

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 8)\*

Forgent Networks, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$.01 per share

-----  
(Title of Class of Securities)

34629U103

-----  
(CUSIP Number)

RED OAK PARTNERS, LLC  
145 Fourth Avenue, Suite 15A  
New York, NY 10003  
Attention: David Sandberg  
Telephone: (212) 614-8952

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

July 14, 2009

-----  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [X].

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)

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CUSIP No.: 34629U103

1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Red Oak Partners, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [ ]

3 SEC USE ONLY  
4 SOURCE OF FUNDS  
AF  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
2(d) or 2(e) [ ]  
6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	- 3,201,523
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	- 3,201,523

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,201,523  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
10.29%\*\*  
14 TYPE OF REPORTING PERSON  
OO

\*\* Based on 31,114,915 shares of common stock of Forgent Networks, Inc.  
outstanding at June 12, 2009, as reported in Forgent Networks, Inc.'s  
Quarterly Report on Form 10-Q for the quarter ended April 30, 2009 filed with  
the Securities and Exchange Commission on June 15, 2009.

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CUSIP No.: 34629U103

1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
The Red Oak Fund, LP  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [ ]  
3 SEC USE ONLY  
4 SOURCE OF FUNDS  
WC  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
2(d) or 2(e) [ ]  
6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	- 1,120,857
	9	SOLE DISPOSITIVE POWER	0

REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER - 1,120,857

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,120,857
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.60%\*\*
- 14 TYPE OF REPORTING PERSON  
PN

CUSIP No.: 34629U103

- 1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
  
Pinnacle Partners, LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [ ]
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
  
AF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ]
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Colorado

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	- 1,553,997
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	- 1,553,997

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,553,997
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.99%\*\*
- 14 TYPE OF REPORTING PERSON  
OO

CUSIP No.: 34629U103

1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
  
Pinnacle Fund, LLLP
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)    
(b)
3. SEC USE ONLY
4. SOURCE OF FUNDS  
  
WC
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
2(d) or 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Colorado

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	- 1,553,997
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	- 1,553,997

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
1,553,997
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
4.99%\*\*
14. TYPE OF REPORTING PERSON  
  
PN

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CUSIP No.: 34629U103

1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
  
Bear Market Opportunity Fund, L.P.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)    
(b)
3. SEC USE ONLY
4. SOURCE OF FUNDS  
  
WC
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
2(d) or 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER	0
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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER - 526,669
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER - 526,669

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
526,669

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.69%\*\*

14 TYPE OF REPORTING PERSON  
PN

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CUSIP No.: 34629U103

1. NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
  
David Sandberg

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER - 3,201,523
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER - 3,201,523

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,201,523

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
10.29%\*\*

14 TYPE OF REPORTING PERSON  
IN

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This Amendment No. 8 ("Amendment No. 8") to Schedule 13D amends and supplements the statement on Schedule 13D originally filed by Red Oak Partners, LLC (the "Reporting Persons") on April 20, 2009, as amended by amendments 1 through 7 (as amended, the "Schedule 13D") relating to the common stock, par value \$.01 per share (the "Common Stock"), of Forgent Networks, Inc., a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 108 Wild Basin Road, Austin, Texas 78746. Except as specifically amended and supplemented by this Amendment No. 8, all other provisions of the Schedule 13D remain in full force and effect. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

ITEM 4. Purpose of Transaction.

Item 4 is previously amended by adding Pinnacle's proxy statement which is filed as Exhibit A to this amendment.

ITEM 5. Interest in Securities of the Issuer.

(a) The Fund beneficially owns 3,201,523 shares of Common Stock, representing 10.29% of all of the outstanding shares of Common Stock. Red Oak Partners, as the general partner of the Fund, and Mr. Sandberg, as the managing member of Red Oak Partners, each may be deemed to beneficially own the 3,201,523 shares of Common Stock held by the Fund. Each Reporting Person disclaims beneficial ownership with respect to any shares of Common Stock other than the shares owned directly and of record by such Reporting Person. The percentage set forth in this response is based on the 31,114,915 shares of Common Stock outstanding as of June 12, 2009, as reported directly by the Issuer on their 10-Q for the quarter ended April 30, 2009.

(b) Red Oak Partners, the Fund and Mr. Sandberg have shared power (with each other, and not with any third party) to vote or direct the vote of and to dispose or direct the disposition of the 3,201,523 shares of Common Stock held by the Fund.

(c) Since June 23, 2009 (the date through which transactions in Shares were reported in Amendment No. 7, the most recent Schedule 13D filing by the Reporting Persons regarding the Issuer's Shares), the Reporting Persons have effected the following Share transactions in shares of Common Stock, of the Issuer:

Trade Date Txn Type Quantity Unit Cost

Pinnacle Fund LLLP				
6/22/2009	Buy	12,217	0.248	
6/23/2009	Buy	2,683	0.250	
6/26/2009	Buy	11,060	0.250	
6/29/2009	Buy	8,450	0.260	
6/30/2009	Buy	9,000	0.260	

Red Oak Fund LP				
6/22/2009	Buy	12,217	0.248	
6/23/2009	Buy	2,683	0.240	
6/26/2009	Buy	11,061	0.250	
6/30/2009	Buy	20,047	0.250	

(d) Not applicable.

(e) Not applicable.

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ITEM 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 as previously filed is amended to add the following language:

On June 30, the Issuer filed an action in the United States District Court for the Western district of Texas against the filing persons and others (James

Gladney, Robert Graham, Antoine Tristani, Pat Goepel, Fenil Shah, Sarla Software LLC, Chimanlal Shah, Falguni Shah, Ruchir Shah, Snehal Shah, Vibha Shah, and Ushma Shah) alleging that they had formed a 'group' for the purpose of taking control of the issuer and liquidating its assets and improperly failed to disclose the formation of the group, and alleging that all such persons are the beneficial owners of the stock held by the others. In support of this position the Issuer has referred to similar statements allegedly made by some of the persons named as defendants in opposing the Issuer's failed go-private scheme and has claimed that Pinnacle/Red Oak purported to speak on behalf of all defendants as a group. A copy of the Issuer's Complaint is attached as Exhibit B.

As stated above, the filing parties own about 10.2894% of Forgent's common stock. According to their most recently filed report on Schedule 13D, Fenil Shah and those filing with him, who are the eight last-named defendants, own 2,111,864 shares consisting of approximately 6.8% of Forgent's common stock. According to a press release issued by defendant James Gladney on May 20, 2009, Mr. Gladney held about 1,200,000 shares of Forgent common stock as of that date. Pinnacle has been informed that Mr. Tristani owns no shares of Forgent common stock. As noted in Pinnacle's preliminary proxy filing, Mr. Graham and Mr. Goepel, own 960,698 and 121,837 shares, respectively, consisting of approximately 3.09% for Mr. Graham and approximately 0.39% for Mr. Goepel. Pinnacle's nominee Jeffrey Vogel owns 60,000 shares, or approximately 0.19%, of the Forgent common stock.

Although other shareholders may have made comments similar to those expressed by Pinnacle in opposition to ASUR's go-private scheme, this is not surprising given that the other statements apparently were made after Pinnacle publicly stated its reasons for opposing the go-private scheme. Pinnacle has made its own decisions at all times and has no agreements or understandings with respect to voting except for requesting the giving or withholding of revocable proxies. Pinnacle has no commitments from or understandings with its nominees about how they will vote if elected. Although Pinnacle intends to vote in favor of its nominees at the upcoming Annual Meeting set for July 30, 2009, it does not know how its nominees will vote and each is free to vote however they choose. Red Oak and Pinnacle have no agreements or affiliations with any other ASUR shareholders or Board candidates. If Pinnacle's entire slate of nominees is elected, it will hold only two board seats because its nominees are independent of Pinnacle and Red Oak. The sole relationship Pinnacle has with the remaining nominees is that the nominees have agreed to serve on the Board of ASUR if elected by a plurality of votes of shareholders owning ASUR's common stock. Pinnacle solicited other holders for possible nominees when assembling its slate, and contacted other potential nominees including persons not claimed by ASUR to be part of a group, but made its own decisions about whom to nominate, did not accept all the suggestions made or all of the potential nominees, and neither sought nor obtained commitments from those suggesting nominees that they would vote for Pinnacle's slate.

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Pinnacle denies any plan or intent to treat ASUR as an 'asset play.' Pinnacle notes that it first invested in the company's stock less than two weeks after ASUR's now-CEO Nancy Harris publicly claimed in ASUR's October 2008 earnings conference call (where ASUR reported its July 31, 2008 quarter) that ASUR would be EBITDA and cash positive for its fiscal 2009 year. Mrs. Harris' statements echoed ASUR's CFO Jay Peterson's guidance from the prior quarter's earnings call. At the time of the October 2008 call and Mrs. Harris' statements, ASUR was nearly quarter of the way into its 2009 fiscal year. An analysis of ASUR's assets and liabilities at this time would have demonstrated that purchasing at the then current prices would have meant buying for much more than any anticipated liquidation proceeds because of - among other things - ASUR's large remaining lease obligation and the Jenkins legal claim of which judgment was already made against ASUR (and which ASUR is appealing). Because Red Oak and Pinnacle first purchased ASUR's stock at 26 cents per share - or 2x what an "asset play" strategy would have yielded at the time -- there was never an "asset" or dissolution play available or intended by Pinnacle and Red Oak.

Pinnacle believes that ASUR's focus on Pinnacle's supposed intention to dissolve ASUR is a waste of company assets. Accordingly, to put to rest those allegations, on July 13 Pinnacle sent a letter to ASUR's Board of Directors in which Pinnacle proposed an agreement whereby Pinnacle, for a period of three years, would not propose any liquidation, and would agree not to vote for any liquidation of the Company proposed by others unless a majority of ASUR's other

holders did so. Pinnacle informed ASUR that it is willing to agree not to pursue a dissolution because it has no intention of dissolving ASUR in the first place. A copy of Pinnacle's July 13 letter is attached as Exhibit C.

Pinnacle denies that it has acted in concert with or formed a group for any purpose, although it is gratified that other holders - as well as both leading advisory firms - supported it in its opposition to the failed go-private scheme and is hopeful that others will support its slate. Any time Pinnacle has expressed to the management of ASUR that significant holders had certain views, such as opposing the go-private scheme, those comments were based on comments received or seen by Pinnacle, and were not meant to imply that any other holder had expressly or implicitly authorized Pinnacle to speak for them. Pinnacle does not believe that sharing its views with others - or allowing others to express their views without any agreement or commitment to cooperate in any other manner - is reflective of, or constitutes the formation a 'group' or a common plan of action. Instead, Pinnacle believes shareholders are allowed to talk to one another, whether they agree or disagree, and that such communication does not amount to a coordinated effort to purchase or sell stock to effect control of a company.

ITEM 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibits:

- Exhibit A: Proxy Statement
- Exhibit B: Forgent's complaint
- Exhibit C: Pinnacle's July 13 Letter to Forgent

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SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: July 14, 2009

/s/ David Sandberg  
-----  
David Sandberg

Red Oak Partners LLC

By: /s/ David Sandberg  
-----  
David Sandberg, Managing Member

Pinnacle Partners, LLP  
By: Red Oak Partners LLC, its general partner

By: /s/ David Sandberg  
-----  
David Sandberg, Managing Member

The Red Oak Fund, L.P.  
By: Red Oak Partners LLC, its general partner

By: /s/ David Sandberg  
-----  
David Sandberg, Managing Member

Pinnacle Fund, LLLP  
By: Pinnacle Partners, LLC, its general partner  
By: Red Oak Partners LLC, its general partner

By: /s/ David Sandberg  
-----



David Sandberg, Managing Member

Bear Market Opportunity Fund, L.P.

By: Red Oak Partners, LLC, its investment advisor

By: /s/ David Sandberg

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David Sandberg, Managing Member

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14A  
(RULE 14A-101)

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Under Rule 14a-12

FORGENT NETWORKS, INC.

(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

RED OAK PARTNERS, LLC.

THE RED OAK FUND, LP

Pinnacle Fund, LLLP

BEAR MARKET OPPORTUNITY FUND, L.P.

PINNACLE PARTNERS, LLC

DAVID SANDBERG

(NAME OF PERSON(S) FILING PROXY STATEMENT, IF OTHER  
THAN THE REGISTRANT)

Payment of Filing Fee (Check the appropriate box):  
 No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:  
(2) Aggregate number of securities to which transaction applies:  
(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):  
(4) Proposed maximum aggregate value of transaction:  
(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0 11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:  
(2) Form, Schedule or Registration Statement No.:  
(3) Filing Party:  
(4) Date Filed:

Dear Fellow Stockholders of ASUR:

We are sending you this proxy statement and the enclosed BLUE proxy card to ask you to elect a slate of six new directors to the board of Forgent Networks, Inc. d/b/a Asure Software (NASDAQ: ASUR).

ASUR's annual meeting is scheduled for July 30, 2009 and we ask you to support our slate because it is time for change:

- \* ASUR needs new direction - ASUR's current Directors have all been with ASUR since at least 2003. Since that time period and under their direct leadership, ASUR has reported a net loss in excess of \$40 million, (representing more than five times ASUR's current market value). ASUR's stock price has declined more than 90% during that period of time.
- \* ASUR's directors own less than 3% of ASUR's common stock while our slate owns or represents in excess of 20%. Because of their low stock ownership they have not been as impacted by the drastic drop in ASUR's share price caused by the significant losses incurred under their leadership. They have not purchased stock yet they have granted themselves options and then repriced their options twice in the past four years - most recently down to just 38.5 cents/share in 2006, down from \$1.42/share just a year earlier. Our slate owns and represents multiple times the share ownership of ASUR's current insiders. We believe better and more responsible spending decisions will be made by a Board more closely aligned with its shareholders through common stock (and not repriced option) ownership.
- \* ASUR's unwillingness to provide transparency and full disclosure to its shareholders suggests they do not care about shareholders' best interests. Despite continuing to spend excessively, they refuse to disclose questionable amounts spent such as the compensation paid to the Chairman's son and amounts spent on executives on their visits to the prestigious "Cooper Clinic." They also refuse to share recent voting results and recently refused to hold a question and answer session on their most recent earnings call.
- \* In their most recent attempt to stifle criticism, ASUR filed a lawsuit in Texas falsely claiming that Red Oak and others are seeking to control ASUR and "liquidate all of Forgent's assets for their own immediate short-term gain."

With low stock ownership ASUR's board has spent recklessly and wastefully, has been unable to forecast its business (please read the section below in the entitled "Inability of Management to Forecast" for important detail), and recently attempted - and failed - to take ASUR private and reduce the disclosure requirements they would need to comply with. We ask that those shareholders who are similarly outraged discard ASUR's proxy card and instead cast a "vote for change" by returning our proxy card and voting for our slate of Director nominees. We also ask you to vote AGAINST the appointment of Ernst & Young as ASUR's independent auditor (another wasteful ASUR spend).

