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**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

JOSEPH TOLA, On Behalf of Himself and
All Others Similarly Situated,

Plaintiff,

v.

UCP, INC., MICHAEL C. CORTNEY,
DUSTIN L. BOGUE, ERIC H. SPERON,
PETER H. LORI, KATHLEEN R. WADE,
MAXIM C.W. WEBB, CENTURY
COMMUNITIES, INC., and CASA
ACQUISITION CORP.,

Defendants.

Case No. 3:17-cv-02713-WHA

**STIPULATION AND ~~PROPOSED~~
ORDER TO TEMPORARILY STAY
AS MODIFIED**

WHEREAS, plaintiff Joseph Tola (“Plaintiff”) filed the above-captioned action (the “Action”) challenging the disclosures made by UCP, Inc. (“UCP”) in connection with the proposed acquisition of UCP by Century Communities, Inc. (“Parent”), and its wholly owned subsidiary, Casa Acquisition Corp. (“Merger Sub”), pursuant to a definitive agreement and plan of merger filed with the United States Securities and Exchange Commission (“SEC”) on or around April 11, 2017 (the “Transaction”);

WHEREAS, the Action asserts claims for violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 by defendants in connection with UCP’s Form S-4 Registration Statement (the “Registration Statement”) filed with the SEC on or around May 5, 2017;

1 WHEREAS, on June 21, 2017, UCP filed an amendment to the Registration Statement with the
2 SEC that included certain additional information relating to the Transaction that addressed and mooted
3 Plaintiff's claims (the "Supplemental Disclosures");

4 WHEREAS, the parties intend to enter into, and for Plaintiff to file, a stipulation of dismissal,
5 pursuant to which the Action will be dismissed with prejudice as to Plaintiff only, and without prejudice
6 as to the putative class (the "Stipulation of Dismissal"), after the Transaction closes, which defendants
7 currently expect to occur on August 4, 2017;

8 WHEREAS, Plaintiff's counsel intend to assert a claim for a mootness fee and expenses in
9 connection with the mooted claims (the "Fee Application"), and seek Court intervention only if the
10 parties cannot resolve Plaintiff's Fee Application;

11 WHEREAS, UCP's deadline to move or answer Plaintiff's complaint is July 17, 2017, and Casa
12 Acquisition Corp.'s and Century Communities Inc.'s deadline to move or answer Plaintiff's complaint is
13 July 18, 2017;

14 WHEREAS, the parties seek to temporarily stay all deadlines in the Action, including defendants'
15 time to answer Plaintiff's complaint;

16 WHEREAS, for the avoidance of doubt, no compensation in any form has passed directly or
17 indirectly to Plaintiff or his attorneys and no promise, understanding, or agreement to give any such
18 compensation has been made;

19 WHEREAS, defendants have denied and continue to deny any wrongdoing and contend that no
20 claim asserted in the Action was ever meritorious, and reserve all rights, arguments, and defenses,
21 including the right to oppose any potential Fee Application;

22 WHEREAS, no class has been certified in the Action;

23 ~~WHEREAS, the temporary stay would stay the deadlines fixed by this Court's order, including~~
24 ~~the August 17, 2017 deadline to file a Rule 26(f) Report, complete initial disclosures, and file a Case~~
25 ~~Management Statement and the August 24, 2017 Initial Case Management Conference;~~
26

27 WHEREAS, Plaintiff's potential Fee Application will comply with Local Rule 54-5;

1 NOW, THEREFORE, IT IS HEREBY STIPULATED, upon consent of the parties and subject to
2 the approval of the Court that:

3 1. The Action is stayed, and all deadlines in the Action are stayed, including the defendants'
4 time to answer the Complaint until August 16, 2017, or the date of the stipulated dismissal, whichever is earlier.

5 2. ~~The August 17, 2017 deadline to file a Rule 26(f) Report, complete initial disclosures or~~
6 ~~state objections, and file a Case Management Statement and the August 24, 2017 Initial Case~~
7 ~~Management Conference are taken off-calendar.~~

8 3. Within two (2) business days of the close of the Transaction, Plaintiff will file the
9 Stipulation of Dismissal, pursuant to which the Action will be dismissed with prejudice as to Plaintiff
10 only, and without prejudice as to the putative class. ~~If the Transaction does not close by August 30,~~
11 ~~2017, the parties will jointly inform the Court of the status of the case.~~

12 4. Plaintiff's Fee Application, if filed, will comply with Local Rule 54-5.

13 Dated: July 19, 2017

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FILER'S ATTESTATION

Pursuant to Civil Local Rule 5-1 regarding signatures, I attest under penalty of perjury that the concurrence in the filing of this document has been obtained from all signatories.

/s/ Rosemary M. Rivas
Rosemary M. Rivas

[PROPOSED] ORDER

Based on the foregoing stipulation and good cause being shown, the Court hereby GRANTS the parties' Stipulation. The Court hereby orders as follows:

1. The Action is stayed, and all deadlines in the Action are stayed, including the defendants' time to answer the Complaint until August 16, 2017, or the date of the stipulated dismissal, whichever is earlier.

2. ~~The August 17, 2017 deadline to file a Rule 26(f) Report, complete initial disclosures or state objections, and file a Case Management Statement and the August 24, 2017 Initial Case Management Conference are taken off-calendar.~~

3. Within two (2) business days of the close of the Transaction, Plaintiff will file the Stipulation of Dismissal, pursuant to which the Action will be dismissed with prejudice as to Plaintiff only, and without prejudice as to the putative class. ~~If the Transaction does not close by August 30, 2017, the parties will jointly inform the Court of the status of the case.~~

4. If Plaintiff files a Fee Application, it will comply with Local Rule 54-5.

IT IS SO ORDERED.

July 20, 2017.



HONORABLE WILLIAM ALSUP
UNITED STATES DISTRICT COURT JUDGE