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*Counsel for Plaintiff Gregory M. Miller*

[Additional counsel listed on signature page.]

10 UNITED STATES DISTRICT COURT  
 11 NORTHERN DISTRICT OF CALIFORNIA

12 GREGORY M. MILLER, derivatively on )  
 13 behalf of SOLAZYME, INC., )  
 14 )  
 15 Plaintiff,) )

16 vs. )

17 JONATHAN S. WOLFSON, MICHAEL ) Case No. 15-cv-3880 HSG  
 18 V. ARBIGE, IAN T. CLARK, JAMES R. )  
 19 CRAIGIE, JERRY FIDDLER, PETER ) **Stipulation and ~~Proposed~~ Order**  
 20 KOVACS, DAVID C. COLE, and ) **Temporarily Deferring Prosecution of**  
 21 TYLER W. PAINTER, ) **Derivative Action and Appointing Lead**  
 22 ) **Counsel for Plaintiff**  
 23 Defendants,) )

24 - and - )

25 SOLAZYME, INC., a Delaware )  
 26 corporation, )  
 27 )  
 28 Nominal Defendant.)

1           WHEREAS, on August 25, 2015, Plaintiff Gregory M. Miller (“Plaintiff”) filed  
2 this shareholder derivative action (the “Federal Derivative Action”) on behalf of  
3 nominal defendant Solazyme, Inc. (“Solazyme”), and against defendants Jonathan S.  
4 Wolfson, Michael V. Arbige, Ian T. Clark, James R. Craigie, Jerry Fiddler, Peter  
5 Kovacs, David C. Cole, and Tyler W. Painter, (collectively with Solazyme,  
6 “Defendants”), alleging claims for, among other things, breaches of fiduciary duties  
7 in connection with alleged false and misleading statements regarding Solazyme’s  
8 financial condition and business prospects;

9           WHEREAS, related to the Federal Derivative Action is a purported  
10 shareholder derivative action captioned, *Bertonis v. Wolfson*, No. CIV 534717 (Cal.  
11 Super. Ct., Cnty. of San Mateo) (complaint filed July 16, 2015), which is currently  
12 pending in the Superior Court of California, County of San Mateo (the “State  
13 Derivative Action”), asserting similar claims against nearly identical defendants  
14 based on similar events and transactions alleged in the Federal Derivative Action;

15           WHEREAS, both the Federal Derivative Action and the State Derivative  
16 Action involve some of the same defendants and similar events and transactions  
17 alleged in a related securities-fraud class action pending in this Court, *Norfolk*  
18 *County Retirement System v. Solazyme, Inc.*, No. 15-cv-2938 HSG (N.D. Cal.)  
19 (complaint filed June 24, 2015) (the “Securities Class Action”);

20           WHEREAS, counsel for the parties in the Federal Derivative Action have been  
21 engaged in discussions since the Federal Derivative Action was filed regarding next  
22 steps in light of the State Derivative Action and Securities Class Action, and agreed  
23 to defer proceedings in the Federal Derivative Action pending negotiation and  
24 finalization of this Stipulation;

25           WHEREAS, on October 20, 2015, the Court appointed lead plaintiff and lead  
26 counsel in the Securities Class Action pursuant to the Private Securities Litigation  
27 Reform Act of 1995 (“PSLRA”);

1           WHEREAS, on December 15, 2015, the lead plaintiff filed a consolidated  
2 complaint in the Securities Class Action;

3           WHEREAS, on February 12, 2016, defendants in the Securities Class Action  
4 moved to dismiss the consolidated complaint;

5           WHEREAS, pursuant to the PSLRA, all discovery in the Securities Class  
6 Action is stayed pending the outcome of defendants' motion to dismiss;

7           WHEREAS, on February 2, 2016, the Superior Court stayed the State  
8 Derivative Action until January 1, 2017 while the motion to dismiss the Securities  
9 Class Action is pending;

10           WHEREAS, based upon the overlapping parties and factual allegations  
11 contained in the Federal Derivative Action and the Securities Class Action, and to  
12 avoid the unnecessary expenditure of judicial resources before resolution of the  
13 anticipated motion to dismiss the Securities Class Action, Plaintiff and Defendants  
14 agree, subject to this Court's approval, to temporarily defer prosecution, including  
15 motion practice and discovery, in the Federal Action until such time as the Court  
16 issues an order ruling on the defendants' motion to dismiss the Securities Class  
17 Action;

18           WHEREAS, the parties in the Federal Derivative Action agree that, at any  
19 time during which the prosecution of this case is deferred pursuant to this  
20 stipulation and order, any party may file a motion with the Court seeking to modify  
21 the terms of the Order, which may be opposed by any other party; and

22           WHEREAS, the parties in the Federal Derivative Action further agree that  
23 appointment of lead counsel for plaintiff will promote efficiency and ensure orderly  
24 proceedings.