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Lastly yet importantly, we encourage shareholders to review the information about our slate of nominees included in this solicitation. We have a slate of vested shareholders with significant industry success, software expertise, ASUR product expertise (two of our nominees previously served as directors of ASUR's iEmployee product when it was a growing and profitable business), and financial and public company expertise. We ask you to compare what you read about our nominees against the results you have experienced under the ASUR's Board's leadership over many years - significant ongoing losses and now transparency issues as well. We ask for your support to replace ASUR's Board in its entirety.

We respectfully request your support of our nominees by signing and returning the enclosed BLUE proxy card.

Sincerely,

David Sandberg  
For Red Oak Partners

This proxy statement is dated July 10, 2009 and is first being mailed to stockholders on or about \_\_\_\_\_, 2009.

#### PRELIMINARY PROXY STATEMENT

This proxy statement is being furnished to holders of the common stock of Forgent Networks, Inc. ("ASUR" or the "Company") in connection with the solicitation of proxies by Red Oak Partners, LLC, The Red Oak Fund, L.P., Pinnacle Fund, LLLP, Pinnacle Partners LLC, Bear Market Opportunity Fund, L.P. and David Sandberg, whom we refer to collectively as "Red Oak" in this proxy statement, to be used at the Annual Meeting of Stockholders (the "Annual Meeting") of ASUR.

#### Time and Place of the Annual Meeting

The Annual Meeting is being held on July 30, 2009 at ASUR's principal executive offices, at 108 Wild Basin Road, Austin, Texas 78746 at 1:00 p.m. local time.

All stockholders who own shares of ASUR stock as of July 10, 2009, the record date for the Annual Meeting, are entitled to notice of and to vote at the Annual Meeting or any adjournments thereof.

Voting materials, which include this Proxy Statement and a BLUE proxy card, will be sent to some or all stockholders on or about [\_\_\_\_\_], 2009. Stockholders who do not receive this statement and a BLUE proxy but wish to receive them can contact MacKenzie Partners as indicated on the last page of this Proxy Statement.

If your shares are held in the name of a brokerage firm, bank or nominee, only that entity can vote such shares and only upon receipt of your specific instruction. Accordingly, we urge you to contact the person responsible for your account and instruct that person to execute the BLUE proxy card on your behalf.

YOUR VOTE IS IMPORTANT. If you agree with the reasons for Red Oak's solicitation set forth in this Proxy Statement and believe that the election of the Red Oak nominees to the Board of Directors can make a difference, please vote for the election of the Red Oak nominees, no matter how many or how few shares you own.

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RED OAK URGES YOU NOT TO SIGN ANY PROXY CARD THAT IS SENT TO YOU BY THE COMPANY, EVEN AS A FORM OF PROTEST.

By executing the BLUE proxy card, you will authorize us to vote FOR the election of the Red Oak nominees. If you have already signed a proxy card sent to you by the Company, you may revoke that proxy at any time prior to the time a vote is taken by (i) submitting a duly executed proxy bearing a later date to the Secretary of the Company, (ii) filing with the Secretary of the Company a later dated written revocation or (iii) attending and voting at the Annual Meeting in person.

The persons and entities which constitute Red Oak are described below in the section entitled "Certain Information Regarding the Participants." This proxy statement sometimes refers to Red Oak as "we," "us," "our" and variants of those words.

#### WHY YOU WERE SENT THIS PROXY STATEMENT

You are receiving a Proxy Statement and proxy card from us because you owned shares of ASUR common stock on July 10, 2009, the record date. This Proxy Statement describes important issues on which we would like you, as a stockholder, to vote. It also gives you information on these issues so you can make an informed decision.

When you sign the proxy card, you appoint [\_\_\_\_\_ and \_\_\_\_\_] as your representatives at the meeting. They will vote your shares, as you have instructed them on the proxy card, at the Annual Meeting. If you sign and return a BLUE proxy card without giving specific voting

instructions, your shares will be voted FOR the Red Oak nominees and AGAINST the selection of Ernst & Young. If you plan to attend the Annual Meeting we recommend that you complete, sign, and return your proxy card in advance of the meeting just in case your plans change. This way, your shares will be voted whether or not you attend the Annual Meeting.

#### REASONS FOR THE SOLICITATION

We expect that the Red Oak nominees, if elected, would provide a new voice and fresh perspective to the Board of Directors. We believe that the Board of Directors should represent stockholders' perspective on ASUR's pursuit of strategic alternatives and management direction, and generally bring focus to the maximization of value for the benefit of stockholders. However, there can be no assurances that the Red Oak nominees will succeed in creating shareholder value.

The proposed slate of Red Oak nominees will, if elected, constitute a majority of the Board of Directors. Red Oak believes that the Red Oak nominees, if elected to the Board of Directors, will bring to the Board of Directors the perspective of stockholders. This slate would represent a board answerable to shareholders and not controlled by any party. Only two of the Red Oak nominees are affiliated with Red Oak and the remaining nominees are independent of both Red Oak and management.

If elected, the Red Oak nominees do not anticipate that they will have any conflicts of interest with respect to the Company, and recognize that they will owe fiduciary obligations to all stockholders. None of the Red Oak nominees has any contract, arrangement or understanding with the Company, or any other direct financial interest concerning the Company, other than through the beneficial ownership of stock of the Company by the Red Oak nominees disclosed in this Proxy Statement and the filings with the Securities and Exchange Commission by Red Oak. All the Red Oak nominees satisfy the independence requirements of Item 407 of Regulation S-K and all but Mr. Vogel meet the Item 407 criteria for serving as an audit committee financial expert either by having actively supervised a principal financial officer or by experience in assessing and evaluating financial statements.

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#### PROPOSALS

We are soliciting your proxy to vote for the following proposals (the "Proposals"), which we intend to submit for approval at the Annual Meeting:

##### Proposal 1: Election of Directors

At ASUR's 2009 Annual Meeting six directors will be elected for terms expiring at the 2010 annual meeting of stockholders or until their respective successors are duly elected or appointed and qualified. Red Oak is seeking your support at the Annual Meeting to elect its nominees in opposition to management's director nominees. Shares represented by proxies returned duly executed to Red Oak will be voted, unless otherwise specified, FOR the election of the six nominees named below.

##### RED OAK'S NOMINEES FOR DIRECTOR

CORNELIUS (NEIL) FERRIS, 63, is an active advisor and executive consultant to technology companies and venture capital investors and has been engaged in such as his principal activity for the last 5 years. Prior to his current assignments, he was CEO of Giganet, a storage networking company which he sold to Emulex for \$650 million. His previous CEO roles included Open Data which was sold to a private company and Fluent, a multimedia software company, which was sold to Novell. Mr. Ferris was part of the founding team and vice president of Apollo Computer, which enjoyed a successful IPO and was sold to HP. For almost ten years, Mr. Ferris held senior management positions with Data General where he joined shortly after formation. He is also a board member of Enfora, Intersense, and BTI Systems corporations. Mr. Ferris holds MBA and BS degrees from Northeastern University.

BOB GRAHAM, 60, has been a Partner at Ridge Partners LLC, a consulting and investment firm, since 2002. He is also the Senior Technology Advisor to Cascadia Capital, a mid market M&A firm. In addition, Mr. Graham is the Manager of Global Accelerator LLC, a Fund that originally invested in iEmployee and

still holds shares in ASUR. Previously, Mr. Graham started as an IT professional and progressed to key executive roles including Group Manager at Digital Equipment Corporation, and served as Executive Vice President and Division President at Sun Microsystems. He was a Co-Founder and Chief Operating Officer at Manufacturer's Services Limited, the Chairman & CEO of Ridge Technologies, and President at Adaptec. Mr. Graham was also instrumental in the founding and exit of a number of technology companies including Crag Systems and iEmployee where he served on the Board of Directors prior to its acquisition by ASUR. He presently serves on the boards of Global Accelerator Management and 54th Street Systems.

PAT GOEPEL, 47, has over 20 years of progressive leadership positions in the HR outsourcing industry. A frequent speaker and industry expert, Pat currently serves as the COO of Patersons Global Payroll and HR. Previously, he was the President and CEO of Fidelity Investment's HR Services Division from 2006-2008 and served as the Executive Vice President of Business Development and US Operations at Ceridian until 2005. A former board member of iEmployee, he currently serves on the boards of Patersons and Allover Media.

ADRIAN PERTIERRA, 37, is a Senior Analyst at Red Oak Partners, LLC, a NY-based hedge fund. Prior to joining Red Oak in 2007, Mr. Pertierra served as Vice President of Global Markets at Deutsche Bank Alternative Trading. From 2006-2007 Mr. Pertierra worked at Tradition Asiel Securities, Inc. Previously, Mr. Pertierra served as the Vice President of Institutional Equity Sales and Trading at BGC Partners, LP, from 2002-2006. Mr. Pertierra received a BA in Economics from the College of Holy Cross.

DAVID SANDBERG, 36, is a managing member, founder, and portfolio manager of Red Oak Partners, LLC, a NY-based hedge fund, since its March 2003 inception. Previously, Mr. Sandberg co-managed JH Whitney & Co's Green River Fund from 1998-2002. Mr. Sandberg received a BA in Economics and a BS in Industrial Management from Carnegie Mellon University. He presently serves on the Board of SMTC Corp. and was elected a director of EDCI Holdings, Inc. on June 1, 2009.

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JEFFREY VOGEL, 41, has 20 years experience in operating, financing, and advising companies - primarily high-tech software companies. Since 2008 Jeff has been a Partner with Liberty Capital Partners. Previously (in 2001), Jeff co-founded Velocity Equity Partners, a \$50 million early stage technology fund, where he remained until 2007. Prior to co-founding Velocity, Jeff was Chief Technology Officer and Vice President of Research and Development for eBusiness Technologies, a leader in XML Content Management Systems, where he led a team of 100 software professionals. In 1989, Jeff co-founded Electronic Book Technologies (EBT), a pioneer in SGML and XML information systems. At EBT Jeff led R&D until 1996 when he helped sell the company to Inso, a publicly traded company. From 1996 to 1998, Jeff was Vice President of Engineering at Inso's Electronic Publishing Solutions business unit and was also very active in the company's corporate development activities where he helped acquire and integrate a half dozen acquisitions. Jeff graduated from Brown University in 1990 with degrees in Economics and Computer Science. Jeff serves on the Boards of Rent Marketer, BEZ, and Dynadec.

The number of shares of the Company's common stock beneficially owned by and the percentage beneficial ownership of each of Red Oak's nominees as of the date of this proxy statement are set forth on Exhibit A to this Proxy Statement. Red Oak beneficially owns an aggregate of 3,201,523 shares of ASUR's total outstanding common stock. Red Oak believes it is ASUR's largest stockholder. Red Oak owns approximately 10.3% of ASUR's total outstanding common stock based on the Company's statement that as of June 12, 2009 there were 31,114,915 shares outstanding and 10.6% of the common stock held by the public (namely, the common stock held by stockholders other than the board and management) based on a PREC14/A filed by the company on June 19, 2009.

If elected, the Red Oak nominees would be responsible for managing the business and affairs of the Company. The Red Oak nominees understand that, as directors of the Company, each of them has an obligation under Delaware law to scrupulously observe his duty of care and duty of loyalty to the Company and all of its stockholders, not just those nominating him.

WE STRONGLY RECOMMEND THAT YOU VOTE "FOR" THE ELECTION  
OF THE RED OAK NOMINEES.

Proposal 2: Ratification of Selection of Independent Registered  
Public Accounting Firm

According to the Company's proxy statement, at the Annual Meeting a vote will be held to ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ended July 31, 2009. The affirmative vote of a majority of the outstanding shares of Common Stock present at the Annual Meeting in person or by proxy is necessary to ratify Ernst & Young LLP's appointment. Please refer to the Company's proxy statement for a detailed discussion of this proposal. Red Oak objects to the ratification of Ernst & Young LLP as the Company's independent registered public accounting firm as it believes that Ernst & Young is not an affordable provider for the Company. Red Oak believes ASUR may obtain the services of skilled accountants at a non "tier one" firm for substantially less than the \$420,000 ASUR paid Ernst & Young in fiscal year 2008. If you sign and return a BLUE proxy card but do not indicate how your shares should be voted, your shares will be voted AGAINST the ratification of Ernst & Young as auditors.

WE ARE SEEKING TO ELECT NEW DIRECTORS BECAUSE:

Red Oak does not believe that the current board of directors of ASUR has adequately served in the best interests of ASUR and its unaffiliated stockholders and believes change is needed.

- \* ASUR has lost over \$40 million since 2003 while the current Board has been in place (except for Ms. Harris who was named last month).
- \* Since Mr. Snyder became CEO in 2003 (with the support of all the members of the current Board, except for Ms. Harris) ASUR's stock has dropped 90%. Since Mr. Snyder, the current chairman, joined the board in 1997, ASUR's stock has dropped 97%.
- \* The current Board allows what we view as wasteful spending and recently embarked on an expensive campaign to take ASUR private and reduce the information it is required to provide stockholders.
- \* The incumbent Board has kept in place a management team that has repeatedly been unable to meet its own forecasts.
- \* The incumbent Board and management have ignored shareholder concerns and limited discussion with holders.
- \* We believe a new board, strongly aligned with stockholder interests by share ownership, should be elected.

A History of Losses

Under Richard Snyder's tenure as CEO, ASUR has spent in excess of \$70 million on selling, general and administrative (SG&A) costs and research and development (R&D) costs since 2003 while reporting an aggregate net loss in excess of \$40 million during that same time period. This large negative return on investment is across a multi-year time span. Recent results have been no better, having already come in below late 2008 forecasts. Despite this negative return and disappointing recent results, the spending has continued unabated with nearly \$14 million in SG&A plus R&D spent in the past twelve months, a full \$2.5 million above the Company's entire reported revenues during that same time period. Management has repeatedly claimed and promised it is building a platform for a \$20, \$40, and \$50 million revenue company. These claims have been made repeatedly with material failure in almost all instances. At this point Red Oak believes these claims should be disregarded entirely.

ASUR's stock price is 90% lower today than when Mr. Snyder was first named CEO in 2001 and 97% lower than when he joined the Board in 1997.

We believe that the incumbent Board has destroyed shareholder value by permitting excessive spending including excessive service provider costs, excessive management and employee compensation and generous benefits and we

believe they will continue to destroy shareholder value if they are again elected to ASUR's Board.

