IN THE SUPREME COURT OF THE STATE OF DELAWARE

CITIGROUP INC., CHARLES PRINCE, VIKRAM PANDIT, GARY CRITTENDEN, ROBERT RUBIN, ROBERT DRUSKIN, THOMAS G. MAHERAS, MICHAEL STUART KLEIN, and DAVID C. BUSHNELL,

Defendants Below-Appellants,

v.

AHW INVESTMENT PARTNERSHIP, MFS, INC., and ANGELA H. WILLIAMS, as Trustee of the Angela H. Williams Grantor Retained Annuity Trust UAD March 24, 2006, the Angela Williams Grantor Retained Annuity Trust UAD April 17, 2006, the Angela Williams Grantor Retained Annuity Trust UAD May 9, 2006, the Angela Williams Grantor Retained Annuity Trust UAD November 1, 2007, the Angela Williams Grantor Retained Annuity Trust UAD May 1, 2008, the Angela Williams Grantor Retained Annuity Trust UAD May 1, 2008, the Angela Williams Grantor Retained Annuity Trust UAD July 1, 2008, and the Angela Williams Grantor Retained Annuity Trust UAD November 21, 2008,

Plaintiffs Below-Appellees.

No. 641, 2015

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§ Certification of Questions of
§ Law from the United States
§ Court of Appeals for the
§ Second Circuit
§ C.A. Nos. 13-4488-cv(L) and
§ 13-4504-cv(XAP)

Submitted: February 25, 2016
Decided: March 2, 2016

Before STRINE, Chief Justice; HOLLAND, and VALIHURA, Justices.

ORDER

This 2nd day of March 2016, it appears to the Court that:

(1) The issue in this appeal involves whether shareholders' claims against

a corporate defendant, which allege damages based on the shareholders' continuing to hold the corporation's stock in reliance on corporate agents' misstatements as the stock diminished in value, are properly brought as direct or derivative claims. Pending before the Court is a motion for leave to participate as *amicus curiae* filed by the Public Investors Arbitration Bar Association in support of the appellees.

- (2) The appellants and the appellees both consent to the participation of the proposed *amicus*.
- (3) The privilege to be heard as *amicus curiae*, as well as the manner and extent of participation, rests within the sound discretion of the Court.¹ Under the circumstances, the Court finds that the movant may be able to provide the Court with some unique supplemental assistance in this case involving a question of general public importance.²
- (4) The motion to participate as *amicus curiae* is hereby GRANTED.

 The proposed *amicus* brief is deemed to be accepted for filing.

NOW, THEREFORE, IT IS ORDERED that the motion for leave to participate as *amicus curiae* is GRANTED.

BY THE COURT:
Randy Holland

Justice

¹Giammalvo v. Sunshine Mining Co., 644 A.2d 407, 408 (Del. 1994).

 $^{^{2}}Id.$ at 410.