

Exhibit I

EXECUTION VERSION

EXHIBIT K

Form of Agreed Order of Dismissal/Joint Stipulation in the Dallas Federal Case

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

NETSPHERE, INC., et al.,

Plaintiffs,

vs.

JEFFREY BARON, et. al.,

Defendants.

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CIVIL ACTION NO.
3-09CV0988-F

STIPULATED DISMISSAL WITH PREJUDICE

Plaintiffs, Netsphere, Inc., Manila Industries, Inc. and Munish Krishan (collectively "Plaintiffs"), filed the Complaint in Civil No. 3-09-CV-0988-F against Defendants, Jeffrey Baron and Ondova Limited Company d/b/a Compana, LLC (collectively "Defendants"). Charla Aldous ("Aldous") and Jeffrey Rasansky ("Rasansky") have intervened in this matter and Quantec LLC ("Quantec"), Novo Point LLC ("Novo Point"), and Iguana Consulting LLC ("Iguana") have sought to intervene (Aldous, Rasansky, Quantec, Novo Point, and Iguana are herein collectively referred to as the "Intervenors"). Plaintiffs have now agreed upon a resolution of this matter with Defendants and Intervenors prior to a trial on the merits. Plaintiffs, Defendants and Intervenors hereby agree and it is hereby ORDERED, ADJUDGED and DECREED as follows:

1. This Court has jurisdiction over the parties and subject matter of this action.
2. Any and all claims and counter-claims that have been or could have been asserted by Plaintiffs, Defendants and Intervenors are dismissed with prejudice to the right of Plaintiffs,

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Defendants and Intervenor to file or refile same or any part thereof against any and/or all of the parties herein.

4. Each party shall bear its own costs and attorneys' fees.
5. This Court shall retain jurisdiction for purposes of enforcing this order.

SO AGREED AND STIPULATED:

<p>Netsphere, Inc. Signed: <u><i>John MacPete</i></u> Name: <u><i>John MacPete</i></u> Title: <u><i>Attorney for Netsphere</i></u> Date: <u><i>24 August</i></u>, 2010</p>	<p>Manila Industries, Inc. Signed: <u><i>John MacPete</i></u> Name: <u><i>John MacPete</i></u> Title: <u><i>Attorney for Manila</i></u> Date: <u><i>26 August</i></u>, 2010</p>
<p><u><i>John MacPete</i></u> <u><i>John MacPete</i></u> Attorney for <u><i>Munish Krishan</i></u></p>	<p><u><i>Munish Krishan</i></u> Date: <u><i>24 August</i></u> 2010</p>
<p><u><i>Jeffrey Baron</i></u> Date: _____, 2010</p>	<p>Ondova Limited Company By: <u><i>Daystar Trust, Managing Member</i></u> Signed: _____ Name: _____ Title: _____ Date: _____, 2010</p>
<p>Ondova Chapter 11 Trustee By: <u><i>Daniel J. Sherman</i></u> Signed: <u><i>Daniel J. Sherman</i></u> Name: <u><i>DANIEL J. SHERMAN</i></u> Title: <u><i>Ch 11 trustee</i></u> Date: <u><i>8/13</i></u>, 2010</p>	<p>Quantec LLC Signed: _____ Name: _____ Title: _____ Date: _____, 2010</p>

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Defendants and Intervenor to file or refile same or any part thereof against any and/or all of the parties herein.

4. Each party shall bear its own costs and attorneys' fees.
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SO AGREED AND STIPULATED:

