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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

ARNOLD WANDEL, et al.,)
)
) Plaintiff,)
)
) v.)
)
) HERBERT W. BOYER, Ph.D., et al.,)
)
) Defendants.)

CASE NO.: C 08-03543 (JSW)

JOHN P. McCARTHY PROFIT SHARING)
PLAN, et al.,)
)
) Plaintiff,)
)
) v.)
)
) GENENTECH, INC., et al.)
)
) Defendants.)

CASE NO.: CV 08-3720 (JSW)

ERNEST GOTTDIENER, et al.)
)
) Plaintiff,)
)
) v.)

CASE NO.: CV 08-3753 (JSW)

**~~PROPOSED~~ ORDER GRANTING
STAY OF ACTIONS PENDING FINAL
APPROVAL OF SETTLEMENT IN
DELAWARE**

ARTHUR D. LEVINSON, Ph.D, et al.)
)
) Defendants.)
)
)
)

DATE: May 15, 2009
TIME: 9:00 a.m.
CRTRM: 11, 19th Floor
JUDGE: Hon. Jeffrey S. White

~~PROPOSED~~ ORDER GRANTING JOINT MOTION TO STAY ACTIONS – Case No. C 08-03543 JSW

stipulation

1 The joint ~~motion~~ of the parties for an order to stay the related *Wandel, McCarthy* and
2 *Gottdiener* actions (the “California Federal Actions”) pending approval of the settlement
3 submitted for final approval to the Court of Chancery of the State of Delaware (the “Delaware
4 Court of Chancery”) in the consolidated action captioned *In re Genentech, Inc., Shareholders*
5 *Litigation*, Case No. 3911-VCS (the “Delaware Action”) ~~came on for hearing on or about~~
6 _____ . The Court has considered the submissions and argument of counsel, and all other
7 papers filed in this action. The matter having been submitted and good cause appearing therefore:

8 The Court finds as follows:

9 1. The parties in the California Federal Actions through their counsel of record have
10 reached an agreement along with the parties in the Delaware Action, to settle their claims, which
11 agreement is subject to final approval by the Court of Chancery.

12 2. On March 31, 2009, the Delaware Court of Chancery entered an order, which,
13 among other things, (1) preliminarily certified the class for settlement purposes only; (2) stayed
14 the litigations pending final approval of the settlement; and (3) scheduled a final settlement
15 hearing (the “Settlement Hearing”) to be held on July 9, 2009, at 10:00 a.m. EST. The Order also
16 set forth the procedures by which class members shall receive notice of the proposed settlement
17 and final settlement hearing, which notice shall be mailed at least forty-five (45) days prior to the
18 Settlement Hearing, and the procedures by which class members may present objections, if any, to
19 the settlement.

20 3. At the final settlement hearing, the Court of Chancery will, among other things, (1)
21 determine whether the temporary certification should be made final; (2) determine whether to
22 finally approve the settlement as fair, reasonable, adequate, and in the best interests of the class;
23 and (3) hear any objections to the settlement or the application of co-lead counsel for an award of
24 attorneys’ fees and expenses.

25 4. If the settlement is given final approval by Delaware Court of Chancery, the
26 settlement will also resolve the claims of the parties to the California Federal Actions.

27 Good cause appearing therefore, IT IS HEREBY ORDERED that:

28 1. A stay of proceedings is issued in the California Federal Actions pending final
approval of the proposed settlement in the Delaware Action.

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2. If, following the Settlement Hearing, the settlement in the Delaware Action is not approved, the stay will be lifted as to the California Federal Actions.

3. If, following the Settlement Hearing, the settlement in the Delaware Action is approved, then the parties shall seek voluntary dismissal with prejudice of the California Federal Actions.

IT IS SO ORDERED.

DATED: April 6, 2009


UNITED STATES DISTRICT COURT
HONORABLE JEFFREY S. WHITE

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