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CLERK, U.S. DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA

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9 UNITED STATES DISTRICT COURT  
10 NORTHERN DISTRICT OF CALIFORNIA  
11 SAN FRANCISCO DIVISION

13 UNITED STATES OF AMERICA,  
14 Plaintiff,  
15 v.  
16 GHOLAMREZA MIKAILLI,  
17 a/k/a REZA MIKAILLI,  
18 Defendant.

No. CR 02-0136 SI  
SENTENCING AGREEMENT AND  
WAIVER OF RIGHTS

19  
20 I, Gholamreza Mikailli, a/k/a Reza Mikailli, and the United States Attorney's Office for  
21 the Northern District of California (hereafter "the government") enter into this written sentencing  
22 agreement (the "Agreement") pursuant to Rules 11(c)(1)(A) and 11(c)(1)(B) of the Federal Rules  
23 of Criminal Procedure:

24 The Defendant's Promises

25 1. I understand that I have been convicted of all ten counts in the Indictment  
26 following a jury trial. I understand that I am entitled to a sentencing hearing and to appeal any  
27 judgment or sentence that this Court imposes on me to the extent permitted by applicable statutes  
28 and case authority. In exchange for the government's promises set forth below, and assuming

1 that the Court sentences me in accordance with this Agreement, I agree to waive my right to  
2 appeal my convictions, the judgment, and orders of the Court. I also agree to waive any right I  
3 may have to appeal my sentence except that I may appeal a sentence that does not comply with  
4 this agreement. I further agree not to file any collateral attack on my convictions or sentence,  
5 including a petition under 28 U.S.C. §2255, at any time in the future after I am sentenced, except  
6 for a claim that my constitutional right to the effective assistance of counsel was violated. I also  
7 agree to waive any right to have facts that determine my offense level under the Sentencing  
8 Guidelines, including facts that support any specific offense characteristic or other enhancement  
9 or adjustment, alleged in an indictment and found by a jury. To the extent that I have a right to  
10 have facts that are used to determine the sentence (including any Sentencing Guideline factors,  
11 upward adjustments, or upward departures) charged in the indictment by the grand jury and  
12 found by a jury at trial beyond a reasonable doubt (see Blakely v. Washington, 124 S. Ct. 2531  
13 (2004)), I waive those rights and agree that the Court will find the facts that enhance my sentence  
14 by a preponderance of the evidence so long as I am sentenced in accordance with this agreement.  
15 I have consulted with Mr. Ruby, as well as outside counsel who have provided me with  
16 assistance and legal advice in evaluating the appellate and other rights I am giving up as part of  
17 this Agreement. I am satisfied that my attorneys have provided me with effective assistance in  
18 entering into this sentencing agreement and waiver of rights. I enter into this Agreement  
19 knowingly and voluntarily and not as the result of any coercion, threats or duress.

20 2. I agree that I am guilty of each and every one of the charges set forth in the  
21 Indictment as determined by the jury. I take full responsibility for my conduct and its  
22 consequences. I blame no one but myself. I accept the penalty the law provides.

23 3. I agree that the Sentencing Guidelines should be calculated as follows, and that I  
24 will not ask for any other adjustment to or reduction in the offense level or for a downward  
25 departure of any kind:

- 26 a. Base Offense Level, U.S.S.G. § 2F1.1: 6
- 27 b. Amount of loss, (>than \$2.5 million but <\$5 million): +13
- 28 c. More than Minimal Planning: + 2

1	d.	Abuse of Position of Trust:	+ 2
2	e.	Increase/decrease for role in the offense:	+ 2
3			<hr/> 25
4	f.	Acceptance of responsibility: (If I meet the requirements of U.S.S.G. § 3E1.1)	- 2
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6	g.	Adjusted offense level	23
7	h.	Anticipated Sentencing Range	46 to 57 months
8	j.	Fine Range	\$10,000 to \$100,000

9 I agree that, regardless of any other provision in this agreement, the government may and  
10 will provide to the Court and the Probation Office all information relevant to the charged  
11 offenses or the sentencing decision.

12 4. I agree and understand that both the government and I will recommend a sentence  
13 that includes a term of imprisonment of 51 months. I further agree that the court will order and I  
14 will pay additional restitution in the amount of \$950,000 to be divided among Unify Corporation  
15 and its shareholders. Of this amount, at least \$800,000 will go to Unify shareholders who were  
16 part of the Class Action lawsuit filed against me previously and/or who are otherwise entitled to  
17 restitution under applicable federal law and up to \$150,000 will go to Unify Corporation. This  
18 restitution amount is based on the profits I made from my insider trades of Unify stock and the  
19 extra compensation I made while employed at Unify, reduced by the \$500,000 I have already  
20 paid as part of the civil settlement, and in light of my remaining assets and ability to pay. I also  
21 agree to pay a criminal fine of \$50,000 and a \$1,000 special assessment at the time of sentencing.

22 The total amount set forth is \$1,001,000. I understand that the entire amount is due and  
23 payable as soon as I am sentenced. I will post my residence located at 14486 Leland Circle in  
24 Saratoga, California to secure my debt. I further agree not to encumber my home with any  
25 additional debt, mortgages or liens without first obtaining the approval of the Financial Litigation  
26 Unit of the United States Attorney's Office.

