

1 JAMES E. LYONS (STATE BAR NO. 112582)  
 THOMAS V. CHRISTOPHER (STATE BAR NO. 185928)  
 2 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
 Four Embarcadero Center, Suite 3800  
 3 San Francisco, California 94111  
 Telephone: (415) 984-6400  
 4 Facsimile: (415) 984-2698

5 GARRETT J. WALTZER (STATE BAR NO. 130764)  
 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
 6 525 University Avenue, Suite 1100  
 Palo Alto, California 94301  
 7 Telephone: (650) 470-4500  
 Facsimile: (650) 470-4570

8 Attorneys for Defendant  
 9 YAHOO! INC.

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UNITED STATES DISTRICT COURT  
 FOR THE NORTHERN DISTRICT OF CALIFORNIA  
 SAN JOSE DIVISION

CONGREGATION BETH AARON,	)	CASE NO.: 5:08-CV-05438-RMW
Derivatively on behalf of YAHOO! INC.,	)	
	)	
Plaintiff,	)	<b>STIPULATION AND []</b>
	)	<b>ORDER SETTING BRIEFING</b>
v.	)	<b>SCHEDULE AND HEARING ON</b>
	)	<b>YAHOO! INC.'S MOTION TO DISMISS</b>
JERRY YANG, RON BURKLE, ROBERT	)	<b>CONGREGATION BETH AARON'S</b>
KOTICK, GARY WILSON, MAGGIE	)	<b>AMENDED VERIFIED</b>
WILDEROTTER, ROY BOSTOCK, ERIC	)	<b>SHAREHOLDER DERIVATIVE</b>
HIPPEAU, ARTHUR KERN, EDWARD	)	<b>COMPLAINT</b>
KOZEL, and VYOMESH JOSHI,	)	
	)	
Defendants,	)	
	)	
And YAHOO! INC.,	)	
	)	
Nominal Defendant.	)	
	)	

1           WHEREAS, on December 3, 2008, plaintiff Congregation Beth Aaron filed a Verified  
2 Shareholder Derivative Complaint against defendants Jerry Yang, Ron Burkle, Robert Kotick,  
3 Gary Wilson, Maggie Wilderotter, Roy Bostock, Eric Hippeau, Arthur Kern, Edward Kozel,  
4 Vyomesh Joshi (the “Individual Defendants”), and nominal defendant Yahoo! Inc. (“Yahoo!”)  
5 (collectively, the “Defendants”), in the San Jose Division of the United States District Court for the  
6 Northern District of California (the “Complaint”);

7           WHEREAS, on December 19, 2008, the parties submitted a written stipulation to the Court  
8 extending Defendants’ time to answer, move or otherwise respond to the Complaint until  
9 February 3, 2009;

10           WHEREAS, on January 29, 2009, the parties submitted a written stipulation to the Court  
11 extending Defendants’ time to answer, move or otherwise respond to the Complaint until March 23,  
12 2009;

13           WHEREAS, on February 20, 2009, Congregation Beth Aaron filed an Amended Verified  
14 Shareholder Derivative Complaint against the Individual Defendants and nominal defendant Yahoo!  
15 (the “Amended Complaint”);

16           WHEREAS, there has been pending in the Delaware Court of Chancery since February  
17 2008 five shareholder actions against Yahoo! and certain current and former officers and directors  
18 of Yahoo!, including the Individual Defendants, that were consolidated under the caption In re  
19 Yahoo! Shareholder Litigation, Cons. C.A. No. 3561-CC (the “Delaware Action”) and which  
20 contain both class and derivative claims;

21           WHEREAS, on December 10, 2009, Yahoo!, the individual defendants in the Delaware  
22 Action and plaintiffs in that action executed a Stipulation And Agreement Of Settlement (the  
23 “Settlement Agreement”) that releases, subject to approval of the Court of Chancery, all claims  
24 asserted by plaintiffs in the Delaware Action or “that could have been asserted in any forum by  
25 Plaintiffs or any Class Member, on behalf of themselves, the Class or Yahoo!, against [Yahoo! or  
26 the individual defendants in the Delaware Action] which arise out of, relate to, or are based upon  
27 alleged breaches of fiduciary duty to Yahoo! and its shareholders or other alleged violations of law,  
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1 including the federal securities laws or other federal, state or local law, arising from or in  
2 connection with Defendants' responses to Microsoft's proposal to acquire the Company, [an  
3 agreement between Yahoo! and Google Inc., the terms of which were disclosed on June 13, 2008],  
4 or the proxy contest with Carl Icahn, prior to the last day of the Class Period, including without  
5 limitation the matters alleged" in complaints submitted by plaintiff in the Delaware Action to the  
6 Court of Chancery;

