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

14	HOWARD WELGUS, Individually and on)	Case No. 5:15-cv-03625-BLF
	Behalf of All Others Similarly Situated,)	
15)	STIPULATION AND [PROPOSED] ORDER
	Plaintiff,)	RE FILING OF PLAINTIFF'S [PROPOSED]
16)	FIRST AMENDED COMPLAINT AND
	vs.)	BRIEFING SCHEDULE TO RESPOND TO
17)	FIRST AMENDED COMPLAINT
	TRINET GROUP, INC., et al.,)	
18)	
	Defendants.)	
19)	

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1 This Stipulation is made by and among Plaintiff Howard Welgus (“Welgus” or “Lead
2 Plaintiff”), individually and on behalf of all other persons similarly situated, and Defendants TriNet
3 Group, Inc. (“TriNet”), Burton M. Goldfield, William Porter, Katherine August-deWilde, Martin
4 Babinec, H. Raymond Bingham, David C. Hodgson, Kenneth Goldman, John H. Kispert, Wayne B.
5 Lowell, and General Atlantic LLC (collectively, the “Stipulating Defendants,” and, with Lead
6 Plaintiff, the “Stipulating Parties”), by and through their respective counsel.

7 **RECITALS**

8 1. WHEREAS, on August 7, 2015, Welgus filed a Complaint for Violation of the
9 Federal Securities Laws (Dkt. No. 1) against Defendants TriNet, Burton M. Goldfield and William
10 Porter;

11 2. WHEREAS, on October 6, 2015, Welgus filed a Motion for Appointment as Lead
12 Plaintiff and Approval of Selection of Counsel (Dkt. No. 17);

13 3. WHEREAS, on December 3, 2015, this Court issued an order appointing Welgus as
14 Lead Plaintiff pursuant to the Private Securities Litigation Reform Act of 1995 and appointing
15 Robbins Geller Rudman & Dowd LLP as Lead Counsel (Dkt. No. 24);

16 4. WHEREAS, on February 1, 2016, Lead Plaintiff filed a Consolidated Complaint for
17 Violation of the Federal Securities Laws (Dkt. No. 26) (“CC”) against TriNet, Burton M. Goldfield,
18 William Porter, Martin Babinec, H. Raymond Bingham, David C. Hodgson and General Atlantic
19 LLC;

20 5. WHEREAS, on February 25, 2016, this Court entered an Order on the parties’
21 stipulation setting a briefing schedule that, in part, requires Defendants to file and serve their
22 motions to dismiss, answers or other responses to the CC by April 11, 2016 (Dkt. No. 41)
23 (“Scheduling Order”);

24 6. WHEREAS, the Stipulating Defendants have not yet answered or otherwise
25 responded to the CC;

26 7. WHEREAS, on April 1, 2016, Lead Plaintiff filed a Notice of Motion and Motion for
27 Leave to File the [Proposed] First Amended Complaint for Violation of the Federal Securities Laws,

1 attaching the [Proposed] First Amended Complaint for Violation of the Federal Securities Laws
2 (“FAC”) (Dkt. Nos. 43-44);

3 8. WHEREAS, the proposed FAC adds new defendants, including outside directors
4 Katherine August-deWilde, Kenneth Goldman, John H. Kispert, and Wayne B. Lowell; and
5 underwriters J.P. Morgan Securities LLC, Morgan Stanley & Co., LLC, Deutsche Bank Securities
6 Inc., Jefferies LLC, Stifel, Nicolaus & Company, Incorporated, and William Blair & Company,
7 L.L.C. (the “Underwriter Defendants”); and asserts new claims under the Securities Act of 1933
8 (Dkt. No. 44-1);

9 9. WHEREAS, the Underwriter Defendants have not been served with a summons and
10 FAC nor executed waivers of the service of a summons under Fed. R. Civ. P. 4(d);

11 10. WHEREAS, under Fed. R. Civ. P. Rule 15(a)(2), Lead Plaintiff may amend the CC
12 with Defendants’ written consent;

13 11. WHEREAS, counsel for Lead Plaintiff has conferred with counsel for the Stipulating
14 Defendants regarding the filing of the FAC;

15 12. WHEREAS, the Stipulating Parties have agreed to the filing of Lead Plaintiff’s FAC,
16 as of April 1, 2016, on the condition that Stipulating Defendants are not thereby waiving any of their
17 rights, positions at law or equity, or defenses;

18 13. WHEREAS Lead Plaintiff has no current intent to seek leave to file another amended
19 pleading prior to a Court decision on any motion to dismiss;

20 14. WHEREAS the proposed schedule is intended to serve judicial efficiency and
21 economy by providing a uniform briefing schedule; and

22 15. WHEREAS, the Stipulating Parties seek the Court’s approval of a modification to the
23 Scheduling Order, which modification (i) provides that the Stipulating Defendants must now answer
24 or otherwise respond to the FAC no later than June 20, 2016, and (ii) adjusts the remaining dates in
25 the Scheduling Order accordingly.

