



GRANTED

EFiled: Dec 20 2018 11:20AM EST
Transaction ID 62788633
Case No. 2018-0677-JTL



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

FAIR VALUE INVESTMENTS, INC.,)
)
 Plaintiff,)
 v.)
 DBM GLOBAL INC.,)
)
 Defendant.)

C.A. No. 2018-0677 JTL

**STIPULATION AND [PROPOSED] ORDER
TO PERMIT THE FILING OF A SUPPLEMENTAL COMPLAINT
AND A REVISED SCHEDULE FOR FURTHER PROCEEDINGS**

WHEREAS, on September 13, 2018, Plaintiff Fair Value Investments, Inc. (“FVI”) filed its Verified Complaint Pursuant to 8 *Del. C.* Section 220 to Compel Inspection of Books and Records (the “Complaint”) (D.I. 1);

WHEREAS, subsequent to the filing of the Complaint in this proceeding, DBM Global Inc. (“DBM”) announced that it had entered into a proposed transaction to acquire a company known as GrayWolf Industrial (the “GrayWolf Transaction”);

WHEREAS, HC2 Holdings, Inc., filed a Form 8-K with the Securities and Exchange Commission in connection with the GrayWolf Transaction on December 4, 2018;

WHEREAS, FVI has served DBM with additional demands for inspection of various documents specifically related to the GrayWolf Transaction (together, the “GrayWolf Demand”);

WHEREAS, FVI has proposed that it incorporate the GrayWolf Demand into this action through the filing of a Supplemental Complaint (substantially in the form provided to DBM);

WHEREAS, having resolved the demands reflected in the existing Complaint (and related inquiries made by FVI), the parties met and conferred regarding FVI's proposed Supplemental Complaint;

WHEREAS, although DBM does not make any concessions about the proposed Supplemental Complaint or GrayWolf Demand, the parties agree that the interests of judicial economy would be served by addressing the GrayWolf Demand in this action, thereby obviating the need for the parties to expend resources resolving those issues outside of this action;

NOW, THEREFORE, the parties hereby stipulate as follows, subject to the approval of the Court:

1. The trial previously scheduled to be held on January 16, 2019 is continued to such later date as agreed upon by the parties and reflected in a revised Scheduling Order or, absent such agreement, by an Order entered by the Court after providing the parties an opportunity to be heard.

2. FVI may file its Supplemental Complaint (in a form substantively identical to the draft provided to DBM) following the expiration of the statutory

timeframe for DBM to respond to the GrayWolf Demand, should it remain unresolved on that date.

3. DBM reserves and retains all rights and defenses in connection with the GrayWolf Demand and Supplemental Complaint. To the extent necessary, DBM shall answer, move or otherwise respond to the new matter raised in the Supplemental Complaint (paragraphs 20-27) within 10 days after service of that pleading.

4. The various demands set forth in the Complaint (and related inquiries advanced by FVI to date) are deemed satisfied and resolved. Should trial in this action prove necessary, FVI shall be heard only on the inspection requests set forth in the GrayWolf Demand.

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Dated: December 20, 2018

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SO ORDERED, this ____ day of _____, 2018.

Vice Chancellor Laster

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

Court: DE Court of Chancery Civil Action

Judge: J Travis Laster

File & Serve

Transaction ID: 62788418

Current Date: Dec 20, 2018

Case Number: 2018-0677-JTL

Case Name: Fair Value Investments, Inc. v. DBM Global Inc.

Court Authorizer: Laster, J Travis

Court Authorizer

Comments:

Counsel are commended for their success so far in managing this dispute.

/s/ Judge Laster, J Travis