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Liaison Counsel for Plaintiffs

[Additional Counsel Appear on Signature Page]

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

GARY HEFLER, MARCELO MIZUKI, GUY SOLOMONOV, and UNION ASSET MANAGEMENT HOLDING AG, Individually and on Behalf of All Others Similarly Situated,

Plaintiffs,

v.

WELLS FARGO & COMPANY, JOHN G. STUMPF, JOHN R. SHREWSBERRY, CARRIE L. TOLSTEDT, TIMOTHY J. SLOAN, DAVID M. CARROLL, DAVID JULIAN, HOPE A. HARDISON, MICHAEL J. LOUGHLIN, AVID MODJTABAI, JAMES M. STROTHER, JOHN D. BAKER II, JOHN S. CHEN, LLOYD H. DEAN, ELIZABETH A. DUKE, SUSAN E. ENGEL, ENRIQUE HERNANDEZ, JR., DONALD M. JAMES, CYNTHIA H. MILLIGAN, FEDERICO F. PEÑA, JAMES H. QUIGLEY, JUDITH M. RUNSTAD, STEPHEN W. SANGER, SUSAN G. SWENSON, and SUZANNE M. VAUTRINOT,

Defendants.

Case No. 3:16-cv-05479-JST

CLASS ACTION

STIPULATION AND ~~PROPOSED~~ ORDER SUBSTITUTING LEAD COUNSEL

STIPULATION AND ~~PROPOSED~~ ORDER
 SUBSTITUTING LEAD COUNSEL
 CASE NO. 3:16-CV-05479-JST

1 Lead Plaintiff Union Asset Management Holding AG (“Union”) respectfully submits this
2 stipulation and proposed order with regard to the appointment of Lead Counsel in the above-
3 captioned matter.

4 1. WHEREAS, the Private Securities Litigation Reform Act (“PSLRA”) requires the
5 Lead Plaintiff to select and retain counsel to represent the class, subject to Court approval (*see* 15
6 U.S.C. § 78u-4(a)(3)(B)(v));

7 2. WHEREAS, on January 5, 2017, the Court appointed Union to serve as Lead
8 Plaintiff in this action and approved Union’s selection of Motley Rice LLC (“Motley Rice”) as
9 Lead Counsel;

10 3. WHEREAS, Union has conducted an internal review of its active litigation,
11 including its selection of Lead Counsel in this action;

12 4. WHEREAS, as part of that review, Union retained Bernstein Litowitz Berger &
13 Grossmann LLP (“Bernstein Litowitz”) to represent it and the proposed class in this action, subject
14 to the approval of the Court, and terminated its relationship with Motley Rice in this case;

15 5. WHEREAS, Motley Rice has agreed to withdraw as Lead Counsel, and Union
16 seeks to substitute Bernstein Litowitz as Lead Counsel in this case;

17 6. WHEREAS, Motley Rice does not oppose the substitution of Bernstein Litowitz as
18 Lead Counsel in this action;

19 7. WHEREAS, Bernstein Litowitz has significant experience serving as Lead Counsel
20 in securities class actions and has a proven history of handling this type of complex litigation in
21 this District and in courts throughout the Country (*see* Bernstein Litowitz’s Firm Résumé,
22 submitted herewith as Exhibit A to the accompanying Declaration of Blair A. Nicholas);

23 8. WHEREAS, counsel for Union—Bernstein Litowitz—informs all of the
24 undersigned that on May 12, 2017, it contacted counsel for Defendants regarding substitution of
25 counsel, and Defendants have no objection to the relief sought herein;

26 **NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED:**

1 1. Union’s selection of Bernstein Litowitz to serve as Lead Counsel in the above-
2 captioned action is approved.

3 2. Motley Rice is withdrawn as Lead Counsel in the above-captioned matter.

4 Dated: May 16, 2017

Respectfully submitted,

6 /s/ Shawn A. Williams

Shawn A. Williams (SBN 213113)

Jason C. Davis (SBN 253370)

Aelish M. Baig (SBN 201279)

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Liaison Counsel for Plaintiffs

16 Dated: May 16, 2017

17 /s/ Blair A. Nicholas

Blair A. Nicholas (Bar No. 178428)

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-and-

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*Counsel for Lead Plaintiff Union Asset Management
Holding AG, and Proposed Lead Counsel for the
Class*

13 Dated: May 16, 2017

14 /s/ William H. Narwold
15 William H. Narwold (admitted pro hac vice)
16 **MOTLEY RICE LLC**
17 One Corporate Center, 20 Church St.
18 Hartford, Connecticut 06103
19 Telephone: (860) 882-1676

20 Gregg S. Levin (admitted pro hac vice)
21 **MOTLEY RICE LLC**
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23 Mt. Pleasant, South Carolina 29464
24 Telephone: (843) 216-9000

25 **ATTESTATION PURSUANT TO CIVIL LOCAL RULE 5.1(i)**

26 I, Shawn A. Williams, in compliance with Civil Local Rule 5.1(i), hereby attest that I
27 obtained the concurrence of all of the above-listed counsel in filing this document.

28 Dated: May 16, 2017

/s/ Shawn A. Williams
Shawn A. Williams

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~~PROPOSED~~ ORDER

PURSUANT TO THE FOREGOING STIPULATION, IT IS SO ORDERED.

Dated:

