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7 *Lead Counsel for Plaintiffs*

8 **UNITED STATE DISTRICT COURT**
 9 **NORTHERN DISTRICT OF CALIFORNIA**

10 IN RE POLYCOM, INC. DERIVATIVE
 LITIGATION

Lead Case No.: 3:13-cv-03880-SC

(Derivative Action)

12 This Document Relates To:

STIPULATION AND [~~PROPOSED~~] ORDER
 DISMISSING ACTION

13 ALL ACTIONS.

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1 Each of the named-plaintiffs Ralph Saraceni and Jim Donnelly (“Plaintiffs”), nominal
2 defendant Polycom, Inc. (“Polycom”) and the individual defendants named herein
3 (collectively, “Defendants”), hereby stipulate and respectfully request through their
4 undersigned counsel, that the Court enter the proposed order dismissing the above-captioned
5 action (the “Action”). In support of their stipulation and the requested dismissal, the parties
6 state as follows:

7 (1) On January 13, 2015, the Court issued an Order granting Defendants’ motion to
8 dismiss Plaintiffs’ Verified Consolidated First Amended Shareholder Derivative Complaint in
9 this action for failure to allege demand futility with particularity, without prejudice for
10 Plaintiffs to file an amended complaint within thirty days of the January 13, 2015 Order.
11 (Document No. 69). Pursuant to stipulation of the parties and subsequent Order of the Court
12 (Document No. 72), the deadline for Plaintiffs to file a second amended complaint was
13 extended until March 5, 2015;

14 (2) Plaintiffs have not filed, and do not intend to file, any further complaint in this
15 action;

16 IT IS THEREFORE STIPULATED AND AGREED, by and between the parties and
17 subject to the approval of the Court, as follows:

18 (a) that this Action, and all claims asserted therein, against all Defendants should
19 be dismissed with prejudice, and judgment be entered in favor of Defendants; and
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1 (b) that Defendants' motion to dismiss pursuant to Fed. R. Civ. P. 41(b), filed by
2 Defendants on March 19, 2015 (Document No. 73) be hereby withdrawn.

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4 Dated: April 2, 2015

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22 *Attorneys for Defendants Betsy S. Atkins,*
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24 *A. Owens, Kevin T. Parker, and Nominal*
25 *Defendant Polycom, Inc.*

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1 Dated: April 2, 2015

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9 *Attorneys for Defendant Andrew M. Miller*

10 **SIGNATURE ATTESTATION**

11 In accordance with Civil Local Rule 5-1(i)(3), I attest that concurrence in the filing of
12 this document has been obtained from the signatory.

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14 Dated: April 2, 2015

s/Nathan R. Hamler
NATHAN R. HAMLER

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19 PURSUANT TO STIPULATION IT IS SO ORDERED: The above-captioned action
20 is dismissed in its entirety as to all Defendants with prejudice.

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22 Dated: April 3, 2015


HON. SAMUEL CONTI
UNITED STATES DISTRICT JUDGE