

APR 13 2010 TH

At 2:51 P. M.
Amalia Rodriguez-Mendoza, Clerk

NO. D-1-GN-09-001553

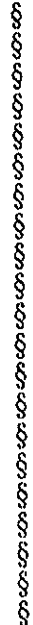
CLINTON SMITH and LUDOVIC NEVEU,
individually and on behalf of all others
similarly situated

Plaintiffs,

vs.

JOHN OLSEN, WILLIAM HOOPER, T.
MICHAEL NEVENS, TOD NIELSEN,
ROBERT TARKOFF, BRYAN
LEBLANC, CHARLES KANE,
BORLAND SOFTWARE
CORPORATION, MICRO FOCUS
INTERNATIONAL PLC, MICRO FOCUS
(US), INC. and BENTLEY MERGER
SUB, INC.,

Defendants.



IN THE DISTRICT COURT OF

TRAVIS COUNTY, TEXAS

201st JUDICIAL DISTRICT

**[PROPOSED] ORDER PRELIMINARILY APPROVING
SETTLEMENT, SCHEDULING HEARING ON PROPOSED
SETTLEMENT AND PROVIDING NOTICE**

The Settling Parties having made an application, pursuant to Rule 42 of the Texas Rules of Civil Procedure for approval of the settlement of the above-captioned class action, as set forth in the Stipulation of Settlement dated as of December 23, 2009 ("Stipulation"), the recitals and definitions of which the Court incorporates by reference herein; and

The Court having read and considered the Stipulation and the proposed Notice of Pendency and Settlement of Class Action; and

The Court finding that there exist substantial and sufficient grounds for entering this Order;

IT IS HEREBY ORDERED:

1. The settlement set forth in the Stipulation is preliminarily approved.
2. The Action is conditionally certified to proceed as a class action, solely for purposes of settlement, with respect to all class claims asserted in the Action, on behalf of a

POSTED

Settlement Class consisting of all Persons who held shares of Borland common stock as of May 6, 2009, or at any time thereafter through and including July 27, 2009, the date Borland was acquired by Micro Focus, and their successors-in-interest and transferees. Excluded from the Settlement Class are Defendants and Micro Focus, members of the immediate families of any Individual Defendants, any entity in which any Defendant has or had a controlling interest, directors and officers of Borland and Micro Focus and the legal representatives, heirs, successors, or assigns of any such excluded Person or entity.

3. Borland shall cause notice of the class determination and of the settlement to be given to the Members of the Settlement Class, as follows:

(a) On or before forty-five (45) days prior to the Settlement Hearing, a copy of the Notice of Pendency and Settlement of Class Action (the "Notice"), substantially in the form attached to the Stipulation as Exhibit C, shall be mailed by first-class mail to all persons of record who held Borland common stock during the period from May 6, 2009 through July 27, 2009, as set forth in the books and records maintained by or on behalf of Borland. Borland or its successor in interest shall also use reasonable efforts to give notice of the settlement to beneficial owners of Borland shares by making copies of the Notice available to any record holder requesting them for distribution to beneficial owners and providing reimbursement of actual out-of-pocket expenses incurred by such record holders;

(b) Nominees who held Borland common stock for Settlement Class Members during the relevant period shall send the Notice to said beneficial owners for whom they held such common stock within ten (10) days after receipt of the Notice; and

(c) Borland will pay the costs of providing copies of the Notice to Settlement Class Members.

4. Prior to the Settlement Hearing, Borland's counsel shall cause to be filed with the Clerk of the Court proof of mailing in conformity with this Order.

5. The Court approves the form of the Notice and finds that the mailing and distribution of the Notice substantially in the manner and form set forth herein will constitute the

best notice practicable under the circumstances to Members of the Settlement Class and will satisfy the requirements of constitutional due process and Rule 42 of the Texas Rules of Civil Procedure.

