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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

VICTORIA SHAEV, derivatively on Behalf)
of WELLS FARGO & COMPANY,)
)
Plaintiff,)
v.)
JOHN D. BAKER II, ELAINE L. CHAO,)
JOHN S. CHEN, LLOYD H. DEAN,)
ELIZABETH A. DUKE, ENRIQUE)
HERNANDEZ JR., DONALD M. JAMES,)
CYNTHIA M. MILLIGAN, FEDERICO F.)
PEÑA, JAMES H. QUIGLY, STEPHEN W.)
SANGER, JOHN G. STUMPF, SUSAN G.)
SWENSON, CARRIE L. TOLSTEDT, and)
SUZANNE M. VAUTRINOT,)
)
Defendants,)
-and-)
WELLS FARGO & COMPANY,)
)
Nominal Defendant.)
)

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

STIPULATION AND ~~PROPOSED~~
ORDER CONSOLIDATING RELATED
SHAREHOLDER DERIVATIVE
ACTIONS

Judge: Hon. Jon S. Tigar
Courtroom: 9, 19th Floor
Date Action Filed: September 29, 2016

Hearing Date: January 12, 2017
Hearing Time: TBD

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ALISON SHERMAN, Derivatively on
Behalf of WELLS FARGO & COMPANY,

Plaintiff,

v.

JOHN G. STUMPF, TIMOTHY J. SLOAN,
CARRIE L. TOLSTEDT, JOHN R.
SHREWSBERRY, STEPHEN W.
SANGER, CYNTHIA H. MILLIGAN,
SUSAN E. ENGEL, SUSAN G.
SWENSON, ENRIQUE HERNANDEZ, JR.,
LLOYD H. DEAN, JOHN S. CHEN, JOHN
D. BAKER II, DONALD M. JAMES,
ELAINE L. CHAO, FEDERICO F. PEÑA,
JAMES H. QUIGLEY, ELIZABETH A.
DUKE, SUZANNE M. VAUTRINOT,
JUDITH M. RUNSTAD, HOWARD V.
RICHARDSON, NICHOLAS G. MOORE,
PHILIP J. QUIGLEY, MACKAY J.
MCDONALD, and RICHARD D.
MCCORMICK,

Defendants,

-and-

WELLS FARGO & COMPANY, a
Delaware corporation,

Nominal Defendant.

Case No. 3:16-cv-05745-JST

Judge: Hon. Jon S. Tigar
Courtroom: 9, 19th Floor
Date Action Filed: October 6, 2016

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ROBERT ELSON, IRA,

Plaintiff,

v.

JOHN G. STUMPF, CARRIE TOLSTEDT,
JOHN D. BAKER II, ELAIN L. CHAO,
JOHN C. CHEN, LLOYD H. DEAN,
ELIZABETH A. DUKE, SUSAN E. ENGEL,
ENRIQUE HERNANDEZ, JR., DONALD M.
JAMES, CYNTHIS H. MILLIGAN,
FEDERICO F. PEÑA, JAMES H. QUIGLEY,
STEPHEN W. SANGER, SUSAN G.
SWENSON, and SUSAN M. VAUTRINOT,

Defendants,

-and-

WELLS FARGO & COMPANY,

Nominal Defendant.

Case No. 3:16-cv-05817-JST

Judge: Hon. Jon S. Tigar
Courtroom: 9, 19th Floor
Date Action Filed: October 7, 2016

Caption continued on next page.

