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7	Attorneys for All Defendants Except Credit Suisse Securities (USA) LLC and		
8	Morgan Stanley & Company Incorporated		
9	UNITED STATES I	DISTRICT COURT	
10	NORTHERN DISTRIC	CT OF CALIFORNIA	
11	SAN JOSE DIVISION		
12			
13	PLUMBERS AND PIPEFITTERS LOCAL	No. C-09-4963-JW	
15	UNION NO. 630 PENSION-ANNUITY TRUST FUND, Derivatively on Behalf of	STIPULATION AND [PROPORED] ORDER	
14	CENTURY ALUMINUM COMPANY,	ORDER	
15			
15	Plaintiff,	Attached hereto: Proposed Order	
	Plaintiff, vs.	Attached hereto: Proposed Order	
16		Attached hereto: Proposed Order	
16 17	vs. JOHN C. FONTAINE, JACK E. THOMPSON, PETER C. JONES, ROBERT E. FISHMAN, JOHN P. O'BRIEN, WILLY	Attached hereto: Proposed Order	
16 17 18	vs. JOHN C. FONTAINE, JACK E. THOMPSON, PETER C. JONES, ROBERT E. FISHMAN, JOHN P. O'BRIEN, WILLY R. STROTHOTTE, JARL BERNTZEN, CATHERINE Z. MANNING, LOGAN W.	Attached hereto: Proposed Order	
16 17 18 19	vs. JOHN C. FONTAINE, JACK E. THOMPSON, PETER C. JONES, ROBERT E. FISHMAN, JOHN P. O'BRIEN, WILLY R. STROTHOTTE, JARL BERNTZEN, CATHERINE Z. MANNING, LOGAN W. KRUGER, MICHAEL A. BLESS, WAYNE R. HALE, STEVE SCHNEIDER, CREDIT	Attached hereto: Proposed Order	
16 17 18 19 20	vs. JOHN C. FONTAINE, JACK E. THOMPSON, PETER C. JONES, ROBERT E. FISHMAN, JOHN P. O'BRIEN, WILLY R. STROTHOTTE, JARL BERNTZEN, CATHERINE Z. MANNING, LOGAN W. KRUGER, MICHAEL A. BLESS, WAYNE R. HALE, STEVE SCHNEIDER, CREDIT SUISSE SECURITIES (USA) LLC, and MORGAN STANLEY & CO.	Attached hereto: Proposed Order	
16 17 18 19 20 21	vs. JOHN C. FONTAINE, JACK E. THOMPSON, PETER C. JONES, ROBERT E. FISHMAN, JOHN P. O'BRIEN, WILLY R. STROTHOTTE, JARL BERNTZEN, CATHERINE Z. MANNING, LOGAN W. KRUGER, MICHAEL A. BLESS, WAYNE R. HALE, STEVE SCHNEIDER, CREDIT SUISSE SECURITIES (USA) LLC, and MORGAN STANLEY & CO. INCORPORATED,	Attached hereto: Proposed Order	
16 17 18 19 20 21 22	vs. JOHN C. FONTAINE, JACK E. THOMPSON, PETER C. JONES, ROBERT E. FISHMAN, JOHN P. O'BRIEN, WILLY R. STROTHOTTE, JARL BERNTZEN, CATHERINE Z. MANNING, LOGAN W. KRUGER, MICHAEL A. BLESS, WAYNE R. HALE, STEVE SCHNEIDER, CREDIT SUISSE SECURITIES (USA) LLC, and MORGAN STANLEY & CO.	Attached hereto: Proposed Order	
 16 17 18 19 20 21 22 23 	vs. JOHN C. FONTAINE, JACK E. THOMPSON, PETER C. JONES, ROBERT E. FISHMAN, JOHN P. O'BRIEN, WILLY R. STROTHOTTE, JARL BERNTZEN, CATHERINE Z. MANNING, LOGAN W. KRUGER, MICHAEL A. BLESS, WAYNE R. HALE, STEVE SCHNEIDER, CREDIT SUISSE SECURITIES (USA) LLC, and MORGAN STANLEY & CO. INCORPORATED,	Attached hereto: Proposed Order	
 16 17 18 19 20 21 22 23 24 	vs. JOHN C. FONTAINE, JACK E. THOMPSON, PETER C. JONES, ROBERT E. FISHMAN, JOHN P. O'BRIEN, WILLY R. STROTHOTTE, JARL BERNTZEN, CATHERINE Z. MANNING, LOGAN W. KRUGER, MICHAEL A. BLESS, WAYNE R. HALE, STEVE SCHNEIDER, CREDIT SUISSE SECURITIES (USA) LLC, and MORGAN STANLEY & CO. INCORPORATED, Defendants,	Attached hereto: Proposed Order	
 15 16 17 18 19 20 21 22 23 24 25 26 	vs. JOHN C. FONTAINE, JACK E. THOMPSON, PETER C. JONES, ROBERT E. FISHMAN, JOHN P. O'BRIEN, WILLY R. STROTHOTTE, JARL BERNTZEN, CATHERINE Z. MANNING, LOGAN W. KRUGER, MICHAEL A. BLESS, WAYNE R. HALE, STEVE SCHNEIDER, CREDIT SUISSE SECURITIES (USA) LLC, and MORGAN STANLEY & CO. INCORPORATED, - and - CENTURY ALUMINUM COMPANY, a	Attached hereto: Proposed Order	
 16 17 18 19 20 21 22 23 24 25 	vs. JOHN C. FONTAINE, JACK E. THOMPSON, PETER C. JONES, ROBERT E. FISHMAN, JOHN P. O'BRIEN, WILLY R. STROTHOTTE, JARL BERNTZEN, CATHERINE Z. MANNING, LOGAN W. KRUGER, MICHAEL A. BLESS, WAYNE R. HALE, STEVE SCHNEIDER, CREDIT SUISSE SECURITIES (USA) LLC, and MORGAN STANLEY & CO. INCORPORATED, - and - CENTURY ALUMINUM COMPANY, a Delaware corporation,	Attached hereto: Proposed Order	