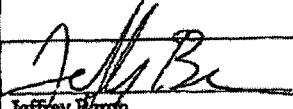

<p>Netsphere, Inc. Signed: <u>[Signature]</u> Name: <u>John MacPete</u> Title: <u>Attorney for Netsphere</u> Date: <u>26 August</u>, 2010</p>	<p>Manila Industries, Inc. Signed: <u>[Signature]</u> Name: <u>John MacPete</u> Title: <u>Attorney for Manila</u> Date: <u>26 August</u>, 2010</p>
<p><u>[Signature]</u> <u>John MacPete</u> <u>Attorney for Munich Krishan</u></p>	<p><u>Munish Krishan</u> Date: <u>26 August</u> 2010</p>
<p><u>Jeffrey Baron</u> Date: _____, 2010</p>	<p>Ondova Limited Company By: <u>Davstar Trust, Managing Member</u> Signed: <u>[Signature]</u> Name: <u>DANIEL J. SHERMAN</u> Title: <u>Ch. 11 Bankruptcy Trustee</u> Date: <u>8/30</u>, 2010</p>
<p>Ondova Chapter 11 Trustee By: <u>Daniel J. Sherman</u> Signed: <u>[Signature]</u> Name: <u>DANIEL J. SHERMAN</u> Title: <u>Ch. 11 Trustee</u> Date: <u>8/13</u>, 2010</p>	<p>Quantec LLC Signed: _____ Name: _____ Title: _____ Date: _____, 2010</p>

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Defendants and intervenors to file or refile same or any part thereof against any and/or all of the parties herein.

4. Each party shall bear its own costs and attorneys' fees.
5. This Court shall retain jurisdiction for purposes of enforcing this order.

SO AGREED AND STIPULATED:

<p>NetSphere, Inc. Signed: _____ Name: _____ Title: _____ Date: _____, 2010</p>	<p>Manila Industries, Inc. Signed: _____ Name: _____ Title: _____ Date: _____, 2010</p>
	<p><u>Munish Krishan</u> Date: _____, 2010</p>
<p> <u>Jeffrey Baron</u> Date: _____, 2010</p>	<p>Ondova Limited Company By: Daystar Trust, Managing Member Signed: _____ Name: _____ Title: _____ Date: _____, 2010</p>
<p>Ondova Chapter 11 Trustee By: Daniel J. Sherman Signed:  Name: <u>DANIEL J. SHERMAN</u> Title: <u>Ch 11 Trustee</u> Date: <u>5/13</u>, 2010</p>	<p>Quantec LLC Signed: _____ Name: _____ Title: _____ Date: _____, 2010</p>

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Defendants and Intervenor to file or refile same or any part thereof against any and/or all of the parties herein.

4. Each party shall bear its own costs and attorneys' fees.
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SO AGREED AND STIPULATED:

<p>Netsphere, Inc. Signed: <u>[Signature]</u> Name: <u>Munish Krishan</u> Title: <u>President</u> Date: <u>8/26, 2010</u></p>	<p>Manila Industries, Inc. Signed: <u>[Signature]</u> Name: <u>Munish Krishan</u> Title: <u>President</u> Date: <u>8/26, 2010</u></p>
	<p><u>[Signature]</u> <u>Munish Krishan</u> Date: <u>8/26, 2010</u></p>
<p><u>Jeffrey Barton</u> Date: _____, 2010</p>	<p>Ondova Limited Company By: Daystar Trust, Managing Member Signed: _____ Name: _____ Title: _____ Date: _____, 2010</p>
<p>Ondova Chapter 11 Trustee By: Daniel J. Sherman Signed: <u>[Signature]</u> Name: <u>DANIEL J. SHERMAN</u> Title: <u>Ch. 11 Trustee</u> Date: <u>8/13, 2010</u></p>	<p>Quantec LLC Signed: _____ Name: _____ Title: _____ Date: _____, 2010</p>

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<p>Netsphere, Inc. Signed: _____ Name: _____ Title: _____ Date: _____, 2010</p>	<p>Manila Industries, Inc. Signed: _____ Name: _____ Title: _____ Date: _____, 2010</p>
	<p>_____ Munish Krishan Date: _____, 2010</p>
<p>_____ Jeffrey Baron Date: _____, 2010</p>	<p>Ondova Limited Company By: Daystar Trust, Managing Member Signed: _____ Name: _____ Title: _____ Date: _____, 2010</p>
<p>Ondova Chapter 11 Trustee By: Daniel J. Sherman Signed: <i>Daniel J. Sherman</i> Name: DANIEL J. SHERMAN Title: Ch 11 Trustee Date: 8/13, 2010</p>	<p>Quantec LLC Signed: _____ Name: _____ Title: _____ Date: _____, 2010</p>

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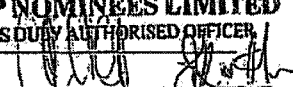
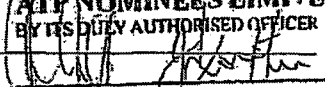
Defendants and Intervenor to file or refile same or any part thereof against any and/or all of the parties herein.

