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16 Additional counsel for Defendants RICHARD DOYLE, GEORGE  
17 KENNEDY, and ANN MILLER RAVEL listed on signature page

18 UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA

19 VIDEO SOFTWARE DEALERS  
20 ASSOCIATION and ENTERTAINMENT  
21 SOFTWARE ASSOCIATION,  
Plaintiffs,

CASE NO. C 05-4188 RMW (RS)

STIPULATION AND [XXXXXXXXXXXX] ORDER

22 vs.

23 ARNOLD SCHWARZENEGGER, in his official  
24 capacity as Governor of the State of California;  
25 BILL LOCKYER, in his official capacity as  
26 Attorney General of the State of California;  
27 GEORGE KENNEDY, in his official capacity as  
Santa Clara County District Attorney, RICHARD  
DOYLE, in his official capacity as City Attorney  
for the City of San Jose, and ANN MILLER  
RAVEL, in her official capacity as County  
28 Counsel for the County of Santa Clara,  
Defendants.

1 WHEREAS, the Court granted summary judgment in favor of plaintiffs and permanently  
2 enjoined enforcement of the portion of California Civil Code §§ 1746-1746.5 (“the Act”), holding  
3 that the Act violated the United States Constitution, and, on August 14, 2007, entered its Final  
4 Judgment (“the Judgment”);

5 WHEREAS, on August 28, 2007, plaintiffs timely filed a Motion for Attorneys’ Fees and  
6 Costs (the “Motion”), seeking reimbursement of the attorneys’ fees and costs they incurred as a result  
7 of their successful constitutional challenge to the Act, pursuant to 42 U.S.C. § 1988, 28 U.S.C.  
8 § 1920, Fed. R. Civ. P. 54(d), and Local Rule 54-6, currently notice for hearing on November 30,  
9 2007;

10 WHEREAS, the parties have agreed to resolve plaintiffs’ fee petition without further  
11 litigation;

12 NOW THEREFORE, subject to the approval of the Court, IT IS HEREBY STIPULATED  
13 THAT :

14 1. By no later than November 15, 2008, Arnold Schwarzenegger and Bill Lockyer  
15 (“State Defendants”) shall pay plaintiffs, and plaintiffs shall accept, \$276,000.00 plus interest  
16 calculated at the statutory rate under 28 U.S.C. § 1961 running from the date that this stipulation is  
17 executed by the parties to the date of payment in full. Such payment shall be made in full satisfaction  
18 of plaintiffs’ claims for attorneys’ fees and costs against all defendants associated with litigating this  
19 case prior to entry of the Judgment and with preparation of the pending Motion.

20 2. The State Defendants shall, no later than April 15, 2008, request the introduction in  
21 the 2008 California legislative session of an Attorney General Claims Bill for payment of the amount  
22 stipulated in paragraph 1 and shall request the expedited consideration of the measure.

23 3. Subject to payment in full of the amount stipulated in paragraph 1, plaintiffs, for  
24 themselves and their successors and assigns, release and forever discharge the defendants, their  
25 respective predecessors, successors, assigns, employees, attorneys, agents, and officers from any and  
26 all claims for attorneys’ fees and costs associated with litigating this case prior to entry of the  
27 Judgment and with preparation of the Motion.

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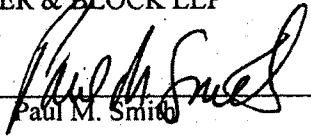
1 4. Without limiting in any way plaintiffs' rights to enforce the terms of this Order or to  
2 seek attorneys' fees and costs associated with any appeal or other further proceedings, plaintiffs'  
3 Motion for Attorneys' Fees and Costs is dismissed with prejudice.

4 5. If, after all appeals have been exhausted or the time for all remaining appeals has  
5 expired, plaintiffs are no longer the prevailing party in this case, the plaintiffs shall pay back the  
6 amount stipulated in paragraph 1 within thirty (30) days of the disposition of the final appeal or the  
7 expiration of time for all remaining appeals.

8 6. This Court shall retain jurisdiction to hear any motion to enforce the terms of this  
9 Stipulated Order. Plaintiffs are authorized to seek to enforce the terms of this Stipulated Order and  
10 seek immediate payment by the State Defendants of the amount stipulated in paragraph 1 (including  
11 interest accruing until the date that the amount is paid in full), if payment in full is not made by  
12 November 15, 2008. Plaintiffs shall be entitled to their reasonable attorneys' fees and costs incurred  
13 for any action to enforce the terms of this Order based on the State Defendants' failure to comply, in  
14 any way, with their obligations in paragraph 1 above.

15  
16 DATED: November \_\_, 2007


GIBSON, DUNN & CRUTCHER LLP  
JENNER & BLOCK LLP

17  
18 By:   
19 Paul M. Smith

20 Attorneys for Plaintiffs VIDEO SOFTWARE  
21 DEALERS ASSOCIATION (now known as the  
22 Entertainment Merchants Association) and  
23 ENTERTAINMENT SOFTWARE ASSOCIATION

24  
25 DATED: November 21, 2007

OFFICE OF THE ATTORNEY GENERAL

26 By:   
27 Steven M. Gevercer  
28 Deputy Attorney General

Attorneys for Defendants SCHWARZENEGGER and  
LOCKYER

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DATED: November \_\_, 2007

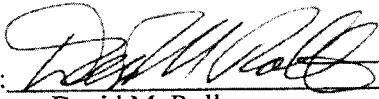
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Robert Fabela  
Sr. Deputy City Attorney

Attorneys for Defendant RICHARD DOYLE

DATED: November 21, 2007

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By:  \_\_\_\_\_  
David M. Rollo  
Deputy County Counsel

Attorneys for Defendants GEORGE KENNEDY and  
ANN MILLER RAVEL

**[XXXXXXXXXXXX] ORDER**

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: \_\_\_\_\_

\_\_\_\_\_  
Honorable Ronald M. Whyte  
United States District Court Judge

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DATED: November 21, 2007

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Sr. Deputy City Attorney

Attorneys for Defendant RICHARD DOYLE

DATED: November \_\_, 2007

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By: \_\_\_\_\_  
David M. Rollo  
Deputy County Counsel

Attorneys for Defendants GEORGE KENNEDY and  
ANN MILLER RAVEL

XXXXXXXXXXXXXXXXXXXX ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: 11/29/07

Ronald M. Whyte  
Honorable Ronald M. Whyte  
United States District Court Judge