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7 UNITED STATES DISTRICT COURT
 8 NORTHERN DISTRICT OF CALIFORNIA
 9 OAKLAND DIVISION

11 IN RE ROCKET FUEL INC. DERIVATIVE)
 12 LITIGATION)
 13)
 14)
 _____)
 15 This Document Relates To:)
 16 ALL DERIVATIVE ACTIONS)
 17)
 _____)

Master Case No.: 4:15-cv-4625-PJH
STIPULATION AND ~~PROPOSED~~
ORDER REGARDING
VOLUNTARY DISMISSAL WITH
PREJUDICE AND WAIVE NOTICE
REQUIREMENT OF FRCP 23.1(c)

Honorable Phyllis J. Hamilton

1 WHEREAS, this Court entered an Order Granting Motion to Dismiss With Leave to
2 Amend on August 26, 2016, on the ground that Plaintiffs had failed to adequately allege under
3 Federal Rule of Civil Procedure 23.1 that demand on the Board of Directors of Rocket Fuel was
4 futile (Dkt. No. 75);

5 WHEREAS, this Court entered a further Order Denying Proposed Voluntary Dismissal
6 on September 28, 2016 (Dkt. No. 79);

7 WHEREAS, Lead Plaintiff Victor Veloso and Plaintiffs Hugues Gervat, William Pack,
8 and Michael McCawley (collectively, "Plaintiffs") have determined not to amend their
9 complaint;

10 WHEREAS, Plaintiffs desire to dismiss the instant action with prejudice pursuant to this
11 Court's Order dated September 28, 2016 (Dkt. No. 79) and subject to Rule 41(a) and Rule
12 23.1(c) of the Federal Rules of Civil Procedure;

13 WHEREAS, Defendants are agreeable to said dismissal and have neither answered the
14 Complaint nor filed a motion for summary judgment, rendering dismissal on these terms
15 otherwise appropriate under Fed. R. Civ. P. 41(a);

16 WHEREAS, Plaintiffs submit that no notice to shareholders should be required under
17 Fed. R. Civ. P. 23.1(c) because neither Plaintiffs nor Plaintiffs' counsel have received nor will
18 receive any compensation for this dismissal and no formal notice of the action was provided
19 prior to the proposed dismissal;

20 WHEREAS, the Parties agree to bear their own costs and fees incurred during the
21 litigation of the above entitled consolidated actions;

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Pursuant to Civil L.R. 5-1(i)(3), I, Patrice L. Bishop, attest that all other signatories listed, and on whose behalf the filing is submitted, concur in the filing's content and have authorized the filing.

Dated: October 5, 2016

/s/ Patrice L. Bishop

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[PROPOSED] ORDER

Pursuant to the foregoing stipulation, this consolidated action and each of the actions identified below are hereby dismissed with prejudice.

- 1) *Veloso v. John et al.*, No. 4:15-cv-04625-PJH;
- 2) *Gervat v. Wootton et al.*, No. 4:16-cv-00332-PJH;
- 3) *Pack v. John et al.*, No. 4:16-cv-00608-PJH; and
- 4) *McCawley v. Wootton et al.*, No. 4:16-cv-00812-PJH

IT IS SO ORDERED.

DATED: October 6, 2016

HONORABLE _____ HAMILTON
UNITED STATES JUDGE