#### Inability of Management to Forecast

We do not believe that senior management is able to forecast its business with any semblance of accuracy and this has cost shareholders as management and the board have made spending decisions based on their incorrect forecasts. Mr. Snyder and Mr. Peterson have repeatedly stated that the Company is spending in order to grow and that they believe ASUR can be a \$30-40 million revenue company in just a few years. Management has repeatedly promised impressive results and failed to deliver. At this point Red Oak believes it unwise to trust shareholder equity to Management and the incumbent Board's direction. For fairness and prospective, we include examples across many years' forecasts as opposed to just a few:

- \* In ASUR's Q4, 2003 earnings conference call, Chief Financial Officer Jay Peterson indicated that ASUR believed it could achieve \$40-50 million in annual software revenues in three to four years "based on early optimism from large enterprise customers and assuming just a little help from the economy." Although the economy offered significant help from late 2003 through the next three to four years, ASUR's software revenues are and were well under even \$20 million (let alone \$40-50 million) , inclusive of the revenue acquired in 2007 by buying iEmployee.
- \* In ASUR's Q1, 2004 conference call, CEO Richard Snyder reaffirmed "our previous guidance of 6 to \$7 million in software revenue for this current fiscal year." In contrast, ASUR generated just \$3million in software revenue in fiscal 2004 despite help from a very strong economy. Additionally, in the same call Mr. Snyder reaffirmed "between \$40 to \$50 million in annual software revenues in the next three to four years." He also added that "we believe that we can manage expenses to be flat, while also expending approximately \$300,000 on Sarbanes Oxley related requirements over the next several quarters." Expenses increased from \$16 million to \$23 million from 2003 to 2004.
- \* In ASUR's Q1, 2006 call, Jay Peterson claimed that "we have line of site [sic] to EBITDA profitability this fiscal year." 2006 reported EBITDA was negative \$3.9 million, again despite a strong year in the economy. In the same call, Richard Snyder claimed "we'll continue to look at a dividend or perhaps a stock buyback, and after that, we'll continue to look at the ability to invest some of that for the growth of our software business." No share repurchases or cash dividend were ever effected after this date yet the Company continued a substantial cash spend, followed by an acquisition which cost ASUR more than its current market capitalization.
- \* In ASUR's Q2, 2006 call, Mr. Snyder stated "with regard to expenses as we mentioned, this is the lowest, we've gotten the expenses down to the lowest point, really, in the Company's history, minus depreciation, and we believe that there is still room to continue to scrutinize those expenses and get them down." For reference, expenses never went lower than that quarter.
- \* In ASUR's Q4, 2007 call, Mr. Peterson claimed "our overall spending excluding iEmployee will significantly decrease due to the conclusion of the 746 trial" and that "we believe we will generate \$12 million in revenue this year and will generate cash in the second half of this fiscal year." Operating expenses declined for only one quarter before increasing materially every quarter thereafter. The Company generated just \$10 million in revenue (nearly 20% below its forecast), and the Company burned \$2.7 million in operating cash flow in the second half of the fiscal year as opposed to generating cash.
- \* In ASUR's Q1, 2008 call, Mr. Peterson confirmed "we believe we will generate \$12 million in revenue this year." ASUR generated just \$10mm

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in revenues in 2008. He also claimed "we have line of site [sic] to EBITDA profitability this fiscal year." ASUR reported a \$5 million EBITDA loss for fiscal 2008.

- \* In the same Q1, 2008 call, Mr. Snyder stated "I think your \$20 million figure for 2009 is certainly one we have on the books." Based on the latest 10-Q, 2009 revenues are running at approximately 50% of this estimate.
- \* In ASUR's Q3, 2008 call, Mr. Peterson claimed ""we plan on generating cash, that is EBITDA profitability in fiscal year 2009." The operating



loss through the first three quarters of FY 2009 is nearly \$5 million.  
\* In ASUR's Q1, 2009 call, Mr. Peterson indicated "we were "anticipating or planning to be EBITDA profitable in our July quarter of this year." For reference, ASUR reported a \$1.4 million operating loss in its April quarter and claimed they would be EBITDA breakeven by the end of the year, not profitable. During an April 27 meeting, when Red Oak asked them to explain their \$5.5 million run-rate loss if - as they claimed - both software businesses were breakeven to profitable on their own and there were \$1 million in excess costs, ASUR's CFO Jay Peterson could not explain a \$3-4 million/year discrepancy, nor could CEO Richard Snyder nor either of ASUR's directors present at the meeting. Specifically, they are currently losing \$5.5mm/year on a run-rate basis according to the last financial information released.

ASUR's forecasts have continually been wrong, and cash continues to decline at a rapid rate reflecting the true losses management is generating, including a \$1 million cash burn in the most recent April 2009 quarter. Yet the incumbent board has announced no action to reverse these trends.

#### Board Not Aligned with Holders

We believe it's in shareholder's best interests to be represented by Board members who own significant amounts of stock and thus share more directly in the results of their decisions. ASUR's current slate of nominees have all served with the Board or Company since at least 2003, but collectively own less than 3% of ASUR's common shares outstanding. Under the incumbent Board's control, shareholders have suffered a 90% decline in ASUR's share price while the Company has burned tens of millions of dollars in cash. ASUR's insiders have made key decisions which have impacted shareholder's wallets while having far less impact on their own wallets because of their low stock ownership. They have paid a director consulting fees, re-priced options, and have refused to provide transparency regarding their wasteful spends (including inquiries about the salary paid to the Chairman's son, the amounts spent for executives to enjoy the prestigious "Cooper Clinic," and amounts spent on their failed effort to take ASUR private).

In stark contrast to management's slate of nominees, our slate directly owns nearly 15% of ASUR's shares outstanding and three of our nominees (Bob Graham, Pat Goepel, and Jeffrey Vogel) have been directly referred by holders of another 10%+ of ASUR's common shares outstanding. We believe our slate also possesses materially greater industry success, public company experience, and knowledge of ASUR's own products as two of our nominees previously served on the Board of ASUR's iEmployee division when it was an independent, growing and thriving company (before ASUR acquired it in 2007). We believe that the larger number of shares our nominees own and represent aligns their interests with shareholders' more than the current board, an important fact given we believe decisions to spend wastefully are more easily made when one has less "skin in the game." We are unable to gauge just how extensive the prior Board's and management's spends have been due to their refusal to provide this information but we believe they have spent too much.

#### A Team We Should Not Trust

ASUR's incumbent board continues to reward a management team that misses its forecasts. In fact the board repriced options twice, first in September 2005 to \$1.42 share, then in August 2006 to \$0.385/share.

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Moreover, ASUR recently refused to provide information we believe shareholders have a right to know:

- \* how much they spent in the failed go-private proxy contest;
- \* how much compensation has been paid to Chairman Richard Snyder's son, Jeremy;
- \* how much has been spent on executives and employees related to visits to the prestigious "Cooper Clinic;"
- \* the final vote tallies regarding the go-private vote. ASUR board member Mazzuchelli has claimed that our reported numbers are inaccurate, even though we received them from the same firm which provides ASUR with their non-objecting beneficial holder vote information (which represents more than 90% of all ASUR shares

outstanding). Despite this claim, they refused to share the vote tally; and

\* on June 18, they failed to allow questions to be asked on the earnings call. They were informed of this immediately but have done nothing to rectify this.

Mr. Snyder and our incumbent Board personally pat ASUR on the back for upholding "the highest corporate governance standards" in ASUR's June 18 press release. However, shareholders should note:

1. the board elected non-independent Nancy Harris to replace resigning independent director Kathleen Cote
2. Mr. Snyder resigned as CEO but remained executive chairman
3. ASUR refused to provide transparency regarding important company information which shareholders requested
4. the incumbent Board has allowed the payment of consulting fees to a director without shareholder approval and without detailed disclosure (other than the amounts paid)
5. ASUR refused to respond to shareholders inability to ask questions on an earnings call despite being informed of this immediately and repeatedly, let alone correcting this and opening a new call.

It appears ASUR does not want shareholders asking them tough questions.

#### WHAT RED OAK WANTS

Red Oak believes that the Company has value and that a Board comprised of our slate of vested, experienced Directors is more capable of creating shareholder value. We also believe costs need to be adjusted now, and not when another \$10 million has been burned through wasteful spending. The first step in this is to NOT re-appoint Ernst & Young as ASUR's independent auditors because we believe ASUR has paid more than it should have already in audit fees and that accepting them as auditors supports the types of spending decisions which have contributed to ASUR's 90% price decline since ASUR's Chairman Richard Snyder first "added value" by joining the Board.

Red Oak met and spoke with certain members of senior management and the Board of the Company several times during 2009. During those discussions we made recommendations on ways for ASUR to enhance shareholder value. Red Oak would hold only two board seats if its slate is elected and could not control the board, but would recommend to the Board a review of:

- \* all company expenses and costs across all employees, by location and product (Netsimplicity vs. iEmployee)
- \* all costs not related directly to Netsimplicity and iEmployee products, i.e. public costs
- \* all legal liability related to the \$3million liability and suit ASUR has disclosed
- \* the \$5 million lease obligation and structure for ASUR's 50% equity ownership in the building
- \* ability to use tax loss carryforwards per rule 382 IRS calculation
- \* all costs related to legal providers

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- \* all costs related to ASUR's audit
- \* all costs related to added employee benefits, inclusive of Cooper Clinic costs, etc
- \* all severance and change of control packages and liabilities
- \* the D&O policy for purposes of drastically reducing it
- \* all consulting fees and agreements related to insiders or board members
- \* consideration to implement a reverse split to regain NASDAQ compliance

\* consideration to implement a share repurchase program of \$5 million

Red Oak previously expressed these goals in its opposition to the go-private scheme and would expect this review to produce material reductions in headcount, compensation, insurance costs, and provider costs, and has expressed all of this directly to ASUR's management without response from them.

#### BACKGROUND OF THIS SOLICITATION

On April 17, 2009, Red Oak sent a letter to one of the Company's directors expressing concern about the Company's proposal to end its public reporting status and what Red Oak viewed as excessive costs, and stating an intent to nominate a slate of directors at the next annual meeting, and asked this director to discuss the letter with the other directors. On April 22, Mr. Snyder telephoned Red Oak and an informal meeting was arranged for April 27 in Dallas. Only two of ASUR's directors attended and both ASUR's CEO and CFO showed up at least one hour late. At the April 27 meeting, Red Oak asked questions about the Company's expenditures, questioned the level of spending on items such as audit and legal fees, and questioned the proposed savings from the proposal to "go private." The April 27 meeting was attended by three other holders of company stock, but those holders were not asked to join Red Oak in this solicitation.

All three proposals related to the "going private plan" were rejected by shareholders. The information available to Red Oak indicates the negative vote was at least 52%. On June 1st the Company canceled its Special Meeting set for June 2, 2009 and announced that it would hold its Annual Meeting on July 30. From June 3 to June 13, Mr. Sandberg, with help from ASUR stockholder James Gladney, tried without success to set up a meeting with the incumbent board.

On June 18, ASUR held its earnings call. No questions were asked on the call. On June 19, Mr. Sandberg asked why shareholders were not allowed to ask questions on the June 18 earnings call and informed ASUR that Red Oak knew of at least six individuals who tried and were unable to ask questions (only one of which was affiliated with Red Oak). Finally, on June 22 Mr Sandberg wrote an email to ASUR director Lou Mazzuchelli asking why shareholders had not been permitted to ask questions on the June 18 call. No one at ASUR responded to this communication.

On June 29, Red Oak issued a press release asking ASUR to re-initiate a call where Red Oak would agree to refrain from asking questions if shareholders were permitted to ask questions, as they had done on previous earnings calls. Red Oak's press release also requested disclosure of information it believes shareholders had a right to know, such as amounts of shareholder monies paid to Chairman Snyder's son or on executives' visits to the "prestigious" Cooper Clinic, as well as further detail on why the June 2 special meeting was canceled, what the final voting results were, and how much shareholder money was spent on the failed Go-Private effort. No one at ASUR responded to this communication. After ASUR issued its public attack on Red Oak on June 30 (detailed below in "Lawsuit Filed By ASUR") and then filed a suit against Red Oak's group and 12 other individuals (also detailed below in "Lawsuit Filed By ASUR"), Red Oak issued a press release on July 7 rejecting ASUR's claims and openly challenging ASUR to disclose the requested information, noting that it does not "relate to information ASUR would need to withhold from its competition."

#### Lawsuit Filed by ASUR

After Red Oak made public its attempts to obtain information, ASUR issued a press release on June 30 attacking Red Oak and alleging an attempt to take over ASUR was in progress. On July 1, ASUR announced it had filed litigation in federal court in Austin, Texas alleging Red Oak and others of securities law violations. In this lawsuit, ASUR claims Red Oak and others have "conspired... to thwart Forgent's efforts to go private; to effect a hostile takeover of Forgent; to replace Forgent's Board of Directors (the "Board") and to liquidate all of Forgent's assets for their own immediate short-term gain." ASUR claims that the other members of this "conspiracy" are James Gladney, Robert Graham, Antoine Tristani, Pat Goepel, Fenil Shah, Sarla Software LLC, Chimanlal Shah, Falguni Shah, Ruchir Shah, Snehal Shah, Vibha Shah and Ushma Shah. Red Oak denies that such parties constitute a "group" with it under federal securities laws and denies any "conspiracy" or scheme to liquidate the ASUR assets, noting that when ASUR first suggested such a goal on Red Oak's part, and Red Oak denied it, as even ASUR's complaint admits. ASUR also alleges that Red Oak and

others constitute a "group" because others made comments similar to those expressed by Red Oak in opposition to ASUR's go-private scheme and because Mr. Gladney assisted in contacting ASUR's director Lou Mazzuchelli. While Red Oak has discussed ASUR's poor performance with others, and has asked Mr. Gladney to pass information along to ASUR Director Lou Mazzuchelli (who Mr. Gladney was assisting in a job search and who agreed to pass such information along), it has made its own decisions at all relevant times and not coordinated them with the others ASUR is attacking. Red Oak finds its unremarkable that elements of Red Oak's public statements in press releases were repeated by others, because Red Oak believes many other shareholders agree with those opinions. In fact, Red Oak did not even advise all of its nominees who the other nominees were before it announced its slate, and has no commitments from or understandings with its nominees about how they will vote if elected. Red Oak regards the expenses of this litigation as another indication of how far the incumbent board will go in using shareholders' money to entrench itself. Red Oak denies that it has violated securities laws, and points out that if its entire slate of nominees is elected, it will hold only two board seats, because its nominees are independent of Red Oak. Red Oak will vigorously defend ASUR's lawsuit, which we regard as an attempt to silence criticism of the Board.

Although Red Oak denies that it formed a "group" or sought to sell ASUR as an "asset play," on July 13 Red Oak sent ASUR a letter designed to assure the Board and management there is and never was any goal to liquidate the Company. Red Oak offered to refrain from additional share purchases, not to propose a liquidation, and for a period of three years, if a liquidation is proposed by others, to vote its shares in the same manner as a majority of the shares held by others are voted. Since Red Oak denies it ever had an intent to treat ASUR as an "asset play" it is willing to make such an agreement if the management will stop spending stockholder money to prevent something Red Oak does not want to do. Red Oak continues to believe that a new board, aligned with stockholders by share ownership and not controlled by Red Oak or anyone else, is in stockholders' best interest.

