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6 Attorneys for Plaintiff

7 [Additional counsel appear on signature page.]

8 UNITED STATES DISTRICT COURT
 9 NORTHERN DISTRICT OF CALIFORNIA
 10 SAN JOSE DIVISION

11 ABHISHEK AGRAWAL, Individually and on)	Case No. 15-cv-06322-BLF
Behalf of All Others Similarly Situated,)	
12)	San Mateo County Superior Court
Plaintiff,)	Case No. CIV 536045
13)	
vs.)	STIPULATED REQUEST TO DISMISS
14)	ACTION WITHOUT PREJUDICE
TERRAFORM GLOBAL, INC., et al.,)	
15)	JUDGE: Hon. Beth Labson Freeman
Defendants.)	COURTROOM: 3, 5th Floor
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 28 STIPULATED REQUEST TO DISMISS ACTION WITHOUT PREJUDICE;
 Case No. 15-cv-06322-BLF

1 Pursuant to Fed. R. Civ. P. 41(a)(1) and 23(e), undersigned counsel for named-plaintiff
2 Abhishek Agrawal (“Plaintiff”) and undersigned counsel for Defendants TerraForm Global, Inc.
3 (“TerraForm”); SunEdison, Inc.; Ahmad Chatila; Carlos Domenech Zornoza; Jeremy Avenier;
4 Martin Truong; Brian Wuebbels; J.P. Morgan Securities LLC; Barclays Capital Inc.; Citigroup
5 Global Markets Inc.; Morgan Stanley & Co. LLC; Goldman, Sachs & Co.; Merrill Lynch, Pierce,
6 Fenner & Smith Incorporated; Deutsche Bank Securities Inc.; BTG Pactual US Capital LLC; Itaú
7 BBA USA Securities, Inc.; SMBC Nikko Securities America, Inc.; SG Americas Securities,
8 LLC; and Kotak Mahindra, Inc. (collectively, “Defendants”), hereby stipulate and respectfully
9 request that the Court enter the proposed order dismissing without prejudice the above-captioned
10 action (the “Action”).¹ In support of their stipulation and the requested dismissal, the parties
11 state as follows:

12 WHEREAS, on October 30, 2015, Plaintiff commenced the above-captioned action, Case
13 No. CIV 536045 (the “Action”), against Defendants in the Superior Court of California, County
14 of San Mateo (“San Mateo Superior Court”), filing a Class Action Complaint for Violation of the
15 Federal Securities Laws (the “Complaint”);

16 WHEREAS, in addition to the Action, Iron Workers Mid-South Pension Fund v.
17 TerraForm Global, Inc. et al., Case No. 3:15-cv-06328-BLF; Badri v. TerraForm Global Inc.
18 et al., Case No. 5:15-cv-06323-BLF; Fraser v. Wuebbels, et al., Case No. 5:15-cv-06326-BLF;
19 and Patel v. TerraForm Global, Inc. et al., Case No. 3:16-cv-00073-BLF were each filed in
20 San Mateo County Superior Court between October 2015 and January 2016;

21 WHEREAS, on December 30, 2015, Defendants removed the Action and the above-
22 named actions, excepting the Patel action, to Federal District Court for the Northern District of
23 California;

24 WHEREAS, on January 6, 2016, Defendants removed the Patel action to the Federal
25 District Court for the Northern District of California;

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27 ¹ This voluntary dismissal, if granted, shall not prejudice Plaintiff’s right, and Plaintiff hereby
28 expressly reserves his right, to participate in any recovery in the future, if one is obtained.

1 WHEREAS, Plaintiff contests the validity of removal jurisdiction in the Action and on
2 January 11, 2016 filed a motion to remand the Action back to the San Mateo Superior Court;

3 WHEREAS, each of the plaintiffs in the other actions have filed motions to remand
4 those actions back to the San Mateo Superior Court;

5 WHEREAS, on January 19, 2016, Defendants filed an Administrative Motion to
6 Consider Whether Cases Should be Related Pursuant to Civil Local Rules 3-12 and 7-11, and
7 the Court granted the administrative motion on January 20, 2016.

8 WHEREAS, on February 3, 2016, Defendants filed oppositions to the motions to
9 remand in the other actions;

10 WHEREAS, Plaintiff has not been offered and is not receiving any consideration for
11 dismissing the Action. Moreover, there are at least six other class action suits based on
12 substantially and materially identical factual allegations, seeking substantially and materially the
13 same legal and equitable relief, against the same or similar group of Defendants, currently
14 pending before this Court. Accordingly, dismissal of this Action without prejudice will not
15 result in any harm or prejudice to TerraForm shareholders.

16 IT IS THEREFORE STIPULATED AND AGREED, by and between undersigned
17 counsel and subject to the approval of the Court, that this Action, and all claims asserted therein,
18 against all Defendants should be dismissed without prejudice, and without extinguishing
19 Plaintiff's right, which Plaintiff expressly reserves, to participate in any recovery in the future, if
20 one is obtained, with each party to bear its own costs, fees, and expenses, including attorneys'
21 fees.

22 Dated: February 9, 2016

JOHNSON & WEAVER, LLP
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SHAWN E. FIELDS

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24 /s/ Frank J. Johnson
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Attorneys for Plaintiff

Dated: February 9, 2016

SIDLEY AUSTIN LLP

/s/ Jamie Bartlett

Jaime Bartlett

Attorneys for Defendants
TerraForm Global, Inc., SunEdison, Inc., Ahmad
Chatila, Carlos Domenech Zornoza, Jeremy Avenier,
Martin Truong, Brian Wuebbels

Dated: February 9, 2016

SHEARMAN & STERLING LLP

/s/ Patrick D. Robbins

Patrick D. Robbins

Attorneys for Defendants J.P. Morgan Securities
LLC., Barclays Capital Inc., Citigroup Global
Markets Inc., Morgan Stanley & Co. LLC, Goldman,
Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith
Incorporated, Deutsche Bank Securities Inc., BTG
Pactual US Capital LLC, Itaú BBA USA Securities,
Inc., SMBC Nikko Securities America, Inc., SG
Americas Securities, LLC, and Kotak Mahindra, Inc.


1 **SIGNATURE ATTESTATION**

2 I am the ECF User whose identification and password are being used to file the foregoing
3 Stipulated Request to Dismiss Action Without Prejudice. In compliance with Local Rule 5-
4 1(i)(3), I hereby attest that the other signatories have concurred in this filing.

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6 /s/ Frank J. Johnson
Frank J. Johnson

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9 **PURSUANT TO STIPULATION IT IS SO ORDERED:** The above-captioned action
10 by Plaintiff Abhishek Agrawal is dismissed in its entirety against all Defendants without
11 prejudice and without extinguishing Plaintiff's right to participate in any recovery in the future,
12 if one is obtained. Each party shall bear its own costs, fees, and expenses, including attorneys'
13 fees.

14 Dated:

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16 Honorable Beth Labson Freeman
United States District Judge

CERTIFICATE OF SERVICE

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I hereby certify that on February 9, 2016, I authorized the electronic filing of the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the Electronic Mail Notice List, and I hereby certify that I caused to be mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the Manual Notice List.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on February 9, 2016

/s/ Frank J. Johnson
Frank J. Johnson