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 11 *Arthur D. Levinson, Robert Alan Eustace,*
 12 *Omid R. Kordestani, Jonathan J. Rosenberg,*
 13 *Shona L. Brown, Arnnon Geshuri, and*
 14 *Nominal Defendant Google Inc.*

15 [Additional Counsel Appear on Signature Pages]

16 **UNITED STATES DISTRICT COURT**
 17 **NORTHERN DISTRICT OF CALIFORNIA**

18 WEST PALM BEACH FIRE PENSION FUND,)
 19 Plaintiff,)
 20 v.)
 21 LAWRENCE "LARRY" PAGE, SERGEY M.)
 22 BRIN, ERIC E. SCHMIDT, L. JOHN DOERR,)
 23 DIANE B. GREENE, JOHN L. HENNESSY,)
 24 ANN MATHER, PAUL S. OTELLINI, K. RAM)
 25 SHRIRAM, SHIRLEY M. TILGHMAN,)
 26 MICHAEL J. MORITZ, ARTHUR D.)
 27 LEVINSON, ROBERT ALAN EUSTACE,)
 28 OMID R. KORDESTANI, JONATHAN J.)
 ROSENBERG, SHONA L. BROWN, and)
 ARNNON GESHURI,)
 Defendants.)
 and)
 GOOGLE INC.)

CASE NO.: 5:15-cv-01334-RMW
**STIPULATION AND []
 ORDER STAYING ACTION**
 Date: N/A
 Time: N/A
 Judge: Hon. Ronald M. Whyte

STIPULATION AND []
 ORDER STAYING ACTION
 CASE No. 5:15-CV-01334-RMW

1 WHEREAS, on March 23, 2015, Plaintiff West Palm Beach Fire Pension Fund
2 (“Plaintiff”) filed its Verified Shareholder Derivative Complaint (the “Complaint”) against
3 Defendants;¹

4 WHEREAS, on February 28, 2014, a purported shareholder derivative action asserting
5 state law claims arising from facts common to this action was filed against all but one of the
6 Defendants in Santa Clara County Superior Court, followed by two additional purported
7 shareholder derivative actions that were filed on March 6, 2014 and April 29, 2014;

8 WHEREAS, on May 27, 2014, these three purported shareholder actions were
9 consolidated under the caption, *In re Google Inc. Shareholder Derivative Litigation*, Lead Case
10 No. 1-14-CV-261485 (the “State Court Action”);

11 WHEREAS, on December 3, 2014, the State Court Action defendants filed a motion for
12 summary judgment on statute of limitations grounds and the hearing on defendants’ motion is
13 scheduled for September 4, 2015;

14 WHEREAS, there appears to be substantial overlap between the allegations, facts,
15 defenses, and parties in the instant action and the State Court Action, and the resolution of the
16 statute of limitations issue in the State Court Action bears directly on Plaintiff’s state law claims
17 in this action;

18 WHEREAS, the parties have met and conferred regarding whether the instant action
19 should be stayed pending resolution of the State Court Action;

20 WHEREAS, during these discussions counsel for Plaintiff informed counsel for
21 Defendants that Plaintiff was considering intervening or seeking to brief the statute of limitations
22 issue as an interested party in the State Court Action;

23 WHEREAS, counsel for Defendants advised that they would not oppose such
24 intervention or briefing, assuming Plaintiff agreed to stipulate to a stay of this action, but would
25

26 ¹ Individual Defendants Larry Page, Sergey M. Brin, Eric E. Schmidt, L. John Doerr, Diane
27 B. Greene, John L. Hennessy, Ann Mather, Paul S. Otellini, K. Ram Shriram, Shirley M.
28 Tilghman, Michael J. Moritz, Arthur D. Levinson, Robert Alan Eustace, Omid R. Kordestani,
Jonathan J. Rosenberg, Shona L. Brown, Arnon Geshuri, and Nominal Defendant Google Inc.
 (“Google”) (collectively, “Defendants”).

1 oppose any efforts by Plaintiff to obtain the discovery Defendants have provided to date in the
2 State Court Action;

3 WHEREAS, under the circumstances of this case, the parties agree that a stay of this
4 action pending resolution of the State Court Action will likely promote efficiency for the parties
5 and the Court, and will avoid the risk of inconsistent rulings on the statute of limitations issue on
6 Plaintiff's state law claims;

7 NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by Plaintiff and
8 Defendants, through their undersigned counsel of record and subject to Court approval, as
9 follows:

10 1. This action, including all deadlines and hearings, is hereby stayed pending
11 resolution of the State Court Action;

12 2. Plaintiff and Defendants shall submit a brief Joint Status Report apprising the
13 Court of the status of the State Court Action on September 18, 2015, and continuing every three
14 months thereafter;

15 3. Within thirty (30) days after the expiration of the stay, the parties shall meet and
16 confer and submit a proposed schedule to the Court for any further proceedings in this action;
17 and

18 4. By entering into this Stipulation, the parties do not waive any rights not
19 specifically addressed herein, including the right to file any motion that any party deems
20 appropriate, once this action is no longer stayed.

21 **IT IS SO STIPULATED.**

22
23 Dated: June 22, 2015

WILSON SONSINI GOODRICH & ROSATI
BORIS FELDMAN
ELIZABETH C. PETERSON

24
25
26 By: /s/ Elizabeth C. Peterson
Elizabeth C. Peterson

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Counsel for Defendants Larry Page, Sergey M. Brin, Eric E. Schmidt, L. John Doerr, Diane B. Greene, John L. Hennessy, Ann Mather, Paul S. Otellini, K. Ram Shriram, Shirley M. Tilghman, Michael J. Moritz, Arthur D. Levinson, Robert Alan Eustace, Omid R. Kordestani, Jonathan J. Rosenberg, Shona L. Brown, Arnon Geshuri, and Nominal Defendant Google Inc.

Dated: June 22, 2015

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By: /s/ John Jasnoch (with permission)
John Jasnoch

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Counsel for Plaintiff

I, Elizabeth C. Peterson, am the ECF user whose ID and password are being used to file this STIPULATION AND [PROPOSED] ORDER STAYING ACTION. In compliance with General Order 45, X.B., I hereby attest that John Jasnoch has concurred in this filing.

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|| ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: 1 2 3

Ronald M. Whyte

THE HONORABLE RONALD M. WHYTE
UNITED STATES DISTRICT JUDGE