

TABLE OF CONTENTS

	Page
TABLE OF AUTHORITIES	iii
INTRODUCTION	1
STATEMENT OF FACTS	2
Ocean Spray.....	3
The Plight Of Ocean Spray Shareholders	4
Ocean Spray's Refusal To Extend The Equity Quota Suspension	5
Ocean Spray's Buried Economic Value	6
The Complaint And Pending Motion.....	9
ARGUMENT	9
I. THE MOTION TO STRIKE CERTAIN RELIEF IN THE COMPLAINT SHOULD BE DENIED.	10
A. There Is No Procedural Basis To Strike The Requested Relief.....	10
B. In Any Event, A Claim Is Stated For The Relief In Question.	11
II. COUNT I PROPERLY ASSERTS A BREACH OF THE DUTY OF DISCLOSURE, AND THEREFORE THE MOTION TO DISMISS SHOULD BE DENIED.	15
A. Stockholder Action Was Taken Sufficient To Support The Claims In Count I.	17
B. The Sufficiently-Pleaded Allegations State A Claim For Breach Of The Duty Of Disclosure.	20
1. Ocean Spray's Proxy Statement Disclosures Were Materially False And Misleading	2
2. Ocean Spray's Attempt To Justify Its Materially False And Misleading Proxy Statement Disclosures Is Wholly Unavailing.....	23