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Attorneys for Plaintiff

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

PATRICIA M. McKENNA, Derivatively on)
Behalf of GOOGLE INC.,)
)
Plaintiff,)
)
vs.)
)
LARRY PAGE, et al.,)
)
Defendants.)
)
- and -)
)
GOOGLE INC., a Delaware corporation,)
)
Nominal Party.)

No. 11-cv-04248-PJH
STIPULATION AND [~~PROPOSED~~] ORDER
CONSOLIDATING ACTIONS AND
APPOINTING LEAD COUNSEL

[Caption continued on following page.]

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JAMES CLEM, Derivatively on Behalf of
GOOGLE INC.,

Plaintiff,

vs.

LARRY PAGE, et al.,

Defendants.

– and –

GOOGLE INC., a Delaware corporation,

Nominal Defendant.

No. 11-cv-04249-RMW

AVROHOM GALLIS, Derivatively on Behalf
of GOOGLE INC.,

Plaintiff,

vs.

ERIC E. SCHMIDT, et al.,

Defendants.

– and –

GOOGLE INC., a Delaware corporation,

Nominal Defendant.

No. 11-cv-04270-LHK

1 WHEREAS, there are presently three shareholder derivative actions on behalf of nominal
2 defendant Google Inc. (“Google” or the “Company”) pending in this Court, as follows:

Case Name	Case No.	Date Filed
<i>McKenna v. Page, et al.</i>	CV-11-04248-PJH	August 29, 2011
<i>Clem v. Page, et al.</i>	CV-11-04249-RMW	August 29, 2011
<i>Gallis v. Schmidt, et al.</i>	CV-11-04270-LHK	August 29, 2011

6 WHEREAS, *McKenna*, *Clem* and *Gallis* (together, the “Actions”) assert breach of fiduciary
7 duty and related claims on behalf of Google against its directors and certain top officers that arise
8 from the same or substantially similar facts, occurrences and transactions;

9 WHEREAS, the parties have met and conferred and agree that the Actions should be
10 consolidated under Rule 42(a) of the Federal Rules of Civil Procedure, and that consolidation of the
11 Actions will promote judicial economy and preserve both public and private resources;

12 WHEREAS, counsel for plaintiffs in the Actions have met and conferred and agree that the
13 law firms of Robbins Geller Rudman & Dowd LLP, Robbins Umeda LLP and Pomerantz Haudek
14 Grossman & Gross LLP should be appointed lead counsel for plaintiffs in the Actions;

15 WHEREAS, defendants take no position as to the appointment of lead counsel for plaintiffs
16 in the Actions; and

17 WHEREAS, the parties have met and conferred regarding defendants’ acceptance of service
18 of the summons and complaints, as well as a schedule for the filing and service of a consolidated
19 complaint and defendants’ responses thereto.

20 THEREFORE, IT IS STIPULATED AND AGREED by the parties, through their respective
21 counsel of record, as follows:

22 1. The following actions shall be consolidated for all purposes, including pre-trial
23 proceedings and trial:

Case Name	Case No.	Date Filed
<i>McKenna v. Page, et al.</i>	CV-11-04248-PJH	August 29, 2011
<i>Clem v. Page, et al.</i>	CV-11-04249-RMW	August 29, 2011
<i>Gallis v. Schmidt, et al.</i>	CV-11-04270-LHK	August 29, 2011

1 2. Every pleading filed in this consolidated action, or in any separate actions included
2 herein, shall bear the following caption:

3 UNITED STATES DISTRICT COURT
4 NORTHERN DISTRICT OF CALIFORNIA
5 SAN JOSE DIVISION

6 In re GOOGLE INC. SHAREHOLDER) Master File No. CV-11-04248-PJH
7 DERIVATIVE LITIGATION)
8 _____)
9 This Document Relates To:)
10 ALL ACTIONS)
_____)

11 3. When a case which properly belongs as part of *In re Google Inc. Shareholder*
12 *Derivative Litigation*, Master File No. CV-11-04248-PJH, is hereafter filed in the Court or
13 transferred here from another court, this Court requests the assistance of lead counsel in calling to
14 the attention of the Clerk of the Court the filing or transfer of any case which might properly be
15 consolidated as part of the consolidated action, and lead counsel are to assist in assuring that counsel
16 in subsequent actions receive notice of this Order.

