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Attorney for Plaintiffs
bebe stores, inc. and bebe studio, inc.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

bebe stores, inc., a California corporation; and
bebe studio, inc., a California corporation,

Plaintiffs,

vs.

forever 21, Inc., a Delaware corporation;
forever 21 Retail, Inc., a California
corporation; forever 21 Logistics, LLC, a
Delaware limited liability company; and
forever XXI, Inc., a California corporation,

Defendants.

Case No. C07 0035 MJJ

STIPULATION

Judge: Hon. Martin J. Jenkins

At the initial case management conference held on April 10, 2007, the parties discussed with the Court a potential need for motion practice related to defendants' assertion that the Copyright Act preempts bebe's unfair competition claim. The Court directed the parties to meet and confer and, if the legal issue between them could not be resolved, for forever 21 to file a motion by May 4, 2007.

The parties have met and conferred on the unfair competition preemption issue. Although the parties have not agreed on the issue, they have stipulated and agreed to bebe filing a first amended complaint no later than May 18, 2007. Thereafter, the parties shall meet and confer regarding the unfair competition preemption issue and any other issues. forever 21 shall file its motion regarding preemption by June 8, 2007.

DATED: May 4, 2007

BRYAN CAVE LLP

JEFFER, MANGELS, BUTLER &
MARMARO LLP

By /s/ S.K. McElenney

By /s/ J.T. Wells Blaxter

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Two Embarcadero Center, Fifth Floor
San Francisco, CA 94111-3824

Attorney for Plaintiffs
bebe stores, inc. and bebe studio, inc.

Attorneys for Defendants

PROPOSED ORDER

Pursuant to the parties' stipulation,

IT IS HEREBY ORDERED that bebe shall file its first amended complaint by
May 18, 2007;

IT IS FURTHER ORDERED that the parties shall meet and confer regarding
unfair competition preemption issue and any other appropriate issues;

IT IS FURTHER ORDERED that forever 21 shall file its motion regarding unfair
competition preemption, if appropriate, by June 8, 2007.

DONE IN OPEN COURT this ____ day of May, 2007.

Martin J. Jenkins

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PROOF OF SERVICE**STATE OF CALIFORNIA, CITY AND COUNTY OF SAN FRANCISCO**

I am employed in the County of Maricopa, State of Arizona. I am over the age of 18 and not a party to the within action. My business address is Two N. Central Avenue, Suite 2200, Phoenix, AZ 85004-4406.

On May 4, 2007, I served the foregoing document, described as Stipulation and [Proposed] Order on each interested party in this action, as follows:

Paul L. Warner, Esq.
J.T. Wells Blaxter, Esq.
Jeffer, Mangels, Butler & Marmaro LLP
Two Embarcadero Center, Fifth Floor
San Francisco, CA 94111-3824
Attorneys for Defendants

☐ (BY PERSONAL SERVICE) I delivered such envelope by hand to the offices of the addressee.

☒ (BY MAIL) I placed a true copy of the foregoing document in a sealed envelope addressed to each interested party as set forth above. I placed each such envelope, with postage thereon fully prepaid, for collection and mailing at Bryan Cave LLP, Phoenix, AZ. I am readily familiar with Bryan Cave LLP's practice for collection and processing of correspondence for mailing with the United States Postal Service. Under that practice, the correspondence would be deposited in the United States Postal Service on that same day in the ordinary course of business.

☐ (BY FEDERAL EXPRESS) I deposited in a box or other facility maintained by Federal Express, an express carrier service, or delivered to a courier or driver authorized by said express carrier service to receive documents, a true copy of the foregoing document, in an envelope designated by said express service carrier, with delivery fees paid or provided for.

☐ (BY FAX) I caused a true copy of the foregoing document to be served by facsimile transmission at the time shown on each attached transmission report from sending facsimile machine telephone number (602) 364-7070 to each interested party at the facsimile number shown above. Each transmission was reported as complete and without error. A transmission report was properly issued by the sending facsimile machine for each interested party served. A true copy of each such transmission report is attached hereto.

Executed on May 4, 2007, at Phoenix, Arizona.

I declare under penalty of perjury under the laws of the United States of America and the state of California that the foregoing is true and correct.

s/Cathy Russell
Cathy Russell

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