



**DENIED**

EFiled: Aug 03 2020 01:26PM EDT  
Transaction ID 65818017  
Case No. 2019-0794-AGB



**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

ARTHUR ISMAN, Derivatively on Behalf )  
of THE BOEING COMPANY, )

C.A. No. 2019-0794-AGB

Plaintiff, )

v. )

ROBERT A. BRADWAY, DAVID L. )  
CALHOUN, ARTHUR D. COLLINS, JR., )  
EDMUND P. GIAMBASTIANI, JR., LYNN )  
J. GOOD, LAWRENCE W. KELLNER, )  
CAROLINE B. KENNEDY, EDWARD M. )  
LIDDY, SUSAN C. SCHWAB, RONALD )  
A. WILLIAMS, MIKE S. ZAFIROVSKI, )  
KENNETH M. DUBERSTEIN, DENNIS A. )  
MUILENBURG, WALTER JAMES )  
MCNERNEY, JR., MARK FORKNER, )  
KEVIN MCALLISTER, RAYMOND L. )  
CONNER, JAMES F. ALBAUGH, )  
MICHAEL SINNETT, and GREG SMITH, )

Defendants, )

– and – )

THE BOEING COMPANY, a Delaware )  
corporation, )

Nominal Defendant. )

**[POPOSED] ORDER LIFTING STAY**

AND NOW, this \_\_\_ day of \_\_\_\_\_, 2020, Plaintiff Arthur Isman (“Isman”), having moved to lift the stay in the above-referenced action (the “Isman Action”), and finding good cause therefore,

**IT IS HEREBY ORDERED THAT:**

1. The stay in the Isman Action is **LIFTED**; and
2. Isman shall meet and confer with the parties in his action and in the consolidated stockholder derivative action in this Court based on the same underlying misconduct to present a joint schedule to this Court regarding their respective actions.

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Chancellor Andre G. Bouchard

This document constitutes a ruling of the court and should be treated as such.

**Court:** DE Court of Chancery Civil Action

**Judge:** Andre G Bouchard

**File & Serve**

**Transaction ID:** 65689651

**Current Date:** Aug 03, 2020

**Case Number:** 2019-0794-AGB

**Case Name:** CON ORD/STAYED Arthur Isman v. Robert A. Bradway, et al.

**Court Authorizer:** Andre G Bouchard

**Court Authorizer**

**Comments:**

Pending before the court are five actions that seek to assert oversight claims derivatively on behalf of The Boeing Company arising from the alleged failure to monitor the safety of Boeing's 737 MAX airplanes. In all five actions, plaintiffs purport to be pursuing the best interests of Boeing and its stockholders. In four of those actions, which are being consolidated in a separate order, the plaintiffs did not make a demand before filing suit and a threshold issue will be whether it would have been futile to make a demand. In this action, plaintiff made a demand, thereby waiving his right to contest the independence of Boeing's board. *Grimes v. Donald*, 673 A.2d 1207, 1219 (Del. 1996), overruled on other grounds by *Brehm v. Eisner*, 746 A.2d 244 (Del. 2000).

On January 21, 2020, in the exercise of its inherent discretion, the court stayed this action until further order of the court. In my opinion, Isman's motion fails to provide any good reason why lifting the stay of his action now, before the issue of demand futility has been adjudicated, would advance the best interests of Boeing and its stockholders under the circumstances before the court. Accordingly, Isman's motion to lift the stay of his action is denied. Isman may seek relief from the stay after the issue of demand futility has been adjudicated.

**/s/ Judge Andre G Bouchard**