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1 NOW THEREFORE, Plaintiff and Defendants, by their undersigned counsel,  
2 stipulate as follows:

3 1. Except as noted in ¶¶ 4–6 below, all proceedings, including motions  
4 practice and discovery, in the Federal Derivative Action are deferred until the earlier  
5 occurrence of: (a) an order on the pending motion to dismiss in the Securities Class  
6 Action sustaining all or part of the consolidated complaint; (b) dismissal of the  
7 Securities Class Action in its entirety with prejudice; or (c) notification to the Court  
8 by counsel for Plaintiff or Defendants of a settlement of the Securities Class Action,  
9 the State Derivative Action, or any subsequently filed or threatened derivative  
10 actions that are based on the same or substantially similar allegations as made in  
11 the Federal Derivative Action; (d) as otherwise ordered by the Court (including a  
12 further deferral of these proceedings); or (e) January 1, 2017.

13 2. Within 20 days after the occurrence of any event listed in ¶ 1, the  
14 parties shall meet and confer and shall submit a proposed scheduling order  
15 governing further proceedings in the Federal Derivative Action, including a proposed  
16 schedule regarding the designation or filing of an operative complaint and  
17 Defendants' responses thereto.

18 3. Plaintiff may file an amended complaint, but Defendants need not  
19 answer, move, or otherwise respond to any complaint or amended complaint filed in  
20 the Federal Derivative Action while the proceedings are deferred. None of the  
21 Defendants shall have to respond to any complaint or amended complaint filed in the  
22 Federal Derivative Action until a response date is set and/or approved by the Court.

23 4. In the event that any discovery is provided or produced to plaintiff in  
24 the State Derivative Action, or any subsequently filed or threatened derivative  
25 actions that are based on the same or substantially similar allegations as made in  
26 the Federal Derivative Action while proceedings in the Federal Derivative Action are  
27

1 deferred, Defendants will provide copies of that discovery to counsel for Plaintiff  
2 subject to the execution of an appropriate protective order.

3 5. Defendants shall invite counsel for Plaintiff, Bottini & Bottini, Inc., to  
4 participate in any formal settlement meetings, mediations, or conferences that might  
5 be held in the State Derivative Action, or any subsequently filed or threatened  
6 derivative actions that are based on the same or substantially similar allegations as  
7 made in the Federal Derivative Action while proceedings in the Federal Derivative  
8 Action are deferred.

9 6. At any time during which the prosecution of this Federal Derivative  
10 Action is deferred pursuant to this stipulation and order, a party may file a motion  
11 with the Court seeking to modify the terms of the order, whether or not other parties  
12 object to such motion.

13 7. Plaintiff requests that the Court appoint Bottini & Bottini, Inc. as  
14 plaintiff's Lead Counsel in the Federal Derivative Action. Defendants take no  
15 position on the request.

16 8. Lead Counsel shall have the authority over the following matters on  
17 behalf of Plaintiff and any plaintiffs in any subsequently filed or threatened  
18 derivative actions that are based on the same or substantially similar allegations as  
19 made in the Federal Derivative Action:

- 20 (a) preparing, filing, and amending any complaints;
- 21 (b) directing, coordinating, and supervising the prosecution of the  
22 derivative claims;
- 23 (c) initiating, responding to, scheduling, briefing, and arguing all  
24 motions;
- 25 (d) appearing at all hearings and conferences;
- 26 (e) determining the scope, order, and conduct of all discovery  
27 proceedings;

1 (f) assigning work to all plaintiff's counsel as necessary and  
2 appropriate;

3 (g) retaining experts;

4 (h) communicating with the Court;

5 (i) communicating with Defendants' counsel and entering into  
6 agreements with Defendants' counsel;

7 (j) conducting settlement negotiations with Defendants and their  
8 counsel;

9 (k) collecting and reviewing time and expense records from any and  
10 all plaintiff's counsel, and if appropriate, submitting a joint fee and costs  
11 application;

12 (l) coordinating activities to avoid duplication and inefficiency in the  
13 filing, serving and/or implementation of pleadings, other court papers,  
14 discovery papers, and discovery practice; and

15 (m) performing such other duties that may be incidental to proper  
16 coordination with the proceedings in the State Derivative Action or authorized  
17 by further order of the Court.

18 9. All plaintiffs' counsel in any subsequently filed or threatened derivative  
19 actions that are based on the same or substantially similar allegations as made in  
20 the Federal Derivative Action shall act at the direction of Lead Counsel and shall  
21 assist Lead Counsel in facilitating coordination and communications among counsel  
22 for the parties and with the Court, and shall otherwise assist in the coordination of  
23 discovery, presentations at pretrial conferences, other pretrial activities, and trial.

24 IT IS SO STIPULATED.

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1 Dated: March 9, 2016

Respectfully submitted,  
BOTTINI & BOTTINI, INC.  
Francis A. Bottini, Jr. (SBN 175783)  
Albert Y. Chang (SBN 296065)  
Yury A. Kolesnikov (SBN 271173)

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22 *Counsel for Defendants*

23 **ATTESTATION**

24 In compliance with Local Rule 5-4.3.4(a)(2)(i), I, Francis A. Bottini, Jr., attest  
25 that all other signatories listed, and on whose behalf the filing is submitted, concur  
26 in the filing's content and have authorized the filing.

27 s/ Francis A. Bottini, Jr.  
28 Francis A. Bottini, Jr.

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~~[PROPOSED]~~ ORDER

Pursuant to Stipulation, it is so ordered.

Dated: \_\_\_\_\_ March 29, 2016

  
\_\_\_\_\_  
The Honorable Haywood S. Gilliam, Jr.  
United States District Judge