THE MOTION TO DISMISS COUNT II SHOULD BE DENIED	
1. Ocean Spray's Board Possesses A Financial Benefit Not Conferred On All Shareholders Equally	27
On All Shareholders Equally	27
The Same Effect On All Shareholders Is Erroneous And Fails To Take Into Account The Differences Between Ocean Spray And Conventional Corporations	28
Opportunity Growing Dispensation Is So Egregious And Unsound As To Excuse Demand	30
FIDUCIARY DUTIES OF LOYALTY, CARE AND GOOD FAITH, AND THEREFORE THE MOTION TO DISMISS SHOULD BE DENIED	. 39
 B. The Well-Pleaded Allegations State A Claim For Relief. V. COUNT IV ASSERTS A PROPER CLAIM UNDER SECTION 225, AND THEREFORE THE MOTION TO DISMISS SHOULD BE DENIED. VI. COUNT V ASSERTS PROPER CLAIMS FOR DECLARATORY JUDGMENT, AND THEREFORE THE MOTION TO DISMISS SHOULD BE DENIED. VII. COUNT VI ASSERTS PROPER CLAIMS FOR THE BREACH OF IMPLIED OBLIGATIONS OF GOOD FAITH AND FAIR DEALING, 	. 40
 V. COUNT IV ASSERTS A PROPER CLAIM UNDER SECTION 225, AND THEREFORE THE MOTION TO DISMISS SHOULD BE DENIED VI. COUNT V ASSERTS PROPER CLAIMS FOR DECLARATORY JUDGMENT, AND THEREFORE THE MOTION TO DISMISS SHOULD BE DENIED. VII. COUNT VI ASSERTS PROPER CLAIMS FOR THE BREACH OF IMPLIED OBLIGATIONS OF GOOD FAITH AND FAIR DEALING, 	. 40
VI. COUNT V ASSERTS PROPER CLAIMS FOR DECLARATORY JUDGMENT, AND THEREFORE THE MOTION TO DISMISS SHOULD BE DENIED. VII. COUNT VI ASSERTS PROPER CLAIMS FOR THE BREACH OF IMPLIED OBLIGATIONS OF GOOD FAITH AND FAIR DEALING,	42
JUDGMENT, AND THEREFORE THE MOTION TO DISMISS SHOULD BE DENIED. VII. COUNT VI ASSERTS PROPER CLAIMS FOR THE BREACH OF IMPLIED OBLIGATIONS OF GOOD FAITH AND FAIR DEALING,	. 42
IMPLIED OBLIGATIONS OF GOOD FAITH AND FAIR DEALING,	44
	. 45
VIII. COUNT VII ASSERTS PROPER CLAIMS FOR COMMON LAW MISREPRESENTATION, AND THEREFORE THE MOTION TO DISMISS SHOULD BE DENIED.	48
CONCLUSION	. 50