

# Order

Michigan Supreme Court  
Lansing, Michigan

April 12, 2024

Elizabeth T. Clement,  
Chief Justice

166459

Brian K. Zahra  
David F. Viviano  
Richard H. Bernstein  
Megan K. Cavanagh  
Elizabeth M. Welch  
Kyra H. Bolden,  
Justices

KATHRYN L. KIRCHER,  
Plaintiff-Appellee,

v

SC: 166459  
COA: 360821  
Emmet CC: 20-107011-CK

BOYNE USA, INC., and STEPHEN KIRCHER,  
Defendants-Appellants,

and

JOHN E. KIRCHER and AMY KIRCHER  
WRIGHT,  
Defendants.

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On order of the Court, the application for leave to appeal the November 2, 2023 judgment of the Court of Appeals is considered. We direct the Clerk to schedule oral argument on the application. MCR 7.305(H)(1). The parties shall file supplemental briefs in accordance with MCR 7.312(E), addressing: (1) whether the implied covenant of good faith and fair dealing applies only as an interpretive tool to understand the express terms of a contract, compare *Gorman v American Honda Motor Co, Inc*, 302 Mich App 113, 133-134 (2013), with *In re Vylene Enterprises, Inc*, 90 F3d 1472, 1477 (CA 9, 1996); (2) whether the plaintiff stated a valid claim for breach of contract based on the defendants entering into the 2018 real estate transaction that significantly added to the debt of defendant Boyne USA, Inc.; and (3) whether the plaintiff stated a valid claim for breach of contract based on the defendants' refusal to negotiate an alternative formula to calculate the redemption price of the plaintiff's shares.

The Business Law Section of the State Bar of Michigan, the Michigan Association for Justice, the Michigan Chamber of Commerce, and the Michigan Defense Trial Counsel, Inc. are invited to file briefs amicus curiae. Other persons or groups interested in the determination of the issues presented in this case may move the Court for permission to file briefs amicus curiae.



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I, Larry S. Royster, Clerk of the Michigan Supreme Court, certify that the foregoing is a true and complete copy of the order entered at the direction of the Court.

April 12, 2024

Clerk