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Clerk of the Superior Court

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By. M. BARHAM, Deputy

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SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SAN DIEGO

Coordination Proceedings Special Title (Rule 1550(b))

Judicial Council Coordination Proceeding No. 4305

RED LIGHT PHOTO ENFORCEMENT CASES

Assigned to: Judge Linda B. Quinn

This document applies to:

[PROPOSED] ORDER PRELIMINARILY APPROVING SETTLEMENT AND PROVIDING FOR NOTICE

C.L. Trustees v. Lockheed Martin

Superior Court of California
County of San Diego, No. GIC773619

Cook v. Lockheed Martin

Superior Court of California
County of San Diego, No. GIC773950

Glickman v. City of San Diego

Superior Court of California
County of San Diego, No. GIC767025

Buys v. City and County of San Francisco

Superior Court of California
County of San Francisco, No. 400669

1 WHEREAS, class actions are pending before the Court entitled *Red Light Photo Enforcement*
2 *Cases*, Case No. JCCP 4305; and

3 WHEREAS, the Court has received the Settlement Agreement dated as of November 6, 2003
4 (the "Agreement"), that has been entered into by and among (i) Plaintiffs Constance Goertz as Trustee
5 for Donald D. Goertz and Constance L. Goertz, Trustees U/D/T dated March 30, 1998 (aka "C.L.
6 Trustees"), Patricia Yates, Christine Stankus, Jerrold Cook and Richard Mark Yells, on behalf of
7 themselves, the General Public of the State of California and each of the members of the Settlement
8 Class as well as Plaintiffs Heather Buys, Mark Glickman and Christine Ballon, on behalf of themselves
9 and the General Public of the State of California ("Plaintiffs") and (ii) Del Mar Ventures, L.L.C.
10 (formerly known as U.S. Public Technologies, LLC) (the "Settling Defendant"), and the Court has
11 reviewed the Agreement and its attached Exhibits; and

12 WHEREAS, the parties having made application, pursuant to §382 of the California Code of
13 Civil Procedure, for an order preliminarily approving the settlement of the Actions, in accordance with
14 the Agreement which, together with the Exhibits annexed thereto sets forth the terms and conditions for
15 a proposed settlement of the settling portions of the Actions and for dismissal of the Actions against the
16 Settling Defendant with prejudice upon the terms and conditions set forth therein; and the Court having
17 read and considered the Agreement and the Exhibits annexed thereto; and

18 WHEREAS, all defined terms contained herein shall have the same meanings as set forth in the
19 Agreement;

20 NOW, THEREFORE, IT IS HEREBY ORDERED:

21 1. The Court does hereby preliminarily approve the Agreement and the settlement set forth
22 therein, subject to further consideration at the Fairness Hearing described below.

23 2. A hearing (the "Fairness Hearing") shall be held before this Court on February 27, 200⁴, MB
24 at 2:00 p.m., at 330 West Broadway, San Diego, California, to determine whether the proposed
25 settlement of the portion of the Settling Actions on the terms and conditions provided for in the
26 Agreement is fair, just, reasonable and adequate to the Settlement Class and should be approved by the
27 Court; whether an Order as provided in ¶1.11 and ¶9 of the Agreement and Exhibit B thereto should be
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1 entered herein; whether the proposed Plaintiffs' Plan of Allocation and Administration of Settlement
2 (Exhibit C to the Agreement) should be approved; and to determine the amount of fees and expenses
3 that should be awarded to Plaintiffs' Counsel. The Court may adjourn the Fairness Hearing without
4 further notice to members of the class.

5 3. Pursuant to §382 of the California Code of Civil Procedure and Rule 1859 of the
6 California Rules of Court, the Court reaffirms the portion of the classes previously certified by order
7 dated March 11, 2003 to be a Settlement Class of all Persons in the State of California who paid fines,
8 penalties, attorneys' fees or forfeited bail as a result of a citation issued through the automated traffic
9 enforcement systems operated by the Settling Defendant in California between January 1, 1996 and
10 December 31, 1998. Excluded from the Settlement Class are the Settling Defendant and any entity that
11 has an interest in or is affiliated with any Settling Defendant as well as any judge presiding over this
12 matter and members of the judge's family.

