STATE OF NORTH CAROLINA NEW HANOVER COUNTY	IN THE GENERAL COURT OF JUSTICE SUPERIOR COURT DIVISION 24CVS004823-640
DERRIC BECKER and JOSEPH FINLEY, individually, and derivatively on behalf of Bridges Experience, Inc., Plaintiffs, v. BRIDGES EXPERIENCE, INC., f/k/a CASTLE BRANCH, INC.; BRETT HALNA DU FRETAY a/k/a/ BRETT MARTIN; and WILLIAM JOSEPH STEWART, Defendants, and BRIDGES EXPERIENCE, INC., Nominal Defendant.	**ORDER ON PLAINTIFFS' AMENDED MOTION FOR EXTENSION OF TIME TO RESPOND TO MOTION TO DISMISS TO CONDUCT LIMITED DISCOVERY** **[Public][1]**

1. **THIS MATTER** is before the Court on Plaintiffs' Amended Motion for Extension of Time to Respond to Motion to Dismiss to Conduct Limited Discovery (Motion), (ECF No. 183).

I. BACKGROUND

2. Plaintiffs sued Defendants Bridges Experience, Inc. (Bridges Experience) and Brett Halna du Fretay a/k/a Brett Martin (Martin), directly, for

[1] The Court's Order was provisionally filed under seal on 6 March 2026 to permit counsel for the parties and non-party DISA Global Solutions, Inc. to confer and advise the Court whether they contend any matters referenced herein should be sealed. The parties have not requested that the Court consider sealing any portion of the Order. Therefore, the Court now files its Order in its original form on the public record.

failure to provide dissenter's rights, judicial dissolution, breach of fiduciary duty, and constructive fraud on 27 December 2024. (Compl. ¶¶ 69–108, ECF No. 3.) The same day, Plaintiffs served their first derivative demand (First Derivative Demand) on Bridges Experience for alleged breaches of fiduciary duty. (*See generally* Ex. K to First Am. Compl. [First Derivative Demand], ECF No. 48.) The demand asserted that Martin, as a director and officer of the company, misused corporate funds and defrauded the company and its shareholders regarding a "make whole" payment arising out of a sale of the parties' business. (First Derivative Demand 2.)

3. By consent, Plaintiffs filed their First Amended Complaint on 15 May 2025, adding derivative claims on behalf of Bridges Experience based on the First Derivative Demand. (First Am. Compl. ¶¶ 122–46, ECF No. 46.) The First Amended Complaint added Defendant William Joseph Stewart (Stewart), president of Bridges Experience, as a defendant, and the corporation itself as a nominal defendant for purposes of the derivative claims. (First Am. Compl. ¶¶ 122–35.)

4. The following day, Bridges Experience filed an unopposed motion asking the Court (1) to appoint Mr. Sam Duffort (Mr. Duffort or Special Committee) to investigate the first derivative claims pursuant to Section 55-7-44(f) of the North Carolina General Statutes; and (2) to stay Defendants' deadline to answer or otherwise respond to the First Amended Complaint until thirty days after the Special Committee's determination. (Bridges Experience's Unopposed Mot. Appointment Sam Duffort & Unopposed Mot. Temporary Stay [5/16/2025 Mot.] 1, ECF No. 50.)

5. On 23 June 2025, after determining that Mr. Duffort was independent, the Court appointed him to investigate the first derivative claims and to determine by 22 September 2025 whether maintaining the claims would be in the best interest of Bridges Experience. (Or. Unopposed Mot. Appointment Sam Duffort & Unopposed Mot. Temporary Stay [6/23/2025 Order] ¶¶ 6, 8–9, ECF No. 74.) The Court later extended this deadline through 6 October 2025, (Or. Joint Consent Mot. Extension Time ¶ 4(a), ECF No. 86), to allow for the scheduling of interviews the Special Committee intended to conduct as part of its investigation, (Joint Consent Mot. Extension Time ¶¶ 4–12, ECF No. 84).

6. On 1 October 2025, Plaintiffs sent the Special Committee a letter in which they requested that Mr. Duffort investigate allegedly improper transactions that Plaintiffs claim to have more recently discovered. (Oct. 2025 Letter to Thomas Segars, ECF No. 89.1.) They followed this letter with a Second Derivative Demand sent to the company on 7 October 2025. (Second Derivative Demand, ECF No. 106.1.)

