

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF LOS ANGELES, CENTRAL CIVIL WEST DIVISION

If You Are a Profit Participant on a Motion Picture Released by Paramount Pictures Corporation for Home Video, Electronic Sell-Through, or Streaming You May Financially Benefit from a Class Action Settlement

A California state court authorized this Notice. This is not a solicitation from a lawyer.

- A settlement has been reached in a class action lawsuit over how Paramount Pictures Corporation (“Paramount”) calculated profit participation relating to revenue derived from the sale of Home Videos (e.g. physical copies such as videocassettes, DVDs, and Blu-Ray) Electronic Sell-Through (e.g. digital copies delivered for permanent download such as iTunes or Amazon) and Streaming (e.g. digital copies that are not permanent downloads such as Netflix or Hulu) on certain motion pictures.
- You may be a Class Member if you are a person or entity (or their successors-in-interest, assigns, and heirs) who is a party to a profit participation contract with Paramount dated on or before July 5, 1980.
- This Settlement provides Class Members with a: (1) \$3,405,000 Settlement Fund, which will be used to pay recouped profit participants who are already receiving profit participation on their contracts; and, (2) \$3,405,000 Accounting Relief Fund, which will be used to credit the accounts of unrecouped profit participants who are not yet receiving profit participations on their contracts. You may receive benefits from either or both of these funds if you qualify.
- You have to take action on or before October 7, 2016 in order to exercise your legal rights and options in the Settlement, which are set forth below and in this Notice. Please read this Notice carefully. Your legal rights may be affected, whether you act or don’t act.

SUMMARY OF YOUR LEGAL RIGHTS AND OPTIONS IN THE SETTLEMENT	
REMAIN PART OF THE SETTLEMENT CLASS	<ul style="list-style-type: none"> • <u>If you received this Notice in the mail</u> and you are part of the Settlement Class, <u>you do not have to take any action</u> to remain part of the Settlement Class and be eligible to receive the benefits, payments and credits offered by the Settlement. Payments and credits will be applied to eligible Class Members automatically if you are part of the Settlement.
BECOME PART OF THE SETTLEMENT CLASS	<ul style="list-style-type: none"> • <u>If you did not receive this Notice in the mail</u> and you believe that you may be a Class Member, you can contact the Settlement Administrator and apply to take part in the Settlement by visiting <u>www.ParamountHomeVideoSettlement.com</u> or call (844) 312-5233 TOLL-FREE.
EXCLUDE YOURSELF	<ul style="list-style-type: none"> • Excluding yourself means you <u>get no payment or credits</u> from this Settlement. • This is the only option that allows you to keep any rights you currently have to negotiate with or sue Paramount about the claims in this case. • <i>See Questions 14–16.</i>
OBJECT TO THIS SETTLEMENT	<ul style="list-style-type: none"> • If you do not exclude yourself, you may write to the Court about why you don’t like this Settlement. <i>See Questions 19–20.</i>
GO TO THE HEARING	<ul style="list-style-type: none"> • Ask to speak in Court about your opinion of this Settlement.

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BASIC INFORMATION

1. Why did I get this Notice?

A Court authorized this Notice because you have a right to know about a proposed Settlement of this class action lawsuit, and about all of your options, before the Court decides whether to give final approval to this Settlement. This Notice explains the lawsuit, this Settlement, and your legal rights.

Judge Elihu M. Berle, of the Superior Court of the State of California, is overseeing this case. The case is known as *Colin Higgins Productions, Ltd. v. Paramount Pictures Corporation*, Case No. BC499179. The people who sued are called the “Plaintiffs.” The “Defendant” is Paramount Pictures Corporation.

2. What is this lawsuit about?

This lawsuit claims that Paramount failed to properly account for and pay motion picture profit participants (e.g. producers, directors, and actors) in regard to Home Video Revenue, Electronic Sell-Through Revenue, and Streaming Revenue under profit participation contracts that do not include express provisions regarding the treatment of such revenues for calculation of profit participation.