13 4. With respect to the Settlement Class, this Court's March 11, 2003 class certification
14 order reaffirms that: (a) the Settlement Class Members are so numerous that joinder of all Settlement
15 Class Members is impracticable; (b) there are questions of law and fact common to the Settlement Class
16 which predominate over any individual questions; (c) the claims of the Representative Plaintiffs are
17 typical of the claims of the Settlement Class; and (d) the Representative Plaintiffs and their counsel
18 have fairly and adequately represented and protected the interests of all of the Settlement Class
19 Members.

20 5. The Court approves, as to form and content, the Proposed Class Notice (the "Notice"),
21 the Proof of Claim form (the "Proof of Claim") and the Summary Notice for publication annexed as
22 Exhibits A-1, A-2 and A-3 hereto, and finds that the publication and distribution of the notices
23 substantially in the manner and form set forth in ¶6 of this Order meet the requirements of §382 of the
24 California Code of Civil Procedure, Rule 1856 of the California Rules of Court, and due process, and is
25 the best notice practicable under the circumstances and shall constitute due and sufficient notice to all
26 persons entitled thereto.

1 6. Co-Lead Counsel are hereby authorized to retain the firm of Complete Claims Solutions,
2 Inc. ("Claims Administrator") to supervise and administer the notice procedure as well as the
3 processing of claims as more fully set forth below:

4 (a) Co-Lead Counsel shall not later than December 29, 2003 (the "Notice Date")
5 cause a copy of the Notice and the Proof of Claim, substantially in the forms annexed hereto as Exhibits
6 A-1 and A-2, to be mailed by first class mail to all Settlement Class Members who were identified;

7 (b) Not later than December 29, 2003, Co-Lead Counsel shall cause the Summary
8 Notice to be published once in the following newspapers: *Los Angeles Times, Sacramento Bee, San*
9 *Diego Union Tribune, San Francisco Chronicle, San Jose Mercury News, Santa Rosa Press Democrat,*
10 *Riverside Free Press, Ventura County Star, San Mateo County Times* and on an Internet website
11 maintained or created by or on behalf of Plaintiffs; and

12 (c) At least seven (7) calendar days prior to the Fairness Hearing, Co-Lead Counsel
13 shall cause to be served on all parties and filed with the Court proof, by affidavit or declaration, of such
14 mailing.

15 7. All Settlement Class Members shall be bound by all determinations and Orders entered
16 in the Actions concerning the settlement, whether favorable or unfavorable to the Settlement Class.

17 8. Settlement Class Members who wish to receive monetary payment shall complete and
18 submit a Proof of Claim form in accordance with the instructions contained therein and the terms of the
19 Agreement. Unless the Court orders otherwise, all Proof of Claim forms must be postmarked no later
20 than 270 days from the date of the Notice. Any Settlement Class Member who does not timely submit a
21 Proof of Claim within the time provided for, shall be barred from sharing in the distribution of the
22 proceeds of the Settlement Fund, unless otherwise ordered by the Court, but will in all other respects be
23 subject to and bound by the provisions of the Agreement, the releases contained therein and the Final
24 Order.

25 9. In the event the aggregate sum of the valid and timely Proofs of Claim submitted by
26 Authorized Claimants exceeds the Net Settlement Fund, each Authorized Claimant's amount of
27 recovery pursuant to this settlement shall be reduced pro rata. In the event the aggregate sum of the
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1 valid and timely Proofs of Claim submitted by Authorized Claimants is less than the Net Settlement
2 Fund, then the remaining balance of the Net Settlement Fund after payment to all Authorized Claimants
3 shall be paid pursuant to the *cypres* doctrine to one or more charities to be chosen by Co-Lead Counsel
4 and approved by the Court.

5 10. Any Settlement Class Member may enter an appearance in the Settling Actions at their
6 own expense, individually or through counsel of their own choice. If they do not enter an appearance,
7 they will be represented by Plaintiffs' Counsel.

8 11. Pending resolution of these settlement proceedings, no other action now pending or
9 hereafter filed arising out of all or any part of the subject matter of the portion of the Settling Actions
10 against the Settling Defendant or the Del Mar Releasees shall be maintained as a class action, and
11 except as provided by this or further order of the Court, for good cause shown, all persons are hereby
12 enjoined during the pendency of these settlement proceedings from filing or prosecuting purported class
13 actions against the Settling Defendant or the Del Mar Releasees with respect to any of the Released
14 Claims.

