

This Stipulation is entered into by and between the undersigned counsel for Plaintiffs and AllianceBernstein L.P. (formerly known as Alliance Capital Management L.P.) (“Alliance”) (collectively the “Parties”).

WHEREAS on November 30, 2006, the Court issued its Opinion and Order of Summary Judgment (the “Order”), granting Alliance’s motion for summary judgment with respect to the sole claim asserted against Alliance, and awarding Alliance attorneys’ fees and costs; and

WHEREAS the Parties wish to fully and forever resolve the dispute between them;

IT IS HEREBY STIPULATED AND AGREED THAT:

1. A final judgment order (the “Final Judgment”) should be entered by the Court, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, in favor of Alliance and against Plaintiffs;

2. Plaintiffs and their counsel will not appeal nor seek to vacate, modify, or in any way challenge the Final Judgment; and

3. Alliance will not seek to recover any attorneys’ fees or costs as permitted by the Order, or otherwise.

Dated: December 20, 2006

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**For Plaintiff Archdiocese of Milwaukee
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CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing STIPULATION BETWEEN PLAINTIFFS AND ALLIANCEBERNSTEIN L.P. document has been served by sending a copy via electronic mail to serve@ESL3624.com on December 20, 2006.

I further certify that a copy of the foregoing document has been served via overnight mail on the following parties, who do not accept service by electronic mail on December 20, 2006.

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