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 7 and RUCKUS WIRELESS, INC.

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11 Attorneys for Defendants
 12 SELINA Y. LO, SEAMUS HENNESSY, GAURAV
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 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 SECOND
 AMENDED COMPLAINT**

[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 and process culminating in the
10 Merger by which Ruckus (previously an independent public company) became a subsidiary of
11 Brocade in May 2016, and

12 WHEREAS, the operative pleading is Lead Plaintiff’s Second Amended Complaint for
13 Violations of §§ 14 and 20(a) of the Securities Exchange Act of 1934 and for Breach of Fiduciary
14 Duties (the “SAC,” Dkt. No. 66), filed on March 27, 2017, and

15 WHEREAS, the SAC asserts claims for relief against Defendants under the federal
16 securities laws as well as state law claims for alleged breaches of fiduciary duties and aiding and
17 abetting such breaches, and

18 WHEREAS, the SAC also asserts a claim under the federal securities laws against a newly
19 named Defendant, Morgan Stanley & Co. LLC (“Morgan Stanley”), and

20 WHEREAS, by previous order of the Court (Dkt. No. 65), the motions or other responses
21 of Defendants (other than Morgan Stanley) in response to the SAC shall be filed by April 27,
22 2017, and

23 WHEREAS, Defendants’ counsel are in communication with counsel for Morgan Stanley,
24 which has not yet appeared in this action, and are seeking to arrange filing of a joint consolidated
25 motion to dismiss the SAC on behalf of all Defendants and Morgan Stanley, and

26 WHEREAS, Defendants believe it would be most efficient and useful to the Court for
27 them to file a single consolidated motion to dismiss in response to the SAC, rather than what
28 would otherwise be separate motions, and

1 WHEREAS, with leave of Court, Defendants filed a 43-page consolidated brief in support
2 of their prior motion to dismiss the Amended Complaint (Dkt. No. 42) and, although the SAC
3 drops some allegations from the Amended Complaint, it is longer, adds certain allegations, and
4 adds a new defendant, and

5 WHEREAS, Defendants intend to reassert their motion to dismiss the state law claims in
6 the SAC on forum non conveniens grounds, which the Court stated at the February 16, 2017
7 hearing would not need to be refiled and could be deemed still pending, and Defendants
8 otherwise wish to avoid repetitive briefing on their forthcoming motion to dismiss and to avoid
9 burdening the Court, and thus seek leave in their forthcoming motion to dismiss to refer back to
10 their prior briefing of forum non conveniens and certain other issues that remain unchanged in the
11 SAC, and

12 WHEREAS, based on the foregoing, Defendants believe they could address all relevant
13 issues in as concise a manner as reasonably possible, together with such issues as Morgan Stanley
14 may wish to raise, within a single memorandum of points and authorities of up to 35 pages in
15 length, rather than multiple separate motions that could be substantially longer, and

16 WHEREAS, Defendants believe that fewer pages would be insufficient to allow a full and
17 fair discussion of the dispositive legal issues on the claims alleged in a single brief, and

18 WHEREAS, Lead Plaintiff does not object to Defendants' requests for consolidated
19 briefing and extended page limits and reference to prior briefing, provided Plaintiff is permitted
20 the same number of pages for a consolidated opposition, and the parties have agreed to a
21 consolidated reply as set forth below, and

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

24 NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between
25 the undersigned counsel for all parties who have appeared in this action, subject to Court
26 approval, as follows:

27 1. Defendants may file a single consolidated motion to dismiss setting forth all of
28 their arguments for dismissal of the Second Amended Complaint, the memorandum of points and

1 authorities of which shall not exceed 35 pages in length.

2 2. Lead Plaintiff may file a single consolidated opposition to Defendants’
3 consolidated motion to dismiss, the memorandum of points and authorities of which shall not
4 exceed 35 pages in length.

5 3. Defendants may file a single consolidated reply brief in further support of their
6 consolidated motion to dismiss, which shall not exceed 20 pages in length.

7 4. In briefing the motion to dismiss the Second Amended Complaint, the parties may
8 refer to and incorporate prior briefing on the earlier motion to dismiss the Amended Complaint
9 where appropriate to avoid repetition, provided courtesy copies of such prior briefing are
10 delivered to the Court. Defendants’ motion to dismiss state law claims for forum non conveniens
11 shall be deemed still pending with respect to the Second Amended Complaint and the parties need
12 not repeat their arguments.

13 **IT IS SO STIPULATED.**

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1 Dated: April 21, 2017

Respectfully submitted,

2 MORGAN, LEWIS & BOCKIUS LLP

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4 By /s/ Joseph E. Floren

5 Joseph E. Floren
6 Kevin M. Benedicto
7 Attorneys for Defendants
8 BROCADE COMMUNICATIONS
9 SYSTEMS, INC. and RUCKUS WIRELESS,
10 INC.

11 Dated: April 21, 2017

SULLIVAN & CROMWELL LLP

12 By /s/ Laura Kabler Oswell

13 Laura Kabler Oswell
14 Attorneys for Defendants
15 SELINA Y. LO, SEAMUS HENNESSY,
16 GAURAV GARG, MOHAN GYANI,
17 GEORGES ANTOUN, RICHARD LYNCH,
18 STEWART GRIERSON, and BARTON
19 BURSTEIN

20 Dated: April 21, 2017

ROBBINS GELLER RUDMAN & DOWD
LLP

21 By /s/ David T. Wissbroecker

22 David T. Wissbroecker

23 655 West Broadway, Suite 1900
24 San Diego, CA 92101
25 Telephone: 619/231-1058
26 619/231-7423 (fax)

27 Attorneys for Lead Plaintiff
28 CITY OF PONTIAC GENERAL
EMPLOYEES' RETIREMENT SYSTEM

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

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

Dated: April 21, 2017

/s/ Kevin M. Benedicto

KEVIN M. BENEDICTO

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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 motion to dismiss the Second Amended Complaint, the memorandum of points and authorities of which shall not exceed 35 pages in length.

2. Lead Plaintiff will file a consolidated opposition to Defendants’ motion to dismiss, the memorandum of points and authorities of which shall not exceed 35 pages in length.

3. Defendants will file a single consolidated reply brief in further support of their motion to dismiss, which shall not exceed 20 pages in length.

4. The parties’ briefs may refer to and incorporate prior briefing on the earlier motion to dismiss the Amended Complaint where appropriate to avoid repetition. Courtesy copies of any such prior briefing shall be delivered to the Court. Defendants’ prior motion to dismiss state law claims for forum non conveniens shall be deemed still pending with respect to the Second Amended Complaint and the parties need not repeat their arguments.

Dated: April 24, 2017

