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13	UNITED STATES DISTRICT COURT			
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15		CICT OF CALIFORNIA		
16	SAN JOSE DIVISION			
17	In re COHERENT, INC. SHAREHOLDER	Lead Case No. C-07-0955-JF		
18	DERIVATIVE ACTION	DERIVATIVE ACTION		
19	This Document Related To:	STIPULATION AND [PROPOSED] ORDER		
20	ALL ACTIONS.			
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		STIPULATION AND [PROPOSED] ORDER C-07-0955-JF		

WHEREAS, on June 25, 2007, plaintiffs filed a consolidated amended complaint (the "Complaint") in this consolidated shareholder derivative action; and

WHEREAS, pursuant to the Court's April 17, 2008 order approving the parties' stipulated pleading schedule, the individual defendants filed motions to dismiss the Complaint on May 2, 2008, and plaintiffs filed their oppositions to the motions to dismiss on June 2, 2008; and

WHEREAS, pursuant to the Parties' stipulation, this Court entered an order on September 26, 2008 continuing the individual defendants' deadline to file their reply memoranda in support of their motions to dismiss to December 8, 2008 so that the parties could continue their renewed settlement discussions; and

WHEREAS, the Special Litigation Committee of Coherent's Board of Directors (the "SLC") and plaintiffs have now attended three mediation sessions with Justice Howard B. Weiner (Ret.) and remain engaged in ongoing settlement discussions with the assistance of Justice Weiner; and

WHEREAS, the Parties want to focus their efforts on settlement and avoid unnecessary litigation expenses and preserve judicial resources; and

WHEREAS, in light of the foregoing, the Parties have agreed, subject to Court approval, that the date for defendants to file their reply briefs in support of their motions to dismiss should be continued until January 5, 2009, in order to allow the Parties to continue their good faith settlement discussions; and

WHEREAS, the agreed upon schedule is not for the purpose of delay, promotes judicial efficiency, and will not cause prejudice to any party;

THEREFORE, IT IS STIPULATED AND AGREED by plaintiffs, defendants and the SLC, through their undersigned counsel, subject to approval of the Court, as follows:

1. The individual defendants' reply briefs in support of their motions to dismiss shall be due on January 5, 2009, unless the Parties advise the Court that a settlement has been reached. The Parties will not seek or engage in any discovery proceedings prior to that date. The Parties reserve their rights to seek an additional stay at any time, either jointly or separately.

1	2. By executing this Stipulation,	the Parties have not waived and expressly retain all	
2	claims, defenses and arguments whether procedural, substantive or otherwise.		
3	IT IS SO STIPULATED.		
4	Dated: December 2, 2008	/s/ Nichole Browning	
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1	Dated: December 2, 2008	/s/ Michael C. Tu
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12		Inc.
13	Dated: December 2, 2008	/s/ Kristi Elder
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1	Dated: December 2, 2008	/s/ Michael R. Smith
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13	Dated: December 2, 2008	/s/ C. Brandon Wisoff
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1	Dated: December 2, 2008 /s/ Caz Hashemi			
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8	Helene Simonet, John R. Ambroseo, John H. Hart, Lawrence Tomlinson, Luis Spinelli, Paul L.			
9	Meissner, Ronald A. Victor, Sandeep Vij, Vittorio Fossati-Bellani, Kevin McCarthy, James L. Taylor,			
10	Gerald C. Barker, Kevin P. Connors, Robert M. Gelber and James L. Hobart			
11	Geloef and James L. Hobart			
12	I, Michael C. Tu, am the ECF user whose ID and password are being used to file this			
13	Stipulation and [Proposed] Order Extending Time to Respond to Complaint. In compliance with General Order $45(X)$, I hereby attest that the other signatories have concurred in this filing.			
14	/s/ Michael C. Tu			
15	Michael C. Tu			
16	<u>ORDER</u>			
17	Pursuant to the parties' stipulation, IT IS SO ORDERED.			
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19	Dated:			
20	HON. J. REMY FOGEL UNITED STATES DISTRICT COURT JUDGE			
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