7. On 6 October 2025 (the deadline for the Special Committee to file its report), Plaintiffs moved for an order requiring the Special Committee to investigate the allegations in their Second Derivative Demand. These included claims for breach of fiduciary duty with respect to certain construction loans for properties on Oak Island (Oak Island Loans) and payments made by the company to rent other properties indirectly owned by Mr. Martin. (Mot. Sam Duffort Investigate & Extension Time [10/06/2025 Mot.] 1–2, ECF No. 87.)

8. On 20 October 2025, Plaintiffs filed a motion for leave to file a second amended complaint to add derivative claims on behalf of Bridges Experience that aligned with their Second Derivative Demand. (*See generally* Proposed Second Am. Compl., ECF No. 98.1.) Bridges Experience filed a consent motion seeking Mr. Duffort's re-appointment to investigate those claims. (Bridges Experience's Consent Mot. Appoint Sam Duffort Investigate Pls.' Second Derivative Demand [10/22/2025 Mot.] 1–2, ECF No. 104.) The Court granted the motion on 4 November 2025 and set 19 December 2025 as the deadline for the Special Committee to file a final report. (Or. Consent Mot. Appointment Sam Duffort ¶¶ 6–7, ECF No. 126.)

9. Mr. Duffort timely filed a 108-page report in which he concluded that maintaining Plaintiffs' derivative claims would not be in the company's best interest. (Final R. & R. Special Litigation Committee Bridges Experience, Inc. [Duffort Report] 3–4, ECF No. 163.)

10. Following the filing of the report, on 31 December 2025, Bridges Experience filed a motion requesting that the Court dismiss the derivative claims in Plaintiffs' First Amended Complaint in accordance with N.C.G.S. § 55-7-44(a). (Bridges Experience's Mot. Dismiss Pls.' Derivative Claims 1, ECF No. 170.) In addition, Bridges Experience stated that should Plaintiffs' motion for leave to file a second amended complaint be granted, it would pursue dismissal of those derivative claims as well. (Br. Supp. Bridges Experience's Mot. Dismiss Pls.' Derivative Claims [Bridges' Br. Supp.] 4 n.4, ECF No. 171.)

11. On 17 January 2026, Plaintiffs filed this Motion requesting "limited discovery on whether [Mr.] Duffort's investigation and the Report complies with N.C.G.S. § 55-7-44" or, in the alternative, an extension of thirty days from the denial of Plaintiffs' request for limited discovery to respond to Bridges Experience's Motion to Dismiss. (Pls.' Am. Mot. Extension Time Resp. Mot. Dismiss Conduct Limited Disc. 1, ECF No. 183.)

12. In response to Plaintiffs' Motion, the Court suspended Plaintiffs' deadline to respond to the motion to dismiss and set a briefing schedule. (Or. Pls.' Am. Mot. Extension Time Resp. Mot. Dismiss Conduct Limited Disc. ¶ 4, ECF No. 184.) Defendants Stewart and Martin and Nominal Defendant Bridges Experience filed their responses to the Motion on 9 February 2026. (ECF Nos. 197–98.) Plaintiffs filed a reply in support of the Motion on 19 February 2026. (ECF No. 207.)

13. The Motion is now ripe for disposition.[2]

II. ANALYSIS

14. Plaintiffs request at least ninety days to conduct discovery to "fully evaluate whether [Mr.] Duffort's investigation was performed in good faith after conducting a reasonable inquiry upon which his conclusions were based, as well as to assess [Mr.] Duffort's independence." (Pls.' Br. Supp. Mot. Extension Time Resp. Mot. Dismiss Conduct Limited Disc. [Pls.' Br. Supp.] 2, ECF No. 180.)

15. Stewart and Martin respond that Plaintiffs (a) have admitted Mr. Duffort's independence and nothing has changed; and (b) have failed to allege

[2] The Court determines, in its discretion, that oral argument will not aid in its decision and issues this ruling without a hearing pursuant to BCR 7.4.

particularized facts to support an assertion that Mr. Duffort's inquiry was unreasonable or in bad faith, as is required by N.C.G.S. § 55-7-44(d), in order to direct discovery to the Special Committee. (Defs. William Joseph Stewart & Brett Halna Du Fretay's Resp. Opp'n Pls.' Am. Mot. Extension Time Resp. Mot. Dismiss Conduct Limited Disc. [Defs.' Opp'n] 6–16, ECF No. 197.) Bridges Experience likewise contends that Plaintiffs have not met the "demanding standard" of N.C.G.S. § 55-7-44(d). (Bridge Experience's Br. Opp'n Pls.' Mot. Conduct Post-Report Disc. [Nominal Def.'s Opp'n] 9, ECF No. 198.)

