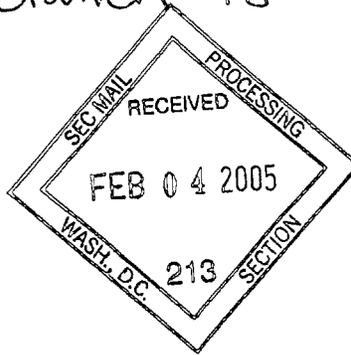




811-00173
Branch 18

Kevin F. Cahill
Direct Tel: (949) 442-6051
Direct Fax: (215) 761-0651
kevin.cahill@dechert.com



February 2, 2005

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Filing Desk
U.S. Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Filing Pursuant to Section 33 of the Investment Company Act of 1940, as amended

Dear Sir or Madam:

On behalf of Dodge & Cox and the Dodge & Cox Funds, enclosed is a copy of a Complaint filed by E.P. Brignac and Roger Brunelli, on behalf of themselves and all other similarly situated investors, in the U.S. District Court for the Northern District of California (Case Number C 05 00153 (JL)). The Complaint was not served on the Defendants and was dismissed. Also enclosed is a copy of the Request for Dismissal filed by the Plaintiffs in this matter and the two Notices of Entry of Voluntary Dismissal of Action filed by the Defendants in this matter. The Complaint, Request for Dismissal and Notices of Entry of Voluntary Dismissal of Action are being filed pursuant to Section 33 of the Investment Company Act of 1940, as amended.

If you have any questions regarding this filing, please contact me at 949.442.6051.

Please acknowledge receipt of this filing by date-stamping the enclosed copy of this letter and returning it in the envelope provided.

Very truly yours,

Kevin F. Cahill

KFC
cc: Aisha Kelley

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Filing Desk
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Kevin F. Cahill

KFC

cc: Aisha Kelley

1 Paul R. Kiesel, Esq. (CBN 119854)
 William L. Larson, Esq. (CBN 119951)
 2 Patrick DeBlase, Esq. (CBN 167138)
 KIESEL, BOUCHER & LARSON, LLP
 3 8648 Wilshire Boulevard
 Beverly Hills, California 90211
 4 Telephone: 310/854.4444
 Facsimile: 310/854.0812
 5

Entering
FILED

JAN 10 2005

RICHARD W. WIEKING
 CLERK, U.S. DISTRICT COURT,
 NORTHERN DISTRICT OF CALIFORNIA

④
 SS
 ✓

6 Attorneys for Plaintiffs,
 7 E.P. BRIGNAC and ROGER BRUNELLI,
 on Behalf of Themselves and All Others
 8 Similarly Situated

JL

9 UNITED STATES DISTRICT COURT

10 NORTHERN DISTRICT OF CALIFORNIA, SAN FRANCISCO DIVISION

11 **C 05 00153**

12 E.P. BRIGNAC and ROGER BRUNELLI,
 on Behalf of Themselves and All Others
 13 Similarly Situated,

CASE NUMBER:

CLASS ACTION COMPLAINT FOR DAMAGES:

14 Plaintiffs,

1. Breach of Fiduciary Duty;
2. Negligence Against All Defendants;
3. Violation of Section 36(a) of the Investment Company Act;
4. Violation of Section 36(b) of the Investment Company Act; and,
5. Violation of Section 47(b) of the Investment Company Act.

15 v.

16 HARRY R. HAGEY, JOHN A. GUNN,
 DANA M. EMERY, WILLIAM F. AUSFAHL,
 17 L. DALE CRANDALL, THOMAS A.
 LARSEN, WILL C. WOOD, DODGE & COX
 18 FUNDS, DODGE & COX INVESTMENT
 ADVISERS, and JOHN DOES NO. 1
 19 through 100,

DEMAND FOR JURY TRIAL

20 Defendants.

BY FAX

INTRODUCTION

23 1. This is a national class action lawsuit on behalf of investors in open-ended
 24 mutual funds with equity securities holdings in the Dodge & Cox Family of Funds (the "Funds")
 25 against the Defendant directors, investment advisors, and affiliates of the Funds alleging that
 26 the Defendants breached fiduciary duties and duties of care owed directly to the Plaintiffs and
 27 members of the Class, including duties arising under Sections 36(a), 36(b), and 47(b) of the
 28

1 computed daily so that any gain or loss in fund assets is immediately allocated to the individual
 2 investors as of that specific date. Accordingly, mutual funds are unlike conventional
 3 corporations in that any increase or decrease in fund assets is immediately passed on or
 4 allocated to the fund investors as of the date of the relevant recalculation of the NAV.
 5

