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12 *Attorneys for Plaintiff Patricia Spain*

13 SUPERIOR COURT OF THE STATE OF CALIFORNIA

14 COUNTY OF SANTA CLARA

15 PATRICIA SPAIN, derivatively on behalf of
16 Yahoo! Inc.,

17 Plaintiff,

18 vs.

19 MARISSA MAYER, DAVID FILO,
ERIC BRANDT, MAYNARD WEBB, JR.,
20 TOR BRAHAM, CATHERINE FRIEDMAN,
21 EDDY HARTENSTEIN, RICHARD HILL,
THOMAS MCINERNEY, JANE E. SHAW,
22 JEFFREY SMITH, RONALD S. BELL,
KENNETH A. GOLDMAN, SUSAN M.
23 JAMES, H. LEE SCOTT, JR., VERIZON
COMMUNICATIONS INC.,
24

25 Defendants,

26 and

27 Yahoo! INC.,

28 Nominal Defendant.

[Caption Continued on Next Page]

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7/12/2017 2:56:22 PM
Clerk of Court
Superior Court of CA,
County of Santa Clara
17CV307419
Reviewed By:R. Walker

Case No.: 17-CV-307054

**JOINT STIPULATION AND
~~PROPOSED~~ ORDER REGARDING
CONSOLIDATION OF ACTIONS AND
APPOINTMENT OF LEAD COUNSEL**

**Judge: Brian C. Walsh
Dept.: 1**

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THE LR TRUST and HAROLD LITWIN,
Derivatively on Behalf of Yahoo! Inc.,

Plaintiff,

vs.

MARISSA MAYER, DAVID FILO, ERIC
BRANDT, MAYNARD WEBB, JR., TOR
BRAHAM, CATHERINE FRIEDMAN,
EDDY HARTENSTEIN, RICHARD HILL,
THOMAS MCINERNEY, JANE E. SHAW,
and JEFFEREY SMITH,

Defendants,

and

YAHOO! INC.,

Nominal Defendant.

Case No.: 17-CV-306525

PLUMBERS AND PIPEFITTERS
NATIONAL PENSION FUND, derivatively
on behalf of Yahoo! Inc.,

Plaintiff,

vs.

MARISSA MAYER, DAVID FILO,
ERIC BRANDT, MAYNARD WEBB, JR.,
TOR BRAHAM, CATHERINE
FRIEDMAN, EDDY HARTENSTEIN,
RICHARD HILL, THOMAS
MCINERNEY, JANE E. SHAW, JEFFREY
SMITH, RONALD S. BELL, KENNETH A.
GOLDMAN, SUSAN M. JAMES, and H.
LEE SCOTT, JR.,

Defendants,

and

YAHOO! INC.,

Nominal Defendant.

Case No.: 17-CV-310992

1 STIPULATION

2 WHEREAS, on March 7, 2017, Plaintiff Patricia Spain commenced the above-captioned
3 action, Case No. 17-CV-307054 (the "*Spain* Action") in the Superior Court of California, County
4 of Santa Clara ("Santa Clara Superior Court"), filing a complaint alleging both direct claims as
5 well as derivative claims on behalf of Yahoo! Inc. ("Yahoo") (the "*Spain* Complaint"); and

6 WHEREAS, on March 29, 2017, Plaintiffs LR Trust and Harold Litwin commenced the
7 above-captioned action, Case No. 17-CV-306525 (the "*LR Trust* Action") in Santa Clara Superior
8 Court, filing a complaint alleging derivative claims on behalf of Yahoo (the "*LR Trust*
9 Complaint");

10 WHEREAS, the Oklahoma Firefighters Pension and Retirement System ("Oklahoma")
11 made a demand for and received documents pursuant to section 220 of the Delaware General
12 Corporation Law; on February 20, 2017 Oklahoma filed a derivative Complaint under seal in
13 Delaware Chancery Court; Oklahoma was appointed lead plaintiff and its counsel, Bernstein
14 Litowitz Berger & Grossmann LLP ("BLB&G" or "Delaware Lead Counsel"), was appointed co-
15 lead counsel in the Delaware action; Oklahoma and its counsel agreed to stay the Delaware action
16 in order to avoid needless multiforum litigation and to permit the parties' efforts at mutual
17 cooperation for the benefit of Yahoo and its public shareholder by working in partnership with
18 counsel for proposed lead plaintiff Spain; counsel for Oklahoma filed notices of appearance as
19 additional counsel for Spain and on April 20, 2017 were admitted *pro hac* in the Spain action, and
20 Delaware Lead Counsel and proposed lead counsel in California have prosecuted this matter
21 together as partners; and

22 WHEREAS, on May 25, 2017, Plaintiff Plumbers and Pipefitters National Pension Fund
23 commenced the above-captioned action, Case No. 17-CV-310992 (the "*Plumbers and Pipefitters*
24 Action") in Santa Clara Superior Court, filing a complaint alleging derivative claims on behalf of
25 Yahoo (the *Plumbers and Pipefitters* Complaint"); and

26 WHEREAS, Verizon Communications Inc. ("Verizon") was served with the *Spain*
27 Complaint, and the individual defendants named in the *Spain*, *LR Trust* and the *Plumbers and*
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1 *Pipefitters* Actions (the “Individual Defendants”), through their undersigned counsel, have
2 accepted service of the *Spain* Complaint, *LR Trust* Complaint and the *Plumbers and Pipefitters*
3 Complaint; and

