

EXHIBIT A

Stacey Leyton

From: Stacey Leyton
Sent: Tuesday, September 24, 2013 5:28 PM
To: Eric Brown; 'Pollock, Bronwyn F.'; 'Falk, Donald M.'; 'bhershman@jonesday.com'; 'mmartel@jonesday.com'; 'jsconyers@jonesday.com'; 'kurt.osenbaugh@alston.com'; 'whitney.chelgren@alston.com'
Cc: Stephen P. Berzon; Scott A Kronland; 'Ingber, Matthew D.'; 'Shapiro, Michael'; Carlos A. Privat; Bruce Goodmiller
Subject: RE: BNY Mellon v. City of Richmond, 13-cv-3664 [MB-AME.FID999771]
Attachments: Letter.9.24.13.pdf; Draft motion_final.pdf; Prop Order 09 24 13_final.pdf; POS.pdf
Counsel,

Please find attached a letter and enclosures, which also went out in today's mail.

Stacey Leyton
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From: Eric Brown
Sent: Tuesday, September 17, 2013 12:05 PM
To: 'Pollock, Bronwyn F.'; Falk, Donald M.; bhershman@jonesday.com; mmartel@jonesday.com; jsconyers@jonesday.com; kurt.osenbaugh@alston.com; whitney.chelgren@alston.com
Cc: Stephen P. Berzon; Scott A Kronland; Stacey Leyton; Ingber, Matthew D.; Shapiro, Michael
Subject: RE: BNY Mellon v. City of Richmond, 13-cv-3664 [MB-AME.FID999771]

Bronwyn,

Given that there is no non-frivolous basis to distinguish the Article III issues in this case from *Wells Fargo*, there can be no legitimate purpose to keeping this lawsuit on file. The only conceivable purpose would be to attempt to chill the political process, and so defendants intend to move to dismiss this case by the end of the week and request an order shortening the normal briefing schedule. This is why we need to know sooner than you propose whether you will voluntarily withdraw your complaint or whether we need to spend time preparing a motion to dismiss. Please let us know by the close of business tomorrow whether you will voluntarily dismiss your complaint this week.

Thank you,
Eric

From: Pollock, Bronwyn F. [mailto:BPollock@mayerbrown.com]
Sent: Monday, September 16, 2013 5:34 PM
To: Eric Brown; Falk, Donald M.; bhershman@jonesday.com; mmartel@jonesday.com; jsconyers@jonesday.com; kurt.osenbaugh@alston.com; whitney.chelgren@alston.com
Cc: Stephen P. Berzon; Scott A Kronland; Stacey Leyton; Ingber, Matthew D.; Shapiro, Michael
Subject: RE: BNY Mellon v. City of Richmond, 13-cv-3664 [MB-AME.FID999771]

11/8/2013

Eric – We will confer with our respective clients and get back to you later this week, as we promised to do on Friday. Now that Defendants have until October 1 to respond to the complaint, there certainly is no basis for your demand that we file a dismissal by COB tomorrow. These are important issues that involve many parties, and we will respond to you soon in good faith once we have an opportunity to discuss this with our clients.

Best regards,
Bronwyn

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From: Eric Brown [<mailto:ebrown@altshulerberzon.com>]
Sent: Monday, September 16, 2013 4:24 PM
To: Pollock, Bronwyn F.; Falk, Donald M.; bhershman@jonesday.com; mmartel@jonesday.com; jsconyers@jonesday.com; kurt.osenbaugh@alston.com; whitney.chelgren@alston.com
Cc: Stephen P. Berzon; Scott A Kronland; Stacey Leyton; Ingber, Matthew D.
Subject: RE: BNY Mellon v. City of Richmond, 13-cv-3664 [MB-AME.FID999771]

Bronwyn,

Now that the *Wells Fargo* case has been dismissed without leave to amend for lack of Article III jurisdiction, on grounds that present no distinction from your case, we ask that you agree to file a voluntary dismissal of your case by the close of business tomorrow. If we cannot obtain that commitment, we will be forced to file what would seem to be a completely unnecessary Rule 12(b)(1) motion to dismiss that will waste the resources of the parties and the court. I look forward to hearing from you soon on this.