Home Video Revenue is revenue derived from the sale of physical copies of motion pictures in tangible products such as Videocassettes, DVDs, and Blu-Ray discs. Electronic Sell-Through Revenue is revenue derived from the sale of digital copies of motion pictures that are delivered to the consumer via electronic transmission (e.g., through download purchases on iTunes or Amazon). Streaming Revenue is revenue derived from digital streaming of motion pictures, including through services commonly known as “video-on-demand” (“VOD”) or “subscription video-on-demand” (“SVOD”), where the consumer does not obtain permanent ownership of a copy of the motion picture (e.g. Netflix or Hulu).

3. Why is this lawsuit a class action?

In a class action lawsuit, one or more people, called “Class Representatives,” (in this case, Colin Higgins Productions, Ltd., and Michael Elias) sue on behalf of people who have similar claims. All these people together are a “Class” or “Class Members.” In a settlement of a class action, one court resolves the issues for all Class Members, except for those who choose to exclude themselves from the Class (see *Question 14*).

4. Why is there a settlement?

The Court has not determined who is right. Rather, both sides have agreed to settle the lawsuit to avoid the uncertainties and expenses of continuing the lawsuit. By agreeing to settle, both sides avoid the cost and risk of a trial, and the people affected will get a chance to receive benefits. The Class Representatives and their attorneys think this Settlement is best for all Class Members. This Settlement does not mean that Paramount did anything wrong.

WHO IS IN THE SETTLEMENT

If you received this Notice you may be a Class Member. You should review your contract(s) and any amendments to them so as to determine whether you are included in the Class and this Settlement.

5. What is the Class definition?

Class Members are all persons and entities (and their successors-in-interest, assigns, and heirs) that are parties to a “Class Profit Participation Contract” (defined by the Settlement Agreement as a Profit Participation Contract, entered on or before July 5, 1980).

When a person or entity is a party to both, (a) one or more Class Profit Participation Contracts; and (b) one or more profit participation contracts that do not meet the definition of a Class Profit Participation Contract, that person or entity is a member of the settlement class only with regard to the Class Profit Participation Contract(s).

Excluded from the Settlement Class are:

- * Paramount and any person, trust, firm, corporation or other entity affiliated with or related to Paramount;
- * Any persons or entities who exclude themselves by filing a timely Request for Exclusion in accordance with the requirements set forth by the Court;
- * Persons or entities who have entered into an agreement with Paramount or its affiliates and their predecessors, subsequent to their Class Profit Participation Contract but regarding the same motion picture, that includes express provisions regarding the calculation of the Profit Participant’s Profit Participation with regard to Home Video Revenue, Electronic Sell-Through Revenue and/or Streaming Revenue including but not limited to a settlement agreement, an amendment to the relevant Class Profit Participation Contract, a side letter, or any other writing that sets forth such provisions, and was made prior to the date of the Preliminary Approval Order;
- * Other motion picture studios and their affiliates or predecessors in interest.

6. How do I know if I am part of this Settlement?

To see if you are part of this Settlement and your rights under the Settlement, ask yourself this series of questions:

Question	Yes	No
Do you have at least one Profit Participation Contract with Paramount dated on or before July 5, 1980 or are you the heir, successor or assign of someone who does?	Continue	You are not a Class Member
Did you or your predecessors in interest modify the Profit Participation Contract to include a provision for Profit Participation specifically with regard to Home Video, Electronic Sell-Through and/or Streaming Revenue?	You are not a Class Member	Continue
Did you or your predecessors already release Paramount for claims relating to Home Video, Electronic Sell-Through and/or Streaming Revenue Profit Participation under the contract?	You are not a Class Member	Continue
Were you receiving Profit Participation payments under the Profit Participation Contract from Paramount as of August 31, 2015?	You may be a Recouped Class Member. Continue.	You may be an Unrecouped Class Member. Continue.

7. I'm still not sure if I am included.

If you are still not sure whether you are included, you can get help by contacting the Settlement Administrator using any of the methods listed in Question 24.

You are not required to pay anyone to assist you in obtaining information about the Settlement.

