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Clerk of the Superior Court

APR 16 2018

By: R. Cersosimo, Clerk

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SUPERIOR COURT OF CALIFORNIA
COUNTY OF SAN DIEGO

PROPER MEDIA, LLC, a California limited liability company; CHRISTOPHER RICHMOND, an individual; and DREW SCHOENTRUP, an individual,

Plaintiffs,

v.

BARDAV INC, a California corporation, and DAVID MIKKELSON, an individual,

Defendants,

CASE NO. 37-2017-00016311-CU-BC-CTL

~~[PROPOSED]~~ JUDGMENT ON FIRST CAUSE OF ACTION OF DEFENDANT AND CROSS-COMPLAINANT DAVID MIKKELSON FOR RELIEF UNDER CORPORATIONS CODE SECTION 709 (AMENDED)

[IMAGED FILE]

Honorable: Judith F. Hayes
Department: C-68

And all related Cross-complaints and Consolidated matters.

On February 9, 2018, Defendant David Mikkelson's ("Mr. Mikkelson") motion for relief pursuant to Section 709 of the Corporations Code (Mr. Mikkelson's Cross-Complaint, First Cause of Action) came on regularly for hearing, the Honorable Judith F. Hayes presiding. The Court, after consideration of the papers filed in support thereof and in opposition thereto, and hearing oral argument thereon, granted Mr. Mikkelson's motion which sought the specific relief listed below, in its entirety.

1 **ACCORDINGLY, IT IS HEREBY ORDERED, ADJUDGED AND DECREED** that:

2 1. Judgment on the First Cause of Action of Mr. Mikkelson’s Cross-Complaint is
3 entered in favor of Mr. Mikkelson and against Proper Media, Drew Schoentrup, and Christopher
4 Richmond; and,

5 2. Declaratory judgment is issued, as follows:

6 a. That Mr. Westbrook has been validly appointed as a director to the Bardav
7 Board of Directors;

8 b. That Mr. Westbrook has been validly elected as a director to the Bardav
9 Board of Directors;

10 c. That, at the time of the hearing on February 9, 2018, there were two (2)
11 directors on the Board – Mr. Mikkelson and Mr. Westbrook – with three (3) seats authorized,
12 one (1) of which was vacant; and,

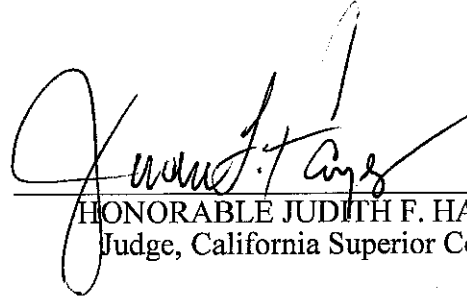
13 d. That Drew Schoentrup, Christopher Richmond, Tyler Dunn, Vincent
14 Green, and Ryan Miller, respectively, have voting rights independent of each other, as the
15 respective purchasers of Barbara Mikkelson’s 50% interest in Bardav, and are the separate legal
16 owners and holders, beneficially and of record, of fractional shares pursuant to Corporations
17 Code § 407, as follows:

Buyer	Fractional Shares (expressed as a fraction)	Fractional Shares (expressed as a decimal)
Schoentrup	2000/5000	0.4000
Richmond	2000/5000	0.4000
Dunn	334/5000	0.0668
Green	333/5000	0.0666
Miller	333/5000	0.0666
Total	1	1

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1 f. That Drew Schoentrup, Christopher Richmond, Tyler Dunn, Vincent Green, and
2 Ryan Miller, respectively, are each authorized, independently, to vote their fractional shares in
3 accord with the foregoing in all matters where a Bardav shareholder vote and/or written consent
4 is/are presented, including, but not limited to, future elections for the Board of directors.

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7 Dated: 4.16.18


HONORABLE JUDITH F. HAYES
Judge, California Superior Court

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