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5 *Counsel for Defendants Blue Coat Systems, Inc.,*
Gregory S. Clark, David W. Hanna, Brian M. NeSmith,
 6 *James A. Barth, James R. Tolonen, Keith Geeslin,*
and Carol G. Mills

7 [Additional counsel on signature page]
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9 UNITED STATES DISTRICT COURT
 10 NORTHERN DISTRICT OF CALIFORNIA
 11 SAN FRANCISCO DIVISION

12	LUIS RODRIGUEZ, individually and on)	No. 5:11-cv-06629-RMW
13	behalf of all others similarly situated,)	
14	Plaintiff,)	<u>CLASS ACTION</u>
15	v.)	STIPULATION AND [PROPOSED]
16	BRIAN M. NESMITH, DAVID W. HANNA,)	ORDER STAYING ACTION
17	JAMES A. BARTH, JAMES R. TOLONEN,)	
18	KEITH GEESLIN, CAROL G. MILLS,)	
19	GREGORY S. CLARK, BLUE COAT)	
20	SYSTEMS, INC., THOMA BRAVO, LLC,)	
21	PROJECT BARBOUR HOLDINGS)	
	CORPORATION, and PROJECT)	
	BARBOUR MERGER CORP.,)	
	Defendants.)	

1 Plaintiff Luis Rodriguez ("Plaintiff") and Defendants Blue Coat Systems, Inc. ("Blue
2 Coat"), Gregory S. Clark, David W. Hanna, Brian M. NeSmith, James A. Barth, Keith Geeslin,
3 James R. Tolonen, Carol G. Mills, Thoma Bravo, LLC ("Thoma Bravo"), Project Barbour
4 Holdings Corporation, and Project Barbour Merger Corp. (collectively, "Defendants" and together
5 with Plaintiff, the "Parties"), through their respective counsel, hereby stipulate as follows:

6 WHEREAS, on December 23, 2011, Plaintiff filed this action challenging the proposed
7 acquisition of Blue Coat by an investor group led by Thoma Bravo (the "Proposed Transaction");

8 WHEREAS, on December 27, 2011, Plaintiff filed an amended complaint in this action;

9 WHEREAS, on January 31, 2012, the Parties agreed to a settlement in principle of this
10 action and entered into a memorandum of understanding to that effect, which is attached hereto as
11 Exhibit A;

12 WHEREAS, pursuant to the memorandum of understanding, on February 1, 2012, Blue
13 Coat filed with the SEC a Schedule 14A containing supplemental disclosures regarding the
14 Proposed Transaction;

15 WHEREAS, as a condition of the settlement, Plaintiff agrees to seek to dismiss this action
16 with prejudice;

17 WHEREAS, in order to permit the Parties to work to finalize the terms of the settlement,
18 the Parties have agreed to stay any further proceedings in this action;

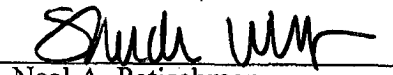
19 NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between the
20 undersigned counsel, subject to approval of the Court, as follows:

- 21 1. In order to permit the Parties to work to finalize the terms of their settlement, this action
22 will be stayed, all deadlines will be held in abeyance, and no further action will be required
23 by the Parties, for 60 days from entry of this Order.

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Dated: February ⁶7, 2012

Respectfully Submitted,
DAVIS POLK & WARDWELL LLP

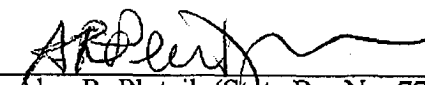


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Gregory S. Clark, David W. Hanna, Brian M.
NeSmith, James A. Barth, James R. Tolonen,
Keith Geeslin, and Carol G. Mills*

Dated: February 2, 2012

BRAMSON, PLUTZIK, MAHLER &
BIRKHAUSER, LLP

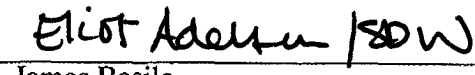


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Counsel for Plaintiff Luis Rodriguez

Dated: February ⁶7, 2012

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Project Barbour Holdings Corporation, and
Project Barbour Merger Corp.*

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ORDER

Having received and reviewed the parties' Stipulation, and good cause appearing therefore,

IT IS SO ORDERED.

Dated: _____

Ronald M. Whyte

The Honorable Ronald M. Whyte

