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5 QUINN EMANUEL URQUHART & SULLIVAN, LLP  
 Karin Kramer (Bar No. 87346)  
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 Arthur M. Roberts (*pro hac vice* application pending)  
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10 Attorneys for Defendants Schwab Investments, Charles Schwab  
 Investment Management, Inc., Marianne Byerwalter, Donald F.  
 11 Dorward, William A. Hasler, Robert G. Holmes, Gerald B. Smith,  
 Donald R. Stephens, Michael W. Wilsey, Charles R. Schwab,  
 12 Randall W. Merk, Joseph H. Wender, and John F. Cogan

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

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

19 Plaintiff,

20 v.

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

27 Defendants.  
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Case No. CV-08-4119 LHK

CLASS ACTION

~~PROPOSED~~ ORDER APPROVING  
 SUBSTITUTION OF COUNSEL

1 Defendants Schwab Investments, Charles Schwab Investment Management, Inc.,  
2 Marianne Byerwalter, Donald F. Dorward, William A. Hasler, Robert G. Holmes, Gerald B.  
3 Smith, Donald R. Stephens, Michael W. Wilsey, Charles R. Schwab, Randall W. Merk, Joseph H.  
4 Wender, and John F. Cogan, hereby substitute Quinn Emanuel Urquhart & Sullivan, LLP, as  
5 counsel of record, replacing Morrison & Foerster LLP. Counsel's new address of record is:

6 RICHARD A. SCHIRTZER  
7 richardschirtzer@quinnemanuel.com  
8 QUINN EMANUEL URQUHART & SULLIVAN, LLP  
9 865 South Figueroa Street, 10th Floor  
10 Los Angeles, CA 90017-2543  
11 Telephone: (213) 443-3000  
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13 JOHN M. POTTER  
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15 PATRICK DOOLITTLE  
16 patrickdoolittle@quinnemanuel.com  
17 KARIN KRAMER  
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19 QUINN EMANUEL URQUHART & SULLIVAN, LLP  
20 50 California Street, 22nd Floor  
21 San Francisco, CA 94111-4788  
22 Telephone: (415) 875-6600  
23 Facsimile: (415) 875-6700

24 The substitution of counsel will take effect upon the Court's entry of the proposed order.

25 Dated: December 10, 2010

26 DARRYL P. RAINS  
27 EUGENE ILLOVSKY  
28 CRAIG D. MARTIN  
DOROTHY L. FERNANDEZ  
MORRISON & FOERSTER LLP

By: /s/ Darryl P. Rains  
Darryl P. Rains

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Dated: December 10, 2010

RICHARD A. SCHIRTZER  
JOHN M. POTTER  
PATRICK DOOLITTLE  
QUINN EMANUEL URQUHART &  
SULLIVAN, LLP

By: /s/ Patrick Doolittle  
Patrick Doolittle

Defendants hereby agree and consent to this substitution of counsel.

Dated: December 10, 2010

SCHWAB INVESTMENTS AND CHARLES  
SCHWAB INVESTMENT MANAGEMENT,  
INC.

By: /s/ Linda Drucker  
Linda Drucker  
Associate General Counsel  
Charles Schwab & Co.

Dated: December 10, 2010

MARIANNE BYERWALTER

By: /s/ Marianne Byerwalter  
Marianne Byerwalter

Dated: December 10, 2010

DONALD F. DORWARD

By: /s/ Donald F. Dorward  
Donald F. Dorward

Dated: December 10, 2010

WILLIAM A. HASLER

By: /s/ William A. Hasler  
William A. Hasler

Dated: December 10, 2010

ROBERT G. HOLMES

By: /s/ Robert G. Holmes  
Robert G. Holmes

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Dated: December 10, 2010

GERALD B. SMITH

By: /s/ Gerald B. Smith  
Gerald B. Smith

Dated: December 10, 2010

DONALD R. STEPHENS

By: /s/ Donald R. Stephens  
Donald R. Stephens

Dated: December 10, 2010

MICHAEL W. WILSEY

By: /s/ Michael W. Wilsey  
Michael W. Wilsey

Dated: December 10, 2010

CHARLES R. SCHWAB

By: /s/ Charles R. Schwab  
Charles R. Schwab

Dated: December 10, 2010

RANDALL W. MERK

By: /s/ Randall W. Merk  
Randall W. Merk

Dated: December 10, 2010

JOSEPH H. WENDER

By: /s/ Joseph H. Wender  
Joseph H. Wender

Dated: December 10, 2010

JOHN F. COGAN

By: /s/ John F. Cogan  
John F. Cogan

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GOOD CAUSE APPEARING,

IT IS HEREBY ORDERED that Quinn Emanuel Urquhart & Sullivan, LLP shall, and hereby is, substituted for Morrison & Foerster LLP as counsel of record for Defendants Schwab Investments, Charles Schwab Investment Management, Inc., Marianne Byerwalter, Donald F. Dorward, William A. Hasler, Robert G. Holmes, Gerald B. Smith, Donald R. Stephens, Michael W. Wilsey, Charles R. Schwab, Randall W. Merk, Joseph H. Wender, and John F. Cogan.

Date: December 13, 2010

  
\_\_\_\_\_  
HONORABLE LUCY H. KOH  
U.S. District Court Judge