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8 Attorneys for Specially Appearing Defendants  
MARC L. ANDREESSEN, LAWRENCE T. BABBIO,  
9 SARI M. BALDAUF, RAJIV L. GUPTA,  
JOHN H. HAMMERGREN, JOEL Z. HYATT,  
10 JOHN R. JOYCE, ROBERT L. RYAN, LUCILLE S.  
SALHANY, and G. KENNEDY THOMPSON

12 UNITED STATES DISTRICT COURT  
13 NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

14 A.J. COPELAND, Individually and )  
Derivatively on Behalf of HEWLETT- )  
15 PACKARD COMPANY, )  
16 Plaintiff, )  
17 vs. )  
18 RAYMOND J. LANE, GARY REINER, LEO )  
APOTHEKER, MEG WHITMAN, SHUMEET )  
19 BANERJI, PATRICIA RUSSO, DOMINIQUE )  
20 SENEQUIER, G. KENNEDY THOMPSON, )  
MARK V. HURD, MARC L. ANDREESSEN, )  
21 SARI M. BALDAUF, RAJIV L. GUPTA, )  
LAWRENCE T. BABBIO, JR., JOHN H. )  
22 HAMMERGREN, JOEL Z. HYATT, JOHN )  
JOYCE, LUCILLE S. SALHANY and )  
23 ROBERT RYAN, )  
24 Defendants, )  
25 -and- )  
26 HEWLETT-PACKARD COMPANY, )  
27 Nominal Defendant. )  
28

Case No. 5:11-cv-01058-EJD  
~~PROPOSED~~ ORDER APPROVING  
SUBSTITUTION OF COUNSEL

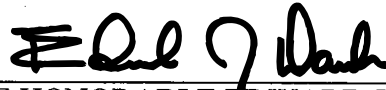
1 **TO ALL PARTIES AND THEIR COUNSEL OF RECORD:**

2 Specially appearing defendants Marc L. Andreessen, Lawrence T. Babbio, Sari M. Baldauf,  
3 Rajiv L. Gupta, John H. Hammergren, Joel Z. Hyatt, John R. Joyce, Robert L. Ryan, Lucille S.  
4 Salhany and G. Kennedy Thompson (the "Director Defendants") seek an order permitting  
5 substitution of Allen J. Ruby (SBN 47109) of the law firm Skadden, Arps, Slate, Meagher & Flom,  
6 LLP, located at 525 University Avenue, Suite 1100, Palo Alto, CA 94301, in place of James E.  
7 Lyons (SBN 112582) of the law firm Skadden, Arps, Slate, Meagher & Flom, LLP, located at 525  
8 University Avenue, Suite 1100, Palo Alto, CA 94301 in *Copeland v. Lane et. al.*, Case No. 5:11-  
9 cv-01058-EJD.

10 Pursuant to Civil Local Rule 11-5 and in accordance with General Order 45, the Court  
11 approves the substitution of counsel sought by the Director Defendants.

12 IT IS SO ORDERED.

13 DATED: October 6, 2011

14 

15 THE HONORABLE EDWARD J DAVILA  
16 UNITED STATES DISTRICT COURT JUDGE

17 Respectfully Submitted by:

18 DATED: October 3, 2011

19 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

20

21 By: /s/ Garrett J. Waltzer

22 GARRETT J. WALTZER  
23 Attorneys for Specially Appearing Defendants  
24 MARC L. ANDREESSEN, LAWRENCE T. BABBIO,  
25 SARI M. BALDAUF, RAJIV L. GUPTA,  
26 JOHN H. HAMMERGREN, JOEL Z. HYATT,  
27 JOHN R. JOYCE, ROBERT L. RYAN, LUCILLE S.  
28 SALHANY and G. KENNEDY THOMPSON