



EXHIBIT A



DENIED

EFiled: Jan 24 2022 11:18AM EST
Transaction ID 67256989
Case No. 2021-1049-MTZ



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

DANIEL M. CORMIER,

Plaintiff,

v.

C.A. No. 2021-1049-MTZ

STEPHEN S. BURNS, SHANE BROWN,
KEITH A. FELDMAN, CAIMIN
FLANNERY, MICHAEL D. GATES,
DAVID T. HAMAMOTO, JUDITH A.
HANNAWAY, STEVEN R. HASH,
MICKEY W. KOWITZ, DARREN POST,
JANE REISS, ANDREW C.
RICHARDSON, JULIO C. RODRIGUEZ,
MARTIN J. RUCIDLO, PHIL RICHARD
SCHMIDT, DALE G. SPENCER,
ANGELA STRAND, CHUAN D. VO,
AND MARK A. WALSH,

Defendants,

and

LORDSTOWN MOTORS CORP.,

Nominal Defendant.

**[PROPOSED] ORDER GRANTING
LORDSTOWN'S MOTION
FOR CONTINUED CONFIDENTIAL TREATMENT**

WHEREAS, on December 8, 2021, Plaintiff filed a public redacted version of the Verified Shareholder Derivative Complaint (the "Original Public Complaint") (Trans. ID 67152228);

WHEREAS, On December 20, 2021, non-party George Troicky filed a Notice of Challenge to Confidential Treatment challenging the confidential treatment of the Original Public Complaint (Trans. ID 67181445); and

WHEREAS, on December 28, 2021, nominal defendant Lordstown Motors Corp. (“Lordstown”) filed its Motion for Continued Confidential Treatment (the “Motion”), which seeks continued confidential treatment of its revised, lesser-redacted version of the Original Public Complaint (the “Revised Public Complaint”), attached as Exhibit A to the Motion;

Upon consideration of the Motion, it is hereby ordered, this ___ day of _____ 2022 that:

1. The Motion is GRANTED;
2. Lordstown is granted leave to file the Revised Public Complaint and shall do so within three days of entry of this Order;
3. Subject to Court of Chancery Rule 5.1(f), the redactions contained in the Revised Public Complaint shall continue to receive Confidential Treatment.

Vice Chancellor Morgan T. Zurn

Court: DE Court of Chancery Civil Action

Judge: Morgan Zurn

**File & Serve
Transaction ID:** 67196725

Current Date: Jan 24, 2022

Case Number: 2021-1049-MTZ

Case Name: David M. Cormier v. Stephen S. Burns et al.

Court Authorizer: Morgan Zurn

**Court Authorizer
Comments:**

"Open litigation is the default in the Court of Chancery." GKC Strategic Value Master Fund, LP v. Baker Hughes Inc., 2019 WL 2592574, at *5 (Del. Ch. June 25, 2019). Defendants seek to maintain redactions in the complaint as confidential, for three reasons: 1) good cause exists under Rule 5.1; 2) the plaintiff agreed to maintain confidentiality for the company's Section 220 production; and 3) the movant seeks to circumvent the discovery stay in his securities action.

Numerous Rule 5.1 cases explain that information may be maintained as confidential only where the movant demonstrates the public interest in access to Court proceedings is outweighed by particularized harm caused by public disclosure of sensitive, non-public information. Where the information is material to understanding the nature of the dispute, denial of public access requires a strong justification. Here, the redacted information is general descriptions of board-level summaries of 2020-21 production problems and preorders. This information goes to the nature of the dispute, and the press has already shown a public interest. The company's conclusory predictions of competitive harm fail to show good cause.

Absent good cause, the plaintiff's agreement to maintain Section 220 materials as confidential does not force this Court to prevent public access. That agreement yields to Rule 5.1 when the materials are used in a stockholder action. *In re Boeing Co. Deriv. Litig.*, 2021 WL 392851, at *3 (Del. Ch. Feb. 1, 2021).

Finally, the mere fact that the movant is a plaintiff subject to a PSLRA stay does not invalidate his Rule 5.1 request. The material he seeks to unseal is not tantamount to discovery, and the policies supporting a PLSRA stay are not undermined by this Court fulfilling its mandate for public access.

/s/ Judge Morgan Zurn