#### PARTICIPANTS

The following may be deemed, under SEC rules, to be participants in this solicitation of proxies from the Company's stockholders in connection with the upcoming election of the Company's Board of Directors: Red Oak Partners, LLC, The Red Oak Fund, L.P., Pinnacle Fund, LLLP, Pinnacle Partners LLC, Bear Market Opportunity Fund, L.P. and David Sandberg and each of the Red Oak nominees. The business addresses and ownership of Company securities with respect to each of the participants is provided in Exhibit A hereto. Transactions in Company securities by the participants are described on Exhibit B hereto. Other than as set forth in this Proxy Statement, including the exhibits hereto, none of the participants have any substantial interest, direct or indirect, in the matters to be voted on at the Annual Meeting.

Although Red Oak asked Mr. James Gladney, Mr. Fenil Shah and other stockholders to serve as or to suggest nominees, Red Oak made its own decisions about whom to nominate and did not accept all the recommendations made or nominate everyone it contacted. Accordingly, Red Oak does not regard Mr. Shah or Mr. Gladney as a participant in its solicitation although Red Oak considers its nominees to be participants because they have agreed to be nominated. Red Oak points out that no nominee has, as yet, agreed to vote for all other nominees and Red Oak did not seek or obtain the comments of any nominee, or any other party named in ASUR's lawsuit, on any portion of these proxy materials except such nominee's personal information.

#### VOTING INFORMATION AND PROCEDURES

##### Who Can Vote at the Annual Meeting

The record date for determining stockholders entitled to notice of and to vote at the Annual Meeting is July 10, 2009 (the "Record Date"). Stockholders of the Company as of the Record Date are entitled to one vote at the Annual Meeting for each share of common stock of the Company, \$0.01 par value per share (the "Common Stock"), held on the Record Date. The Company stated [in its proxy statement] [on April 19] that it had [\_\_\_\_\_] shares of Common Stock issued and outstanding as of the Record Date. [Update]

#### How to Vote

You may vote by mail, telephone or Internet.

You may vote by mail by signing your BLUE proxy card and returning it in the enclosed, prepaid and addressed envelope. If you mark your voting instructions on the proxy card, your shares will be voted as you instruct. If you sign and return a BLUE proxy card but do not make any specific choices, your shares will be voted FOR the election of the Red Oak nominees and AGAINST the ratification of Ernst & Young as auditors. You may also vote by telephone or Internet by following the instructions on your BLUE proxy card.

You may vote in person at the meeting.

We will ask the Company to pass out written ballots to anyone who wants to vote at the meeting. If you hold your shares in street name, you must request a legal proxy from your stockbroker in order to vote at the meeting. Holding shares in "street name" means your shares of stock are held in an account by your stockbroker, bank, or other nominee, and the stock certificates and record ownership are not in your name. If your shares are held in "street name" and you wish to attend the Annual Meeting, you must notify your broker, bank, or other nominee and obtain the proper documentation to vote your shares at the Annual Meeting.

If any of your shares are held in the name of a brokerage firm, bank, bank nominee or other institution on the record date, only that entity can vote your shares and only upon its receipt of your specific instructions. Accordingly, please contact the person responsible for your account at such entity and instruct that person to execute and return our proxy card on your behalf indicating a vote FOR our Nominees in Proposal 1 and AGAINST ratification of the appointment of Ernst & Young as ASUR's independent auditor in Proposal 2. You should also sign, date and mail the voting instruction form your broker or banker sends you when you receive it (or, if applicable, vote by following the instructions supplied to you by your bank or brokerage firm, including voting by telephone or via the Internet). Please do this for each account you maintain to ensure that all of your shares are voted.

A large number of banks and brokerage firms are participating in a program that allows eligible stockholders to vote by telephone or via the Internet. If your bank or brokerage firm is participating in the telephone voting program or Internet voting program, then such bank or brokerage firm will provide you with instructions for voting by telephone or the Internet on the voting form. Telephone and Internet voting procedures, if available through your bank or brokerage firm, are designed to authenticate your identity to allow you to give your voting instructions and to confirm that your instructions have been properly recorded to vote FOR our Nominees in Proposal 1 and AGAINST ratification of the appointment of Ernst & Young as ASUR's independent auditor in Proposal 2. Stockholders voting via the Internet should understand that there might be costs that they must bear associated with electronic access, such as usage charges from Internet access providers and telephone companies. If your bank or brokerage firm does not provide you with a voting form, but you instead receive our proxy card, you should mark the proxy card to indicate a vote FOR our Nominees in Proposal 1 and AGAINST ratification of the appointment of Ernst & Young as ASUR's independent auditor in Proposal 2, date it and sign it, and return it in the provided envelope.

#### Revocability of Proxies

Any proxy may be revoked by you at any time prior to the time a vote is taken by delivering to the Secretary of the Company a notice of revocation bearing a later date, by delivering a duly executed proxy bearing a later date or by attending the Annual Meeting and voting in person.

Holdings who used Internet or telephone voting procedures can follow the revocation procedures specified on the Internet voting site or via the telephone voting program. Holders whose shares are held through a broker in "street name" can instruct the broker to change or revoke any instructions previously given for voting their shares. Holders who wish assistance in

contacting the Company or their broker can contact MacKenzie Partners, Inc. ("MacKenzie Partners") at (800) 322-2885 (toll free) or (212) 929-5500 (collect).

Only holders of record as of the close of business on the Record Date will be entitled to vote at the Annual Meeting. If you were a stockholder of record on the Record Date, you will retain your voting rights for the Annual Meeting even if you sell your shares after the Record Date. Accordingly, it is important that you vote the shares held by you on the Record Date, or grant a proxy to vote such shares, even if you sell such shares after the Record Date.

ALTHOUGH YOU MAY VOTE MORE THAN ONCE, ONLY ONE PROXY WILL BE COUNTED AT THE ANNUAL MEETING, AND THAT WILL BE YOUR LATEST-DATED, VALIDLY EXECUTED PROXY.

#### Quorum Requirement

The presence, in person or by proxy, of a majority of the shares of Common Stock outstanding entitled to vote as of the Record Date at the Annual Meeting must be present to constitute a quorum. If you return valid proxy instructions or attend the meeting in person, your shares will be counted for purposes of determining whether there is a quorum, even if you abstain from voting or withhold your votes. Broker non-votes also will be counted for purposes for determining the existence of a quorum. A broker non-vote occurs when a broker, bank or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the broker, bank or other nominee does not have discretionary voting power with respect to that item and has not received voting instructions from the beneficial owner.

#### Required Vote

With respect to Proposal 1 and assuming a quorum is present, the six nominees, whether nominated by management or Red Oak, receiving the highest number of votes will be elected as directors. Stockholders do not have the right to cumulate votes and must either vote in favor or withhold voting for nominees. Broker non-votes will have no effect on the outcome of Proposal 1.

With respect to Proposal 2 and assuming a quorum is present, ratification of ASUR's appointment of Ernst & Young LLP as the Company's independent auditors requires approval by a majority of votes present in person or by proxy at the Annual Meeting. Abstentions may be specified and will count as a vote against Proposal 2. Broker non-votes will be not be deemed to count either for or against Proposal 2.

#### Appraisal Rights

The Company's stockholders have no appraisal rights under Delaware General Corporation Law in connection with the Annual Meeting.

#### Solicitation

The entire expense of preparing and mailing this Proxy Statement and any other soliciting material and the total expenditures relating to the solicitation of proxies (including, without limitation, costs, if any, related to advertising, printing, fees of attorneys, financial advisors, solicitors, accountants, public relations, transportation and litigation) will be borne by Red Oak. In addition to the use of the mails, proxies may be solicited by Red Oak Partners, LLC, other Participants and/or their employees by telephone, telegram, and personal solicitation, for which no additional compensation will be paid to those persons engaged in such solicitation. Red Oak has also retained MacKenzie Partners as information agent.

Red Oak estimates that its total expenditures relating to the solicitation of proxies will be approximately \$[\_\_\_\_\_] (including, without limitation, costs, if any, related to advertising, printing, fees of attorneys, accountants, public relations, transportation, and litigation). Total cash expenditures to date relating to this solicitation have been approximately \$[\_\_\_\_\_].

Red Oak currently intends to seek reimbursement from the Company for its actual

expenses in connection with this solicitation and will consider seeking reimbursement for its expenses in opposing the go-private proposals.

#### ADDITIONAL INFORMATION ABOUT PARTICIPANTS

None of Red Oak's nominees is employed by the Company. All of Red Oak's nominees are citizens of the United States. All the Red Oak nominees satisfy the independence requirements of Item 407 of Regulation S-K and all but Mr. Vogel meet the Item 407 criteria for serving as an audit committee financial expert either by having actively supervised a principal financial officer or by experience in assessing and evaluating financial statements of public companies.

None of Red Oak, any of the persons participating in this proxy solicitation on behalf of Red Oak or any of its nominees within the past five years (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); (ii) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting activities subject to, federal or state securities laws, or finding any violation with respect to such laws; (iii) was a party to a civil proceeding which ultimately mandated activities that were subject to federal securities laws.

Except as set forth in this proxy statement or in the annexes hereto, none of Red Oak, any of the persons participating in this proxy solicitation on behalf of Red Oak, the Red Oak nominees or, with respect to items (i), (vii) and (viii) of this paragraph, any associate (within the meaning of Rule 14a-1 of the Securities Exchange Act of 1934) of the foregoing persons (i) owns beneficially, directly or indirectly, any securities of the Company, (ii) owns beneficially, directly or indirectly, any securities of any parent or subsidiary of the Company, (iii) owns any securities of the Company of record but not beneficially, (iv) has purchased or sold any securities of the Company within the past two years, (v) has incurred indebtedness for the purpose of acquiring or holding securities of the Company, (vi) is or has within the past year been a party to any contract, arrangement or understanding with respect to any securities of the Company, (vii) since the beginning of the Company's last fiscal year has been indebted to the Company or any of its subsidiaries in excess of \$120,000 or (viii) has any arrangement or understanding with respect to future employment by the Company or with respect to any future transactions to which the Company or any of its affiliates will or may be a party. In addition, except as set forth in this proxy statement or in the annexes hereto, none of Red Oak, any of the persons participating in this proxy solicitation on behalf of Red Oak, the Red Oak nominees and any associates of the foregoing persons, has had or is to have a direct or indirect material interest in any transaction or proposed transaction with the Company in which the amount involved exceeds \$120,000, since the beginning of the Company's last fiscal year.

Except as set forth in this proxy statement or in the annexes hereto, none of the Red Oak nominees, since the beginning of the Company's last fiscal year, has been affiliated with (i) any entity that made or received, or during the Company's current fiscal year proposes to make or receive, payments to or from the Company or its subsidiaries for property or services in excess of five percent of either the Company's or such entity's consolidated gross revenues for its last full fiscal year, or (ii) any entity to which the Company or its subsidiaries were indebted at the end of the Company's last full fiscal year in an aggregate amount exceeding five percent of the Company's total consolidated assets at the end of such year. None of the Red Oak nominees is, or during the Company's last fiscal year has been, affiliated with any law or investment banking firm that has performed or proposes to perform services for the Company.

Except as set forth in this proxy statement, none of the corporations or organizations in which the Red Oak nominees have conducted their principal occupation or employment was a parent, subsidiary or other affiliate of the Company, and the Red Oak nominees do not hold any position or office with the Company or have any family relationship with any executive officer or director of the Company or have been involved in any proceedings, legal or otherwise, of the type required to be disclosed by the rules governing this solicitation.

We have no reason to believe that any of the Red Oak nominees will be disqualified or unwilling or unable to serve if elected. Red Oak reserves the right to nominate substitute persons if the Company makes or announces any

changes to its bylaws or takes or announces any other action that has, or if consummated would have, the effect of disqualifying any of the Red Oak nominees. In addition, if any additional directorships are to be voted upon at the Annual Meeting, Red Oak reserves the right to nominate additional persons to fill the added positions. In such case, shares represented by proxies given to us will be voted for any substitute or additional nominees of Red Oak.

#### Section 16(a) Beneficial Ownership Reporting Compliance

No Red Oak nominee has failed to file any reports related to ASUR that are required by Section 16(a) of the Securities Exchange Act of 1934, as amended.

#### ADDITIONAL INFORMATION

In reliance upon Rule 14a-5(c) of the Securities Exchange Act of 1934, reference is made to the Company's [Preliminary Proxy Statement dated July 2, 2009,] which can be found in the Company's public filings with the SEC. Stockholders may read this filing for a full description of management's director nominees, the securities ownership of the Board members in the Company, and additional information about the Company's officers and directors, including compensation information. Also included in the Company's proxy statement is the date by which shareholder proposals intended to be submitted at the Company's 2010 annual meeting must be received by the Company for inclusion in the Company's proxy statement and form of proxy for that meeting and information regarding the various committees of the Company's Board and other corporate governance matters.

#### Where You Can Find More Information

The Company files annual, quarterly and special reports, proxy statements, and other information with the SEC. You may read and copy any reports, statements, or other information the Company files with the SEC at the SEC's public reference room at Station Place, 100 F Street, N.E., Washington D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. These SEC filings are also available to the public from commercial document retrieval services and at the Internet World Wide Web site maintained by the SEC at <http://www.sec.gov> by selecting "Search" at the top right and then typing "forgent" into the box asking for the Company Name.

#### OTHER MATTERS

As of the date of this proxy statement, we are not aware of any other matter that will be presented for consideration at the Annual Meeting. However, we do not set the agenda, and the Company may submit additional matters.

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Even if you have already returned a proxy card to management, you have every right to revoke your earlier vote by signing, dating and mailing a BLUE proxy card today.

REMEMBER . . . ONLY YOUR LATEST DATED PROXY COUNTS.

LET'S MAKE THE STOCKHOLDERS A PRIORITY AT ASUR.  
SUPPORT OUR EFFORTS TO ENHANCE SHAREHOLDER VALUE.  
VOTE THE BLUE PROXY CARD TODAY!

YOUR VOTE IS IMPORTANT-PLEASE CALL IF YOU HAVE QUESTIONS

We have retained MacKenzie Partners to act as information agent in connection with this proxy solicitation. If you have any questions or require any assistance, including regarding online access to Red Oak's proxy materials, please contact MacKenzie Partners, at the following address and telephone number:

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If you have any questions, require assistance in voting your shares, or need additional copies of Red Oak's proxy materials, please call MacKenzie Partners at the phone numbers or email address listed below.

MacKenzie Partners, Inc. LOGO

105 Madison Avenue  
New York, NY 10016  
proxy@mackenziepartners.com  
(212) 929-5500 (call collect)  
Or  
TOLL-FREE (800) 322-2885

Shareholders may also obtain copies of Red Oak's proxy materials at [www.ourmaterials.com/pinnaclefund]

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IT IS IMPORTANT THAT YOU RETURN YOUR PROXY PROMPTLY. PLEASE SIGN AND DATE THE ACCOMPANYING BLUE PROXY CARD AFTER INDICATING A VOTE FOR OUR NOMINEES IN PROPOSAL 1 AND AGAINST RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG AS ASUR'S INDEPENDENT AUDITOR IN PROPOSAL AND PROMPTLY RETURN USING THE ENCLOSED POSTAGE-PAID ENVELOPE.

