

**IN THE UNITED STATES DISTRICT COURT  
DISTRICT OF UTAH, CENTRAL DIVISION**

DAZZLESMILE, LLC, a Utah limited liability company, and OPTIMAL HEALTH SCIENCE, LLC, a Utah limited liability company,

Plaintiffs,

v.

EPIC ADVERTISING, INC., a purported Delaware corporation AKA AZOOGLE.COM, INC., AKA AZOOGLEADS US INC., and AKA EPIC/AZOOGLE; AZOOGLE.COM, INC., a Delaware corporation; AZOOGLEADS US, INC., a non-public Delaware corporation; FAREND SERVICES LIMITED, a Cyprus registered company; JESSE DAVID WILLMS, an individual; 1021018 ALBERTA LTD, a Numbered Alberta Canadian Corporation AKA JUST THINK MEDIA; ATLAST HOLDINGS, INC., a Colorado corporation, d/b/a ATLAST FULFILLMENT; NEVERBLUE MEDIA, INC., a Canadian corporation; GOOGLE, INC., a Delaware corporation, YAHOO! INC., a Delaware corporation; MICROSOFT CORPORATION, a Washington corporation; and DOES 1-10,

Defendants.

Case No. 2:09-cv-01043-PMW

**STIPULATION AND REQUEST FOR  
STAY OF ACTION PENDING  
COMPLETION OF SETTLEMENT  
OBLIGATIONS**

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Plaintiffs Dazzlesmile, LLC and Optimal Health Science, LLC (collectively, “**Plaintiffs**”) and Defendants Jesse Willms, Farend Services, Ltd., 1021018 Alberta Ltd. dba JustThink Media (collectively, “**JustThink Defendants**”), Epic Advertising, Inc., Azoogleads US, Inc., Azoogle.com, Inc., Yahoo! Inc., Google, Inc., Microsoft

Corporation and Neverblue Media, Inc., by and through their counsel, hereby stipulate and agree as follows:

WHEREAS, on or about June 4, 2010, Plaintiffs and the JustThink Defendants, by and through their counsel, reached an agreement conditionally resolving the above-captioned action (the "**Settlement**");

WHEREAS the Plaintiffs and the JustThink Defendants have executed a confidential settlement agreement;

WHEREAS the JustThink Defendants' obligations under the Settlement include future obligations to be completed by August 31, 2010;

NOW, THEREFORE, the Plaintiffs and the JustThink Defendants, through their respective counsel, hereby respectfully request a stay of the instant action pending the JustThink Defendants' completion of their obligations in accordance with the Settlement. The remaining defendants do not oppose the stay and, through their respective counsel, hereby stipulate to staying the action so that Plaintiffs and the JustThink Defendants can have the opportunity to amicably resolve this matter without the Court's intervention. Plaintiffs agree to promptly inform this Court and, either (1) seek a lift of the stay upon the JustThink Defendants' failure to comply with their obligations under the Settlement; or (2) file a Notice of Dismissal and Stipulation of Dismissal dismissing all claims and counterclaims, which has already been executed by the parties conditioned upon and for filing after the JustThink Defendants' compliance with their obligations under the Settlement.

IT IS SO STIPULATED.

DATED: June 4, 2010

KRONENBERGER BURGOYNE, LLP

By: s/ Karl S. Kronenberger  
Karl S. Kronenberger

Attorneys for Defendants, JESSE DAVID  
WILLMS 1021018 ALBERTA LTD., and  
FAREND SERVICES LIMITED

DATED: June 4, 2010

FABIAN & CLENDENIN

By: s/ Jason W. Hardin  
Jason W. Hardin

Attorneys for Plaintiffs dazzlesmile, llc and  
OPTIMAL HEALTH SCIENCE, LLC

DATED: June 4, 2010

VAN COTT BAGLEY CORNWALL &  
MCCARTHY (SLC)

By: s/ R. Lee Saber  
R. Lee Saber

Attorneys for Defendant Epic Advertising,  
Inc. and Azoogleads US, Inc.

DATED: June 4, 2010

QUINN EMANUEL URQUHART &  
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Margaret M. Caruso

Attorneys for Defendant Google, Inc.

DATED: June 4, 2010

HOLLAND & HART (BOULDER)

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Donald A. Degnan

Attorneys for Defendant Neverblue Media,  
Inc.

DATED: June 4, 2010

BRINKS HOFER GILSON & LIONE (IL)

By: s/ David S. Fleming  
David S. Fleming

Attorneys for Defendant Yahoo!

DATED: June 4, 2010

RAY QUINNEY & NEBEKER P.C.

By: s/ Mark M. Bettilyon  
Mark M. Bettilyon

Attorneys for Defendant MICROSOFT  
CORPORATION

**CERTIFICATE OF SERVICE**

I hereby certify that on June 4, 2010, I served the following document:

**1) STIPULATION AND REQUEST FOR STAY OF ACTION PENDING COMPLETION OF SETTLEMENT OBLIGATIONS**

with the Court system using the CM/ECF system which will send notification of such filing to the following:

*Counsel for Plaintiffs Dazzlesmile, LLC and Optimal Science, LLC:*

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DATED: June 4, 2010

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*s/ Karl S. Kronenberger*  
Karl S. Kronenberger