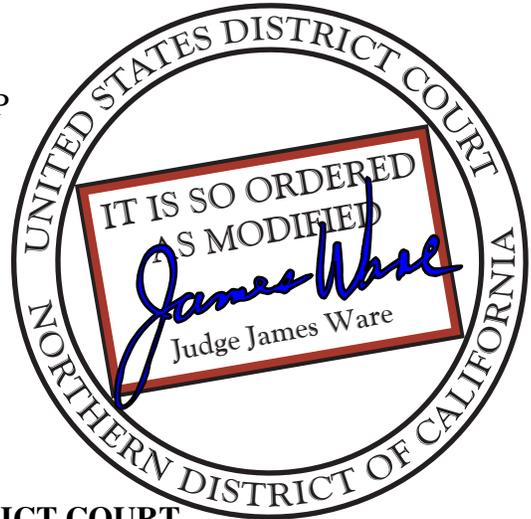


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 10 GUADALUPE HOLDINGS CORP., and
 AIRTRAN HOLDINGS, INC.
 11



12 **UNITED STATES DISTRICT COURT**
 13 **NORTHERN DISTRICT OF CALIFORNIA**
 14 **SAN FRANCISCO DIVISION**

| | | |
|----------------------------|---|--|
| 15 WAYNE TALEFF, et al., |) | CASE NO.: 3:11-cv-02179 JW |
| |) | |
| 16 Plaintiffs, |) | |
| |) | STIPULATION AND [PROPOSED] |
| 17 v. |) | ORDER REGARDING STAY |
| |) | |
| 18 SOUTHWEST AIRLINES CO., |) | |
| GUADALUPE HOLDINGS CORP., |) | |
| 19 AIRTRAN HOLDINGS, INC., |) | |
| |) | |
| 20 Defendants. |) | |
| |) | |
| 21 |) | |

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1 WHEREAS, on May 3, 2011, Plaintiffs filed a Complaint for Injunctive Relief Against
2 Violations of Section 7 of the Clayton Antitrust Act in this Court.

3 WHEREAS, also on May 3, 2011, Plaintiffs filed an *ex parte* motion for temporary
4 restraining order ("Motion for TRO").

5 WHEREAS, on May 4, 2011, the Court denied Plaintiffs' Motion for TRO.

6 WHEREAS, on May 9, 2011, Plaintiffs filed a notice of appeal to the Ninth Circuit from
7 this Court's denial of the Motion for TRO.

8 WHEREAS, also on May 9, 2011, Plaintiffs filed an Emergency Motion for Injunction
9 Seeking Temporary "Hold Separate" Order Pending Disposition of *Malaney, et al., v. UAL*
10 *Corporation, et al.* ("Emergency Motion") with the Ninth Circuit.

11 WHEREAS, on May 12, 2011, Defendants filed a Motion to Dismiss Appeal with the Ninth
12 Circuit.

13 WHEREAS, the Emergency Motion is fully briefed as of May 23, 2011.

14 WHEREAS, the Motion to Dismiss Appeal is scheduled to be fully briefed as of June 6,
15 2011.

16 WHEREAS, the Ninth Circuit has issued a scheduling order whereby briefing on the appeal
17 will be concluded no later than July 19, 2011.

18 WHEREAS, Plaintiffs filed their First Amended Complaint for Injunctive Relief Against
19 Violations of Section 7 of the Clayton Antitrust Act ("First Amended Complaint") in this Court on
20 May 20, 2011.

21 WHEREAS, the posture and issues involved in this action may be significantly affected by
22 the Ninth Circuit's disposition of Plaintiffs' Emergency Motion and appeal.

23 WHEREAS, all briefing on pending matters before the Ninth Circuit will be concluded as
24 of July 19, 2011.

25 THEREFORE, the parties to this action, by and through their counsel of record, hereby
26 stipulate and agree, and request that the Court order, as follows:

27 1. This case shall be stayed until the Ninth Circuit resolves Plaintiffs' appeal and issues
28 its mandate.

1 2. Defendants shall answer or otherwise plead to the First Amended Complaint no later
2 than 30 days after the Ninth Circuit issues its mandate.

3 **IT IS SO STIPULATED.**

4
5 DATED: May 26, 2011

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

6
7 By: _____ /s/ Allen J. Ruby

8 Allen J. Ruby
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22 I, Allen J. Ruby, am the ECF User whose ID and password are being used to file this
23 STIPULATION AND [PROPOSED] ORDER REGARDING STAY. In compliance with General
24 Order 45, X.B., I hereby attest that each of the signatories below has concurred in this filing.

25 DATED: May 26, 2011

ALIOTO LAW FIRM

26 By: _____ /s/ Joseph M. Alioto

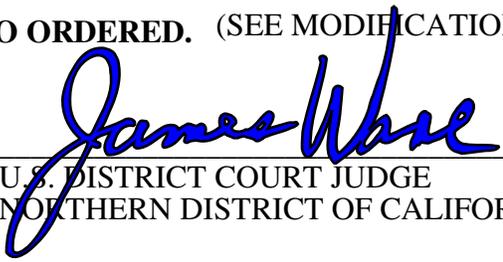
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ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED. (SEE MODIFICATION BELOW)

DATED: May 27, 2011.



U.S. DISTRICT COURT JUDGE
NORTHERN DISTRICT OF CALIFORNIA

The Court VACATES all previously scheduled conferences. The Court sets a Status Conference for August 29, 2011 at 10:00 a.m. On or before August 19, 2011, the parties shall file a Joint Status Statement updating the Court on the proceedings before the Ninth Circuit and whether the stay should be lifted and if so, to provide the Court with a good faith discovery plan with a proposed date for the close of all discovery.