16. The statute provides:

> a. The court shall dismiss a derivative proceeding on motion of the corporation if a determination is made, whether before or after the commencement of the derivative proceeding, by one of the groups specified in subsection (b) of this section in good faith, after conducting a reasonable inquiry upon which its conclusions are based, that the maintenance of the derivative proceeding is not in the best interest of the corporation.
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> d. If a determination has been made by one of the groups specified in subsection (b) of this section that maintaining the derivative proceeding is not in the best interest of the corporation, in order to contest the determination, *the plaintiff shall allege with particularity facts establishing that the requirements of subsection (a) of this section have not been met.* Defendants may make a motion to dismiss a complaint under subsection (a) of this section for failure to comply with this subsection. Prior to the court's ruling on the motion to dismiss, *the plaintiff is entitled to discovery only with respect to the issues presented by the motion and only if and to the extent that the plaintiff has alleged the facts with particularity.*

N.C.G.S. § 55-7-44(a), (d) (emphasis added).

A. Plaintiffs' Objections

17. Plaintiffs argue that the particularity standard of Section 55-7-44(d) does not apply in this case because Plaintiffs commenced their derivative action before, not after, their derivative demands were rejected. (Pls.' Reply Br. Supp. Pls.' Am. Mot. Extension Time Resp. Mot. Dismiss Conduct Limited Disc. [Pls.' Reply] 3, ECF No. 207.) However, even if the particularity standard applies, Plaintiffs contend that the "standard advanced by Defendants is too high and would eviscerate the availability of discovery under N.C.G.S. § 55-7-44[.]" (Pls.' Reply 6.)

18. The Court recognizes that there could well be cases in which it would be appropriate to allow the party asserting derivative claims to conduct discovery directed to an appointed panel's independence, good faith, or the reasonableness of its inquiry. *See JT Russell & Sons, Inc. v. Russell*, 2025 NCBC LEXIS 22, at *14–15 (N.C. Super. Ct. Mar. 4, 2025). However, the General Assembly has conditioned this right to cases in which the plaintiff *alleges with particularity facts* establishing that the committee was not independent, did not act in good faith, or did not conduct a reasonable inquiry. *Borchardt v. King*, No. 1:10CV261, 2011 U.S. Dist. LEXIS 158615, at *12 (M.D.N.C. May 4, 2011) (Plaintiff must allege facts with particularity establishing that the inquiry was not reasonable, that the directors' decision was not made in good faith, or that the committee was not independent).

19. Accordingly, when the complaint precedes the Special Committee's report, the statute contemplates the filing of an amended complaint or other pleading, setting out with particularity facts supporting an assertion that the special

committee was not independent, failed to act in good faith, or failed to conduct a reasonable inquiry. *See* N.C.G.S. § 55-7-44, cmt. 2 ("If the plaintiff opposes a corporation's motion to dismiss a derivative proceeding, subsection (c) requires the plaintiff's complaint (or, if the determination has been made after the commencement of the derivative proceeding, *an amended complaint or other filing* with the court) to *plead* with particularity[.]" (emphasis added)); Russell M. Robinson, II, *Robinson on North Carolina Corporate Law* § 17.08[5] (2025) (The party requesting limited discovery bears "the burden of *pleading* those facts with particularity, and perhaps also the burden of proving them, for purposes of the dismissal motion." (emphasis added)). Plaintiffs have filed no pleading alleging such facts; consequently, the Motion fails on this basis alone.

20. Instead of a pleading, Plaintiffs have included a list of complaints regarding Mr. Duffort's report in their brief in support of this Motion. However, even had they met the statute's pleading requirement, only two of Plaintiffs' complaints are supported by particularized facts, and those facts do not establish that the requirements of Section 55-7-44(a) were not met.

21. First, Plaintiffs contend that Mr. Duffort's statement that Truist was the "driver" of the Nvidia Options Strategy is incorrect based on statements made by Martin in a 1 February 2024 shareholders meeting in which he reportedly said that the Options Strategy was his idea. (Pls. Br. Supp. 10; Pls.' Br. Supp., Ex. A Excerpt from Tr. of 1 Feb. 2024 Shareholder Meeting [1 Feb. 2024 Tr.] 45:25–46:2, ECF No. 181.1.)

