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11 Attorneys for Nominal Defendant  
 12 OCLARO, INC.

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

15 IN RE OCLARO, INC. DERIVATIVE  
 16 LITIGATION

Lead Case No. 11-cv-03176-EMC  
 (Derivative Action)

17 This Document Relates to:  
 18 ALL ACTIONS

**STIPULATION AND [~~PROPOSED~~]  
 ORDER RESCHEDULING CASE  
 MANAGEMENT CONFERENCE**

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1 WHEREAS, between June 27, 2011 and July 7, 2011, three related shareholder derivative  
2 actions, *Guindani v. Couder*, No. 3:11-cv-03176-PSG (N.D. Cal. filed June 27, 2011), *Coney v.*  
3 *Couder*, No. 3:11-cv-03214-HRL (N.D. Cal. filed June 28, 2011), and *Braman v. Couillaud*, No.  
4 3:11-cv-03322-RS (N.D. Cal. filed July 7, 2011) (collectively, the “Oclaro Derivative Litigation”),  
5 were filed in this Court against nominal defendants Oclaro, Inc. (“Oclaro”) and certain of its officers  
6 and directors (collectively, “defendants”);

7 WHEREAS, on July 20, 2011, the Court issued a separate order consolidating the Oclaro  
8 Derivative Litigation under the caption *In re Oclaro, Inc. Derivative Litigation*, No. 11-cv-03176-  
9 EMC;

10 WHEREAS, the Oclaro Derivative Litigation involved many of the same parties and events  
11 as a putative class action that was filed in this Court on May 19, 2011, *Westley v. Oclaro, Inc.*, No.  
12 3:11-cv-02448-EMC (N.D. Cal.) (“Oclaro Securities Class Action”);

13 WHEREAS, there is an overlap in subject matter between the Oclaro Derivative Litigation  
14 and the Oclaro Securities Class Action such that the resolution of the defendants’ motion to dismiss  
15 in the Oclaro Securities Class Action may impact the Oclaro Derivative Litigation;

16 WHEREAS, on November 29, 2011, the Court entered an order staying all proceedings in  
17 the Oclaro Derivative Litigation until such time as (a) the defendants file an answer to any complaint  
18 in the Oclaro Securities Class Action; or (b) the Oclaro Securities Class Action is dismissed in its  
19 entirety with prejudice;

20 WHEREAS, on March 5, 2012, the Clerk issued notice scheduling the Case Management  
21 Conference in the Oclaro Derivative Action for April 27, 2012 and setting a deadline for the Case  
22 Management Statement of April 20, 2012;

23 WHEREAS, on March 27, 2012, the Court entered an order in the Oclaro Securities Class  
24 Action granting the defendants’ motion to dismiss the Amended Complaint without prejudice and  
25 allowing the plaintiffs thirty (30) days to file an amended complaint (“Second Amended  
26 Complaint”) in that action;

27 WHEREAS, on April 19, 2012, the parties in the Oclaro Securities Action filed a Stipulation  
28

1 and Proposed Order Scheduling Plaintiffs' Filing of Second Amended Complaint and Defendants'  
2 Response Thereto and Rescheduling Case Management Conference, in which the parties stipulated  
3 to (1) the adjournment of the Case Management Conference in the Oclaro Securities Class Action to  
4 30 days after the Court rules on the defendants' motion to dismiss the Second Amended Complaint  
5 in the Oclaro Securities Class Action; and (2) the rescheduling of the deadline for the Joint Case  
6 Management Statement in the Oclaro Securities Class Action until one week prior to the rescheduled  
7 Case Management Conference in the Oclaro Securities Class Action;

8 WHEREAS, in order to avoid the unnecessary expenditure of judicial resources or effort by  
9 the parties to this action and the Court prior to filing of the motion to dismiss the Second Amended  
10 Complaint in the Oclaro Securities Action, the parties to this action have agreed, in the interim prior  
11 to the decision on the motion to dismiss and subject to the Court's approval, to the continuance of  
12 the Case Management Conference and all associated obligations, including the filing of the Joint  
13 Case Management Statement; and

14 WHEREAS, this Stipulation and Order is without prejudice to, or waiver of any rights,  
15 arguments, or defenses otherwise available to the parties in this action, including, but not limited to,  
16 the right to revisit the timing of the below-referenced pleadings and motions once the Court has  
17 issued an order ruling on the defendants' motion to dismiss the Second Amended Complaint in the  
18 Oclaro Securities Class Action.

19 NOW THEREFORE, the undersigned parties, by and through their counsel of record, hereby  
20 stipulate as follows:

21 1. The Case Management Conference in the Oclaro Derivative Litigation, currently  
22 reset for September 28, 2012 at 9:00 a.m.  
23 scheduled for April 27, 2012, is hereby adjourned to 30 days after the Court rules on Defendants'  
~~motion to dismiss the Second Amended Complaint in the Oclaro Securities Class Action.~~

24 2. The deadline for the Joint Case Management Conference Statement in the Oclaro  
25 Derivative Litigation, currently set for April 20, 2012, is hereby adjourned. The Joint Case  
26 Management Conference Statement shall be due one week prior to the rescheduled Case  
27 Management Conference.

1 IT IS SO STIPULATED.

2 **ALSTON & BIRD LLP**

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4 DATED: Menlo Park, California  
5 April 19, 2012

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14 and

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24 Counsel for Nominal Defendant Oclaro, Inc.

25 **JOHNSON & WEAVER, LLP**

26 DATED: San Diego, California  
27 April 19, 2012

28 By: s/ Frank J. Johnson  
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Counsel for Lead Plaintiff

**SIGNATURE ATTESTATION**

I, Gidon M. Caine, am the ECF User whose ID and password are being used to file this Stipulation and Proposed Order Staying Proceedings. In compliance with General Order No. 45, X(B) regarding signatures, I hereby attest that Frank J. Johnson has concurred in this filing.

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s/ Gidon M. Caine  
GIDON M. CAINE

**PURSUANT TO STIPULATION, IT IS SO ORDERED.**

DATED: San Francisco, California  
4/20/12

