1 2 3 4 5 6 7 8 9	Jeffrey S. Facter (State Bar No. 123817) Patrick D. Robbins (State Bar No. 152288) Emily V. Griffen (State Bar No. 209162) Morgan L. Hector (State Bar No. 246573) SHEARMAN & STERLING LLP 525 Market Street, Suite 1500 San Francisco, CA 94105-2723 Telephone: (415) 616-1100 Facsimile: (415) 616-1199 Email: jfacter@shearman.com probbins@shearman.com egriffen@shearman.com morgan.hector@shearman.com	**E-Filed 9/9/2009**
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11	UNITED STAT	ES DISTRICT COURT
12	NORTHERN DIST	TRICT OF CALIFORNIA
13	SAN JC	DSE DIVISION
14	In re BLUE COAT SYSTEMS, INC. DERIVATIVE LITIGATION	MASTER FILE NO.: C-06-4809-JF (RS) [Consolidated with C-06-5453]
15		
16 17		STIPULATION AND [PROPOSED] ORDER EXTENDING DATE FOR CASE MANAGEMENT CONFERENCE
18	This Document Relates To:	
19	ALL ACTIONS.	Current CMC Date: September 11, 2009
20		Proposed CMC Date: December 18, 2009 Before: Hon. Jeremy Fogel
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	STIP AND [PROPOSED] ORDER EXTENDING DATE FOR CMC	MASTER FILE NO.: C-06-4809-JF (RS) 281251

1	WHEREAS, Plaintiffs in this Consolidated Action filed a Verified Amended
2	Consolidated Shareholder Derivative Complaint ("Consolidated Complaint") on November 30,
3	2007;
4	WHEREAS, on February 1, 2008, Nominal Defendant Blue Coat Systems, Inc.
5	("Blue Coat") and Defendant Ernst & Young LLP ("EY") filed motions to dismiss this case on the
6	ground that a demand upon Blue Coat's board of directors (the "Board") to assert claims against
7	the individual Defendants and Defendant EY would not have been futile (the "Demand Futility
8	Motions");
9	WHEREAS, on February 1, 2008, the individual Defendants and EY filed motions
10	to dismiss the Consolidated Complaint on the grounds that it failed to state a claim for relief
11	against them;
12	WHEREAS, on February 1, 2008, Defendants Blue Coat and EY filed motions to
13	stay the case and/or to compel mediation and, if necessary, arbitration;
14	WHEREAS, Plaintiffs decided not to oppose these motions but to instead make a
15	demand on Blue Coat's Board;
16	WHEREAS, the Parties agreed to, and the Court ordered, a stay of the action to
17	permit Plaintiffs to make their demand upon Blue Coat's Board and to allow the Board to consider
18	such demand;
19	WHEREAS, in response to Plaintiffs' demand, the Board formed a special
20	committee, composed of directors James Tolonen and Keith Geeslin, which according to the Form
21	10-Q filed by Blue Coat on December 9, 2008, was granted plenary authority to decide whether it
22	is in the best interests of the Company and its shareholders to pursue or otherwise resolve the
23	claims raised in the demand letter and in the federal and state derivative actions and any other
24	claims of the Company that the special committee deems necessary or appropriate to consider
25	concerning its historical stock option practices;
26	WHEREAS, the special committee represents that it has been actively engaged in
27	an investigation of Plaintiffs' demand and has been working diligently on the investigation;
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1	WHEREAS, counsel for Plaintiffs and counsel for the special committee have
2	agreed to attempt mediation, to be conducted in late November;
3	NOW, THEREFORE, the Parties, by and through their undersigned counsel of
4	record, hereby agree and stipulate to the following:
5	1. The Case Management Conference scheduled for September 11, 2009,
6	together with all associated pre-conference filings (e.g., the Case Management Statement and Rule
7	26(f) disclosures) shall be continued to December 18, 2009 at 10:30 a.m., or as soon as available
8	thereafter, at which time the Parties will report to the Court about the status of the special
9	committee's work and any attempted mediation;
10	2. The Parties respectfully request that the Court enter an Order approving this
11	Stipulation.
12	Dated: August 27, 2009 SHEARMAN & STERLING LLP Jeffrey S. Facter
13	Patrick D. Robbins Emily V. Griffen
14	Morgan L. Hector 525 Market Street, Suite 1500
15	San Francisco, CA 94105 Telephone: (415) 616-1100
16	Facsimile: (415) 616-1199
17	By:/s/ Jeffrey S. Facter
18	Jeffrey S. Facter
19 20	Counsel for the Special Committee of the Board of Directors of Nominal Defendant Blue Coat Systems,
20	Inc.
21	Dated: August 27, 2009 WILSON SONSINI GOODRICH & ROSATI, P.C. Jerome F. Birn, Jr.
22	650 Page Mill Road Palo Alto, CA 94304-1050
23	Telephone: (650) 493-9300 Facsimile: (650) 565-5100
24	By: /s/ Jerome F. Birn, Jr.
25	Jerome F. Birn, Jr.
26	Counsel for the Blue Coat Defendants and Nominal Defendant Blue Coat Systems, Inc.
27 28	Defendant Dide Coat Systems, me.
28	STIP AND [PROPOSED] ORDER 2 MASTER FILE NO.: C-06-4809-JF (RS)
	EXTENDING DATE FOR CMC 281251