THE SETTLEMENT BENEFITS—WHAT YOU GET IF YOU QUALIFY

8. What does this Settlement Provide?

This Settlement provides a total of \$3,405,000 (“Settlement Fund”) to be available for compensation to the Recouped Class Members (as defined in Question 9 below) less administrative and notice expenses, compensation to Named Plaintiffs, and attorneys’ fees and costs.

This Settlement also provides a total of \$3,405,000 (“Accounting Relief Fund”) for the benefit of Unrecouped Class Members (as defined in Question 9 below) for the application of an adjustment on the account of the motion pictures associated with a Class Profit Participation Contract to which an Unrecouped Class Member is a party.

Paramount has further agreed, that in the absence of an existing or future agreement that includes express provisions regarding the calculation of Streaming Revenue, Paramount will account to each Class Member for Streaming Revenue, and any future methods of streaming now known or hereafter created, on the basis of 100% of such revenue.

9. How will payments and credits be calculated?

Payments and credits and benefits will be calculated from the Settlement Fund and Accounting Relief Fund for Recouped Class Members and Unrecouped Class Members as follows: (Note: It is possible for a profit participant to be considered both a Recouped Class Member and an Unrecouped Class Member in regard to different contracts. In such a situation, the Class Member would obtain a portion of the Settlement Relief Fund as well as their share of the Accounting Relief Fund, as appropriate.) The Settlement Administrator will be responsible for the calculation and payment of the amounts due Recouped Class Members from the Settlement Fund based upon participation information received from Paramount. Paramount will be responsible for the calculation and the application of the accounting credits to be applied for the benefit of Unrecouped Class Members within its profit participation accounting database.

Recouped Class Members: Recouped Class Member means a Class Member who, as of August 31, 2015, is a Profit Participant on one or more motion pictures that have realized sufficient revenue to require payment of Profit Participation to that Class Member under the terms of that person or entity’s Class Profit Participation Contract. Recouped Class Members will receive payments from the Settlement Fund, divided into two categories:

Retrospective Relief (70% of the Settlement Fund Payout)

Each Recouped Class Member shall be entitled to the percentage of the Retrospective Relief Fund equal to the ratio of the total amount of Profit Participation paid or payable to the Recouped Class Member pursuant to one or more Class Profit Participation Contracts through the period ending August 31, 2015, compared to the total amount of Profit Participation paid or payable to all of the Recouped Class Members pursuant to Class Profit Participation Contracts for all periods through the period ending August 31, 2015.

Prospective Relief (30% of the Settlement Fund Payout)

Each Recouped Class Member shall also be entitled to the percentage of the Prospective Relief Fund equal to the ratio of the total amount of Profit Participation paid or payable to the Recouped Class Member pursuant to one or more Class Profit Participation Contracts for the period from January 1, 2011, through August 31, 2015, compared to the total amount of Profit Participation paid or payable to all of the Recouped Class members pursuant to Class Profit Participation Contracts for the same period, with such ratio serving as an estimate of the ratio of future Profit Participation payments.

Unrecouped Class Members: Unrecouped Class Member means a Class Member who, as of August 31, 2015, is a Profit Participant on one or more motion pictures that have not realized sufficient revenue to require payment of Profit Participation to that Class Member under the terms of that person or entity's Class Profit Participation Contract. In other words they were not yet earning profit participation from their Profit Participation Contract as of August 31, 2015.

Paramount shall apply an adjustment on the account of each motion picture associated with a Class Profit Participation Contract to which an Unrecouped Class Member is a party for the benefit of the Unrecouped Class Members with Class Profit Participation Contracts relating to that motion picture. The accounting adjustment shall be that motion picture's share of the Accounting Relief Fund determined by the ratio of the total amount of Home Video Revenue, Electronic Sell-Through Revenue, and Streaming Revenue derived by Paramount through August 31, 2015, for that motion picture compared to the total amount of Home Video Revenue, Electronic Sell-Through Revenue, and Streaming Revenue derived by Paramount through August 31, 2015, for all of the motion pictures receiving an accounting adjustment.