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5. This Court shall retain jurisdiction for purposes of enforcing this order.

SO AGREED AND STIPULATED:

<p>Netsphere, Inc. Signed: _____ Name: _____ Title: _____ Date: _____, 2010</p>	<p>Manila Industries, Inc. Signed: _____ Name: _____ Title: _____ Date: _____, 2010</p>
	<p><u>Munish Krishan</u> Date: _____, 2010</p>
<p>_____ <u>Jeffrey Baron</u> Date: _____, 2010</p>	<p>Ondova Limited Company By: Daystar Trust, Managing Member Signed: _____ Name: _____ Title: _____ Date: _____, 2010</p>
<p>Ondova Chapter 11 Trustee By: Daniel J. Sherman Signed: _____ Name: _____ Title: _____ Date: _____, 2010</p>	<p>Quantec LLC Signed: <u>[Signature]</u> BY ITS DULY AUTHORIZED OFFICER Name: <u>ANGELA ROPE & JOLETA ROTERA</u> Title: _____ Date: <u>9th July</u>, 2010</p>

EXECUTION VERSION

<p>Novo Point LLC ATP NOMINEES LIMITED SIGNED: BY ITS DULY AUTHORIZED OFFICER  Name: ANGELO POPE & JOVELYN KOTERA Title: _____ Date: 9th July, 2010</p>	<p>Iguana Consulting LLC ATP NOMINEES LIMITED SIGNED: BY ITS DULY AUTHORIZED OFFICER  Name: ANGELO POPE & JOVELYN KOTERA Title: _____ Date: 9th July 2010</p>
<p>_____ Charla Aldous Date: _____, 2010</p>	<p>_____ Jeffrey Rasansky Date: _____, 2010</p>

SO ORDERED:

Signed _____, 2010.

THE HONORABLE W. ROYAL FURGESON, JR.
U.S. DISTRICT COURT JUDGE

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<p>Novo Point LLC</p> <p>Signed: _____</p> <p>Name: _____</p> <p>Title: _____</p> <p>Date: _____, 2010</p>	<p>Iguana Consulting LLC</p> <p>Signed: _____</p> <p>Name: _____</p> <p>Title: _____</p> <p>Date: _____, 2010</p>
<p><i>Charla Aldous</i></p> <p><u>Charla Aldous</u></p> <p>Date: <u>7-28</u>, 2010</p>	<p><i>Jeffrey Rasansky</i></p> <p><u>Jeffrey Rasansky</u></p> <p>Date: <u>7-28</u>, 2010</p>

SO ORDERED:

Signed _____, 2010.

THE HONORABLE W. ROYAL FURGESON, JR.
U.S. DISTRICT COURT JUDGE

EXECUTION VERSION

<p>Novo Point LLC ATP NOMINEES LIMITED Signed: <u>[Signature]</u> BY ITS DUTY AUTHORIZED OFFICER Name: <u>ANDELA POPE & JOYELYN KOTERA</u> Title: _____ Date: <u>9th July, 2010</u></p>	<p>Iguana Consulting LLC ATP NOMINEES LIMITED Signed: <u>[Signature]</u> BY ITS DUTY AUTHORIZED OFFICER Name: <u>ANDELA POPE & JOYELYN KOTERA</u> Title: _____ Date: <u>9th July 2010</u></p>
<p>_____ <u>Charla Aldous</u> Date: _____, 2010</p>	<p><u>[Signature]</u> <u>Jeffrey Rasansky</u> Date: <u>Aug 27</u>, 2010</p>

SO ORDERED:

Signed _____, 2010.

THE HONORABLE W. ROYAL FURGESON, JR.
U.S. DISTRICT COURT JUDGE