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8 Attorneys for Defendants  
 Betsy S. Atkins, John A. Kelley, D. Scott Mercer,  
 William A. Owens, Kevin T. Parker  
 9 and Nominal Defendant Polycom, Inc.

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

14	IN RE POLYCOM, INC. DERIVATIVE	)	Lead Case No.: 3:13-cv-3880-SC
15	LITIGATION,	)	
		)	(Derivative Action)
16	This Document Relates To:	)	
17	ALL ACTIONS	)	<b>STIPULATION AND <del>PROPOSED</del></b>
18		)	<b>ORDER REGARDING BRIEFING</b>
19		)	<b>SCHEDULE FOR DEFENDANTS'</b>
20		)	<b>RESPONSE TO COMPLAINT, AND</b>
		)	<b>CONTINUING CASE</b>
		)	<b>MANAGEMENT CONFERENCE</b>

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1 Pursuant to Civil Local Rules 6-2 and 7-12, the parties submit the following Stipulation  
2 and [Proposed] Order through their respective counsel of record.

3 **WHEREAS**, plaintiff Ralph Saraceni filed a shareholder derivative complaint against  
4 defendants Andrew M. Miller, Betsy S. Atkins, John A. Kelley, D. Scott Mercer,  
5 William A. Owens, and Kevin T. Parker, as well as nominal defendant Polycom, Inc.  
6 (collectively, “Defendants”) for violation of various state laws on August 21, 2013 (“*Saraceni*  
7 *Derivative Action*”) (Case No. 3:13-cv-03880-SC, ECF No. 1);

8 **WHEREAS**, plaintiff James Donnelly filed a shareholder derivative complaint against  
9 Defendants for violation of various state laws on October 16, 2013 (“*Donnelly Derivative*  
10 *Action*”) (Case No. 3:13-cv-04810-SC, ECF No. 1);

11 **WHEREAS**, on October 31, 2013, the Court entered an order (the “Consolidation Order”)   
12 which: (1) consolidated the *Saraceni Derivative Action* and the *Donnelly Derivative Action* into  
13 the above-captioned action (the “Consolidated Derivative Action”); (2) required plaintiffs  
14 Saraceni and Donnelly (together, “Plaintiffs”) to file or designate an operative complaint in the  
15 Consolidated Derivative Action within 30 days of the Consolidation Order; and (3) within 10  
16 days of such filing or designation of an operative complaint, required the parties to meet and  
17 confer regarding and file a mutually agreeable schedule and dates by which Defendants must  
18 answer, move to dismiss, or otherwise respond to the operative complaint and file a stipulated  
19 briefing schedule with the Court for approval (ECF No. 27);

20 **WHEREAS**, Plaintiffs filed a notice designating an operative complaint in the  
21 Consolidated Derivative Action on November 27, 2013 (ECF No. 28);

22 **WHEREAS**, the parties have met and conferred, and have agreed to the following  
23 briefing schedule in connection with the Defendants’ response to the operative complaint in the  
24 Consolidated Derivative Action:

25 (1) Defendants shall move to dismiss the operative complaint in the Consolidated  
26 Derivative Action no later than February 7, 2014;

27 (2) Plaintiffs shall file their opposition to Defendants’ motion(s) to dismiss no later than  
28 March 14, 2014;

1 (3) Defendants shall file their reply brief(s) in support of their motion(s) to dismiss no  
2 later than March 28, 2014; and

3 (4) The hearing date for Defendants' motion(s) to dismiss will be set for April 18, 2014 at  
4 10:00 a.m., or the soonest date thereafter on which the Court is available to hear the motion(s);

5 **WHEREAS**, the Consolidation Order also set an Initial Case Management Conference in  
6 the Consolidated Derivative Action for December 20, 2013 at 10:00 a.m. (ECF No. 27); and

7 **WHEREAS**, subject to the Court's approval, the parties agree that the Initial Case  
8 Management Conference should be continued until after Defendants respond to the operative  
9 complaint.

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1           **NOW, THEREFORE**, subject to the Court's approval, the parties hereby stipulate and  
2 agree as follows:

3           (1) Defendants shall move to dismiss the operative complaint in the Consolidated  
4 Derivative Action no later than February 7, 2014;

5           (2) Plaintiffs shall file their opposition to Defendants' motion(s) to dismiss no later than  
6 March 14, 2014;

7           (3) Defendants shall file their reply brief(s) in support of their motion(s) to dismiss no  
8 later than March 28, 2014;

9           (4) The hearing date for Defendants' motion(s) to dismiss will be set for April 18, 2014 at  
10 10:00 a.m., or the soonest date thereafter on which the Court is available to hear the motion(s);

11 and

12           (5) The Initial Case Management Conference in the Consolidated Derivative Action  
13 currently scheduled for December 20, 2013 at 10:00 a.m. is hereby vacated, and the Initial Case  
14 Management in the Consolidated Derivative Action shall instead be set for April 18, 2014 at  
15 10:00 a.m., or to such other date and time as this Court may order.

16           **IT IS SO STIPULATED.**

17 Dated: December 9, 2013

Respectfully submitted,

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24 By: /s/ Keith E. Eggleton  
25 Keith E. Eggleton  
26 keggleton@wsgr.com

27 *Attorneys for Defendants Betsy S. Atkins, John A.  
28 Kelley, D. Scott Mercer, William A. Owens, Kevin  
T. Parker, and Nominal Defendant Polycom, Inc.*

1 Dated: December 9, 2013

By: /s/ Paul T. Friedman

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*Attorneys for Defendant Andrew M. Miller*

9 Dated: December 9, 2013

By: /s/ Nathan R. Hamler

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*Attorneys for Plaintiffs*

17 *I, Keith E. Eggleton, am the ECF user whose ID and password are being used to file this*  
18 *Stipulation and [Proposed] Regarding Briefing Schedule for Defendants' Response to*  
19 *Complaint, and Continuing Case Management Conference. In compliance with Civil Local*  
20 *Rule 5-1(i)(3), I hereby attest that Paul T. Friedman, and Nathan R. Hamler have concurred in*  
21 *this filing.*

21 **[PROPOSED] ORDER**

22 **PURSUANT TO STIPULATION, IT IS SO ORDERED.**

24 Dated: December 10, 2013