1 THE CITY OF BIRMINGHAM) Case No. 3:16-cv-05915-JST
 2 RETIREMENT AND RELIEF SYSTEM,)
 3 Derivatively on Behalf of WELLS FARGO)
 & COMPANY,)

4 Plaintiff,)
 5 v.)

6 JOHN D. BAKER II, ELAINE L. CHAO,)
 JOHN S. CHEN, LLOYD H. DEAN,)
 7 ELIZABETH A. DUKE, SUSAN E.)
 ENGEL, ENRIQUE HERNANDEZ, JR.,)
 DONALD M. JAMES, MACKAY J.)
 8 MCDONALD, RICHARD D.)
 MCCORMICK, CYNTHIA H. MILLIGAN,)
 9 NICHOLAS G. MOORE, FEDERICO F.)
 PEÑA, JAMES H. QUIGLEY, PHILIP J.)
 10 QUIGLEY, JUDITH M. RUNSTAD,)
 HOWARD V. RICHARDSON, STEPHEN)
 11 W. SANGER, SUSAN G. SWENSON,)
 SUZANNE M. VAUTRINOT, TIMOTHY)
 12 J. SLOAN, JOHN R. SHREWSBERRY,)
 JOHN G. STUMPF, and CARRIE L.)
 13 TOLSTEDT,)

14 Defendants,)

15 -and-)

16 WELLS FARGO & COMPANY, a)
 17 Delaware corporation,)
 18 Nominal Defendant.)

Judge: Hon. Jon S. Tigar
 Courtroom: 9, 19th Floor
 Date Action Filed: October 12, 2016

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 20 *Caption continued on next page.*

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1 CATHY LEBENDIG, derivatively on behalf
of WELLS FARGO & COMPANY,

2 Plaintiff,

3 v.

4 JOHN G. STUMPF, CARRIE L.
5 TOLSTEDT, JOHN D. BAKER II, ELAINE
L. CHAO, JOHN S. CHEN, LLOYD H.
6 DEAN, ELIZABETH A DUKE, ENRIQUE
HERNANDEZ JR., DONALD M. JAMES,
7 CYNTHIA M. MILLIGAN, FEDRICO F.
PEÑA, JAMES H. QUIGLY, STEPHEN W.
8 SANGER, SUSAN G. SWENSON, and
SUZANNE M. VAUTRINOT,

9 Defendants,

10 -and-

11 WELLS FARGO & COMPANY, a Delaware
corporation,

12 Nominal Defendant.
13

Case No. 3:16-cv-06262-JST

Judge: Hon. Jon S. Tigar
Courtroom: 9, 19th Floor
Date Action Filed: October 28, 2016

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1 GEORGE HANNON, derivatively on behalf
2 of WELLS FARGO & COMPANY,

3 Plaintiff,

4 v.

5 MICHAEL J. LOUGHLIN, TIMOTHY J.
6 SLOAN, JOHN G. STUMPF, CARRIE
7 TOLSTEDT, JOHN R. SHREWSBERRY,
8 JOHN D. BAKER, II, ELAINE L. CHAO,
9 JOHN S. CHEN, LLOYD H. DEAN,
10 ELIZABETH A. DUKE, SUSAN E. ENGEL,
11 ENRIQUE HERNANDEZ, JR., DONALD
12 M. JAMES, CYNTHIA H. MILLIGAN,
13 FEDERICO F. PEÑA, JAMES H.
14 QUIGLEY, STEPHEN W. SANGER,
15 SUSAN G. SWENSON, SUZANNE M.
16 VAUTRINOT, and JUDITH M. RUNSTAD,

17 Defendants,

18 -and-

19 WELLS FARGO & COMPANY, a Delaware
20 corporation,

21 Nominal Defendant.

Case No. 3:16-cv-06624-MEJ

Date Action Filed: November 15, 2016

22 *Caption continued on next page.*

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FIRE AND POLICE PENSION
ASSOCIATION OF COLORADO,
derivatively on behalf of WELLS FARGO &
COMPANY,

Plaintiff,

v.