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EXHIBIT A

INFORMATION ABOUT THE PARTICIPANTS  
IN THIS SOLICITATION OF PROXIES

NAME AND ADDRESS (1)	NUMBER OF SHARES OWNED	NUMBER OF SHARES OWNED	PERCENT OF BENEFICIALLY OWNED (2)
Red Oak Partners, LLC	0	3,201,523	10.29%
Red Oak Fund, LP	1,120,857	1,120,857	3.60%
Pinnacle Partners, LLC 32065 Castle Court Suite 100 Evergreen, CO 80439	0	1,553,997	4.99%
Pinnacle Fund, LLLP 32065 Castle Court Suite 100 Evergreen, CO 80439	1,553,997	1,553,997	4.99%
Bear Market Opportunity Fund, LP 112 East Pecan Street Suite 806 San Antonio, TX 78205	526,669	526,669	1.69%
Cornelius Ferris 59 Presidential Drive Southborough, MA 01772	0	0	0.00%
Pat Goepel 16 Abbottswood Drive Sudbury, Massachusetts 01776	121,837	121,837	0.39%
Robert (Bob) Graham 400 Panamint Road			

Reno, Nevada 89521 82,076 960,698 3.09%

David Sandberg  
654 Broadway, Suite 5  
New York, New York 10012 0 3,201,523 10.29%

Adrian Pertierra  
654 Broadway, Suite 5  
New York, New York 10012 0 3,201,523 10.29%

Jeffrey Vogel  
319 Blackstone Blvd.  
Providence, Rhode Island 02906 60,000 60,000 0.19%

(1) \* The business address for each Red Oak participant is:

654 Broadway, Suite 5, New York, New York 10012

(2) Based on 31,114,915 shares of common stock of Forgent Networks, Inc. outstanding at June 12, 2009, as reported in Forgent Networks, Inc.'s Quarterly Report on Form 10-Q for the quarter ended April 30, 2009 filed with the Securities and Exchange Commission on June 15, 2009.

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#### EXHIBIT B

#### TRANSACTIONS WITHIN THE PAST TWO YEARS BY THE PARTICIPANTS IN THIS SOLICITATION OF PROXIES

Red Oak and its Affiliates have made the following purchases and sales of the Company's securities in the past two years:

Date	# of Shares	Price Bought/(Sold)	Purchaser
10/28/2008	0.173	32,300.00	Pinnacle
10/29/2008	0.180	19,291.00	Red Oak
10/30/2008	0.180	3,044.00	Red Oak
10/31/2008	0.180	51,600.00	Pinnacle
10/31/2008	0.180	51,600.00	Red Oak
11/3/2008	0.200	12,000.00	Pinnacle
11/5/2008	0.240	14,000.00	Pinnacle
11/5/2008	0.240	14,000.00	Red Oak
11/6/2008	0.220	8,050.00	Pinnacle
11/6/2008	0.220	8,050.00	Red Oak
11/7/2008	0.200	21,900.00	Pinnacle
11/7/2008	0.200	21,900.00	Red Oak
11/10/2008	0.210	30,000.00	Pinnacle
11/10/2008	0.210	30,000.00	Red Oak
11/11/2008	0.210	27,500.00	Pinnacle
11/11/2008	0.210	27,500.00	Red Oak
11/12/2008	0.210	9,051.00	Pinnacle
11/12/2008	0.210	9,049.00	Red Oak
11/13/2008	0.200	32,493.00	Pinnacle
11/13/2008	0.200	16,000.00	Red Oak
11/14/2008	0.229	5,200.00	Red Oak
11/17/2008	0.200	100	Pinnacle
11/18/2008	0.227	38,254.00	Pinnacle
11/18/2008	0.227	38,256.00	Red Oak
11/19/2008	0.205	5,500.00	Pinnacle
11/19/2008	0.205	5,500.00	Red Oak
11/20/2008	0.205	20,791.00	Pinnacle
11/20/2008	0.205	40,000.00	Red Oak
11/21/2008	0.214	10,338.00	Pinnacle
11/21/2008	0.214	10,339.00	Red Oak
11/24/2008	0.200	800	Pinnacle
12/2/2008	0.200	5,000.00	Red Oak
12/3/2008	0.197	10,002.00	Pinnacle
12/3/2008	0.197	10,002.00	Red Oak
12/4/2008	0.189	18,774.00	Pinnacle

12/4/2008 0.189 18,774.00 Red Oak  
12/5/2008 0.205 4,950.00 Pinnacle  
12/5/2008 0.205 4,950.00 Red Oak  
12/12/2008 0.216 12,710.00 Pinnacle  
12/12/2008 0.216 12,710.00 Red Oak  
12/15/2008 0.206 18,524.00 Pinnacle  
12/15/2008 0.206 18,525.00 Red Oak  
12/17/2008 0.210 35,100.00 Pinnacle  
12/17/2008 0.210 35,100.00 Red Oak  
12/18/2008 0.210 7,900.00 Pinnacle  
12/18/2008 0.210 7,900.00 Red Oak  
12/19/2008 0.210 15,600.00 Pinnacle  
12/19/2008 0.210 15,600.00 Red Oak  
12/22/2008 0.203 4,300.00 Pinnacle  
12/22/2008 0.203 4,300.00 Red Oak  
12/23/2008 0.203 16,700.00 Pinnacle  
12/23/2008 0.203 16,700.00 Red Oak  
12/26/2008 0.188 25,650.00 Pinnacle  
12/26/2008 0.188 25,650.00 Red Oak  
12/29/2008 0.167 67,900.00 Pinnacle  
12/29/2008 0.167 67,900.00 Red Oak  
12/30/2008 0.162 31,569.00 Pinnacle

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12/30/2008 0.162 31,569.00 Red Oak  
12/31/2008 0.174 7,000.00 Pinnacle  
12/31/2008 0.174 7,000.00 Red Oak  
2/2/2009 0.200 175,997.00 Pinnacle  
2/2/2009 0.200 143,998.00 Red Oak  
2/3/2009 0.190 45,533.00 Red Oak  
2/9/2009 0.165 400 Bear  
2/10/2009 0.170 1,777.00 Bear  
2/11/2009 0.170 285,300.00 Bear  
2/12/2009 0.180 23,609.00 Bear  
2/19/2009 0.154 80,178.00 Bear  
2/27/2009 0.141 114,405.00 Pinnacle  
2/27/2009 0.141 114,405.00 Bear  
3/2/2009 0.140 700 Bear  
3/3/2009 0.135 8,450.00 Pinnacle  
3/3/2009 0.135 8,450.00 Bear  
3/4/2009 0.138 4,600.00 Pinnacle  
3/5/2009 0.135 11,850.00 Pinnacle  
3/5/2009 0.135 11,850.00 Bear  
3/6/2009 0.139 12,500.00 Pinnacle  
3/6/2009 0.139 12,500.00 Red Oak  
3/9/2009 0.130 2,300.00 Pinnacle  
3/10/2009 0.130 5,144.00 Red Oak  
3/11/2009 0.140 1,900.00 Pinnacle  
3/16/2009 0.115 23,592.00 Pinnacle  
3/16/2009 0.115 23,593.00 Red Oak  
5/19/2009 0.180 10,031.00 Pinnacle  
5/20/2009 0.180 40,248.00 Pinnacle  
5/21/2009 0.180 16,000.00 Pinnacle  
6/3/2009 0.180 32,900.00 Pinnacle  
6/4/2009 0.180 39,200.00 Red Oak  
6/9/2009 0.198 4,965.00 Pinnacle  
6/10/2009 0.199 6,856.00 Pinnacle  
6/11/2009 0.200 2,000.00 Pinnacle  
6/12/2009 0.230 300 Pinnacle  
6/15/2009 0.221 5,965.00 Pinnacle  
6/16/2009 0.229 112,200.00 Pinnacle  
6/17/2009 0.230 108,700.00 Pinnacle  
6/18/2009 0.239 215,572.00 Pinnacle  
6/18/2009 0.239 215,572.00 Red Oak  
6/19/2009 0.235 7,900.00 Pinnacle  
6/19/2009 0.235 7,900.00 Red Oak  
6/22/2009 0.248 12,217.00 Pinnacle  
6/22/2009 0.248 12,217.00 Red Oak  
6/23/2009 0.250 2,683.00 Pinnacle

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6/23/2009	0.250	2,683.00	Red Oak
6/26/2009	0.250	11,060.00	Pinnacle
6/26/2009	0.250	11,061.00	Red Oak
6/29/2009	0.260	8,450.00	Pinnacle
6/30/2009	0.260	9,000.00	Pinnacle
6/30/2009	0.260	20,047.00	Red Oak

# of Shares			
Date	Bought/(Sold)		Purchaser
10/5/2007	(1)	86,981	Pat Goepel
6/18/2009		34,856	Pat Goepel

# of Shares			
Date	Bought/(Sold)		Purchaser
2/17/2009		5,000	JEFFREY VOGEL
3/13/2009		20,000	JEFFREY VOGEL
6/8/2009		1,300	JEFFREY VOGEL
6/15/2009		33,700	JEFFREY VOGEL

# of Shares			
Date	Bought/(Sold)		Purchaser
10/5/2007	(1)	878,622	Global Accelerator
10/5/2007	(1)	82,076	Bob Graham

(1) shares were acquired through the exchange of iEmployee shares for ASUR shares upon the completion the acquisition of iSarla Inc. by ASUR on October 5, 2007.

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#### EXHIBIT C

#### BENEFICIAL OWNERSHIP OF COMMON STOCK

The following table sets forth information regarding the beneficial ownership of ASUR's Common Stock by each person or group known to own more than five percent of the outstanding shares of ASUR's Common Stock, each of the Company's executive officers named in the Summary Compensation Table of ASUR's proxy statement, each of the Company's directors, and all of its directors and executive officers as a group. [consider incorporating from Company proxy?]

The information for the five percent owners is derived from ASUR's Schedule 14A filed on [\_\_\_\_\_], 2009, and Schedules 13G and 13D filed with the SEC.

Shares of Common Stock Beneficially Owned and Percentage of Outstanding Shares as of 06/30/09			
Name	Number	Percent	
Fenil Shah Group	2,111,864	6.8%	(1)
Red Oak Partners, LLC	3,201,523	10.29%	(2)

(1) percentages based on the 31,111,278 shares of Common Stock reported to be

outstanding by the Issuer as of March 11, 2009, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended January 31, 2009 filed with the Securities and Exchange Commission on March 13, 2009.

(2) percentage based on 31,114,915 shares of common stock of Forgent Networks, Inc. outstanding at June 12, 2009, as reported in Forgent Networks, Inc.'s Quarterly Report on Form 10-Q for the quarter ended April 30, 2009 filed with the Securities and Exchange Commission on June 15, 2009.

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PRELIMINARY COPY-SUBJECT TO COMPLETION

PROXY

THIS PROXY IS SOLICITED BY RED OAK/PINNACLE, ("RED OAK") AND BY THE BOARD OF DIRECTORS OF FORGENT NETWORKS, INC.

ANNUAL MEETING OF STOCKHOLDERS FOR FISCAL 2008

The undersigned stockholder of Forgent Networks, Inc. hereby appoints [\_\_\_\_\_] and [\_\_\_\_\_], and each or any of them with full power of substitution, as Proxy for the undersigned to vote all shares of common stock, par value \$0.01, of Forgent Networks, Inc. (the "Company"), which the undersigned is entitled to vote at the Annual Meeting of Stockholders to be held on July 30, 2009, or any adjournment(s) or postponement(s) thereof (the "Annual Meeting").

The undersigned hereby revokes any other proxy or proxies heretofore given to vote or act with respect to the shares of common stock of the Company held by the undersigned. If properly executed, this proxy will be voted as directed on the reverse side. If no direction is given, this proxy will be voted FOR the Red Oak nominees and AGAINST Proposal 2, the ratification of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2009, and in the discretion of the proxies as to any other matter which may properly come before the Annual Meeting or any adjournment(s) or postponement(s) thereof.

IMPORTANT: PLEASE SIGN AND DATE ON THE REVERSE SIDE AND RETURN THIS [BLUE] PROXY CARD USING THE ENCLOSED POSTAGE-PAID ENVELOPE

You may also vote your shares electronically through the Internet or by telephone up until 11:59 P.M. Central Standard Time the day before the Annual Meeting date. If you choose to vote through the Internet or by telephone, there is no need to return the enclosed [Blue] proxy card.

To Vote by Internet

\* Log on to the Internet and go to the web site [[http://www.\\_\\_\\_\\_\\_](http://www._____)]

\* Have the enclosed [Blue] proxy card on hand when you access the web site and you will be prompted to enter your 12-digit Control Number, which is located below, to obtain your records and to create an electronic voting instruction form.

To Vote by Telephone

\* Use any touch-tone telephone to dial [1-8\_\_-\_\_\_\_-\_\_\_\_\_].

\* Have the enclosed [Blue] proxy card on hand when you call, and you will be prompted to enter your 12-digit Control Number, which is located below, to vote. Follow the instructions that the Vote Voice provides you.

WE URGE YOU TO VOTE FOR OUR DIRECTORS AND AGAINST PROPOSAL 2.

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Red Oak recommends a Vote FOR Proposal 1 and AGAINST Proposal 2.

1. Proposal to elect the Red Oak Nominees to the Board of Directors

CORNELIUS (NEIL) FERRIS [ ] FOR [ ] WITHHOLD  
BOB GRAHAM [ ] FOR [ ] WITHHOLD  
PAT GOEPEL [ ] FOR [ ] WITHHOLD  
ADRIAN PERTIERRA [ ] FOR [ ] WITHHOLD  
DAVID SANDBERG [ ] FOR [ ] WITHHOLD  
JEFFREY VOGEL [ ] FOR [ ] WITHHOLD

2. The ratification of Ernst & Young LLP as Forgent Networks, Inc.'s independent registered public accounting firm for the fiscal year ending July 31, 2009.

[ ] FOR [ ] AGAINST [ ] ABSTAIN

3. The proxies are authorized to vote in their discretion upon such other business as may properly come before the meeting or any adjournment(s) or postponement(s) thereof.

Dated: , 2009

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature (if held jointly)

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Please date this proxy, sign exactly as your name(s) appears hereon and return this proxy promptly using the enclosed envelope. Where stock is owned by more than one person, all owners should sign the proxy. When signing as attorney, executor, trustee or guardian, please give your full title. If there is more than one trustee, all should sign. If a corporation, please sign in full corporate name by the president or other authorized officer. If a partnership, please sign in partnership name by an authorized person.

WE URGE YOU TO VOTE FOR OUR DIRECTORS AND AGAINST PROPOSAL 2.

