

*This is the sample scheduling stipulation for a Rule 12(b)(6) motion referenced in Section C(5)(d)(iii) (“Scheduling Stipulations”), page 15 of the Guidelines on Best Practices for Litigating Cases Before the Court of Chancery. It should be modified to fit the circumstances and used in conformity with the Guidelines.*

**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

\_\_\_\_\_, )  
 )  
Plaintiff, )  
 )  
v. ) C.A. No. \_\_\_\_\_-\_\_\_\_  
 )  
 )  
\_\_\_\_\_, )  
 )  
Defendant. )  
 )

**STIPULATION AND [PROPOSED] ORDER  
GOVERNING BRIEFING ON MOTION TO DISMISS**

WHEREAS, Plaintiff filed its Verified Complaint on \_\_\_\_\_, 20\_\_  
(the “Complaint”);

WHEREAS, Defendant moved to dismiss the Complaint on \_\_\_\_\_,  
20\_\_; and

WHEREAS, the parties have discussed establishing a briefing schedule governing Defendant’s Motion to Dismiss;

IT IS HEREBY STIPULATED AND AGREED, by the parties hereto, through their undersigned counsel, subject to the approval of the Court, that the following schedule shall govern briefing on Defendant’s Motion to Dismiss:

1. Defendant shall file and serve its Opening Brief on or before \_\_\_\_\_, 20\_\_.

2. Plaintiff shall file and serve its Answering Brief on or before \_\_\_\_\_, 20\_\_.

3. Defendant shall file and serve its Reply Brief on or before \_\_\_\_\_, 20\_\_.

4. Counsel for the parties will contact the Court to schedule oral argument after Plaintiff files its Answering Brief.

5. Should Plaintiff respond to Defendant's motion to dismiss by filing an amended Complaint or moving to amend on or before the time Plaintiff's Answering Brief is due to be filed, the deadlines stated herein shall be vacated.

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[COUNSEL]  
*Attorneys for Plaintiff*

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[COUNSEL]  
*Attorneys for Defendant*

SO ORDERED this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

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[Vice] Chancellor