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6 CYLINK CORPORATION and CARO-
KANN CORPORATION
7

8 SUPERIOR COURT OF THE STATE OF CALIFORNIA
9 FOR THE COUNTY OF SANTA CLARA

10 RSA DATA SECURITY, INC., a Delaware
11 Corporation,

12 Plaintiff,

13 v.

14 CYLINK CORPORATION, a California
Corporation, CARO-KANN
15 CORPORATION, a California Corporation,
and DOES 1 through 25, inclusive,

16 Defendants.
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NO. CV 740794

[Proposed] ORDER

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7 SUPERIOR COURT OF THE STATE OF CALIFORNIA
8 FOR THE COUNTY OF SANTA CLARA
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10 RSA DATA SECURITY, INC., a Delaware
11 Corporation,

12 Plaintiff,

13 v.

14 CYLINK CORPORATION, a California
15 Corporation, CARO-KANN
16 CORPORATION, a California Corporation,
17 and DOES 1 through 25, inclusive,

18 Defendants.

NO. CV 740794

ORDER

19 The following matters came on regularly for hearing before the Honorable Read
20 Ambler in Department 13 of the above-entitled court:

21 (1) Plaintiff RSA Data Security, Inc.'s ("RSADSI") Motion for Order
22 Disqualifying Opposing Counsel (Hopkins & Carley, or "H&C"), heard on June 16, 1994 at 2:00
23 p.m. and submitted for decision on July 19, 1994;

24 (2) Defendants Cylink Corporation ("Cylink") and Caro-Kann Corporation's
25 ("CKC"), hereinafter collectively referred to as "defendants", Petition to Compel Arbitration and to
26 Stay All Proceedings ("Petition"), heard on August 9, 1994 at 2:00 p.m.;

27 (3) RSADSI's Motion for Order Disqualifying Robert B. Fougner, heard on
28 August 9, 1994 at 2:00 p.m.;

(4) RSADSI's Motion to Compel Deposition Re: Access to Partnership Records

Under Corporations Code Section 15019, heard on August 9, 1994 at 2:00 p.m.; and

(5) RSADSI's Motion for Protective Order and to Seal Portions of Court File, which was rendered moot by stipulation and protective order entered by the Honorable Read Ambler on August 9, 1994.

RSADSI appeared at all hearings in the above matters through its counsel, Mary E. O'Byrne, Esq. of Tomlinson, Zisko, Morosoli & Maser. Defendants appeared at all hearings on the above matters through their counsel, Jon Michaelson, Esq. of Hopkins & Carley, A Law Corporation. Defendants were also represented by Liza K. Toth, Esq. on June 16, 1994 and Linda Larson Usoz, Esq. on July 19, 1994, both of Hopkins & Carley.

The Court having received, read and considered the pleadings and documents filed in support of and in opposition to the petition and motions, and having taken judicial notice of the matters as requested by the parties, and having heard oral argument of counsel on these matters, issued its written Notice of Rulings on August 11, 1994. A true and correct copy of the Court's Notice of Rulings is attached hereto as Exhibit A and incorporated by this reference.

The Court now makes and enters the following orders for the reasons set forth in its Notice of Rulings (Exhibit A hereto):

A. RSADSI's Motion for Order Disqualifying Opposing Counsel (Hopkins & Carley) is granted. Hopkins & Carley is disqualified from representing Cylink or CKC in this action and in the arbitration first initiated by defendants against RSADSI on April 4, 1994 ("the Arbitration") provided, however, that Hopkins & Carley may continue to represent Cylink and CKC with respect to any motion for reconsideration, appeal, or writ which may be sought with respect to this portion of this Order. Notwithstanding disqualification, Hopkins & Carley shall be permitted to perform all ministerial acts necessary to enable Cylink and CKC to engage new counsel;

B. Defendants' Petition to Compel Arbitration and to Stay All Proceedings is granted except as to the issues defined by RSADSI's Motion for Order Disqualifying Opposing Counsel, Motion for Order Disqualifying Robert B. Fougner, and Motion to Compel Deposition Re: Access to Partnership Records Under Corporations Code Section 15019;

1 C. RSADSI's Motion for Order Disqualifying Robert B. Fougner is denied; and
2 D. RSADSI's Motion to Compel Deposition Re: Access to Partnership Records
3 Under Corporations Code Section 15019 is granted. In light of the disqualification of Hopkins &
4 Carley, the parties shall meet and confer to agree upon a mutually convenient date for the
5 deposition of CKC.
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7 IT IS SO ORDERED.
8

9 _____
10 Honorable Read Ambler
11 Judge of the Superior Court

12 APPROVED AS TO FORM:
13 Tomlinson, Zisko, Morosoli & Maser
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15 By: _____
16 Mary E. O'Byrne
17 Attorneys for Plaintiff
18 RSA Data Security, Inc.
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