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**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

SECURITIES AND EXCHANGE)
COMMISSION,) Case No.: 3:04-cv-02372-SI
)
Plaintiff,)
vs.) **JOINT STIPULATION AND**
) **[PROPOSED] ORDER DISMISSING**
PRABHAT K. GOYAL,) **CERTAIN CLAIMS IN THE**
Defendant) **COMPLAINT**

IT IS HEREBY STIPULATED AND AGREED by and between the plaintiff Securities and Exchange Commission (“Commission”) and defendant Prabhat K. Goyal, that, subject to the Court’s approval of the terms of settlement agreed to by the parties, and the Court’s entry of the Final Judgment as to Defendant Prabhat K. Goyal and Consent of Defendant Prabhat K. Goyal submitted to the Court concurrently herewith:

1. The Commission’s First, Second, and Third Claims for Relief in the Complaint are dismissed with prejudice upon the Court’s entry of the Final Judgment.
2. The Commission’s Fourth Claim for Relief in the Complaint, to the extent that it asserts a claim under Rule 13b2-2 promulgated under the Securities Exchange Act of 1934 (Making False Statements to Auditors), is dismissed with prejudice upon the Court’s entry of the Final Judgment.
3. The Defendant waives any right under the Equal Access to Justice Act, the Small Business Regulatory Enforcement Fairness Act of 1996, or any other provision of law to seek from the United States, or any agency, or any official of the United States acting in his or her official capacity, directly or indirectly, reimbursement of attorney’s fees or other fees, expenses, or costs expended to defend against this action.

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Dated: September 9, 2011

Respectfully submitted,

SECURITIES AND EXCHANGE COMMISSION

By: /S/ Paul W. Kisslinger
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Attorneys for Plaintiff SECURITIES AND
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Dated: September 9, 2011

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SO ORDERED:

Dated: _____

THE HON. SUSAN ILLSTON
UNITED STATES DISTRICT JUDGE

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ATTESTATION PURSUANT TO GENERAL ORDER 45

I, Paul W. Kisslinger, attest that concurrence in the filing of this document has been obtained from each of the other signatories. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 9th day of September 2011 in Washington, D.C.

/S/ Paul W. Kisslinger
Paul W. Kisslinger