

IN THE SUPREME COURT OF THE STATE OF DELAWARE

PETER SCHOENFELD ASSET MANAGE-	§	
MENT LLC, HUDSON VALLEY	§	
PARTNERS, L.P., THE MERGER FUND,	§	No. 384, 2003
LTD., SPHINX MERGER ARBITRAGE	§	
(THE MERGER), THE MERGER FUND,	§	
WCM PARTNERS, L.P. and ZURICH	§	Court Below: Court of Chancery
INSTITUTIONAL BENCHMARKS	§	of the State of Delaware in and
MASTER FUND LIMITED, on behalf of	§	for New Castle County
themselves and all others similarly	§	
situated,	§	C. A. No. 20087
	§	
Plaintiffs Below,	§	
Appellants,	§	
	§	
v.	§	
	§	
JACK A. SHAW, LARRY D. HUNTER,	§	
MICHAEL J. GAINES, EDDY W.	§	
HARTENSTEIN, ROXANNE S. AUSTIN,	§	
JOSEPH R. WRIGHT, PATRICK J.	§	
COSTELLO, STEPHEN R. KAHN,	§	
JAMES M. HOAK, DENNIS F.	§	
HIGHTOWER and HUGHES	§	
ELECTRONICS CORPORATION,	§	
	§	
Defendants Below,	§	
Appellees.	§	

Submitted: December 16, 2003

Decided: December 17, 2003

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

ORDER

This 17th day of December 2003, upon consideration of the briefs of the parties, and their contentions in oral argument, it appears to the Court that the judgment of the

Court of Chancery should be affirmed on the basis of and for the reasons set forth in its decision dated July 10, 2003.

NOW, THEREFORE, IT IS ORDERED that the judgment of the Court of Chancery is **AFFIRMED**.

BY THE COURT:

/s/ E. Norman Veasey
Chief Justice