

# Order

Michigan Supreme Court  
Lansing, Michigan

April 2, 2021

Bridget M. McCormack,  
Chief Justice

161454

LESLIE J. MURPHY,  
Plaintiff-Appellant,

v

SAMUEL M. INMAN, III, JOHN F. SMITH,  
BERNARD M. GOLDSMITH, WILLIAM O.  
GRABE, LAWRENCE DAVID HANSEN,  
ANDREAS MAI, JONATHAN YARON,  
and ENRICO DIGIROLAMO,  
Defendants-Appellees.

SC: 161454  
COA: 345758  
Oakland CC: 2017-159571-CB

Brian K. Zahra  
David F. Viviano  
Richard H. Bernstein  
Elizabeth T. Clement  
Megan K. Cavanagh  
Elizabeth M. Welch,  
Justices

On order of the Court, the application for leave to appeal the April 30, 2020 judgment of the Court of Appeals is considered. We direct the Clerk to schedule oral argument on the application. MCR 7.305(H)(1).

The appellant shall file a supplemental brief addressing: (1) whether, with respect to Covisint Corporation's cash-out merger with OpenText Corporation, corporate officers and directors owed cognizable common law fiduciary duties to the corporation's shareholders independent of any statutory duty; and (2) whether the appellant has standing to bring a direct cause of action under either the common law or MCL 450.1541a. The appellant's brief shall be filed by August 30, 2021, with no extensions except upon a showing of good cause. In the brief, citations to the record must provide the appendix page numbers as required by MCR 7.312(B)(1). The appellees shall file a supplemental brief within 21 days of being served with the appellant's brief. A reply, if any, must be filed by the appellant within 14 days of being served with the appellees' brief. The parties should not submit mere restatements of their application papers.

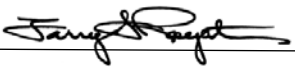
The Business Law and Litigation Sections of the State Bar of Michigan and the Michigan Chamber of Commerce are invited to file briefs amicus curiae. Other persons or groups interested in the determination of the issues presented in this case may move the Court for permission to file briefs amicus curiae.



b0330

I, Larry S. Royster, Clerk of the Michigan Supreme Court, certify that the foregoing is a true and complete copy of the order entered at the direction of the Court.

April 2, 2021

  
Clerk