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A Limited Liability Law Partnership

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SACHS GROUP, INC., a Delaware corporation,  
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L.P., STONE STREET ASIA FUND, L.P., G.S.  
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WHITEHALL PARALLEL REAL ESTATE  
PARTNERSHIP XIII, STONE STREET REAL  
ESTATE FUND 2000, L.P., STONE STREET  
FUND 2000, L.P., and DANIEL KLEBES

IN THE CIRCUIT COURT OF THE FIRST CIRCUIT

STATE OF HAWAII

GEORGE R. ARIYOSHI, as Trustee of the )  
George R. Ariyoshi Revocable Living Trust, et al., )  
 )  
Plaintiffs, )  
\_\_\_\_\_ )

CIVIL NO. 08-1-1709-08 RAT  
CIVIL NO. 08-1-2115-10 RAT  
(Breach of fiduciary duty; breach of  
contract, bad faith breach of contract and  
conversion of corporate stock, inter alia)

1ST CIRCUIT COURT  
STATE OF HAWAII  
FILED  
2010 AUG 23 PM 3:53

J. KUBO  
CLERK

vs.  
EQUINIX, INC., a Delaware corporation, et al.,  
Defendants.

CONSOLIDATED

~~PROPOSED~~ ORDER GRANTING IN PART AND DENYING IN PART GOLDMAN SACHS DEFENDANTS' MOTION FOR ATTORNEYS' FEES AND TAXABLE COSTS

Judge: Honorable Rom Alex Trader

RUBY KIMOTO,  
Plaintiff,

No Trial Date Set

vs.  
EQUINIX, INC., a Delaware corporation, et al.,  
Defendants.

~~PROPOSED~~ ORDER GRANTING IN PART AND DENYING IN PART GOLDMAN SACHS DEFENDANTS' MOTION FOR ATTORNEYS' FEES AND TAXABLE COSTS

On June 2, 2010, Defendants The Goldman Sachs Group, Inc., Goldman Sachs Investments Limited, GS Special Opportunities (Asia) Fund, L.P., Stone Street Asia Fund, L.P., G.S. Special Opportunities (Asia) Offshore Fund, L.P., Whitehall Street Real Estate Limited Partnership XIII, Whitehall Parallel Real Estate Partnership XIII, Stone Street Real Estate Fund 2000, L.P., Stone Street Fund 2000, L.P., and Daniel Klebes (collectively, the "Goldman Sachs Defendants"), moved this Court for an award of attorneys' fees in the amount of \$1,480,454 and taxable costs in the amount of \$93,336. The motion came for hearing before this Court on July 20, 2010. Boris Feldman appeared on behalf of the Goldman Sachs Defendants. John S. Edmunds and Joy S. Omonaka appeared on behalf of Plaintiffs.<sup>1</sup>

<sup>1</sup> Plaintiffs in this matter are George R. Ariyoshi, as Trustee of the George R. Ariyoshi Revocable Living Trust; Jean M. Ariyoshi, Individually and as Trustee of the Jean M. Ariyoshi Revocable Living Trust; Lambert Onuma, Individually; Lambert Onuma and Susan Onuma, as Joint Tenants; the University of Hawai'i; John T. Komeiji, Esq., Individually and as Trustee of Five Irrevocable Trusts; Joseph Hilton; Shirley Sil Pai Hilton; Tjet Sun; Richard Kam; Daniel Ishii; Dennis Kaida; Kay Yahiku; David Ige; Irene Sawada, Individually and as Trustee of the Makoto and Irene Sawada Living Trust; John Sawada; Diwalt, LLC; and Ruby Kimoto.

