol Records, LLC, et al. v. VideoEgg, Inc. and Hi5 Networks, Inc.*: Represented operator of social networking website in case in which plaintiff music recording and publishing companies alleged copyright infringement on basis of website users' uploading of video files.
- *MGM Studios Inc. v. Grokster, Ltd.*: Prepared amicus brief in the U.S. Supreme Court on behalf of nine emerging technology companies in landmark case involving secondary liability for copyright infringement in the context of peer-to-peer file-sharing software. Brief was cited in the Court's unanimous opinion. Provided commentary on the decision for an NPR news report.
- *Kathleen R. v. City of Livermore*: Authored amicus brief and successfully argued before California Court of Appeal on behalf of over 100 cities and counties on issue of first impression in courts nationwide: whether § 230 of federal Communications Decency Act preempted state-law claims against city based on minor's access to allegedly harmful Internet content at public library.
- *ViroLogic, Inc. v. Doe*: Represented biotechnology company in case alleging that anonymous poster on Yahoo! message board disclosed confidential company information. On issue of first impression, received favorable appellate ruling that client's due process rights were violated by trial court order disallowing outside counsel from revealing defendant's identity to company executives for purposes of responding to

defendant's anti-SLAPP motion to strike the complaint.

White-Collar Criminal Defense

- Represented insurance broker in nine-month trial prosecuted by New York State Attorney General, alleging thirty-seven counts of scheme to defraud, restraint of trade and competition, and grand larceny. Dismissal or acquittal on thirty-six counts. On sole remaining count, judgment vacated post-trial.
- Represented executive of national clinical laboratory company prosecuted by U.S. Department of Justice for conspiracy to defraud Medicare program. Won judgment of acquittal at trial in District of Massachusetts.

Pro Bono

- Submitted amicus brief on behalf of the Innocence Network in habeas corpus case before U.S. Court of Appeals for the Ninth Circuit concerning claim of actual innocence based on new scientific evidence.
- Submitted amicus brief on behalf of the Innocence Network in case before U.S. Supreme Court addressing harmless error standard in habeas corpus cases.

Representative Publications:

- Secondary Liability for Inducing Copyright Infringement After MGM v. Grokster: Infringement-Prevention and Product Design, 9 Journal of Internet Law No. 6, at 21 (Dec. 2005) (with Orion Armon, Lori Ploeger, and Michael Traynor)
- An Overview of MGM Studios Inc. v. Grokster, Ltd., 34 *The Colorado Lawyer* No. 9, at 89 (Sep. 2005) (with Lori Ploeger and Orion Armon)

Education

- Harvard Law School
JD, 1998, *cum laude*
- Cornell University
AB Philosophy, 1992, with Distinction, Phi Beta Kappa

Court Admissions

- All California State Courts
- U.S. Court of Appeals, First Circuit
- U.S. Court of Appeals, Ninth Circuit
- U.S. District Court, Central District of California

- U.S. District Court, Eastern District of California
- U.S. District Court, Northern District of California
- U.S. District Court, Southern District of California
- United States Supreme Court

Admissions

- California

Memberships

- American Bar Association
- American Law Institute
- National Association of Criminal Defense Lawyers

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