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6 Counsel for Plaintiff  
 7 IRA for the Benefit of Karl Graulich

8 UNITED STATES DISTRICT COURT  
 9 NORTHERN DISTRICT OF CALIFORNIA

11 IRA FOR THE BENEFIT OF KARL  
 12 GRAULICH, derivatively on behalf of  
 ZYNGA, INC.,

13 Plaintiff,

14 -against-

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

20 Defendants,

21 -and-

22 ZYNGA, INC.,

23 Nominal Defendant.  
 24

No. C-12-04327-JSW

**[PLAINTIFF GRAULICH'S  
 PROPOSED] PRETRIAL ORDER  
 NO. 1 CONSOLIDATING  
 DERIVATIVE ACTIONS AND  
 APPOINTING A LEADERSHIP  
 STRUCTURE FOR PLAINTIFFS**

Date: February 15, 2013  
 Time: 9:00 a.m.  
 Courtroom: 11, 19<sup>th</sup> Floor

Judge: Hon. Jeffrey S. White

27 ~~[PROPOSED]~~ PRETRIAL ORDER NO. 1 CONSOLIDATING DERIVATIVE ACTIONS AND  
 28 APPOINTING LEADERSHIP STRUCTURE FOR PLAINTIFFS

1 MARCUS ALBIN, derivatively on behalf of  
ZYNGA INC.,

2 Plaintiff,

3 -against-

4  
5 MARK PINCUS, CADIR LEE, REID  
6 HOFFMAN, OWEN VAN NATTA, DAVID M.  
7 WEHNER, MARK VRANESH, JOHN  
8 SCHAPPERT, REGINALD D. DAVIS,  
9 WILLIAM GORDON, JEFFREY  
10 KATZENBERG, STANLEY J. MERESMAN,  
11 SUNIL PAUL, and JEFF KARP,

12 Defendants,

13 -and-

14 ZYNGA, INC.,

15 Nominal Defendant.

No. C-12-04330-MMC

16 STACEY BARRON, derivatively on behalf of  
17 ZYNGA, INC.,

18 Plaintiff,

19 -against-

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

27 Defendants,

28 -and-

ZYNGA, INC.,

Nominal Defendant.

No. C-12-04547-DMR

1 JENNA WEBER, derivatively on behalf of  
2 ZYNGA INC.,

3  
4 Plaintiff,

5 -against-

6 MARK PINCUS, WILLIAM GORDON, REID  
7 HOFFMAN, JEFFREY KATZENBERG,  
8 STANLEY J. MERESMAN, SUNIL PAUL,  
9 ELLEN F. SIMINOFF, OWEN VAN NATTA,  
10 JOHN SCHAPPERT, MARK VRANESH,  
11 DAVID M. WEHNER, REGINALD D. DAVIS,  
12 and CADIR LEE,

13 Defendants,

14 -and-

15 ZYNGA, INC.,

16 Nominal Defendant.

No. C-12-04684-LB

1 WHEREAS, there are presently four shareholder derivative actions against certain  
2 officers and directors of Zynga, Inc. (“Zynga” or the “Company”) on file in this Court;

3 WHEREAS, the four Zynga shareholder derivative actions arise out of the same alleged  
4 transactions and occurrences and involve the same or substantially similar alleged issues of fact  
5 and law, and, therefore, should be consolidated for all purposes;

6 WHEREAS, cross-motions have been filed by Plaintiffs Albin and Graulich seeking an  
7 Order consolidating these actions and appointing a leadership structure to manage the  
8 consolidated action (the “Consolidated Action”); and

9 WHEREAS, the Court has considered the motion papers submitted and for good cause  
10 shown:

11 \* \* \*

12 Now, therefore, the Court ORDERS as follows:

13 **I. CONSOLIDATION OF SHAREHOLDER DERIVATIVE ACTIONS**

14 have already been  
15 The following actions ~~are hereby~~ consolidated for all purposes, including pre-trial  
16 proceedings and trial, pursuant to Fed. R. Civ. P. 42(a):