6 4. In the mid to late 1990s, the number of investor securities class action lawsuits
 7 against publicly traded companies alleging violations of the Securities Act of 1933 and the
 8 Securities Exchange Act of 1934 (collectively the "Securities Acts") exploded.¹ In the fall of
 9 2001, suits brought pursuant to the Securities Acts became magnified by the popular press
 10 after the corporate scandals and misdeeds at Enron, WorldCom, Tyco, and Adelphia. When
 11 a recovery is achieved in a securities class action lawsuit, investors who owned shares in the
 12 company settling the lawsuit have the option to either: (1) opt-out of the class action and
 13 pursue their own remedy or (2) remain in the class and participate in the recovery achieved.
 14 The process by which a member of the class collects the money to which he is entitled is
 15 intentionally quite simple in order to encourage participation. A class member completes a
 16 short form called a Proof of Claim and submits it to the Claims Administrator. After the Claims
 17 Administrator receives all Proof of Claim forms, it disperses money from the settlement fund
 18 to those persons and entities with valid claims.
 19
 20

21 5. Defendants serve in various capacities as mutual fund directors, advisors, and
 22 affiliates as will be identified herein. The Funds were putative members of dozens of class
 23 actions brought under the Securities Acts, by virtue of Funds owning the securities against
 24 which the suits were brought. However, upon information and belief that the allegations are
 25
 26

27 ¹ There were 1,517 federal class action lawsuits brought under the Securities Acts between
 28 1996 and 2003. *Securities Class Action Case Filings. 2003: A Year in Review. Cornerstone Research.*

1 likely to have evidentiary support and upon the representation that they will be withdrawn or
 2 corrected if reasonable opportunity for further investigation or discovery indicates insufficient
 3 evidentiary support (hereafter "upon information and belief"), Defendants failed to ensure that
 4 the Funds participated in (or opted out of) many of these class action settlements. As a result,
 5 because of Defendants' refusal to complete and submit a short form, monies contained in
 6 dozens of Settlement Funds, which rightfully belonged to the Funds' investors have gone
 7 unclaimed. Defendants' failure to protect the interests of Fund investors by recovering monies
 8 owed them is a breach of the fiduciary duty they each owe directly to Plaintiffs and members
 9 of the Class.
 10

11
 12 6. The class period begins January 10, 2001. On or before that date, the
 13 Defendants began the illegal conduct complained of herein. The Class consists of all persons
 14 who owned one of the Funds at any time between January 10, 2001 through January 10, 2005
 15 and who suffered damages thereby.²
 16

17
 18 **JURISDICTION AND VENUE**
 19

20 7. This court has jurisdiction over the subject matter of this action pursuant to
 21 Section 36(b) and 44 of the Investment Company Act, 15 U.S.C. § 30a-35(b) & -43, and 28
 22 U.S.C. § 1331(a). This Court has supplemental jurisdiction, pursuant to 28 U.S.C. §
 23 1367(a), over the state law claims asserted herein because they arise out of a common
 24

25
 26 ² Because the full extent of Defendants' breaches of fiduciary duty have yet to be revealed or
 27 have subsequently stopped, the Class Period will be expanded forward to include the period of time between
 28 January 10, 2005 and the date of the cessation of the unlawful activities detailed herein.

1 nucleus of operative facts and are part of the same case or controversy as plaintiffs'
2 federal claims.

3 8. Venue is proper in this District because the acts and omissions complained of
4 herein occurred in this District and Parent Company Defendant was, at all relevant times,
5 and still is, headquartered in San Francisco, California.

6
7 9. In connection with the acts and practices alleged herein, Defendants directly
8 or indirectly used the instrumentalities of interstate commerce, including the mail systems,
9 interstate telephone communications, and the facilities and instrumentalities of the national
10 securities markets and national securities exchanges.

11 **PARTIES**

12 **Plaintiffs.**

13
14 10. Plaintiff E. P. Brignac resides in Mobile County, Alabama at all relevant times
15 owned one of the Funds.

16 11. Plaintiff Roger Brunelli resides in Las Animas County, Colorado at all relevant
17 times owned one of the Funds.