Thank you,
Eric

From: Pollock, Bronwyn F. [<mailto:BPollock@mayerbrown.com>]
Sent: Friday, September 13, 2013 4:59 PM
To: Eric Brown; Falk, Donald M.; bhershman@jonesday.com; mmartel@jonesday.com; jsconyers@jonesday.com; kurt.osenbaugh@alston.com; whitney.chelgren@alston.com
Cc: Stephen P. Berzon; Scott A Kronland; Stacey Leyton; Ingber, Matthew D.
Subject: RE: BNY Mellon v. City of Richmond, 13-cv-3664 [MB-AME.FID999771]

Thanks. Have a good weekend.

Bronwyn

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11/8/2013

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From: Eric Brown [<mailto:ebrown@altshulerberzon.com>]
Sent: Friday, September 13, 2013 4:18 PM
To: Pollock, Bronwyn F.; Falk, Donald M.; bhershman@jonesday.com; mmartel@jonesday.com; jconyers@jonesday.com; kurt.osenbaugh@alston.com; whitney.chelgren@alston.com
Cc: Stephen P. Berzon; Scott A Kronland; Stacey Leyton; Ingber, Matthew D.
Subject: RE: BNY Mellon v. City of Richmond, 13-cv-3664 [MB-AME.FID999771]

Bronwyn, ok. We will plan on speaking shortly after the court rules and will send you a stipulation Monday morning.

Best,
Eric

From: Pollock, Bronwyn F. [<mailto:BPollock@mayerbrown.com>]
Sent: Friday, September 13, 2013 3:23 PM
To: Eric Brown; Falk, Donald M.; bhershman@jonesday.com; mmartel@jonesday.com; jconyers@jonesday.com; kurt.osenbaugh@alston.com; whitney.chelgren@alston.com
Cc: Stephen P. Berzon; Scott A Kronland; Stacey Leyton; Ingber, Matthew D.
Subject: RE: BNY Mellon v. City of Richmond, 13-cv-3664 [MB-AME.FID999771]

Eric – I was just sending you an email. Let's do a 15-day extension so we're not in the position of having to do another one on Wednesday in case the dust is not settled by then. The extra time wouldn't preclude your ability to file earlier should you decide to do so, of course. My suggestion is that we have a call after we see how the court rules and can discuss your second request at that point.

Let me know.
Bronwyn

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From: Eric Brown [<mailto:ebrown@altshulerberzon.com>]
Sent: Friday, September 13, 2013 3:07 PM
To: Pollock, Bronwyn F.; Falk, Donald M.; bhershman@jonesday.com; mmartel@jonesday.com; jconyers@jonesday.com; kurt.osenbaugh@alston.com; whitney.chelgren@alston.com
Cc: Stephen P. Berzon; Scott A Kronland; Stacey Leyton
Subject: RE: BNY Mellon v. City of Richmond, 13-cv-3664 [MB-AME.FID999771]

Bronwyn,

While plaintiffs are considering our request that you dismiss your case should Judge Breyer dismiss the Wells Fargo case for lack of subject matter jurisdiction, could you please let us know today whether you will consent to the extension of time to respond to the Second Amended Complaint that we have requested?

Similarly, could you please let us know by Monday at 10:00 am pacific time whether you will consent to promptly dismiss your case if Judge Breyer does dismiss the Wells Fargo case for lack of subject matter jurisdiction? We simply want to avoid spending time drafting an unnecessary motion to dismiss and moving for an order shortening time.