17 4. Defendants are not required to respond to the complaint in any action consolidated
18 into this action, other than a consolidated complaint or a complaint designated as the operative
19 complaint.

20 5. This Order shall apply to each case, arising out of the same or substantially the same
21 transactions or events as the Actions, which is subsequently filed in, removed to, or transferred to
22 this Court.

23 6. Pursuant to Fed. R. Civ. P. 5(b)(2)(E)-(F), service by e-mail transmission shall be
24 permitted in addition to service via ECF notification. For non-CM/ECF participants, service shall be
25 deemed effective upon transmission of e-mail.

26 **I. APPOINTMENT OF LEAD COUNSEL FOR PLAINTIFFS**

27 7. Robbins Geller Rudman & Dowd LLP, Robbins Umeda LLP and Pomerantz Haudek
28 Grossman & Gross LLP shall serve as lead counsel for plaintiffs in the Actions. Lead counsel shall

1 have authority to speak for plaintiffs in matters regarding pre-trial and trial procedure and settlement
2 negotiations, and shall make all work assignments in such manner as to facilitate the orderly and
3 efficient prosecution of the Actions and to avoid duplicative or unproductive efforts.

4 8. Defendants take no position as to the appointment of lead counsel for plaintiffs in the
5 Actions.

6 9. Defendants' counsel may rely upon all agreements made with plaintiffs' lead counsel,
7 and such agreements shall be binding on all plaintiffs.

8 **II. ACCEPTANCE OF SERVICE**

9 10. Counsel for defendants and nominal defendant shall accept service of the summons
10 and complaint within five business days after entry of this Order.

11 **III. SCHEDULE**

12 11. Plaintiffs shall have thirty five (35) days after this Stipulation is signed to file and
13 serve an Amended Consolidated Complaint. The Amended Consolidated Complaint shall be the
14 operative complaint and shall supersede all complaints filed in any of the actions consolidated
15 herein.

16 12. Defendants and nominal defendant Google shall have thirty (30) days from the filing
17 of the Amended Consolidated Complaint to respond to the Amended Consolidated Complaint.

18 13. In the event that any defendant and/or nominal defendant files a motion under Rule
19 12 of the Federal Rules of Civil Procedure in response to the Amended Consolidated Complaint,
20 plaintiffs shall have thirty (30) days to file and serve their opposition to the motion(s). Defendants
21 and nominal defendant Google shall have twenty (20) days to file and serve reply memoranda, if
22 any.

23 14. All motions shall be noticed in accordance with the Civil Local Rules, unless
24 otherwise ordered by the Court.

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1 DATED: September __, 2011

ROBBINS GELLER RUDMAN
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18 Attorneys for Plaintiff Patricia M. McKenna

19 *I, Travis E. Downs III, am the ECF user whose ID and password are being used to file this*
20 *STIPULATION AND [PROPOSED] ORDER CONSOLIDATING ACTIONS AND APPOINTING*
21 *LEAD COUNSEL. In compliance with General Order 45, X.B., I hereby attest that Marc I. Gross*
22 *has concurred in this filing.*

23 DATED: September __, 2011

POMERANTZ HAUDEK GROSSMAN
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JEREMY A. LIEBERMAN
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I, Travis E. Downs III, am the ECF user whose ID and password are being used to file this STIPULATION AND [PROPOSED] ORDER CONSOLIDATING ACTIONS AND APPOINTING LEAD COUNSEL. In compliance with General Order 45, X.B., I hereby attest that Felipe J. Arroyo has concurred in this filing.

DATED: September __, 2011

ROBBINS UMEDA LLP
BRIAN J. ROBBINS
FELIPE J. ARROYO
SHANE P. SANDERS
GINA STASSI

s/ Felipe J. Arroyo
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DATED: September __, 2011

WILSON SONSINI GOODRICH &
ROSATI, P.C.
BORIS FELDMAN
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and Defendants Larry Page, Sergey Brin, Eric E.
Schmidt, L. John Doerr, John L. Hennessy, Paul
S. Otellini, K. Ram Shriram, Shirley M.
Tilghman, Nikesh Arora and Patrick Pichette

* * *

ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: 9/19/11 _____

THE HONORABLE PHYLIS J. HAMILTON
UNITED STATES DISTRICT COURT JUDGE



Mailing Information for a Case 4:11-cv-04248-PJH

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

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- **Elizabeth Catherine Peterson**
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Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

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