

E-FILED

Feb 3, 2015 1:49 PM

David H. Yamasaki

Chief Executive Officer/Clerk

Superior Court of CA, County of Santa Clara

Case #1-14-CV-274635 Filing #G-69546

By R. Walker, Deputy

1 GLANCY BINKOW & GOLDBERG LLP
 2 Lionel Z. Glancy (SBN 134180)
 3 Louis Boyarsky (SBN 263379)
 4 1925 Century Park East, Suite 2100
 5 Los Angeles, CA 90067
 Telephone: (310) 201-9150
 6 Facsimile: (310) 432-1495
 7 Email: info@glancylaw.com

[Proposed] Interim Co-Liaison Class Counsel for Plaintiffs

[Additional Counsel Appear On Signature Page]

SUPERIOR COURT OF CALIFORNIA

COUNTY OF SANTA CLARA

11 WALTER JETER, Individually and on Behalf
12 All Others Similarly Situated,

13 Plaintiff,

14 v.

15 SPANSON INC., RAYMOND BINGHAM,
 16 KEITH BARNES, JOHN H. KISPERT , O.C.
 17 KWON, WILLIAM E. MITCHELL, CLIFTON
 THOMAS WEATHERFORD, MICHAEL S.
 18 WISHART, CYPRESS SEMICONDUCTOR
 19 CORPORATION, AND MUSTANG
 20 ACQUISITION CORPORATION,

21 Defendants.

CASE NO. 1-14-cv-274635

**STIPULATION AND ~~[PROPOSED]~~
ORDER CONSOLIDATING ACTIONS
AND APPOINTING INTERIM CO-LEAD
AND INTERIM LIAISON CLASS
COUNSEL**

Judge: Hon. Peter H. Kirwan

Dept. 1a

Date Action Filed: December 17, 2014

27 *[Additional Caption on Next Page]*

1 SHIVA Y. STEIN, Individually and on Behalf
2 All Others Similarly Situated,

CASE NO. 1-14-cv-274924

3
4 Plaintiff,

5 vs.

6 SPANSION INC., KEITH BARNES,
7 RAYMOND BINGHAM, HANS GEYER,
8 JOHN H. KISPERT, O.C. KWON, WILLIAM
9 E. MITCHELL, CLIFTON THOMAS
10 WEATHERFORD, MICHAEL S. WISHART,
11 CYPRESS SEMICONDUCTOR
12 CORPORATION, and MUSTANG
13 ACQUISITION CORPORATION,

14 Defendants.

15 WHEREAS, on December 17, 2014, Plaintiff Jeter, filed the above-captioned shareholder
16 class action (the "Jeter action") alleging breach of fiduciary duty and aiding and abetting claims
17 against the above-captioned Defendants;

18 WHEREAS, on December 24, 2014, Plaintiff Stein, filed the above-captioned shareholder
19 class action (the "Stein action") alleging breach of fiduciary duty and aiding and abetting claims
20 against the above-captioned Defendants;

21 WHEREAS, on December 23, 2014 the Court entered an Order Deeming Case Complex and
22 Staying Discovery in the Jeter action, and entered a substantially identical order in the Stein action
23 on January 7, 2015; WHEREAS, the above-captioned matters arise out of the same set of facts
24 surrounding the merger transaction pursuant to which Spansion Inc. ("Spansion") will merge with
25 Cypress Semiconductor Corporation, ("Cypress"), and allege identical causes of action;

26 WHEREAS, substantially identical amended complaints were filed in the Jeter action and
27 the Stein action on January 12, 2015;

28 WHEREAS, pursuant to orders entered by the Court, defendants have no obligation to file
demurrers, answers or other responsive pleadings in either the Jeter action or the Stein action until a
date is set at the First Case Management Conference in each action;

1 WHEREAS, the parties agree that the matters should be consolidated into one action (the
2 "Consolidated Action");

3 WHEREAS, Plaintiffs have agreed upon an Interim Lead Counsel structure to which
4 Defendants take no position.

5 It is therefore agreed upon by and between the parties and their counsel as follows:

6 1. The above-captioned actions are hereby consolidated for all purposes into one action.

7 2. These actions shall be referred to herein as the "Consolidated Action." This Order
8 shall apply to the Consolidated Action and to each case that is subsequently filed in this Court or
9 transferred to this Court that relates to the same subject matter as in the Consolidated Action.

10 3. Every pleading in this Consolidated Action shall bear the following caption:

11
12 SUPERIOR COURT OF THE STATE OF CALIFORNIA
13 COUNTY OF SANTA CLARA

14 WALTER JETER, Individually and on) Lead Case No. 1-14-cv-274635
15 Behalf All Others Similarly Situated,) (CONSOLIDATED WITH CASE NO.
16) 1-14-cv-274924)
17 Plaintiff,)
18) CLASS ACTION

19 v.)

20 SPANSION INC., RAYMOND)
21 BINGHAM, KEITH BARNES, JOHN H.)
22 KISPERT , O.C. KWON, WILLIAM E.)
23 MITCHELL, CLIFTON THOMAS)
24 WEATHERFORD, MICHAEL S.)
25 WISHART, CYPRESS)
26 SEMICONDUCTOR CORPORATION,)
27 AND MUSTANG ACQUISITION)
28 CORPORATION,)

Defendants.)

1 When a pleading is intended to apply to all actions, the words "All Actions" should be inserted in
2 the caption. When a pleading is intended to apply to fewer than all actions, the docket number of
3 each individual action and the last name of the first named plaintiff shall be inserted in the caption.

4 4. Within twenty (20) days from entry of an order consolidating these actions, Plaintiffs
5 will either file a Consolidated Amended Complaint, or shall designate the amended complaint in the
6 Jeter action or the Stein action as the operative Consolidated Amended Complaint. Pursuant to the
7 Court's prior orders, defendants shall have no obligation to demur, answer or otherwise respond to
8 the amended complaints filed in the Jeter or Stein actions. Furthermore, defendants shall have no
9 obligation to demur, answer or otherwise respond to the Consolidated Amended Complaint until a
10 date for such response is set at the First Case Management Conference in the consolidated action.

11 5. This Court requests the assistance of counsel in calling to the attention of the Clerk
12 of this Court the filing or transfer of any case which might properly be consolidated as part of this
13 Consolidated Action.

14 6. A Master Docket and Master File shall be established for the Consolidated Actions.
15 The Master File shall be Civil Action No. 114-CV-²⁷⁴⁶³⁵~~274924~~. All orders, pleadings, motions and
16 other documents shall, when filed and docketed in the Master file, be deemed filed and docketed in
17 each individual case to the extent applicable. When an order, pleading motion or document is filed
18 with a caption indicating that it is applicable to fewer than all of these consolidated actions, the
19 clerk shall file such pleadings in the Master File and note such filing in the Master Docket and in
20 the docket of each action referenced.

21 7. Rigrodsky & Long, P.A. and Pomerantz LLP are hereby appointed Interim Co-Lead
22 Counsel. Interim Co-Lead Counsel shall be responsible for the following matters on behalf of all
23 plaintiffs in the consolidated matter: (a) the initiation, response, scheduling, briefing and argument
24 of all motions, (b) the scope, order and conduct of all discovery proceedings, (c) the designation of
25 which attorneys may appear at hearings and conferences with the Court, (d) the timing and
26 substance of any settlement negotiations with Defendants, and (e) other matters concerning the
27

1 prosecution and resolution of the respective cases. Defendants' counsel may rely upon agreements
2 made with Interim Co-Lead counsel and such agreements shall be binding on all plaintiffs.

3 8. Glancy Binkow & Goldberg LLP and Brodsky & Smith, LLC are hereby designated
4 as Interim Co-Liaison Counsel. Interim Co-Liaison Counsel shall be available and responsible for
5 communications to and from this Court, including distributing orders and other directions from the
6 Court to counsel. Interim Co-Liaison Counsel shall be responsible for creating and maintaining a
7 master service list of all parties and their respective counsel.

8 9. Defendants expressly reserve all rights, arguments and defenses, except with respect
9 to the adequacy of service of the summons and complaint.

10 Stipulated and agreed to by and between the following counsel:

11
12 DATED: January 28, 2015

GLANCY BINKOW & GOLDBERG LLP



13
14
15 Louis Boyarsky

16 Lionel Z. Glancy
17 1925 Century Park East, Suite 2100
18 Los Angeles, CA 90067
19 Telephone: (310) 201-9150
20 Facsimile: (310) 432-1495

Proposed Interim Co-Liaison Counsel

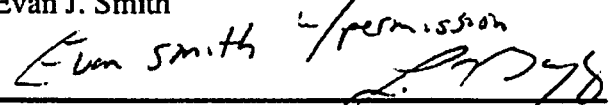
21 Brian D. Long
22 Seth D. Rigrodsky
23 Gina M. Serra
RIGRODSKY & LONG, P.A.
24 2 Righter Parkway, Suite 120
25 Wilmington, DE 19803
26 Telephone: (302) 295-5310
27 Facsimile: (302) 654-7530

Proposed Interim Co-Lead Counsel

1 DATED: January 28, 2015

BRODSKY & SMITH, LLC

Evan J. Smith

Evan Smith w/permission


Evan J. Smith

9595 Wilshire Boulevard, Suite 900

Beverly Hills, CA 90212

Telephone: (877) 534-2590

Facsimile: (310) 247-0160

Proposed Interim Co-Liaison Counsel

Gustavo F. Bruckner

Ofer Ganot

POMERANTZ LLP

600 Third Avenue, 20th Floor

New York, NY 10016

Telephone: (212) 661-1100

Facsimile: (212) 661-8665

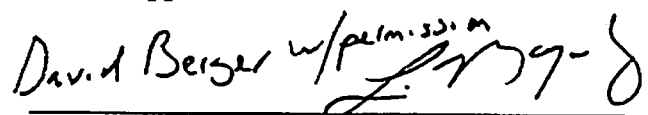
Proposed Interim Co-Lead Counsel

16 DATED: January 28, 2015

**WILSON SONSINI GOODRICH &
ROSATI**

David J. Berger

Steven Guggenheim

David Berger w/permission


David J. Berger

650 Page Mill Road

Palo Alto, CA 94304-1050

Phone 650.493.9300

Fax 650.493.6811

Counsel for Defendants Cypress

Semiconductor Corporation and Mustang

Acquisition Corporation

1 DATED: January 28, 2015

FENWICK & WEST LLP

Kevin P. Muck

Jay L. Pomerantz

4 *Kevin Muck w/permission*
5 _____
6 Kevin P. Muck

6 555 California Street

7 San Francisco, CA 94104

8 Telephone: (415) 875-2384

9 Facsimile: (415) 281-1350

10 Counsel for Defendants Spansion Inc.,

11 Raymond Bingham, Keith Barnes, John H.

12 Kispert, O.C. Kwon, William E. Mitchell,

13 Clifton Thomas Weatherford, and Michael S.

14 Wishart

17 **ORDER**

18 The above Stipulation Consolidating Actions and Appointing Interim Co-Lead and Interim
19 Liaison Counsel having been considered, and good cause appearing therefore,
20

21 **IT IS SO ORDERED.**

22
23 Dated: 1/30/15

Peter H. Kirwan

24 _____
25 THE HONORABLE PETER H. KIRWAN
26 JUDGE OF THE SUPERIOR COURT