27 I will pay the special assessment on the date I am sentenced. I will also make partial  
28

1 restitution in at least an amount between \$150,000 to \$200,000 on the date I am sentenced. I  
2 understand that interest at the statutory rate of interest will be due on any unpaid balance and will  
3 begin to accrue after the date of sentencing in accordance with 18 U.S.C. § 3612(b).

4 I understand that the government will agree to give me time to and including October 1,  
5 2005 within which to pay all of the remaining restitution and criminal fine that I will owe. If I  
6 have not paid all of my financial obligations in full on or before October 1, 2005, or if I in any  
7 material way violate any of the terms and conditions of my Judgment and Sentence or this  
8 Sentencing Agreement prior to that date, the government will be free to execute on my home and  
9 any other assets that I may have to the full extent permitted by law.

10 5. I agree and understand that nothing in this Agreement binds the Court. I  
11 understand that the Court may conclude that a guideline range higher or lower than level 23  
12 applies to me, or that more restitution is warranted. If the Court declines to sentence me within  
13 the Guidelines range of 46-57 months, I will have the right to withdraw from this agreement and  
14 be entitled to a sentencing hearing at which my counsel and the government will be free to  
15 advocate for a sentence, including restitution and fines, different from what has been agreed to  
16 herein. I understand and agree that the parties' joint sentencing recommendation of 51 months is  
17 not binding on the Court and that I will have no right to withdraw my plea so long as I am  
18 sentenced within the Guidelines range of 46-57 months.

19 6. I agree not to commit or attempt to commit any crimes before sentence is imposed  
20 or before I surrender to serve my sentence. I also agree not to violate the terms of my pretrial  
21 release (if any); intentionally provide false information to the Court, the Probation Office,  
22 Pretrial Services, or the government; or intentionally fail to comply with any of the other  
23 promises I have made in this Agreement. I agree that, if I intentionally fail to comply with any  
24 promises I have made in this Agreement, then the government will be released from all of its  
25 promises in this agreement.

26 7. I agree that this Agreement contains all of the promises and agreements between  
27 the government and me, and I will not claim otherwise in the future.

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1 8. I agree that this Agreement binds the U.S. Attorney's Office for the Northern  
2 District of California only, and does not bind any other federal, state, or local agency including  
3 the Securities and Exchange Commission.

4 The Government's Promises

5 9. The government agrees to recommend that the Court adopt the Sentencing  
6 Guidelines as set forth in this agreement, and that it will not ask for any adjustment or upward  
7 departure other than those set forth in this agreement. The government agrees to recommend a  
8 sentence of 51 months imprisonment, a fine of \$50,000, restitution in the amount of \$950,000,  
9 three years of supervised release on various conditions including that the defendant not act as  
10 fiduciary without the permission of the Probation Department, and the payment of the mandatory  
11 special assessment of \$1,000 (\$100 per count).

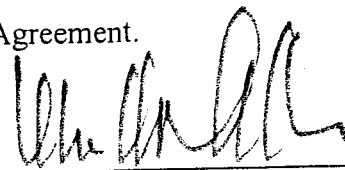
12 The Defendant's Affirmations

13 10. I confirm that I have had adequate time to discuss this case, the evidence, and this  
14 Agreement with my attorney, and that he has provided me with all the legal advice that I  
15 requested.

16 11. I confirm that while I considered signing this Agreement, and at the time I signed  
17 it, I was not under the influence of any alcohol, drug, or medicine.

18 12. I confirm that my decision to enter into this Agreement is made knowing the  
19 charges that have been brought against me, the strength of the evidence introduced during my  
20 trial, any possible appellate issues, and the benefits and possible detriments of having a contested  
21 sentencing hearing. I also confirm that my decision to enter this Agreement is made voluntarily,  
22 and no one coerced or threatened me to enter into this Agreement.

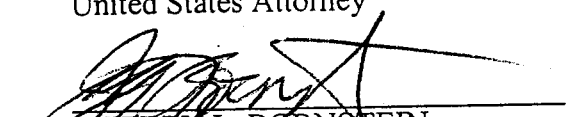
23  
24 Dated: 9/15/04

  
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GHOLAMREZA MIKAILI  
Defendant

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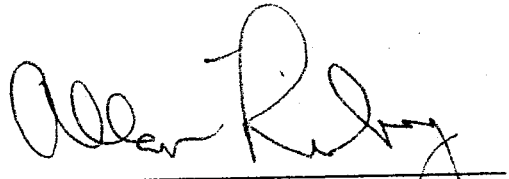
1 Dated: 9/17/04

KEVIN V. RYAN  
United States Attorney

  
JEFFREY L. BORNSTEIN  
ANNE-CHRISTINE MASSULLO  
Assistant United States Attorneys

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6 I have fully explained to my client all the rights that a criminal defendant, including the  
7 right to a contested sentencing hearing and to appeal his conviction and any sentence he receives.  
8 I have also explained to him all of the terms and conditions of this Agreement. In my opinion,  
9 my client understands all the terms of this Agreement and all the rights he is giving up by  
10 entering this Agreement, and, based on the information now known to me, his decision to do so  
11 is knowing and voluntary.

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13 Dated: Sept. 15, 2004

  
ALLEN RUBY, ESQ.  
Attorney for Defendant

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