18 **Defendants.**

19
20 12. Defendant Dodge & Cox Funds is the ultimate parent of Dodge & Cox Funds
21 Investment Advisers. Through its subsidiaries and divisions, Dodge & Cox Funds markets,
22 sponsors, and provides investments advisory, distribution and administrative services to the
23 Dodge & Cox Family of Funds, which consists of approximately 4 funds. Dodge & Cox Funds
24 shall be referred to herein as the "Parent Company Defendant." Dodge & Cox Funds
25 maintains its principal executive offices at One Sansome Street, 35th Floor, San Francisco,
26 California, 94104.
27
28

1 13. Harry R. Hagey, John A. Gunn, Dana M. Emery, William F. Ausfahl, L. Dale
2 Crandall, Thomas A. Larsen, and Will C. Wood are each members of the Board of Directors
3 for the Funds. The Funds' Board of Directors oversee the management of the Funds.
4 Collectively, these defendants shall be referred to as the "Director Defendants."
5

6 14. Defendant Dodge & Cox Funds Investment Advisers is a registered investment
7 advisor and has the responsibility for the day-to-day management of the Dodge & Cox Family
8 of Funds. Dodge & Cox Funds Investment Advisers has approximately \$65 billion in assets
9 under management in total. Dodge & Cox Funds Investment Advisers is located at One
10 Sansome Street, 35th Floor, San Francisco, California, 94104. Dodge & Cox Funds
11 Investment Advisers shall be referred to as the "Advisor Defendant."
12

13 15. The true names and capacities of Defendants sued herein as John Does 1
14 through 100 are often active participants with the above-named Defendants in the widespread
15 unlawful conduct alleged herein whose identities have yet to be ascertained. Such
16 Defendants served as fiduciaries on behalf of fund investors. Plaintiffs will seek to amend this
17 complaint to state the true names and capacities of said Defendants when they have been
18 ascertained.
19

20 16. Collectively, all Defendants named above shall be referred to herein as
21 "Defendants."
22

23 CLASS ACTION ALLEGATIONS

24 17. This action is brought by Plaintiffs as a class action, on their own behalf and on
25 behalf of all others similarly situated, under the provisions of Rule 23 of the Federal Rules of
26 Civil Procedure for compensatory and punitive damages, forfeiture of all commissions and
27 fees paid by the Class, costs, and attorneys fees. Plaintiffs seek certification of this action as
28

1 3) In which securities class action settlements the Funds were eligible to
2 participate;

3 4) Whether Defendants submitted Proof of Claim forms (or opted out of the class
4 action and pursued their own remedy) for those securities class action
5 settlements in which Funds were eligible to participate;

6 5) To what extent the member of the Class have sustained damages and the
7 proper measure of such damages.
8

9 21. The claims of the Plaintiffs, who are representatives of the Class herein, are
10 typical of the claims of the Class in that the claims of all members of the Class, including the
11 Plaintiffs, depend on a showing of the acts or omissions of the Defendants giving rise to the
12 right of the Plaintiffs to the relief sought herein. There is no conflict between any individual
13 named Plaintiff and other members of the Class with respect to this action, or with respect to
14 the claims for relief set forth herein.
15

16 22. The named Plaintiffs are the representatives parties for the Class and are able
17 to and will fairly and adequately protect the interests of the Class. The attorneys for the
18 Plaintiffs are experienced and capable in civil litigation and class actions.
19

20 23. A class action is superior to all other available methods for the fair and efficient
21 adjudication of this controversy since joinder of all members is impracticable. Furthermore,
22 as the damages suffered by individual Class members may be relatively small, the expense
23 and burden of individual litigation make it virtually impossible for members of the Class to
24 individually redress the wrongs done to them. There will be no difficulty in the management
25 of this action as a class action. A class action will redress the Defendants' wrongful conduct
26 described herein.
27
28

1 **SUBSTANTIVE ALLEGATIONS**

2 24. At all relevant times during the Class Period, the Dodge & Cox Family of Funds
3 held assets of approximately \$65 billion. Approximately 3 of the 4 Funds have the stated
4 investment objective of owning equity securities, varying among the funds as to the preferred
5 market capitalization and market sector of the companies owned. As such, throughout the
6 Class Period, the Dodge & Cox Funds held billions of dollars of investments in equity security
7 traded on the United States' stock exchanges.
8

9 25. During the Class Period, hundreds of securities class action cases were settled
10 (the "Securities Class Actions"). Of the Securities Class Actions, the Funds were eligible to
11 participate in the recovery in a significant number of the cases by virtue of their ownership of
12 the securities during the requisite time period of each case. While not an exhaustive list, upon
13 information and belief, the Funds owned shares and had valid claims in many, if not all, of the
14 following securities class action cases:
15

