



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

CHARLES HOKANSON,
JOHN HOKANSON, FOYE STANFORD
CHARLES SEITZ and ELIZABETH SEITZ

Plaintiffs,

v.

C.A. No. 3438-VCS

WILLIAM PETTY, M.D.
TREVOR MOODY, BUZZ BENSON,
MARC GALLETTI, CRAIG CORRANCE
and DAVID GRANT,

Defendants,

and,

ALTIVA CORPORATION,

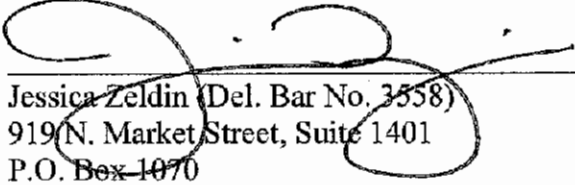
Nominal Defendants.

SECOND MOTION TO DISMISS

Defendants William Petty, M.D., Trevor Moody, Buzz Benson, Marc Galletti, Craig Corrance and David Grant, and nominal defendant, Altiva Corporation ("Altiva"), through their undersigned attorneys, do hereby move to dismiss the Verified Amended Complaint pursuant to Court of Chancery Rule 12(b)(6) for failure to state a claim upon which relief can be granted, and pursuant to the exculpatory provision in Altiva's Certificate of Incorporation

adopted in accordance with 8 Del. C. § 102(b)(7). The grounds for this motion will be stated more fully in briefs to be filed in accordance with a schedule set by the parties.

ROSENTHAL, MONHAIT & GODDESS, P.A.



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