EFiled: Jan 20 2016 04:20PM EST
Transaction ID 58456130
Case No. 4113-VCN

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January 20, 2016

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Re: *Ross Holding and Management Company, et al. v. Advance Realty Group, LLC*
C.A. No. 4113-VCN
Date Submitted: December 18, 2015

Dear Counsel:

I appreciate the efforts of counsel to agree upon a form of order implementing the Court's two post-trial opinions. Unfortunately, those efforts were unsuccessful.

It seems that complications arose because of my treatment of Defendants' offer to place Plaintiffs "shoulder-to-shoulder" with FARS and ACP with respect

to certain loans involving ARG.[1] That was a choice for Plaintiffs, and I suggested including Defendants' offer in the implementing order. Plaintiffs, however, have disagreed with how Defendants drafted the "shoulder-to-shoulder" potential enhancement of the final order. As a result of that disagreement, Plaintiffs sponsored a version that Defendants view as an expansion or substantial revision of Defendants' earlier proposal.

I have reviewed the competing forms of order submitted by the parties, and, while I understand Plaintiffs' apprehensions, I conclude that Defendants' form accurately tracks their "shoulder-to-shoulder" proposal concept, as first set forth:

> [T]o allay any concerns about preferential treatment of FARS and ARD and to avoid any unwanted tax consequences, FARS and ACP . . . are amenable to having the Court assign a portion of their debt to notes in favor of Plaintiffs—in effect, a judicial assignment of a portion of the FARS/ACP debt to Plaintiffs. The amount of such a conversion or assignment should be $25 multiplied by the number of units owned by Plaintiffs . . . , a deal tantamount to that given to FARS and putting Plaintiffs shoulder-to-shoulder with FARS and ACP.[2]

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[1] *See Ross Hldg. & Mgmt. Co. v. Advance Realty Gp., LLC*, 2015 WL 4719541, at *2 (Del. Ch. July 31, 2015).

[2] Defs.' Suppl. Post-Trial Mem. Addressing Whether Pls. Were Harmed by the Board's Layering of FARS's and ARD's Loans on Top of Their Units and the Question of Att'ys' Fees and Expenses 3.

My suggestion that the terms could be included in an implementing order was not intended to launch yet another round of substantive debate. The issuance of additional debt does not fall within the scope of Defendants' proposal. The decision to accept Defendants' proposal, which is accurately set forth in their proposed form of order, is one for Plaintiffs.

Accordingly, I will enter Defendants' form of Final Order and Judgment accompanying Mr. Viceconte's letter of November 25, 2015 or that order without paragraph 5 and without the introductory language on page ii beginning with "noting however that Defendants" and ending with "and Plaintiffs' having expressed an interest in accepting it," which deals with the "shoulder-to-shoulder" proposal. It appears that Plaintiffs have no interest in the entry of the "shoulder-to-shoulder" form of order submitted by Defendants, but if I misunderstand their position, I ask that they correct my perception on or before January 29, 2016. If nothing is forthcoming, the form of order proposed by Defendants, but without paragraph 5, and the introductory language identified above, will be entered.

I also understand that Intervenors are concerned that an order might interfere with their priority rights and litigation in New York. I believe that entry of either of the forms of order which I have described would not affect their rights. If Intervenors disagree with this understanding, I ask that they inform me accordingly, again by no later than January 29, 2016.

Very truly yours,

/s/ John W. Noble

JWN/cap
cc: Register in Chancery-K