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7 Attorneys for Plaintiff Melvin Brenner  
 and Proposed Lead Counsel for Plaintiffs

8 [Additional Counsel on Signature Pages]

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**UNITED STATES DISTRICT COURT  
 NORTHERN DISTRICT OF CALIFORNIA**

BERNARD STERN, Derivatively on Behalf of  
 SUNPOWER CORPORATION,

Plaintiff,

v.

THOMAS H. WERNER, CHARLES D.  
 BOYNTON, ARNAUD CHAPERON,  
 BERNARD CLÉMENT, DENIS GIORNO,  
 DANIEL LAURÉ, CATHERINE LESJAK,  
 THOMAS R. MCDANIEL, HUMBERT DE  
 WENDEL, and PAT WOOD III,

Defendants,

– and –

SUNPOWER CORPORATION,

Nominal Defendant.

Case No. 3:16-cv-05312-RS

Hon. Richard Seeborg

**STIPULATION REGARDING  
 CONSOLIDATION OF RELATED  
 ACTIONS AND CASE MANAGEMENT;  
 AND [~~PROPOSED~~] ORDER THEREON**

[CAPTION CONTINUED ON NEXT PAGE]

1 PETER MOSCONE, Derivatively on Behalf of  
2 Nominal Defendant SUNPOWER  
CORPORATION,

3 Plaintiff,

4 v.

5 BERNARD CLÉMENT, DENIS GIORNO,  
6 CATHERINE LESJAK, ARNAUD  
7 CHAPERON, DANIEL LAURÉ, PAT WOOD  
III, THOMAS R. MCDANIEL, HUMBERT  
8 DE WENDEL, and THOMAS H. WERNER,

9 Defendants,

10 – and –

11 SUNPOWER CORPORATION, a Delaware  
Corporation,

12 Nominal Defendant.

Case No. 3:16-cv-05381-RS

Hon. Richard Seeborg

13 MELVIN BRENNER, Derivatively on Behalf  
14 of SUNPOWER CORPORATION,

15 Plaintiff,

16 v.

17 THOMAS H. WERNER, CHARLES D.  
18 BOYNTON, BERNARD CLÉMENT,  
19 LADISLAS PASZKIEWICZ, DANIEL  
20 LAURÉ, CATHERINE A. LESJAK,  
THOMAS R. MCDANIEL, PAT WOOD  
21 III, ARNAUD CHAPERON, DENIS  
GIORNO, JEAN-MARC OTERO DEL  
22 VAL, and HUMBERT DE WENDEL,

23 Defendants,

24 – and –

25 SUNPOWER CORPORATION, a Delaware  
corporation,

26 Nominal Defendant.

Case No. 5:16-cv-05988-RS

Hon. Richard Seeborg

1 WHEREAS, there are presently three related shareholder derivative actions against certain  
2 of the officers and directors of SunPower Corporation ("SunPower") on file in this Court;

3 WHEREAS, in an effort to assure consistent rulings and decisions and the avoidance of  
4 unnecessary duplication of effort, counsel for the parties to the related SunPower shareholder  
5 derivative actions currently on file in this Court enter into this stipulation. The counsel are:  
6 (1) Robbins Arroyo LLP and Vita Law Offices P.C. on behalf of plaintiff Melvin Brenner; (2) Profy  
7 Promisloff & Ciarlanto, P.C., Law Office Of Alfred G. Yates, Jr., P.C., and Brodsky & Smith, LLC  
8 on behalf of plaintiff Bernard Stern; (3) Gainey McKenna & Egleston and The Wagner Firm on  
9 behalf of plaintiff Peter Moscone; (4) and Wilson Sonsini Goodrich & Rosati on behalf of  
10 defendants Thomas H. Werner, Charles D. Boynton, Bernard Clément, Ladislav Paszkiewicz,  
11 Daniel Lauré, Catherine A. Lesjak, Thomas R. Mcdaniel, Pat Wood III, Arnaud Chaperon, Denis  
12 Giorno, Jean-Marc Otero del Val, and Humbert de Wendel, and nominal defendant SunPower  
13 (collectively, "Defendants");

14 WHEREAS, the parties have met and conferred and agree that, as these actions arise out of  
15 the same alleged transactions and occurrences and involve the same or substantially similar alleged  
16 issues of fact and law, they are related and should be consolidated pursuant to Rule 42(a) of the  
17 Federal Rules of Civil Procedure (hereinafter the "Consolidated Action") and that consolidation of  
18 the actions will promote judicial economy and preserve both public and private resources;

19 WHEREAS, Plaintiffs<sup>1</sup> and Defendants agree that it would be duplicative and wasteful of  
20 the Court's resources for Defendants to have to respond to the individual complaints prior to the  
21 agreed-upon consolidation; and

22 WHEREAS, Defendants take no position of the selection of lead counsel for Plaintiffs in the  
23 Consolidated Action but agree that the appointment of lead counsel facilitates orderly progress and  
24 organization in the litigation of the Consolidated Action;

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27 <sup>1</sup> "Plaintiffs" refers to plaintiffs Stern, Moscone, Brenner, and any plaintiff in any related case (as  
28 defined herein) that may be consolidated with, and into, the Consolidated Action.