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1 **STIPULATION**

2 THE STIPULATING PARTIES STIPULATE AND AGREE AS FOLLOWS:

3 1. Lead Plaintiff’s FAC shall be deemed filed with the Court as of April 1, 2016 (Dkt.
4 No. 44-1) and shall serve as the operative complaint;

5 2. So as to ensure that all Stipulating Defendants are served and aligned to a unified
6 briefing schedule, the Stipulating Defendants shall answer or otherwise respond to the FAC no later
7 than June 20, 2016;

8 3. Lead Plaintiff’s opposition(s) to the Stipulating Defendants’ answers or motion(s) to
9 dismiss the FAC shall be filed no later than sixty (60) days from the date the Stipulating Defendants’
10 answers or motions are filed;

11 4. The Stipulating Defendants’ reply briefs in support of their motion(s) to dismiss the
12 FAC shall be filed no later than thirty (30) days from the date Lead Plaintiff files its opposition(s) to
13 the Stipulating Defendants’ motion(s) to dismiss;

14 5. The Stipulating Parties have agreed that, with leave of the Court, in light of the new
15 allegations and claims, including claims under the Securities Act of 1933, the Stipulating Parties
16 shall have the following page limits for their moving papers, oppositions, and replies:

17 (a) Defendants TriNet, Goldfield, and Porter shall have thirty (30) pages for their
18 moving brief; Lead Plaintiff shall have thirty (30) pages for his opposition to such brief; and TriNet,
19 Goldfield, and Porter shall have fifteen (15) pages for their reply to any such opposition;

20 (b) Outside Director Defendants August-deWilde, Babinec, Bingham, Hodgson,
21 Goldman, Kispert, and Lowell shall have ten (10) pages for their moving brief; Lead Plaintiff shall
22 have ten (10) pages for his opposition to such brief; and the Outside Director Defendants shall have
23 five (5) pages for their reply to any such opposition;

24 (c) General Atlantic LLC shall have ten (10) pages for its moving brief; Plaintiff
25 shall have ten (10) pages for his opposition to such brief; and General Atlantic shall have five (5)
26 pages for its reply to any such opposition; and
27

1 (d) The brief(s) of any additional defendants who appear or are served after the
2 date of this Stipulation, shall not be included within this briefing schedule or the above page
3 limitations; the Stipulating Parties expect that those additional defendants shall separately meet and
4 confer with Lead Plaintiff regarding the briefing schedule and page limit for their brief(s).

5 6. Given that the Initial Case Management Conference currently scheduled for August
6 24, 2016 would fall in the middle of briefing on any motions to dismiss, that Conference shall be
7 continued to November 10, 2016, or as soon thereafter as the Conference may be heard, and any
8 associated deadlines under the Federal Rules of Civil Procedure and Local Rules (including ADR
9 deadlines) shall be adjusted accordingly;

10 7. This Stipulation is entered into without prejudice to any party seeking any interim
11 relief;

12 8. Nothing in this Stipulation shall be construed as a waiver of any of the Stipulating
13 Defendants' rights or positions in law or equity, including with respect to the FAC, or as a waiver of
14 any defenses that the Stipulating Defendants would otherwise have, including, without limitation,
15 jurisdictional defenses, or as a waiver of any Stipulating Defendants' right not to file a motion to
16 dismiss;

17 9. The Stipulating Parties have only sought two previous extensions of time in this
18 action;

19 10. The Stipulating Parties do not seek to reset these dates for the purpose of delay, and
20 the proposed new dates will not have an effect on any pre-trial and trial dates as the Court has yet to
21 schedule these dates; and

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2 Attorneys for Defendants TriNet Group, Inc.,
3 Burton M. Goldfield, William Porter, Martin
4 Babinec, H. Raymond Bingham, David C.
5 Hodgson, Katherine August-deWilde, Kenneth
6 Goldman, John H. Kispert, and Wayne B. Lowell

7 DATED: April 13, 2016

8 PAUL, WEISS, RIFKIND, WHARTON &
9 GARRISON LLP
10 ALLAN J. ARFFA (admitted *pro hac vice*)
11 CHARLES E. DAVIDOW (admitted *pro hac vice*)
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13 s/ Allan J. Arffa
14 ALLAN J. ARFFA

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26 Attorneys for Defendant General Atlantic LLC

27
28 **Certificate Pursuant to Local Rule 5-1(i)(3)**

29 I, Shawn A. Williams, am the ECF User whose identification and password are being used to
30 file the STIPULATION AND [PROPOSED] ORDER RE FILING OF PLAINTIFF'S FIRST
31 AMENDED COMPLAINT AND BRIEFING SCHEDULE TO RESPOND TO FIRST AMENDED
32 COMPLAINT. In compliance with Local Rule 5-1(i)(3), I hereby attest that Richard L. Gallagher
33 and Allan J. Arffa have concurred in this filing.

34 Dated: April 13, 2016

35 s/ Shawn A. Williams
36 SHAWN A. WILLIAMS

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ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED:

Beth Ellen Freeman

Mailing Information for a Case 5:15-cv-03625-BLF Welgus v. Trinet Group, Inc. et al

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

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Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

- (No manual recipients)