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

16 IN RE WELLS FARGO & COMPANY
 17 SHAREHOLDER DERIVATIVE
 18 LITIGATION

Lead Case No. 3:16-cv-05541-JST

(**Consolidated with Nos.** 3:16-cv-05592; 3:16-cv-05745; 3:16-cv-05817; 3:16-cv-05915; 3:16-cv-06262; 3:16-cv-06624; and 3:16-cv-06631)

19 _____
 20 This Document Relates To:
 21 ALL ACTIONS.

STIPULATION AND ~~PROPOSED~~ ORDER REGARDING DEFENDANT JOHN G. STUMPF'S RESPONSE TO THE CONSOLIDATED COMPLAINT

Courtroom: 9, 19th Floor
 Judge: Hon. Jon S. Tigar

1 Pursuant to Local Civil Rule 6-2 and 7-12, Lead Plaintiffs Fire and Police Pension
2 Association of Colorado and The City of Birmingham Retirement and Relief System (“Lead
3 Plaintiffs”) and Defendant John G. Stumpf, by and through their undersigned counsel of record,
4 hereby agree and stipulate as follows:

5 WHEREAS, on February 8, 2017, the Court entered an order setting the briefing schedule on
6 Defendants’ motion to dismiss the Consolidated Complaint on the threshold issue of demand futility,
7 while preserving Defendants’ right to assert other defenses, including by motion or otherwise, after
8 the Court’s consideration of Defendants’ demand futility motion to dismiss [Dkt. 81];

9 WHEREAS, on February 24, 2017, Lead Plaintiffs filed their Consolidated Amended
10 Verified Stockholder Derivative Complaint (“Complaint”) [Dkt. 83];

11 WHEREAS, on March 17, 2017, Defendant Wells Fargo & Co. filed a motion to dismiss the
12 Complaint for failure to adequately plead demand futility [Dkt. 99], which was fully briefed and
13 subsequently argued before this Court on May 4, 2017;

14 WHEREAS, on May 4, 2017, the Court issued an order denying in part and granting in part
15 Defendant Wells Fargo & Co.’s motion to dismiss [Dkt. 129], holding that Plaintiffs had adequately
16 pled demand futility;

17 WHEREAS, on May 30, 2017, the Court issued an order approving a stipulation among all
18 parties in this action and ordering that Defendants shall move to dismiss or otherwise respond to the
19 Complaint on or before June 5, 2017;

20 WHEREAS, it is anticipated that certain Defendants will file motions to dismiss the
21 Complaint on June 5, 2017;

22 WHEREAS, counsel for Lead Plaintiffs and Mr. Stumpf have met and agreed that in the
23 event that Mr. Stumpf does not join in any motion to dismiss filed by any Defendant on or before
24 June 5, 2017, justification and good cause exists for extending until June 30, 2017 the date by which
25 Mr. Stumpf shall file an answer to the Complaint.

26 NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED, between Lead
27 Plaintiffs and Mr. Stumpf, by and through their respective counsel, that in the event that Mr. Stumpf
28

1 does not join in any Defendant's motion to dismiss the Complaint on or before June 5, 2017, Mr.
2 Stumpf shall file an answer to the Complaint on or before June 30, 2017.

3
4
5 Dated: June 2, 2017

GOODWIN PROCTER LLP

6 By: /s/ Lloyd Winawer

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26
27
28 Dated: June 2, 2017

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By: /s/ Richard M. Heimann (with permission)

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ATTORNEY ATTESTATION

I, Lloyd Winawer, hereby attest, pursuant to Local Civil Rule 5-1(i)(3) that I obtained the concurrence of all of the above-listed counsel in filing this document.

DATED: June 2, 2017

/s/ Lloyd Winawer
Lloyd Winawer


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ORDER

THE FOREGOING STIPULATION IS APPROVED AND IT IS SO ORDERED.

Dated: June 5, 2017



THE HONORABLE JOHN S. TIGAR
UNITED STATES DISTRICT JUDGE