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 SUNIL PAUL, ELLEN F. SIMINOFF, and OWEN VAN
 NATTA

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA

IN RE ZYNGA INC. DERIVATIVE
 LITIGATION

DERIVATIVE ACTION

Lead Case No. 12-CV-4327-JSW
 Consolidated with Case Nos.
 12-CV-4330-JSW
 12-CV-4547-JSW
 12-CV-4684-JSW

This Document Relates To:
 All Actions.

**STIPULATION AND [PROPOSED]
 ORDER STAYING ACTION**

Judge: Hon. Jeffrey S. White
 Complaint Filed: August 16, 2012
 Trial Date: None Set

1 The parties, through their undersigned counsel, hereby submit this Stipulation and
 2 [Proposed] Order staying proceedings in this action pending resolution of the motion(s) to dismiss
 3 in the related federal securities class action:

4 WHEREAS, on December 3, 2012, the Court entered an order consolidating four related
 5 shareholder derivative lawsuits (the “Federal Derivative Action”) asserting claims against certain
 6 officers and directors of Zynga;

7 WHEREAS, the Federal Derivative Action is related to a consolidated securities class
 8 action captioned *In re Zynga Inc. Securities Litigation*, Lead Case No. 12-cv-04007-JSW (the
 9 “Federal Securities Class Action”), that is currently pending in this Court;

10 WHEREAS, the defendants in the Federal Securities Class Action anticipate filing
 11 motion(s) to dismiss the complaint and a hearing on the motion(s) has been scheduled for August
 12 9, 2013;

13 WHEREAS, a related consolidated shareholder derivative action captioned *In re Zynga*
 14 *Shareholder Derivative Litigation*, Lead Case No. CGC-12-522934 (the “State Derivative
 15 Action”), is currently pending in the Superior Court of California, County of San Francisco
 16 before the Honorable John E. Munter;

17 WHEREAS, counsel for the parties have been engaged in discussions regarding
 18 appropriate next steps and means of efficiently managing the Federal Derivative Action;

19 WHEREAS, the parties have reached an agreement that, to conserve party and judicial
 20 resources, all proceedings, discovery, and deadlines in this action shall be stayed pending this
 21 Court’s ruling on the motion(s) to dismiss in the Federal Securities Class Action.

22 THEREFORE, IT IS HEREBY STIPULATED AND AGREED AS FOLLOWS:

- 23 1. All proceedings, discovery, and deadlines in this action shall be deferred pending
 24 this Court’s ruling on the motion(s) to dismiss in the Federal Securities Class
 25 Action.
- 26 2. The parties shall meet and confer within 14 days of this Court’s ruling on the
 27 motion(s) to dismiss in the Federal Securities Class Action to discuss proposed
 28 next steps for this action.

1 Dated: March 8, 2013

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12 Dated: March 8, 2013

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23 Liaison Counsel for Plaintiffs

Pursuant to the stipulation of the parties, IT IS SO ORDERED.

Dated: March 11, 2013

By: _____


HONORABLE JEFFREY S. WHITE
UNITED STATES DISTRICT JUDGE