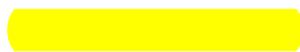


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 SHAW HONG, DWIGHT STEFFENSEN,  
 10 JOSEPH JENG, HENRY YANG,  
 WILLIAM HSU and Nominal Defendant  
 11 OMNIVISION TECHNOLOGIES, INC.

12 UNITED STATES DISTRICT COURT  
 13 NORTHERN DISTRICT OF CALIFORNIA

15 CARPENTERS PENSION FUND OF WEST )  
 VIRGINIA, Derivatively on Behalf of )  
 16 OMNIVISION TECHNOLOGIES, INC., )  
 Plaintiff, )  
 17 )  
 18 v. )  
 )  
 19 SHAW HONG, DWIGHT STEFFENSEN, )  
 JOSEPH JENG, HENRY YANG and WILLIAM )  
 20 HSU, )  
 Defendants. )  
 21 )  
 22 -and- )  
 )  
 23 OMNIVISION TECHNOLOGIES, INC., a )  
 Delaware corporation, )  
 24 )  
 Nominal Party. )  
 25 )  
 26 )

Case No.: 5:12-cv-01423 RMW  
**STIPULATION AND [ ]  
 ORDER TEMPORARILY  
 DEFERRING PROSECUTION OF  
 DERIVATIVE ACTION**

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 28

1 STIPULATION

2 WHEREAS, on August 31, 2012, nominal defendant OmniVision Technologies, Inc.  
3 (“OmniVision”) filed a motion to stay proceedings [Dkt. No. 17] which has been noticed for  
4 hearing on January 18, 2013, along with the motions to dismiss filed by OmniVision and the  
5 individual defendants [Dkt. Nos. 19, 20]; and

6 WHEREAS, the parties in similar derivative actions pending in the Delaware Court of  
7 Chancery (*Pope v. Hong*, Civ. A. No. 7514-VCN), and in California Superior Court, Santa Clara  
8 County (*In re OmniVision Technologies Derivative Litigation*, Lead Case No. 1-12-CV-216875)  
9 (the “State Court Derivative Case”), now have agreed to stay proceedings in those actions  
10 pending a ruling on the motion to dismiss filed in this Court in the action captioned *In re*  
11 *OmniVision Technologies, Inc. Litigation*, Case No. 5:11-cv-5235-RMW (N.D. Cal.) (the  
12 “Securities Case”);

13 WHEREAS, plaintiff in the present action has agreed to coordinate future litigation  
14 efforts, including discovery, if any, with the lead plaintiff in the State Court Derivative Case to  
15 avoid any duplicative work derivatively on behalf of OmniVision;

16 WHEREAS, in the event that any discovery is provided or produced to plaintiffs in the  
17 OmniVision Securities Case, by way of Court order or otherwise, defendants have agreed to  
18 provide copies of that discovery to lead plaintiff in the State Court Derivative Case (subject to  
19 any appropriate agreement or order governing confidentiality).

20 IT IS HEREBY STIPULATED AND AGREED, subject to the approval of the Court,  
21 that:

22 1. All proceedings in this action shall be stayed pending a ruling (“Ruling”) from  
23 this Court on the motion to dismiss filed in the consolidated action *In re OmniVision*  
24 *Technologies, Inc. Litigation*, Case No. 5:11-cv-5235-RMW.

25 2. The January 18, 2013 hearing on defendants’ motions shall be vacated.

26 3. Within twenty (20) days following the Ruling, the parties to the above-captioned  
27 action shall meet and confer regarding further proceedings and submit a joint status report to the  
28 Court.



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**¶ ORDER**

PURSUANT TO THE PARTIES' STIPULATION, IT IS HEREBY ORDERED THAT:

1. All proceedings in this action shall be stayed pending a ruling ("Ruling") from this Court on the motion to dismiss filed in the consolidated action *In re OmniVision Technologies, Inc. Litigation*, Case No. 5:11-cv-5235-RMW.

2. The January 18, 2013 hearing on defendants' motions shall be vacated.

3. Within twenty (20) days following the Ruling, the parties to the above-captioned action shall meet and confer regarding further proceedings and submit a joint status report to the Court.

4. At any time during which the prosecution of this case is deferred pursuant to the Order, a party may file a motion with the Court seeking to modify the terms of the Order, which may be opposed by any other party.

Dated: \_\_\_\_\_

  
\_\_\_\_\_  
Hon. Ronald M. Whyte  
United States District Judge

1 I, Angie Young Kim, am the ECF User whose identification and password are being used  
2 to file the **Stipulation and [Proposed] Order Regarding Stay of Proceedings**. In compliance  
3 with General Order 45.X.B, I hereby attest that the signatories for the parties have concurred in  
4 this filing.

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6 Dated: October 25, 2012

/s/ Angie Young Kim  
Angie Young Kim

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