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DECLARATION OF JOHN FRANCIS CARROLL

I, John Francis Carroll, declare as follows:

1. I am an attorney admitted to the Bars of this Court and the Ninth Judicial Circuit. My practice is limited to dispute resolution and discovery matters. I have had extensive experience in the settlement of major matters and am particularly knowledgeable of the underlying facts which ultimately gave rise to the bringing of the within matter.

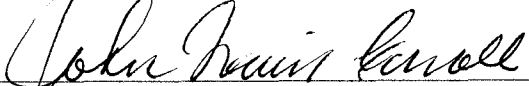
2. I was retained by the parties to mediate the within matter. In that connection I was presented with, and reviewed, various pleadings and position papers of the parties.

3. A full day was spent in arm's length negotiations with the parties and this session was followed by several email and telephone discussions.

4. On October 19, 2011, I presented my Mediator's Proposal to the parties. Eventually, the matter was settled with a gross settlement amount which I believe is very satisfactory. Without reservation I recommend the Court's approval.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on February 19, 2013, at San Pedro, California.

  
\_\_\_\_\_  
John Francis Carroll