10. How much will my payment be?

The exact amount each qualifying Class Member will receive cannot be calculated until (1) the Court approves the Settlement; (2) amounts are deducted from the Settlement Fund for notice and administration costs, attorneys' fees and expenses, and any Class Representative Incentive Awards; and (3) the Settlement Administrator determines the number of persons who opt out of the Settlement. *See Question 9 for the general method of calculating claims payments.*

HOW YOU GET A PAYMENT OR CREDIT—PARTICIPATING IN THE SETTLEMENT

11. How can I get a payment or credit?

To be eligible to receive a payment or credit under the Settlement, you must (1) be a Class Member; and (2) not have excluded yourself from the Settlement.

If You Received This Notice in The Mail: If you received this Notice in the mail it means that Paramount's records have identified you as a potential Class Member. *You do not need to submit a Claim Form or take any other action if you received this Notice in the mail and wish to participate in the Settlement.* Your eligibility will be confirmed and payments and credits described above will be provided to you automatically.

If You Did Not Receive This Notice in The Mail: If you did not receive this Notice in the mail and you believe that you may be a Class Member, you can inquire into whether you are an eligible Class Member and apply to take part in the Settlement by visiting www.ParamountHomeVideoSettlement.com or calling (844) 312-5233 TOLL-FREE.

12. When will I get my payment or credit?

The payments and accounting credits will be sent to eligible Class Members after the Court grants "final approval" of the Settlement and after any appeals are resolved.

The Court will hold a Fairness Hearing on November 7, 2016, at 10:00 a.m. (Pacific time) to decide whether to approve the Settlement. **If you want to attend the hearing, keep in mind that the date and/or time may be changed after this Notice is sent, so you should check the settlement website (www.ParamountHomeVideoSettlement.com) before making travel plans.**

If the Court approves the Settlement (*see Questions 21–23*), there may be appeals. It's always uncertain whether these appeals can be resolved, and resolving them can take time. Please be patient. You can check for updates and other important information by using any of the methods listed in Question 24.

13. What am I giving up to get benefits and stay in the Settlement?

If this Settlement receives final approval from the Court, this Settlement will be legally binding on all Class Members, including Class Members who object, unless you exclude yourself from the Settlement. This means you will not be able to sue Paramount for the claims being released in this Settlement. This Notice is only a summary. The specific claims that you are giving up against Paramount are described in detail in the Settlement Agreement. You will be "releasing" Paramount and all related entities (the "Released Parties") as described in the Settlement Agreement. The Settlement Agreement is available at www.ParamountHomeVideoSettlement.com or calling (844) 312-5233 TOLL-FREE.

If you, or someone acting on your behalf, are currently litigating claims against Paramount or the other Released Parties, you will be barred from pursuing the claims released by this Settlement unless you validly "opt out" as described below. If you are currently litigating claims against Paramount or the other Released Parties, speak to your lawyer in that matter immediately.

The Settlement Agreement describes the released claims with specific descriptions, so read it carefully. If you have any questions, you can talk to Class Counsel listed in Question 17, or you can, of course, talk to your own lawyer if you have questions about what this means.

14. How do I get out of the Settlement?

To exclude yourself, you must mail a letter that includes:

- Your full name, current address, telephone number, and signature;
- The name of the individual or entity requesting exclusion (if any different from your name);
- A statement that you are a Class Member and that you “request to be excluded from the class settlement in the Paramount Home Video Settlement”;
- A statement as to whether you wish to be excluded from the class settlement for all or only some of the Class Profit Participation Contracts to which you are a party. If you wish to be excluded for only some of the Class Profit Participation Contracts to which you are a party, please indicate the specific motion pictures for which you are requesting exclusion.

You must personally sign your written “opt-out” request and mail it postmarked by October 7, 2016 to:

Paramount Home Video Settlement
Attn: Exclusions
1801 Market Street, Suite 660
Philadelphia, PA 19103

15. If I don’t exclude myself, can I sue the Defendant for the same thing later?

No. Unless you exclude yourself from the Settlement, you give up any right to sue the Defendant for the claims that are resolved by the Settlement. If you have a pending lawsuit, speak to your lawyer in that lawsuit immediately. **Remember, the exclusion deadline is October 7, 2016.**

16. If I exclude myself, can I get payments or credits from the Settlement?

No. If you exclude yourself from the Settlement, you will not be able to get any payments or credits from the Settlement and you cannot object to the Settlement. You will not be legally bound by anything that happens in the Settlement.

