

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.

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1 DATED: December 14, 2011

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4 /s/ Dean. S. Kristy
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ATTESTATION PURSUANT TO GENERAL ORDER 45

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

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

DATED: December 14, 2011

/s/ Dean S. Kristy
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