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8 Attorneys for Defendants MARK PINCUS, DAVID M.
 WEHNER, JOHN SCHAPPERT, MARK VRANESH,
 9 REGINALD D. DAVIS, CADIR B. LEE, WILLIAM
 GORDON, REID HOFFMAN, JEFFREY KATZENBERG,
 10 STANLEY J. MERESMAN, SUNIL PAUL, ELLEN F.
 SIMINOFF, OWEN VAN NATTA, and Nominal Defendant
 11 ZYNGA INC.

12 UNITED STATES DISTRICT COURT
 13 NORTHERN DISTRICT OF CALIFORNIA
 14

15 IRA for the Benefit of KARL GRAULICH,
 16 derivatively on behalf of ZYNGA INC.,

17 Plaintiff,

18 v.

19 MARK PINCUS, JOHN SCHAPPERT,
 WILLIAM GORDON, REID HOFFMAN,
 20 JEFFREY KATZENBERG, STANLEY J.
 MERESMAN, SUNIL PAUL, OWEN VAN
 21 NATTA, MARK VRANESH, DAVID M.
 WEHNER, REGINALD D. DAVIS, and CADIR
 B. LEE,

22 Defendants,

23 and

24 ZYNGA INC.,

25 Nominal Defendant.
 26

27 *[Caption continues on following page.]*
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Case No. 12-CV-4327-JSW

**STIPULATION AND ~~[PROPOSED]~~
 ORDER CONSOLIDATING
 RELATED SHAREHOLDER
 DERIVATIVE ACTIONS AND
 DEFERRING DEFENDANTS'
 DEADLINES TO RESPOND**

Judge: Hon. Jeffrey S. White
 Complaint Filed: Aug 16, 2012
 Trial Date: None Set

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MARC ALBIN, derivatively on behalf of
ZYNGA INC.,

Plaintiff,

v.

MARK PINCUS, CADIR LEE, REID
HOFFMAN, OWEN VAN NATTA, DAVID M.
WEHNER, MARK VRANESH, JOHN
SCHAPPERT, REGINALD D. DAVIS,
WILLIAM GORDON, JEFFREY
KATZENBERG, STANLEY J. MERESMAN,
SUNIL PAUL, and JEFF KARP,

Defendants,

and

ZYNGA INC., a Delaware corporation,

Nominal Defendant

Case No. 12-CV-4330-JSW

RELATED CASE

Judge: Hon. Jeffrey S. White
Complaint Filed: Aug. 16, 2012
Trial Date: None Set

STACEY BARRON, derivatively on Behalf of
ZYNGA INC.,

Plaintiff,

-against-

MARK PINCUS, DAVID M. WEHNER, MARK
VRANESH, CADIR LEE, REGINALD D.
DAVIS, JEFF KARP, WILLIAM GORDON,
OWEN VAN NATTA, JEFFREY
KATZENBERG, STANELY J. MERESMAN,
SUNIL PAUL, and JOHN SCHAPPERT,

Defendants.

-and-

ZYNGA INC.,

Nominal Defendant.

Case No. 12-CV-4547-JSW

RELATED CASE

Judge: Hon. Jeffrey S. White
Complaint Filed: Aug. 30, 2012
Trial Date: None Set

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<p>JEANNA WEBER, derivatively on Behalf of ZYNGA INC.,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">-against-</p> <p>MARK PINCUS, WILLIAM GORDON, REID HOFFMAN, JEFFREY KATZENBERG, STANLEY J. MERESMAN, SUNIL PAUL, ELLEN F. SIMINOFF, OWEN VAN NATTA, JOHN SCHAPPERT, MARK VRANESH, DAVID M. WEHNER, REGINALD D. DAVIS, and CADIR B. LEE,</p> <p style="text-align: center;">Defendants.</p> <p style="text-align: center;">-and-</p> <p>ZYNGA INC.,</p> <p style="text-align: center;">Nominal Defendant.</p>
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Case No. 12-CV-4684-JSW

RELATED CASE

Judge:	Hon. Jeffrey S. White
Complaint Filed:	Sept. 7, 2012
Trial Date:	None Set

1 All parties in the above-captioned actions, through their undersigned counsel, hereby
2 submit this Stipulation and [Proposed] Order consolidating related shareholder derivative actions
3 and deferring Defendants' deadlines to respond to the complaints.

4 **RECITALS**

5 A. Between August 16 and September 7, 2012, the following four shareholder
6 derivative actions (the "Derivative Actions") were filed in this Court alleging claims on behalf of
7 Zynga Inc. ("Zynga") and certain of Zynga's current and former directors, officers, and
8 executives.

9 1. *IRA of Graulich v. Pincus, et al.*, 12-CV-4327-JSW (filed Aug. 16, 2012)

10 2. *Albin v. Pincus, et al.*, 12-CV-4330-JSW (filed Aug. 16, 2012)

11 3. *Barron v. Pincus, et al.*, 12-CV-4547-JSW (filed Aug. 30, 2012)

12 4. *Weber v. Pincus, et al.*, 12-CV-4684-JSW (filed Sept. 7, 2012)

13 B. On November 9, 2012, the Court related the Derivative Actions to each other and
14 to various securities class actions. (ECF No. 34)

15 C. The parties believe that the Derivative Actions should be consolidated pursuant to
16 Federal Rule of Civil Procedure 42(a) because they share common questions of law and fact and
17 substantially the same parties, events, and claims.

18 D. The parties further believe that consolidation of the Derivative Actions would
19 serve the interests of judicial economy and avoid the potential for conflicting rulings.

20 E. Competing motions have been filed for the appointment of lead Plaintiff's counsel
21 and the Establishment of Leadership Structure for Derivative Actions. A hearing for those
22 competing motions has been set for February 15, 2013, pursuant to a scheduling order issued on
23 November 9, 2012. (ECF No. 35.)

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

25 **I. CONSOLIDATION**

26 1. The parties agree that the following Derivative Actions should be consolidated for
27 all purposes, including pre-trial proceedings and trial:
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BRIAN J. ROBBINS
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By: /s/ Shane P. Sanders
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PAUL R. HUFF
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and

MICHAEL I. FISTEL JR.
MARSHALL P. DEES
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By: /s/ Paul R. Huff
PAUL R. HUFF
Attorneys for Plaintiff Stacey Barron

BRIAN J. BARRY
LAW OFFICE OF BRIAN BARRY

and


JOSEPH E. WHITE, III
JONATHAN M. STEIN
SAXENA WHITE P.A.

By: /s/ Brian J. Barry
BRIAN J. BARRY
Attorneys for Plaintiff Jeanna Weber

~~PROPOSED~~ ORDER

Pursuant to the parties' Stipulation, it is SO ORDERED.

December 3,
Dated: ~~November~~, ___ 2012

By: 
THE HONORABLE JEFFREY S. WHITE
United States District Judge