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RICHARD W. WIEKING  
CLERK, U.S. DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA

1 Laurence D. King (State Bar No. 206423)  
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11 Proposed Lead Plaintiff

15 UNITED STATES DISTRICT COURT  
16 NORTHERN DISTRICT OF CALIFORNIA

18 \_\_\_\_\_ )  
19 In re GILEAD SCIENCES SECURITIES )  
LITIGATION )  
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Case No.: C-03-4999-MJJ  
~~STIPULATION AND PROPOSED~~  
ORDER OF LEAD PLAINTIFF  
APPLICANTS TO APPOINT LEAD  
PLAINTIFFS AND TO APPROVE LEAD  
PLAINTIFFS' SELECTION OF LEAD  
COUNSEL AND LIAISON COUNSEL  
  
CLASS ACTION

25 This Document Relates To: )  
26 ALL ACTIONS )

1           WHEREAS, on November 10, 2003, the first class action complaint (the "Hartman Action")  
2 alleging violations of federal securities laws was filed with this Court on behalf of purchasers of  
3 Gilead Sciences, Inc. ("Gilead") securities and five related complaints were filed shortly thereafter;

4           WHEREAS, pursuant to Section 21D(a)(3)(A) of the Securities Exchange Act of 1934  
5 ("Exchange Act"), 15 U.S.C. §78u-4(a)(3)(A), the plaintiff in the Hartman Action caused notice to  
6 be published on *Business Wire* on or about November 13, 2003, which informed class members of  
7 their right to seek appointment as lead plaintiff;

8           WHEREAS, on December 22, 2003, the Court entered an Order consolidating all cases  
9 related to the Hartman Action under the above caption;

10           WHEREAS, on January 12, 2004, Trent St. Clare, pursuant to Section 21D of the Private  
11 Securities Litigation Reform Act of 1995 ("PSLRA"), timely filed a motion for appointment as  
12 Lead Plaintiff and for approval of his choice of Cauley Geller Bowman & Rudman, LLP, as Lead  
13 Counsel and Kaplan Fox & Kilsheimer as Liaison Counsel;

14           WHEREAS, on January 12, 2004, Terry Johnson, pursuant to Section 21D of the Private  
15 Securities Litigation Reform Act of 1995 ("PSLRA"), timely filed a motion for appointment as lead  
16 plaintiff and for approval of his choice of Milberg Weiss Bershad Hynes & Lerach, LLP and Rabin,  
17 Murray & Frank, LLP as Lead Counsel and Green & Jigarjian, LLP as Liaison Counsel;

18           WHEREAS, on January 12, 2004, John Eichler and Duwayne D. Gadd, pursuant to Section  
19 21D of the Private Securities Litigation Reform Act of 1995 ("PSLRA"), timely filed a motion for  
20 appointment as lead plaintiffs and for approval of their choice Bernstein Liebhard & Lifshitz, LLP  
21 as Lead Counsel and Glancy & Binkow, LLP as Liaison Counsel;

22           WHEREAS, movants John Eichler and Duwayne D. Gadd hereby withdraw their motion for  
23 appointment as Lead Plaintiffs and approval of their selection of Lead and Liaison Counsel;

24           WHEREAS, movant Terry Johnson hereby withdraws his motion to the extent that it seeks  
25 approval of his selection of Rabin, Murray & Frank, LLP as Lead Counsel and Green & Jigarjian,  
26 LLP as Liaison Counsel;

27           WHEREAS, Trent St. Clare and Terry Johnson have demonstrated that they have suffered  
28 the largest financial losses of all movants, they understand the importance of supervising and

1 monitoring the case, and otherwise satisfy the requirements of Section 21D(a)(3)(B)(iii)(I) of the  
2 Exchange Act, 15 U.S.C. §78u-4(a)(3)(B)(iii)(I); and

3 IT IS HEREBY STIPULATED AND AGREED, by the parties, through their undersigned  
4 counsel, as follows:

5 1. Class members Trent St. Clare and Terry Johnson shall be appointed Lead Plaintiffs  
6 pursuant to §21D(a)(3)(B) of the Securities Exchange Act, 15 U.S.C. §78u-4(a)(3)(B);

