

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

RATES TECHNOLOGY INC.,

Plaintiff,

v.

GOOGLE INC.,

Defendant.

Case No. CV 05-4703 JS (JB)

STIPULATION AND ORDER OF DISMISSAL WITHOUT PREJUDICE

IT IS HEREBY STIPULATED AND AGREED, pursuant to a settlement agreement by and between the parties hereto, by their respective counsel, pursuant to Rule 41(a)(1)(ii) of the Federal Rules of Civil Procedure, and with the approval of the Court that the above-captioned action is hereby dismissed with prejudice and without costs to any party. The Court will retain jurisdiction over the enforcement of the settlement agreement.

SO ORDERED:


Dated: Central Islip, New York

_____, 2006

ARTHUR D. SPATT
United States District Judge

STIPULATED TO:

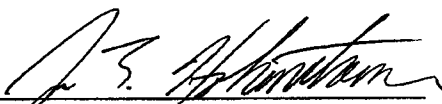
Dated: 3/31, 2006

By: 
James B. Hicks
Burke, Williams & Sorensen, LLP
444 South Flower Street, Suite 2400
Los Angeles, CA 90071-2953
Telephone: (213) 236-2744
Facsimile: (213) 236-2700

David Lazer
Lazer, Aptheker, Rosella & Yedid, P.C.
Melville Law Center
225 Old Country Road
Melville, NY 11747
Telephone: (631) 761-0800
Facsimile: (631) 761-0015

Attorneys for Rates Technology Inc.

Dated: 3/31, 2006

By: 
John M. Desmarais (JD6460)
Jon T. Hohenthauer (JH4073)
KIRKLAND & ELLIS LLP
153 East 53rd Street
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Attorneys for Google Inc.