22. While a fact-finder could conclude that there is an inconsistency between Mr. Duffort's conclusion and Martin's statement regarding who originated the Options Strategy, the possible inconsistency[3] neither suggests that the scope of Mr. Duffort's investigation was unreasonable nor impugns his good faith. Mr. Duffort determined that the company had no assets to use as collateral for a loan, so the company's use of Martin's line of credit, supported by Martin's Nvidia stock, "was necessary under the circumstances." (Duffort Report 63.) In short, Mr. Duffort concluded that the company's financial straits made it dependent on Martin for assistance. Thus, regardless of whose idea it was to utilize the Options Strategy to offset swings in the value of the stock used to collateralize the line of credit, Mr. Duffort concluded that the company had no other choice. His investigation was reasonable and supports this conclusion. Plaintiffs are not entitled to discovery directed to the Special Committee on this basis.

23. Next, Plaintiffs contend that Mr. Duffort represents that DISA Global Solutions, Inc. agreed to purchase Bridges Experience's assets on the condition that Bridges Experience's shareholders invest in the Rollover Company, a representation they argue is contradicted by evidence that shareholder participation was optional and by Stewart's statements to DISA. (Pls.' Br. 10–11.) However, Plaintiffs concede that "the Rollover Claim is a direct claim not a derivative one[.]" (Pls.' Br. Supp. 11 n.2.) Discovery on a direct claim would have no bearing on whether the derivative

[3] While Martin appeared to take credit for the idea, there was no discussion of Truist's role in developing or facilitating the Options Strategy (or not) during the portion of the shareholders' meeting provided to the Court. (*See generally* 1 Feb. 2024 Tr.)

claims are in the best interest of the company. Thus, Plaintiffs are not entitled to discovery of the Special Committee on this point.

24. The rest of Plaintiffs' complaints are a restatement of their theories and assumptions regarding the case, rather than allegations of particularized facts supporting their challenge to Mr. Duffort's independence, good faith, or the reasonableness of his investigation. Plaintiffs argue that they are "unable to fully assess what information [Mr.] Duffort relied on" and "Plaintiffs have questions about the extent of [Mr.] Duffort's research." (Pls.' Br. Supp. 10, 16, 22 (requesting discovery of all of Mr. Duffort's research and notes of interviews).) The statute does not contemplate this type of far-reaching discovery. *See JT Russell & Sons, Inc.*, 2025 NCBC LEXIS 22, at *12, 15 (declining to allow discovery based on speculation); *cf. Borchardt v. King*, No. 1:10CV261, 2015 U.S. Dist. LEXIS 10604, at *20–21 (M.D.N.C. Jan. 29, 2015) (recognizing the limits on judicial review of a corporation's decision to dismiss a derivative proceeding under Section 55-7-44).

25. Finally, Plaintiffs argue in their reply brief that that the Special Committee applied an incorrect legal standard when analyzing whether a breach of fiduciary duty occurred with respect to Bridges Experience's role with the Oak Island Loans. (Pls.' Reply 10–13.) Specifically, rather than determine whether the loan transactions were fair to the company at the time they occurred, the Special Committee found in part that, because the company was eventually paid back the money it expended, it would not be in the best interest of the company to maintain a

derivative suit for breach of fiduciary duty based on those transactions. (Pls.' Reply 13; Duffort Report 94–95.)

26. The Court is not required to consider arguments raised for the first time in a reply brief. *See, e.g.*, *State ex. rel. Jackson v. TikTok Inc.*, 2025 NCBC LEXIS 107, at *11 n.1 (N.C. Super. Ct. Aug. 19, 2025) (finding that an argument made for the first time in a reply brief "is waived"); BCR 7.7 ("A reply brief must be limited to matters newly raised in the responsive brief."). The rationale behind the rule is that it is unfair to the opposing party for the moving party to take a parting shot. Therefore, the Court will not consider the "incorrect legal standard" argument.

27. It is noteworthy, however, that the question before Mr. Duffort was not whether a claim for breach of fiduciary duty exists, but whether bringing such a claim would be in the best interest of the corporation. *See* N.C.G.S. 55-7-44(a) (The special committee shall determine whether "maintenance of the derivative proceeding is not in the best interest of the corporation."). Here, the report reveals that Mr. Duffort investigated the allegations and determined, after weighing the relevant factors, that litigating a breach of fiduciary duty claim based on the Oak Island Loans was not in the best interest of the company. (*See* Duffort Report 95.) Plaintiffs may disagree with Mr. Duffort's conclusion, but discovery of the Special Committee on that basis is not warranted.