6. A Settlement Hearing shall be held before the Court on June 16, 2009, at 2:0 P.m. at the Travis County Courthouse, 1000 Guadalupe, 3rd Floor, Austin, Texas 78701 (or at such adjourned time or times as the Court may without further notice direct):

(a) to determine whether the settlement of the Action on the terms and conditions provided for in the Stipulation is fair, reasonable and adequate, whether it should be approved by the Court and whether a judgment of dismissal of the Action should be entered; and

(b) to reserve jurisdiction to effect and enforce the settlement on the terms and conditions set forth in the Stipulation.

7. The Court reserves (a) the right to approve the Stipulation, with any modification as may be agreed to by the Settling Parties, if appropriate; and (b) the right to adjourn the Settlement Hearing without further notice to any Settlement Class Member.

8. Any Settlement Class Member may appear at the Settlement Hearing and show cause, if any, why the settlement should not be approved by the Court. However, no Member of the Settlement Class shall be entitled to be heard unless a written objection setting forth with reasonable particularity the grounds for the objection, together with proof of membership in the Settlement Class and all papers desired to be considered by the Court, is filed with the Court at:

Clerk of the Court
District Court, 201st Judicial District, Travis County, Texas
1000 Guadalupe, 3rd Floor,
Austin, Texas 78701

on or before fourteen (14) days before the date set herein for the Settlement Hearing, and are, by that same date, served on the following:

Juan E. Monteverde
Levi & Korsinsky LLP
30 Broad Street - 15th Floor
New York, NY 10004

Willie Briscoe
The Briscoe Law Firm PLLC
117 Preston Road, Suite 300
Dallas, TX 75225

David J. Berger
Ignacio E. Salceda
Wilson Sonsini Goodrich & Rosati PC
650 Page Mill Road
Palo Alto, CA 94304

Clayton Basser-Wall
Wilson Sonsini Goodrich & Rosati PC
900 South Capital of Texas Highway
Las Cimas IV, Fifth Floor
Austin, TX 78746

James A. Lico
Kirkland & Ellis, LLP
555 California Street
San Francisco, CA 94104

Any Settlement Class Member who does not serve and file an objection to the settlement in the manner provided for herein shall be deemed to have waived the right to object, including the right to appeal, and shall be forever foreclosed from making any objection to the settlement, or to any order or judgment filed or entered thereon, as applicable in the Action or any other action or proceeding.

9. All papers in support of the approval of the settlement and Plaintiff's Counsel's attorneys' fees and reimbursement of expenses shall be filed and served seven (7) calendar days prior to the Settlement Hearing.


10. Pending the Settlement Hearing, all pretrial discovery, all deadlines previously set by this Court and all proceedings in the Action or in any other court in connection with prosecution of the Action are hereby stayed, except those proceedings in connection with effectuating the settlement, and all Settlement Class Members are barred and enjoined from commencing, prosecuting or instigating, or in any way participating in the commencement or prosecution of, any action asserting any Released Claims against any of the Released Parties.

11. If the settlement is not approved or consummated in accordance with the terms of the Stipulation, the Stipulation shall have no force or effect and all negotiations, proceedings and

statements had in connection therewith shall be without prejudice to any person or entity or to the rights of the parties.

IT IS SO ORDERED.

DATED: 4-13, ²⁰¹⁰~~2009~~


The Honorable Gisela D. Triana-Doyal

Presented by:

LEVI & KORINSKY LLP
Juan E. Monteverde
30 Broad Street - 15th Floor
New York, NY 10004

THE BRISCOE LAW FIRM PLLC
Willie Briscoe
117 Preston Road, Suite 300
Dallas, TX 75225

Attorneys for Plaintiffs

WILSON SONSINI GOODRICH & ROSATI PC
David J. Berger
Ignacio E. Salceda
650 Page Mill Road
Palo Alto, CA 94304

Clayton Basser-Wall
900 South Capital of Texas Highway
Las Cimas IV, Fifth Floor
Austin, TX 78746

Attorneys for Borland and the Individual Defendants

KIRKLAND & ELLIS, LLP
James A. Lico
555 California Street
San Francisco, CA 94104

Attorneys for Micro Focus International plc, Micro Focus (US), Inc., and Bentley Merger Sub., Inc.