

This 19th day of June, 2009, the Court, having considered this matter on the briefs and the oral argument 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 December 19, 2008 Memorandum Opinion and Order;

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