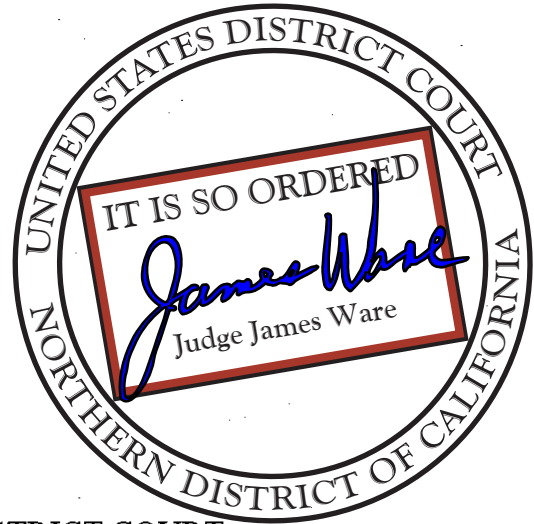


1. ROGERS JOSEPH O'DONNELL  
 2. THOMAS H. CARLSON (State Bar No. 121367)  
 3. TYSON ARBUTHNOT (State Bar No. 215225)  
 4. 311 California Street, 10th Floor  
 San Francisco, California 94104  
 Telephone: 415.956.2828  
 Facsimile: 415.956.6457

5. Attorneys for Plaintiffs  
 6. 21X CAPITAL LTD. and DAVID A.  
 BREWER



7. UNITED STATES DISTRICT COURT  
 8. NORTHERN DISTRICT OF CALIFORNIA SAN JOSE DIVISION

10. 21X CAPITAL LTD. and DAVID A.  
 11. BREWER,

12. Plaintiffs,

13. vs.

14. ROBERT WERRA and JOHN WERRA,

15. Defendants.

Case No. C06-04135 JW (HRL)

16. **STIPULATION AND [PROPOSED]**  
**ORDER APPROVING SUPERSEDEAS**  
**BOND**

17. WHEREAS, plaintiffs have filed an appeal to the Ninth Circuit Court of  
 18. Appeals from the amended judgment of the district court regarding the award of attorneys'  
 19. fees entered in this case on May 27, 2009 (including the underlying order amending  
 20. judgment, granting in part defendants' motion for attorneys fees and expenses, granting in  
 21. part defendants' motion for review of clerks taxation of costs, entered in this case on May 27,  
 22. 2009), and the denial of plaintiff David A. Brewer's motion to amend, correct, or clarify the  
 23. amended judgment, entered in this case on September 23, 2009; and

24. WHEREAS, plaintiff David A. Brewer wishes to stay enforcement of the  
 25. amended judgment pending determination of the appeal; and

26. WHEREAS, pursuant to Federal Rule of Civil Procedure 62(d), plaintiff David  
 27. A. Brewer has filed and posted a supersedeas bond issued by a California admitted surety  
 28. company in the amount of One Million Eight Hundred Seventy Five Thousand Dollars

1 (\$1,875,000.00), a true and correct copy of which is attached hereto; and

2 WHEREAS, plaintiff 21X Capital Ltd. acknowledges that approval of plaintiff  
3 David A. Brewer's supersedeas bond will not stay enforcement of the judgment as against  
4 plaintiff 21X Capital Ltd.; and

5 WHEREAS, plaintiff David A. Brewer desires that this Court approve his  
6 supersedeas bond without need for motion practice; and

7 WHEREAS, the parties stipulate that plaintiff David A. Brewer's supersedeas  
8 bond be approved by the Court.

9 IT IS SO STIPULATED.

10 Dated: October <sup>23</sup>\_\_\_\_, 2009

ROGERS JOSEPH O'DONNELL

11  
12 By: 

13 THOMAS H. CARLSON  
14 Attorneys for Plaintiffs  
15 21X CAPITAL LTD. and DAVID A.  
BREWER

16 Dated: October <sup>26</sup>\_\_\_\_, 2009

KEKER & VAN NEST

17  
18 By: 

19 JON STREETER  
20 Attorneys for Defendants ROBERT  
WERRA and JOHN WERRA

21 Pursuant to stipulation, and for good cause shown, the Stipulation is approved  
22 and IT IS SO ORDERED.

23 Dated: October 30, 2009

24  
25  
26   
HON. JAMES WARE  
United States District Court Judge

# American Contractors Indemnity Company

THE UNITED STATES DISTRICT COURT, FOR THE NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

\_\_\_\_\_)  
21X CAPITAL LTD., ET AL., )  
Plaintiff, )  
vs. ) No. C 06-04135 JW  
) UNDERTAKING FOR  
ROBERT WERRA, ET AL., ) APPEAL  
Defendant. )

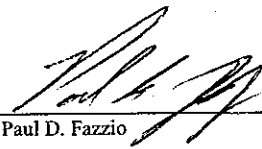
an WHEREAS, DAVID BREWER  
desire(s) to give an undertaking for APPEAL  
as provided by applicable rules of the Federal Rules of Civil Procedure.

