COURT OF CHANCERY OF THE STATE OF DELAWARE

SAM GLASSCOCK III VICE CHANCELLOR COURT OF CHANCERY COURTHOUSE 34 THE CIRCLE GEORGETOWN, DELAWARE 19947

February 18, 2013

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Re: In re: Milton Grant 2006 Family Irrevocable Trust Agreement

Number One

Civil Action No. 5671-VCG

Date Submitted: January 22, 2013

Dear Counsel:

I have received your submissions concerning the Guardian Ad Litem's ("GAL") request for payment of attorneys' fees from the Trust. Petitioner Thomas Grant has objected to the request, but does not dispute that the GAL is owed the amount claimed.¹ Rather, Thomas argues that because Bessemer Delaware has

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¹ With one exception: Thomas contends that the \$869.00 fee for a transcript should not be reimbursed, because it would effectively charge Trust One for two copies of the transcript, one for Bessemer Delaware and another for the GAL. Response to Guardian *Ad Litem*'s First Interim Application for Attorney's Fees 11 n.1. Because the evidence before me indicates that the GAL

In re: Milton Grant 2006 Family Irrevocable Trust Agreement Number One

February 18, 2013

Page 2

acted in bad faith in limiting the distributions from Trust One (allegedly in

retaliation for Thomas's litigation against Bessemer Florida), the GAL's fees

should be paid, in full or in part, by Bessemer DE.²

In light of the ongoing inquiry into the existence of a possible conflict of

interest for Bessemer DE, I agree with the GAL that the appropriate time to

consider a request to shift fees is at the end of this litigation. Any fees paid from

Trust One to the GAL as a result of purported bad-faith conduct can be reimbursed

at that time. Accordingly, I am granting the GAL's Application for Attorneys'

Fees. To the extent the foregoing requires an order to take effect,

IT IS SO ORDERED.

Sincerely,

/s/ Sam Glasscock III

Sam Glasscock III

has acted in good faith to keep down the costs of this litigation, including billing at a reduced rate, I will allow reimbursement for the transcript.

² *Id.* at 5.

2