I

[Caption continues on following page.]	
Nominal Defendant.	
ZYNGA INC.,	
and	
Defendants,	
B. LEE,	
MERESMAN, SUNIL PAUL, OWEN VAN NATTA, MARK VRANESH, DAVID M. WEHNER, REGINALD D. DAVIS, and CADIR	Complaint Filed: Aug 16, 2012 Trial Date: None Set
WILLIAM GORDON, REID HOFFMAN, JEFFREY KATZENBERG, STANLEY J. MEDESMAN, SUNIL DALL, OWEN VAN	Judge: Hon. Jeffrey S. Whi
MARK PINCUS, JOHN SCHAPPERT,	DEFERRING DEFENDANTS' DEADLINES TO RESPOND
V.	RELATED SHAREHOLDER DERIVATIVE ACTIONS AND
Plaintiff,	STIPULATON AND [PROPOSED] ORDER CONSOLIDATING
IRA for the Benefit of KARL GRAULICH, derivatively on behalf of ZYNGA INC.,	Case No. 12-CV-4327-JSW
NORTHERN DISTRICT	
UNITED STATES DI	STRICT COURT
ZYNGA INC.	
GORDON, REID HOFFMAN, JEFFREY KATZEI STANLEY J. MERESMAN, SUNIL PAUL, ELLE SIMINOFF, OWEN VAN NATTA, and Nominal D	N F.
WEHNER, JOHN SCHAPPERT, MARK VRANES REGINALD D. DAVIS, CADIR B. LEE, WILLIA CORDON BEID HOEEMAN, JEEEPEY KATZEI	M
Attorneys for Defendants MARK PINCUS, DAVII	
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MARK R.S. FOSTER (Bar No. 223682) Email: MFoster@mofo.com MORRISON & FOERSTER LLP	
PHILIP T. BESIROF (Bar No. 185053) Email: PBesirof@mofo.com	
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JORDAN ETH (Bar No. 121617) Email: JEth@mofo.com	

STIPULATION AND [PROPOSED] ORDER CONSOLIDATING CASES AND DEFERRING RESPONSES Case No. 12-cv-4330-JSW sf-3187042

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1 2	MARC ALBIN, derivatively on behalf of ZYNGA INC., Plaintiff,	Case No. 12-CV-4330-JSW RELATED CASE
3	V.	
4	MARK PINCUS, CADIR LEE, REID	Judge: Hon. Jeffrey S. White
5 6	HOFFMAN, OWEN VAN NATTA, DAVID M. WEHNER, MARK VRANESH, JOHN SCHAPPERT, REGINALD D. DAVIS,	Complaint Filed: Aug. 16, 2012 Trial Date: None Set
7	WILLIAM GORDON, JEFFREY KATZENBERG, STANLEY J. MERESMAN, SUNIL PAUL, and JEFF KARP,	
8	Defendants,	
9 10	and	
10	ZYNGA INC., a Delaware corporation,	
12	Nominal Defendant	
13	STACEY BARRON, derivatively on Behalf of ZYNGA INC.,	Case No. 12-CV-4547-JSW
14	Plaintiff,	RELATED CASE
15	-against-	
16 17 18	MARK PINCUS, DAVID M. WEHNER, MARK VRANESH, CADIR LEE, REGINALD D. DAVIS, JEFF KARP, WILLIAM GORDON, OWEN VAN NATTA, JEFFREY KATZENBERG, STANELY J. MERESMAN,	Judge:Hon. Jeffrey S. WhiteComplaint Filed:Aug. 30, 2012Trial Date:None Set
10	SUNIL PAUL, and JOHN SCHAPPERT,	
20	Defendants.	
21	-and-	
22	ZYNGA INC.,	
23	Nominal Defendant.	
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	STIPULATION AND [PROPOSED] ORDER CONSOLIDATING CASES	S AND DEFERRING RESPONSES

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1	JEANNA WEBER, derivatively on Behalf of ZYNGA INC.,	Case No. 12-CV-4684-JSW
2	Plaintiff,	RELATED CASE
3	-against-	
4		
5	MARK PINCUS, WILLIAM GORDON, REID HOFFMAN, JEFFREY KATZENBERG,	Judge:Hon. Jeffrey S. WhiteComplaint Filed:Sept. 7, 2012
6	STANLEY J. MERESMAN, SUNIL PAUL, ELLEN F. SIMINOFF, OWEN VAN NATTA,	Trial Date: None Set
7	JOHN SCHAPPERT, MARK VRANESH, DAVID M. WEHNER, REGINALD D. DAVIS, and CADIR B. LEE,	
8	Defendants.	
9	-and-	
10	ZYNGA INC.,	
11	Nominal Defendant.	
12	- Nominal Defendant.	
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-	STIPULATION AND [Proposed] Order Consolidating Cases	S AND DEFERRING RESPONSES