THE LAWYERS IN THE CASE

17. Who Are the Lawyers in This Case

Class Counsel

The Court has appointed the law firms listed below to represent you and other Class Members in the Settlement. These lawyers are called Class Counsel. If you want to be represented by your own lawyer, you may hire one at your own expense.

If you want to contact Class Counsel about this Settlement, they can be reached through the Settlement Administrator by calling (844) 312-5233 or sending an email to info@ParamountHomeVideoSettlement.com.

Daniel L. Warshaw PEARSON, SIMON & WARSHAW, LLP 15165 Ventura Boulevard, Suite 400 Sherman Oaks, CA 91403	Jeffrey A. Koncius KIESEL LAW LLP 8648 Wilshire Boulevard Beverly Hills, CA 90211
Neville L. Johnson JOHNSON & JOHNSON LLP 439 North Canon Drive, Suite 200 Beverly Hills, CA 90210	Raymond P. Boucher BOUCHER LLP 21600 Oxnard St., Suite 600 Woodland Hills, CA 91367

Paramount's Attorneys

Defendant Paramount Pictures Corporation is represented by the below listed counsel from the law firm of Kendall Brill & Kelly LLP. If you want to contact Defendant Paramount Pictures Corporation's Attorneys about this Settlement, they can be reached by contacting:

Richard Kendall
KENDALL BRILL & KELLY LLP
10100 Santa Monica Blvd #175
Los Angeles, California 90067

18. How Are Class Counsel being paid? Are the Class Representatives being paid?

Class Counsel will ask the Court for an award of attorneys' fees and expenses in the Settlement (the "Fee and Expense Award"), which will be paid from the Settlement Fund:

Attorneys' Fees and Expenses

- Class Counsel will ask the Court to approve payment from the Settlement Fund of attorneys' fees of up to one-third of the \$3,405,000 Settlement Fund (*i.e.*, up to \$1,135,000), as well as for reimbursement for costs and expenses incurred in the prosecution of the lawsuits not to exceed \$105,000.

Incentive Awards to Class Representatives

- Class Counsel will ask the Court to approve a \$10,000.00 payment (called "Incentive Awards") to each of the Plaintiffs, Colin Higgins Productions Ltd. and Michael Elias, totaling \$20,000.00. The Incentive Awards compensate Plaintiffs for their service as Class Representatives. Any Incentive Award ordered by the Court will be in addition to what that Class Representative is eligible to receive from his or its claim.

OBJECTING TO THE SETTLEMENT

19. How do I tell the Court that I don't like the Settlement?

If you do not exclude yourself, you may object to the Settlement. To object, you must **mail** your objection to the Settlement Administrator. To be timely, your objection must be mailed to the Settlement Administrator so that it is **postmarked** by October 7, 2016 at the following addresses:

Paramount Home Video Settlement
Attn: Objections
1801 Market Street, Suite 660
Philadelphia, PA 19103

You must include the following information:

- Your full name, current address, telephone number, and signature.
- The settlement to which you are objecting:
 - "Paramount Home Video Settlement."
- Your objections and the specific reasons why you object.
- State whether you intend to appear at the Fairness Hearing, either in person or through counsel.
- If you are represented by separate counsel, the name, address, bar number, and telephone number of all attorneys who will represent you.

Please note that any objections must be submitted by an individual Class Member, his or her legally authorized representative, or his or her attorney—not as a member of a group, class, or subclass.

20. What's the difference between objecting and excluding yourself?

Objecting is simply telling the Court that you don't like something about the Settlement. You can object to a settlement only if you stay in that settlement. Excluding yourself is telling the Court that you don't want to be part of the Settlement. If you exclude yourself, you have no basis to object, because the case no longer affects you. If you object, and the Court approves the Settlement anyway, you will still be legally bound by the result.