28. In sum, the Court concludes that Plaintiffs have failed to meet their burden under N.C.G.S. 55-7-44(d). *See, e.g., Borchardt*, 2011 U.S. Dist. LEXIS 158615, at *12–13 (Plaintiff "failed to allege with particularity [these] facts[,]" thus,

"[p]laintiff has failed to make the threshold showing required by section 55-7-44(d)."). As stated below, the Court further concludes that Mr. Duffort is independent, and that he conducted his inquiry reasonably and in good faith.

B. Reasonableness of the Inquiry

29. "To be reasonable, the [Special Committee's] inquiry must be commensurate in scope with the nature of the issues raised by the complainant." *Madvig v. Gaither*, 461 F. Supp. 2d 398, 407 (W.D.N.C. 2006) (citation omitted). "When examining whether a committee has conducted a reasonable investigation into a derivative claim, courts have examined factors such as 'whether the committee engaged independent counsel to assist in the investigation' and 'whether the committee reviewed the testimony of or interviewed directors, officers, and employees.' " *Borchardt*, 2015 U.S. Dist. LEXIS 10604, at *30 (quoting *Boland v. Boland*, 194 Md. App. 477, 517 (2010)).

30. Mr. Duffort retained an experienced law firm, Ellis & Winters LLP, to provide legal counsel and assistance with his investigation and report. (Duffort Report 2.) He prepared an extensive 108-page report that thoroughly examined each of Plaintiffs' claims in both the First and Second Derivative Demands. Mr. Duffort's conclusions followed logically from his findings.

31. Employing the business judgment rule, Mr. Duffort concluded that the transactions at issue and decisions made on behalf of the company were fair and reasonable. *See, e.g.*, Duffort Report 101 ("Studio ILM's peak rental rate in 2021 of $75,000 per month for approximately 5,000 square feet of space, effectively $15 per

square foot, fits within that rough range of fair value for the use of the space alone."); Duffort Report 85 ("[T]he Committee is persuaded that Company management's decision to purchase the Aircraft was both entirely fair and a reasonable business decision."); Duffort Report 80 ("the 'make whole' payment was inherently fair and reasonable").

32. Mr. Duffort also determined that maintaining the derivative claims was not in the company's best interest because of (1) possible defenses and/or mitigating circumstances including the absence of damages, (2) litigation would be costly and disruptive, and (3) many of Plaintiffs' complaints involve alleged harm to Plaintiffs, rather than to the company. (Duffort Report 68, 73, 75, 78–81, 85–86, 95, 99, 107.)

33. As for the scope of the investigation, with respect to the First Derivative Demand, Mr. Duffort interviewed (1) Plaintiff Derrick Becker (15% shareholder of Bridges Experience); (2) Thomas Crawford (Bridges Experience's accountant and CPA); (3) Plaintiff Joseph Finley (15% shareholder of Bridges Experience); (4) Jennifer Halna du Fretay (13% shareholder of Bridges Experience); (5) Defendant Martin (56% shareholder of Bridges Experience); and (6) Defendant Stewart (President and CFO of Bridges Experience). (Duffort Report 5.) Mr. Duffort also reviewed 23,380 documents made available to him by the parties, as well as sixteen audio recordings provided by Plaintiff Finley. (Duffort Report 7–8.)

34. As for the Second Derivative Demand, Mr. Duffort interviewed (1) Plaintiff Becker; (2) Mr. Crawford; (3) Plaintiff Finley; (4) Patricia Ginsburg (Controller of Bridges Experience); (5) Cherie Homa (consultant for Bridges

Experience); (6) Defendant Martin; and (7) Defendant Stewart. (Duffort Report 6.) Mr. Duffort reviewed an additional 9,490 documents that he received from the parties specific to the Second Derivative Demand. (Duffort Report 9.)

35. With respect to both derivative demands, Mr. Duffort took into account the pleadings and other documents in the public record. (Duffort Report 9.) The Court concludes that the scope of Mr. Duffort's inquiry was reasonable given the nature of the derivative claims and proposed claims.

36. Plaintiffs contend that it was unreasonable for Mr. Duffort not to conduct interviews with current or former Truist employees. (Pls.' Br. Supp. 5.) However, Mr. Duffort concluded that these interviews "were [not] essential to the completion of the Committee's investigation" as the information he was intending to determine in those interviews "was sufficiently set forth elsewhere in the record[.]" (Duffort Report 6 n.7.) The Court has read the Duffort Report and accepts Mr. Duffort's evaluation that further interviews were unnecessary. *See Madvig*, 461 F. Supp. 2d at 408 ("The court can find no requirement in the statute that [an independent committee] must waste time and money conducting redundant interviews.").