1 2 3 4	Dated:	August 27, 2009	THE WEISER LAW FIRM, P.C. Robert B. Weiser 121 N. Wayne Avenue, Suite 100 Wayne, PA 19087 Telephone: (610) 225-2677 Facsimile: (610) 225-2678
5			By: /s/ Robert B. Weiser Robert B. Weiser
6 7 8			ROBBINS UMEDA LLP Brian J. Robbins Marc M. Umeda David L. Martin 600 B Street, Suite 1900
9 10			San Diego, CA 92101 Telephone: (619) 525-3990 Facsimile: (619) 525-3991
11			Co-Lead Counsel for Plaintiffs
12	Dated:	August 27, 2009	DLA PIPER US LLP
13			Shirli Fabbri Weiss David Priebe
14 15			Roy K. McDonald David M. Doyle 401 B Street, Suite 1700
16			San Diego, CA 92101 Telephone: (619) 699-2700
17			Facsimile: (619) 699-2701
18			By: /s/ Shirli F. Weiss Shirli F. Weiss
19 20			Counsel for Defendant Michael J. Johnson
20 21	Dated:	August 27, 2009	BINGHAM MCCUTCHEN LLP
21			Charlene S. Shimada Adrienne L. Taclas Three Embarcadero Center
23			San Francisco, CA 94111 Telephone: 415) 393-2000
24			Facsimile: (415) 393-2286
25			By: /s/ Charlene S. Shimada
26			Charlene S. Shimada
27			Counsel for Defendant Susan Thornton
28			
		ND [PROPOSED] ORDER IDING DATE FOR CMC	3 MASTER FILE NO.: C-06-4809-JF (RS) 281251

1 2 3 4	Dated:	August 27, 2009	KATTEN MUCHIN ROSENMAN, LLP Bruce G. Vanyo Richard H. Zelichov 2029 Century Park East, Suite 2600 Los Angeles, CA 90067 Telephone: (310) 788-4400 Facsimile: (310) 788-4471
5			By: /s/ Richard H. Zelichov
6 7			Richard H. Zelichov
7			Counsel for Defendant Robert P. Verheecke
8 9	Dated:	August 27, 2009	LATHAM & WATKINS, LLP Peter A. Wald Patrick E. Gibbs
10			David M. Friedman
11			Andrew M. Farthing 505 Montgomery Street, Suite 2000
12			San Francisco, CA 94111-6538 Telephone: (415) 391-0600
13			Facsimile: (415) 395-8095
14			By: /s/ David M. Friedman David M. Friedman
15			Counsel for Defendant Ernst & Young LLP
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		ND [PROPOSED] ORDER IDING DATE FOR CMC	4 MASTER FILE NO.: C-06-4809-JF (RS) 281251

1	-[PROPOSED] ORDER
2	Based upon the above stipulation of the Parties and for good cause appearing
3	therefore, IT IS SO ORDERED.
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5	Dated:, 2009, 2009
6	Hon. Jerem Hoger United States District Judge
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	STIP AND [PROPOSED] ORDER5MASTER FILE NO.: C-06-4809-JF (RS)EXTENDING DATE FOR CMC281251

1	ATTESTATION PURSUANT TO GENERAL ORDER 45
2	I, Morgan L. Hector, attest that concurrence in the filing of this document has been
3	obtained from each of the signatories. I declare under penalty of perjury under the laws of the
4	United States of America that the foregoing is true and correct. Executed this 27th day of
5	August 2009 at San Francisco, California.
6	By:/s/ Morgan L. Hector
7	Morgan L. Hector
8	Counsel for the Special Committee of the Board of Directors of Nominal Defendant Blue Coat Systems,
9	Inc.
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	STIP AND [PROPOSED] ORDER6MASTER FILE NO.: C-06-4809-JF (RS)EXTENDING DATE FOR CMC281251