IN THE UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION

FILED  
2009 JUN 30 PM 4:07  
CLERK US DISTRICT COURT  
WESTERN DISTRICT OF TEXAS  
BY: [INITIALS]

-----  
DEPUTY

FORGENT NETWORKS, INC. ss.  
d/b/a ASURE SOFTWARE, ss.  
 ss.  
Plaintiff, ss.  
 ss. Civil Action No. 09-A09CA 499LY  
V. ss. -----  
 ss.  
 ss.  
 ss.  
DAVID SANDBERG; RED OAK ss.  
PARTNERS, LLC; PINNACLE ss.  
PARTNERS, LLP; THE RED OAK ss.  
FUND, L.P.; PINNACLE FUND, ss.  
LLLP; BEAR MARKET ss.  
OPPORTUNITY FUND, L.P.; JAMES ss.  
GLADNEY; ROBERT GRAHAM; ss.  
ANTOINE TRISTANI; PAT GOEPEL; ss.  
FENIL SHAH; SARLA SOFTWARE ss.  
LLC; CHIMANLAL SHAH; FALGUNI ss.  
SHAH; RUCHIR SHAH; SNEHAL ss.  
SHAH; VIBHA SHAH; USHMA SHAH, ss.  
 ss.  
Defendants. ss.  
 ss.  
 ss.

COMPLAINT FOR VIOLATIONS OF THE FEDERAL SECURITIES LAWS  
-----

Plaintiff Forgent Networks, Inc., d/b/a Asure Software, ("Forgent" or "the Company"), a leading provider of workforce management software and services, by and through its undersigned counsel, alleges upon knowledge as to itself and its own acts and, unless otherwise specifically stated, upon information and belief as to all other matters, states as follows:

1. NATURE OF THE ACTION  
-----

1. Forgent brings this action for declaratory and other injunctive relief. The defendants have formed a group for the common purpose of seeking to control

the direction of the Company, including offering a slate of directors for open positions on the Company's Board of Directors, but contrary to the applicable provisions the Securities Exchange Act of 1934 (the "1934 Act"), failed to disclose the formation of their group as required. As a result, the Company seeks, by this action, to remedy defendants' prior and continuing violations of the federal securities laws.

2. Section 13(d) of the Securities Exchange Act of 1934 (the "1934 Act") requires shareholders who own more than 5% of the stock in any publicly-traded company to disclose to the market certain information about their holdings. That disclosure must be made timely - within 10 days of acquiring 5% of the shares - and it must be made to the issuer of the stock, the exchange on which the shares are traded, and to the U.S. Securities & Exchange Commission (the "SEC"). Further, to prevent groups of investors from secretly coordinating their efforts, section 13(d) requires any persons acting as a "group" for the purpose of acquiring or holding securities of an issuer to make such a disclosure about the group, its stockholdings and its intent. In addition, section 14(a) of the 1934 Act and SEC Rule 14a-9 require that anyone who solicits proxies from other shareholders must provide all material information accurately and completely in the solicitation materials.

3. Defendants in this case have violated, and are continuing to violate, both sections 13(d) and 14(a) of the 1934 Act and SEC Rules 13d-1 and 14a-9, among others. Indeed, led by New York based hedge fund manager Defendant David Sandberg ("Sandberg"), Defendants in this case have conspired (and continue to conspire) to thwart Forgent's efforts to go private; to effect a hostile takeover of Forgent; to replace Forgent's Board of Directors (the "Board"); and to liquidate all of Forgent's assets for their own immediate short-term gain.

But in so doing, Defendants have failed to disclose the nature, extent and intent of their group, as required by the federal securities laws.

4. In this lawsuit Forgent seeks declaratory and permanent injunctive relief that will prevent Defendants from benefiting from their wrongdoing, and that will provide the market with all material information regarding Defendants' interests in Forgent. Such fulsome disclosure will allow Forgent shareholders to evaluate their investments in Forgent and any actions relating to Forgent, including the election of directors. Absent this crucial information, Forgent's shareholders will be irreparably harmed.

## II. JURISDICTION & VENUE

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5. This action arises under sections 13(d), 14(a) and 20(a) of the 1934 Act, 15 U.S.C. ss. 78m(d), ss. 78n(a), ss. 78t(a), and the rules and regulations promulgated thereunder, including Rules 13d-1, 17 C.F.R. ss. 240.13d-1, and 14(a)-9, 17 C.F.R. ss. 240.14a-9.

6. Jurisdiction over the subject matter of this action is based upon 28 U.S.C. 1331, as Forgent's claims arise in part out of the laws of the United States, and pursuant to section 27 of the 1934 Act, 15 U.S.C. ss. 78aa.

7. Venue is proper in this District because Forgent is headquartered in this District and a substantial part of the events or omissions giving rise to Forgent's claims occurred in this District. 28 U.S.C. ss. 1391(a)(2).

8. Declaratory relief is appropriate pursuant to 28 U.S.C. ss. 2201 because an actual controversy exists regarding Defendants' compliance with sections 13(d) and 14(a) of the 1934 Act.

## III. PARTIES

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9. Plaintiff Forgent is a publicly traded company incorporated under the laws of Delaware and headquartered at 108 Wild Basin Road in Austin, Texas. Shares of the common stock of Forgent are traded on the NASDAQ Capital Market System under the symbol "ASUR."

10. Defendant Sandberg is an individual and citizen of New York who serves as the managing member and portfolio manager of Defendant Red Oak Partners, LLC. Defendant Sandberg can be served with process at 654 Broadway, Suite 5, New York, New York 10012.

11. Defendant Red Oak Partners LLC ("Red Oak LLC") is a New York limited liability company. Sandberg is the managing member of Red Oak LLC. Defendant Red Oak LLC can be served with process by serving Defendant Sandberg (see P. 12 above).

12. Defendant Red Oak Fund LP ("Red Oak LP") is a Delaware limited partnership. Sandberg is the managing member of Red Oak LP's general partner, Red Oak LLC. Defendant Red Oak LP can be served with process by serving Defendant Sandberg (see P. 12 above). Alternatively, Red Oak LP may be served with process by delivering a copy of this Complaint and summons to its registered agent, Blumberg Excelsior Corporate Services, 1220 N. Market Street, Suite 806, Wilmington, Delaware 19801.

13. Defendant Pinnacle Partners LLC ("Pinnacle LLC") is a Colorado limited liability company. Sandberg is the managing member of Pinnacle LLC's general partner, Red Oak LLC. Defendant Pinnacle LLC can be served with process by serving Defendant Sandberg (see P. 12 above).



14. Defendant Pinnacle Fund LLLP ("Pinnacle LLLP") is a Colorado limited liability limited partnership. Sandberg is the managing member of Pinnacle LLLP's general partners, Pinnacle LLC and Red Oak LLC. Defendant Pinnacle LLLP can be served with process by serving Defendant Sandberg (see P. 12 above).

15. Defendant Bear Market Opportunity Fund, L.P. ("Bear Market Fund") is a Delaware limited partnership. Sandberg is the managing member of the Bear Market Fund's investment advisor, Red Oak LLC. Defendant Bear Market Fund can be served with process by serving Defendant Sandberg (see P. 12 above). Alternatively, Defendant Bear Market Fund can be served with process via its Registered Agent, The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

16. Defendants Sandberg, Red Oak LLC, Red Oak LP, Pinnacle LLC, Pinnacle LLLP and Bear Market Fund are referred to herein as the "Pinnacle Group Defendants." Sandberg controls the Pinnacle Group Defendants. As of June 23, 2009, the Pinnacle Group Defendants owned 3,112,105 shares of Forgent common stock, or 10% of all outstanding shares.

17. Defendant James Gladney ("Gladney") is a citizen of Rhode Island. Defendant Gladney can be served with process c/o Liberty Capital Partners, One Richmond Square, Providence, Rhode Island 02906.

18. Defendant Robert Graham ("Graham") is a citizen of Nevada. Defendant Graham can be served with process at 400 Panamint Road, Reno, Nevada 89521.

19. Defendant Antoine Tristani ("Tristan") is a citizen of Texas. Defendant Tristani can be served with process c/o Astral Capital Management L.L.C., 701 Brazos Street, Suite 500, Austin, Texas 78701.

20. Defendant Pat Goepel ("Goepel") is a citizen of Massachusetts. Defendant Goepel can be served with process at 16 Abbotswood Drive, Sudbury, Massachusetts 01776.

21. Defendants Fenil Shah, Chimanlal Shah, Falguni Shah, Ruchir Shah, Snehal Shah, Vibha Shah and Ushma Shah are citizens of Rhode Island. Defendants Fenil Shah, Chimanlal Shah, Ruchir Shah and Vibha Shah may be served with process at 12 Pinetop Road, Barrington, Rhode Island 02806. Defendants Falguni Shah, Snehal Shah and Ushma Shah may be served with process at 32 Mallard Cove, Barrington, Rhode Island 02806.

22. Defendant Sarla Software LLC is a Rhode Island limited liability company with a principal place of business at 12 Pinetop Road, Barrington, Rhode Island 02806. Defendant Fenil Shah is the President of Sarla Software LLC. Defendants Fenil Shah, Chimanlal Shah, Falguni Shah, and Vibha Shah controlled Defendant Sarla Software. Defendant Sarla Software LLC can be served with process by serving Defendant Fenil Shah, its Registered Agent, at 12 Pinetop Road, Barrington, Rhode Island 02806.

23. Defendants Sarla Software, Fend Shah, Chimanlal Shah, Falguni Shah, Ruchir Shah, Snehal Shah, Vibha Shah and Ushma Shah are sometimes collectively referred to herein as the "Shah Group Defendants." As of May 27, 2009, the Shah Group Defendants beneficially owned 2,111,864 shares (about 6.8%) of Forgent's common stock.

#### IV. FACTUAL BACKGROUND

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24. Forgent is a leading provider of web-based workforce management solutions. Forgent was incorporated in 1985 as VTEL Corporation, and it designed, manufactured, sold and serviced videoconferencing systems. Though VTEL's stock price reached \$10.62 in 2000, by September 2000 the stock had plummeted to only \$2.75 per share, and it has generally remained at or below \$5 per share since that time (and less than \$1 since early 2008).

25. Today Forgent does business as "Asure Software," and it provides web-based workforce management software to nearly 3,500 customers through its two lines of business software: iEmployee and NetSimplicity. Forgent acquired the Employee trade name and product line in October 2007 when it acquired all of the outstanding common stock of iSarla Inc. ("iSarla"), a company that was

controlled by the Shah Group Defendants. Forgent has annual revenues of approximately \$12 million and has cash (or cash equivalents) of just over \$8 million.

26. As of June 12, 2009, Forgent had 31,114,915 shares of common stock issued and outstanding. On June 26, 2009, the price of Forgent's common stock price closed at \$0.25 per share, making Forgent's market capitalization approximately \$7.77 million.

The Pinnacle Group Defendants Set Their Sights on Forgent as an "Asset Play"

27. In late November or early December 2008, Sandberg contacted Forgent's Chief Financial Officer, Jay Peterson ("Peterson"). During that conversation, Sandberg indicated that he ran a small hedge fund in New York and that he had an interest in creating "a sizeable position" in Forgent. But interestingly,

Sandberg did not inquire about Forgent's software business; rather, he asked only about Forgent's cash position and its liabilities. Consistent with his line of inquiry, Sandberg represented that he was interested in Forgent as "an asset play."

28. Peterson understood that Sandberg was expressing a desire to take control of Forgent and sell off its assets. Forgent was particularly vulnerable to such a takeover attempt as its market capitalization had dropped to a level that was less than its available cash.

29. A few weeks later, in mid-December 2008, Sandberg contacted Forgent's then-Chairman, CEO and President, Richard Snyder ("Snyder") to continue discussing an investment in Forgent. Like his conversation with Peterson, Sandberg again did not ask questions about Forgent's software business, and like Peterson, Snyder understood that Sandberg's interest in Forgent was as "a liquidation play."

Forgent's Going Private Transaction

30. On January 29, 2009, Forgent announced a plan to take the Company private (the "Going Private Transaction"). The Going Private Transaction was designed to maximize shareholder value and realize substantial cost savings, thereby accelerating Forgent's return to profitability and positive cash flow. Indeed, Forgent anticipated that the Going Private Transaction would result in cost savings of approximately \$250,000 per quarter, or \$1 million annually.

31. To effectuate the Going Private Transaction, Forgent's Board recommended a two step transaction that would reduce the Company's number of shareholders to less than 300 so that the Company could (a) terminate the registration of its common stock, (b) suspend its reporting obligations with the

SEC, and (c) voluntarily de-list its common stock from the NASDAQ capital market. First, the Company would effect a 1-to-750 reverse stock split such that shareholders who owned less than 750 shares would have their shares cancelled and converted to cash. Second, the Company would effect a 750-to-1 forward stock split whereby any shareholders who owned more than 750 shares would have the same number of shares of common stock after the stock split.

32. After the creation of a special committee, and numerous meetings of the committee and the Board as a whole, presentations by legal and financial advisors (including the receipt of a fairness opinion from Southwest Securities), Forgent's Board unanimously determined that the Going Private Transaction was in the best interests of the Company, and was fair, both substantively and procedurally, to all of the Company's stockholders, whether they would receive cash or new common stock for their shares.

33. Forgent filed a preliminary proxy statement and Schedule 13E-3 with the SEC on April 21, 2009 and set a special meeting of shareholders to consider the Going Private Transaction for June 2, 2009.

Sandberg Opposes the Going Private Transaction and Speaks for a Group of Shareholders

34. While not its designed intent, the Going Private Transaction would have had the practical effect of preventing the Pinnacle Group (led by Sandberg) from

gaining control of Forgent's Board and effectuating any plan to liquidate the Company's assets. No doubt for precisely this reason, shortly after the Company's announcement in January 2009, Sandberg telephoned Snyder and Peterson

to express his opposition to the Going Private Transaction. During that call, Sandberg inquired why Forgent would adopt the Going Private Transaction without first consulting its major investors.

35. Upon information and belief, the Pinnacle Group Defendants owned less than 5% of Forgent's common stock in January 2009. Nonetheless, Sandberg informed Snyder and Peterson that the Company did not have the support of its investors and that the Going Private Transaction would not survive a shareholder vote. This was the first of many times that Sandberg spoke for a larger group of shareholders than the group that he himself controlled.

36. On or around March 5, 2009, Sandberg again telephoned Snyder and Peterson, but unlike his earlier communications, during this call, Sandberg did not express an intent to liquidate Forgent's assets. Instead, Sandberg for the first time raised a platform of issues aimed at Forgent management generally and at Snyder specifically. In particular, Sandberg questioned the utility of Snyder's role with the Company; the distinction in duties between Snyder and Nancy Harris, Forgent's then-Chief Operating Officer; Snyder's salary; and the other boards of directors on which Snyder served. This platform of issues articulated by Sandberg would be mimicked by other Defendants in the near future - the specificity of those comments belying any claim of coincidence.

