1 2 3 4 5 6 7	Jeffrey S. Facter (State Bar No. 123817) Patrick D. Robbins (State Bar No. 152288) Emily V. Griffen (State Bar No. 209162) 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			
8	of the Board of Directors of Blue Coat Systems, Inc.			
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10	UNITED STATES DISTRICT COURT			
11	NORTHERN DISTRICT OF CALIFORNIA			
12	SAN JOSE DIVISION			
13 14	In re BLUE COAT SYSTEMS, INC. DERIVATIVE LITIGATION	MASTER FILE NO.: C-06-4809-JF (RS) [Consolidated with C-06-5453]		
15		STIDULATION AND [DDODOSED]		
16		- STIPULATION AND [ <del>PROPOSED]</del> ORDER EXTENDING DATE FOR CASE MANAGEMENT CONFERENCE		
17	This Document Relates To:			
18	ALL ACTIONS.	Current CMC Date: April 2, 2010		
19		Proposed CMC Date: June 4, 2010 Before: Hon. Jeremy Fogel		
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	STIP AND [PROPOSED] ORDER EXTENDING DATE FOR CMC	MASTER FILE NO.: C-06-4809-JF (RS) 286388		

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; 28

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1	WHEREAS, counsel for plaintiffs, counsel for the special committee, counsel for		
2	the insurers, and counsel for certain individual defendants attended a mediation session on		
3	November 24, 2009 with the Honorable Layn Phillips (Ret.), and those mediation discussions are		
4	ongoing;		
5	NOW, THEREFORE, the Parties, by and through their undersigned counsel of		
6	record, hereby agree and stipulate to the following:		
7	1. The Case Management Conference scheduled for April 2, 2010, together		
8	with all associated pre-conference filings (e.g., the Case Management Statement and Rule 26(f) June 11, 2010		
9	disclosures) shall be continued to June-4,-2010-at 10:30 a.m., or as soon as available thereafter, at		
10	which time the Parties will report to the Court about the status of the special committee's work		
11	and the status of mediation discussions;		
12	2. The Parties respectfully request that the Court enter an Order approving this		
13	Stipulation.		
14			
15	Dated: March 26, 2010 SHEARMAN & STERLING LLP Jeffrey S. Facter		
16	Patrick D. Robbins Emily V. Griffen		
17	525 Market Street, Suite 1500 San Francisco, CA 94105		
18	Telephone: (415) 616-1100 Facsimile: (415) 616-1199		
19			
20	By: /s/ Jeffrey S. Facter Jeffrey S. Facter		
21	Counsel for the Special Committee of the Board of		
22	Directors of Nominal Defendant Blue Coat Systems, Inc.		
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	STIP AND [PROPOSED] ORDER2MASTER FILE NO.: C-06-4809-JF (RS)EXTENDING DATE FOR CMC286388		

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2	Dated: March 26, 2010	WILSON SONSINI GOODRICH & ROSATI, P.C. Jerome F. Birn, Jr.
3		650 Page Mill Road Palo Alto, CA 94304-1050
4		Telephone: (650) 493-9300 Facsimile: (650) 565-5100
5		By:/s/ Jerome F. Birn, Jr.
6		By: /s/ Jerome F. Birn, Jr. Jerome F. Birn, Jr.
7		Counsel for the Blue Coat Defendants and Nominal Defendant Blue Coat Systems, Inc.
8		
9	Dated: March 26, 2010	THE WEISER LAW FIRM, P.C. Robert B. Weiser
10		121 N. Wayne Avenue, Suite 100 Wayne, PA 19087
11		Telephone: (610) 225-2677
12		Facsimile: (610) 225-2678
13		By: /s/ Robert B. Weiser Robert B. Weiser
14		ROBBINS UMEDA LLP
15		Brian J. Robbins
16		Marc M. Umeda David L. Martin
17		600 B Street, Suite 1900 San Diego, CA 92101
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19		Co-Lead Counsel for Plaintiffs
20	Dated: March 26, 2010	DLA PIPER US LLP
21	,	Shirli Fabbri Weiss David Priebe
22		Roy K. McDonald
23		David M. Doyle 401 B Street, Suite 1700
24		San Diego, CA 92101 Telephone: (619) 699-2700 Facsimile: (619) 699-2701
25		Facsimile: (619) 699-2701
		By:/s/ Shirli F. Weiss
26		Shirli F. Weiss
27		Counsel for Defendant Michael J. Johnson
28		
	STIP AND [PROPOSED] ORDER EXTENDING DATE FOR CMC	3 MASTER FILE NO.: C-06-4809-JF (RS) 286388

1 2	Dated:	March 26, 2010	BINGHAM MCCUTCHEN LLP Charlene S. Shimada Adrienne L. Taclas Three Embarcadero Center
3 4			San Francisco, CA 94111 Telephone: 415) 393-2000 Facsimile: (415) 393-2286
5			By:/s/ Charlene S. Shimada
6			Charlene S. Shimada
7			Counsel for Defendant Susan Thornton
8 9	Dated:	March 26, 2010	KATTEN MUCHIN ROSENMAN, LLP Bruce G. Vanyo Richard H. Zelichov
10			2029 Century Park East, Suite 2600 Los Angeles, CA 90067
11			Telephone: (310) 788-4400 Facsimile: (310) 788-4471
12			Dry (s/ Dishard II Zalishay
13			By: /s/ Richard H. Zelichov Richard H. Zelichov
14			Counsel for Defendant Robert P. Verheecke
15	Dated:	March 26, 2010	LATHAM & WATKINS, LLP
16			Peter A. Wald Patrick E. Gibbs
17			David M. Friedman Andrew M. Farthing
18			505 Montgomery Street, Suite 2000 San Francisco, CA 94111-6538
19			Telephone: (415) 391-0600 Facsimile: (415) 395-8095
20			
21			By: /s/ David M. Friedman David M. Friedman
22			Counsel for Defendant Ernst & Young LLP
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2		Based	upon the above	stipulation of	the Parties and for good cause appearing
3	therefor	e, IT IS SO C	RDERED.		
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5	Dated:	March 31	_, 2010		
6					Hon. Jeremy Fogel United States District Judge
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1	ATTESTATION PURSUANT TO GENERAL ORDER 45
2	I, Emily V. Griffen, 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 26th day of March,
5	2010 at San Francisco, California.
6	
7	By: /s/ Emily V. Griffen Emily V. Griffen
8	Counsel for the Special Committee of the Board of Directors of Nominal Defendant Blue Coat Systems,
9	Directors of Nominal Defendant Blue Coat Systems, Inc.
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