4 WHEREAS, the Santa Clara Superior Court has entered separate orders deeming the
5 *Spain, LR Trust, and Plumbers and Pipefitters* Actions (the “Actions”) to be complex pursuant to
6 Cal. R. Ct. 3.400, assigning the Actions to the Honorable Brian C. Walsh for all purposes, staying
7 discovery, and directing the parties not to file responsive pleadings until a date was set at Case
8 Management Conferences for such filings;

9 WHEREAS, plaintiffs in the Actions (the “Plaintiffs”), along with Yahoo, Verizon and the
10 Individual Defendants (collectively, the “Defendants” and, together with Plaintiffs, the “Parties”),
11 agree that the above-captioned Actions are related as defined by California Rule of Court 3.300;

12 WHEREAS, the Parties agree that the Actions should be consolidated for all purposes
13 including trial in accordance with California Rule of Court 3.350;

14 WHEREAS, counsel for Plaintiffs agree to, and Defendants take no position on, the
15 appointment of Cotchett, Pitre & McCarthy, LLP and Bottini & Bottini, Inc. as co-lead counsel for
16 Plaintiffs (the “Co-Lead Counsel”) to pursue the claims asserted in the Actions; and

17 WHEREAS, nothing in this stipulation shall be construed to prejudice Defendants’
18 position that the Actions should be stayed in favor of the derivative litigation currently pending in
19 federal court, and Defendants’ ability to pursue a stay based on this position;

20 NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED among the Parties,
21 through their respective counsel, to the entry of an Order providing as follows:

22 1. The *Spain, LR Trust, and Plumbers and Pipefitters* Actions are related and
23 consolidated for all purposes, including pre-trial proceedings and, if applicable, trial (the
24 “Consolidated Action”).

25 2. Any other action now pending or hereafter filed in or transferred to this Court that
26 is related to the Consolidated Action shall be consolidated under this Order if and when any such
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1 action is brought to the Court's attention, and this Court requests the assistance of counsel for the
2 Parties in calling such cases to the attention of the Court.

3 3. Every pleading filed in the Consolidated Action, or in any separate action
4 included herein, shall bear the following caption:

5 SUPERIOR COURT OF THE STATE OF CALIFORNIA
6 COUNTY OF SANTA CLARA
7 COMPLEX CIVIL LITIGATION

8
9 In re YAHOO! INC.)
SHAREHOLDER LITIGATION) Lead Case No. 17-cv-307054
-----)
10 This Document Relates To:)
ALL ACTIONS.)
11 -----)

12 4. Cotchett Pitre & McCarthy, LLP and Bottini & Bottini, Inc. are appointed as
13 Co-Lead Counsel in the Consolidated Action. Weisslaw LLP and Cohen Milstein Sellers & Toll
14 PLLC are appointed as members of the Executive Committee.

15 5. Co-Lead Counsel, along with Delaware Lead Counsel, shall have the authority to
16 make all decisions regarding pleadings for plaintiffs in the related cases and to speak for
17 plaintiffs in matters regarding pre-trial procedure, trial, and settlement, with input from the
18 Executive Committee members on such matters, and shall make all work assignments in such
19 manner as to facilitate the orderly and efficient prosecution of the Consolidated Action and to
20 avoid duplicative or unproductive effort.

21 6. Co-Lead Counsel, along with Delaware Lead Counsel, shall be responsible for
22 coordinating all activities and appearances on behalf of plaintiffs. No motion, request for
23 discovery, or other pre-trial or trial proceedings shall be initiated or filed by any plaintiff except
24 through Co-Lead Counsel.

25 7. Co-Lead Counsel shall be available and responsible for communications to and
26 from this Court, including distributing orders and other directions from the Court to counsel, and
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1 shall be responsible for communications with defendants on matters of case administration and
2 scheduling. Defense counsel may rely on the representations of any of Co-Lead Counsel.

3 8. The files of the Consolidated Action shall be maintained in one file under Case
4 No. 17-cv-307054.

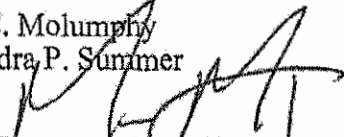
5 9. A Case Management Conference in the Consolidated Action is scheduled for July
6 14, 2017, at 10:00 a.m. The Parties shall file a Joint Case Management Statement by July 7,
7 2017.

8 10. The Parties shall be permitted to file or object to any motions, including a motion
9 to stay, or to seek any further or additional relief from the Court as necessary to address any
10 issues in their respective actions that are not covered by the provisions hereto.

11 **IT IS SO STIPULATED.**

12 Date: 7/7/17

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19 Date: 7/7/17

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David L. Wales

David L. Wales

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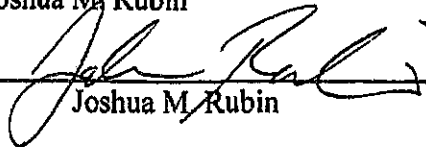
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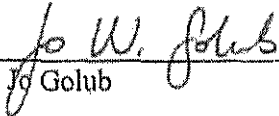
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ORDER

**PURSUANT TO THE STIPULATION OF THE PARTIES ABOVE AND GOOD CAUSE
APPEARING, IT IS SO ORDERED.**

Date: July 10, 2017



HONORABLE BRIAN C. WALSH