15 12. Any member of the Settlement Class may appear and show cause, if he, she or it has any,
16 why the proposed settlement of the Settling Actions should or should not be approved as fair, just,
17 reasonable and adequate, why an Order should or should not be entered thereon, why the Plaintiffs'
18 Plan of Allocation and Administration of Settlement should or should not be approved, or why
19 attorneys' fees and expenses should or should not be awarded to counsel for the Plaintiffs; provided,
20 however, that no Settlement Class Member or any other person shall be heard or entitled to contest the
21 approval of the terms and conditions of the proposed settlement, or, if approved, the Order to be entered
22 thereon approving the same, or the order approving the Plaintiffs' Plan of Allocation and
23 Administration of Settlement, or the attorneys' fees and expenses to be awarded to counsel for the
24 Plaintiffs, unless that person has delivered by hand or sent by first class mail written objections and
25 copies of any papers and briefs such that they are received on or before February 2, 200^{4 MB}7, to Milberg
26 Weiss Bershad Hynes & Lerach LLP, Timothy G. Blood, 401 B Street, Suite 1700, San Diego, CA
27 92101; and Folger Levin & Kahn LLP, Karen Jensen Petrulakis, Embarcadero Center West, 275 Battery

1 Street, 23rd Floor, San Francisco, CA 94111, and filed said objections, papers and briefs with the Clerk
2 for the San Diego County Superior Court, 330 West Broadway, San Diego, California 92101, on or
3 before February 3, 2007^{4 MB}. Any Settlement Class Member who does not make his, her or its objection in
4 the manner provided shall be deemed to have waived such objection and shall forever be foreclosed
5 from making any objection to the fairness or adequacy of the proposed settlement as set forth in the
6 Agreement, to the Plaintiffs' Plan of Allocation and Administration of Settlement, or to the award of
7 attorneys' fees and expenses to counsel for the Plaintiffs, unless otherwise ordered by the Court.

8 13. The passage of title and ownership of the Settlement Fund to the Escrow Agent in
9 accordance with the terms and obligations of the Agreement is approved. No person that is not a
10 Settlement Class Member or counsel to the Plaintiffs shall have any right to any portion of, or in the
11 distribution of, the Settlement Fund unless otherwise ordered by the Court or otherwise provided in the
12 Agreement, including as provided for in ¶7.2 of the Agreement. In the event that the Agreement is not
13 approved by the Court or the Effective Date does not occur, Plaintiffs' Settlement Counsel shall
14 reimburse the Settling Defendant the amount of \$400,000.00 by returning the amount remaining in the
15 Settlement Fund plus any costs incurred out of the Settlement Fund, but in no event will the amount be
16 other than \$400,000.00.

17 14. All funds held by the Escrow Agent shall be deemed and considered to be in *custodia*
18 *legis* of the Court, and shall remain subject to the jurisdiction of the Court, until such time as such funds
19 shall be distributed pursuant to the Agreement and/or further order(s) of the Court.

20 15. All papers in support of the settlement and any application by counsel for the Plaintiffs
21 for attorneys' fees or reimbursement of expenses shall be filed ten (10) calendar days prior to the
22 Fairness Hearing.

23 16. All reasonable expenses incurred in identifying and notifying Settlement Class Members,
24 as well as administering the Settlement Fund, shall be paid as set forth in the Agreement.

25 17. The Court reserves the right to adjourn the date of the Fairness Hearing without further
26 notice to Settlement Class Members, and retains jurisdiction to consider all further applications arising
27 out of or connected with the proposed settlement. The Court may approve the settlement, with such
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1 modifications as may be agreed to by the Settling Parties, if appropriate, without further notice to the
2 Settlement Class.

3 DATED: DEC 2 2003

JUDGE LINDA B. QUINN

4 THE HONORABLE LINDA B. QUINN
5 JUDGE OF THE SUPERIOR COURT

6 Submitted by:

7 MILBERG WEISS BERSHAD
8 HYNES & LERACH LLP
9 JOHN J. STOIA, JR.
10 TIMOTHY G. BLOOD
11 HELEN I. ZELDES

12 

TIMOTHY G. BLOOD

13 401 B Street, Suite 1700
14 San Diego, CA 92101
15 Telephone: 619/231-1058
16 619/231-7423 (fax)

17 EUGENE G. IREDALE
18 DOUGLAS S. GILLILAND
19 105 West F Street, 4th Floor
20 San Diego, CA 92101-6036
21 Telephone: 619/233-1525
22 619/233-3221 (fax)