This Court, having considered the Goldman Sachs Defendants' Motion, the papers filed in support of and in opposition to the Goldman Sachs Defendants' Motion, the arguments of counsel, and the pleadings and records on file in this case, hereby ORDERS that the Goldman Sachs Defendants' Motion for Award of Attorneys' Fees and Taxable Costs is GRANTED IN PART and DENIED IN PART. Specifically, this Court ORDERS that the Goldman Sachs Defendants, as prevailing parties in the above-captioned litigation, are entitled to: (a) an award of attorneys' fees in their favor and against all Plaintiffs in the amount of \$1,110,340; and (b) taxable costs in the amount of \$19,388. To that extent, the Goldman Sachs Defendants' Motion is GRANTED. To the extent that the Goldman Sachs Defendants' Motion sought attorneys' fees in excess of \$1,110,340 and taxable costs in excess of \$19,388, the Motion is DENIED.

The gravamen of the claims raised in Plaintiffs' Second Amended Complaint was that rights allegedly held by Plaintiffs under a Stockholders' Agreement, a Voting Agreement, and a Certificate of Incorporation had been violated. The central theory of Plaintiffs' case was based on alleged non-performance and breach of said contractual obligations, and all causes of action in the Second Amended Complaint were based on the alleged breaches of contract. Moreover, both the Voting Agreement (§ 3.14) and the Stockholders' Agreement (§ 7.10) allow a prevailing party to recover attorneys' fees in any action "instituted to enforce any provision" of those agreements.

The Court finds that the essential character of this action was in the nature of assumpsit and that the action was based on a contract in writing that provided for attorneys' fees. The Goldman Sachs Defendants' attorneys' fees are therefore recoverable under Hawaii Revised Statutes, Section 607-14. To the extent that any of the causes of action asserted in Plaintiffs' Second Amended Complaint sound in tort alone, the Court finds that it is impracticable, if not impossible, to apportion the fees between the assumpsit and non-assumpsit claims, as any tort claims herein were derived from the contract-based claims.

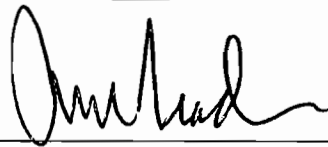
This Court further finds, based on its review of the entire record in this case, including the declarations and supporting materials submitted by the Goldman Sachs defendants, that the award of fees in the amount of \$1,110,340 and the award of taxable costs in the amount of \$19,388 represent the fees and costs reasonably incurred by the Goldman Sachs Defendants in this action. The Court finds that the billing rates for the Goldman Sachs Defendants' counsel and the amount of time spent

by counsel (consistent with the amount of the award rendered herein) were reasonable given the complexity of the matter, the length of time the matter has been pending, and the number of parties involved.

This Court further ORDERS that all Plaintiffs herein are jointly and severally liable to the Goldman Sachs Defendants for both the award of attorneys' fees in the amount of \$1,110,340 and the award of taxable costs in the amount of \$19,388.

IT IS SO ORDERED.

DATED: Honolulu, Hawaii, AUG 23 2010



JUDGE OF THE ABOVE-ENTITLED COURT

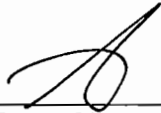
APPROVED AS TO FORM:

  
\_\_\_\_\_  
JOHN S. EDMUNDS  
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CONSOLIDATED CASES: *George R. Ariyoshi, et al. v. Equinix, Inc., Civil No. 08-1-170908 (RAT)*; *Kimoto v. Equinix, Inc., et al. Civil No. 08-1-2115-10 (RAT)*; Circuit Court of the First Circuit, State of Hawaii, **PROPOSED ORDER GRANTING IN PART AND DENYING IN PART THE GOLDMAN SACHS DEFENDANTS' MOTION FOR ATTORNEYS' FEES AND TAXABLE COSTS, FILED JUNE 2, 2010**



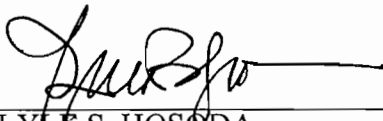
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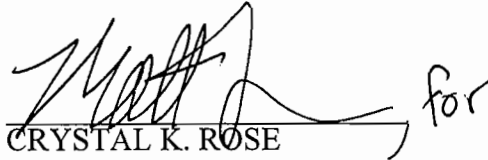
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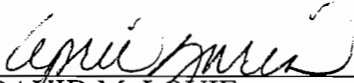
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