1 NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED by Plaintiffs and  
2 Defendants, through their respective counsel of record, as follows:

3 1. The following actions are hereby related and consolidated for all purposes,  
4 including pre-trial proceedings and trial:

<u>Abbreviated Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Stern v. Werner, et al.</i>	5:16-cv-05312-RS	Sept. 16, 2016
<i>Moscone v. Clement, et al.</i>	5:16-cv-05381-RS	Sept. 20, 2016
<i>Brenner v. Werner, et al.</i>	3:16-cv-05988-RS	Oct. 17, 2016

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10 2. Every pleading filed in the Consolidated Action, or in any separate action included  
11 herein, shall bear the following caption:

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

16 IN RE SUNPOWER CORPORATION  
17 SHAREHOLDER DERIVATIVE  
18 LITIGATION

Lead Case No. 5:16-cv-05312-RS  
(Consolidated with Case Nos. 5:16-cv-  
05381-RS and 3:16-cv-05988-RS)

19 This Document Relates To:  
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22 3. The files of the Consolidated Action shall be maintained in one file under Master  
23 File No. 5:16-cv-05312-RS.

24 4. Defendants are not required to respond to the complaint in any action consolidated  
25 into this Consolidated Action, other than a consolidated complaint or a complaint designated as the  
26 operative complaint. The parties will meet and confer regarding a schedule for the case, including  
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1 the filing of a consolidated or operative complaint and Defendants' response thereto, following  
2 consolidation.

3 5. Lead Counsel for Plaintiffs for the conduct of the Consolidated Action is:

4 ROBBINS ARROYO LLP  
5 BRIAN J. ROBBINS  
6 GEORGE C. AGUILAR  
7 ASHLEY R. RIFKIN  
8 600 B Street, Suite 1900  
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11 Facsimile: (619) 525-3991

12 6. Plaintiffs' Lead Counsel shall have sole authority to speak for Plaintiffs in matters  
13 regarding pre-trial procedure, trial, and settlement and shall make all work assignments in such  
14 manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative  
15 or unproductive effort.

16 7. Plaintiffs' Lead Counsel shall be responsible for coordinating all activities and  
17 appearances on behalf of Plaintiffs. No motion, request for discovery, or other pre-trial or trial  
18 proceedings shall be initiated or filed by any plaintiff except through Plaintiffs' Lead Counsel.

19 8. Plaintiffs' Lead Counsel shall be available and responsible for communications to  
20 and from this Court, including distributing orders and other directions from the Court to counsel.  
21 Plaintiffs' Lead Counsel shall be responsible for creating and maintaining a master service list of all  
22 parties and their respective counsel.

23 9. Defendants' counsel may rely upon all agreements made with Plaintiffs' Lead  
24 Counsel, or other duly authorized representative of Plaintiffs' Lead Counsel, and such agreements  
25 shall be binding on all Plaintiffs.

26 10. Defendants' counsel signing this stipulation shall appear for and accept service on  
27 behalf of all their clients who have not already been served.

28 11. This Order shall apply to each case, arising out of the same or substantially the same  
transactions or events as these cases, which is subsequently filed in, remanded to or transferred to  
this Court.



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*Attorneys for Plaintiff Melvin Brenner*

Dated: November 10, 2016

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*Attorneys for Plaintiff Bernard Stern*

1 Dated: November 10, 2016

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19 *Attorneys for Plaintiff Peter Moscone*

20 Dated: November 10, 2016

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Wood III, Arnaud Chaperon, Denis Giorno, Jean-  
Marc Otero del Val, and Humbert de Wendel*




1 I, George C. Aguilar, am the ECF User whose ID and password are being used to file this  
2 Stipulation Regarding Consolidation of Related Actions and Case Management. In compliance  
3 with Civil L.R. 5-1(i), I hereby attest that concurrence in the filing of this document has been  
4 obtained from each of the other signatories.

5  
6 *s/ George C. Aguilar*  
7 \_\_\_\_\_  
8 GEORGE C. AGUILAR

9 **PURSUANT TO STIPULATION, IT IS SO ORDERED.**

10 DATED: 11/15/16

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13 HONORABLE RICHARD SEEBORG  
14 UNITED STATES DISTRICT JUDGE

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**CERTIFICATE OF SERVICE**

I hereby certify that on November 10, 2016, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses on the Electronic Mail Notice for this action.

I further certify that I caused a true and correct copy of the foregoing to be sent via electronic mail to the following:

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*Attorneys for Defendants Thomas H. Werner, Charles D. Boynton, Bernard Clément, Ladislav Paszkiewicz, Daniel Lauré, Catherine A. Lesjak, Thomas R. Mcdaniel, Pat Wood III, Arnaud Chaperon, Denis Giorno, Jean-Marc Otero del Val, Humbert de Wendel, and nominal defendant SunPower Corporation*

*s/ George C. Aguilar*  
\_\_\_\_\_  
GEORGE C. AGUILAR

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