23 LAW OFFICES OF ARTHUR F. TAIT III
24 Professional Corporation
25 ARTHUR F. TAIT III
26 333 Nutmeg Street
27 San Diego, CA 92103
28 Telephone: 619/234-3457
619/234-3733 (fax)

Attorneys for C.L. Trustees Plaintiffs

29 WINGERT GREBING BRUBAKER
30 & RYAN
31 CHARLES R. GREBING
32 600 West Broadway, 7th Floor
33 San Diego, CA 92101
34 Telephone: 619/232-8151
35 619/232-4664 (fax)

1 FRONT LINE LAW GROUP, LLP
MICHAEL J. FREMONT
2 JOSEPH ADELIZZI
191 Calle Magdalena, Suite 220
3 Encinitas, CA 92024
Telephone: 760/635-0640
4 760/635-0654 (fax)

5 Attorneys for Cook Plaintiffs

6 SULLIVAN, HILL, LEWIN, REZ
& ENGEL
7 BRIAN L. BURCHETT
550 West C Street, Suite 1500
8 San Diego, CA 92101-3540
Telephone: 619/233-4100
9 619/231-4372 (fax)

10 Attorneys for Glickman Plaintiffs

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EXHIBIT A-1

EXHIBIT A-1

SUPERIOR COURT OF THE STATE OF CALIFORNIA, COUNTY OF SAN DIEGO

IF YOU RECEIVED A TICKET BECAUSE OF A RED LIGHT PHOTO ENFORCEMENT CAMERA SYSTEM, YOU MAY BE ENTITLED TO A PAYMENT FROM A CLASS ACTION SETTLEMENT.

A California Court authorized this notice. This is not a solicitation from a lawyer.

- A settlement has been proposed in a class action lawsuit about the operation of red light camera systems in California. The settlement will provide \$400,000.00 to pay claims from drivers who paid a fine, penalty, attorneys' fees or forfeited bail as a result of a citation issued from a red light automated traffic enforcement system operated in California between January 1, 1996 and December 31, 1998.
- The settlement resolves a portion of a lawsuit alleging that red light photo enforcement systems operated in certain areas were illegal. The lawsuit is continuing against other defendants for tickets issued during a period after December 31, 1998.
- If you qualify, you may send in a claim form to get benefits, or you may object to the settlement.
- Your legal rights are affected whether you act, or don't act. **Read this notice carefully.**

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT:	
SUBMIT A CLAIM FORM	The only way to get a payment.
OBJECT	Write to the Court about why you don't like the settlement.
GO TO A HEARING	Ask to speak in Court about the fairness of the settlement.
DO NOTHING	Get no payment. Give up your rights.

- These rights and options – **and the deadlines to exercise them** – are explained in this notice.
- The Court in charge of this case still has to decide whether to approve the settlement. Payments may only be made if the Court approves the settlement and after appeals, if any, are resolved. Please be patient.

Questions? Visit www.redlightcases.com

BASIC INFORMATION

1. WHAT IS THIS LAWSUIT ABOUT?

The Class Representatives claim the red light photo enforcement systems in certain California cities are illegal because (1) they are operated by a private, for-profit corporation instead of government agencies in cooperation with law enforcement, and (2) the private, for-profit corporation is paid if money is collected from the red light tickets. This settlement addresses only a portion of the time period covered by the lawsuit. The rest of the lawsuit is not part of this settlement, and is continuing.

The defendants include Del Mar Ventures, LLC (formerly known as U.S. Public Technologies, LLC). Only Del Mar Ventures is settling this lawsuit.

Del Mar Ventures denies all allegations of wrongdoing.

The Court has made no determination of the merits of plaintiffs' or defendant's case.

2. WHY IS THERE A SETTLEMENT?

The Court did not decide in favor of plaintiffs or defendant. Instead, plaintiffs and defendant Del Mar Ventures have agreed to a settlement. That way, they avoid the cost of a trial, and the people affected will get compensation. The Class Representatives and the attorneys think the settlement is best for all Class Members.

3. WHO IS INCLUDED IN THE SETTLEMENT CLASS?

You may be a member of the Settlement Class if you paid fines, penalties, or attorneys' fees or forfeited bail as a result of a citation issued from a red light automated traffic enforcement system operated in California between January 1, 1996 and December 31, 1998.

