

Before **JACOBS** and **RIDGELY**, Justices, and **JURDEN**, Judge.*

ORDER

This 19th day of January 2012, 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 well-reasoned decision dated June 15, 2011.

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

BY THE COURT:

/s/ Jack B. Jacobs
Justice

* Sitting by designation pursuant to Art. IV, § 12 of the Delaware Constitution and Supreme Court Rules 2 and 4.