



one or more directors, other than defendants Van Gorkom and Chelberg, may be entitled to claim the protection of the business judgment rule because of reasonable reliance in good faith under 8 Del. C. §141(e), upon reports, including legal advice, rendered to the Board by Van Gorkom, Chelberg and others?

c) If there is insufficient evidence of record to support a conclusion that one or more directors, other than Van Gorkom and Chelberg, are entitled to the protection of the business judgment rule by reasonable reliance upon 8 Del. C. §141(e), what effect, if any, does the stockholder vote of February 10, 1981, have in relieving such director of a duty to timely exercise business judgment in connection with the sale of TU?

d) Can shareholder ratification of the merger, by less than unanimous vote, cure director approval of the merger if one or more directors are found not entitled to the protection of the business judgment rule for absence of good faith?

2) Supplemental briefs, governed by Rule 14, including the page limitations of Rule 14(d), be exchanged on or before May 1, 1984, and reply briefs on or before May 21, 1984; and

3) The case be scheduled for argument only on the above questions at the June 1984 session of the Court.

BY THE COURT



Chief Justice