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6 Attorneys for Defendant  
 LEVINE LEICHTMAN CAPITAL PARTNERS,  
 7 INC. and LEVINE LEICHTMAN CAPITAL  
 PARTNERS III, L.P.

8 [additional counsel listed on signature page]  
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10 UNITED STATES DISTRICT COURT  
 11 NORTHERN DISTRICT OF CALIFORNIA  
 12 SAN FRANCISCO DIVISION  
 13

14 CHRISTINA SMITH, et al.,  
 15 Plaintiffs,  
 16 v.  
 17 LEVINE LEICHTMAN CAPITAL  
 PARTNERS, INC., et al.,  
 18 Defendants.  
 19

Case No. C 10-00010 JSW

**STIPULATION AND ~~PROPOSED~~  
 ORDER RE DESIGNATION OF CY  
 PRES RECIPIENTS**

Date: November 16, 2012  
 Time: 9:00 a.m.  
 Ctrm: 11, 19th Floor  
 Judge: Hon. Jeffrey S. White

Date Action Filed: January 4, 2010

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1           WHEREAS, the Settlement Agreement calls for certain cy pres payments to be made to  
2 “one or more non-profit organizations jointly selected by the Settling Parties and approved by the  
3 Court”;

4           WHEREAS, after good-faith negotiations, the parties have been unable to agree on which  
5 non-profit organizations they should recommend to the Court to receive the cy pres payments;  
6 and

7           WHEREAS, the parties have agreed to submit competing proposals to the Court, which  
8 shall determine which non-profit organizations should receive the cy pres payment under the  
9 settlement.

10           IT IS HEREBY STIPULATED, by and between the Parties, through their respective  
11 counsel of record, as follows:

12           1.       The Parties hereby agree that the Court may select the recipients of cy pres  
13 payments under the settlement based on competing proposals from the parties;

14           2.       The parties shall submit their proposals to the Court no later than October 26,  
15 2012, with such proposals to be no longer than 10 pages in length, exclusive of exhibits;

16           3.       Settlement Class Members may file responses to the proposals on or before  
17 November 5, 2012, with such responses not to exceed ten pages in length.

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I attest that concurrence in the filing of the document has been obtained from each of the other Signatories, which shall serve in lieu of their signatures on the document.

IT IS SO STIPULATED.

DATED: October 25, 2012

SEYFARTH SHAW LLP

By: /s/ Scott M. Pearson

\_\_\_\_\_  
Scott M. Pearson  
Joseph Escarez

Attorneys for Defendants  
LEVINE LEICHTMAN CAPITAL  
PARTNERS, INC. and LEVINE  
LEICHTMAN CAPITAL PARTNERS III,  
L.P.

DATED: October 25, 2012

FREEDMAN & TAITELMAN, LLP

By: /s/ Michael A. Taitelman

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Michael A. Taitelman  
Joshua G. Blum

Attorneys for Defendants  
NATIONAL CORRECTIVE GROUP, INC.

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DATED: October 25, 2012

PAYNE & FEARS LLP

By: /s/ Daniel M. Livingston

Daniel M. Livingston  
Benjamin A. Nix

Attorneys for Defendants  
MICHAEL C. SCHRECK and  
BRETT STOHLTON

DATED: October 25, 2012

THE STURDEVANT LAW FIRM  
A PROFESSIONAL CORPORATION

DONOVAN AXLER, LLC

By: /s/ Noah Axler

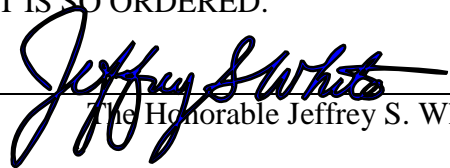
Noah Axler

Attorneys for Plaintiffs

**[PROPOSED] ORDER**

The parties shall provide notice to Class Members by no later than October 29, 2012. By no later than October 30, 2012, the parties shall file a document in which they describe how such notice was provided. Pursuant to the stipulation as modified, IT IS SO ORDERED.

Dated: October 26, 2012



The Honorable Jeffrey S. White