

**IN THE SUPREME COURT OF THE STATE OF DELAWARE**

CALIFORNIA STATE TEACHERS' )  
RETIREMENT SYSTEM, NEW YORK )  
CITY EMPLOYEES' RETIREMENT )  
SYSTEM, NEW YORK CITY POLICE )  
PENSION FUND, POLICE OFFICERS' )  
VARIABLE SUPPLEMENTS FUND, )  
POLICE SUPERVISOR OFFICERS' )  
VARIABLE SUPPLEMENTS FUND, NEW )  
YORK CITY FIRE DEPARTMENT )  
PENSION FUND, FIRE FIGHTERS' )  
VARIABLE SUPPLEMENTS FUND, FIRE )  
OFFICERS' VARIABLE SUPPLEMENTS )  
FUND, BOARD OF EDUCATION )  
RETIREMENT SYSTEM OF THE CITY OF )  
NEW YORK, TEACHERS' RETIREMENT )  
SYSTEM OF THE CITY OF NEW YORK, )  
NEW YORK CITY TEACHERS' )  
VARIABLE ANNUITY PROGRAM, AND )  
INDIANA ELECTRICAL WORKERS )  
PENSION TRUST FUND IBEW, )

Plaintiffs Below,  
Appellants,

v.

AIDA M. ALVAREZ, JAMES I. CASH, JR., )  
ROGER C. CORBETT, DOUGLAS N. )  
DAFT, MICHAEL T. DUKE, GREGORY B. )  
PENNER, STEVEN S. REINEMUND, JIM )  
C. WALTON, S. ROBSON WALTON, )  
LINDA S. WOLF, H. LEE SCOTT, JR., )  
CHRISTOPHER J. WILLIAMS, JAMES W. )  
BREYER, M. MICHELE BURNS, DAVID )  
D. GLASS, ROLAND A. HERNANDEZ, )  
JOHN D. OPIE, J. PAUL REASON, ARNE )  
M. SORENSON, JOSE H. VILLARREAL, )  
JOSE LUIS RODRIGUEZMACEDO )

No. 295, 2016

Appeal from the Memorandum  
Opinion, dated May 13, 2016,  
of the Court of Chancery  
of the State of Delaware,  
C.A. No. 7455-CB

RIVERA, EDUARDO CASTRO-WRIGHT, )  
 THOMAS A. HYDE, THOMAS A. MARS, )  
 JOHN B. MENZER, EDUARDO F. )  
 SOLORZANO MORALES, AND LEE )  
 STUCKY, )  
 )  
 Defendants Below, )  
 Appellees )  
 )  
 WAL-MART STORES, INC. )  
 )  
 Nominal Defendant Below, )  
 Appellee. )  
 )  
 \_\_\_\_\_ )

**DEFENDANTS-BELOW/APPELLEES’ RESPONSE TO  
 PLAINTIFFS-BELOW/APPELLANTS’ OPPOSITION TO MOTIONS FOR  
 LEAVE TO FILE *AMICUS CURIAE* BRIEFS AND REQUEST FOR LEAVE  
TO FILE BRIEF IN RESPONSE TO THE *AMICUS CURIAE* BRIEFS**

1. The Opposition of Plaintiffs-below/Appellants to the motions of the Business Roundtable, Chamber of Commerce of the United States of America, and Retail Litigation Center, Inc. for leave to file *amicus curiae* briefs is meritless. The Supplemental Opinion of the Court of Chancery that prompted the recent briefing in this Court did not exist “over a year” ago (Opposition at 2), but rather was issued on July 25, 2017. Indeed, “over a year” ago, the sole opinion in this matter was the decision of the Court of Chancery *granting* Defendants-below/Appellees’ motion to dismiss on the grounds of collateral estoppel; thus, there was no departure from well-established precedent to which *amici* needed to respond at that time. This Court’s notice directing that simultaneous supplemental memoranda be

filed analyzing the recent Supplemental Opinion similarly did not exist “more than a year” ago (Opposition at 1), but was sent to the parties on August 1, 2017. Moreover, this Court has already granted the *amici*’s motions and filed their briefs—as Plaintiffs themselves acknowledge, *id.*—so Plaintiffs’ “Opposition” is moot.

2. Plaintiffs’ request for leave to file a new brief in response to the *amicus* briefs is unorthodox. Nonetheless, if the Court sees fit to grant Plaintiffs’ request, Defendants respectfully request that the Court expressly limit Plaintiffs to responding solely to the issues raised in the *amicus* briefs.

POTTER ANDERSON & CORROON  
LLP

OF COUNSEL:

Theodore J. Boutrous, Jr.  
Alexander K. Mircheff  
GIBSON DUNN & CRUTCHER LLP  
333 South Grand Avenue  
Los Angeles, CA 90071-3197  
(213) 229-7000

Mark A. Perry  
GIBSON DUNN & CRUTCHER LLP  
1050 Connecticut Avenue, N.W.  
Washington, DC 20036-5306  
(202) 955-8500

Dated: September 11, 2017  
5385294

By /s/ Stephen C. Norman  
Donald J. Wolfe, Jr. (I.D. #285)  
Stephen C. Norman (I.D. #2686)  
Tyler J. Leavengood (I.D. #5506)  
Hercules Plaza, 6<sup>th</sup> Floor  
1313 North Market Street  
P. O. Box 951  
Wilmington, Delaware 19899-0951  
(302) 984-6000

*Attorneys for Appellees/Defendants-  
Below*

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**CERTIFICATE OF COMPLIANCE WITH TYPEFACE REQUIREMENT  
AND TYPE-VOLUME LIMITATION**

1. This memorandum complies with the typeface requirement of Supreme Court Rule 13(a)(i) because it has been prepared in Times New Roman 14-point typeface using Microsoft Word 2013 Professional.

2. This memorandum complies with the type-volume limitation of Rule 30(d) because it contains 224 words, as counted by Microsoft Word 2013 Professional.

POTTER ANDERSON & CORROON  
LLP

OF COUNSEL:

Theodore J. Boutrous, Jr.  
Alexander K. Mircheff  
GIBSON DUNN & CRUTCHER LLP  
333 South Grand Avenue  
Los Angeles, CA 90071-3197  
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GIBSON DUNN & CRUTCHER LLP  
1050 Connecticut Avenue, N.W.  
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By /s/ Stephen C. Norman  
Donald J. Wolfe, Jr. (I.D. #285)  
Stephen C. Norman (I.D. #2686)  
Tyler J. Leavengood (I.D. #5506)  
Hercules Plaza, 6<sup>th</sup> Floor  
1313 North Market Street  
P. O. Box 951  
Wilmington, Delaware 19899-0951  
(302) 984-6000

*Attorneys for Appellees/Defendants-  
Below*

**CERTIFICATE OF SERVICE**

I hereby certify that on September 11, 2017, a copy of the foregoing was served electronically via *File And ServeXpress* on the following counsel of record:

Stuart M. Grant, Esquire  
Michael J. Barry, Esquire  
Nathan A. Cook, Esquire  
GRANT & EISENHOFER P.A.  
123 Justison Street  
Wilmington, DE 19801

Ned Weinberger, Esquire  
LABATON SUCHAROW LLP  
300 Delaware Avenue, Suite 1225  
Wilmingt, DE 19801

David C. McBride, Esquire  
Kathaleen St. J. McCormick, Esquire  
Nicholas J. Rohrer, Esquire  
YOUNG CONAWAY, STARGATT  
& TAYLOR LLP  
Rodney Square  
1000 North King Street  
Wilmington, DE 19801

/s/ Tyler J. Leavengood  
Tyler J. Leavengood (No. 5506)