

Exhibit Z

IN THE
UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF FLORIDA
Panama City Division

JOHN DOE 1, as parent and natural)
guardian of PLAINTIFF C, his minor child;)
JOHN DOE 2, as parent and natural)
guardian of PLAINTIFF D, his minor child;)
JANE DOE 1, as parent and natural)
guardian of PLAINTIFF B and PLAINTIFF)
M, her minor children; JANE DOE 2, as)
parent and natural guardian of PLAINTIFF)
J, her minor child; and JANE DOE 3, as)
parent and natural guardian of PLAINTIFF)
S, her minor child,)

Plaintiffs,)

vs.)

Case No. 5:03cv260-LAC/MCR)

JOSEPH R. FRANCIS; MRA HOLDING)
LLC, a California limited liability company;)
MANTRA FILMS, INC., an Oklahoma)
corporation (d/b/a "Girls Gone Wild");)
AERO FALCONS, LLC, a Delaware)
limited liability company; MARK D.)
SCHMITZ; and RYAN DAVID SIMKIN,)

Defendants.)

Declaration of Thomas R. Julin in Support of Motion
for Order to Show Cause and to Disqualify Plaintiffs' Counsel

I, Thomas R. Julin, declare:

1. I am a partner in the law firm of Hunton & Williams LLP, attorneys of record for Joseph R. Francis, MRA Holding LLC, Mantra Films, Inc., and Aero Falcons

LLC in the above-captioned action. I make this declaration in support of the Motion for Order to Show Cause Why Plaintiffs Should Not Be Held in Contempt for Violating the Stay, and to Disqualify Plaintiffs' Counsel from These Proceedings. I have personal knowledge of the matters set forth herein and if called as a witness could, and would, testify competently thereto.

2. As part of my representation, I have been involved in the proceedings that have taken place in this matter. In addition, I have corresponded with counsel for plaintiffs during the course of this case.

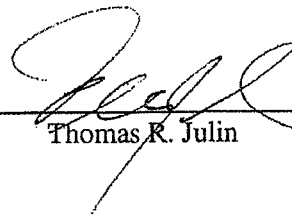
3. On December 1, 2003, I sent a letter to Ross McCloy and Thomas Dent, attorneys for plaintiffs in the above-captioned action. A true and correct copy of that letter is attached hereto as Exhibit "A."

4. On February 19, 2004, Ross McCloy responded to my December 1, 2003 letter. A true and correct copy of Ross McCloy's February 19, 2004 letter is attached hereto as Exhibit "B."

5. Tom Dent unexpectedly called me on March 21, 2006. He said he had been talking to Ross McCloy about the criminal case, and that it occurred to McCloy and to him that that a settlement of the civil case would be of great value to Joe Francis now. Dent went on to say that the plaintiffs are all very committed to a discussion of settlement. He said that when he was prosecuting cases, one of the factors in deciding what to do in considering whether to prosecute a case was to consider what was happening with civil claims of victims, so that if we settled this civil case, "We could kill two birds with one stone."

6. I called Dent back on March 22, 2006. I told him I was calling to talk about whether he really thought there was room for negotiation, reminding him that we had been quite far apart previously. He said that he would be looking to recover "in the millions" for his seven clients, but had not tried to come up with a more specific demand. He repeated that Ross McCloy had told him that the mediation had to be done for the civil action and that he thought Joe Francis would find more incentive to settle the civil case now in light of impending criminal issues. He said that Joe "could maybe stave off" those criminal issues by reaching a settlement now. Dent said he thought Joe "would want to get some positive input" from his clients on the criminal case.

I declare under penalty of perjury, under the laws of the United States, that the foregoing is true and correct. Executed this 23rd day of March, 2006, at Miami, Florida.



Thomas R. Julin