Excluded from the Class are the officers, directors and employees of defendant, any judge presiding over this matter and members of the judge's family.

4. WHO REPRESENTS MY INTERESTS IN THIS SETTLEMENT?

The Court has designated a number of the plaintiffs who brought these actions as Class Representatives. Plaintiffs' Counsel, some of whom are listed below, are the lawyers for the Class and the Settlement Class. If you are a member of the Settlement Class, these Class Representatives and these lawyers will act as your representatives and lawyers for this settlement against this defendant.

If you are a Settlement Class Member, you may, but are not required to, enter an appearance through counsel of your own choosing at your own expense. If you do not do so, you will be represented by Plaintiffs' Settlement Counsel: Milberg Weiss Bershad Hynes & Lerach LLP, Timothy G. Blood, Helen I. Zeldes, 401 B Street, Suite 1700, San Diego, CA 92101 and Wingert, Grebing, Brubaker & Ryan, Charles R. Grebing, Eric Deitz, 600 West Broadway, 7th Floor, San

Diego, California 92101.

5. DO I HAVE TO PAY MONEY TO PARTICIPATE IN THE SETTLEMENT CLASS?

You will not be personally responsible for any costs or attorney's fees incurred in these lawsuits. If the Court approves the proposed settlement, the lawyers for the Class will request that the Court award a portion of the attorney's fees and costs incurred to be paid out of the fund recovered on behalf of the Class.

6. IF I PARTICIPATE IN THE SETTLEMENT CLASS, WHAT ARE MY CHOICES?

As a Settlement Class Member, you will be bound by any judgment benefiting or adverse to the Class and you may not maintain a separate lawsuit. You will have your claim for money and other relief decided in this lawsuit and receive your portion, if any, from the settlement.

7. I WISH TO OBJECT TO THE SETTLEMENT. HOW DO I OBJECT?

If there is something about the settlement that you do not like, you may file an objection with the Court. You will still be in the settlement and will still receive benefits if the settlement is approved and you timely submit a valid claim form.

If you want to object, you must file your objection in writing with the Court. Your objection should include:

- (1) Your name address and telephone number;
- (2) The entity issuing the citation and the citation number for the citation that makes you a member of the class;
- (3) The reasons you do not like the settlement; and
- (4) The case names and numbers of this lawsuit.

You must file your written objection with the Court no later than _____, 2003. Mail your objection to Clerk of the Court, San Diego Superior Court, 330 West Broadway, San Diego, California 92101.

You also *must* deliver copies of your objection to the attorneys in the case:

Karen Jensen Petrulakis
Folger Levin & Kahn LLP
Embarcadero Center West
275 Battery Street, 23rd Floor
San Francisco, California 94111

Counsel for Defendant Del Mar Ventures, LLC

Timothy G. Blood

Milberg Weiss Bershad Hynes & Lerach LLP
401 B Street, Suite 1700
San Diego, California 92101

Co-Lead Counsel for the Class

The Court and the attorneys *must* receive your objection by _____, 2003, or your objection may not be considered.

8. ADDITIONAL INFORMATION.

All references in this notice to pleadings and Court orders are only summaries. Complete copies of the pleadings, orders and other documents filed in this litigation may be examined and copied at any time during regular office hours at the offices of the Clerk of the Court, San Diego Superior Court, 330 West Broadway, San Diego, California 92101. Three of the cases are *C.L. Trustees v. Lockheed Martin, IMS*, Case No. GIC773619; *Jerrold Cook v. Lockheed Martin, IMS*, Case No. GIC773950, *Glickman v. City of San Diego*, Case No. GIC767025, and all cases are part of Judicial Council Coordination Proceeding No. 4305.

Certain documents and other information are also available on the Internet at www.redlightcases.com.

If you have any questions concerning any matter raised in this notice, or wish to provide us with your current name or address, please visit the website or write to any of the attorneys identified below, who are designated as Class counsel:

MILBERG WEISS BERSHAD
HYNES & LERACH LLP
Timothy G. Blood
Helen I. Zeldes
401 B Street, Suite 1700
San Diego, CA 92101

WINGERT, GREBING, BRUBAKER
& RYAN
Charles R. Grebing
Eric Deitz
600 West Broadway, 7th Floor
San Diego, CA 92101

Attorneys for the Class

**PLEASE DO NOT CALL OR WRITE TO THE COURT FOR INFORMATION OR
ADVICE.**

DATED: _____, 2003

BY ORDER OF THE SUPERIOR COURT
OF THE STATE OF CALIFORNIA,
COUNTY OF SAN DIEGO

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EXHIBIT A-2

EXHIBIT A-2

CLAIM FORM

To Receive Reimbursement of Money Paid From Red Light Auto Enforcement Citation

INSTRUCTIONS

If you paid a fine, penalty, attorneys' fees or forfeited bail as a result of a citation issued from a red light automated enforcement system operated in California between January 1, 1996 and December 31, 1998, you may be entitled to a return of some or all of the money you paid.