Defendant Gladney Emerges As a Member of the Group

37. For example, in early April 2009, during a meeting with Mr. Louis Mazzucchelli, a member of Forgent's Board, at which various topics unrelated to the Company were discussed, Defendant Gladney complained at length about Company management and the Going Private Transaction. During the course of this

discussion, Gladney highlighted "alleged" facts and advanced theories and allegations identical to those previously advanced by Sandberg - thereby showing Mr. Gladney's participation in a common group.

Sandberg Prepares for A Proxy Fight and Again Speaks for the Group

38. Beginning in April 2009, the Pinnacle Group Defendants began to amass stock holdings in Forgent, no doubt in preparation for a proxy fight, and in an effort to own enough voting shares that he could effectuate a "no" vote on the Going Private Transaction.

39. On April 17, 2009, Sandberg (on behalf of the Pinnacle Group Defendants) sent a letter to Forgent's Board, in which he reported that he had acquired 7.3% of Forgent's common stock and that he was now Forgent's largest shareholder (the "April 17 Letter"). The April 17 Letter purported to list Sandberg's "concern" that the Going Private Transaction would disable shareholders' ability to nominate new directors to the Board. Sandberg also raised concerns regarding: (a) Forgent's continuing growth spending; (b) compensation, structure and accountability of senior management; (c) shareholder representation on the Board and management team; (d) inability of management to forecast its business; and (e) that the Going Private Transaction was detrimental to a majority of shareholders.

40. The April 17 Letter further evidences coordination and communication between Sandberg and other shareholders. Specifically, the letter provides: "Jay Peterson has informed us twice that we are the only shareholders 'out of twenty' he has spoken with who disagree with the go-private in advance of the annual meeting. We absolutely do not believe this is the case."

41. On April 20, 2009, the Pinnacle Group Defendants filed a Form 13D with the SEC. (1) In their Form 13D, the Pinnacle Group Defendants disclosed that they owned 2,285,796 shares of Forgent which amounted to 7.35% of all outstanding shares of common stock. In Item 4 of the April 20, 2009 Form 13D, they describe the purpose of the transaction as follows:

The reporting persons are concerned with Forgent's performance and currently intend to nominate a slate of

Directors for election at the next annual meeting. However, the reporting persons are open to initially working with management and the Board in the near-term to address and resolve its concerns. Such concerns include Forgent attempting to go private in advance of holding its annual meeting, maintaining excessive operating costs and management compensation, and others.

42. The April 20, 2009 Form 13D did not disclose the Pinnacle Group Defendants' intent to liquidate the assets of Forgent. Furthermore, the Schedule 13D falsely states that Red Oak LP had no "contracts, arrangements, understandings, or relationships" with respect to Forgent's securities.

#### The Group Comes Together in Person in a Show of Force

43. On April 22, 2009, Snyder telephoned Sandberg to schedule a meeting to address the issues that Sandberg had raised in opposition to the Going Private Transaction. Snyder and Sandberg agreed to meet in Dallas on April 27, 2009. Sandberg confirmed the meeting in an email to Snyder, which also announced that the meeting would be attended by himself and "James Gladney (fellow ASUR shareholder)." The email did not mention anyone else attending with Sandberg.

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(1) A Form 13D must be mailed to Forgent and the NASDAQ, as well as filed with the SEC, by anyone who acquires beneficial ownership of 5% or more of the outstanding common stock in a public company, within 10 days of such an acquisition. See 15 U.S.C. ss. 78m(d)(1).

44. On April 27, 2009, Snyder and Peterson met Sandberg and Gladney at a hotel in Dallas, Texas (the "April 27 Meeting"). But Sandberg also had unilaterally invited Defendants Tristani and Graham to attend, each of whom was introduced as a major Forgent stockholder who shared Sandberg's concerns about the Company and its management. Indeed, Sandberg stated that he, Gladney, Tristan and Graham collectively owned 20% of the Company's outstanding shares.

45. Prior to the meeting, the Company understood that Sandberg and Gladney opposed the Going Private Transaction. But the attendance of both Graham and Tristani came as a surprise to the Company because Tristani had previously indicated support for the Going Private Transaction, and the April 27 Meeting represented the first open involvement of Graham. As discussed in paragraphs 62-63, Sandberg would ultimately nominate Graham to Forgent's Board of Directors.

46. The addition of Graham to Sandberg's group also came as a surprise to the Company. Graham had served on the board of directors of iSarla, a company controlled by the Shah Group Defendants that Forgent had acquired in late 2007, and Defendant Fenil Shah had previously indicated that the Shah Group supported the Going Private Transaction. During the meeting, Sandberg spoke on behalf of the Shah Group Defendants, and indicated that they were now opposed to the Going Private Transaction.

47. From no later than April 27, 2009, Sandberg, the Pinnacle Group Defendants, Graham, Tristani, and the Shah Group Defendants had combined in furtherance of a common objective to acquire Forgent's common stock, to stop the Going Private Transaction, and to gain control of Forgent. Thus, at least by April 27, 2009 (and most likely, sometime earlier), Defendants had formed a "group" within the meaning of section 13(d) of the 1934 Act.

#### Sandberg Again Speaks on Behalf of a Group

48. On May 4, 2009, Sandberg, on behalf of the Pinnacle Group Defendants, sent another letter to Forgent in opposition to the Going Private Transaction. In that letter, Sandberg again demonstrated his continuing coordination with Forgent's other shareholders. Sandberg writes that "the [Going Private Transaction] strategy is likely to be doomed in any event. It is our belief that the plan will be rejected by the shareholders." Sandberg continued: "We believe the only shareholders who support the current decisions of ASUR's board and management team are, in fact, ASUR's board and management team."

#### Goepel Emerges as a Member of the Group

49. Defendant Goepel, like Graham, is a former member of the board of directors of iSarla. In May 2009 - only weeks after the April 27 meeting - Goepel approached Forgent representatives at a conference in Long Beach, California. Goepel openly criticized the Company, its management, and the Going Private Transaction. Goepel parroted the same exact arguments raised by Sandberg and Gladney at the April 27 Meeting and in the Pinnacle Group Defendants' public flings.

50. Goepel's emergence at this time belies coincidence, particularly since only weeks later, Sandberg would nominate Goepel as one of Defendants' dissident director nominees (and Goepel readily agreed).

#### Defendants Step Up the Proxy Fight

51. On May 13, 2009, the Pinnacle Group Defendants filed a preliminary proxy statement with the SEC. The proxy statement noted that they owned 7.3% of the outstanding common stock, urged shareholders to vote against the Going Private Transaction, and disclosed their intent to nominate a new slate of directors regardless of the outcome of the Going Private Transaction. The proxy statement does not mention any of the other members of the group (such as Tristani, Graham or the Shah Group Defendants), their stock ownership, or their view of Forgent as "an asset play."

52. On May 13, 2009 the Pinnacle Group Defendants also filed an amended Schedule 13D that stated:

The statement also discloses an intention to nominate candidates for election to the Company's board at the next annual meeting, whether or not the going private proposals are adopted, and advocates certain changes in Company policies. Red Oak and the other filing persons specifically disclaim any intention to assume control of the Company, and stated that they expect a majority of their nominees will be persons not affiliated with Red Oak. The Company has at this time not set a date for its next stockholder meeting to elect directors. Because Red Oak intends to commence a proxy fight to oppose the intended going-private transaction and has expressed the intent to seek a change in control of the Company (even though Red Oak does not itself seek to control the Company).

The May 13 Form 13D/A does not mention any of the other members of the group (such as Tristani, Graham or the Shah Group Defendants), their stock ownership, or their intention to liquidate the company.

53. Also on May 13, 2009 Defendant Graham issued a press release that parroted the same arguments that Sandberg and Gladney had raised at the April 27, 2009 meeting.

54. On May 14, 2009, Forgent responded to Pinnacle's flings and several of the accusations they had made against the Company in the preceding months. Forgent's fling in part echoes the allegations in paragraphs 27-29 herein concerning the Pinnacle Group Defendants' view of Forgent as an "asset play." Namely, the Company disclosed its view that the Pinnacle Group Defendants' motivation all along has been to sell Forgent's assets and stop Forgent from operating as a going concern.

55. On May 18, 2009, the Pinnacle Group Defendants filed an amended Form 13D, and Form PRRNI4A in which they denied that Sandberg ever characterized Forgent as an "asset play," and suggested that Sandberg instead viewed Forgent as a going concern. In those materials, the Pinnacle Group Defendants asked Snyder to step down immediately and without severance. Also on May 18, 2009, Forgent issued a press release responding to the amended 13D and urging shareholders to vote in favor of the Going Private Transaction.

56. On May 20, 2009, Defendant Gladney issued a press release that again parroted the same arguments that Sandberg and other members of the group had been raising in earlier weeks.

#### Sandberg Attempts to Disavow Group Status

57. On May 21, 2009, the Pinnacle Group Defendants filed revised proxy solicitation materials that again urged shareholders to vote against the Going Private Transaction. By now Sandberg had become keenly aware that his consortium of dissident shareholders constituted a "group" under Section 13(d) of the Exchange Act, and therefore the filing volunteers the following self-serving statement:

Although the April 27 meeting was attended by three other holders of company stock, those holders were not asked to join Red Oak in

formally opposing the Company's Going Private Transaction and have not done so. Red Oak made its own decision about filing proxy materials and is not receiving any financial support from other holders.

That statement cannot insulate him from the requirements of section 13(d), nor does it affect the conclusion that these shareholders constitute a "group" for purposes of section 13 (d).

58. The Pinnacle Group Defendants' definitive proxy solicitation materials, filed on May 28, 2009, contain the same attempted "group" disclaimer as did the May 21, 2009 filing. It is equally ineffective.

The Shah Group Defendants Emerge as a Members of the Group

59. As discussed in paragraph 43-47, Sandberg informed Forgent at the April 27, 2009 meeting that the Shah Group Defendants were opposed to the Going Private Sale. Thus, Sandberg and representatives of the Shah Group clearly had been in contact on or before April 27, and had agreed on a common purpose.

60. As discussed in paragraph 25, the Shah Group Defendants were former owners of iSarlar, which Forgent acquired in October 2007, and as a result of that acquisition became significant Forgent stockholders.

61. The primary members of the Shah Group - Fenil Shah and Snehhal Shah are electrical engineers and entrepreneurs by background. Fenil and Snehhal Shah worked as employees of Forgent for approximately six months after the acquisition of iSarlar in 2007. They served as consultants to Forgent in the months after that.

62. Until May 2009, the Shah Group Defendants had no history whatsoever as activist shareholders. However, on May 28, 2009 - a month after Sandberg spoke

on their behalf at the April 27 meeting - and only days before the June 2, 2009 shareholders meeting, Defendant Fenil Shah filed a Form 13D on behalf of the Shah Group Defendants which represented that the Shah Group Defendants owned 2,111,864 shares of common stock, representing 6.8% of all of Forgent's outstanding shares.

63. At the same time, the Shah Group Defendants issued a press release in opposition to the Going Private Transaction and against the Forgent. The press release articulated the same grounds for opposing the Going Private Transaction as Sandberg and the Pinnacle Group Defendants had been trumpeting for weeks.

The Group Coordinates to Nominate a Competing Slate of Directors

64. On or about May 28, 2009, the Pinnacle Group Defendants (i.e., Sandberg) sent Forgent notice of their intent to nominate six directors for election to the Board: Cornelius Ferris, Adrian Pertierra, Jeffrey Vogel, Sandberg, Graham and Goepel.

65. The identities of Sandberg's nominees belie any suggestion that these shareholders had not formed a group for purposes of section 13(d) long before the Pinnacle Group filed its first Form 13D filing, and at least by the April 27 meeting in Dallas. As discussed in paragraphs 43-47, both Graham and Gladney had attended the April 27 Meeting with Sandberg. Both Goepel and Gladney had been parroting the Pinnacle platform in previous weeks, and Graham and Goepel are former directors of iSarlar. Further, nominee Jeffrey Vogel is a business associate of Defendant Gladney's at Liberty Capital Partners, and nominee Adrian Pertierra is a senior analyst with Red Oak LLC, one of the Pinnacle Group Defendants.

66. These nominations are consistent with the pattern of prior concerted efforts by these individuals (and were all offered as a common slate by Sandberg). Indeed, Sandberg admitted in a June 29, 2009 SEC filing that while he and Mr. Pertierra were affiliated with the Pinnacle Group, in fact three of the other nominees were suggested by "other large shareholders."

#### The Group Succeeds in Defeating the Going Private Transaction

67. By June 1, 2009, it had become apparent to the Company that it would not have the shareholder votes needed to approve the Going Private Transaction. Accordingly, on that date the Board cancelled the Special Stockholders Meeting that was previously scheduled for June 2, 2009 and announced that it would hold its annual stockholders meeting on July 30, 2009.

68. On June 4, 2009, Sandberg issued a press release thanking shareholders "for support in successful proxy contest." The press release states that, although Sandberg did not have access to full voting results, "according to the information available to [him], more than 44% of shares voted outright against the Go-Private proposals and another 5% abstained. Further, [he] was informed that in addition approximately another 3% of shares voted or planned to vote against the proposals as well, resulting in an estimated 52% to 32% margin of victory."

69. The June 4, 2009 press release evidences a degree of coordination and communication between Sandberg and other shareholders. Further, on the same day, Sandberg asked Gladney to speak with Mr. Mazzuchelli, one of Forgent's

directors, which Gladney did. There is no question that Gladney and Sandberg share a common purpose and are working together toward that purpose.

#### Defendant Sandberg's June 2009 E-Mails

70. On June 3, 2009, Sandberg e-mailed Snyder and requested a meeting in Boston with members of the Forgent Board. In that email, Sandberg notes that "at least five of our nominees can attend a meeting there as well as large shareholders (such as Fend and Snehal Shah and James Gladney), such that over 20% of ASUR's common stock outstanding would be present (on top of your 2% stake)." (emphasis added).

71. On June 9, 2009 Sandberg e-mailed Snyder on behalf of himself and his group of shareholders. In addition to copying Gladney on the email, Sandberg (i) references direct communication regarding the "going private" proxy vote with Graham and Shah, (ii) references "us and other large shareholders," and (iv) states "We want [Forgent's] Board to present to its largest shareholders."

72. Ten days later, Sandberg again emailed Snyder and Defendant Gladney. In this email Sandberg evidences first hand knowledge of the specific actions of five other non Pinnacle Group investors relative to the Company's recent earnings call. Among other things, he mentions the Shah Group Defendants' Schedule 13D filing, and presumes to advise the Company on how to report the Shah Group's stock ownership.

73. On June 29, 2009, Sandberg wrote to the Company regarding the June 18, 2009 earnings call, stating that he had been in contact with at least seven shareholders who had unsuccessfully attempted to ask questions during the call. The letter also references specific discussions between Sandberg and Defendant Gladney.

74. All of this is further evidence of a coordinated and concerted pattern of activity by and among the members of the group.

