1	MICHAEL D. TORPEY (SBN 79424)			
	MICHAEL D. TORPEY (SBN 79424) JAMES N. KRAMER (SBN 154709) RICHARD GALLAGHER (SBN 208714) JAMES E. THOMPSON (SBN 240979)			
2 3	JAMES E. THOMPSON (SBN 240979) ORRICK, HERRINGTON & SUTCLIFFE LLP The Orrick Building 405 Howard Street			
4				
5	San Francisco, CA 94105-2669 Telephone: 415-773-5700 Facsimile: 415-773-5759			
6	Attorneys for Nominal Defendant NVIDIA Co.	rporation		
7	Thiorneys for Nominal Defendant IVIDIA Co.	porturon		
8	UNITED STATES DISTRICT COURT			
9	NORTHERN DISTRICT OF CALIFORNIA			
10	OAKLA	ND DIVISION		
11				
12	In re NVIDIA CORP. DERIVATIVE LITIGATION	Master File No. C-06-06110-SBA (JCS)		
13		STIPULATION AND [XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX		
14	This Document Relates To:			
15	ALL ACTIONS.			
16		<del>_</del>		
17				
18				
19				
20				
21				
22				
23				
24				
25				
26				
27				
28				
	OHS West:260546309.1	STIPULATION AND [PROPOSED] ORDER REGARDING SETTLEMENT C-06-06110-SBA		

1	This Stipulation is entered into by and among lead plaintiffs, the Nominal Defendar		
2	NVIDIA Corp. ("NVIDIA"), and the individuals named as defendants in this action, through the		
3	attorneys of record.		
4	WHEREAS, on September 22, 2008 the parties filed a Stipulation informing	the Cour	
5	that they had executed a Memorandum of Understanding outlining the terms of a proposed		
6	settlement and that a Motion for Preliminary Approval of Settlement would be submitted within		
7	reasonable period of time thereafter;		
8	WHEREAS, pursuant to this Court's October 31, 2008 Order, the parties were to submit		
9	the Motion for Preliminary Approval of Settlement by November 7, 2008;		
10	WHEREAS, the parties are continuing to work on the settlement papers and expect to		
11	have them finalized shortly;		
12	WHEREFORE, IT IS STIPULATED AND AGREED that:		
13	The parties will submit a Motion for Preliminary Approval of Settl	ement by	
14	November 14, 2008.		
15	5 2. The hearing on the Motion for Preliminary Approval of Settlement will	remain as	
16	6 currently scheduled for January 27, 2009.		
17	7 DATED: November 10, 2008 Respectfully Submitted,		
18	8 ORRICK, HERRINGTON & SUTCLIFF MICHAEL D. TORPEY	E LLP	
19			
20			
21	1		
22	2 s/ James E. Thompson JAMES E. THOMPSON		
23			
24			
25	Telephone: 415/773-5700 415/773-5759 (fax)		
26		[A	
27			
28	8		

1	I, James E. Thompson, am the ECF user whose ID and password are being used to fit		
2	this Stipulation and [Proposed] Order Regarding Settlement. In compliance with General Orde		
3	45, X.B., I hereby attest that Samuel M. Ward has concurred in this filing.		
4	DATED: November 10, 2008	STEPHEN R. BASSER	
5	,	SAMUEL M. WARD 600 West Broadway, Suite 900	
6		San Diego, CA 92101	
7		Telephone: 619/230-0800 619/230-1874 (fax)	
8			
9		s/ Samuel M. Ward SAMUEL M. WARD	
10		Attorneys for Lead Plaintiffs	
11	I, James E. Thompson, am the ECF user whose ID and password are being used to fi		
12	this Stipulation and [Proposed] Order Regarding Settlement. In compliance with General Orde		
13	45, X.B., I hereby attest that Stephanie Byerly has concurred in this filing.		
14	DATED: November 10, 2008	HOWREY LLP	
15		LEIGH A. KIRMSSE STEPHANIE BYERLY	
16			
17		s/ Stephanie Byerly	
18		STEPHANIE BYERLY	
19		525 Market Street, Suite 3600 San Francisco, CA 94105-2708	
20		Telephone: 415/848-4966 415/848-4999 (fax)	
21		Attorneys for Defendant Christine B. Hoberg	
22		Attorneys for Defendant Christine B. Hooling	
23			
24			
25			
26			
27			
28			

1	I, James E. Thompson, am the ECF user whose ID and password are being used to file		
2	this Stipulation and [Proposed] Order Regarding Settlement. In compliance with General Order		
3	45, X.B., I hereby attest that Kevin Muck has concurred in this filing.		
4	DATED: November 10, 2008	FENWICK & WEST	
5		KEVIN P. MUCK KALAMA LUI-KWAN	
6		555 California Street, 12th Floor	
7		San Francisco, CA 94104 Telephone: 415-875-2300 Facsimile: 415-281-1350	
8			
9		s/ Kevin P. Muck	
10		KEVIN P. MUCK	
11		Attorneys for Chris A. Malachowsky, Jeffrey D.	
12		Fisher, Mary M. Dotz, and Daniel F. Vivoli	
13			
14	I, James E. Thompson, am the ECF user whose ID and password are being used to file		
15	this Stipulation and [Proposed] Order Regarding Settlement. In compliance with General Order		
16	45, X.B., I hereby attest that Steven Kaufhold has concurred in this filing.		
17	DATED: November 10, 2008	AKIN, GUMP, STRAUSS, HAUER & FELD LLP	
18	DIVILID. NOVELIBER 10, 2000	STEVEN KAUFHOLD	
19		580 California Street, Suite 1500 San Francisco, CA 94104	
20		Telephone: 415-765-9500 Facsimile: 415-765-9501	
21		1 acsimic. 415-705-7501	
22			
23		s/ Steven Kaufhold	
24		STEVEN KAUFOLD	
25		Attorneys for Di Ma	
26			
27			
21			

## PROPOSED ORDER

Based on the stipulation of the signed parties, and good cause appearing, IT IS HEREBY ORDERED that:

- 1. The parties shall submit a Motion for Preliminary Approval of Settlement by November 14, 2008.
- 2. The hearing on the Motion for Preliminary Approval of Settlement will remain as currently scheduled for January 27, 2009.

IT IS SO ORDERED.

DATED: 11/12/08

THE HONORABLE SAUNDRA BROWN ARMSTRONG

UNITED STATES DISTRICT JUDGE