Thank you,
Eric

From: Pollock, Bronwyn F. [<mailto:BPollock@mayerbrown.com>]
Sent: Friday, September 13, 2013 1:12 PM
To: Eric Brown; Falk, Donald M.; bhershman@jonesday.com; mmartel@jonesday.com; jsconyers@jonesday.com; kurt.osenbaugh@alston.com; whitney.chelgren@alston.com
Cc: Stephen P. Berzon; Scott A Kronland; Stacey Leyton
Subject: RE: BNY Mellon v. City of Richmond, 13-cv-3664 [MB-AME.FID999771]

Eric – I didn't say to you that we were willing or unwilling to do anything. Rather, I explained to you that the demand you have made regarding dismissal is premature in light of the fact that the judge could stay the case, could dismiss with leave to amend, there could be another round of briefing on an amended complaint, and the court could dismiss without prejudice or leave, as you suggest below, and because there are differences between the cases, which we will need to evaluate in connection with any rulings issued by the Court. I am not sure that we will know the answer by Wednesday of next week, but it is possible. I will communicate with counsel for the other trustees in our case, and we will revert back to you.

Bronwyn

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From: Eric Brown [<mailto:ebrown@altshulerberzon.com>]
Sent: Friday, September 13, 2013 12:58 PM
To: Falk, Donald M.; Pollock, Bronwyn F.; bhershman@jonesday.com; mmartel@jonesday.com; jsconyers@jonesday.com; kurt.osenbaugh@alston.com; whitney.chelgren@alston.com
Cc: Stephen P. Berzon; Scott A Kronland; Stacey Leyton
Subject: RE: BNY Mellon v. City of Richmond, 13-cv-3664

Counsel,

I just spoke with Ms. Pollock, who I believe was speaking on behalf of all plaintiffs in this case. Defendants are disappointed that plaintiffs are unwilling to dismiss this case without prejudice even if Judge Breyer dismisses the related Wells Fargo case for lack of subject matter jurisdiction, as we fully expect he will do.

11/8/2013

We do, however, appreciate your offer to agree to extend our time to respond to your Second Amended Complaint. Will you consent to an extension that gives us two business days from the time that Judge Breyer issues his ruling in the Wells Fargo case? If this is acceptable I will draft and circulate a stipulation to that effect this afternoon.

Best,
Eric

From: Eric Brown
Sent: Thursday, September 12, 2013 6:54 PM
To: 'dfalk@mayerbrown.com'; 'bpollock@mayerbrown.com'; 'bhershman@jonesday.com'; 'mmartel@jonesday.com'; 'jsconyers@jonesday.com'; 'kurt.osenbaugh@alston.com'; 'whitney.chelgren@alston.com'
Cc: Stephen P. Berzon; Scott A Kronland; Stacey Leyton
Subject: BNY Mellon v. City of Richmond, 13-cv-3664

Counsel,

At today's hearing on Defendants' Motion to Dismiss for Lack of Subject Matter Jurisdiction in the related case, Wells Fargo v. City of Richmond, 13-cv-3663, Judge Breyer ruled that the case was unripe and that the court lacked subject matter jurisdiction. He stated that he will issue a ruling on defendants' motion to dismiss that case on Monday, September 16. Our responsive pleading in the above case is also due on September 16.

For the same reason that there is no subject matter jurisdiction in the Wells Fargo case, there is also no subject matter jurisdiction in this case. Thus, we request that plaintiffs agree that when Judge Breyer dismisses the related case, you will voluntarily dismiss forthwith (no later than 24 hours thereafter) the Second Amended Complaint in this case pursuant to Rule 41(a). So that we can determine whether we will need to prepare and file a motion to dismiss on Monday, September 16, we also request that you let us know by 5:00 p.m. tomorrow, September 13, whether you agree to our request regarding such a voluntary dismissal.

Absent consent to voluntarily dismiss plaintiffs' Second Amended Complaint upon dismissal of the related case for lack of subject matter jurisdiction, we will have no choice but to file an expedited motion to dismiss, and to also consider pursuing Rule 11 remedies.

Thank you for your anticipated cooperation. I look forward to hearing from you tomorrow.

Best,
Eric

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