

**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

IN RE ART TECHNOLOGY GROUP, )	CONSOLIDATED
INC. SHAREHOLDERS LITIGATION )	C.A. No. 5955-VCL

**ORDER GRANTING PRELIMINARY INJUNCTION**

IT IS HEREBY ORDERED, this 21st day of December, 2010:

1. The stockholder vote on whether to approve a definitive merger agreement among Art Technology Group, Inc. (“ATG” or the “Company”), Oracle Corporation (“Oracle”), and Amsterdam Acquisition Sub Corporation dated November 2, 2010 (the “Merger Agreement”) is hereby enjoined preliminarily until the earlier of (i) this Court’s post-trial adjudication of this matter on the merits or (ii) ten calendar days after the disclosure by ATG of the information described in paragraph 2.

2. ATG and Oracle shall disclose to ATG’s stockholders (i) the aggregate compensation paid by Oracle to Morgan Stanley & Co. Incorporated (“Morgan Stanley”) during each of 2007, 2008, 2009, and 2010 and (ii) a description of the nature of the services provided by Morgan Stanley to Oracle. *See David P. Simonetti Rollover IRA v. Margolis*, 2008 WL 5048692, at \*8 (Del. Ch. June 27, 2008) (“[I]t is imperative for the stockholders to be able to understand what factors might influence the financial advisor’s analytical efforts.”).

3. The disclosures shall be made in a manner reasonably designed to disseminate the information rapidly to ATG’s stockholders, such as via a public filing with the Securities and Exchange Commission. A separate mailing is not required.

4. As to the additional disclosure claims advanced by plaintiffs, the Court finds that the claims lack a reasonable likelihood of success on the merits on the grounds that the information is immaterial, already adequately disclosed, or rests on factual contentions that are unlikely to be proven at trial.

a. The process undertaken by ATG is adequately disclosed.

b. The minor change to the discounted equity value range in Morgan Stanley's financial analysis is not material. The underlying financial information consisting of the projections from the ATG five-year plan and management's targets are disclosed in the proxy statement.

c. The value of ATG's net operating losses is publicly available.

d. Any acquired revenue from Company G is speculative. The acquired revenue in the five-year plan was not an element of Morgan Stanley's analysis.

5. As to the plaintiffs' challenge to the process by which the Merger Agreement was negotiated and the defensive measures included in the Merger Agreement, the Court finds that the balance of the equities favors denial of a preliminary injunction. *E.g., Solash v. Telex Corp.*, 1988 WL 3587, at \*13 (Del. Ch. Jan. 19, 1988).

6. For the reasons stated during the hearing on December 20, 2010, the injunction is not conditioned on the posting of a bond.

7. The Court will entertain an interim fee application from the plaintiffs relating to the relief obtained in the injunction phase of this case.

  
Vice Chancellor J. Travis Laster