IN THE SUPREME COURT OF THE STATE OF DELAWARE

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§	No. 29, 2005
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§	Court Below:
§	Court of Chancery
§	of the State of Delaware
§	in and for New Castle County
§	C.A. No. 058-N
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Submitted: June 15, 2005 Decided: July 22, 2005

Before BERGER, JACOBS, and RIDGELY, Justices.

<u>ORDER</u>

This 22nd day of July, 2005, the Court, having considered this matter

on the briefs 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 decisions of August 10, 2004 and December 27, 2004;

NOW, THEREFORE, IT IS HEREBY ORDERED that the judgment

of the Court of Chancery be, and the same hereby is

AFFIRMED.

BY THE COURT:

<u>/s/ Carolyn Berger</u> Justice