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[Additional counsel appear on signature page.]

**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA**

SAMUEL P. CLARKE, Individually and
on Behalf of All Others Similarly Situated,

Plaintiff,

v.

OCERA THERAPEUTICS, INC.,
ECKARD WEBER, LINDA S. GRAIS,
WENDELL WIERENGA, ANNE M.
VANLENT, STEVEN P. JAMES, NINA
KJELLSON, WILLARD DERE,
MALLINCKRODT PLC, MAK LLC, and
MEH ACQUISITION CO.,

Defendants.

Case No. 3:17-cv-06687-RS

**STIPULATION TO CONTINUE INITIAL
CASE MANAGEMENT CONFERENCE,
SET PLEADING AND BRIEFING
SCHEDULE AND ~~PROPOSED~~ ORDER**

**STIPULATION AND [PROPOSED] ORDER CONTINUING INITIAL CASE MANAGEMENT
CONFERENCE**

1 Pursuant to Civil Local Rule 6-2 and 7-12, Plaintiff Samuel P. Clarke (“Plaintiff”) and
2 Defendants Ocera Therapeutics, Inc., Eckard Weber, Linda S. Grais, Wendell Wierenga, Anne M.
3 VanLent, Steven P. James, Nina Kjellson, Willard Dere, Mallinckrodt PLC, MAK LLC, and MEH
4 Acquisition Co., (“Defendants,” and together with Plaintiff, the “Parties”), by and through their
5 undersigned counsel of record, hereby stipulate to set the pleading and briefing schedule in the
6 above-captioned action.

7 WHEREAS, this case was filed on November 20, 2017, by Samuel P. Clarke, a stockholder
8 of Ocera Therapeutics, Inc. (“Ocera”), captioned *Samuel P. Clarke v. Ocera Therapeutics, Inc. et*
9 *al.*, Case No. 3:17-cv-06687 (the “Action”), alleging violation of Sections 14(e), 14(d)(4), and
10 Section 20(a) of the Securities Exchange Act of 1934 and related regulations with respect to
11 disclosures in a Schedule 14D-9 Solicitation/Recommendation Statement (the “Recommendation
12 Statement”) soliciting stockholder approval of a merger with Mallinckrodt PLC through its
13 subsidiaries (“Mallinckrodt”);

14 WHEREAS, after the merger closed, on February 5, 2018, plaintiff moved to be appointed
15 as co-lead plaintiff with plaintiff William Paulus¹ for the putative class and for appointment of his
16 attorneys as lead counsel pursuant to the Private Securities Litigation Reform Act (“PSLRA”), 15
17 U.S.C. § 78u-4(a)(3)(B) (the “Motion”);

18 WHEREAS, the initial Case Management Conference (“CMC”) for this Action was set for
19 February 22, 2018, (Dkt. No. 5), and later continued to March 1, 2018 (Dkt. No. 10);
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22

23 ¹ On November 30, 2017, William Paulus, a stockholder of Ocera, filed a putative class action
24 captioned *William Paulus v. Ocera Therapeutics, Inc. et al.*, Case No. 4:17-CV-06876-JSW (the
25 “Paulus Action”), alleging violation of Sections 14(e), 14(d)(4), and Section 20(a) of the Securities
26 Exchange Act of 1934 and related regulations with respect to disclosures in the Recommendation
Statement soliciting stockholder approval of a merger with Mallinckrodt PLC through its
subsidiaries.

1 WHEREAS, Plaintiff intends to file an amended complaint if appointed lead plaintiff and
2 Defendants expect they will likely move to dismiss the amended complaint and there is no need to
3 answer or respond to the current complaint;

4 WHEREAS, the parties believe that because the PSLRA stays all discovery, including initial
5 disclosures, pending the disposition of motions to dismiss in securities actions such as this one, it is
6 appropriate to defer the initial case management statement, initial case management conference, and
7 the completion of initial disclosures until the lead plaintiff has filed a consolidated amended
8 complaint, Defendants have had the opportunity to file any motion to dismiss, and the Court has
9 ruled on Defendants' anticipated motion to dismiss. *See, e.g., Medhekar v. United States Dist.*
10 *Court*, 99 F.3d 325, 328–29 (9th Cir. 1996) (holding Fed. R. Civ. P. 26(a)'s initial disclosure
11 requirements are disclosures or other proceedings for purposes of PSLRA's stay provision, and
12 must be stayed pending disposition of motion to dismiss);

13 WHEREFORE, because this case will not be at issue until after the Defendants' motion to
14 dismiss is fully briefed and decided—and even then only if the pleading is sustained—the parties
15 agree and respectfully submit that a continuance of the initial CMC for at least 120 days would be
16 reasonable and propose a continuance from March 1, 2018 to June ²⁸~~29~~, 2018.

17 WHEREFORE, Defendants' response should be held in abeyance and Defendants need not
18 move, plead, or otherwise respond to the complaint in the Action until an operative complaint is
19 designated;

20 WHEREFORE, Plaintiff shall file an amended complaint no later than 30 days following the
21 Court's entry of an order granting the motion for appointment as lead plaintiff;

22 WHEREFORE, Defendants shall move, plead, or otherwise respond to the amended
23 complaint no later than 45 days after it is filed;

24 WHEREFORE, if Defendants move to dismiss the operative complaint, any opposition
25 papers shall be filed no later than 45 days thereafter;

1 WHEREFORE, if opposition papers are filed, Defendants shall file any reply papers no later
2 than 30 days thereafter;

3 WHEREFORE, this Stipulation is entered into without prejudice to any party seeking any
4 interim relief;

5 WHEREFORE, nothing in this Stipulation shall be construed as a waiver of any of
6 Defendants' rights or positions in law or equity, or as a waiver of any defenses that Defendants
7 would otherwise have, including, without limitation, jurisdictional defenses; and

8 WHEREFORE, the Parties do not seek to stipulate to the foregoing schedule for the purpose
9 of delay, and the proposed dates will not have an effect on any pre-trial and trial dates as the Court
10 has yet to schedule these dates.

11
12 Respectfully submitted,

13 DATED: February 21, 2018

/s/ Michael T. Jones

14 Michael T. Jones

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25 *Inc., Eckard Weber, Linda Grais, Willard*

26 *Dere, Steven James, Nina Kjellson, Anne*

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27 4

1 DATED: February 21, 2018

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Counsel for Plaintiff Samuel P. Clarke

14 DATED: February 21, 2018

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*Counsel for Defendants Mallinckrodt PLC,
25 MAK LLC, and MEH Acquisition Co.*

1 * * *

2
3 **ORDER**

4
5 PURSUANT TO STIPUATION, IT IS SO ORDERED.

6
7 DATED: February 21, 2018



RICHARD SEEBORG

8 THE HONORABLE ~~JEFFREY S. WHITE~~
9 UNITED STATES DISTRICT JUDGE