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10 Attorneys for Nominal Defendant  
HEWLETT-PACKARD COMPANY  
11  
12

13 UNITED STATES DISTRICT COURT  
14 NORTHERN DISTRICT OF CALIFORNIA  
15 SAN FRANCISCO DIVISION  
16

17 IN RE HEWLETT-PACKARD COMPANY  
SHAREHOLDER DERIVATIVE LITIGATION,

18 This Document Relates To: All Actions  
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Master File No. C-12-06003-CRB

**NOTICE OF SUBSTITUTION OF  
COUNSEL AND [PROPOSED]  
ORDER**

[Local Rule 11-5]

Judge: Hon. Charles R. Breyer

1 TO ALL PARTIES AND TO THEIR ATTORNEYS OF RECORD:

2 PLEASE TAKE NOTICE that nominal defendant Hewlett-Packard Company hereby  
3 substitutes its counsel and attorneys of record in the above-captioned matter.

4 Former Counsel

5 MORGAN LEWIS & BOCKIUS LLP  
6 Marc J. Sonnenfeld (admitted *pro hac vice*)  
7 Karen Pieslak Pohlmann (admitted *pro hac vice*)  
8 Robert E. Gooding, Jr. (CA SBN 50617)  
9 Joseph E. Floren (CA SBN 168292)  
10 Jennifer R. Bagosy (CA SBN 223145)  
11 Kim Alexander Kane (CA SBN 226896)  
12 Matthew S. Weiler (CA SBN 236052)

13 New Counsel

14 MORRISON & FOERSTER LLP  
15 Darryl P. Rains (CA SBN 104802)  
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29 Substitution Based on Consent

30 Nominal defendant Hewlett-Packard Company respectfully submits that the proposed  
31 substitution of counsel is in the interests of justice and is not made for purposes of delay or any  
32 other improper purpose. The undersigned consent to the above substitution of counsel.  
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1 Dated: June 14, 2013

HEWLETT-PACKARD COMPANY

2  
3 By: /s/ Robert Particelli  
Robert Particelli

4 Vice-President, Associate General Counsel,  
5 Hewlett-Packard Company

6  
7 Dated: June 14, 2013

MORGAN LEWIS & BOCKIUS LLP  
MARC J. SONNENFELD  
KAREN PIESLAK POHLMANN  
ROBERT E. GOODING, JR.  
JOSEPH E. FLOREN  
JENNIFER R. BAGOSY  
KIM ALEXANDER KANE  
MATTHEW S. WEILER

11  
12 By: /s/ Marc J. Sonnenfeld  
Marc J. Sonnenfeld

13  
14 Former attorneys for nominal defendant  
Hewlett-Packard Company

15  
16 Dated: June 14, 2013

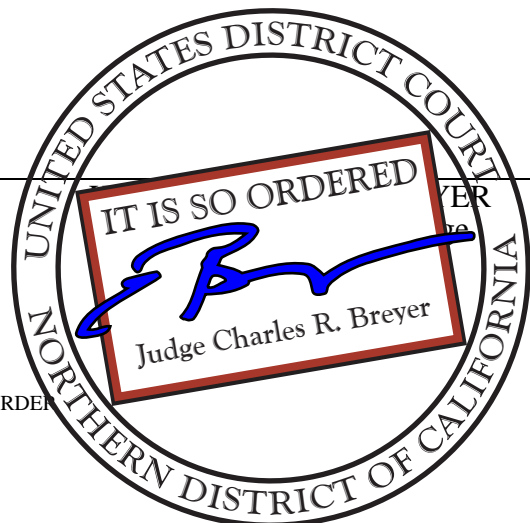
MORRISON & FOERSTER LLP  
DARRYL P. RAINS  
JUDSON E. LOBDELL  
MARK R.S. FOSTER

18  
19 By: /s/ Darryl P. Rains  
Darryl P. Rains

20  
21 Attorneys for nominal defendant  
Hewlett-Packard Company

22  
23 IT IS SO ORDERED.

24  
25 Dated: June 19, 2013



**ECF ATTESTATION**

I, Mark R.S. Foster, am the ECF User whose ID and Password are being used to file this:

**NOTICE OF SUBSTITUTION OF COUNSEL AND  
[PROPOSED] ORDER**

In compliance with Civil Local Rule 5-1(i)(3), I hereby attest that Robert Particelli,  
Marc J. Sonnenfeld and Darryl P. Rains have concurred in this filing.

Dated: June 14, 2013

MORRISON & FOERSTER LLP

By: /s/ Mark R.S. Foster  
Mark R.S. Foster