NOW, THEREFORE, the undersigned surety, does hereby obligate itself, jointly  
and severally to ROBERT WERRA AND JOHN WERRA  
under said statutory obligations in the sum of  
ONE MILLION EIGHT HUNDRED SEVENTY FIVE THOUSAND AND NO/100THS Dollars (\$1,875,000.00 ).

IT IS FURTHER AGREED by the Surety, that in case of default or contumacy on  
the part of the Surety, the Court may, upon notice to it of not less than ten  
days, proceed summarily and render judgment against it in accordance with  
their obligation and award execution thereon.

Signed, sealed and dated this 16<sup>TH</sup> day of OCTOBER,  
20 09.

BOND NO. 1000792868  
PREMIUM: \$19,250.00 PER ANNUM.

BY:   
Paul D. Fazzio Attorney-in-fact

American Contractors Indemnity Company  
601 S. Figueroa Street, Suite 1600  
Los Angeles, CA 90017  
310 - 649 - 0990

POWER OF ATTORNEY

AMERICAN CONTRACTORS INDEMNITY COMPANY UNITED STATES SURETY COMPANY U.S. SPECIALTY INSURANCE COMPANY

KNOW ALL MEN BY THESE PRESENTS: That American Contractors Indemnity Company, a California corporation, United States Surety Company, a Maryland corporation and U.S. Specialty Insurance Company, a Texas corporation (collectively, the "Companies"), do by these presents make, constitute and appoint:

David J. Carter or Paul D. Fazzio of San Francisco, California

its true and lawful Attorney(s)-in-fact, each in their separate capacity if more than one is named above, with full power and authority hereby conferred in its name, place and stead, to execute, acknowledge and deliver any and all bonds, recognizances, undertakings or other instruments or contracts of suretyship to include riders, amendments, and consents of surety, providing the bond penalty does not exceed \*\*\*\*\*Three Million\*\*\*\*\* Dollars (\$ \*\*3,000,000.00\*\* ).

This Power of Attorney shall expire without further action on December 8, 2012 This Power of Attorney is granted under and by authority of the following resolutions adopted by the Boards of Directors of the Companies

Be it Resolved, that the President, any Vice-President, any Assistant Vice-President, any Secretary or any Assistant Secretary shall be and is hereby vested with full power and authority to appoint any one or more suitable persons as Attorney(s)-in-Fact to represent and act for and on behalf of the Company subject to the following provisions:

Attorney-in-Fact may be given full power and authority for and in the name of and on behalf of the Company, to execute, acknowledge and deliver, any and all bonds, recognizances, contracts, agreements or indemnity and other conditional or obligatory undertakings and any and all notices and documents canceling or terminating the Company's liability thereunder, and any such instruments so executed by any such Attorney-in-Fact shall be binding upon the Company as if signed by the President and sealed and effected by the Corporate Secretary

Be it Resolved, that the signature of any authorized officer and seal of the Company heretofore or hereafter affixed to any power of attorney or any certificate relating thereto by facsimile, and any power of attorney or certificate bearing facsimile signature or facsimile seal shall be valid and binding upon the Company with respect to any bond or undertaking to which it is attached.

IN WITNESS WHEREOF, The Companies have caused this instrument to be signed and their corporate seals to be hereto affixed, this 15<sup>th</sup> day of June, 2009.

AMERICAN CONTRACTORS INDEMNITY COMPANY UNITED STATES SURETY COMPANY U.S. SPECIALTY INSURANCE COMPANY

Corporate Seals



By: [Signature] Daniel P. Aguilar, Vice President

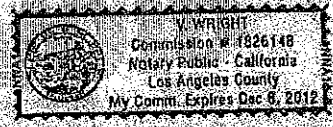
State of California

County of Los Angeles SS:

On this 15<sup>th</sup> day of June, 2009, before me, V. Wright, a notary public, personally appeared Daniel P. Aguilar, Vice President of American Contractors Indemnity Company, United States Surety Company and U.S. Specialty Insurance Company who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct. WITNESS my hand and official seal.

Signature [Signature] (Seal)



I, Jeannie J. Kim, Assistant Secretary of American Contractors Indemnity Company, United States Surety Company and U.S. Specialty Insurance Company, do hereby certify that the above and foregoing is a true and correct copy of a Power of Attorney, executed by said Companies, which is still in full force and effect, furthermore, the resolutions of the Boards of Directors, set out in the Power of Attorney are in full force and effect.

In Witness Whereof, I have hereunto set my hand and affixed the seals of said Companies at Los Angeles, California this 16<sup>th</sup> day of October, 2009

Corporate Seals

Bond No. 1000792868 Agency No. 2502



[Signature] Jeannie J. Kim, Assistant Secretary