16

17 Case Style	Class Period	Deadline to Submit Proof of Claim
18 In re Accelr8 Technology Corp. Securities Litigation	10/7/97 - 11/16/99	6/16/2003
19 In re Acrodyne Communications, Inc.	1/1/98 - 8/14/00	8/24/2001
20 Lewis v. Advanced Technical Products, Inc. et al.	4/22/98 - 4/28/00	2/1/2003
21 In re Allaire Corporation Securities Litigation	12/7/99 - 9/18/00	12/18/2003
22 In re Anicom, Inc. Securities Litigation	2/17/99 - 7/18/00	1/24/2003
23 In re Applied Digital Solutions Litigation	1/19/00 - 5/21/02	3/15/2004
24 In re ATI Technologies, Inc. Securities Litigation	1/13/00 - 5/24/00	5/26/2003
25 Bryant v. Avado Brands, Inc., et al. (Applesouth)	5/26/95 - 9/24/96	3/5/2003
26 In re Avant! Corporation Securities Litigation	6/6/95 - 12/6/95	7/19/2001
27 In re Bergen Brunswig Corp. Securities Litigation	3/16/99 - 10/14/99	8/13/2001
28 In re Brightpoint, Inc. Securities Litigation	1/29/99 - 1/31/02	8/29/2003

1	In re Netsolve Incorporated Securities Litigation	4/18/00 - 8/18/00	9/13/2002
2	In re Network Associates Inc. Securities Litigation	1/20/98 - 4/6/99	6/14/2002
3	In re Network Associates, Inc. II Securities Litigation	4/15/99 - 12/26/00	3/2/2004
4	New Era of Networks, Inc.	10/29/98 - 7/6/99	12/31/2001
5	Norman v. New Era Of Networks, Inc., et al.	10/18/00 - 1/5/01	8/12/2002
6	In re Newpower Holdings, Inc. Securities Litigation	10/5/00 - 12/5/01	4/7/2004
7	In re Nice Systems, Ltd. Securities Litigation	11/3/99 - 2/7/01	5/1/2003
8	In re Nike, Inc. Securities Litigation	6/29/00 - 2/26/01	3/10/2003
9	Stuart Markus, et al v. The Northface, Inc.	4/24/77 - 4/1/99	5/24/2001
10	In re Northpoint Communications Group, Inc. Sec. Litigation	8/8/00-11/29/00	2/11/2004
11	In re Nuance Communications, Inc.	1/31/01 - 3/15/01	12/15/2003
12	In re On-Point Technology Systems, Inc. Securities Litigation	5/19/97 - 4/7/00	8/21/2001
13	In re Onyx Software Corporation Securities Litigation	Pursuant to 2/2001 Offering	6/28/2004
14	In re Optical Cable Corporation Securities Litigation	6/14/00 - 9/26/01	11/1/2002
15	In re Oxford Health Plans, Inc. Securities Litigation	11/6/96 - 12/9/97	7/11/2003
16	In re Paradyne Networks, Inc. Securities Litigation	3/20/00 - 9/28/00	7/12/2004
17	In re Party City Corporation Securities Litigation	2/26/98 - 3/18/99	8/12/2003
18	In re P-COM, Inc. Securities Litigation	4/15/97 - 9/11/98	3/15/2002
19	In re Penn Treaty Schwab Corporation Sec. Litig.	7/23/00 - 3/29/01	2/23/2004
20	In re PeopleSoft, Inc. Securities Litigation	5/27/98 - 1/28/99	9/4/2001
21	In re Performance Technologies, Inc. Securities Litigation	2/2/00 - 5/19/00	7/18/2003
22	In re PhyCor Corporation Securities Litigation	4/22/97 - 9/22/98	8/5/2002
23	In re Pilot Network Services, Inc. Securities Litigation	8/11/98 - 10/17/00	5/2/2002
24	In re PSS World Medical, Inc. Securities Litigation	10/26/99 - 10/3/00	5/14/2004
25	In re Reliance Securities Litigation	3/14/95 - 11/14/97	3/23/2002
26	In re Rent-Way Securities Litigation	12/10/98 - 10/27/00	11/23/2003
27	In re Rite Aid Corporation Securities Litigation	5/2/97 - 11/10/99	6/30/2003
28	In re Robotic Vision Systems, Inc. Securities Litigation	1/27/00 - 5/15/01	8/11/2003
	Paul Ruble v. Rural / Metro Corporation et al.	4/24/97 - 6/11/98	12/15/2003
	Stanley v. Safeskin Corporation, et al.	2/18/98 - 3/11/99	4/28/2003
	In re Sagent Technology Inc. Securities Litigation	10/21/99 - 4/18/00	5/27/2003

