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9	ZYNGA INC., MARK PINCUS, DAVID M. WEH SCHAPPERT, MARK VRANESH, REGINALD D	. DAVIS,			
10	CADIR B. LEE, WILLIAM GORDON, REID HOF JEFFREY KATZENBERG, STANLEY J. MERESI				
11	SUNIL PAUL, and OWEN VAN NATTA				
12	UNITED STATES DISTRICT COURT				
13	NORTHERN DISTRICT OF CALIFORNIA				
14					
15	MARK H. DESTEFANO, Individually, and On	Case No. 12-cv-4007-JSW			
16	behalf of All Others Similarly Situated,	CLASS ACTION			
17	Plaintiff,	STIPULATON AND [PROPOSED]			
18	V.	ORDER CONSOLIDATING RELATED ACTIONS AND			
19	ZYNGA, INC., MARK PINCUS, DAVID M. WEHNER, JOHN SCHAPPERT, MARK	DEFERRING DEFENDANTS' DEADLINES TO RESPOND			
20	VRANESH, REGINALD D. DAVIS, CADIR B. LEE, WILLIAM GORDON, REID HOFFMAN,				
21	JEFFREY KATZENBERG, STANLEY J. MERESMAN, SUNIL PAUL, OWEN VAN				
22	NATTA, MORGAN STANLEY & CO., LLC, GOLDMAN, SACHS & CO., J.P. MORGAN				
23	SECURITIES LLC, MERRILL LYNCH, PIERCE, FENNER & SMITH	Judge: Hon. Jeffrey S. White Complaint Filed: July 30, 2012			
	INCORPORATED, BARCLAYS CAPITAL INC., and ALLEN & COMPANY LLC,	Trial Date: None Set			
24	Defendants.				
25	Detendants.				
26	[Caption continues on following page.]				
27					
28					

Stipulation and $\ensuremath{[Proposed]}$ Order Consolidating Cases and Deferring Responses Case No. 3:12-cv-04007-JSW sf-3184277

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1 2	JOHN CAMPUS, Individually, and On Behalf Of All Others Similarly Situated,	Case No. 12-cv-4048-JSW	
3	Plaintiff,	RELATED CASE	
4	v.		
5	ZYNGA INC., MARK PINCUS, DAVID M.	Judge: Jeffrey S. White	
6	WEHNER, MARK VRANESH, and JOHN C. SCHAPPERT,	Complaint Filed: Aug 1, 2012 Trial Date: None Set	
7	Defendants.		
8	STEVEN T. DIEMAND, Individually, and On	Case No. 12-cv-4059-JSW	
9	Behalf Of All Others Similarly Situated,	RELATED CASE	
10	Plaintiff,		
11	V.		
12	ZYNGA INC., MARK PINCUS, REGINALD D. DAVIS, JEFF KARP, JOHN SCHAPPERT, and	Judge: Jeffrey S. White Complaint Filed: Aug 1, 2012	
13	DAVID M. WEHNER,	Trial Date: None Set	
14	Defendants.		
15	JAKE PHILLIPS, Individually, and On Behalf Of	Case No. 12-cv-4064-JSW RELATED CASE	
16	All Others Similarly Situated,		
17	Plaintiff,		
18	V.		
19	ZYNGA, INC., MARK PINCUS, DAVID M. WEHNER, and JOHN SCHAPPERT,	Judge: Jeffrey S. White Complaint Filed: Aug 1, 2012	
20	Defendants.	Trial Date: None Set	
21	WILLIAM B. WALKER, Individually, and On	Case No. 12-cv-4066-JSW	
22	Behalf Of All Others Similarly Situated,	RELATED CASE	
23	Plaintiff,	RELATED CASE	
24	v.		
25	ZYNGA, INC., MARK PINCUS, DAVID M. WEHNER, and JOHN SCHAPPERT,	Judge: Jeffrey S. White Complaint Filed: Aug 2, 2012	
26	Defendants.	Trial Date: None Set	
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1	IRA GAINES, Individually, and On Behalf Of All Others Similarly Situated,	Case No. 12-cv-4133-SBA	
2	Plaintiff,	RELATED CASE	
3	V.		
4	ZYNGA INC., MARK PINCUS, DAVID M.	Judge:	Jeffrey S. White
5	WEHNER, JOHN SCHAPPERT, MARK VRANESH, REGINALD D. DAVIS, CADIR B.	Complaint Filed: Trial Date:	Aug 6, 2012 None Set
6 7	LEE, WILLIAM GORDON, REID HOFFMAN, JEFFREY KATZENBERG, STANLEY J.		1,0110 200
8	MERESMAN, SUNIL PAUL, and OWEN VAN NATTA,		
9	Defendants.		
10	HOOMAN MOAYYED, Individually, and On	Case No. 12-cv-	4250 ISW
11	Behalf Of All Others Similarly Situated,	Case No. 12-cv-4250-JSW RELATED CASE	
12	Plaintiff,	RELATED CASE	
13	v.		
14	ZYNGA, INC., MARK PINCUS, DAVID M. WEHNER, and JOHN SCHAPPERT,	Judge: Complaint Filed:	Jeffrey S. White Aug 13, 2012
15	Defendants.	Trial Date:	None Set
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1	All parties, through their undersigned counsel, hereby submit this Stipulation and	
2	[Proposed] Order consolidating related actions and deferring Defendants' deadlines to respond to	
3	the complaints.	
4	RECITALS	
5	A. Between July 30 and August 13, 2012, the above-captioned class actions (the	
6	"Related Actions") were filed in this Court. The Related Actions allege violations of the federal	
7	securities laws by Zynga Inc., certain of its directors, officers, and executives, as well as	
8	underwriters of Zynga's initial and secondary public offerings of stock on the NASDAQ	
9	exchange market.	
10	B. On August 30, 2012, the parties filed a Joint Administrative Motion to Relate	
11	Actions. (Doc. 24.)	
12	C. On September 17, 2012, the Court issued an order relating the actions. (Doc. 27.)	
13	D. The Related Actions cases are governed by the Private Securities Litigation	
14	Reform Act of 1995 (the "Reform Act").	
15	E. The Reform Act requires courts to address consolidation of related actions before	
16	appointing a lead plaintiff and lead counsel. See 15 U.S.C. §§ 77z-1(a)(3)(B), 78u-4(a)(3)(B).	
17	F. Motions for appointment of lead plaintiff and lead counsel are due on	
18	October 1, 2012.	
19	G. The parties believe that the actions should be consolidated pursuant to Federal	
20	Rule of Civil Procedure 42(a) because they involve common questions of law and fact, and	
21	substantially the same parties, events, and claims under the federal securities laws.	
22	H. The parties further believe that consolidation of the Related Actions would serve	
23	the interests of judicial economy and avoid the potential for conflicting rulings.	
24	THEREFORE, IT IS HEREBY STIPULATED AND AGREED AS FOLLOWS:	
25	I. CONSOLIDATION	
26	1. The parties agree that the following actions should be consolidated for all	
27	purposes, including pre-trial proceedings and trial:	
28		

