

1 [COUNSEL IDENTIFIED ON SIGNATURE PAGE]

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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

**In re ORACLE CORPORATION
DERIVATIVE LITIGATION**

Master File No. C-10-03392-RS

**STIPULATION AND
~~PROPOSED~~ ORDER TO STAY
ACTION**

Judge: Hon. Richard Seeborg
Ctm: 3, 17th Floor

1 WHEREAS, on November 9, 2011, the Court granted the Motions to Dismiss filed by
2 nominal defendant Oracle Corporation (“Oracle”) and individual defendants Jeffrey S. Berg, H.
3 Raymond Bingham, Michael J. Boskin, Safra Catz, Lawrence J. Ellison, Hector Garcia-Molina,
4 Jeffrey O. Henley, Donald L. Lucas, Charles E. Phillips, Jr., and Naomi O. Seligman (“Individual
5 Defendants,” and together with Oracle, “Defendants”), with leave to amend, and further ordered
6 that (1) Plaintiffs Lisa Galaviz and Philip T. Prince (“Plaintiffs”) shall file any amended
7 complaint within thirty days of the order, by December 9, 2011, and (2) setting a case
8 management conference for January 26, 2012;

9 WHEREAS, on November 10, 2011, the Superior Court for the State of California,
10 County of San Mateo, granted the Petition for Writ of Mandate for Inspection of Corporate Books
11 and Records filed by Plaintiffs on September 12, 2011;

12 WHEREAS, on December 1, 2011, this Court entered the parties’ stipulation extending
13 Plaintiffs’ time to file any amended complaint to February 10, 2012, and directed the parties to
14 appear at the case management conference on January 26, 2012;

15 WHEREAS, on January 6, 2012, the Court entered the parties’ stipulation extending
16 Plaintiffs’ time to file any amended complaint to March 12, 2012, and rescheduling the case
17 management conference for March 15, 2012;

18 WHEREAS, the parties intend to participate in private mediation in an effort to resolve
19 Plaintiffs’ claims;

20 WHEREAS, to promote judicial efficiency and to preserve Court and party resources, the
21 parties believe that the action should be stayed while the parties discuss the potential resolution of
22 Plaintiffs’ claims;

23 WHEREAS, a stipulation has been submitted to the Superior Court for the State of
24 California, County of San Mateo, wherein the parties agreed, subject to approval, to stay the
25 deadline for Oracle to comply with the San Mateo Court’s order on Plaintiffs’ Petition while the
26 parties attempt to resolve this action; and

27 WHEREAS, the agreed-upon schedule described below will not cause prejudice to any
28 party or unnecessary delay.

1 THEREFORE, IT IS STIPULATED AND AGREED by Plaintiffs and Defendants,
2 through their respective counsel of record, as follows, subject to the approval of this Court:

3 This action, including the deadline for Plaintiffs to file the Amended Consolidated
4 Shareholder Complaint, shall be stayed while the parties discuss the potential resolution of
5 Plaintiffs' claims.

6 Any party may lift the stay at any time by providing written notice to the other parties and
7 the Court. Plaintiffs shall have 60 days after the date of such notice to file the Amended
8 Consolidated Shareholder Complaint, without waiver of Plaintiffs' ability to seek additional time,
9 on a showing of good cause, including the opportunity to review documents in response to their
10 Petition for Writ of Mandate, and without waiver of Defendants' ability to object. Defendants
11 shall have 45 days from the filing of the Amended Consolidated Shareholder Complaint to file a
12 responsive pleading. If Defendants file a motion in response to the Amended Consolidated
13 Shareholder Complaint, Plaintiffs' opposition shall be filed within 30 days of any such motion,
14 and any reply brief shall be filed within 21 days of the opposition.

15 The case management conference scheduled for March 15, 2012, at 10:00 a.m., is vacated
16 while the parties discuss the potential resolution of Plaintiffs' claims.

17 As long as this action is stayed, the parties will file with the Court a brief update of the
18 status of their efforts to resolve Plaintiffs' claims at least every 90 days.

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IT IS SO STIPULATED.

Dated: February 7, 2012

MORRISON & FOERSTER LLP
JORDAN ETH
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Philip T. Besirof

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Dated: February 7, 2012

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IT IS SO ORDERED.

Dated: 2/8/12

By: 
HON. RICHARD SEEBORG
UNITED STATES DISTRICT JUDGE

* * *

I, Philip T. Besirof, am the ECF user whose ID and password is being used to file this **STIPULATION TO STAY ACTION**. In compliance with General Order 45, X.B., I hereby attest that Jordanna G. Thigpen has concurred with this filing.

Dated: February 7, 2012

MORRISON & FOERSTER LLP

By: /s/ Philip T. Besirof
Philip T. Besirof