1 26. If the Defendants had submitted Proof of Claim forms on behalf of the Funds in
 2 these cases and all others to which the Funds had valid claims, the settlement funds would
 3 have increased the total assets held by the Funds, and such increase would have been
 4 allocated immediately to the then-current investors upon the recalculation of the Net Asset
 5 Value (NAV).
 6

7 27) However, upon information and belief, the Defendants failed to submit Proof of
 8 Claim forms in these cases and thereby forfeited Plaintiffs' rightful share of the recover
 9 obtained in the securities class actions.
 10

11 28. By virtue of their position as investment advisors to the Funds with complete
 12 control of Plaintiffs' investments, the Investment Advisor Defendants (and any sub-advisors
 13 and affiliates) directly owed Plaintiffs and other fund investors a fiduciary duty to act in their
 14 best interests. *See McLachlan v. Simon*, 31 F.Supp.2d 731, 737 (N.D. Cal. 1998). Likewise,
 15 Directors of mutual funds owe a fiduciary duty directly to the person who invests in the Funds.
 16 *See id.*
 17

18 29. Plaintiffs entrusted Defendants to fulfill their fiduciary duties and not knowingly
 19 to refuse to recover money rightfully belonging to the Fund investors at the time of settlement
 20 disbursement. As the Fund investors' fiduciary, only Defendants were able to submit the
 21 necessary Proof of Claim forms to recover the share of the settlements allocated to the Fund
 22 and Fund investors in the securities class action suits. Plaintiffs did not receive notice of the
 23 proposed settlements nor did they have the option of submitting a Proof of Claim form in their
 24 individual capacities as individual investors. Plaintiffs and member of the Class trusted
 25 Defendants to carry out this simple task on their behalf, and, on information and belief,
 26 Defendants failed to do so. By failing to submit Proof of Claim forms, Defendants breached
 27
 28

1 the fiduciary duty and standard of care that they owed directly to Plaintiffs and members of the
2 Class.

3 Standing.

4 30. The Funds were all created and sponsored by the Parent Company Defendant.
5 The day-to-day operations of the Funds are managed by the same Investment Advisor or a
6 sub-advisor who reports to the Advisor. The Funds have the same directors who meet for all
7 the funds at once. All of the contracts for all of the Funds are identical for the purposes of this
8 action. The Funds share many expenses between and among one another. The same policy
9 or custom related to participation in securities class action settlements applies to all the Funds.
10 Plaintiffs therefore bring this action on behalf of all the Funds.

11
12
13 **COUNT I**
14 **BREACH OF FIDUCIARY DUTY**

15 31. Plaintiffs repeat and re-allege each of the preceding allegations as though fully
16 set forth herein.

17 32. All of the Defendants owed fiduciary duties directly to Plaintiffs and members of
18 the Class and were required to act with the highest obligations of good faith, loyalty, fair
19 dealing, due care, and candor.

20 33. As set forth above, on information and belief, the Defendants breached the
21 fiduciary duties they owed directly to Plaintiffs and members of the Class by failing to submit
22 Proof of Claim forms or to otherwise participate in settled securities class actions and thereby
23 recover money rightfully belonging to the Fund investors. Plaintiffs and members of the class
24 have been injured as a direct, proximate, and foreseeable result of such breach on the part
25 of the Defendants and have suffered substantial damages.
26
27
28

1 34. Because the Defendants breached their fiduciary duties owed directly to Plaintiffs
 2 and members of the Class, Plaintiffs are entitled to compensatory damages, and Defendants
 3 must forfeit all fees and commission they received from Plaintiffs and members of the Class.
 4 See *J.C. Peacock, Inc. v. Hasko*, 196 Cal.App.2d 353, 358 (1961) (quoting the RESTATEMENT
 5 (SECOND) AGENCY § 469 (1958) ("An agent is entitled to no compensation for conduct which
 6 is disobedient or which is a breach of his duty or loyalty; if such conduct constitutes a willful
 7 and deliberate breach of his contract of services, he is not entitled to compensation even for
 8 properly performed services for which no compensation is apportioned").

9
 10 35. Because the Defendants acted with reckless and willful disregard for the rights
 11 of Plaintiffs and members of the Class, the Defendants are liable for punitive damages in an
 12 amount to be determined by the jury.
 13

14 **COUNT II**
 15 **NEGLIGENCE AGAINST ALL DEFENDANTS**

16 36. Plaintiffs repeat and re-allege each of the preceding allegations as though fully
 17 set forth herein.

