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17 UNITED STATES DISTRICT COURT
 18 NORTHERN DISTRICT OF CALIFORNIA

20 IN RE WELLS FARGO & COMPANY
 SHAREHOLDER DERIVATIVE
 21 LITIGATION

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

22 This Document Relates to:
 ALL ACTIONS.

23
 24 R.A. FEUER,
 Plaintiff
 25
 v.
 26
 27 WELLS FARGO & COMPANY et al.,
 Defendants.
 28

Case No. 3:18-cv-02866-JST

**STIPULATION AND ~~PROPOSED~~
 ORDER REGARDING THE FEUER
 COMPLAINT**

The Honorable Jon S. Tigar

1 WHEREAS, in September 2016, several shareholder derivative actions were filed in the
2 United States District Court for the Northern District of California, seeking relief under federal
3 and state law for the alleged misconduct by current and former Wells Fargo & Company (“Wells
4 Fargo” or the “Company”) officers and directors arising from the opening of customer accounts
5 without customer knowledge or authorization (the “Unauthorized Sales Practices”);

6 WHEREAS, the Court consolidated those related actions, and on January 12, 2017, the
7 Court appointed the Fire and Police Pension Association of Colorado and the City of Birmingham
8 Retirement and Relief System as Lead Plaintiffs in *In re Wells Fargo & Co. Shareholder*
9 *Derivative Litigation*, No. 3:16-cv-05541-JST (the “Lead Action”) (Lead Action, ECF No. 70);

10 WHEREAS, in the Lead Action, the Court granted in part and denied in part Defendants’
11 motion to dismiss Lead Plaintiffs’ Consolidated Amended Verified Stockholder Derivative
12 Complaint (the “Consolidated Complaint”) for failure to plead demand futility (Lead Action, ECF
13 No. 129) on May 4, 2017; the Court granted in part and denied in part Defendants’ motion to
14 dismiss the Consolidated Complaint for failure to state a claim (Lead Action, ECF No. 174) on
15 October 4, 2017; Defendants filed answers to the Consolidated Complaint on January 8, 2018
16 (Lead Action, ECF Nos. 187–92); and the Court entered a Scheduling Order providing for a trial
17 to commence December 2, 2019 (Lead Action, ECF No. 199);

18 WHEREAS, on May 16, 2018, Plaintiff R.A. Feuer filed a Verified Derivative Complaint
19 in *Feuer v. Wells Fargo & Co.*, No. 3:18-cv-02866-JST (the “*Feuer* Action”) (*Feuer* Action, ECF
20 No. 1);

21 WHEREAS, on June 13, 2018, the Court related the *Feuer* Action with the Lead Action
22 (Lead Action, ECF No. 230);

23 WHEREAS, on June 20, 2018, Plaintiff Feuer filed an Amended Complaint (*Feuer*
24 Action, ECF No. 19) (the “*Feuer* Complaint”);

25 WHEREAS, the *Feuer* Complaint alleges certain background information referencing the
26 Unauthorized Sales Practices at issue in the Lead Action (*see, e.g., Feuer* Compl. ¶¶ 3–4, 80–106,
27 148–59, 175–262);

28 WHEREAS, the allegations in the *Feuer* Complaint referencing the Unauthorized Sales

1 Practices—including Plaintiff Feuer’s initial demand on the Company’s Board of Directors, dated
2 December 12, 2016 (*Feuer* Compl. ¶ 176, Ex. A)—are intended to provide background
3 information only, and Plaintiff Feuer does not base his claims for relief on allegations related to
4 the Unauthorized Sales Practices;

5 NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED, between the
6 undersigned parties, by and through their counsel, as follows:

7 1. The *Feuer* Complaint does not, and shall not be construed to, assert claims for
8 breach of fiduciary duty, breach of duty of loyalty, and breach of the duty of candor to the extent
9 such claims involve the Unauthorized Sales Practices or have been asserted in the Lead Action,
10 and Plaintiff Feuer will not seek and expressly waives his right to assert claims for any relief
11 involving the Unauthorized Sales Practices, including damages, in connection with the *Feuer*
12 Action.

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14
15 Dated: September 6, 2018

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ATTESTATION

I, Richard M. Heimann, in compliance with General Order 45, Section X(B), hereby attest that I obtained the concurrence of all of the above-listed counsel in filing this document.

DATED: September 6, 2018

/s/ Richard M. Heimann
Richard M. Heimann

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ORDER

THE FOREGOING STIPULATION IS APPROVED AND IT IS SO ORDERED

Dated: September 7, 2018

