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UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT TACOMA

TIMOTHY RUGGLES, derivatively on behalf
of NORTHWEST PIPE COMPANY,

Plaintiff,

vs.

BRIAN W. DUNHAM, STEPHANIE J.
WELTY, WILLIAM R. TAGMYER, KEITH R.
LARSON, WAYNE B. KINGSLEY,
RICHARD A. ROMAN, MICHAEL C.
FRANSON, and NEIL R. THORNTON,

Defendants,

- and -

NORTHWEST PIPE COMPANY, an Oregon
corporation,

Nominal Defendant.

Case No. C10-5129 RBL

**STIPULATION AND ORDER
REGARDING BRIEFING SCHEDULE
FOR AMENDED COMPLAINT AND
LEADERSHIP STRUCTURE**

1 WHEREAS, plaintiff Timothy Ruggles (“Plaintiff”) filed his Verified Shareholder
2 Derivative Complaint for Breach of Fiduciary Duty, Waste of Corporate Assets, and Unjust
3 Enrichment on February 26, 2010 (the “Action”);

4 WHEREAS, Plaintiff intends to file an amended complaint;

5 WHEREAS, on November 11, 2009, defendant Northwest Pipe Company (“Northwest”
6 or the “Company”) announced that it was delaying the filing of its Quarterly Report on Form 10-
7 Q (“10-Q”) for the quarter ended September 30, 2009 (“3Q09”) with the U.S. Securities and
8 Exchange Commission (“SEC”) “pending the conclusion of an ongoing internal investigation of
9 certain accounting matters, including certain revenue recognition practices, being conducted by
10 the Audit Committee of the Board of Directors with the assistance of independent professionals”;

11 WHEREAS, Northwest has yet to file its 3Q09 Form 10-Q or its final financial results
12 with the SEC and has not announced the completion of the internal investigation;

13 WHEREAS, Northwest’s Annual Report on Form 10-K for the fiscal year ended
14 December 31, 2009 (“Form 10-K”) was due to be filed with the SEC on March 16, 2010;

15 WHEREAS, on March 16, 2010, Northwest announced that “[p]ending the completion of
16 the Audit Committee’s investigation, the Company is unable to complete the preparation of its
17 Annual Report on Form 10-K for the year ended December 31, 2009” and “plans to file the Form
18 10-K as soon as practicable after the completion of the Audit Committee’s investigation”;

19 WHEREAS, Plaintiff’s claims expressly cite the Company’s internal investigation and
20 include allegations of accounting violations related to the issues currently under investigation by
21 Northwest;

22 WHEREAS, the parties agree that filing an amended complaint and briefing on any
23 corresponding motion to dismiss before the completion of the internal investigation would result
24 in significant redundancies and inefficient use of resources of the parties and the Court;

25 WHEREAS, counsel for Plaintiff and counsel for Northwest met and conferred and agree
26 on a proposed schedule, and counsel for Northwest is authorized to state that all other
27 Defendants concur in that proposed schedule and in the other terms of this Order;

1 WHEREAS, the parties agree that the interests of judicial economy and the efficient
2 management of this litigation are best served by (i) awaiting the completion of Northwest's
3 internal investigation and the issuance of its final financial results for 3Q09 and FY09 before
4 Plaintiff files an amended complaint and Defendants have an opportunity to respond; and (ii)
5 appointing Plaintiff Timothy Ruggles as Lead Plaintiff, and his counsel, Robbins Umeda LLP, as
6 Lead Counsel for Plaintiff, for purposes of coordinating and directing the litigation of this matter
7 and any related cases as may be filed in this jurisdiction;

8 NOW, THEREFORE, the parties hereby agree and stipulate as follows:

9 1. Plaintiff's amended complaint in this Action shall be filed within sixty (60) days
10 after Northwest's having completed the filing of both its 3Q09 10-Q and FY09 10-K with the
11 SEC.

12 2. Until such time as an amended complaint is filed in this Action, defendants are
13 not required to answer or otherwise respond to the complaint in the Action.

14 3. Upon filing of an amended complaint, defendants shall have forty-five (45) days
15 to answer or otherwise respond to the amended complaint. In the event that defendants move to
16 dismiss the amended complaint, any opposition to such motion shall be filed within forty-five
17 (45) days of the filing of that motion. Any reply shall be filed within twenty-one (21) days of the
18 filing of Plaintiff's opposition.

19 4. In order to conserve judicial resources and in light of the anticipated completion
20 of the internal investigation and the filing of the amended complaint, the deadlines set forth in
21 the Court's Minute Order of March 4, 2010 – for holding a Rule 26(f) conference, for making
22 initial disclosures, and for submitting a Joint Status Report – shall be continued until after the
23 filing of the amended complaint as follows:

<u>Task</u>	<u>Current Deadline</u>	<u>New Deadline</u>
Rule 26(f) Conference	05/19/2010	14 days after filing of amended complaint
Initial Disclosures	05/26/2010	7 days after 26(f) Conference
Joint Status Report and Discovery Plan	06/02/2010	7 days after Initial Disclosures

By stipulating to these deadlines, no party waives his, her or its right to move the Court to stay discovery – including initial disclosures – during the pendency of any motion to dismiss or before the filing of any anticipated motion to dismiss.

5. Northwest’s counsel, having secured the consent of all defendants not already served with process, is authorized to and hereby does accept service of process on their behalf.

6. Every pleading filed in the Action, or in any separate action included herein, must bear the following caption:

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT TACOMA

In re NORTHWEST PIPE COMPANY DERIVATIVE LITIGATION	Lead Case No. C10-5129 RBL
This Document Relates To: ALL ACTIONS.	

7. The files of the Action will be maintained in one file under Lead Case No. C10-5129 RBL.

8. Lead Plaintiff for the conduct of the Action is Timothy Ruggles.

9. Lead Counsel for Plaintiff for the conduct of the Action is:

1 ROBBINS UMEDA LLP
2 Marc M. Umeda
3 Craig W. Smith
4 Julia M. Williams
5 600 B Street, Suite 1900
6 San Diego, CA 92101
7 Telephone: (619) 525-3990
8 Facsimile: (619) 525-3991

9 10. Lead Counsel shall have sole authority to speak for Plaintiff in matters regarding
11 pre-trial procedure, trial, and settlement negotiations so as to facilitate the orderly and efficient
12 prosecution of this litigation and to avoid duplicative or unproductive effort.

13 11. Lead Counsel shall be responsible for coordinating all activities and appearances
14 on behalf of Plaintiff. No motion, request for discovery, or other pre-trial or trial proceedings
15 will be initiated or filed by any plaintiff except through or at the direction of Plaintiff's Lead
16 Counsel.

17 12. Liaison Counsel for Plaintiff for the conduct of the Action is:

18 LAW OFFICES OF CLIFFORD A. CANTOR, P.C.
19 Clifford A. Cantor
20 627 208th Ave. SE
21 Sammamish, WA 98704-7033
22 Telephone: (425) 868-7813
23 Facsimile: (425) 868-7870

24 13. Plaintiff's Liaison Counsel will be available and responsible for communications
25 to and from this Court, including distributing orders and other directions from the Court to
26 counsel. Plaintiff's Liaison Counsel will be responsible for creating and maintaining a master
27 service list of all parties and their respective counsel.

14. Defendants' counsel and Northwest's counsel may rely upon all agreements made
with Plaintiff's Lead Counsel, or other duly authorized representative of Plaintiff's Lead
Counsel, and such agreements will be binding on Plaintiff.

15. This Order shall apply to each case, arising out of the same or substantially the
same transactions or events as these cases, which is subsequently filed in, remanded to, or
transferred to this Court.

1 16. When a case which properly belongs as part of the *In re Northwest Pipe Company*
2 *Derivative Litigation*, Lead Case No. C10-5129 RBL, is hereafter filed in the Court or
3 transferred here from another court, this Court requests the assistance of counsel in calling to the
4 attention of the clerk of the Court the filing or transfer of any case which might properly be
5 consolidated as part of the *In re Northwest Pipe Company Derivative Litigation*, Lead Case No.
6 C10-5129 RBL, and counsel are to assist in assuring that counsel in subsequent actions receive
7 notice of this Order.

8 DATED: May 3, 2010

LAW OFFICES OF CLIFFORD A. CANTOR, P.C.
By: /s/ Cliff Cantor, WSBA # 17893
627 208th Ave. SE
Sammamish, WA 98704-7033
Telephone: (425) 868-7813
Facsimile: (425) 868-7870

ROBBINS UMEDA LLP
Marc M. Umeda
Craig W. Smith
Julia M. Williams
600 B Street, Suite 1900
San Diego, CA 92101
Telephone: (619) 525-3990
Facsimile: (619) 525-3991

Attorneys for Plaintiff

18 DATED: May 3, 2010

HOGAN LOVELLS USA LLP
By: /s/ Robin E. Wechkin, WSBA # 24746
8426 316th Place SE
Issaquah, WA 98027
Telephone: (425) 222-6229

HOGAN LOVELLS USA LLP
George H. Mernick, III
555 13th Street, NW
Washington, DC 20004
Telephone: (202) 637-5726
Facsimile: (202) 637-5910

Attorneys for Defendant Northwest Pipe Company

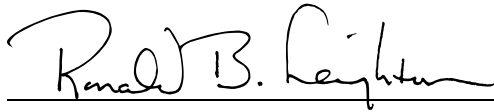
* * *

1 **ORDER**

2 The above stipulation having been considered, and good cause appearing therefor,

3 IT IS SO ORDERED.

4 DATED: May 10, 2010

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7 RONALD B. LEIGHTON
8 UNITED STATES DISTRICT JUDGE

9 Presented by:

10 /s/ Cliff Cantor, WSBA # 17893
11 Law Offices of Clifford A. Cantor, P.C.

12 Robin Wechkin, WSBA # 24746
13 Hogan Lovells USA LLP