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20 **UNITED STATES DISTRICT COURT**  
 21 **NORTHERN DISTRICT OF CALIFORNIA**  
 22 **SAN JOSE DIVISION**  
 23

24 BALTHASER ONLINE, INC.,

25 Plaintiff,

26 v.

No. 5:09-cv-05422-JF

27 **[PROPOSED] ORDER RE**  
**STIPULATION FOR DISMISSAL**  
 28

1 ART STAR DESIGN LLC, et al.  
2 Defendants.

**WITHOUT PREJUDICE OF  
DEFENDANT IMEEM, INC.**

3  
4 **WHEREAS**, (1) on November 4, 2008, Balthaser Online, Inc. (“Balthaser”) filed a  
5 Complaint in the United States District Court for the Eastern District of Texas, Marshall Division,  
6 commencing Civil Action No. 2:08-cv-430 (DF) (the “E.D. Texas Action”) against, among others,  
7 Defendant imeem, inc. (“imeem”); (2) on January 12, 2009, imeem filed an Answer and Affirmative  
8 Defenses to Plaintiff’s Complaint; (3) on January 15, 2009, Balthaser filed a First Amended  
9 Complaint; (4) on February 2, 2009, imeem filed an Answer and Affirmative Defenses to Plaintiff’s  
10 First Amended Complaint; (5) on September 15, 2009, an Order concerning California Defendants’  
11 Motion to Transfer Venue was issued transferring the E.D. Texas Action with respect to California  
12 Defendants, including imeem, to this District; (6) on November 17, 2009, the E.D. Texas Action was  
13 transferred to this District and assigned to the Honorable Patricia V. Trumbell; and (7) on December  
14 15, 2009, the E.D. Texas Action was reassigned to this Court.

15  
16 **WHEREAS**, as indicated in a January 6, 2010 Notice of Motion and Unopposed  
17 Motion to Withdraw as Counsel for imeem, inc. filed by Gibson, Dunn & Crutcher LLP (imeem’s  
18 former counsel), imeem is no longer an operating entity and has initiated a voluntary shutdown and  
19 liquidation of the company (*see* D.I. 396);

20  
21 **WHEREAS**, imeem confirmed to Balthaser that it has concluded normal business  
22 operations, is no longer operating its www.imeem.com website, and is voluntarily shutting down and  
23 liquidating the company;

24  
25 **WHEREAS**, Balthaser and imeem have filed a Stipulation and [Proposed] Order for  
26 Dismissal Without Prejudice of Defendant Imeem, Inc. (the “Stipulation”) with this Court, and such  
27 Stipulation was signed by all parties who have appeared in the above-styled action;

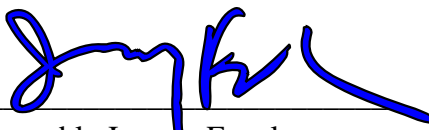
1                   **NOW, THEREFORE**, after considering the Stipulation, the Court is of the opinion  
2 that the Stipulation should be granted and therefore, it is hereby **ORDERED, ADJUDGED AND**  
3 **DECREED THAT:**

4                   1.       All claims and counterclaims asserted by Balthaser or imeem in the E.D.  
5 Texas Action and the above-styled action (collectively, "the Action") against the other are hereby  
6 dismissed without prejudice;

7                   2.       Balthaser and imeem shall each bear its own costs, expenses and attorneys'  
8 fees associated with the prosecution and defense of the Action; and

9                   3.       All unresolved pending motions in the Action between Balthaser and imeem  
10 are denied as moot.  
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13 Dated: 3/15/10

14   
15 Honorable Jeremy Fogel  
16 United States District Court Judge  
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