

**ROBB EVANS**  
**Receiver of**  
**Equinox International Corp., et al.**  
11450 Sheldon Street  
Sun Valley, California 91352-1121  
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Facsimile No.: (818) 768-8802

**Federal Trade Commission v. Equinox International Corp., et al.**  
**CASE No. CV-S-99-0969 KJD (Pal)**

**Stipulated Order Settling Class Counsel's Fee Petition**

**Filed December 27, 2006**

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**UNITED STATES DISTRICT COURT  
DISTRICT OF NEVADA**

FEDERAL TRADE COMMISSION,  
Plaintiff,  
v.  
EQUINOX INTERNATIONAL  
CORP., et al.,  
Defendants.

CASE NO. CV-S-99-0969-KJD (PAL)  
**STIPULATED ORDER SETTLING  
CLASS COUNSEL'S FEE  
PETITION**

The Court has before it Class Counsel's Fee Petition. The Court heard argument regarding the Fee Petition in December 2000 and took the petition under advisement pending resolution of matters relating to the Receivership Estate.

Counsel for Class Plaintiffs, the Receiver, and the Federal Trade Commission have advised the Court that they have resolved their dispute regarding an award of fees and expenses to Class Counsel and incentive awards to Class Plaintiffs and have approved and stipulated to this Order as to form and content. The settlement calls for the Receiver to pay, in full and final resolution of Class Counsel's Fee

1 Petition, the sum of \$2,200,000.00 (the "Payment") as soon as practicable and  
2 allows Class Counsel to pay, out of the Payment, up to \$10,000.00 to each Class  
3 Plaintiff as an incentive award. The Court finds and concludes that Class Counsel,  
4 the Receiver, and the FTC settled Class Counsel's Fee Petition as a result of good  
5 faith, arm's-length negotiation and hereby APPROVES the settlement in all  
6 respects.

7 The Court has reviewed the extensive record relating to Class Counsel's Fee  
8 Petition. The Court finds and concludes that Class Counsel conferred benefits on  
9 the Class and that the settlement as set forth herein is fair and reasonable and  
10 therefore awards Class Counsel \$2,200,000.00 pursuant to the settlement and  
11 directs the Receiver to wire transfer the Payment, as soon as practicable but in any  
12 event within one (1) business day after the Court's signing of this Stipulated Order,  
13 pursuant to wiring instructions from Susman Godfrey L.L.P., which shall distribute  
14 the Payment among Class Counsel (and to Class Plaintiffs as an incentive award as  
15 hereinafter ordered) as Susman Godfrey L.L.P. deems appropriate in its discretion.  
16 The Receiver and the FTC shall have no responsibility or liability regarding the  
17 distribution of the Payment among Class Counsel.

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20 DATED:



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Kent J. Dawson, United States  
District Judge


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27 [SIGNATURES OF COUNSEL ON NEXT PAGE]  
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APPROVED AND STIPULATED TO  
AS TO FORM AND CONTENT:

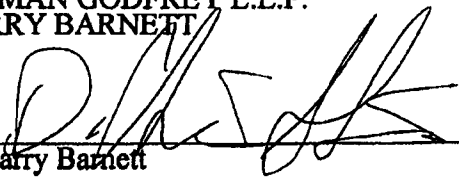
Dated: December 27, 2006

MCKENNA LONG & ALDRIDGE LLP  
GARY OWEN CARIS  
LESLEY ANNE HAWES

By:   
Gary Owen Caris  
Attorneys for Receiver  
ROBB EVANS

Dated: December 27<sup>th</sup>, 2006

SUSMAN GODFREY L.L.P.  
BARRY BARNETT

By:   
Barry Barnett  
Attorneys for Class Plaintiffs

Dated: December 27, 2006

FEDERAL TRADE COMMISSION  
DAVID FIX

By:   
David C. Fix  