<u>Abbreviated Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>IRA for the Benefit of Karl Graulich v. Pincus et al.</i>	C-12-04327-JSW	August 16, 2012
<i>Marc Albin v. Pincus et al.</i>	C-12-04330-MMC	August 16, 2012
<i>Stacey Barron v. Pincus et al.</i>	C-12-04547-DMR	August 30, 2012
<i>Jenna Weber v. Pincus et al.</i>	C-12-04684-LB	September 7, 2012

21 The above-captioned actions shall be referred to herein as the “Consolidated Action.”  
22 The Consolidated Action, as referenced herein, includes subsequently filed or transferred cases  
23 that are consolidated into the Consolidated Action.  
24  
25  
26

1 **II. CAPTION OF CASES**

2 Every pleading filed in the Consolidated Action, or in any separate action included  
3 herein, shall bear the following caption:

4 **IN THE UNITED STATES DISTRICT COURT**  
5 **FOR THE NORTHERN DISTRICT OF CALIFORNIA**

6  
7 IN RE ZYNGA, INC. ) Civil Action No. C-12-04327  
8 SHAREHOLDER )  
9 DERIVATIVE LITIGATION ) Relating to:  
 ) [ ]

10  
11 **III. MASTER DOCKET**

12 The files of the Consolidated Action shall be maintained in one file under Master File No.  
13 C-12-04327. The Clerk shall file all pleadings in the Master File and note such filings on the  
14 Master Docket. An original of this Order shall be filed by the Clerk in the Master File.

15 **IV. PLEADINGS AND MOTIONS**

16 Plaintiffs shall file a consolidated complaint (“Consolidated Complaint”) no later than 45  
17 days following the entry of the order of consolidation unless otherwise agreed between the  
18 parties or approved by the Court. The Consolidated Complaint shall be deemed the operative  
19 complaint, superseding all complaints filed in any of the actions consolidated hereunder.  
20 Defendants shall have up to 60 days after the filing of the Consolidated Complaint to move,  
21 answer or otherwise respond to the Consolidated Complaint. Plaintiffs shall file their opposition  
22 to any motion(s) filed by defendants with respect to the Consolidated Complaint within 45 days  
23 after the filing of defendants’ motion(s). Defendants shall file any replies to plaintiffs’  
24 opposition(s) within 30 days after plaintiffs’ filing of their opposition(s).

1 **V. ORGANIZATION OF COUNSEL**

2 Lead Counsel for plaintiffs in this Consolidated Action are:

3 HARWOOD FEFFER LLP  
4 ROBERT I. HARWOOD  
5 SAMUEL K. ROSEN  
6 488 Madison Avenue  
7 New York, NY 10022  
8 Telephone: (212) 935-7400

9 Lead Counsel shall have authority to speak for plaintiffs in all matters concerning the  
10 prosecution and resolution of the Consolidated Action, including with respect to pre-trial  
11 procedure, motion practice and discovery, trial, and settlement negotiations. Defendants'  
12 counsel may rely upon agreements made with Lead Counsel and such agreements shall be  
13 binding on all plaintiffs.

14 Lead Counsel shall be responsible on behalf of all plaintiffs for all matters concerning the  
15 prosecution and resolution of the Consolidated Action, including (a) setting policy for plaintiffs  
16 for the prosecution of this litigation; (b) delegating and monitoring the work performed by  
17 plaintiffs' attorneys to ensure that there is no duplication of effort or unnecessary expense; (c)  
18 coordinating, on behalf of plaintiffs, the initiation, response, scheduling, briefing and argument  
19 of all motions, and the initiation and conduct of all discovery proceedings; (d) designating  
20 attorneys to appear at hearings and conferences; (e) determining the timing and substance of any  
21 settlement negotiations with defendants; and (f) providing supervision and coordination of the  
22 activities of plaintiffs' counsel. Lead Counsel shall coordinate all activities and appearances on  
23 behalf of plaintiffs and shall be responsible for the dissemination of notices and orders of this  
24 Court. Lead Counsel shall make all work assignments in such manner as to facilitate the orderly  
25 and efficient prosecution of the Consolidated Action and to avoid duplicative or unproductive  
26 effort. No motion, request for discovery, or other pre-trial or trial proceedings shall be initiated  
27 or filed by any plaintiffs except through plaintiffs' Lead Counsel.

