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 Investment Management, Inc., Marianne Byerwalter, Donald F.  
 10 Dorward, William A. Hasler, Robert G. Holmes, Gerald B.  
 Smith, Donald R. Stephens, Michael W. Wilsey, Charles R.  
 11 Schwab, Randall W. Merk, Joseph H. Wender, and John F.  
 Cogan

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 13 UNITED STATES DISTRICT COURT  
 14 NORTHERN DISTRICT OF CALIFORNIA  
 15 SAN JOSE DIVISION

17 NORTHSTAR FINANCIAL ADVISORS, INC.,  
 on Behalf of Itself and All Others Similarly  
 18 Situated,

19 Plaintiff,

20 v.

21 SCHWAB INVESTMENTS, and MARIANNE  
 BYERWALTER, DONALD F. DORWARD,  
 22 WILLIAM A. HASLER, ROBERT G. HOLMES,  
 GERALD B. SMITH, DONALD R. STEPHENS,  
 23 MICHAEL W. WILSEY, CHARLES R.  
 SCHWAB, RANDALL W. MERK, JOSEPH H.  
 24 WENDER, and JOHN F. COGAN as TRUSTEES  
 OF SCHWAB INVESTMENTS; and CHARLES  
 25 SCHWAB INVESTMENT MANAGEMENT,  
 INC.  
 26 Defendants.

Case No. CV-08-4119 LHK (PVT)

CLASS ACTION

STIPULATION AND ~~PROPOSED~~  
 ORDER RE MOTION TO  
 CONSOLIDATE

Courtroom: 4, 5th Floor  
 Judge: Hon. Lucy H. Koh

Date Action Filed: Aug. 23, 2008

1 JERRY SMIT, individually and on behalf of all  
2 others similarly situated,

3 Plaintiff,

4 v.

5 CHARLES SCHWAB & CO., INC., SCHWAB  
6 INVESTMENTS, and CHARLES SCHWAB  
7 INVESTMENT MANAGEMENT, INC.,

8 Defendants.

Case No. CV-10-3971 JSW

CLASS ACTION

Date Action filed: September 3, 2010

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1 WHEREAS, on October 11, 2010, defendants Schwab Investments, Charles Schwab  
2 Investment Management, Inc., Marianne Byerwalter, Donald F. Dorward, William A. Hasler,  
3 Robert G. Holmes, Gerald B. Smith, Donald R. Stephens, Michael W. Wilsey, Charles R.  
4 Schwab, Randall W. Merk, Joseph H. Wender, and John F. Cogan (collectively "Defendants"),  
5 are filing a Motion to Consolidate Cases CV-08-4119 LHK and CV-10-03971 JSW.

6 WHEREAS, Jerry Smit, the plaintiff in *Smit v. Charles Schwab & Co., Inc.*, No. CV-10-  
7 3971 JSW, agrees that these cases should be consolidated and hereby stipulates to such  
8 consolidation;

9 WHEREAS, the plaintiff in *Northstar Financial Advisors, Inc. v. Schwab Investments*,  
10 CV-08-4119 LHK, anticipates that it will oppose Defendants' Motion to Consolidate Cases;

11 WHEREAS, the parties have met and conferred regarding a briefing schedule on  
12 Defendants' motion and for the convenience of the Court and the parties wish to have it heard on  
13 the same day as Defendants' motions to dismiss the *Northstar* and *Smit* actions, which are  
14 currently set for January 13, 2011;

15 IT IS HEREBY STIPULATED AND AGREED among the undersigned parties, subject to  
16 Court approval, that Defendants shall file their motion to consolidate on October 11, 2010,  
17 Plaintiff Smit will file supporting papers, if any, on or before November 5, 2010, Defendants shall  
18 file their motions to dismiss the *Northstar* and *Smit* actions on or before November 10, 2010, and  
19 Northstar Financial Advisors, Inc. shall file its opposition to Defendants' motion to consolidate  
20 on November 19, 2010, and Defendants shall file their reply on the motion to consolidate on  
21 December 21, 2010. The hearing on Defendants' motion to consolidate shall be set for January  
22 13, 2011 at 1:30 p.m. or as soon thereafter as the matter may be heard

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1 IT IS SO STIPULATED.

2 Dated: October 11, 2010

DARRYL P. RAINS  
EUGENE ILLOVSKY  
CRAIG D. MARTIN  
DOROTHY L. FERNANDEZ  
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5 By: /s/ Dorothy L. Fernandez  
Dorothy L. Fernandez

6 Attorneys for Defendants

7 Dated: October 11, 2010

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22 Liaison Counsel for Plaintiff Northstar Financial  
23 Advisors, Inc.

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Dated: October 11, 2010

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By: /s/ Sean R. Matt  
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Counsel for Plaintiff Smit and the Proposed Class

IT IS SO ORDERED.

Dated: October 12, 2010

  
\_\_\_\_\_  
HONORABLE LUCY H. KOH  
UNITED STATES DISTRICT JUDGE