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17 **UNITED STATES DISTRICT COURT**
 18 **NORTHERN DISTRICT OF CALIFORNIA**
 19 **OAKLAND DIVISION**

20 Charles Baird et al.,
 21
 22 Plaintiffs,
 23
 24 v.
 25 BlackRock Institutional Trust Company,
 26 N.A., et al.,
 27
 28 Defendants.

Case No: 4:17-cv-01892-HSG

**STIPULATION AND ORDER TO MODIFY
 THE CASE SCHEDULE**

29 Pursuant to Northern District of California Local Rule 6-2, Plaintiffs Charles Baird and
 30 Lauren Slayton (collectively, "Plaintiffs"), Defendant Mercer Investment Consulting ("Mercer"),
 31 and Defendants BlackRock Institutional Trust Company, N.A., Blackrock, Inc., the BlackRock, Inc.
 32 Retirement Committee, the Investment Committee of the Retirement Committee, the Administrative
 33 Committee of the Retirement Committee, the Management Development & Compensation
 34 Committee, Anne Ackerley, Catherine Bolz, Chip Castille, Marc Comerchero, Paige Dickow, Daniel
 35 A. Dunay, Any Engel, Nancy Everett, Joseph Feliciani, Jr., Michael Fredericks, Corin Frost, Daniel

1 Gamba, Kevin Holt, Chris Jones, Milan Lint, Philippe Matsumoto, Katherine Nedl, John Perlowski,
2 Ann Marie Petach, Andy Phillips, Kurt Schansinger, Tom Skrobe, Jeffrey A. Smith, Joel Davies,
3 John Davis, and Laraine McKinnon (“collectively, “BlackRock”), by and through respective
4 counsel, hereby stipulate and agree as follows:

5 **The Current Case Schedule**

6 WHEREAS, on June 18, 2018, the Court entered a stipulated order modifying the case
7 schedule by setting, among other dates, the close of fact discovery on September 21, 2018; the close
8 of expert discovery on class certification issues on December 21, 2018; and the completion of
9 briefing on the plaintiffs’ motion for class certification on March 14, 2019, ECF No. 122;

10 WHEREAS, on August 27, 2018, with leave of Court, Plaintiffs filed a Second Amended
11 Class Action Complaint, naming additional defendants, including Mercer, ECF No. 154;

12 WHEREAS, on September 17, 2018, Plaintiffs, Mercer, and BlackRock (collectively, the
13 “Parties”) filed a stipulation seeking to modify the case schedule, ECF No. 161;

14 WHEREAS, after holding a telephonic conference on September 25, 2018, the Court granted
15 in part the Parties’ proposed modifications to the case schedule, setting, among other dates, the close
16 of fact discovery on December 21, 2018; the close of expert discovery on class certification issues
17 on February 28, 2019; and the completion of briefing on Plaintiffs’ class certification motion on May
18 14, 2019, ECF No. 173;

19 WHEREAS, on December 10, 2018, the Court granted the Parties’ Stipulation to Modify the
20 Case Schedule, setting, among other dates, the close of fact discovery on February 4, 2019; the close
21 of expert discovery on class certification issues on April 16, 2019; the completion of briefing on
22 Plaintiffs’ class certification motion on June 28, 2019; and the hearing on Plaintiffs’ class
23 certification motion on July 25, 2019, ECF No. 204;

24 WHEREAS, Plaintiffs and the BlackRock Defendants continue to meet and confer about
25 certain outstanding discovery disputes, Russell Decl. ¶ 3¹;

26 WHEREAS, Plaintiffs and Mercer had not engaged in any substantive discovery at the time

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¹ A declaration from Matthew A. Russell setting forth the reasons for the Parties’ request is attached
28 hereto as Exhibit A.

1 Mercer was added as a party in late August 2018, but have since worked diligently in their respective
2 discovery efforts, *id.* ¶ 4;

3 WHEREAS, Plaintiffs and Mercer met-and-conferred multiple times before reaching final
4 agreement on an ESI protocol to govern Mercer’s production of documents and other electronically
5 stored data, which this Court entered on December 19, 2018 (ECF No. 208), *id.* ¶ 5;

6 WHEREAS, Plaintiffs have issued, and Mercer has responded to, 11 requests for the
7 production of documents; 16 interrogatories; and 41 requests for admission, *id.*;

8 WHEREAS, Mercer also has collected a significant amount of data and documents from
9 several Mercer custodians; has reviewed those materials to respond to Plaintiffs’ document requests;
10 has already made two productions totaling almost 60,000 pages of documents; and will be making at
11 least one further production of documents in the near future, *id.* ¶ 6;

