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May 22, 2017

VIA FILE & SERVEXPRESS AND HAND DELIVERY

The Honorable Tamika Montgomery-Reeves
Court of Chancery
Leonard L. Williams Justice Center
500 North King Street, Suite 11400
Wilmington, Delaware 19801

Re: *Southpaw Credit Opportunity Master Fund L.P., et al., v. Roma
Restaurant Holdings, Inc., et al.*, C.A. No. 2017-0059-TMR

Dear Vice Chancellor Montgomery-Reeves:

We write on behalf of defendants in the above-captioned matter pursuant to the Court's instructions at the conclusion of our hearing on May 18, 2017. After that hearing, on May 18, 2017, Stephen Judge submitted his resignation as the chief executive officer of Roma Restaurant Holdings, Inc. and all subsidiaries ("Roma"), effective June 18, 2017. He subsequently confirmed that his resignation as an officer also included his resignation as a director of Roma.

On May 19, 2017, plaintiffs delivered by hand to Roma's registered agent in Delaware a written consent of stockholders of Roma in lieu of a stockholder meeting. Defendants do not contest the validity or effectiveness of that consent as to the removal of directors Scott Wilson and Kenneth J. Reimer, Ph.D., or the election of directors Howard J. Golden and Bradley Scher. Although Mr. Judge has

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not agreed to serve as a director, plaintiffs can proceed as they see fit to identify a third director. As a result, this § 225 action is moot and can be dismissed. *See Infinity Investors Ltd. v. Takefman*, 2000 WL 130622, at *5 (Del. Ch. Jan. 28, 2000). Defendants will circulate a draft stipulation of dismissal for plaintiffs' review.

Counsel is available at Your Honor's convenience should the Court have any questions.

Respectfully,

/s/ John M. Seaman

John M. Seaman (#3868)

cc: Register in Chancery (via File & ServeXpress)
Martin S. Lessner, Esq. (via File & ServeXpress)