1	RECITA	LS	
2	1. Before Judge Illston are four class actions purportedly brought on behalf of		
3	all persons who purchased or otherwise acquired the common stock of Century Aluminum		
4	Company ("Century Aluminum"):		
5	Case Name	Case No.	Filing Date
6	Petzschke v. Century Aluminum Company, et al.	C-09-01001-SI	March 9, 2009
7	Abrams v. Century Aluminum Company, et al.	C-09-01103-SI	March 12, 2009
8	McClellan v. Century Aluminum Co., et al.	C-09-01162-SI	March 17, 2009
9	Hilyard v. Century Aluminum Co., et al.	C-09-01205-SI	March 19, 2009
10	2. On April 15, 2009, Judge Illston er	itered an order pursuant	t to Civil Local
11	Rule 3-12 relating these class actions.		
12	3. On September 8, 2009, Judge Illsto	on entered an order cons	solidating these
13	four class actions under the name In re Century Aluminum Company Securities Litigation,		
14	No. C-09-1001-SI (the "Consolidated Class Actions").		
15	4. On September 23, 2009, Judge Ills	ton entered an order apj	pointing lead
16	plaintiff and lead counsel for the Consolidated Cla	ass Actions.	
17	5. On September 18, 2009, Judge Ills	ton set a briefing and he	earing schedule for
18	filing a consolidated complaint in the Consolidate	d Class Actions and mo	oving to dismiss
19	that consolidated complaint; pursuant to the sched	ule, the consolidated co	omplaint is to be
20	filed November 17, 2009, any motions to dismiss	are to be filed January	15, 2010, and the
21	hearing on any motions to dismiss is to be March 5, 2010, at 9 a.m., with a case		
22	management conference that afternoon at 2:30 p.m.	n. (Pursuant to the Priv	vate Securities
23	Litigation Reform Act of 1995, discovery in the	Consolidated Class Acti	ions is stayed
24	pending resolution of defendants' motions to dism	iss.)	
25	6. On October 19, 2009, plaintiff Plur	nbers And Pipefitters L	local Union No.
26	630 Pension-Annuity Trust Fund filed this shareho	older derivative action ((the "Derivative
27	Action").		
28			

STIPULATION AND [PROPOSED] ORDER Case No. C-09-4963-JW

1	7. Although it asserts different legal theories, the Derivative Action arises out		
2	of the same transactions and occurrences as the Consolidated Class Actions, and names the		
3	same individual defendants and underwriter defendants.		
4	8. The parties have filed a joint administrative motion to relate the Derivative		
5	Action to the Consolidated Class Actions. Dkt. 53 in Action No. C-09-1001-SI.		
6	9. The parties agree that it makes sense to postpone further activity in the		
7	Derivative Action until the motions to dismiss the Consolidated Class Actions are heard		
8	and resolved.		
9	STIPULATION		
10	THEREFORE, IT IS HEREBY STIPULATED, by and between the undersigned		
11	counsel for the parties herein, that:		
12	1. Plaintiff shall have until 28 days after the Court rules on the motions to		
13	dismiss the Consolidated Class Actions to decide whether it wishes to stand on the original		
14	complaint, or alternatively to e-serve and e-file an amended complaint (whichever it		
15	chooses to proceed on shall be the "Operative Complaint").		
16	2. Defendants' answers or responses to the Operative Complaint shall be due		
17	50 days after the filing or designation of the Operative Complaint.		
18	3. Should defendants file a motion to dismiss the Operative Complaint,		
19	plaintiffs shall have 50 days to respond to defendants' motion to dismiss; and defendants		
20	shall have 30 days to file any reply. The parties have agreed that the composition of the		
21	Board of Directors that will be considered in connection with determining whether		
22	plaintiffs have complied with Rule 23.1 of the Federal Rules of Civil Procedure in this		
23	action will be the composition of the Board of Directors on the date this action was		
24	initiated.		
25	4. Nothing in this stipulation shall prevent (i) any defendant from filing a		
26	motion for a stay, or (ii) defendants other than the Company from seeking an order that the		
27	need not respond to the Operative Complaint pending resolution of a motion by the		
28	Company regarding demand futility.		