18 37. Defendants owed a duty of care directly to Plaintiffs and members of the Class
 19 to act in a reasonable manner and to protect and maximize each individual's investments in
 20 the Funds. By failing to submit Proof of Claim forms or to otherwise participate in settled
 21 securities class actions, on information and belief, Defendants did not conform to the duty they
 22 owed. As a direct and proximate result, Plaintiffs and members of the Class have been
 23 damaged by millions of dollars.
 24

25 **COUNT III**
 26 **VIOLATION OF SECTION 36(a) OF THE INVESTMENT COMPANY ACT**

27 38. Plaintiffs repeat and re-allege each of the preceding allegations as though fully
 28 set forth herein.

1 39. Under Section 36(a) of the ICA, all of the Defendants are deemed to have
2 fiduciary duty to the Plaintiffs and all members of the Class.

3 40. On information and belief, all Defendants breached their fiduciary duty arising
4 under Section 36(a) of the ICA by failing to submit Proof of Claim forms or to otherwise
5 participate in settled securities class actions and thereby recover money rightfully belonging
6 to the Fund investors and which would have been immediately allocated to investors through
7 the recalculation of the Net Asset Value.

8 41. Plaintiffs and members of the Class have been injured as a direct, proximate,
9 and foreseeable result of such breach on the part of the Defendants and have suffered
10 substantial damages.
11

12
13 **COUNT IV**
14 **VIOLATION OF SECTION 36(b) OF THE INVESTMENT COMPANY ACT**
15 **(AGAINST ADVISOR DEFENDANTS AND PARENT COMPANY DEFENDANT)**

16 42. Plaintiffs repeat and re-allege each of the preceding allegations as though fully
17 set forth herein.

18 43. Under Section 36(b) of the ICA, the Advisor Defendants, the Parent Company
19 Defendant, and other affiliates of the Advisor Defendants are deemed to have a fiduciary duty
20 with respect to the receipt of compensation for services, or of payments of a material nature,
21 paid by the Fund and Fund investors.

22 44. The Advisor Defendants, the Parent Company, and other affiliates, upon
23 information and belief, breached their fiduciary duty arising under Section 36(b) of the ICA by
24 failing to submit Proof of Claim forms or to otherwise participate in settled securities class
25 actions and thereby recover money rightfully belonging to the Fund investors and which would
26 have been immediately allocated to the individual investors through the recalculation of the
27 NAV.
28

1 45. Plaintiffs and members of the Class have been injured as a direct, proximate
 2 and foreseeable result of such breach on the part of the Defendants and have suffered
 3 substantial damages.

4
 5 **COUNT V**
 6 **VIOLATION OF SECTION 47(b) OF THE INVESTMENT COMPANY ACT**
 7 **(AGAINST ADVISOR DEFENDANTS AND PARENT COMPANY DEFENDANT)**

8 46. Plaintiffs repeat and re-allege each of the preceding allegations as though fully
 9 set forth herein.

10 47. Pursuant to Section 47(b) of the ICA, 15 U.S.C. 80a-46(b), any contract made
 11 in violation, or performance of which results in violation, of the ICA is declared unenforceable.

12 48. For reasons alleged herein, the Agreements between the Advisor Defendants
 13 (and the Parent Company and other Affiliates) and the Funds were performed, on information
 14 and belief, in violation of the Investment Company Act and are therefore unenforceable.

15 49. Under Section 47(b) of the ICA, 15 U.S.C. 80a-46(b), the advisory agreements
 16 may be voided, and the Advisor Defendants, the Parent Company Defendant, and other
 17 affiliates are liable to return to the Funds and Fund investors all of the fees and consideration
 18 of any kind paid to them during the time period that the violations occurred.

19 50. Plaintiffs demand a jury trial.

20 WHEREFORE, Plaintiffs demand judgment against Defendants as follows:

- 21 (a) Recognizing, approving and certifying the Class as specified herein.
 22
 23 (b) In favor of the Class for compensatory and punitive damages, forfeiture of all
 24 commissions and fees paid by the Class, plus the costs of this action together with
 25 reasonable attorneys fees.
 26

27 // // // //

28

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA

FILED

E-filing

JAN 10 2005

E.P. BRIGNAC)
)
 Plaintiff(s))
)
 -v-)
)
 HARRY R. HAGEY)
 Defendant(s))

RICHARD W. WIEKING
 CLERK, U.S. DISTRICT COURT,
 NORTHERN DISTRICT OF CALIFORNIA
 C 05-00153
 ORDER SETTING INITIAL CASE MANAGEMENT
 CONFERENCE

IT IS HEREBY ORDERED that this action is assigned to the Honorable James Larson. When serving the complaint or notice of removal, the plaintiff or removing defendant must serve on all other parties a copy of this order, the handbook entitled "Dispute Resolution Procedures in the Northern District of California," the Notice of Assignment to United States Magistrate Judge for Trial, and all other documents specified in Civil Local Rule 4-2. Counsel must comply with the case schedule listed below unless the Court otherwise orders.

