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 Passport Energy Fund, Ltd.; Passport Energy Master  
 13 Fund SPC, Ltd.; and John H. Burbank III

14 **UNITED STATES DISTRICT COURT**  
 15 **NORTHERN DISTRICT OF CALIFORNIA**  
 16 **SAN FRANCISCO**

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| <p>17 FRANKLIN ENTERPRISES, INC., a )<br/>         18 Liberia company, )<br/>         19 Plaintiff, )<br/>         20 vs. )<br/>         21 PASSPORT CAPITAL, LLC, a )<br/>         Delaware limited liability company; )<br/>         22 PASSPORT MANAGEMENT, LLC, a )<br/>         Delaware limited liability company; )<br/>         23 PASSPORT ENERGY FUND, LTD., a )<br/>         British Virgin Islands business )<br/>         24 company; PASSPORT ENERGY )<br/>         MASTER FUND SPC, LTD., a British )<br/>         25 Virgin Islands segregated portfolio )<br/>         company; and JOHN H. BURBANK III, )<br/>         26 an individual, )<br/>         27 Defendants. )<br/>         28</p> | <p>Case No. C 08-4797 SI</p> <p><b>[PROPOSED] ORDER DISMISSING<br/>         ACTION WITH PREJUDICE</b></p> <p>Hon. Susan Illston<br/>         Ctrm 10, 19th Floor</p> <p>Action Filed: October 20, 2008<br/>         Trial Date: March 1, 2010</p> |
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Pursuant to the parties' Stipulation of Dismissal With Prejudice Pursuant to Fed. R. Civ. P. 41(a)(1)(A)(ii) filed May 19, 2009, it is hereby ORDERED, JUDGED, AND DECREED that the above-captioned action is dismissed with prejudice in its entirety and against all parties, each party to bear its own costs and expenses, including attorneys' fees.

Dated: 5/19/09

  
HONORABLE SUSAN ILLSTON  
United States District Court Judge