1	5. The parties respectfully request that the Court:		
2	a. Continue the Case Management Conference currently set for		
3	February 23, 2010 at 1:30 p.m. until the date set for hearing on any motions filed		
4	pursuant to paragraph 2 above; and		
5	b. Vacate the deadlines set by the Order Setting Initial Case		
6	Management Conference and ADR Deadlines in favor of new deadlines consistent		
7	with this stipulation and the new date set for the Case Management Conference.		
8	DECLARATION PURSUANT TO GENERAL ORDER 45, § X.B		
9	I, BRUCE A. ERICSON, hereby declare pursuant to General Order 45, § X.B, that I		
10	have obtained the concurrence in the filing of this document from each of the other		
11	signatories listed below.		
12	I declare under penalty of perjury that the foregoing declaration is true and correct.		
13	Executed on December 1, 2009, at San Francisco, California.		
14	/s/ Bruce A. Ericson		
15	Bruce A. Ericson		
16	Dated: December 1, 2009.		
17	PILLSBURY WINTHROP SHAW PITTMAN LLP		
18	BRUCE A. ERICSON JEFFREY JACOBI		
19	50 Fremont Street Post Office Box 7880		
20	San Francisco, CA 94120-7880		
21	By/s/ Bruce A. Ericson		
22	ByBruce A. Ericson Bruce A. Ericson Attorneys for Defendants		
23	JOHN C. FONTAINE, JACK E. THOMPSON, PETER C. JONES, ROBERT E. FISHMAN, JOHN		
24	P. O'BRIEN, WILLY R. STROTHOTTE, JARL BERNTZEN, CATHERINE Z. MANNING, LOGAN		
	W. KRUGER, MICHAEL A. BLESS, WAYNE R. HALE and STEVE SCHNEIDER, and Nominal		
25	Defendant CENTURY ALUMINUM COMPANY		
25 26	Defendant CENTURT ALOWINOWI COWFAINT		
	Defendant CENTORT ALOMINUM COMPANT		

1	Dated: December 1, 2009.	
2		RICK, HERRINGTON & SUTCLIFFE BERT P. VARIAN
3	ТО	DD SCOTT
4	405	e Orrick Building 5 Howard Street
5		n Francisco, CA 94105
6	By	
7		Robert P. Varian orneys for Defendants
8	CR	EDIT SUISSE SECURITIES (USA) LLC AND DRGAN STANLEY & CO. INCORPORATED
9		
10	Dated: December 1, 2009.	
11		UGHLIN STOIA GELLER RUDMAN & ROBBINS LLP
12		AWN A. WILLIAMS) Pine Street, Suite 2600
		r Francisco, CA 94111
13		- and – AVIS E. DOWNS III
14		NNY C. GOODMAN III 5 West Broadway, Suite 1900
15	Sar	n Diego, CA 92101
16		Benny C. Goodman III
17		Benny C. Goodman III orneys for Plaintiff PLUMBERS AND
18	PIP	EFITTERS LOCAL UNION NO. 630 PENSION- NUITY TRUST FUND, Derivatively on Behalf of
19	CE	NTURY ALUMINUM COMPANY
20	(Papapat	EDI ORDER
21		
22		pulation and good cause appearing, IT IS
23		
24		ays after the Court rules on the motions to
25		ecide whether it wishes to stand on the original
26	complaint, or alternatively to e-serve and e-f	ile an amended complaint (the "Operative
20	Complaint").	
27		
20		

1	2.	Defendants' answers or responses to the Operative Complaint shall be due
2	35 days after	the filing or designation of the Operative Complaint.

- 3 3. Should defendants file a motion to dismiss the operative complaint, plaintiffs
 4 shall have 50 days to respond to defendants' motion to dismiss; and defendants shall have
 5 30 days to file any reply.
- A. Nothing in this order prevents (i) any defendant from filing a motion for a
 stay, or (ii) defendants other than the Company from seeking an order that they need not
 respond to the Operative Complaint pending resolution of a motion by the Company
 regarding demand futility.
- 5. The Case Management Conference currently set for February 23, 2010 at
 1:30 p.m. is hereby continued to a new date and time to be set by the Court once the
 pending administrative motion to relate cases is resolved.
- 6. The deadlines set by the Order Setting Initial Case Management Conference
 and ADR Deadlines are hereby vacated in favor of new deadlines to be set by the Court
 once the pending administrative motion to relate cases is resolved.

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Dated: December <u>9</u>, 2009.

The Appnorable James Ware United States District Judge