1	ABBREVIATED CASE NAME	CASE NUMBER	DATE FILED		
2	Destafano v. Zynga, Inc., et al.	12-CV-4007-JSW	July 30, 2012		
3	Campus v. Zynga Inc., et al. Diemand v. Zynga Inc., et al.	12-CV-4048-JSW 12-CV-4059-JSW	August 1, 2012 August 1, 2012		
4	Phillips v. Zynga, Inc., et al. Walker v. Zynga, Inc., et al.	12-CV-4064-JSW 12-CV-4066-JSW	August 1, 2012 August 2, 2012		
5	Gaines v. Zynga Inc., et al.	12-CV-4133-JSW	August 6, 2012		
6	Moayyed v. Zynga, Inc., et al.	12-CV-4250-JSW	August 13, 2012		
7					
8	2. Every pleading filed in the o	consolidated action, or in any se	eparate action included		
9	herein, shall bear the following caption:				
10					
11	UNITED STATES DISTRICT COURT				
12	NORTHERN DISTRICT OF CALIFORNIA				
13 14	IN RE ZYNGA INC. SECURITIES LITIGATION) CLASS ACTION			
15	21110111101) Lead Case No. 12-cv-04	4007-JSW		
16		Consolidated with Case	Nos.		
17	This Document Relates To:) 12-CV-4048-JSW) 12-CV-4059-JSW			
	All Actions.	12-CV-4064-JSW			
18		12-CV-4066-JSW 12-CV-4133-JSW			
19) 12-CV-4250-JSW			
20))			
21	3. The files of the consolidated action shall be maintained in one file under Lead				
22	Case No. 12-cv-04007-JSW.				
23	4. This Order shall apply to each case, arising out of the same or substantially the				
24	same transactions or events as these cases,	same transactions or events as these cases, which is subsequently filed in or deemed related to the			
25	existing Related Actions.				
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II. RESPONSE DEADLINE DEFERRED

- 5. Defendants shall have no obligation to answer or otherwise respond to any of the complaints filed in the Related Actions or any subsequently related action until after the Court appoints a lead plaintiff and lead counsel for the consolidated actions pursuant to the provisions of the Reform Act.
- 6. Defendants will meet and confer with the court-appointed lead counsel within fourteen days after the Court makes its appointment to discuss a schedule for the filing of a consolidated amended complaint and Defendants' response, including their currently anticipated motions to dismiss.

10 Dated: September 25, 2012 JORDAN ETH ANNA ERICKSON WHITE 11 PHILIP T. BESIROF MARK R.S. FOSTER 12 MORRISON & FOERSTER LLP 13 /s/ Anna Erickson White By: 14 JORDAN ETH 15 Attorneys for Defendants ZYNGA INC., MARK PINCUS, DAVID M. 16 WEHNER, JOHN SCHAPPERT, MARK VRANESH, REGINALD D. DAVIS, CADIR 17 B. LEE, WILLIAM GORDON, REID HOFFMAN, JEFFREY KATZENBERG. 18 STANLEY J. MERESMAN, SUNIL PAUL, and OWEN VAN NATTA 19 **BRUCE ANGIOLILLO** 20 SIMONA G. STRAUSS

SIMPSON THACHER & BARTLETT LLP

By: /s/ Simona G. Strauss
SIMONA G. STRAUSS

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SECURITIES LLC, MERRILL LYNCH,
PIERCE, FENNER & SMITH
INCORPORATED, BARCLAYS CAPITAL
INC., and ALLEN & COMPANY LLC

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