JOHN G. STUMPF, TIMOTHY J. SLOAN,
CARRIE L. TOLSTEDT, JOHN R.
SHREWSBERRY, JOHN D. BAKER II,
ELAINE L. CHAO, JOHN S. CHEN,
LLOYD H. DEAN, ELIZABETH A. DUKE,
SUSAN E. ENGEL, ENRIQUE
HERNANDEZ, JR., DONALD M. JAMES,
RICHARD D. MCCORMICK, MACKAY J.
MCDONALD, CYNTHIA H. MILLIGAN,
NICHOLAS G. MOORE, FEDERICO F.
PEÑA, JAMES H. QUIGLEY, PHILIP J.
QUIGLEY, HOWARD V. RICHARDSON,
JUDITH M. RUNSTAD, STEPHEN W.
SANGER, SUSAN G. SWENSON, and
SUZANNE M. VAUTRINOT,

Defendants,

-and-

WELLS FARGO & COMPANY, a Delaware
corporation,

Nominal Defendant.

Case No. 3:16-cv-06631-JST

Date Action Filed: November 15, 2016

1 WHEREAS the following eight actions are now pending in the Northern District of
2 California (collectively, the "Related Actions"):

<u>Abbreviated Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Shaev v. Baker, et al.</i>	3:16-cv-05541-JST	09/29/2016
<i>Cook v. Loughlin, et al.</i>	3:16-cv-05592-JST	09/30/2016
<i>Sherman v. Stumpf, et al.</i>	3:16-cv-05745-JST	10/06/2016
<i>Elson, IRA v. Stumpf, et al.</i>	3:16-cv-05817-JST	10/07/2016
<i>The City of Birmingham Retirement and Relief System v. Baker, et al.</i>	3:16-cv-05915-JST	10/12/2016
<i>LeBendig v. Wells Fargo & Company, et al.</i>	3:16-cv-06262-JST	10/28/2016
<i>Hannon v. Loughlin, et al.</i>	3:16-cv-06624-MEJ	11/15/2016
<i>Fire and Police Pension Association of Colorado v. Stumpf, et al.</i>	3:16-cv-06631-JST	11/15/2016

12 WHEREAS the eight Related Actions are styled as shareholder derivative actions on
13 behalf of nominal defendant Wells Fargo & Company ("Wells Fargo"), and each asserts claims
14 that arise out of at least some of the same alleged transactions and occurrences and involve the
15 same or substantially similar alleged issues of fact and law;

16 WHEREAS the Court determined by orders, in the earlier-filed action entitled *Hefler v.*
17 *Wells Fargo & Company, et al.*, No. 3:16-cv-05479-JST (hereinafter, "*Hefler*"), that the actions
18 are related pursuant to Civil L.R. 3-12(a), and the actions now have all been assigned to the
19 Honorable Jon S. Tigar;¹

20 WHEREAS the *Hannon* action is currently assigned to Magistrate Judge Maria-Elena
21 James, and no motion to relate this case to the *Hefler* action and reassign *Hannon* to this Court
22 has yet been filed;

23 _____
24 ¹ The Court has entered Orders, relating the following cases to the *Hefler* action:
25 (1) *Shaev, Sherman*, and *Elson, IRA* on October 19, 2016; (2) *Cook* on October 21, 2016; (3) *City*
26 *of Birmingham* on November 11, 2016; (4) *LeBendig* on November 15, 2016; and (5) *Colorado*
Fire and Police Pension on November 22, 2016. The *Hefler* action is not styled as a shareholder
27 derivative action on behalf of Wells Fargo and is not subject to this Stipulation.

1 WHEREAS the Related Actions identified above all arise out of at least some of the same
2 alleged transactions and occurrences and involve the same or substantially similar alleged issues
3 of law and facts, and, therefore, should be consolidated for all purposes under Rule 42(a) of the
4 Federal Rules of Civil Procedure;

5 WHEREAS counsel for plaintiffs in the above referenced actions have met and conferred
6 and have agreed to a schedule following the filing of the motion for lead plaintiff and lead
7 counsel;

8 WHEREAS counsel for plaintiffs, Wells Fargo, and the undersigned defendants have met
9 and conferred and have agreed to a schedule for filing a consolidated complaint following the
10 appointment of lead plaintiff and lead counsel;

