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Gordon & Rees LLP
633 West Fifth Street, 52nd Floor
Los Angeles, CA 90071

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

THE BOARD OF TRUSTEES OF THE
CALIFORNIA WINERY WORKERS'
PENSION TRUST FUND,

Plaintiff,

vs.

UNION BANK, N.A.,

Defendants.

AND RELATED CROSS-ACTIONS.

CASE NO. C 10-2240 SI

**[PROPOSED] FINAL
JUDGMENT OF DISMISSAL
OF UNION BANK'S THIRD
PARTY COMPLAINT AND
AMENDED THIRD PARTY
COMPLAINT**

(Fed. R. Civ. Pro. 54(b))

On April 6, 2011, the Court entered an order as to Union Bank's Third Party Complaint, dismissing with prejudice Union Bank's claims for relief for contribution, equitable indemnification and indemnification against the Third Party Defendant individual trustees of the Board of Trustees of the California Winery Workers' Pension Trust Fund (collectively, the "Trustees"), and dismissing without prejudice Union Bank's claims for relief for breach of fiduciary duty and breach of co-fiduciary duty. [Docket No. 80.]

On June 21, 2011, the Court entered an order as to Union Bank's Amended Third Party Complaint, dismissing the Amended Third Party Complaint in its entirety and with prejudice. [Docket No. 91.]

STIPULATION AND [PROPOSED] ORDER AND [PROPOSED] JUDGMENT
CASE NO. C 10-2240 SI

1 At the scheduled July 15, 2011 Case Management Conference in this action,
2 Union Bank made an oral motion for the entry of judgment on the Third Party
3 Complaint and the Amended Third Party Complaint pursuant to Federal Rule of
4 Civil Procedure, Rule 54(b) and the Court's April 6, 2011 and June 21, 2011
5 Orders, and the Parties thereafter agreed to stipulate to such entry of judgment.
6 Union Bank also made an oral motion for a stay of the litigation of the Complaint
7 during the pendency of any appeal of a judgment entered on the Third Party
8 Complaint and Amended Third Party Complaint, which motion the Court denied.

9 The Court, having considered Union Bank's oral motion of July 15, 2011,
10 and the Parties' stipulation, has determined that (1) good cause exists to enter final
11 judgment as stipulated by the Parties, and (2) that there is no just reason for delay
12 of the entry of this final judgment as to Union Bank's claims against the Trustees.
13 Accordingly, the Court directs entry of Judgment which shall constitute a final
14 adjudication of Union Bank's Third Party Complaint and Amended Third Party
15 Complaint as to Union Bank and the Trustees. Good cause appearing therefor, it is:

16 ORDERED, ADJUDGED AND DECREED THAT:

17 1. This Court granted the Trustees' Motions to Dismiss Union Bank's
18 Third Party Complaint and Amended Third Party Complaint, having determined
19 that Union Bank failed to state a claim for relief in that its claims under the facts
20 alleged are not authorized under controlling law, including the Employee
21 Retirement Income Security Act ("ERISA"). This Court finds that the legal rulings
22 supporting the dismissals are distinct from the legal and factual issues remaining in
23 this action, which involve Union Bank's own potential liability to the Plaintiff
24 under ERISA. Appellate review of this Final Judgment will not require the
25 appellate court to address the same legal or factual issues as those contained in the
26 claims still pending before this Court.

27 2. Union Bank's July 15, 2011 oral motion for a stay of this action
28 during the pendency of any appeal of this Final Judgment is denied with prejudice.

1 3. Final judgment is entered dismissing Union Bank's Third Party
2 Complaint and Amended Third Party Complaint with prejudice. The Court finds,
3 pursuant to Rules 54(a) and 54(b) of the Federal Rules of Civil Procedure, that this
4 Final Judgment should be entered and further finds that there is no just reason for
5 delay in the entry of this Judgment, as a Final Judgment, as to the parties to this
6 action.

7 Accordingly, the Clerk is hereby directed to enter Judgment forthwith.

8
9 Dated: 8/10/11



The Honorable Susan Illston
United States District Judge

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