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UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON

IN RE JUNO THERAPEUTICS, INC.
DERIVATIVE LITIGATION

Lead Case No.: C17-1356 RSM
(Derivative Action)

This Document Relates To:

ALL ACTIONS.

**STIPULATED MOTION AND
ORDER STAYING ACTION
PENDING OUTCOME OF
ANNOUNCED ACQUISITION OF
DEFENDANT JUNO
THERAPEUTICS, INC.**

STIPULATED MOTION AND ORDER STAYING
ACTION PENDING OUTCOME OF ANNOUNCED
ACQUISITION OF JUNO THERAPEUTICS, INC.
LEAD CASE No.: C17-1356 RSM

WILSON SONSINI GOODRICH & ROSATI, P.C.
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1 Defendants Hans E. Bishop, Richard D. Klausner, Robert T. Nelsen, Howard H. Pien, Hal
2 V. Barron, Thomas O. Daniel, Anthony B. Evnin, Mary Agnes Wilderotter, Marc Tessier-
3 Lavigne, Steven D. Harr, and Mark J. Gilbert, and Nominal Defendant Juno Therapeutics, Inc.
4 (“Juno”) (collectively, “Defendants”), and plaintiffs David E. Mays and Paul Szollosi
5 (collectively, “Plaintiffs”), by and through their respective counsel, submit this Stipulated Motion
6 and Proposed Order pursuant to LR 10(g):

7 WHEREAS, on September 8, 2017, Plaintiff David E. Mays filed a putative shareholder
8 derivative action purportedly on behalf of Juno, and on November 6, 2017, Plaintiff Paul Szollosi
9 filed a similar putative shareholder derivative action purportedly on behalf of Juno;

10 WHEREAS, on December 5, 2017, the Court consolidated the two actions and ordered a
11 briefing schedule for Defendants’ Motion to Transfer (“Motion”), with Defendants’ motion to be
12 filed no more than fourteen days after the order, Plaintiffs’ opposition to be filed no more than 45
13 days later, and Defendants’ reply to be filed no more than 30 days after Plaintiffs’ opposition is
14 filed (Dkt. 27);

15 WHEREAS, pursuant to the December 5, 2017 consolidation order, Defendants filed their
16 Motion on December 19, 2017 (Dkt. 28);

17 WHEREAS, on January 22, 2018, Juno and Celgene Corporation (“Celgene”) announced
18 the signing of a definitive merger agreement in which Celgene has agreed to acquire Juno for \$87
19 per share in cash (the “Acquisition”) pursuant to a tender offer for all outstanding shares of Juno
20 (“Tender Offer”);

21 WHEREAS, the Tender Offer is anticipated to close in Q1 2018 (i.e., by the end of March
22 2018);

23 WHEREAS, the parties agree that, if the Tender Offer is completed and the Acquisition
24 closes, Plaintiffs will no longer have standing to pursue these putative derivative actions;

25 WHEREAS, for the purpose of ensuring that this action proceeds in an efficient and
26 orderly fashion, counsel for the parties have conferred and agreed to suspend briefing on the
27 Motion and all other pretrial proceedings herein, pending the outcome of the Tender Offer and

1 Acquisition;

2 NOW, THEREFORE, the undersigned parties, by and through their counsel of record,
3 hereby agree and stipulate to the following:

- 4 1. The briefing schedule on Defendants' Motion as ordered by the Court on
5 December 5, 2017 is vacated;
- 6 2. All other pretrial proceedings are stayed;
- 7 3. In the event the Acquisition fails to close, the parties agree to meet and confer in
8 good faith to agree on a new schedule for the filing of Plaintiffs' Opposition to the
9 Motion and Defendants' Reply in support of the Motion, as well as the hearing on
10 the Motion.

11 Respectfully submitted,

12 Dated: January 29, 2018

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21 *Counsel for Defendants*

22 Dated: January 29, 2018

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25 *Counsel for Plaintiff Paul Szollosi*

26 * * *

27 **IT IS SO ORDERED** this 31st day of January 2018.

28 

RICARDO S. MARTINEZ
CHIEF UNITED STATES DISTRICT JUDGE

29 PRESENTED BY:

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