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18 **UNITED STATES DISTRICT COURT**
 19 **NORTHERN DISTRICT OF CALIFORNIA**
 20 **SAN FRANCISCO DIVISION**

21 CHARLES BLOOM, et al.,
 22 Plaintiffs,
 23 vs.
 24 SUNEDISON , INC., et al.,
 25 Defendants.

26 Related Case No. 3:16-cv-02265-WHA

27 **STIPULATION OF PARTIES AND**
 28 **[PROPOSED] ORDER**
CONSOLIDATING CASES

Judge: Hon. William Alsup

29 CHARLES BLOOM, et al.,
 30 Plaintiffs,
 31 vs.
 32 GOLDMAN, SACHS & CO., et al.,
 33 Defendants.

34 Related Case No. 3:16-cv-04883-WHA

1 WHEREAS, pursuant to Federal Rule of Civil Procedure 42(a), the parties in the above-
2 captioned related actions entitled *Bloom, et al. v. SunEdison, Inc., et al.*, Case No. 3:16-cv-02265-
3 WHA (“*Bloom I*”) and *Bloom, et al. v. Goldman, Sachs & Co., et al.*, Case No. 3:16-cv-04883-WHA
4 (“*Bloom II*” and, together with *Bloom I*, the “*Bloom Actions*”), seek to have the Court consolidate
5 the *Bloom Actions* so that they can be promptly transferred to the United States District Court for the
6 Southern District of New York pursuant to this Court’s *Order (1) Denying Motions to Remand; (2)*
7 *Granting Motions to Transfer; (3) Certifying Issue for Interlocutory Review; and (4) Staying*
8 *Actions*, dated August 26, 2016; and

9 WHEREAS, the *Bloom Actions* have the same plaintiffs, were filed by the same counsel, and
10 include allegations that plaintiffs purchased the same security and were misled by misrepresentations
11 and/or omissions in certain offering materials concerning the strength and liquidity of SunEdison,
12 Inc. during the same general time period; and

13 WHEREAS, prior to Defendants’ removal of *Bloom II*: (i) the defendants in *Bloom I* and
14 three other actions deemed related thereto (collectively, the “*Related Actions*”) moved pursuant to
15 28 U.S.C. § 1412 to transfer the *Related Actions* to the Southern District of New York; (ii) plaintiffs
16 in each of the *Related Actions* moved to remand the *Related Actions* to San Mateo County Superior
17 Court; and (iii) the parties’ motions for remand and transfer were fully briefed and the Court held a
18 hearing to consider those motions;

19 WHEREAS, on August 26, 2016, in the *Related Actions*, the Hon. William H. Alsup entered
20 an order: (i) denying plaintiffs’ motions to remand the *Related Actions*, (ii) granting defendants’
21 motions to transfer the *Related Actions*, (iii) certifying for interlocutory review the question of
22 whether Section 22(a) of the 1933 Securities Act bars removal of actions “related to” a bankruptcy
23 case pursuant to 28 U.S.C. § 1452(a); and (iv) staying the *Related Actions* until September 5, 2016,
24 unless plaintiffs file a petition pursuant to 28 U.S.C. § 1292(b), in which case the *Related Actions*
25 are stayed until the United States Court of Appeals for the Ninth Circuit acts upon any such petition;

26 WHEREAS, the plaintiffs in the *Bloom Actions* did not file a petition seeking interlocutory
27 review of the Court’s August 26, 2016 order as to *Bloom I*;

1 WHEREAS, the parties in the *Bloom* Actions agree to be bound by the Court's August 26,
2 2016 order as to *Bloom II* without requiring the parties to separately brief motions to remand and
3 transfer; and

4 WHEREAS, the parties agree that the Plaintiffs in the *Bloom* Actions reserve and have not
5 waived their right to argue in *Bloom I* and *Bloom II* that the Southern District of New York lacks
6 subject matter jurisdiction to hear the case in the event that the Ninth Circuit reverses this Court's
7 August 26, 2016 order and that the Defendants reserve and have not waived their right to oppose
8 such arguments.

9 NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and among the
10 undersigned attorneys for the respective parties, subject to the approval of the Court, as follows:

- 11 1. The above-captioned *Bloom* Actions are hereby consolidated before the undersigned
12 Judge.
- 13 2. The *Bloom* Actions shall be transferred to the United States District Court for the
14 Southern District of New York pursuant to 28 U.S.C. § 1412.

15
16 Dated: September 21, 2016

By: /s/ Patrick D. Robbins

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SIGNATURE ATTESTATION

I am the ECF User whose identification and password are being used to file the foregoing document. In compliance with Local Rule 5-1(i)(3), I hereby attest that concurrence in the filing of this document has been obtained from each signatory.

Dated: September 21, 2016

Respectfully submitted,

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* * *

[PROPOSED] ORDER

Pursuant to stipulation, IT IS SO ORDERED.

DATED: September 21, 2016.



William H. Alsup
United States District Judge