



GRANTED

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

ROSEANN MARCHAND, as)
Administrator of the Estate of JACK L.)
MARCHAND II,)

Plaintiff,)

v.)

JOHN W. BARNHILL, JR., GREG)
BRIDGES, RICHARD DICKSON,)
PAUL A. EHLERT, JIM E. KRUSE,)
PAUL W. KRUSE, W.J. RANKIN,)
HOWARD W. KRUSE, PATRICIA I.)
RYAN, and DOROTHY MCLEOD)
MACINERNEY,)

Defendants,)

BLUE BELL CREAMERIES USA,)
INC.,)

Nominal Defendant.)

C.A. No. 2017-0586-NAC

[PROPOSED] ORDER GRANTING THE SPECIAL LITIGATION COMMITTEE’S MOTION TO PERMIT PLAINTIFF’S COUNSEL TO PROCEED WITH DERIVATIVE LITIGATION

WHEREAS, on August 7, 2019, the board of directors of Nominal Defendant Blue Bell Creameries USA, Inc. (“Blue Bell” or the “Company”) formed a special litigation committee comprised of directors Joseph A. Cialone, Charles M. Elson and Ralph D. McBride (the “SLC”);

WHEREAS, following an investigation of the facts underlying the claims in the Verified Stockholder Derivative Action Complaint filed in the above-captioned

action (the “Litigation”), the SLC filed a Motion for Realignment on September 15, 2023, seeking entry of an order permitting Blue Bell, through the SLC, to take control of the Litigation by realigning the Company as Plaintiff on the pending Complaint (the “Realignment Order”);

WHEREAS, on September 21, 2023, the Court entered the Realignment Order; and

WHEREAS, following an unsuccessful mediation, the SLC has now determined it is appropriate and in the best interests of the Company and its stockholders to withdraw the realignment and to allow Plaintiff and her counsel to proceed with the derivative Litigation on behalf of Blue Bell;

IT IS HEREBY ORDERED this ___ day of _____, 2024, as follows:

1. The Motion is GRANTED.
2. At the request of the SLC, Roseann Marchand, as Administrator of the Estate of Jack L. Marchand II, is authorized to proceed with this derivative Litigation on behalf of the Company.
3. The SLC shall be designated as an Interested Party in File & Serve*Xpress* and shall continue to be served with all documents filed and/or served in the Litigation and to have authority to take any and all actions on behalf of Blue Bell with respect to the litigation of the derivative claims.

Vice Chancellor Nathan A. Cook

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Nathan A Cook

**File & Serve
Transaction ID:** 72625024

Current Date: Apr 18, 2024

Case Number: 2017-0586-NAC

Case Name: CONF ORDER - Jack L. Marchand II v. John W. Barnhill, Jr.

Court Authorizer: Nathan A Cook

Court Authorizer

Comments:

I have reviewed the parties' motion papers and find good cause to enter the proposed order of the Special Litigation Committee ("SLC"). Defendants quibble with the text of the SLC's proposed form of order. As set forth in the SLC's papers, however, the SLC's proposed order is consistent with the Unanimous Written Consent and appropriately effectuates the SLC's determination to authorize Roseann Marchand, as Administrator of the Estate of Jack L. Marchand II, to proceed with the derivative Litigation on behalf of the Company. It is not for Defendants, many of whom executed the Unanimous Written Consent and who are adverse in this circumstance, now to attempt to circumscribe the decision-making authority of the SLC or its determination to permit Ms. Marchand, as estate administrator, to prosecute the action. This is particularly true when, as here, Defendants' asserted concerns over future "confusion" are vague and theoretical in nature. As the SLC points out in its reply, Ms. Marchand's counsel "has not professed confusion over the role of the SLC going forward and has not objected to the SLC's proposed form of order." To the extent any actual, meaningful "confusion" arises in the future that the parties are unable to resolve themselves and clarification from this Court is necessary, the parties may seek such clarification at that time, with the aid of submissions grounded in concrete facts rather than abstractions.

/s/ Judge Nathan A Cook