

1 UNITED STATES DISTRICT COURT
2 NORTHERN DISTRICT OF CALIFORNIA

3 GARY HEFLER, MARCELO MIZUKI,)
4 GUY SOLOMONOV, UNION ASSET)
5 MANAGEMENT HOLDING AG, and CITY)
6 OF HIALEAH EMPLOYEES')
7 RETIREMENT SYSTEM, Individually and)
8 on Behalf of All Others Similarly Situated,)
9
10 Plaintiffs,)

Case No. 3:16-cv-05479-JST

CLASS ACTION

7 vs.)

8 WELLS FARGO & COMPANY, JOHN G.)
9 STUMPF, JOHN R. SHREWSBERRY,)
10 CARRIE L. TOLSTEDT, TIMOTHY J.)
11 SLOAN, DAVID M. CARROLL, DAVID)
12 JULIAN, HOPE A. HARDISON, MICHAEL)
13 J. LOUGHLIN, AVID MODJTABAI, JAMES)
14 M. STROTHER, JOHN D. BAKER II, JOHN)
15 S. CHEN, LLOYD H. DEAN, ELIZABETH)
16 A. DUKE, SUSAN E. ENGEL, ENRIQUE)
17 HERNANDEZ JR., DONALD M. JAMES,)
18 CYNTHIA H. MILLIGAN, FEDERICO F.)
19 PEÑA, JAMES H. QUIGLEY, JUDITH M.)
20 RUNSTAD, STEPHEN W. SANGER,)
21 SUSAN G. SWENSON, and SUZANNE M.)
22 VAUTRINOT,)
23
24 Defendants.)

17 **[PROPOSED] ORDER AWARDING**
18 **ATTORNEYS' FEES AND LITIGATION EXPENSES**

19 This matter came on for hearing on December 18, 2018 (the "Settlement Hearing") on Lead
20 Counsel's motion for an award of attorneys' fees and payment of Litigation Expenses. The Court
21 having considered all matters submitted to it at the Settlement Hearing and otherwise; and it
22 appearing that notice of the Settlement Hearing substantially in the form approved by the Court was
23 mailed to all Settlement Class Members who or which could be identified with reasonable effort, and
24 that a summary notice of the hearing substantially in the form approved by the Court was published in
25 *The Wall Street Journal* and was transmitted over the *PR Newswire* pursuant to the specifications of
26 the Court; and the Court having considered and determined the fairness and reasonableness of the
27 award of attorneys' fees and Litigation Expenses requested,

1 NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

2 1. This Order incorporates by reference the definitions in the Stipulation and Agreement
3 of Settlement dated July 30, 2018 (ECF No. 225-1) (the “Stipulation”) and all capitalized terms not
4 otherwise defined herein shall have the same meanings as set forth in the Stipulation.

5 2. The Court has jurisdiction to enter this Order and over the subject matter of the Action
6 and all parties to the Action, including all Settlement Class Members.

7 3. Notice of Lead Counsel’s motion for an award of attorneys’ fees and payment of
8 Litigation Expenses was given to all Settlement Class Members who could be identified with
9 reasonable effort. The form and method of notifying the Settlement Class of the motion for an award
10 of attorneys’ fees and expenses satisfied the requirements of Rule 23 of the Federal Rules of Civil
11 Procedure, the Private Securities Litigation Reform Act of 1995 (15 U.S.C. § 78u-4(a)(7)), due
12 process, and all other applicable law and rules, constituted the best notice practicable under the
13 circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto.

14 4. Plaintiffs’ Counsel are hereby awarded attorneys’ fees in the amount of 20 % of the
15 Settlement Fund, net of Litigation Expenses awarded by the Court (including interest earned at the
16 same rate as the Settlement Fund). Plaintiffs’ Counsel are also hereby awarded \$ 469,795.22
17 for payment of Plaintiffs’ Counsel’s litigation expenses. These attorneys’ fees and expenses shall be
18 paid from the Settlement Fund and the Court finds these sums to be fair and reasonable. Lead
19 Counsel shall allocate the attorneys’ fees awarded amongst Plaintiffs’ Counsel in a manner which it,
20 in good faith, believes reflects the contributions of such counsel to the institution, prosecution and
21 settlement of the Action.

22 5. In making this award of attorneys’ fees and reimbursement of expenses to be paid
23 from the Settlement Fund, the Court has considered and found that:

24 a. The Settlement has created a fund of \$480,000,000 in cash that has been
25 funded into escrow pursuant to the terms of the Stipulation, and that numerous Settlement
26 Class Members who submit acceptable Claim Forms will benefit from the Settlement that
27 occurred because of the efforts of Plaintiffs’ Counsel;

1 b. The fee sought is based on a retainer agreement entered into between Lead
2 Plaintiff, a sophisticated institutional investor that actively supervised the Action, and Lead
3 Counsel and the requested fee has been reviewed and approved as reasonable by Lead
4 Plaintiff;

5 c. Copies of the Notice were mailed to over 1.9 million potential Settlement Class
6 Members and nominees stating that Lead Counsel would apply for attorneys' fees in an
7 amount not exceed 20% of the Settlement Fund and reimbursement of Litigation Expenses in
8 an amount not to exceed \$750,000. There were six objections to the requested award of
9 attorneys' fees or Litigation Expenses. The Court has considered each of the objections and
10 found them to be without merit;

11 d. Plaintiffs' Counsel conducted the litigation and achieved the Settlement with
12 skill, perseverance and diligent advocacy;

13 e. The Action raised a number of complex issues;

14 f. Had Lead Counsel not achieved the Settlement there would remain a
15 significant risk that Lead Plaintiff and the other members of the Settlement Class may have
16 recovered less or nothing from Defendants;

17 g. Plaintiffs' Counsel devoted over 73,000 hours, with a lodestar value of
18 approximately \$29,760,000, to achieve the Settlement; and

19 h. The amount of attorneys' fees awarded and expenses to be reimbursed from the
20 Settlement Fund are fair and reasonable and consistent with awards in similar cases.

21 6. Any appeal or any challenge affecting this Court's approval regarding any attorneys'
22 fees and expense application shall in no way disturb or affect the finality of the Judgment.

23 7. Exclusive jurisdiction is hereby retained over the parties and the Settlement Class
24 Members for all matters relating to this Action, including the administration, interpretation,
25 effectuation or enforcement of the Stipulation and this Order.
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1 8. In the event that the Settlement is terminated or the Effective Date of the Settlement
2 otherwise fails to occur, this Order shall be rendered null and void to the extent provided by the
3 Stipulation.

4 9. There is no just reason for delay in the entry of this Order, and immediate entry by the
5 Clerk of the Court is expressly directed.

6 SO ORDERED this 20th day of December, 2018.

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The Honorable Jon. S. Tigar
United States District Judge

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