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November 28, 2022

Molly Dwyer
Clerk of Court
U.S. Court of Appeals for the Ninth Circuit
95 Seventh Street
San Francisco, CA 94103-1518

**Re: *Noelle Lee v. Robert Fisher, et al.*, No. 21-15923
Letter of Former Delaware Chief Justices, Justices, Chancellors, and
Vice Chancellors in Support of Defendants-Appellees**

Dear Ms. Dwyer:

The Honorable Leo E. Strine, Jr., the Honorable Myron T. Steele, the Honorable Henry duPont Ridgely, the Honorable Jack B. Jacobs, the Honorable William B. Chandler III, the Honorable Andre G. Bouchard, the Honorable John W. Noble, the Honorable Donald F. Parsons, Jr., and the Honorable Joseph R. Slight III (collectively, “The Former Delaware Chief Justices, Justices, Chancellors, and Vice Chancellors”) respectfully submit this letter as *amici curiae* in support of Defendants-Appellees. Amici are former Chief Justices and Justices of the Supreme Court of Delaware, as well as Chancellors and Vice Chancellors of the Delaware Court of Chancery, all of whom have a continuing interest in, and substantial experience with, the interpretation of Delaware’s corporate law.¹

The Former Delaware Chief Justices, Justices, Chancellors, and Vice Chancellors concur with the interpretations of Delaware law expressed in the Brief of *Amici Curiae* Professors Joseph A. Grundfest and Mohsen Manesh in Support of Defendants-Appellees in this proceeding, including, in particular, that: (1) the remedies available in this derivative action are

¹ The Former Delaware Chief Justices, Justices, Chancellors, and Vice Chancellors submit this *amicus* letter under Ninth Circuit Advisory Committee Note to Circuit Rule 29-1, which encourages *amici* who wish to join in the arguments of other *amici* to file and serve a short letter in lieu of a brief. None of the parties to this case or their counsel authored this letter in whole or in part. None of the parties to this case or their counsel contributed money that was intended to fund preparing or submitting this letter. No one other than *amici* and their undersigned counsel contributed money that was intended to fund preparing or submitting this letter. The Former Delaware Chief Justices, Justices, Chancellors, and Vice Chancellors submit this letter solely in their individual capacities and do not purport to speak on behalf of the Delaware Judiciary or the State of Delaware.

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duplicative of the remedies available in Delaware derivative actions; (2) the federal derivative claim at issue in this litigation is contingent on Delaware law both for its existence and for the definition of its critical metes and bounds; (3) where a stockholder claims that a false or misleading disclosure impaired the stockholder's right to cast an informed vote, that claim is direct, not derivative; (4) Delaware General Corporate Law Section 115 is irrelevant to the validity of the forum selection provision at issue in this litigation; and (5) the forum selection provision at issue in this litigation is enforceable under Delaware law.

Sincerely,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ Nina F. Locker

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*Attorneys for Amici Curiae Former
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Chancellors, and Vice Chancellors*

cc: Counsel for all parties

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CERTIFICATE OF SERVICE

I hereby certify that on November 28, 2022, I caused to be electronically filed the foregoing with the Clerk of the Court for the United States Court of Appeals for the Ninth Circuit using the appellate CM/ECF system. To the best of my knowledge, all parties to this appeal are represented by counsel who are registered CM/ECF users and will be served electronically by the appellate CM/ECF system.

DATED: November 28, 2022

Respectfully submitted,

/s/ Nina F. Locker

Nina F. Locker