

1 DEAN S. KRISTY (CSB No. 157646)
dkristy@fenwick.com

2 KEVIN P. MUCK (CSB No. 120918)
kmuck@fenwick.com

3 MARIE BAFUS (CSB. No. 258417)
mbafus@fenwick.com

4 FENWICK & WEST LLP
555 California Street, 12th Floor
5 San Francisco, California 94104
Telephone: (415) 875-2300
6 Facsimile: (415) 281-1350

7 Attorneys for Defendants RAE Systems Inc., Randall
Gausman, Lyle D. Feisel, Sigrun Hjelmquist, James W.
8 Power, Keh-Shew Lu and Susan Wang

9
10 UNITED STATES DISTRICT COURT

11 NORTHERN DISTRICT OF CALIFORNIA

12
13 GAYLORD LAPLANTE, on Behalf of
Himself and All Others Similarly Situated,

14 Plaintiff,

15 v.

16 RAE SYSTEMS INC., ROBERT I. CHEN,
17 PETER C. HSI, RANDALL GAUSMAN,
18 LYLE D. FEISEL, SIGRUN HJELMQUIST,
JAMES W. POWER, KEH-SHEW LU,
19 SUSAN WANG, BATTERY VENTURES,

20 Defendants.

Case No. 5:10-cv-04944-JSW

CLASS ACTION

**STIPULATION AND ~~[PROPOSED]~~
ORDER OF DISMISSAL**

21
22 IT IS HEREBY STIPULATED, by and between plaintiff Gaylord LaPlante ("Plaintiff"),
23 defendants RAE Systems, Inc. ("RAE" or the "Company"), Robert I. Chen, Peter C. Hsi, Randall
24 Gausman, Lyle D. Feisel, Sigrun Hjelmquist, James W. Power, Keh-Shew Lu and Susan Wang
25 (collectively, "Defendants"), through their respective counsel of record, as follows:

26 WHEREAS, on November 1, 2010, Plaintiff filed his class action complaint (the
27 "Complaint") in the above-captioned action;

1 WHEREAS, this action was stayed by order of this Court, dated January 10, 2011, in light
2 of earlier filed proceedings commenced in the Delaware Chancery Court;

3 WHEREAS, none of the Defendants has responded to the Complaint;

4 WHEREAS, no class has been certified in this case;

5 WHEREAS, the Complaint is based on a proposed transaction between RAE and an
6 affiliate of Battery Ventures for \$1.60 per share that was never consummated;

7 WHEREAS, on June 9, 2011, RAE shareholders approved a sale of the Company to an
8 affiliate of Vector Capital for \$2.25 per share, and that acquisition was completed on June 16,
9 2011;

10 WHEREAS, Plaintiff voluntarily dismissed his claims against Battery Ventures with
11 prejudice on July 12, 2011;

12 WHEREAS, by this Stipulation and [Proposed] Order of Dismissal, Plaintiff and his
13 counsel have agreed to voluntarily dismiss all claims alleged in the instant action without
14 prejudice, and without payment or other consideration;

15 WHEREAS, each side agrees to bear its own attorneys' fees and costs and waives any
16 claim against the other, including their counsel, for malicious prosecution, abuse of process,
17 violations of Federal Rule of Civil Procedure 11 or any other claim arising out of, or in any way
18 relating to or in connection with, the initiation, prosecution, assertion, defense or resolution of
19 this action.

20 NOW, THEREFORE, the parties, through their respective undersigned counsel, hereby
21 stipulate and agree:

22 1. The parties to this action submit this Stipulation and [Proposed] Order of
23 Dismissal pursuant to Rules 41(a) and 23 of the Federal Rules of Civil Procedure and request that
24 the Court dismiss this action and all claims alleged therein without prejudice.

25 ///

26 ///

27 ///

28 ///

FENWICK & WEST LLP
ATTORNEYS AT LAW
SAN FRANCISCO

DATED: December 14, 2011

FENWICK & WEST LLP
DEAN S. KRISTY
dkristy@fenwick.com

/s/ Dean. S. Kristy
DEAN S. KRISTY

555 California Street, 12th Floor
San Francisco, California 94104
Telephone: (415) 875-2300
Facsimile: (415) 281-1350

Attorneys for Defendants RAE
Systems Inc., Randall
Gausman, Lyle D. Feisel,
Sigrun Hjelmquist, James W.
Power, Keh-Shew Lu and
Susan Wang

ROBBINS UMEDA LLP
STEPHEN J. ODDO
soddo@robbinsumeda.com

/s/ Stephen J. Oddo
STEPHEN J. ODDO

600 B Street, Suite 1900
San Diego, CA 92101
Telephone: (619) 525-3990
Facsimile: (619) 525-3991

KENDALL LAW GROUP
JOE KENDALL
jkendall@kendalllawgroup.com
JAMIE MCKEY
jmckey@kendalllawgroup.com
3232 McKinney Avenue, Suite
700
Dallas, TX 75204
Telephone: (214) 744-3000
Facsimile: (214) 744-3015

Attorneys for Plaintiff Gaylord
LaPlante

1 WILSON SONSINI
2 GOODRICH & ROSATI
3 DAVID BERGER
4 dberger@wsgr.com
5 STEVEN GUGGENHEIM
6 sguggenheim@wsgr.com

7 /s/ Steven Guggenheim
8 STEVEN GUGGENHEIM

9 650 Page Mill Road
10 Palo Alto, CA 94304
11 Telephone: (650) 493-9300
12 Facsimile: (650) 493-6811

13 Attorneys for Defendants
14 Robert Chen and Peter C. Hsi

15 **ATTESTATION PURSUANT TO GENERAL ORDER 45**

16 I, Dean S. Kristy, attest that concurrence in the filing of this document has been obtained
17 from any signatories indicated by a “confirmed” signature (/s/) within this e-filed document.

18 I declare under penalty of perjury under the laws of the United States of America that the
19 foregoing is true and correct. Executed this 14th day of December 2011, at San Francisco,
20 California.

21 DATED: December 14, 2011

22 /s/ Dean S. Kristy
23 DEAN S. KRISTY

[PROPOSED] ORDER

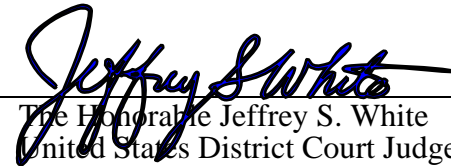
PURSUANT TO THE ABOVE STIPULATION, IT IS HEREBY ORDERED that:

1. All of Plaintiff's claims against Defendants are hereby dismissed without prejudice.

3. All parties will bear their own costs and attorneys' fees.

The Clerk of the Court shall close the file.

DATED: December 15, 2011


The Honorable Jeffrey S. White
United States District Court Judge

FENWICK & WEST LLP
ATTORNEYS AT LAW
SAN FRANCISCO