11 WHEREAS counsel for plaintiffs, Wells Fargo, and the undersigned defendants have met
12 and conferred and have agreed that no answers, motions, or other responses to the complaints
13 ("Responses") need be filed in the Related Actions by Wells Fargo or by any other defendant
14 until after the appointment of lead plaintiff and lead counsel and the filing of a consolidated
15 complaint or designation of an operative complaint, as provided below;

16 WHEREAS counsel for plaintiffs, Wells Fargo, and the undersigned defendants have met
17 and conferred and have agreed to a schedule setting a date for Responses to the consolidated
18 complaint and a briefing schedule for any motions filed in response to the consolidated
19 complaint unless otherwise ordered by the Court pursuant to motion or stipulation;

20 WHEREAS, the agreed-upon schedule is not for the purpose of delay, promotes judicial
21 efficiency, and will not cause prejudice to any party,

22 NOW, THEREFORE, IT IS STIPULATED AND AGREED by plaintiffs² and all
23 defendants³ who have appeared in the Related Actions, by and through their undersigned
24 respective counsel of record, as follows:

25 _____
26 ² Victoria Shaev, Amy Cook, Alison Sherman, Robert Elson, IRA, The City of Birmingham
27 Retirement and Relief System, Cathy LeBendig, George Hannon, and Fire and Police Pension
28 Association of Colorado (together, "Plaintiffs").

1 **I. CONSOLIDATION OF ACTIONS**

2 1. The eight Related Actions identified above are hereby consolidated for all
3 purposes, including pre-trial proceedings and trial (the "Consolidated Action").

4 2. The caption of these consolidated actions shall be "*In re Wells Fargo & Company*
5 *Shareholder Derivative Litigation*" and the files of these consolidated actions shall be maintained
6 in one master file under Lead Case No. 3:16-cv-05541-JST. Thereafter, all eight of the original
7 Related Action case files shall be closed.

8 3. Any other actions or claims filed in or removed or transferred to this Court after
9 the date of this Stipulation that (i) are styled as shareholder derivative actions or claims brought
10 on behalf of Wells Fargo and (ii) arise out of the same transactions and occurrences and involve
11 the same or substantially similar issues of law and facts as the Related Actions, shall
12 automatically be consolidated for all purposes, if and when they are brought to the Court's
13 attention, together with *In re Wells Fargo & Company Shareholder Derivative Litigation*, and the
14 clerk shall close the file for any such later-filed actions.

15 4. Every pleading filed in the Consolidated Action, or in any separate action
16 included herein, shall bear the following caption:

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23 ³ John D. Baker II, Elaine L. Chao, John S. Chen, Lloyd H. Dean, Elizabeth A. Duke, Susan E.
24 Engel, Enrique Hernandez, Jr., Donald M. James, Mackey J. McDonald, Richard D. McCormick,
25 Cynthia H. Milligan, Nicholas G. Moore, Federico F. Peña, James H. Quigley, Philip J. Quigley,
26 Judith M. Runstad, Howard V. Richardson, Stephen W. Sanger, Susan G. Swenson, Suzanne M.
27 Vautrinot, Timothy J. Sloan, John R. Shrewsberry, John G. Stumpf, Carrie L. Tolstedt, and
28 Michael J. Loughlin (collectively, the "Individual Defendants"), and nominal defendant Wells
Fargo (together, "Defendants").

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UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA

IN RE WELLS FARGO & COMPANY
SHAREHOLDER DERIVATIVE
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)

This Document Relates To:

ALL ACTIONS.

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

5. When a pleading or other filing is intended to be applicable to all actions, the words "All Actions" shall appear immediately after or below the words "This Document Relates To:" in the caption set forth above. When a pleading or other filing is intended to be applicable to less than all actions, the separate caption and docket number for each individual action to which the pleading is intended to be applicable shall appear immediately after or below the words "This Document Relates To:" in the caption described above.

