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 7 and RUCKUS WIRELESS, INC.

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11 *Attorneys for Defendants*
 12 SELINA Y. LO, SEAMUS HENNESSY, GAURAV
 GARG, MOHAN GYANI, GEORGES ANTOUN,
 13 RICHARD LYNCH, STEWART GRIERSON, and
 BARTON BURSTEIN

14 [Additional party and counsel on signature page]

16 UNITED STATES DISTRICT COURT
 17 NORTHERN DISTRICT OF CALIFORNIA
 18 SAN FRANCISCO DIVISION

20 MIGUEL HUSSEY, Individually and on
 Behalf of All Others Similarly Situated,
 21
 Plaintiff,
 22
 vs.
 23 RUCKUS WIRELESS, INC., et al.,
 24
 Defendants.

Case No. 3:16-cv-02991-EMC
**STIPULATION AND ~~PROPOSED~~
 ORDER FOR ADMINISTRATIVE
 RELIEF FROM PAGE LIMITATIONS
 AND PERMISSION TO FILE
 CONSOLIDATED BRIEFS ON
 DEFENDANTS' FORTHCOMING
 MOTIONS TO DISMISS**
 [Civ. L.R. 7-11]

1 Lead Plaintiff City of Pontiac General Employees' Retirement System ("Lead Plaintiff")
2 and Defendants Brocade Communications Systems, Inc. ("Brocade"), Ruckus Wireless, Inc.
3 ("Ruckus"), Selina Y. Lo, Seamus Hennessy, Gaurav Garg, Mohan Gyani, Georges Antoun,
4 Richard Lynch, Stewart Grierson, and Barton Burstein (the "Individual Defendants" and, together
5 with Ruckus and Brocade, "Defendants"), by and through their undersigned counsel, hereby
6 stipulate and agree, subject to Court approval, as follows:

7 WHEREAS, this is a putative securities class action, subject to the Private Securities
8 Litigation Reform Act of 1995 ("PSLRA"), on behalf of former shareholders of Ruckus, in which
9 Lead Plaintiff challenges numerous aspects of the disclosures, process, solicitations, and
10 agreements culminating in the Merger by which Ruckus (previously an independent public
11 company) became a subsidiary of Brocade in May 2016,

12 WHEREAS, the operative pleading in this action is Lead Plaintiff's Amended Complaint
13 for Violations of §§ 14 and 20(a) of the Securities Exchange Act of 1934 and for Breach of
14 Fiduciary Duties (the "Amended Complaint," Dkt. No. 39), filed on October 24, 2016,

15 WHEREAS, the Amended Complaint asserts five claims for relief against Defendants,
16 alleging that: (i) the seven Individual Defendants who were members of Ruckus's Board of
17 Directors breached their fiduciary duties to Ruckus's shareholders in connection with their
18 agreement to the Merger, the terms, conditions, and price provided in the Merger, and their
19 disclosures about the Merger, among other things; (ii) the other Defendants aided and abetted
20 such breaches of fiduciary duty; (iii) Ruckus, as well as all but one of the Individual Defendants,
21 violated Section 14(e) of the Exchange Act by issuing a false and misleading Schedule 14D-9
22 Solicitation/Recommendation Statement regarding the proposed Merger; (iv) Brocade's
23 subsidiary Stallion Merger Sub, Inc. violated Section 14(d)(7) of the Exchange Act and Rule 14d-
24 10 thereunder through several agreements related to the Merger, which allegedly offered
25 additional consideration to Ruckus management and members of its Board of Directors as part of
26 the Exchange Offer, that was not offered or paid to other Ruckus shareholders; and (iv) other
27 Defendants are liable as controlling persons under Exchange Act Section 20(a), and

28 WHEREAS, by previous stipulation of the parties and order of the Court (Dkt. No. 38),

1 Defendants' motions to dismiss and/or other motions in response to the Amended Complaint shall
2 be filed by December 8, 2016, and

3 WHEREAS, Defendants believe it would be most efficient and useful to the Court for
4 them to file a single consolidated motion to dismiss in response to the Amended Complaint,
5 rather than what would otherwise be three separate motions, as explained below, and

6 WHEREAS, Defendants believe they could address all relevant issues in as concise a
7 manner as reasonably possible within a single 45-page consolidated memorandum of points and
8 authorities, rather than three separate motions that could total up to 75 pages in length, and

9 WHEREAS, Defendants believe that fewer than 45 pages would be insufficient to allow a
10 full and fair discussion of the dispositive legal issues in a single brief, because:

11 (i) the Amended Complaint alleges two separate and independent types of principal
12 claims under the Exchange Act (one for false statements in a tender offer solicitation; the other
13 for payment of differential compensation in a tender offer), each of which involves mostly
14 different underlying facts and elements and thus must be addressed separately;

