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15 UNITED STATES DISTRICT COURT  
 16 NORTHERN DISTRICT OF CALIFORNIA  
 SAN FRANCISCO / OAKLAND DIVISION

17 JASON ZAJONC and DENNIS FOWLER,  
 18 individually and on behalf of all others  
 similarly situated,

19 Plaintiffs,

20 v.

21 MORGAN STANLEY & CO. LLC,  
 22 f/k/a Morgan Stanley & Co. Incorporated,  
 MORGAN STANLEY SMITH BARNEY  
 23 LLC, and MORGAN STANLEY,

24 Defendants.

**CASE NO. 3:14-CV-05563-EMC**

**STIPULATION TO TRANSFER FOR  
 SETTLEMENT PURPOSES &  
 [PROPOSED] ORDER**

Complaint Filed: December 19, 2014

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1 Plaintiffs Jason Zajonc and Dennis Fowler (“Plaintiffs”) and Defendants Morgan Stanley  
2 & Co., LLC, f/k/a Morgan Stanley & Co. Incorporated, Morgan Stanley Smith Barney LLC, and  
3 Morgan Stanley (“Defendants” or “Morgan Stanley”) hereby stipulate and agree as follows:

4 WHEREAS, the parties have agreed to a comprehensive settlement agreement (the  
5 “Settlement Agreement”) that provides for the settlement of this action as well as three additional  
6 cases: *DeVries v. Morgan Stanley & Co., LLC*, Case No. 12-81223 (S.D. Fla); *Johnson v.*  
7 *Morgan Stanley & Co., LLC*, Case No. 1:15-cv-04865-RJS (S.D.N.Y.); and *Hix v. Morgan*  
8 *Stanley & Co., LLC*, Case No. 1:15-cv-01157-MJG (D. Md.);

9 WHEREAS, as *Devries* is the most advanced action and involves the most opt-ins, the  
10 Settlement Agreement provides for, and the parties hereby stipulate to transfer this action, along  
11 with *Johnson*, and *Hix*, to the Southern District of Florida so that the Honorable Kenneth A.  
12 Marra can consider the fairness of the entire settlement;

13 WHEREAS, the four actions all concern Defendants’ alleged failure to pay overtime for  
14 all hours worked to either pre-production Financial Advisor Associates (*DeVries* and this action),  
15 Client Service Associates (*Johnson*) and Service Associates (*Hix*). Each position is eligible for  
16 overtime under Morgan Stanley’s policies, and Plaintiffs allege they were entitled to be  
17 compensated for overtime for all hours worked over 40 per workweek. The Settlement  
18 Agreement provides for compensation to each of these groups of employees. The Settlement  
19 Agreement further provides that the parties in *Johnson*, *Hix* and this case will jointly seek to have  
20 their respective cases transferred to Florida for consolidation with *DeVries* before Judge Marra  
21 solely for the purpose of settlement;

22 WHEREAS, in *DeVries*, the Court conditionally certified a collective of pre-production  
23 Financial Advisor Associates, 433 members of the collective opted in, including Plaintiff Jason  
24 Zajonc, second phase discovery was completed and motions for final certification/decertification  
25 and summary judgment were fully briefed and pending before the Court at the time the Settlement  
26 Agreement was reached. It is therefore, by far, the most advanced case of the four actions being  
27 settled and Judge Marra has the most familiarity with the compensation issues that are at the heart  
28 of each of the cases;

1           WHEREAS, 28 U.S.C. § 1404(a), provides that “For the convenience of parties and  
2 witnesses, in the interest of justice, a district court may transfer any civil action to any other  
3 district or division where it might have been brought or to any district or division to which all  
4 parties have consented.” This stipulated transfer satisfies each of these requirements;

5           WHEREAS, the stipulated transfer is for the convenience of those parties who have  
6 entered into a settlement that is a part of an omnibus settlement of the four actions. It would be  
7 unnecessarily burdensome on the parties to have to seek approval of the Settlement Agreement in  
8 this Court and before Judge Marra. Similarly, judicial efficiency would be undermined if more  
9 than one court were to address the same settlement;<sup>1</sup>

10           WHEREAS, the parties alerted Judge Marra to the settlement of *DeVries, Johnson, Hix,*  
11 *and Zajonc* on March 9, 2016, and also advised him that the parties had agreed to transfer  
12 *Johnson, Hix, and Zajonc* to him for approval as part of an omnibus settlement; and

13           WHEREAS Judge Marra responded positively, congratulating the parties on their  
14 amicable resolution of these matters and ordering that the preliminary settlement approval papers  
15 be filed by June 22, 2016. *See DeVries* Dkt. No. 506 & 512.

16           THEREFORE, the parties hereby stipulate and agree to transfer venue for this case for  
17 settlement purposes to the Southern District of Florida, and respectfully request that the Court  
18 grant that transfer in time for the June 22, 2016 settlement approval filing.

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27 <sup>1</sup> If the settlement is ultimately not approved by the Court in Florida, the parties will move to  
28 have this action transferred back to this Court for further proceedings.

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Dated: June 10, 2016

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By: /s/ Roberta H. Vespremi  
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1 Dated: June 10, 2016

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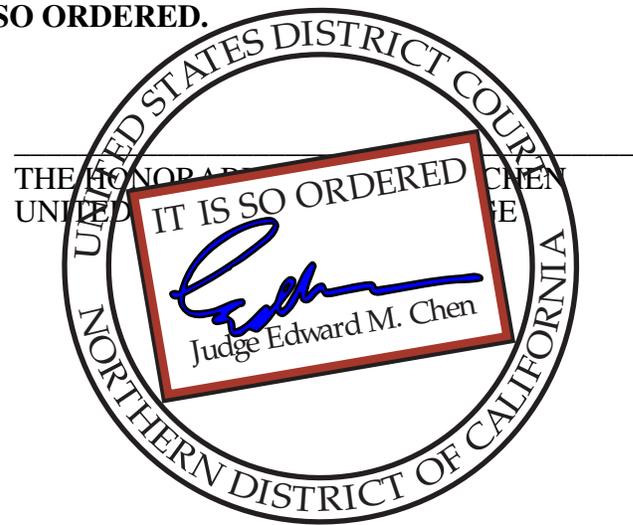
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**PURSUANT TO STIPULATION, IT IS SO ORDERED.**

Dated: June 13, 2016



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**ATTESTATION OF SIGNATURE**

Pursuant to Civil Local Rule 5-1(i)(3), the filer of this document attests that concurrence in the filing of this document has been obtained from the other signatory above.

DATED: June 10, 2016

MORGAN, LEWIS & BOCKIUS LLP

By: /s/ Roberta H. Vespremi

*Attorneys for Defendants*