6. When a case or claim that properly belongs as part of *In re Wells Fargo & Company Shareholder Derivative Litigation* is filed in this Court or transferred or removed to this Court from another court and assigned to Judge Jon S. Tigar, then following the filing of notice by any party to such action or by a party to *In re Wells Fargo & Company Shareholder Derivative Litigation* in such other action and this consolidated action, and service of such notice upon all parties that have appeared in the affected actions, the clerk of this Court shall:

(a) Place a copy of this Order in the separate file for such action;

~~(b) Mail to the attorneys for the plaintiff(s) in the newly filed or transferred case a copy of this Order and direct that this Order be served upon or mailed to any new defendant(s) or their counsel in the newly filed or transferred case;~~

(c) Make an appropriate entry on the Master Docket. Counsel recognizes that this Court requests the assistance of counsel in calling to the attention of the clerk of this Court the filing or transfer of any case which properly might be consolidated as part of *In re Wells Fargo & Company Shareholder Derivative Litigation*; and

1 (d) Close the separate file for such action.

2 7. Filing of documents via the Court's ECF system shall be deemed to satisfy the
3 service requirement as to all parties who have appeared in the action and whose counsel receive
4 ECF notices electronically. All attorneys of record in *In re Wells Fargo & Company Shareholder*
5 *Derivative Litigation* must register for ECF and must file an appearance through the ECF system.
6 Any attorneys who have been admitted *pro hac vice* in any of the Related Actions shall also be
7 deemed admitted in *In re Wells Fargo & Company Shareholder Derivative Litigation* pursuant to
8 the same conditions and requirements. No separate service of documents is required on any party
9 who has appeared in the action but is not registered for ECF.

10 8. The terms of this Order shall not have the effect of making any person or entity a
11 party to any action in which he, she, or it has not been named and properly served in accordance with
12 the Federal Rules of Civil Procedure. The terms of this Order and the consolidation and coordination
13 ordered herein shall not constitute a waiver by any party of any claims in or defenses to any of the
14 actions.

15 9. Nothing in this Stipulation shall be construed as a waiver of any of Defendants rights
16 or positions in law or in equity, or as a waiver of any defense that Defendants would otherwise have.

17 **II. SCHEDULE**

18 10. The following dates shall be in effect for motions for lead plaintiff/counsel in the
19 Consolidated Action:

20 November 23, 2016: Last Day to File Motions for Lead Plaintiff and Lead Counsel

21 December 15, 2016: Last Day to File Response(s) to Motions for Lead Plaintiff and
22 Lead Counsel

23 January 5, 2017: Last Day to File Replies to Any Response(s) to Motions for
24 Lead Plaintiff and Lead Counsel

25 January 12, 2017: Hearing on Motions for Lead Plaintiff and Lead Counsel

26 11. Lead plaintiff and/or Lead Counsel shall, within sixty (60) days following the
27 entry and filing of the Court's order selecting a lead plaintiff and lead counsel, serve and file a

1 consolidated complaint or designate a previously-filed complaint as the operative complaint (the
2 "Consolidated Complaint"), which will supersede all existing complaints filed in the Related
3 Actions and any other action that may be consolidated herewith. To the extent any defendant
4 now named in any of the Related Actions is not named in the Consolidated Complaint, the
5 claims against such defendant shall be deemed dismissed without prejudice. Service shall be
6 effected with respect to any named defendant by serving the Consolidated Complaint on that
7 defendant's counsel, unless such defendant has not previously been served or appeared, in which
8 case service shall be affected according to the Federal Rules of Civil Procedure.

9 12. Unless the Court otherwise orders pursuant to stipulation, motion, or for any other
10 reason, defendants shall file their responses to the Consolidated Complaint within sixty (60) days
11 following the filing of the Consolidated Complaint (provided, however, that the time prescribed
12 by the Federal Rules of Civil Procedure shall control to the extent those Rules provide for a later
13 response date as to any defendant who has not been served, waived service, or appeared in the
14 action at the time of this Stipulation). In the event that defendants file any motions directed at
15 the Consolidated Complaint, the opposition brief shall be filed within sixty (60) days of the
16 motions and the reply briefs shall be filed within thirty (30) days thereafter. This Stipulation is
17 without prejudice to any party's right to move to continue any response(s) to the Consolidated
18 Complaint pursuant to the federal and local rules.