To get money, you must:

- Fill out this Claim Form,
- Sign this Claim Form,
- Attach copies of the documents this Claim Form asks for,
- Mail the Claim Form and documents to:

Red Light Photo Enforcement Cases
c/o Complete Claim Solutions
P.O. Box 24690
West Palm Beach, FL 33416

**YOU MUST MAIL YOUR COMPLETED AND SIGNED CLAIM FORM SO THAT IT
IS POSTMARKED ON OR BEFORE _____, 2004.**

EXHIBIT A-2

Please Type or Print

PART I: CLAIMANT IDENTIFICATION

Claimant's Name (First, Middle, Last)

Street Address

City

State

Zip Code

Area Code

Telephone Number (work)

Area Code

Telephone Number (home)

EXHIBIT A-2

PART II: TELL US ABOUT YOUR RED LIGHT CITATION:

1. Please identify the city or county that issued the citation to you through an automatic red light camera enforcement system:

2. Intersection citation issued at:

3. Approximate date of citation:

4. Approximate time of citation:

5. Do you have a copy of your citation?

___ (Yes) ___ (No)

If yes, please attach proof of citation.

6. Did you pay a: (check each that applies)

___ Fine ___ Penalty ___ Forfeiture of Bail ___ Attorney's Fees

7. How much did you pay for each?

\$___ Fine \$___ Penalty \$___ Forfeiture of Bail \$___ Attorney's Fees

8. Do you have a copy of your payment of a fine, penalty, attorneys' fees or forfeited bail related to your red light citation?

___ (Yes) ___ (No)

If yes, please attach proof of payment.

In order to recover under this settlement, you must provide proof of payment of the fine, penalty, attorneys' fees or forfeited bail. Documents that can be used to prove payments include: a receipt of payment from a governmental entity or your attorney; a copy of a cancelled check used for payment that clearly indicates the purpose of payment; and an invoice from your attorney showing payment and the purpose of the payment.

EXHIBIT A-2

1 9. Did you receive more than one citation?

2 _____ (Yes) _____ (No)

3 If yes, please provide the information above for each additional ticket.

4 I declare under penalty of perjury under the laws of the State of California that the
5 foregoing information supplied by the undersigned is true and correct and that this Proof of Claim form

6 was executed this _____ day of _____ in _____
7 (month) (year) (City, State)

8
9 _____
(Sign your name here)

10 _____
(Type or print your name here)

11
12 **ACCURATE CLAIMS PROCESSING TAKES A**
13 **SIGNIFICANT AMOUNT OF TIME.**
14 **THANK YOU FOR YOUR PATIENCE.**

15 **Reminder Checklist:**

- 16 1. Please sign the above declaration.
- 17 2. Remember to attach all supporting documentation.
- 18 3. Keep a copy of your claim form for your records.
- 19 4. If you desire an acknowledgement of receipt of your claim form, please send it Certified

20 **Mail, Return Receipt Requested.**

- 21 5. If you move, *please send us your new address.*

EXHIBIT A-3

EXHIBIT A-3

SUPERIOR COURT OF THE STATE OF CALIFORNIA, COUNTY OF SAN DIEGO

IF YOU RECEIVED A TICKET BECAUSE OF A RED LIGHT PHOTO ENFORCEMENT CAMERA SYSTEM, YOU MAY BE ENTITLED TO A PAYMENT FROM A CLASS ACTION SETTLEMENT.

A California Court authorized this notice. This is not a solicitation from a lawyer.

PLEASE READ THIS COURT ORDERED CLASS ACTION SETTLEMENT NOTICE

A settlement has been proposed in a class action lawsuit about the operation of red light camera systems in California. The settlement will provide \$400,000.00 to pay claims of drivers who paid a fine, penalty, attorneys' fees or forfeited bail as a result of a citation issued from a red light automated traffic enforcement system operated in California between January 1, 1996 and December 31, 1998. If you qualify, you may send a claim form to get benefits, or you may object to it.

