

**IN THE SUPREME COURT OF THE STATE OF DELAWARE**

YUCAIPA AMERICAN ALLIANCE	§	
FUND II, L.P., a Delaware limited	§	
partnership, and YUCAIPA AMERICAN	§	
ALLIANCE (PARALLEL) FUND II,	§	
L.P., a Delaware limited partnership,	§	No. 565, 2010
	§	
Plaintiffs Below,	§	
Appellants,	§	Court Below:
	§	
v.	§	Court of Chancery of the
	§	State of Delaware
LEONARD RIGGIO, STEPHEN RIGGIO,	§	
GEORGE CAMPBELL, JR., MICHAEL	§	
J. DEL GIUDICE, WILLIAM DILLARD,	§	
II, PATRICIA L. HIGGINS, IRENE R.	§	
MILLER, MARGARET T. MONACO,	§	
LAWRENCE S. ZILAVY, and BARNES &	§	
NOBLE, INC., a Delaware corporation,	§	C.A. No. 5465-VCS
	§	
Defendants Below,	§	
Appellees.	§	

Submitted: March 2, 2011

Decided: March 3, 2011

Before **STEELE**, Chief Justice, **HOLLAND**, **BERGER**, **JACOBS** and **RIDGELY**,  
Justices, constituting the Court *en Banc*.

**ORDER**

This 3<sup>rd</sup> day of March 2011, the Court, having considered this matter on the briefs and the oral arguments of the parties, and having concluded that the same should be affirmed on the basis of and for the reasons assigned by the Court of Chancery in its August 12, 2010 decision;

NOW, THEREFORE, IT IS HEREBY ORDERED that the judgment of the Chancery Court be, and the same hereby is, AFFIRMED.

BY THE COURT:

/s/ Carolyn Berger  
Justice