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1	All parties	in the above-captioned actions, through their undersigned counsel, hereby
2	submit this Stipula	tion and [Proposed] Order consolidating related shareholder derivative actions
3	and deferring Defe	endants' deadlines to respond to the complaints.
4		RECITALS
5	A. Bet	ween 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. Alb	in v. Pincus, et al., 12-CV-4330-JSW (filed Aug. 16, 2012)
11	3. Bar	rron v. Pincus, et al., 12-CV-4547-JSW (filed Aug. 30, 2012)
12	4. <i>We</i>	ber 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 securitie	es class actions. (ECF No. 34)
15	C. The	e parties believe that the Derivative Actions should be consolidated pursuant to
16	Federal Rule of Ci	vil Procedure 42(a) because they share common questions of law and fact and
17	substantially the same parties, events, and claims.	
18	D. The	e 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. Cor	npeting motions have been filed for the appointment of lead Plaintiff's counsel
21	and the Establishm	nent of Leadership Structure for Derivative Actions. A hearing for those
22	competing motion	s has been set for February 15, 2013, pursuant to a scheduling order issued on
23	November 9, 2012	. (ECF No. 35.)
24	THEREFO	RE, IT IS HEREBY STIPULATED AND AGREED AS FOLLOWS:
25	I. CONSOL	IDATION
26	1. The	e parties agree that the following Derivative Actions should be consolidated for
27	all purposes, inclu-	ding pre-trial proceedings and trial:
28		

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1	ABBREVIATED CASE NAME	CASE NUMBER	DATE FILED
2 3 4 5	IRA of Graulich v. Pincus, et al. Albin v. Pincus, et al. Barron v. Pincus, et al. Weber v. Pincus, et al.	12-CV-4327-JSW 12-CV-4330-JSW 12-CV-4547-JSW 12-CV-4684-JSW	Aug. 16, 2012 Aug. 16, 2012 Aug. 30, 2012 Sept. 7, 2012
6 7 8	2. Every pleading filed in the herein, shall bear the following caption:	consolidated action, or in any	separate action included
9	UNITED ST.	ATES DISTRICT COURT	
10	NORTHERN D	DISTRICT OF CALIFORNIA	
11 12 13	IN RE ZYNGA INC. DERIVATIVE LITIGATION	 DERIVATIVE ACT Lead Case No. 12-CV Consolidated with Ca 	7-4327-JSW
14 15	This Document Relates To: All Actions.) 12-CV-4330-JSW) 12-CV-4547-JSW) 12-CV-4684-JSW	
16 17 18			
19	3. The files of the consolidated and the consolidat	ted action shall be maintained	l in one file under Lead
20	Case No. 12-CV-4327-JSW.		
21	4. This Order shall apply t	o each derivative case, arisin	ng out of the same or
22	substantially the same transactions or events as these cases, which is subsequently filed in or		subsequently filed in or
23	deemed related to the existing Related Actions.		
24	II. RESPONSE DEADLINE DEFE	RRED	
25	5. Defendants shall have no obligation to answer or otherwise respond to any of the		
26	complaints filed in the Derivative Actions or any subsequently related action until after the Court		
27	appoints lead counsel for the consolidated	the Derivative Actions.	
28			
	STIPULATION AND [PROPOSED] ORDER CONSOLIDA	TING CASES AND DEFERRING RESPON	ISES 2

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1 2 3		nfer with the court-appointed lead counsel within pintment to discuss a schedule for the filing of a adants' responses.
4 5	IT IS SO STIPULATED.	
6		
7 8	Dated: November 27, 2012	JORDAN ETH
9 10		ANNA ERICKSON WHITE PHILIP T. BESIROF MARK R.S. FOSTER MORRISON & FOERSTER LLP
11		By: /s/ Anna Erickson White
12		ANNA ERICKSON WHITE
13 14 15		Attorneys for Defendants MARK PINCUS, DAVID M. WEHNER, JOHN SCHAPPERT, MARK VRANESH, REGINALD D. DAVIS, CADIR B. LEE, WILLIAM GORDON, REID HOFFMAN, JEFFREY KATZENBERG,
16 17		STANLEY J. MERESMAN, SUNIL PAUL, ELLEN F. SIMINOFF, OWEN VAN NATTA, and Nominal Defendant ZYNGA INC.
18		ALAN R. PLUTZIK
19		BRAMSON, PLUTZIK, MAHLER, & BIRKHAEUSER LLP
20		Dry /o/ Alon D. Dhutzik
21		By: /s/ Alan R. Plutzik ALAN R. PLUTZIK
22		Attorneys for Plaintiff IRA for the Benefit of Karl Graulich
23		
24		
25 26		
26 27		
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	Case3:12-cv-04327-JSW Document37 Filed11/27/12 Page7 of 8
1	BRIAN J. ROBBINS FELIPE J. ARROYO
2	SHANE P. SANDERS
3	KEVIN S. KIM ROBBINS UMEDA LLP
4	Dev. /// Change D. Combany
5	By: /s/ Shane P. Sanders SHANE P. SANDERS
6	Attorneys for Plaintiff Marc Albin
7	PAUL R. HUFF NIELSON HUFF LLP
8	and
9	MICHAEL I. FISTEL JR.
10	MARSHALL P. DEES HOLZER HOLZER & FISTEL LLP
11	By: /s/ Paul R. Huff
12	PAUL R. HUFF
13	Attorneys for Plaintiff Stacey Barron
14	BRIAN J. BARRY LAW OFFICE OF BRIAN BARRY
15	and
16	JOSEPH E. WHITE, III JONATHAN M. STEIN
17	SAXENA WHITE P.A.
18	Dru /o/ Drion I. Domu
19	By: /s/ Brian J. Barry BRIAN J. BARRY
20	Attorneys for Plaintiff Jeanna Weber
21	-[PROPOSED] ORDER
22	
23	Pursuant to the parties' Stipulation, it is SO ORDERED. December 3,
24	Dated: November 2012
25	By:
26	THE FONDRAPLE JEFFREY S. WHITE United States District Judge
27	
28	
I	STIPULATION AND [PROPOSED] ORDER CONSOLIDATING CASES AND DEFERRING RESPONSES 4 12-cv-4330-JSW sf-3187042