The Superior Court of the State of California, County of San Diego authorized this notice. The Court will have a hearing to decide whether to approve the settlement.

This is to inform you of your rights concerning the proposed settlement.

WHAT IS THIS CASE ABOUT? The Class Representatives claim the red light photo enforcement systems in certain cities are illegal because (1) they are operated by a private, for-profit corporation instead of government agencies in cooperation with law enforcement; and (2) the private, for-profit corporation is paid if money is collected from the red light tickets. This settlement addresses only a portion of the time period covered by

this lawsuit. The rest of the lawsuit is not part of this settlement.

Defendant denies all allegations of wrongdoing.

The Court has made no determination of the merits of plaintiffs' or defendants' case.

WHAT DOES THE SETTLEMENT PROVIDE? Del Mar Ventures, LLC, fka U.S. Public Technologies, LLC agrees to create a fund of \$400,000.00 to be divided among all Class Members who send in valid claim forms within the time prescribed. A Settlement Agreement, available at the website below, describes the details of the proposed settlement.

The maximum you are entitled to receive is reimbursement for any fine, penalty or forfeited bail incurred as a result of receiving a citation from a red light automated traffic enforcement system, in addition to any attorneys' fees (up to \$250.00) paid in challenging the citation. Your share of the fund will depend on the number of valid claim forms submitted and the number of citations you received for which you submit a valid claim.

EXHIBIT A-3

HOW DO YOU ASK FOR A PAYMENT?

A detailed notice and claim form package contains everything you need. Just call or visit the website below to get one. To qualify for a payment, you must send in a claim form by _____, 2003.

WHAT ARE YOUR OTHER OPTIONS?

You may object to the settlement by filing with the Court and serving on the parties' lawyers no later than _____, 2003 a written objection. The detailed notice explains how to object.

The Court will hold a hearing in this case (*Red Light Photo Enforcement Cases*, JCCP No. 4305) on _____, 2003, to consider whether to approve the settlement and a request by the lawyers representing all Class Members for attorneys' fees and costs of up to 25% of the settlement fund. You may want to appear at the hearing, but you don't have to. For more information, visit the website www.redlightcases.com or write:

MILBERG WEISS BERSHAD
HYNES & LERACH LLP
Timothy G. Blood
Helen I. Zeldes
401 B Street, Suite 1700
San Diego, CA 92101

WINGERT, GREBING, BRUBAKER
& RYAN
Charles R. Grebing
Eric Deitz
600 West Broadway, 7th Floor
San Diego, CA 92101

**PLEASE DO NOT CALL OR WRITE
THE COURT FOR INFORMATION OR
ADVICE.**

BY ORDER OF THE SUPERIOR COURT
OF THE STATE OF CALIFORNIA,
COUNTY OF SAN DIEGO.

DATE: _____, 2003.

**QUESTION? VISIT
www.redlightcases.com**

1 DECLARATION OF SERVICE BY MAIL

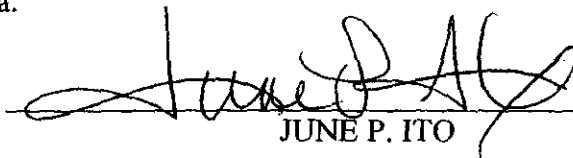
2 I, the undersigned, declare:

3 1. That declarant is and was, at all times herein mentioned, a citizen of the United States
4 and a resident of the County of San Diego, over the age of 18 years, and not a party to or interest in the
5 within action; that declarant's business address is 401 B Street, Suite 1700, San Diego, California
6 92101.

7 2. That on November 25, 2003, declarant served the [PROPOSED] ORDER
8 PRELIMINARILY APPROVING SETTLEMENT AND PROVIDING FOR NOTICE by depositing a
9 true copy thereof in a United States mailbox at San Diego, California in a sealed envelope with postage
10 thereon fully prepaid and addressed to the parties listed on the attached Service List.

11 3. That there is a regular communication by mail between the place of mailing and the
12 places so addressed.

13 I declare under penalty of perjury that the foregoing is true and correct. Executed this 25th day
14 of November, 2003, at San Diego, California.

15 
16 _____
17 JUNE P. ITO

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