15 (ii) briefing the elements and specifics of the Exchange Act claims under applicable
16 principles, including the PSLRA, requires a high level of detail, such that a single brief
17 addressing all of the issues under the three federal securities claims would need to be
18 approximately 25 pages in length;

19 (iii) the claim for breach of fiduciary duty against seven of the Individual Defendants
20 alleges multiple breaches of the fiduciary duties of care, loyalty, and disclosure based on
21 numerous alleged acts of misconduct, many of which are distinct from the disclosures challenged
22 by the federal securities claims, and, due to the manifold nature of the claims, requires detailed
23 briefing regarding the applicable duties, standards governing each, and case law addressing
24 similar claims;

25 (iv) Defendants are also moving to dismiss on *forum non conveniens* grounds, based
26 on the claim for breach of fiduciary duty and an exclusive forum selection provision in favor of
27 Delaware Chancery Court that Defendants believe is binding, and wish to include this *forum non*
28 *conveniens* motion to dismiss in a single brief along with their Rule 12(b)(6) motions; and

1 (v) Absent a consolidated brief and the requested page limit relief, Brocade and
2 Ruckus would file a motion to dismiss the federal securities claims; the Individual Defendants
3 would file a motion to dismiss the breach of fiduciary duty and aiding and abetting claims; and all
4 Defendants would a motion to dismiss for *forum non conveniens* (which is not governed by Fed.
5 R. Civ. Proc. 12(b)) as well as joinders in each others' motions, and

6 WHEREAS, Lead Plaintiff does not object to Defendants' requests for consolidated
7 briefing and extended page limits, provided Plaintiff is permitted the same maximum number of
8 pages for a consolidated opposition, and

9 WHEREAS, Defendants agree that a consolidated opposition of equal maximum length is
10 appropriate, and the parties have agreed to a consolidated reply as set forth below, and,

11 WHEREAS, the parties agree that the briefing and hearing schedule shall otherwise
12 remain as previously specified by the Court,

13 NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between
14 the undersigned counsel for all parties, subject to Court approval, as follows:

15 1. Defendants may file a single consolidated motion to dismiss setting forth all of
16 their arguments for dismissal of the Amended Complaint, the memorandum of points and
17 authorities of which shall not exceed 45 pages in length.

18 2. Lead Plaintiff may file a single consolidated opposition to Defendants'
19 consolidated motion to dismiss, the memorandum of points and authorities of which shall not
20 exceed 45 pages in length.

21 3. Defendants may file a single consolidated reply brief in further support of their
22 consolidated motion to dismiss, which shall not exceed 25 pages in length.

23 **IT IS SO STIPULATED.**

1 Dated: December 5, 2016

Respectfully submitted,

2 MORGAN, LEWIS & BOCKIUS LLP

3
4 By s/ Joseph E. Floren

Joseph E. Floren

5 *Attorneys for Defendants*

BROCADE COMMUNICATIONS

6 SYSTEMS, INC. and RUCKUS WIRELESS,
7 INC.

8 Dated: December 5, 2016

SULLIVAN & CROMWELL LLP

9
10 By s/ Laura Kabler Oswell

Laura Kabler Oswell

11 *Attorneys for Defendants*

SELINA Y. LO, SEAMUS HENNESSY,

12 GAURAV GARG, MOHAN GYANI,

GEORGES ANTOUN, RICHARD LYNCH,

13 STEWART GRIERSON, and BARTON

BURSTEIN

14 Dated: December 5, 2016

ROBBINS GELLER RUDMAN & DOWD
15 LLP

16
17 By s/ David T. Wissbroecker

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21 *Attorneys for Lead Plaintiff*

CITY OF PONTIAC GENERAL

22 EMPLOYEES' RETIREMENT SYSTEM

23
24 **CERTIFICATE OF CONCURRENCE IN FILING (Civ. L.R. 5-1(i)(3))**

25 I, Joseph E. Floren, am the ECF User whose identification and password are being used to
26 file this Stipulation and [Proposed] Order for Administrative Relief. In compliance with Local
27 Rule 5-1(i)(3), I hereby attest that Laura Kabler Oswell and David T. Wissbroecker have
28 concurred in this filing.

Dated: December 5, 2016

s/ Joseph E. Floren

JOSEPH E. FLOREN

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ORDER

**PURSUANT TO STIPULATION, AND GOOD CAUSE APPEARING, THE
COURT ORDERS:**

1. Defendants will file a single consolidated brief in support of their motions to dismiss, the memorandum of points and authorities of which shall not exceed 45 pages in length.
2. Lead Plaintiff will file a consolidated brief in opposition to Defendants' motion to dismiss, the memorandum of points and authorities of which shall not exceed 45 pages in length.
3. Defendants will file a single consolidated reply brief in further support of their consolidated motion to dismiss, which shall not exceed 25 pages in length.

Dated: December 6, 2016