19 **IT IS SO STIPULATED.**

20 Dated: November 23, 2016

ROBBINS ARROYO LLP
BRIAN J. ROBBINS
FELIPE J. ARROYO
SHANE P. SANDERS

21
22
23 */s/ Shane P. Sanders*

24

SHANE P. SANDERS

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26 San Diego, CA 92101
27 Telephone: (619) 525-3990
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*Counsel for Plaintiffs Alison Sherman and The
City of Birmingham Retirement and Relief
System*

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*Counsel for Plaintiff The City of Birmingham
Retirement and Relief System*

Dated: November 23, 2016

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Counsel for Plaintiff Victoria Shaev

1 Dated: November 23, 2016

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Counsel for Plaintiff Amy Cook

11 Dated: November 23, 2016

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Counsel for Plaintiff Robert Elson, IRA

1 Dated: November 23, 2016

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BARRY HIMMELSTEIN (157736)
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2
3 */s/ Barry Himmelstein*

4

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18 *Counsel for Plaintiff Cathy LeBendig*

19 Dated: November 23, 2016

THE SHUMAN LAW FIRM
KIP B. SHUMAN (145842)

20 */s/ Kip B. Shuman*

21

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25 Facsimile: (303) 536-7849
26 E-mail: kip@shumanlawfirm.com

27 *Counsel for Plaintiff George Hannon*

28 Dated November 23, 2016

LIEFF CABRASER HEIMANN
& BERNSTEIN, LLP

RICHARD M. HEIMANN (063607)
KATHERINE LUBIN (259826)

/s/ Richard M. Heimann

RICHARD M. HEIMANN

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*Counsel for Plaintiff Fire & Police Pension
Association of Colorado*

Dated: November 23, 2016

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/s/ Brendan P. Cullen

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Dated: November 23, 2016

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SIGNATURE ATTESTATION

I, Shane P. Sanders, am the ECF user whose identification and password are being used to file the foregoing Stipulation and [Proposed] Order Consolidating Related Shareholder Derivative Actions. In compliance with Civil L.R. 5-1(i)(3), I hereby attest that each of the signatories identified above has concurred in this filing.

Executed this 23rd day of November 2016 at San Diego, California.

/s/ Shane P. Sanders
SHANE P. SANDERS

ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: December 12, 2016


HONORABLE J. S. TIGAR
UNITED STATES DISTRICT JUDGE

1131081

CERTIFICATE OF SERVICE

I hereby certify that, on November 23, 2016, a copy of the foregoing Stipulation and [Proposed] Order Consolidating Related Shareholder Derivative Actions was electronically filed with the Clerk of Court in the following actions:

- *Shaev v. Baker, et al.*, No. 3:16-cv-05541-JST;
- *Cook v. Loughlin, et al.*, No. 3:16-cv-05592-JST;
- *Sherman v. Stumpf, et al.*, No. 3:16-cv-05745-JST;
- *Elson, IRA v. Stumpf, et al.*, No. 3:16-cv-05817-JST;
- *The City of Birmingham Retirement and Relief System v. Baker, et al.*, No. 3:16-cv-05915-JST;
- *LeBendig v. Wells Fargo & Company, et al.*, No. 3:16-cv-06262-JST;
- *Hannon v. Loughlin, et al.*, No. 3:16-cv-06624-MJE; and
- *Fire and Police Pension Association of Colorado v. Stumpf, et al.*, No. 3:16-cv-06631-JST

Notice of this filing will be sent via e-mail to all parties, in all actions, by operation of the Court's electronic filing system or by U.S. Mail to anyone unable to accept electronic filing as indicated on the Notice of Electronic Filing. Parties may access this filing through the Court's CM/ECF system.

/s/ Shane P. Sanders

SHANE P. SANDERS