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 THIERRY DENOUAL, Plaintiff BORN TO PLAY
 10 S.A.R.L., Third-Party Defendants BLUE ORANGE
 EDITION S.A.R.L. and SOAZIG DENOUAL
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12 **UNITED STATES DISTRICT COURT**
 13 **NORTHERN DISTRICT OF CALIFORNIA**
 14 **SAN JOSE DIVISION**

15 THIERRY DENOUAL, an individual, and
 BORN TO PLAY S.A.R.L., a French limited
 liability company,

16 Plaintiffs,

17 v.

18 DENMAY, INC., a California corporation, and
 19 JULIEN MAYOT, an individual,,

20 Defendants.

21 DENMAY, INC., a California Corporation,
 22 Counterclaimant and Third-Party
 23 Plaintiff,

24 v.

25 THIERRY DENOUAL, an individual,
 Counterdefendant,

26 And

27 BLUE ORANGE EDITION, a French limited
 liability company, and SOAZIG DENOUAL,
 an individual,

28 Third-Party Defendants.

Case No. 5:18-cv-02562-NC

**STIPULATION AND ORDER FOR
 DISMISSAL OF ALL CLAIMS WITH
 PREJUDICE**

Judge: Hon. Nathanael Cousins

Trial Date: November 25, 2019

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STIPULATION FOR DISMISSAL OF ALL CLAIMS WITH PREJUDICE

WHEREAS, Plaintiff and Counterdefendant Thierry Denoual (“Denoual”), Plaintiff Born to Play S.A.R.L. (“Born to Play,” and together with Denoual, “Plaintiffs”), Defendant and Counterclaimant Denmay, Inc. (“Denmay”), Defendant Julien Mayot (“Mayot,” and together with Denmay, “Defendants”), and third-party defendants Blue Orange Edition and Soazig Denoual (the “Third-Party Defendants,” and with Plaintiffs and Defendants, the “Parties”) have entered into a Stock Purchase Agreement (“SPA”) and related agreements (with the SPA, the “Transaction Agreements”) providing for, among other things, the dismissal with prejudice of all pending claims, counterclaims, and third-party claims in this litigation;

WHEREAS, on August 31, 2018, Denmay filed an Amended Counterclaim and Third-Party Complaint;

WHEREAS, on September 10, 2018, Plaintiffs filed their Verified Second Amended Complaint;

WHEREAS, the Verified Second Amended Complaint included derivative claims brought solely by Plaintiff Born to Play purportedly on behalf of Denmay;

WHEREAS, pursuant to the SPA, Born to Play has become the sole shareholder of Denmay;

NOW, THEREFORE, the Parties, by and through their respective counsel, hereby stipulate to, and ask the Court to approve, the following:

1. Pursuant to Rule 23.1(c) of the Federal Rules of Civil Procedure, this Stipulation shall constitute notice to Born to Play, the sole shareholder of Denmay, for the dismissal of the derivative claims raised in Plaintiff Born to Play’s Verified Second Amended Complaint;
2. Plaintiffs’ Verified Second Amended Complaint is dismissed with prejudice; and,

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1 3. Denmay's Amended Counterclaim and Third-Party Complaint is dismissed with
2 prejudice.

3 Dated: December 14, 2018

LAW OFFICES OF LAWRENCE G.
TOWNSEND

4
5 By: /s/ Lawrence G. Townsend
Lawrence G. Townsend

6 -and-

7 EPSTEIN, ENGLERT, STALEY &
8 COFFEY
Robert H. Staley

9 Attorneys for Plaintiff and Counterdefendant
10 THIERRY DENOUAL, Plaintiff BORN TO
11 PLAY S.A.R.L., and Third-Party Defendants
12 BLUE ORANGE EDITION, S.A.R.L. and
SOAZIG DENOUAL

13 Dated: December 14, 2018

ALLEN MATKINS LECK GAMBLE
MALLORY & NATSIS LLP

14 By: /s/ Richard S. Horvath, Jr.
15 RICHARD S. HORVATH, JR.
16 Attorneys for Defendant
JULIEN MAYOT, an individual

17 Dated: December 14, 2018

ALTO LITIGATION, PC

18
19 By: /s/ Bahram Seyedin-Noor
20 Bahram Seyedin-Noor
21 Attorneys for Defendant/Counterclaimant
and Third-Party Plaintiff,
DENMAY, INC.

22
23 I, Lawrence G. Townsend, am the ECF user whose ID and password are being used to file
24 this Joint Stipulation and [Proposed] Order for Dismissal of All Claims with Prejudice. In
25 compliance with Civil Local Rule 5-1(i)(3), I hereby attest that concurrence in the filing of this
document has been obtained from the other signatories.

26 /s/ Lawrence G. Townsend
LAWRENCE G. TOWNSEND

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ORDER FOR DISMISSAL OF ALL CLAIMS WITH PREJUDICE

Pursuant to stipulation, IT IS SO ORDERED:

1. Pursuant to Rule 23.1(c) of the Federal Rules of Civil Procedure, the parties' Stipulation for Dismissal of All Claims with Prejudice shall constitute notice to Born to Play S.A.R.L., the sole shareholder of Denmay, Inc., for the dismissal of the derivative claims raised in Plaintiff Born to Play's Verified Second Amended Complaint;
2. The Verified Second Amended Complaint of Plaintiffs Thierry Denoual and Born to Play S.A.R.L. is dismissed with prejudice; and.
3. The Amended Counterclaim and Third-Party Complaint of Defendant and Counterclaimant Denmay, Inc. is dismissed with prejudice.

DATED: December 19, 2018

