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9 UNITED STATES DISTRICT COURT  
10 NORTHERN DISTRICT OF CALIFORNIA  
11 SAN JOSE DIVISION  
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13 In re LEGATO SYSTEMS, INC. SECURITIES ) Master File No. C-00-20111-JF (RS)  
LITIGATION. )  
14 )  
15 ) **[PROPOSED] ORDER GRANTING THE**  
16 ) **OUTSIDE DIRECTOR DEFENDANTS'**  
This document relates to: ) **MOTION TO DISMISS WITH PREJUDICE**  
17 ) **THE FIRST AMENDED DERIVATIVE**  
*Anderson v. Bingham, et al.* ) **COMPLAINT**  
(a shareholder derivative action) )  
18 ) Date: June 11, 2001  
19 ) Time: 9:00 a.m.  
20 ) Before: Hon. Jeremy Fogel  
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1           The motion to dismiss plaintiffs' First Amended Verified Derivative Complaint (the  
2 "Complaint") brought by defendants Eric A. Benhamou, H. Raymond Bingham, Kevin A. Fong,  
3 David N. Strohm, and Phillip E. White (the "Outside directors") for failure to state a claim  
4 pursuant to Fed.R.Civ.P. 12(b)(6) and Delaware law came for hearing on January 8, 2001.

5           The Court, having considered the papers in support of and in opposition to the motion,  
6 and having heard the arguments of counsel, and good cause appearing therefore, HEARBY  
7 ORDERS:

8           The Outside Director Defendants' motion to dismiss is GRANTED and the Complaint is  
9 DISMISSED WITH PREJUDICE.

10           IT IS SO ORDERED.

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12 Date: \_\_\_\_\_, 2001

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Hon. Jeremy Fogel  
U.S. District Court Judge

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