IT IS FURTHER ORDERED that this action is assigned to the Alternative Dispute Resolution (ADR) Multi-Option Program governed by ADR Local Rule 3. Counsel and clients must familiarize themselves with that rule and with the handbook entitled "Dispute Resolution Procedures in the Northern District of California."

CASE SCHEDULE [ADR MULTI-OPTION PROGRAM]

Date	Event	Governing Rule
01/10/2005	Complaint filed	
04/20/2005	Last day to meet and confer re initial disclosures, early settlement, ADR process selection, and discovery plan	FRCivP 26(f) & ADR LR 3-5
04/20/2005	Last day to file Joint ADR Certification with Stipulation to ADR process or Notice of Need for ADR Phone Conference	Civil L.R. 16-8
05/04/2005	Last day to complete initial disclosures or state objection in Rule 26(f) Report, file/serve Case Management Statement, and file/serve Rule 26(f) Report	FRCivP 26(a)(1) Civil L.R.16-9
05/11/2005	Case Management Conference in Ctrm F, 15th Floor, SF at 10:30 AM	Civil L.R. 16-10

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4 Palo Alto, California 94304-1013
5 Telephone: 650.813.4800
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7 Attorneys for Defendants
8 HARRY R. HAGEY, JOHN A. GUNN, DANA M.
9 EMERY, WILLIAM A. AUSFAHL, L. DALE
10 CRANDALL, THOMAS A. LARSEN, WILL C.
11 WOOD, DODGE & COX FUNDS, and Nonparty
12 DODGE & COX, INCORPORATED

13 UNITED STATES DISTRICT COURT
14 NORTHERN DISTRICT OF CALIFORNIA
15 SAN FRANCISCO DIVISION

16 E.P. BRIGNAC and ROGER BRUNELLI,
17 on Behalf of Themselves and All Others
18 Similarly Situated,

19 Plaintiffs,

20 v.

21 HARRY R. HAGEY, JOHN A. GUNN,
22 DANA M. EMERY, WILLIAM A.
23 AUSFAHL, L. DALE CRANDALL,
24 THOMAS A. LARSEN, WILL C. WOOD,
25 DODGE & COX FUNDS, DODGE &
26 COX INVESTMENT ADVISERS, and
27 JOHN DOES NO. 1 through 100,

28 Defendants.

Case No. C 05 00153 (JL)

**NOTICE OF ENTRY OF VOLUNTARY
DISMISSAL OF ACTION**

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PLEASE TAKE NOTICE that on January 27, 2005, Plaintiffs' Request for Dismissal, dismissing this action, was filed with the Court. A true and correct copy of the Request for Dismissal is attached hereto as Exhibit A.

DATED: January 31, 2004 DECHERT LLP

By *Gidon M. Caine*

Gidon M. Caine
Attorneys for Defendants
HARRY R. HAGEY, JOHN A. GUNN, DANA M.
EMERY, WILLIAM A. AUSFAHL, L. DALE
CRANDALL, THOMAS A. LARSEN, WILL C.
WOOD, DODGE & COX FUNDS, AND
Nonparty DODGE & COX, INCORPORATED

EXHIBIT A

Other Documents

3:05-cv-00153-JL Brignac v. Brunelli et al

U.S. District Court
Northern District of California
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The following transaction was received from Caine, Gidon M. on 1/27/2005 at 5:50 PM PST

Case Name: Brignac v. Brunelli et al
Case Number: 3:05-cv-153
Filer: Dodge & Cox Funds
Document Number: 4

Docket Text:

STIPULATION of Dismissal (*Request for Dismissal*) by Dodge & Cox Funds. (Caine, Gidon) (Filed on 1/27/2005)

The following document(s) are associated with this transaction:

Document description: Main Document

Original filename: Dismissal for Brignac.PDF

Electronic document Stamp:

[STAMP CANDStamp_ID=977336130 [Date=1/27/2005] [FileNumber=1671055-0]
[40c381bcbeec70caad5843fcda3c0f84304b96c7a8a51b54e7068ee8c61ca485bffd
3162579692f65f2ed000b7cd73e0e486f93ed6db025e0935bc22e4ad8e9]]

3:05-cv-153 Notice will be electronically mailed to:

