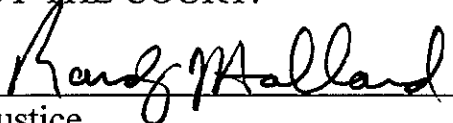


This 24th day of May 2013, the Court having considered this matter on the briefs filed by the parties has determined that the final judgment of the Court of Chancery should be affirmed on the basis of and for the reasons assigned by the Court of Chancery in its November 16, 2012, decision.

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

BY THE COURT:


Justice