37. Further, Mr. Duffort met with counsel for both Plaintiffs and Defendants prior to beginning his investigation to "give counsel an opportunity to identify and explain to the Committee and its counsel the transactions, events, and evidence that counsel deemed most relevant to the matters that the Committee was charged with investigating[.]" (Duffort Report 4.) Mr. Duffort met a second time with

Plaintiffs' counsel after initiation of the investigation into the Second Derivative Demand. He considered counsel's comments when structuring his approach. (Duffort Report 4.)

38. Overall, the Court finds that the scope of Mr. Duffort's inquiry was reasonable given the content of the derivative demands. While Plaintiffs may have structured the investigation differently, their desires do not control. *See JT Russell & Sons, Inc.*, 2025 NCBC LEXIS 22, at *11 (the special committee's task is "to perform a reasonable inquiry, not an exhaustive one").

C. Mr. Duffort's Good Faith and Independence

39. "To determine whether the special committee acted in 'good faith,' a court is to look to 'the spirit and sincerity with which the investigation was conducted, rather than the reasonableness of its procedures [or] the basis for its conclusions.' " *Borchardt*, 2015 U.S. Dist. LEXIS 10604, at *34–35 (quoting Model Bus. Corp. Act § 7.44 cmt. 2 (1998)). Decisions made in good faith are those made "honestly, conscientiously, fairly, and with undivided loyalty to the corporation." *Madvig*, 461 F. Supp. 2d at 408 (citation omitted).

40. As discussed above, Mr. Duffort conducted a comprehensive investigation – interviewing the shareholders and other members of the company, listening to sixteen audio recordings, and reviewing thousands of pages of documents that included emails, meeting minutes, and financial documents. (Duffort Report 5–10.) The depth and breadth of the investigation as reflected in the Duffort Report

demonstrate to the Court that Mr. Duffort approached the investigation in good faith and with sincerity. There is nothing to suggest otherwise.

41. For example, there is no indication that Mr. Duffort made statements or took actions prior to his investigation that forecasted its result. *See Swenson v. Thibaut*, 39 N.C. App. 77, 106–08 (1978) (finding bad faith when the board voted to vigorously resist the derivative action claims at the same time it was appointing the special committee). In short, there is no basis in the record to conclude that the investigation conducted by Mr. Duffort and the resulting Duffort Report were the products of anything other than honesty, sincerity, fairness, and good faith.

42. As for independence, the "question about whether the special committee acted in good faith is different from a question about the special committee's independence, but the issues often relate to the same facts." *Borchardt*, 2015 U.S. Dist. LEXIS 10604, at *37 (citations omitted); *see also Swenson*, 39 N.C. App. at 108 (noting the "importance of *independent* judgment by directors as being crucial to the good faith question" (emphasis in original)); *JT Russell & Sons, Inc.*, 2025 NCBC LEXIS 22, at *10–11 (analyzing the special committee's independence when determining if the investigation was made in good faith).

43. Plaintiffs did not contest Mr. Duffort's independence until they filed this Motion. Specifically, Plaintiffs did "not oppose Mr. Duffort's [first] appointment[,]" (5/16/2025 Mot. 2), and Plaintiffs consented to Mr. Duffort's second appointment, (10/22/2025 Mot. 2). Only after reading the Duffort Report and disagreeing with Mr. Duffort's conclusions did Plaintiffs raise this issue. While it is possible for a lack of

independence to become apparent after the Special Committee is appointed, the Court discerns nothing in the record before it that would indicate that it is the case here. Overall, there is no convincing evidence before the Court that Mr. Duffort was not independent.

44. **WHEREFORE**, the Court, in its discretion, **ORDERS** as follows:

a. The Court **DENIES** Plaintiffs' Amended Motion to Conduct Limited Discovery.

b. The Court lifts the stay on Plaintiffs' deadline to respond to Bridges Experience's Motion to Dismiss, (ECF No. 170).

c. Plaintiffs shall file any response to the Motion to Dismiss within thirty days.

d. Business Court Rule 7 shall apply to any reply brief.

SO ORDERED, this the 13th day of March, 2026.

/s/ Julianna Theall Earp

Julianna Theall Earp
Special Superior Court Judge
for Complex Business Cases