

**22622/22636**

The legal issues presented to this Court on this appeal are as follows:

I.

WHETHER PLAINTIFF IS ENTITLED TO EQUITABLE RELIEF UNDER SDCL 47-7-34(3) AS A MATTER OF LAW WHEN THE PLAINTIFF, A 50% SHAREHOLDER IN THE CORPORATION, UNILATERALLY PREVENTED THE ELECTION OF DIRECTORS BY BOYCOTTING SHAREHOLDER'S MEETINGS AND REFUSING TO ATTEMPT TO ELECT DIRECTORS.

The trial court held in the affirmative.

II.

WHETHER PLAINTIFF IS GUILTY OF UNCLEAR HANDS AND/OR A BREACH OF FIDUCIARY DUTY WHICH WOULD OPERATE TO BAR PLAINTIFF'S CLAIMS FOR EQUITABLE RELIEF UNDER THE EVIDENCE PRESENTED.

The trial court held in the negative.

III.

WHETHER AN ORDER REQUIRING A BLIND AUCTION BETWEEN THE PLAINTIFF, ON ONE HAND, AND EVERY OTHER SHAREHOLDER IN THE CORPORATION, INCLUDING INTERVENORS, ON THE OTHER, WAS EQUITABLE AND WITHIN THE TRIAL COURT'S DISCRETION UNDER SDCL 47-7-34(3).

The trial court held in the affirmative.