7 WHEREAS, on March 9, 2009, the Court of Chancery issued an order (the "Chancery  
8 Court Order") certifying the Delaware Action as a class action and approving the Settlement  
9 Agreement as "fair, reasonable and adequate and in the best interests of the Class, Yahoo! and its  
10 stockholders...";

11 WHEREAS, Yahoo! intends to file a motion to dismiss Congregation Beth Aaron's  
12 Amended Complaint based on the Settlement Agreement and the Chancery Court Order (the  
13 "Motion") in which the Individual Defendants are expected to join;

14 WHEREAS, Defendants and Congregation Beth Aaron believe that the Motion raises a  
15 threshold issue regarding the effect of the Settlement Agreement and the Chancery Court Order on  
16 this action and further believe that the interests of judicial efficiency and the conservation of  
17 judicial and private resources would be best served if the Motion is decided prior to the Court's  
18 consideration of any other arguments Defendants may wish to present in favor of dismissal of the  
19 Amended Complaint;

20 WHEREAS, the parties agree that all discovery and other proceedings shall be stayed  
21 during the pendency of the Motion;

22 WHEREAS, Defendants and Congregation Beth Aaron wish to set a briefing schedule and  
23 hearing date for the Motion while preserving Yahoo! and the Individual Defendants' rights to move  
24 to dismiss the Amended Complaint based on grounds not asserted in the Motion if the Court denies  
25 the Motion in whole or in part;

26 Now, therefore, the Defendants and Congregation Beth Aaron hereby stipulate and agree as  
27 follows:

28

1 1. Yahoo! shall file the Motion and the Individual Defendants shall join in the Motion  
2 by March 30, 2009;

3 2. Congregation Beth Aaron shall file its opposition to the Motion by May 1, 2009;

4 3. Any reply to Congregation Beth Aaron's opposition shall be filed by May 15, 2009;

5 4. The hearing on the Motion shall be held on June 5, 2009;

6 5. If the Court denies the Motion in whole or in part, Defendants shall have 30 days  
7 from issuance of the Court's order denying the Motion in whole or in part to move to dismiss the  
8 Amended Complaint based on any grounds other than those set forth in the Motion.

9 **IT IS SO STIPULATED**

10 DATED: March 16, 2009

Wolf, Haldenstein, Adler, Freeman & Herz LLP

11  
12 By: /s/ Betsy C. Manifold  
13 Betsy C. Manifold  
14 Attorneys for Plaintiff  
Congregation Beth Aaron

15 DATED: March 16, 2009

Munger, Tolles & Olson LLP

16  
17 By: /s/ Robert L. Dell Angelo  
18 Robert L. Dell Angelo  
19 Attorneys for Defendants  
20 Jerry Yang, Roy J. Bostock, Ronald W. Burkle,  
Eric Hippeau, Vyomesh Joshi, Arthur H. Kern,  
Robert A. Kotick, Edward R. Kozel, Gary L.  
Wilson and Maggie Wilderotter

21 DATED: March 16, 2009

22 Skadden, Arps, Slate, Meagher & Flom LLP

23  
24 By: /s/ James E. Lyons  
25 James E. Lyons  
26 Attorneys for Nominal Defendant  
27 Yahoo! Inc.  
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For good cause shown, the briefing and hearing schedule on the Motion is set as follows:

- 1. Yahoo! shall file the Motion and the Individual Defendants shall join in the Motion by March 30, 2009;
- 2. Congregation Beth Aaron shall file its opposition to the Motion by May 1, 2009;
- 3. Any reply to Congregation Beth Aaron’s opposition shall be filed by May 15, 2009;
- 4. The hearing on the Motion shall be held on June 5, 2009 at 9:00 a.m.;
- 5. If the Court denies the Motion in whole or in part, Defendants shall have 30 days from issuance of the Court’s order denying the Motion in whole or in part to move to dismiss the Amended Complaint based on any grounds other than those set forth in the Motion.

**IT IS SO ORDERED .** The Court hereby continues the Case Management Conference set for May 8, 2009 to June 5, 2009 @ 10:30 a.m. (jg)

Dated: 4/30/09

*Ronald M. Whyte*  
 The Honorable Ronald M. Whyte  
 UNITED STATES DISTRICT JUDGE

Respectfully submitted,

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
 James E. Lyons  
 Garret J. Waltzer  
 Thomas V. Christopher

By:           /s/ James E. Lyons            
 James E. Lyons  
 Attorneys for Defendant  
 YAHOO! INC