THE COURT'S FAIRNESS HEARING

21. When and where will the Court decide whether to approve the Settlement?

The Court will hold a "Fairness Hearing" (also known as a "Final Approval Hearing") to decide whether to finally approve the proposed Settlement. The Fairness Hearing will be on **November 7, 2016 at 10:00 a.m.** before Judge Elihu M. Berle in Department 323 of the Los Angeles Superior Court, Central Civil West Courthouse, located at 600 South Commonwealth Avenue, Los Angeles, California 90005. If you want to attend the Fairness Hearing, keep in mind that the date and/or time may be changed after this Notice is sent, so you should check the settlement website (www.ParamountHomeVideoSettlement.com) before making travel plans.

At the Fairness Hearing, the Court will consider whether the proposed Settlement and all of its terms are adequate, fair, and reasonable. If there are objections, the Court will consider them. The Court may listen to people who have asked for permission to speak at the Hearing and have complied with the other requirements for objections explained in Question 19. The Court may also decide how much to award Class Counsel for fees and expenses, and whether and how much to award the Class Representatives for representing the Class (the Incentive Awards).

There is no set timeline for either the Court's final approval decision, or for any appeals that may be brought from that decision, so it is impossible to know exactly when the Settlement will become final.

The Court may change deadlines listed in this Notice without further notice to the Class. To keep up on any changes in the deadlines, please contact the Settlement Administrator or review the website.

22. Do I have to come to the Fairness Hearing?

No. Class Counsel will answer any questions asked by the Court.

If you send an objection, you don't have to come to Court to talk about it. So long as you mailed your written objection on time and complied with the other requirements for a proper objection, the Court will consider it. You may also pay another lawyer to attend, but it's not required.

23. May I speak at the Fairness Hearing?

Yes. You or your lawyer may, at your own expense, come to the Fairness Hearing and speak. You must also file a Notice of Intention to Appear, which must be mailed to the Settlement Administrator so that it is **postmarked no later than October 7, 2016** and it must be **filed** with the Clerk of the Court by that same date. If you intend to have a lawyer appear on your behalf, your lawyer must enter a written notice of appearance of counsel with the Clerk of the Court no later than October 7, 2016. See Question 19 for the addresses of the Settlement Administrator. You cannot speak at the Fairness Hearing if you excluded yourself.

GETTING MORE INFORMATION

24. How do I get more information about the Settlement?

This Notice summarizes the proposed Settlement. For the precise terms and conditions of the Settlement, please see the Settlement Agreement, available at www.ParamountHomeVideoSettlement.com.

YOU MAY OBTAIN ADDITIONAL INFORMATION BY	
CALLING	Call toll-free at (844) 312-5233 to ask questions and receive copies of documents.
E-MAILING	Email the Settlement Administrator at info@ParamountHomeVideoSettlement.com
WRITING	Mail to: Paramount Home Video Settlement, 1801 Market Street, Suite 660, Philadelphia, PA 19103
VISITING THE SETTLEMENT WEBSITE	www.ParamountHomeVideoSettlement.com , where you will find answers to common questions about the Settlement, obtain a Claim Form, plus other information to help you.
REVIEWING LEGAL DOCUMENTS	You can review the legal documents that have been filed with the Clerk of Court in these cases at: Los Angeles Superior Court, Central Civil West Courthouse 600 South Commonwealth Avenue, Los Angeles, California 90005

PLEASE DO NOT CALL THE JUDGE OR THE COURT CLERK TO ASK QUESTIONS ABOUT THE LAWSUIT, THE SETTLEMENT, OR THIS NOTICE.

THE COURT WILL NOT RESPOND TO LETTERS OR TELEPHONE CALLS. IF YOU WISH TO ADDRESS THE COURT, YOU MUST FILE AN APPROPRIATE PLEADING OR MOTION WITH THE CLERK OF THE COURT IN ACCORDANCE WITH THE COURT'S USUAL PROCEDURES.

DATED: August 8, 2016

BY ORDER OF THE COURT
SUPERIOR COURT FOR THE STATE OF CALIFORNIA