

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

HUDSON'S BAY COMPANY	§	
LUXEMBOURG, S.A.R.L.,	§	
	§	No. 182, 2013
Plaintiff Below,	§	
Appellant,	§	Court Below:
	§	
v.	§	Superior Court of the
	§	State of Delaware, in and for
JZ LLC and AGZ LLC,	§	New Castle County
	§	
Defendants Below,	§	C.A. No. N10C-12-107
Appellees.	§	

Submitted: October 23, 2013

Decided: November 1, 2013

Before **HOLLAND, BERGER, JACOBS** and **RIDGELY**, Justices and **NOBLE**,  
Vice Chancellor,\* constituting the Court *en Banc*.

**ORDER**

On consideration of the parties' briefs and oral arguments, this Court affirms, in part, the Superior Court's judgment in favor of appellees, JZ LLC and AGZ LLC, on the basis of its March 11, 2013 Memorandum Opinion. Specifically, this Court affirms the trial court's reasoning and holding that unintentional and immaterial errors in appellant's financial statements do not constitute a breach of warranty or misrepresentation under the operative Securities Purchase Agreement. Having affirmed on the basis of the trial court's first holding, this Court does not reach the

---

\* Sitting by designation pursuant to art. IV, § 12 of the Delaware Constitution and Supreme Court Rules 2 and 4 (a) to fill up the quorum as required.

alternative holding regarding damages.

It appears to this Court that an issue concerning attorneys' fees remains unresolved. Accordingly, we remand for the trial court's consideration of this issue.

Jurisdiction is not retained.

IT IS SO ORDERED.

BY THE COURT:

/s/ Carolyn Berger  
Justice