

1 JORDAN ETH (Bar No. 121617)
 Email: JEth@mofo.com
 2 ANNA ERICKSON WHITE (Bar No. 161385)
 Email: AWhite@mofo.com
 3 KEVIN A. CALIA (Bar No. 227406)
 Email: KCalia@mofo.com
 4 MORRISON & FOERSTER LLP
 425 Market Street
 5 San Francisco, California 94105-2482
 Telephone: 415.268.7000
 6 Facsimile: 415.268.7522

7 Attorneys for Nominal Defendant ZYNGA INC. and
 Defendants MARK PINCUS, DAVID M. WEHNER, JOHN
 8 SCHAPPERT, MARK VRANESH, REGINALD D. DAVIS,
 CADIR B. LEE, JEFF KARP, WILLIAM GORDON, REID
 9 HOFFMAN, JEFFREY KATZENBERG, STANLEY J.
 MERESMAN, SUNIL PAUL, ELLEN F. SIMINOFF, and
 10 OWEN VAN NATTA

11 UNITED STATES DISTRICT COURT
 12 NORTHERN DISTRICT OF CALIFORNIA

13
 14 IN RE ZYNGA INC. DERIVATIVE)
 15 LITIGATION)
 16 _____)
 17 This Document Relates To:)
 All Derivative Actions)

Lead Case No. 12-CV-4327-JSW
 Consolidated with Case Nos.
 12-CV-4330-JSW
 12-CV-4547-JSW
 12-CV-4684-JSW

18) **STIPULATION AND ~~PROPOSED~~**
 19) **ORDER STAYING ACTION**

20) Judge: Hon. Jeffrey S. White
 21) Complaint Filed: August 16, 2012
 22) Trial Date: None Set

1 The parties, through their undersigned counsel, hereby submit this Stipulation and
2 [Proposed] Order continuing the stay in this action, as follows:

3 WHEREAS, on December 3, 2012, the Court entered an order consolidating four related
4 shareholder derivative lawsuits (the “Federal Derivative Action”) asserting claims against certain
5 officers and directors of nominal defendant Zynga Inc., and appointing lead counsel;

6 WHEREAS, a related consolidated securities class action captioned *In re Zynga Inc.*
7 *Securities Litigation*, Lead Case No. 12-cv-04007-JSW (the “Federal Securities Class Action”) is
8 currently pending in the United States District Court for the Northern District of California before
9 the Honorable Jeffrey S. White;

10 WHEREAS, by stipulated order dated March 20, 2014, the Federal Derivative Action was
11 stayed pending resolution of the motion to dismiss the amended complaint in the Federal
12 Securities Class Action;

13 WHEREAS, on April 8, 2015, Judge White denied Defendants’ motion to dismiss the
14 amended complaint in the Federal Securities Class Action;

15 WHEREAS, a related consolidated shareholder derivative action captioned *In re Zynga*
16 *Shareholder Derivative Litigation*, Lead Case No. CGC-12-522934 (the “State Derivative
17 Action”) is pending in the Superior Court of California, County of San Francisco before Curtis
18 E.A. Karnow, and is stayed by stipulation;

19 WHEREAS, a related shareholder derivative action captioned *Sandys v. Pincus et al.*,
20 Case No. 9512-CB (the “Delaware Derivative Action”) is pending in the Delaware Chancery
21 Court before Chancellor Andre Bouchard;

22 WHEREAS, on December 9, 2014, Defendants moved to stay the Delaware Derivative
23 Action in deference to the Federal Securities Class Action, or, in the alternative, to dismiss the
24 action, and briefing on those motions is scheduled to conclude by May 15, 2015;

25 WHEREAS, counsel for the parties in the Federal Derivative Action have engaged in
26 discussions regarding appropriate next steps and means of efficiently managing the Federal
27 Derivative Action;

1 WHEREAS, the parties have reached an agreement that, to conserve party and judicial
2 resources, all proceedings, discovery, and deadlines in the Federal Derivative Action shall
3 continue to be stayed until the Delaware Chancery Court rules on Defendants' pending motion to
4 stay or dismiss the Delaware Derivative Action, or that motion is withdrawn.

5 THEREFORE, IT IS HEREBY STIPULATED AND AGREED AS FOLLOWS:

- 6 1. All proceedings, discovery, and deadlines in this action shall be deferred until the
7 Delaware Chancery Court rules on Defendants' motion to stay or dismiss the
8 Delaware Derivative Action, or that motion is withdrawn.
- 9 2. The parties shall meet and confer within 14 days of the Delaware Chancery
10 Court's ruling on or withdrawal of the motion to stay or dismiss the Delaware
11 Derivative Action to discuss proposed next steps for this action, and shall report to
12 the Court within 14 days after the meet and confer on the proposed next steps for
13 this action.

14 Dated: April 24, 2015

JORDAN ETH
ANNA ERICKSON WHITE
KEVIN A. CALIA
MORRISON & FOERSTER LLP

17 By: /s/ Anna Erickson White
ANNA ERICKSON WHITE

18 Attorneys for Nominal Defendant ZYNGA
19 INC. and Defendants MARK PINCUS,
20 DAVID M. WEHNER, JOHN SCHAPPERT,
21 MARK VRANESH, REGINALD D. DAVIS,
22 CADIR B. LEE, JEFF KARP, WILLIAM
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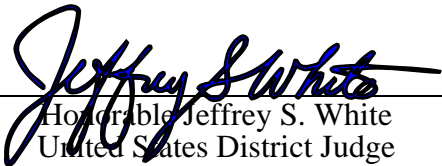
[PROPOSED] ORDER

Having reviewed the parties' Stipulation and for good cause shown, the Court hereby orders that:

1. All proceedings, discovery, and deadlines in this action shall be deferred until the Delaware Chancery Court rules on Defendants' motion to stay or dismiss the Delaware Derivative Action, or that motion is withdrawn.
2. The parties shall meet and confer within 14 days of the Delaware Chancery Court's ruling on or withdrawal of the motion to stay or dismiss the Delaware Derivative Action to discuss proposed next steps for this action, and shall report to the Court within 14 days after the meet and confer on the proposed next steps for this action.

IT IS SO ORDERED.

Dated: April 27, 2015

By:  _____
 Honorable Jeffrey S. White
 United States District Judge