

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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JUN 18 2007

**JUDGE S. W. KRAM  
CHAMBERS**

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IN RE AOL TIME WARNER, INC. )  
SECURITIES & "ERISA" LITIGATION )  
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MDL Docket No. 1500  
02 Civ. 5575 (SWK)

**STIPULATION AND [PROPOSED] ORDER PARTIALLY MODIFYING ORDER  
DIRECTING PAYMENT OF EXPENSES OF SETTLEMENT ADMINISTRATION,  
INITIAL DISTRIBUTION OF NET SETTLEMENT SUM, AND ENTIRE  
DISTRIBUTION OF DOJ FUNDS AND SEC FAIR FUND**

WHEREAS, on April 6, 2007, BizProLink LLC ("BizProLink") filed a Partial  
Opposition to Motion for Order Directing Payment of Expenses of Settlement Administration,  
Initial Distribution of Net Settlement Sum, and Entire Distribution of DOJ Funds and SEC Fair  
Fund, in which it claimed between \$4.6 million and \$10.6 million of the DOJ Funds;

WHEREAS, on May 2, 2007, this Court issued an Order rejecting BizProLink's  
opposition (the "BizProLink Order");

WHEREAS, on May 2, 2007, this Court also issued an Order granting Lead Plaintiff's  
Motion for Order Directing Payment of Expenses of Settlement Administration, Initial  
Distribution of Net Settlement Sum, and Entire Distribution of DOJ Funds and SEC Fair Fund  
(the "Distribution Order"), providing monetary relief to more than 625,000 Securities Class  
Members; and

WHEREAS, on June 1, 2007, BizProLink filed a Notice of Appeal from the BizProLink  
Order;

THEREFORE, the parties hereby stipulate and agree, through their undersigned counsel of record, that in order to expedite payment to more than 625,000 Securities Class Members, the Distribution Order should be modified as follows:

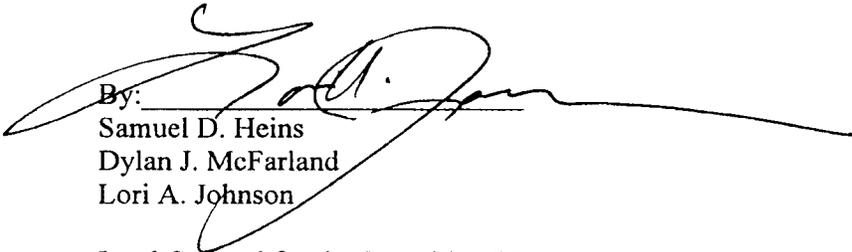
1. Gilardi & Co., LLC, under the supervision of Lead Securities Counsel, is authorized and directed to make an initial distribution to Authorized Claimants of the DOJ Funds, plus accrued interest, with the exception of \$10.6 million (the "DOJ Funds Reserve"). This initial distribution shall be made simultaneously with the initial distribution of the Net Settlement Sum and the entire distribution of the SEC Fair Funds in accordance with the Distribution Order.

2. The DOJ Fund Reserve shall remain on deposit in an interest-earning escrow account for the purposed of satisfying any judgment that may be entered in favor of BizProLink on its claim to part of the DOJ Funds. Any balance of the DOJ Funds remaining after final adjudication of BizProLink's claim shall be distributed to Authorized Claimants in accordance with a future order of this Court.

3. No part of the DOJ Fund Reserve shall be distributed without further order of this Court.

Dated: June 13, 2007

HEINS, MILLS & OLSON, P.L.C.

By: 

Samuel D. Heins  
Dylan J. McFarland  
Lori A. Johnson

Lead Counsel for the Securities Class

Dated: June \_\_, 2007

CARR & FERRELL LLP

By: Robert J. Yorio  
Robert J. Yorio, Esq.  
Attorney for BizProLink LLC

Based on the foregoing stipulation, IT IS SO ORDERED. Except as modified herein, the Distribution Order shall remain in full force and effect.

Dated: June 20, 2007

Shirley Wohl Kram  
The Honorable Shirley Wohl Kram  
U.S. District Court Judge