Gidon M. Caine gidon.caine@dechert.com

3:05-cv-153 Notice will NOT be electronically mailed to:

Patrick DeBlase
Kiesel, Boucher & Larson LLP
8648 Wilshire Boulevard
Beverly Hills, CA 90211

Paul R. Kiesel
Kiesel, Boucher & Larson
8648 Wilshire Boulevard
Beverly Hills, CA 90211

William L. Larson
Kiesel Boucher & Larson LLP
8648 Wilshire Blvd.
Beverly Hills, CA 90211

1 DODGE & COX VS. BRIGNAC & HAGEY

2 CASE NO. C 05 00153 (JL)

3 PROOF OF SERVICE

4 The undersigned certifies and declares as follows:

5 I am over 18 years of age and am not a party to this action. My business address is 975 Page
6 Mill Road, Palo Alto, California 94304. On January 31, 2005, a copy of the following document(s):

7 **NOTICE OF ENTRY OF VOLUNTARY DISMISSAL OF ACTION**

8 was served on the following:

9 Served on:

10 Represented party:

11 Paul R. Kiesel, Esq.
12 William L. Larson, Esq.
13 Patrick DeBlase, Esq.
14 KIESEL, BOUCHER & LARSON, LLP
8648 Wilshire Boulevard
Beverly Hills, CA 90211

Plaintiffs, E.P. Brignac and
Roger Brunelli

15 Randall K. Pulliam, Esq.
16 BARON & BUDD, P.C.
17 3102 Oak Lawn Avenue, Suite 1100
Dallas, TX 75219-4281

Plaintiffs, E.P. Brignac and
Roger Brunelli

18 J. Allen Carney, Esq.
19 Hank Bates, Esq.
20 CAULEY BOWMAN CARNEY &
21 WILLIAMS, LLP
Suite 200
Little Rock, Arkansas 72212

Plaintiffs, E.P. Brignac and
Roger Brunelli

22 Service was accomplished as follows:

23 By U.S. Mail, According to Normal Business Practices. On the above date, at my
24 place of business at the above address, I sealed the above document(s) in an envelope addressed to
25 the above, and I placed that sealed envelope for collection and mailing following ordinary business
26 practices, for deposit with the U.S. Postal Service. I am readily familiar with the business practice at
27 my place of business for the collection and processing of correspondence for mailing with the U.S.

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Postal Service. Correspondence so collected and processed is deposited with the U.S. Postal Service the same day in the ordinary course of business, postage fully prepaid. I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 31, 2005.

KAREN J. WHIDBEE
PRINT OR TYPE NAME


(Signature)

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CRANDALL, THOMAS A. LARSEN, WILL C.
WOOD, DODGE & COX FUNDS, and Nonparty
DODGE & COX, INCORPORATED

BEFORE THE JUDICIAL PANEL
ON MULTIDISTRICT LITIGATION

IN RE MUTUAL FUND CLASS ACTION
SETTLEMENT PARTICIPATION
LITIGATION

MDL DOCKET NO: 1678
NOTICE OF ENTRY OF VOLUNTARY
DISMISSAL OF ACTION

E.P. BRIGNAC and ROGER BRUNELLI,
on Behalf of Themselves and All Others
Similarly Situated,

Plaintiffs,

v.

HARRY R. HAGEY, JOHN A. GUNN,
DANA M. EMERY, WILLIAM A.
AUSFAHL, L. DALE CRANDALL,
THOMAS A. LARSEN, WILL C. WOOD,
DODGE & COX FUNDS, DODGE &
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DATED: January 31, 2004 DECHERT LLP

By *Gidon M. Caine*

Gidon M. Caine
Attorneys for Defendants
HARRY R. HAGEY, JOHN A. GUNN, DANA M.
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CRANDALL, THOMAS A. LARSEN, WILL C.
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EXHIBIT A

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Filer: Dodge & Cox Funds
Document Number: 4

Docket Text:

STIPULATION of Dismissal (*Request for Dismissal*) by Dodge & Cox Funds. (Caine, Gidon) (Filed on 1/27/2005)

The following document(s) are associated with this transaction:

Document description:Main Document

Original filename:Dismissal for Brignac.PDF

Electronic document Stamp:

[STAMP CANDStamp_ID=977336130 [Date=1/27/2005] [FileNumber=1671055-0]
[40c381bcbeec70caad5843fcda3c0f84304b96c7a8a51b54e7068ee8c61ca485bffff
3162579692f65f2ed000b7cd73e0e486f93ed6db025e0935bc22e4ad8e9]]

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