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SEP 17 2004

CLERK, U.S. DISTRICT COURT
EASTERN DISTRICT OF CALIFORNIA

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LODGED

10 SEP 13 2004

UNITED STATES DISTRICT COURT

EASTERN DISTRICT OF CALIFORNIA

CLERK, U.S. DISTRICT COURT
EASTERN DISTRICT OF CALIFORNIA

BY _____ DEPUTY CLERK

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14 JERRY VALDIVIA, et al.,
15 Plaintiffs,
16 v.
17 ARNOLD SCHWARZENEGGER, et al.,
18 Defendants.

No. Civ. S-94-0671 LKK/GGH
**[PROPOSED] ORDER AND
JUDGMENT AWARDING
REASONABLE ATTORNEYS'
FEES AND EXPENSES TO
PLAINTIFFS' LEAD COUNSEL**

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21 The Court has considered the parties' jointly-submitted Stipulated Motion For An Award O
22 Reasonable Attorneys' Fees And Expenses. The Court deems this motion to be suitable for
23 decision without oral argument, as permitted by Rule 23(h)(3) of the Federal Rules of Civil
24 Procedure. The Court has issued separate findings of fact and conclusions of law and GRANTS the
25 motion. It is hereby ORDERED and ADJUDGED that:

26 (1) Having considered the objections of class members regarding attorney's fees received
27 after notice under Rule 23(h)(2) of the Federal Rules of Civil Procedure, the Court deems the
28 objections to be groundless.

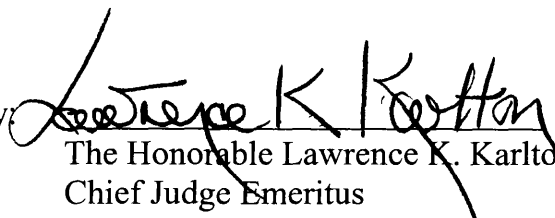
1 (2) Reasonable attorneys' fees and expenses are awarded to Plaintiffs' Lead Counsel,
2 Bingham McCutchen LLP, Rosen Bien & Asaro and the Prison Law Office in the aggregate amount
3 of \$6.5 million including principal and interest from March 9, 2004 at the federal rate under 28
4 U.S.C. § 1961 as of the date this order is entered.

5 (3) Defendants shall pay the full amount of \$6.5 million to Plaintiffs' Lead Counsel no later
6 than November 15, 2004. On any amount unpaid after November 15, 2004, interest shall accrue at
7 the prime rate as determined by the Bank of America in San Francisco, as of November 15, 2004.
8 Payment shall be made by check to ROSEN BIEN & ASARO LLP.

9 (4) This order is without prejudice to the separate claim for reasonable attorneys' fees
10 and expenses of earlier lead counsel for the class, which has not yet been resolved. (See Stipulation
11 and Order Regarding Motion for Reasonable Attorneys' Fees and Expenses, Clerk's Docket No.
12 1066.)

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14 IT IS SO ORDERED.

15
16 DATED: 9/16/04

17 By: 
18 The Honorable Lawrence K. Karlton
19 Chief Judge Emeritus
20 United States District Court
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PROOF OF SERVICE

I, the undersigned, certify and declare that I am over the age of 18 years, employed in the City and County of San Francisco, California, and not a party to the within action. My business address is 155 Montgomery Street, 8th floor, San Francisco, California 94104. On the date specified below, I served a true copy of the following document(s):


[PROPOSED] ORDER AND JUDGMENT AWARDING REASONABLE ATTORNEYS' FEES AND EXPENSES TO PLAINTIFFS' LEAD COUNSEL

on the parties in said action by causing same to be delivered in the manner listed below:

By Federal Express

Maya Manian
Deputy Attorney General
Office of the California Attorney General
455 Golden Gate Avenue, Suite 11000
San Francisco, CA 94102-7004

I declare under penalty of perjury that the foregoing is true and correct. Executed this 10th day of September, 2004, at San Francisco, California.



Kim Le

United States District Court
for the
Eastern District of California
September 17, 2004

* * CERTIFICATE OF SERVICE * *

2:94-cv-00671

Valdivias

v.

Schwarzenegger

I, the undersigned, hereby certify that I am an employee in the Office of the Clerk, U.S. District Court, Eastern District of California.

That on September 17, 2004, I SERVED a true and correct copy(ies) of the attached, by placing said copy(ies) in a postage paid envelope addressed to the person(s) hereinafter listed, by depositing said envelope in the U.S. Mail, by placing said copy(ies) into an inter-office delivery receptacle located in the Clerk's office, or, pursuant to prior authorization by counsel, via facsimile.

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Jack L. Wagner, Clerk

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Deputy Clerk