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9 Attorneys for Defendants

10 ShoreTel, Inc.; John W. Combs; Michael E. Healy;
Edwin J. Basart; Gary J. Daichendt; Thomas Van
11 Overbeek; Kenneth D. Denman; Charles D. Kissner;
and Edward F. Thompson

12 UNITED STATES DISTRICT COURT
13 NORTHERN DISTRICT OF CALIFORNIA
14 SAN FRANCISCO DIVISION

15 In re SHORETEL, INC.
16 SECURITIES LITIGATION

Case No. C-08-00271-CRB

**DECLARATION OF JENNIFER L. KELLY IN
SUPPORT OF SHORETEL DEFENDANTS'
MOTION TO DISMISS CONSOLIDATED
AMENDED CLASS ACTION COMPLAINT**

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19 This Document Relates To:
20 ALL ACTIONS.

Date: November 7, 2008
Time: 10:00 a.m.
Courtroom: 8, 19th Floor
Judge: Hon. Charles R. Breyer

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23 I, Jennifer L. Kelly, declare as follows:

24 1. I am an attorney duly admitted to practice in California and before this Court. I
25 am an associate with the law firm of Fenwick & West LLP, counsel for ShoreTel, Inc.
26 ("ShoreTel"), John W. Combs, Michael E. Healy, Edwin J. Basart, Mark Bregman, Gary
27 Daichendt, Kenneth Denman, Charles Kissner, Thomas van Overbeek, and Edward F. Thompson
28 (collectively, the "ShoreTel Defendants"). I make this declaration in support of the ShoreTel

1 Defendants' Motion to Dismiss Consolidated Amended Class Action Complaint, filed herewith. I
2 have personal knowledge of the facts stated below and, if called as a witness, could testify
3 competently to such facts.

4 2. On or about June 29, 2007, ShoreTel filed a Form S-1 with the Securities and
5 Exchange Commission in connection with its initial public offering (the "Prospectus"), a true and
6 correct copy of which is attached as Exhibit A.

7 3. On October 29, 2007, ShoreTel issued a press release entitled "ShoreTel Reports
8 Financial Results for Q1 Fiscal 2008," which was furnished to the SEC in ShoreTel's Form 8-K
9 filed on or about October 29, 2007. A true and correct copy of this press release, as included in
10 the October 29, 2007 Form 8-K filing, is attached as Exhibit B.

11 4. On January 7, 2008, ShoreTel issued a press release entitled "ShoreTel Announces
12 Preliminary Fiscal Second Quarter Results," which was furnished to the SEC in ShoreTel's Form
13 8-K filed on or about January 7, 2008. A true and correct copy of this press release, as included
14 in the January 7, 2008 Form 8-K filing, is attached as Exhibit C.

15 5. On January 29, 2008, ShoreTel issued a press release entitled "ShoreTel Reports
16 Financial Results for Second Fiscal Quarter 2008," which was furnished to the SEC in ShoreTel's
17 Form 8-K filed on or about January 29, 2008. A true and correct copy of this press release, as
18 included in the January 29, 2008 8-K filing, is attached as Exhibit D.

19 I declare under penalty of perjury under the laws of the United States that the foregoing is
20 true and correct. Executed on August 26, 2008 at San Francisco, California.

21 /s/ Jennifer L. Kelly

22 Jennifer L. Kelly