#### Sandberg Gears Up for Another Proxy Contest

75. On June 16, 2009, Forgent issued a preliminary proxy statement in preparation for its July 30, 2009 shareholders meeting.

76. In an effort to defeat the Company's nominated slate of directors and install his own nominated slate, the Pinnacle Group Defendants began to increase their holdings in Forgent, thus increasing the voting power of the group he

leads. By June 23, 2009, the Pinnacle Group Defendants had acquired 3,112,105 shares, or 10% of Forgent's common stock.

77. Forgent has reason to believe that other members of the group also have participated in significant open market purchases of the Company's shares since June 1. The concurrent aggregation of the Company's shares by the members of the group is de facto evidence of a concerted action by those individuals and entities.

V. COUNT ONE

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Violation of Section 13(d) of the 1934 Act  
Against All Defendants

78. Forgent repeats and re-alleges the allegations contained in proceeding paragraphs I through 76 as if they were fully set forth herein.

79. Section 13(d) of the 1934 Act requires that any "person" who acquires either directly or indirectly the beneficial ownership of more than 5% of an issuer's common stock shall, within 10 days after such acquisition, send to the issuer at its principal executive office and to the exchange where the security

is traded, and file with the SEC, a statement containing the information required by the section and relevant SEC rules, including (among other things):

(A) the background, and identity, and the nature of such beneficial ownership by, such person and all other persons by whom or on whose behalf the purchases have been or are to be effected;

\*\*\*\* \* \* \* \*

(c) if the purpose of the purchases or prospective purchases is to acquire control of the business of the issuer of the securities, any plans or proposals which such persons may have to liquidate such issuer, to sell its assets to or merge it with any other persons, or to make any other major change in its business or corporate structure; [and]

(D) the number of shares of such security which are beneficially owned, and the number of shares concerning which there is a right to acquire, directly or indirectly, by (i) such person, and (ii) by each associate of such person, giving the background, identity, residence, and citizenship of each such associate.

15 U.S.C. 5 78m(d) (1) .

80. In order to prevent circumvention of section 13(d) (1), section 13(d) (3) provides that "[w]hen two or more persons act as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding, or disposing of securities of an issuer, such syndicate or group shall be deemed a 'person' for the purposes of this subsection." 15 U.S.C. ss. 78m(d) (3) .

81. The Pinnacle Group Defendants filed a Schedule 13D on April 20, 2009, which falsely states that they beneficially owned 2,285,796 shares of common stock representing 7.35% of all outstanding shares of Forgent common stock. Those statements are materially false because, by operation of law, once the group was formed, each defendant, including the Pinnacle Group Defendants,

beneficially owned all shares of Forgent common stock that were beneficially owned by all members of the group. Rule 13d-5(b) (1) states that "when two or more persons agree to act together for the purposes of acquiring, holding, voting, or disposing of equity securities of an issuer, the group formed thereby shall be deemed to have acquired beneficial ownership, for purposes of [section 13 (d) of the '34 Act], as of the date of such agreement, of all equity securities of that issuer beneficially owned by such persons."

82. The April 20, 2009 Schedule 13D falsely states that the Pinnacle Group Defendants "are concerned with Forgent's performance" and that they were "open



to initially working with management and the Board in the near-term to address and resolve its concerns." In reality, the Pinnacle Group Defendants viewed Forgent as an "asset play" whereby they would gain control of Forgent and then liquidate its assets such that Forgent would cease to be a going concern.

83. The April 20, 2009 Schedule 13D also states that Red Oak Partners had no "contracts, arrangements, understandings, or relationships" with respect to Forgent's securities. That statement is false because the Pinnacle Group Defendants have acted with respect to Forgent's securities pursuant to contracts, arrangements, understandings or relationships with other persons that they did not disclose.

84. The Pinnacle Group Defendants filed revisions and amendments to their Schedule 13D on May 4, 2009, May 13, 2009, May 18, 2009, May 29, 2009, June 17, 2009, June 18, 2009, and June 23, 2009. Each of these filings is materially false and misleading for the same reasons that the original April 20, 2009

Schedule 13D is materially false and misleading. Namely, each of these filings (i) misrepresented the number of beneficial shares owned; (ii) misrepresented the Pinnacle Group Defendants true intentions with respect to their shares in Forgent; and (iii) failed to disclose significant contracts, arrangements, understandings or relationships with other persons with respect to Forgent's stock.

85. The Pinnacle Group Defendants also violated section 13(d) by failing to file any Schedule 13D before April 20, 2009. The Pinnacle Group had formed a section 13(d) group with other defendants as early as February 2009 when Defendant Sandberg first began speaking on behalf of the group. On information and belief, the Pinnacle Group Defendants beneficial ownership combined with the beneficial ownership of other members of the group exceeded 5% of all Forgent common stock at least ten days before April 20, 2009.

86. The Shah Group Defendants filed a Schedule 13D on May 28, 2009. The Shah Group Defendants May 28, 2009 Schedule 13D falsely states that the Shah Group Defendants beneficially owned 2,111,864 shares of common stock representing 6.8% of all outstanding shares of Forgent common stock. Those statements are materially false because, by operation of law, once the group was formed, each defendant, including the Shah Group Defendants, beneficially owned all shares of Forgent common stock that were beneficially owned by all members of the group.

87. The May 28, 2009 Schedule 13D states that the Shah Group Defendants had no "contracts, arrangements, understandings, or relationships" with respect to Forgent's securities. That statement is false because the Shah Group Defendants

have acted with respect to Forgent's securities pursuant to contracts, arrangements, understandings or relationships with other persons that they did not disclose.

88. The Shah Group Defendants also violated section 13(d) by failing to file any Schedule 13D before May 28, 2009. The Shah Group Defendants had formed a section 13 (d) group with other defendants as early as February 2009 when Sandberg first began speaking on behalf of the group. On information and belief, the Shah Group Defendants' beneficial ownership combined with the beneficial ownership of other members of the group exceeded 5% of all Forgent common stock before at least ten days before May 28, 2009.

89. Defendants Gladney, Graham, Goepel and Tristani violated section 13(d) by failing to file any Schedule 13Ds disclosing (a) their participation in, or the existence of the group that they formed with the Pinnacle Group Defendants and/or the Shah Group Defendants, (b) the shares beneficially owned by the group, or (c) their intention of acquiring control of Forgent and liquidating its assets.

VI. COUNT TWO  
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Violations of Rule 14a-9  
Against the Pinnacle Group Defendants

90. Rule 14a-9 provides that "No solicitation subject to this regulation

shall be made by means of any proxy statement ... which omits to state any material fact necessary in order to make the statements not false or misleading."

91. On May 13, 2009, the Pinnacle Group Defendants filed their preliminary proxy statement on Schedule 14A which states that they beneficially owned 2,285,796 shares of Forgent's outstanding common stock, or approximately 7.3% of the total outstanding common stock. By that filing, the Pinnacle Group

Defendants encouraged shareholders to vote "no" to the Company's Going Private Transaction. Furthermore, the Pinnacle Group Defendants represented that they were not "seeking to control the Company." The Pinnacle Group Defendants also represented that they had not been "a party to any contract, arrangement or understanding with any person with respect to any securities of the Company."

92. These statements are materially false and misleading because (i) the Pinnacle Group Defendants failed to represent the true amount of their beneficial ownership in that they did not disclose any shares held by members of the group; (ii) they had, in fact, been a party to contracts, arrangements, or understandings with respect to Forgent's securities; and because (iii) the Pinnacle Group Defendants did intend to control the Company, including that it viewed the Company as "an asset play."

93. On May 18, 2009, the Pinnacle Group Defendants filed revised preliminary proxy materials that are materially false and misleading for some or all of the same reasons the May 13, 2009 preliminary proxy statement is misleading.

94. On May 21, 2009, the Pinnacle Group Defendants filed revised preliminary proxy materials that are materially false and misleading for some or all of the same reasons the May 13, 2009 preliminary proxy statement is misleading. Additionally, the May 21, 2009 revised preliminary proxy statement contains the following language designed to mislead regarding the group the Pinnacle Group Defendants had formed: "Although the April 27 meeting was attended by three other holders of company stock, those holders were not asked to join Red Oak in formally opposing the Company's going private plan and have not done so. Red Oak

made its own decision about filing proxy materials and is not receiving any financial support from other holders."

95. On May 21, 2009, the Pinnacle Group Defendants filed additional revised preliminary proxy materials that are materially false and misleading for some or all of the same reasons the May 13, 2009 preliminary proxy statement is misleading. Additionally, the May 21, 2009 revised preliminary proxy statement contains the following statements designed to mislead regarding the Pinnacle Group Defendants intentions with respect to its holdings in Forgent stock: "please note that we have never characterized ASUR as an 'asset play' and if we regarded it as such would not have recommended to you several important cost-saving measures."

96. On May 28, 2009, the Pinnacle Group Defendants filed a preliminary proxy statement that is materially false and misleading for some or all of the same reasons the May 13, 2009 and May 21, 2009 preliminary proxy statements are misleading.

97. On June 5, 2009, the Pinnacle Group Defendants filed additional revised preliminary proxy materials that are materially false and misleading for some or all of the same reasons the May 13, 2009 preliminary proxy statement is misleading.

VII. COUNT THREE  
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Violations of Section 20(A) of the 1934 Act  
Against Sandberg and Certain Shah Group Defendants

98. Forgent repeats and re-alleges the allegations contained in paragraphs 1 to 95 as if they were fully set forth herein.

99. Sandberg possesses the power to direct or cause the direction of the management, and did in fact direct or cause the direction or management, of the

Pinnacle Group Defendants, including Defendants' actions and omissions in violation of sections 13 (d) and 14(a) of the 1934 Act. In particular, Sandberg is the Managing Member of (or the Managing Member of the General Partner of) Red Oak LLC, the Red Oak LP, Pinnacle LLC, Pinnacle LLLP and the Bear Market Fund.

100. Sandberg is a controlling person of the Pinnacle Group Defendants within the meaning of section 20(a) of the 1934 Act and therefore is jointly and severally liable for the violations of 13(d) of the 1934 Act as set forth above.

101. Defendants Fenil Shah, Chimanlal Shah, Falguni Shah, and Vibha Shah possessed the power to direct or cause the direction of the management, and did in fact direct or cause the direction or management, of Sarla Software LLC, including actions and omissions in violation of sections 13(d) of the 1934 Act. In particular, Fenil Shah, Chimanlal Shah, Falguni Shah, and Vibha Shah are members of Sarla Software LLC and have voting and investment control with respect to the shares held of record by Sarla Software LLC.

102. Fenil Shah, Chimanlal Shah, Falguni Shah, and Vibha Shah are controlling persons of Sarla Software LLC within the meaning of section 20(a) of the 1934 Act and therefore are jointly and severally liable for the violations of 13(d) of the 1934 Act as set forth above.

#### VIII. DECLARATORY JUDGMENT

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103. Forgent repeats and re-alleges the allegations contained in paragraphs 1 to 100 as if they were fully set forth herein.

104. Declaratory relief is appropriate pursuant to 28 U.S.C. ss. 2201, 2202 and Federal Rule of Civil Procedure 57 because an actual controversy exists regarding Defendants' compliance with sections 13(d) and 14(a) of the 1934 Act.

105. Forgent seeks a judgment declaring that Defendants acted in concert with one another as a section 13(d) group. If Defendants indeed acted as a group as alleged, then Defendants' current public filings are inaccurate, incomplete and misleading. Thus, a declaratory judgment is necessary to trigger an obligation by Defendants to cure their existing inadequate filings.

106. Accordingly, Forgent seeks a judgment declaring that defendants acted as a section 13(d) group and that defendants failed to file timely, complete and accurate disclosures in violation of sections 13(d) and 14(a) of the 1934 Act.

#### IX. PRAYER FOR RELIEF

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WHEREFORE, Forgent prays for judgment as follows:

A. Declaring that defendants acted in concert with one another as a group under section 13(d);

B. Declaring that defendants failed to file timely, complete and accurate disclosures in violation of sections 13(d) and 14(a) of the 1934 Act;

C. Directing that defendants file truthful and accurate Schedule 13D disclosures that comply with applicable rules and regulations;

D. Issuing a preliminary and then permanent injunction enjoining defendants from acquiring additional shares of Forgent unless and until they file accurate and compliant Schedule 13D disclosures;

E. Issuing a preliminary and then permanent injunction enjoining defendants from voting any shares that they acquired without making proper disclosures;

F. Issuing a preliminary and then permanent injunction enjoining defendants from voting any proxies received prior to such time as the Court ascertains that defendants have filed accurate and compliant Schedule 13D and 14A disclosures;

G. Granting leave to Forgent to conduct expedited discovery with respect to the claims alleged herein;

H. Awarding Forgent its reasonable attorneys' fees and other proper fees and costs; and

I. Granting such other and further relief as the Court may deem just and proper.

Dated: June 30, 2009

Respectfully submitted,

/s/ [Illegible]

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July 13, 2009

VIA OVERNIGHT DELIVERY AND FACSIMILE

Forgent Networks, Inc.  
108 Wild Basin Road  
Austin, TX 78746  
Attn: Board of Directors  
cc: Corporate Secretary

Dear Board of Directors:

We have noted your public statements and your recently filed litigation in which you repeat your theory that Pinnacle Fund, Red Oak Partners and others have somehow or other formed a "Group" with the purpose of taking over Forgent Networks, Inc. ("ASUR" or the "Company") and liquidating or selling its assets. As you are aware, we have on several occasions denied any intention of the sort. However, we do not wish you to continue to spend significant amounts of stockholder money suing us to prevent us from doing something which we have never sought or intended to do in the first place. Therefore, to remove any concern on your part that we are intending to liquidate the Company, we hereby make the following offer to you:

\* We will agree not to buy any more shares of the Company's stock through July 31, 2010.

\* We will agree not to propose a liquidation of the Company, and agree, for a period of 3 years, that if there is put to the vote of ASUR stockholders any proposal to sell its assets or to liquidate the Company, we and our affiliates will vote all shares of stock held or controlled by us in accordance with the vote of a majority of the shares voting which we do not own.

\* To further ensure full and accurate disclosure to investors of all material information, we will permit you to comment on the description in our proxy materials of your allegations and our denial that we formed a group, along with this settlement, provided you include substantially the same language in the Company proxy materials.

\* The litigation you have filed against us would be dismissed, thereby saving Company funds.

Although we significantly disagreed with you about the Company's attempt to go private, we wish to provide you absolute assurance that this opposition was not designed to let us sell the Company's assets. We believe that our offer assures that the liquidation you see as our goal will not occur and are prepared to have our counsel meet with yours to structure an appropriate, legally binding agreement to this effect. We hope to hear from you soon.

Sincerely,

PINNACLE FUND, LLLP

By: PINNACLE PARTNERS, LLC,  
its general partner

By: RED OAK PARTNERS, L.P.,  
its general partner

By: \_\_\_\_\_  
David Sandberg, Managing Member