7 2. Lead Plaintiffs' selection of Cauley Geller Bowman & Rudman LLP and Milberg  
8 Weiss Bershad Hynes & Lerach LLP as Lead Counsel shall be approved pursuant to  
9 §21D(a)(3)(B)(v) of the Securities Exchange Act, 15 U.S.C. §78u-4(a)(3)(B)(v);

10 3. Lead Counsel shall have the authority to speak for all plaintiffs and class members in  
11 all matters regarding the litigation including, but not limited to, pre-trial proceedings, motion  
12 practice, trial and settlement, and shall make all work assignments in such a manner as to facilitate  
13 the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive  
14 effort. Additionally, Lead Counsel shall have the following responsibilities:

- 15 a. to brief and argue motions;
- 16 b. to initiate and conduct discovery, including, without limitation, coordination  
17 of discovery with defendants' counsel, the preparation of written interrogatories, requests for  
18 admissions, and requests for production of documents;
- 19 c. to direct and coordinate the examination of witnesses in depositions;
- 20 d. to act as spokesperson at pretrial conferences;
- 21 e. to call and chair meetings of plaintiffs' counsel as appropriate or necessary  
22 from time to time;
- 23 f. to initiate and conduct any settlement negotiations with counsel for  
24 defendants;
- 25 g. to provide general coordination of the activities of plaintiffs' counsel and to  
26 delegate work responsibilities to selected counsel as may be required in such a manner as to lead to  
27 the orderly and efficient prosecution of this litigation and to avoid duplication or unproductive  
28 effort;

- 1 h. to consult with and employ experts;  
2 i. to receive and review periodic time reports of all attorneys on behalf of  
3 plaintiffs, to determine if the time is being spent appropriately and for the benefit of plaintiffs, and  
4 to determine and distribute plaintiffs' attorneys' fees; and  
5 j. to perform such other duties as may be expressly authorized by further order  
6 of this Court.

7 4. Lead Counsel shall be responsible for coordinating all activities and appearances on  
8 behalf of the Class and for disseminating notices and orders of this Court.

9 5. No motion, application or request for discovery shall be served or filed, or other  
10 pretrial proceedings initiated, on behalf of Lead Plaintiffs, except through Lead Counsel.

11 6. Lead Counsel for the Class shall be available and responsible for communications to  
12 and from the Court.

13 7. Defendants' counsel may rely upon all agreements made with the Class Lead  
14 Counsel.

15 8. Lead Plaintiffs' selection of Kaplan Fox & Kilsheimer, LLP to serve as Liaison  
16 Counsel shall be approved.

17 DATED: January 30, 2004 KAPLAN FOX & KILSHEIMER LLP

18  
19 By: /s/ Linda M. Fong  
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27 Proposed Liaison Counsel  
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DATED: February 2, 2004

CAULEY GELLER BOWMAN & RUDMAN, LLP

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Proposed Lead Counsel

DATED: February 2, 2004

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Proposed Lead Counsel

DATED: February 2, 2004

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DATED: February 2, 2004

GLANCY BINKOW & GOLDBERG LLP

By: /s/ Michael Goldberg

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Counsel for Plaintiffs John Eichler and Duwayne D. Gadd

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DATED: February 2, 2004

RABIN MURRAY & FRANK LLP

By: /s/ Eric J. Belfi

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Additional Counsel for Terry Johnson

DATED: February 2, 2004

GREEN & JIGARJIAN, LLP

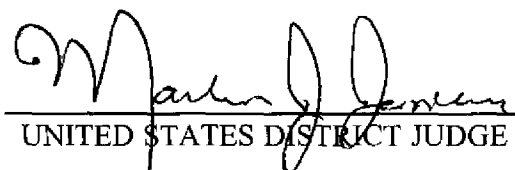
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Additional Counsel for Terry Johnson

SO ORDERED:

DATED: 2/9/2004

  
UNITED STATES DISTRICT JUDGE