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 William R. Jamaca, Jeff G. Johnson, Carolyn V. Aver,  
 10 Christopher Wong, Jay B. Fulcher, Nancy J. Schoendorf, Paul  
 Wahl, and Klaus-Dieter Laidig and Nominal and Third Party  
 11 Defendant Agile Software Corporation

12 UNITED STATES DISTRICT COURT  
 13 NORTHERN DISTRICT OF CALIFORNIA  
 14 SAN JOSE DIVISION  
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16 In re AGILE SOFTWARE CORPORATION  
 17 DERIVATIVE LITIGATION

Case No. 5:06-cv-07434-JW

**[PROPOSED] ORDER GRANTING  
 DIRECTOR DEFENDANTS BRYAN  
 D. STOLLE, JAY B. FULCHER,  
 NANCY J. SCHOENDORF, PAUL  
 WAHL, AND KLAUS-DIETER  
 LAIDIG'S MOTION TO DISMISS**

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 21 This Document Relates To: ALL ACTIONS

Date: October 1, 2007  
 Time: 9:00 a.m.  
 Judge: Hon. James Ware

1 Defendants Bryan D. Stolle, Jay B. Fulcher, Nancy J. Schoendorf, Paul Wahl, and Klaus-  
2 Dieter Laidig (the "Director Defendants"), by and through their attorneys, Orrick, Herrington &  
3 Sutcliffe LLP, moved to dismiss Plaintiffs' Amended Consolidated Shareholder Class and  
4 Derivative Complaint.

5 After considering the pleadings and other papers submitted by the parties, and good cause  
6 appearing therefore, the Court HEREBY ORDERS that the Director Defendants' motion to  
7 dismiss is granted. Specifically, the Court finds that Plaintiffs' Amended Consolidated  
8 Shareholder Class and Derivative Complaint fails under Federal Rules of Civil Procedure 9(b)  
9 and 12(b)(6), and also finds that Plaintiffs are unable to cure these defects by amendment. Thus,  
10 the motion to dismiss is GRANTED without leave to amend, and this action DISMISSED WITH  
11 PREJUDICE.

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14 IT IS SO ORDERED:

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17 Dated: \_\_\_\_\_

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18 THE HONORABLE JAMES WARE  
19 UNITED STATES DISTRICT JUDGE  
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