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9 *Attorneys for Defendants SMART Technologies Inc.,*  
 10 *David A. Martin, Nancy L. Knowlton, G.A. Fitch,*  
 11 *Salim Nathoo, Arvind Sodhani, and Apax Partners*

12 [Counsel for Additional Parties  
 Listed on Signature Page]

13 UNITED STATES DISTRICT COURT  
 14 NORTHERN DISTRICT OF CALIFORNIA  
 15 OAKLAND DIVISION

16 THOMAS E. HARPER and DIANE KEENE, )  
 17 Individually and On Behalf of All Others )  
 18 Similarly Situated, )  
 19 Plaintiffs, )  
 20 vs. )  
 21 SMART TECHNOLOGIES, INC., DAVID A. )  
 22 MARTIN, NANCY L. KNOWLTON, G.A. )  
 23 FITCH, SALIM NATHOO, ARVIND )  
 24 SODHANI, INTEL CORPORATION, APAX )  
 25 PARTNERS, MORGAN STANLEY & CO. )  
 INC., DEUTSCHE BANK AG, and RBC )  
 DOMINION SECURITIES INC, )  
 Defendants. )

Case No. 11 CV 5232 (SBA)  
 Assigned to: Hon. Sandra Brown Armstrong  
**STIPULATION AND ORDER  
 RESCHEDULING INITIAL CASE  
 MANAGEMENT CONFERENCE AND  
 FILING OF JOINT CASE MANAGEMENT  
 STATEMENT**

1 Pursuant to Civil Local Rule 6-2 and this Court's Standing Orders, Defendants SMART  
2 Technologies Inc., David A. Martin, Nancy L. Knowlton, G.A. Fitch, Salim Nathoo, Arvind  
3 Sodhani, Intel Corporation, Apax Partners, Morgan Stanley & Co. LLC (f/k/a Morgan Stanley &  
4 Co. Inc.), Deutsche Bank AG, and RBC Dominion Securities Inc. ("Defendants"), and Plaintiffs  
5 Thomas E. Harper and Dianne Keene ("Plaintiffs") (together, the "Parties"), by and through  
6 their respective counsel of record, hereby submit the following Stipulation and accompanying  
7 Declaration.

8 WHEREAS, the Parties' initial Case Management Conference is scheduled for February 9,  
9 2012;

10 WHEREAS, in accordance with the Court's Standing Orders, the Parties must jointly submit  
11 a Case Management Statement at least ten (10) days before the date of the Case Management  
12 Conference;

13 WHEREAS, on December 16, 2011, the Parties completed briefing on Defendants' Motion  
14 to Transfer this action or in the alternative Dismiss or Stay this action and Strike the Class  
15 Allegations;

16 WHEREAS, on December 16, 2011, the Parties completed briefing on Plaintiffs' Motion to  
17 Remand this action (together with Defendants' Motion, the "Motions");

18 WHEREAS, the Motions remain pending, with this Court scheduled to hear argument on the  
19 Motions on March 13, 2012 at 1:00 P.M.;

20 WHEREAS, the resolution of either or both of the Motions potentially will divest this Court  
21 of jurisdiction over the instant action;

22 WHEREAS, Plaintiffs and Defendants have conferred and agree that, under the  
23 circumstances, deferring the Case Management Conference and submission of a joint Case  
24 Management Statement until after the Court has resolved the Motions will conserve resources of the  
25 parties and this Court;

26 THEREFORE, Plaintiffs and Defendants, by and through their respective counsel, hereby  
27 stipulate as follows:  
28

- 1 1. The Parties' initial Case Management Conference shall be rescheduled for a date after  
2 the Court's resolution of the Motions that is convenient to the Court;  
3  
4 2. The Parties shall submit a joint Case Management Statement ten (10) days prior to the  
5 rescheduled date of the initial Case Management Conference.

6 DATED: January 27, 2012

SIDLEY AUSTIN LLP

7 By:           /s/ Andrew W. Stern            
8 Andrew W. Stern

9 Attorneys for Defendants SMART  
10 TECHNOLOGIES INC., DAVID A. MARTIN,  
11 NANCY L. KNOWLTON, G.A. FITCH,  
12 SALIM NATHOO, ARVIND SODHANI, and  
13 APAX PARTNERS

14 DATED: January 27, 2012

GIBSON, DUNN & CRUTCHER LLP

15 By:           /s/ Paul J. Collins            
16 Paul J. Collins

17 Attorneys for Defendant  
18 INTEL CORPORATION

19 DATED: January 27, 2012

MILBANK, TWEED, HADLEY  
& MCCLOY LLP

20 By:           /s/ Jerry L. Marks            
21 Jerry L. Marks

22 Attorneys for Defendants MORGAN STANLEY  
23 & CO. LLC (F/K/A MORGAN STANLEY & CO.  
24 INC.), DEUTSCHE BANK AG, and RBC  
25 DOMINION SECURITIES INC.

26 DATED: January 27, 2012

SCOTT & SCOTT LLP

27 By:           /s/ Anne L. Box            
28 Anne L. Box

Attorneys for Plaintiffs  
THOMAS E. HARPER and DIANNE KEENE

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**SIGNATURE ATTESTATION**

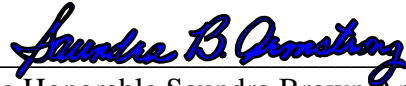
Pursuant to General Order No. 45(X)(B), I hereby attest that I have on file written permission to sign this joint motion from all parties whose signatures are indicated by a conformed signature (/s/) within this e-filed document.

/s/ Andrew W. Stern

**ORDER**

PURSUANT TO THE PARTIES' STIPULATION, IT IS SO ORDERED.

DATED: \_1/31/12



The Honorable Sandra Brown Armstrong  
United States District Court