12 WHEREAS, Plaintiffs and Mercer have held several additional meet-and-confers concerning
13 the parameters of Mercer’s production, such as search terms, custodians, and the applicable date
14 ranges, as well as the scope of Plaintiffs’ document requests, and Plaintiffs and Mercer have been
15 negotiating in good faith and believe they are nearing final compromises with respect to all
16 outstanding issues between them that, with additional time, they will be able to complete while
17 avoiding impasse that would otherwise require motion practice before the Court, *id.* ¶ 7;

18 WHEREAS, counsel for Mercer recently experienced a death in the family, delaying both
19 (i) a deposition that had been previously scheduled for January 29, 2019, and (ii) Mercer’s and
20 Plaintiffs’ discussion and resolution of certain outstanding discovery matters, *id.* ¶ 8;

21 WHEREAS, for various reasons, Plaintiffs agreed to delay the deposition dates for two
22 Mercer witnesses (one Rule 30(b)(6) representative deposition, and one Rule 30(b)(1) individual
23 deposition) until February 14 and February 21, 2019, respectively, *id.* ¶ 9;

24 WHEREAS, on January 22, 2019, Plaintiffs sought to meet and confer concerning Mercer’s
25 objections and responses to certain of Plaintiffs’ Requests for Admission and Interrogatories, and
26 although Mercer has agreed to review its written objections and responses in light of Plaintiffs’
27 concerns and engage in additional meet-and-confers as appropriate, absent the modest two-week
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1 extension proposed by this Stipulation, Plaintiffs may be compelled to engage in motion practice
2 before this Court to preserve their positions, when such disputes could be avoided if the Parties had
3 additional time to resolve them, *id.* ¶ 10;

4 WHEREAS, Mercer and Plaintiffs believe the parties and the Court would benefit from
5 (1) avoiding potentially unnecessary discovery disputes before this Court, when they believe in good
6 faith that they may resolve these issues if given the benefit of more time, and/or (2) allowing the
7 depositions of Mercer witnesses to occur after documents are fully produced to avoid the risk that
8 Mercer would be forced to present those witnesses for a second day of deposition; and

9 WHEREAS, the Parties propose a modest extension of the existing case schedule by
10 approximately fourteen days, including modifications outlined below such that the Court need not
11 reschedule the existing July 25, 2019 hearing date on Plaintiffs' class certification motion, meaning
12 the overall case schedule will not be enlarged by the proposed case schedule, *id.* ¶ 11.

13 **IT IS HEREBY STIPULATED AND AGREED**, subject to the approval of the Court that:

14 1. The Parties agree there is good cause for a modest extension of the existing case
15 schedule—aside from the hearing date for Plaintiffs' class certification motion—by approximately
16 fourteen (14) days, to allow all Parties sufficient time to complete fact discovery and proceed with
17 expert discovery related to class certification. Russell Decl. ¶ 11.

18 2. The Parties further agree that, should the Court grant an extension on the case
19 schedule, they will not issue any further written discovery requests on one another.

20 3. Plaintiffs will not seek to depose any current or former Blackrock or Mercer
21 employee, other than those depositions the Parties have already noticed and/or scheduled, prior to
22 the class certification hearing. No party will seek to depose any members of either putative class
23 prior to the class certification hearing.

24 The Parties therefore stipulate and agree on the following case schedule:
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Event	Existing Deadline	Stipulated Deadline
Close of Fact Discovery	February 4, 2019	February 19, 2019
Opening expert reports on class cert. issues	February 28, 2019	March 15, 2019
Rebuttal expert reports on class cert. issues	April 1, 2019	April 16, 2019
Close of expert discovery on class cert. issues	April 16, 2019	April 30, 2019
Motion for class certification	May 13, 2019	May 21, 2019
Opposition to class certification motion	June 10, 2019	June 20, 2019
Reply in support of class certification motion	June 28, 2019	July 11, 2019
Class Certification Hearing	July 25, 2019 at 2 p.m.	July 25, 2019 at 2 p.m.

Dated: January 31, 2019

**COHEN MILSTEIN SELLERS & TOLL,
PLLC**

/s/ Michelle C. Yau
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Attorneys for Mercer Investment Consulting

18 **ATTESTATION**

19 I attest that for all conformed signatures indicated by an “/s/,” the signatory has concurred in
20 the filing of this document.

21 Dated: January 31, 2019

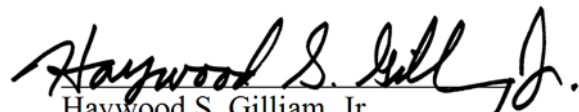
By: /s/ Matthew A. Russell

Matthew A. Russell

22 **ORDER**

23 PURSUANT TO THE STIPULATION, IT IS SO ORDERED: the above Stipulation and
24 Proposed Order to Modify the Case Schedule is approved except that the Class Certification Hearing
25 will be held on August 1, 2019 at 2:00 p.m. all parties shall comply with its provisions.

26 Dated: January 31, 2019

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Haywood S. Gilliam, Jr.
U.S. District Court for the
Northern District of California