

IN THE COURT OF THE CHANCERY OF THE STATE OF DELAWARE

In re Yahoo! Shareholders Litigation

Cons. C.A. No. 3561-CC

MOTION FOR LEAVE TO AMEND

Plaintiffs Police & Fire Retirement System of the City of Detroit and General Retirement System of the City of Detroit (collectively “Plaintiffs”), by their undersigned counsel, hereby move the Court, pursuant to Court of Chancery Rule 15(a), for leave to serve and file the First Amended Verified Consolidated Complaint attached hereto as Exhibit 1. The grounds for this motion are as follows:

1. Court of Chancery Rule 15(a) expressly provides that “leave [to amend] shall be freely given when justice so requires.” “In the absence of prejudice to another party, the trial court is required to exercise its discretion in favor of granting leave to amend.” Mullen v. Alarmguard of Delmarva, Inc., 625 A.2d 258, 263 (Del. 1993).

2. A version of the proposed First Amended Verified Consolidated Complaint that is marked to show changes from the initial Complaint in C.A. No. 3561-CC is attached hereto as Exhibit 2 without the attachments. The proposed amendment incorporates additional allegations based principally on information learned during discovery taken to date and on events that occurred subsequent to the filing of the initial Complaint. It also adds David Filo as a defendant and drops Yahoo!, Inc. as a corporate defendant. The proposed amendment also makes various other changes to the prior pleading. Defendants can demonstrate no prejudice from the proposed amendment.

3. Plaintiffs do not believe that any portion of the First Amended Verified Consolidated Complaint warrants confidential treatment. Plaintiffs are seeking

permission from defendants to file the First Amended Verified Consolidated Complaint publicly without any redactions.

WHEREFORE, plaintiffs respectfully request that the Court enter an order permitting the filing of the attached proposed First Amended Verified Consolidated Complaint.

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Dated: May 12, 2008

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ORDER

IT IS HEREBY ORDERED this ____ day of _____, 2008, that
plaintiffs' Motion for Leave to Amend is GRANTED.

Chancellor