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 10 Attorneys for Defendants Charles Schwab & Co., Inc.,
 Schwab Investments, and Charles Schwab Investment
 Management, Inc.

11 UNITED STATES DISTRICT COURT
 12 NORTHERN DISTRICT OF CALIFORNIA
 13 SAN FRANCISCO DIVISION

14 JERRY SMIT, individually and on behalf of all
 15 others similarly situated,

16 Plaintiff,

17 v.

18 CHARLES SCHWAB & CO., INC., SCHWAB
 INVESTMENTS and, CHARLES SCHWAB
 19 INVESTMENT MANAGEMENT, INC.,

20 Defendants.

Case No. 10-cv-03971 LHK

~~PROPOSED~~ ORDER APPROVING
 SUBSTITUTION OF COUNSEL

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1 Defendants Charles Schwab & Co., Inc., Schwab Investments, and Charles Schwab
2 Investment Management, Inc., hereby substitute Quinn Emanuel Urquhart & Sullivan, LLP, as
3 counsel of record, replacing Morrison & Foerster LLP. Counsel's new address of record is:

4 RICHARD A. SCHIRTZER
5 richardschirtzer@quinnemanuel.com
6 QUINN EMANUEL URQUHART & SULLIVAN, LLP
7 865 South Figueroa Street, 10th Floor
8 Los Angeles, CA 90017-2543
9 Telephone: (213) 443-3000
10 Facsimile: (213) 443-3100

11 KARIN KRAMER
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13 PATRICK DOOLITTLE
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15 QUINN EMANUEL URQUHART & SULLIVAN, LLP
16 50 California Street, 22nd Floor
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18 Telephone: (415) 875-6600
19 Facsimile: (415) 875-6700

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

21 Dated: December 8, 2010

22 DARRYL P. RAINS
23 EUGENE ILLOVSKY
24 CRAIG D. MARTIN
25 DOROTHY L. FERNANDEZ
26 MORRISON & FOERSTER LLP

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

Dated: December 8, 2010

RICHARD A. SCHIRTZER
KARIN KRAMER
PATRICK DOOLITTLE
QUINN EMANUEL URQUHART &
SULLIVAN, LLP

By: /s/ Patrick Doolittle
Patrick Doolittle

1 Defendants hereby agree and consent to this substitution of counsel.

2 Dated: December 8, 2010

3 CHARLES SCHWAB & CO., INC.,
4 SCHWAB INVESTMENTS, AND CHARLES
5 SCHWAB INVESTMENT MANAGEMENT,
6 INC.

7 By: /s/ Linda Drucker
8 Linda Drucker
9 Associate General Counsel
10 Charles Schwab & Co.

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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 Charles Schwab & Co., Inc., Schwab Investments, and Charles Schwab Investment Management, Inc.

Date: December 15, 2010



HONORABLE LUCY H. KOH,
U.S. District Court Judge