



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

DAVID A. STOCKMAN, :
 :
 :
 Plaintiff, :
 : C.A. No. 4227-VCL
 :
 v. :
 :
 HEARTLAND INDUSTRIAL PARTNERS, L.P., :
 :
 :
 Defendant. :

**DEFENDANT HEARTLAND INDUSTRIAL PARTNERS, L.P.'S
MOTION TO DISMISS THE VERIFIED COMPLAINT**

Defendant Heartland Industrial Partners, L.P. ("Heartland"), by its undersigned counsel, hereby moves this Court for an order dismissing the Verified Complaint pursuant to Court of Chancery Rule 12(b)(6) for failure to state a claim upon which relief can be granted. The grounds for this motion are set forth in an opening brief filed in connection herewith.

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