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10 UNITED STATES DISTRICT COURT
 11 NORTHERN DISTRICT OF CALIFORNIA
 12 SAN FRANCISCO DIVISION

14 IN RE YAHOO! INC. SHAREHOLDER
 DERIVATIVE LITIGATION
 15
 16 This Document Relates To:
 17 ALL ACTIONS.
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Master Docket No. 3:11-CV-03269-CRB

(Consolidated with 3:11-CV-03301-CRB;
3:11-CV-03302-CRB)

**STIPULATION AND [REDACTED]
 ORDER TEMPORARILY
 DEFERRING PROSECUTION OF
 THIS ACTION**

Judge: Hon. Charles R. Breyer
 Courtroom: 6, 17th Floor

1 The parties, through their undersigned counsel, hereby submit this Stipulation and
2 [Proposed] Order temporarily deferring prosecution of this shareholder derivative action.

3 **RECITALS**

4 A. On October 7, 2011, this Court entered an order consolidating three related
5 shareholder derivative lawsuits (the “Federal Derivative Litigation”) asserting claims against
6 certain officers and directors of Yahoo!. (See Doc. 45.)

7 B. The Federal Derivative Litigation is related to a consolidated securities class action
8 captioned *In re Yahoo! Inc. Securities Litigation*, Master File No. 11-CV-02732-CRB, (the
9 “Securities Class Action”), that is currently pending in this Court. The defendants in the
10 Securities Class Action have moved to dismiss the complaint (the “Class Action Motion to
11 Dismiss”). A hearing on the Class Action Motion to Dismiss is scheduled for June 22, 2012.

12 C. On March 5, 2012, the plaintiffs filed their Consolidated Complaint in the Federal
13 Derivative Litigation. (See Doc. 40.)

14 D. Since the filing of the Consolidated Complaint, and pursuant to the terms of the
15 parties’ July 27, 2011 Stipulation (see Doc. 20), counsel for the parties have been engaged in
16 discussions regarding appropriate next steps and means of efficiently managing the Federal
17 Derivative Litigation.

18 E. The parties agree that, given the unique circumstances of this case and to conserve
19 party and judicial resources, all proceedings in the Federal Derivative Litigation should be
20 deferred pending the Court’s ruling on the Class Action Motion to Dismiss.

21 **THEREFORE, IT IS HEREBY STIPULATED AND AGREED AS FOLLOWS:**

22 1. All proceedings in the Federal Derivative Litigation shall be deferred pending the
23 Court’s ruling on the Class Action Motion to Dismiss.

24 2. The parties shall meet and confer within fourteen days of the Court’s ruling on the
25 Class Action Motion to Dismiss to discuss proposed next steps for the Federal Derivative
26 Litigation.

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Dated: June 6, 2012

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By: /s/ Jordan Eth
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~~PROPOSED~~ ORDER

PURSUANT TO THE PARTIES' STIPULATION, IT IS SO ORDERED.

DATED: June 7, 2012

