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Case No. 2024-1296-SEM

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

ANUJ GUPTA, Plaintiff, v. STEFAN SAFKO and SCOTT HARVEY, Defendants.	)	C.A. No. 2024-1296-SEM

DEFENDANTS' REPLY BRIEF
IN SUPPORT OF THEIR MOTION TO DISMISS

Dated: September 19, 2025

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Defendants, Stefan Safko ("Safko") and Scott Harvey ("Harvey"), having moved the Court pursuant to Court of Chancery Rules 12(b)(2), 12(b)(5), 12(b)(6), and 12(b)(7) to dismiss the Verified Complaint filed by the plaintiff, Anuj Gupta ("Plaintiff"), on December 13, 2024, and having submitted their Opening Brief in Support of Their Motion to Dismiss on September 11, 2025 (the "Opening Brief" or "OB"), submit this reply brief in further support of their Motion to Dismiss and in response to Plaintiff's answering brief in opposition to the Motion, filed on September 12, 2025 (the "Answering Brief" or "AB").

INTRODUCTION

As set forth in the Opening Brief, this action should be dismissed, or the Defendants should be dropped as parties, based on 8 *Del. C.* § 220(c), which provides that the Court may compel a defendant corporation to allow inspection of its books and records, but does not provide for an action to compel individuals to produce the books and records of a corporation.[1] Plaintiff's only response to that argument is that that Court's Rules and the requirements of Section 220 are mere "formalism" and the Court should deny the Motion to Dismiss as a matter of "equity."[2]

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[1] *See* OB 2, 6.

[2] AB 4 ("[t]he Court should reject Defendants' formalism"), 15 ("Equity Forecloses Defendants' Formalistic Defenses"), 20 ("equity compels the Court to order inspection"), 54 ("caption formalities").

Other than his appeal to "equity," most of Plaintiff's Answering Brief addresses his many grievances against Solfice Research, Inc.. DBA Civil Maps ("Solfice" or the "Company"), including the merits of his books-and-records demand. Those arguments appear to anticipate arguments that Defendants have *not* made because they are irrelevant to this Motion to Dismiss (or which they might not make at all, such as the purported "resignation" defense that dominates the Answering Brief). The Court should disregard those arguments at this stage in the proceedings.

In their Opening Brief, Defendants pointed out Plaintiff's heavy reliance on artificial intelligence ("AI") in drafting his initial response to the Motion to Dismiss, filed on August 29, 2025, before the parties' meet-and-confer call and before the parties had discussed a briefing schedule.[3] He did not disclose his use of AI in the initial response, and he did not acknowledge it in his Answering Brief. Indeed, his Answering Brief was drafted almost entirely by AI. Court of Chancery Rule 11 provides that a person, whether represented by counsel or not, who submits any paper to the Court certifies that the stated facts are true and that the statements of law are warranted by existing law or by a nonfrivolous argument for changing the law. Plaintiff cannot so certify. The Court should impose Rule 11 sanctions.

[3] *See* OB 8 n.16. The OB misidentified the document as the Complaint, but the document was the August 29, 2025, opposition.

In addition, this brief will address and refute Plaintiff's tangential arguments regarding: appointment of a trustee or receiver for a dissolved corporation; personal jurisdiction; proof of Plaintiff's stockholder status; the timeliness of any substantive claims he might make; and service of process on Defendant Harvey.

The Court should grant Defendants' Motion to Dismiss the Verified Complaint or, in the alternative, should drop Defendants from this action.[4]

ARGUMENT

A. The Defendants Are Not Proper Parties to an Action Pursuant to Section 220(c).

As noted above, Plaintiff has stated no basis for ignoring the plain language of Section 220(c), which provides a remedy against the Company to enforce a demand for access to corporate books and records, but not against individuals, even where those individuals were at one time officers or directors of the Company. Plaintiff's only response is that the language of the statute is mere "formalism."

However, as Chancellor Allen wrote in 1996, "when construing the reach and meaning of provisions of the Delaware General Corporation Law, our law is

[4] Defendants' counsel are not aware of any case in which a Section 220 plaintiff has been permitted to pursue an action against officers or directors as defendants. If the Court allows Plaintiff to name a Company's former directors as defendants in this Section 220 action, it is likely that most, if not every, Section 220 complaint in the future will name corporate directors and officers as defendants, complicating and delaying resolution of Section 220 claims.

formal…. the entire field of corporation law has largely to do with formality."[5] "Although Delaware law affords 'pro se litigants... some leniency in presenting their cases,... pro se litigants must abide by the same rules that apply to all other litigants.'"[6] Those principals apply with added force to Section 220 cases: "Delaware courts require strict adherence to the section 220 inspection demand procedural requirements."[7]

Plaintiffs cannot ignore the plain language of the statute. The Defendants are individuals whose contact with Solfice terminated more than three years ago. Whatever claim Plaintiff may have against the corporation, he has failed to state a claim against these Defendants on which relief can be granted.

B. The Court Should Impose Rule 11 Sanctions Because of Plaintiff's Heavy, Undisclosed Reliance on Artificial Intelligence.

Plaintiff's 67-page Answering Brief—initially filed less than 24 hours after Defendants filed their Opening Brief—like his August 29 response, is largely the work of artificial intelligence ("AI") and not of Plaintiff.[8] Analyzing the entire brief, including captions, headings, and signature block, the online application *GPTZero AI Detection* concluded that 399 of 412 sentences in the Answering Brief "were

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[5] *Uni-Marts, Inc. v. Stein*, 1996 WL 466961, at *9 (Del. Ch. Aug. 12, 1996).
[6] *Boatswain v. Miller*, 2023 WL 6141312, at *3 (Del. Ch. Sept. 20, 2023) (quoting *Lidya Holdings Inc. v. Eksin*, 2022 WL 274679, at *3 (Del. Ch. Jan. 31, 2022)).
[7] *Central Laborers Pension Fund v. News Corp.*, 45 A.3d 139, 145 (Del. 2012).
[8] *See* OB 8 n.16 for statistics on the Plaintiff's initial response.

likely AI generated." Another online application, *copyleaks.com/ai-content-detector*, found "100%" "AI Content." Even *pro se* litigants should not be allowed to submit content to the Court that was generated by third parties, including AI "bots." Allowing such practices would lead to a flood of frivolous AI-generated complaints filed with the Court as the work of legitimate plaintiffs.[9]

Before now, Delaware courts have had few occasions to address the use of AI in submissions to the Court. In *Kiefer v. UKSP, LLC*, the appellants admitted that they used artificial intelligence in their pleadings.[10] The Delaware Superior Court found that it was "understandable that a *pro se* litigant would seek out available technology to assist in their own representation. But the use of generative artificial intelligence in this manner was entirely unhelpful to the Court because the queries themselves were inherently biased."[11] Here, despite his almost total reliance on AI, Plaintiff has not admitted to its use. Although Defendants in their Opening Brief pointed out Plaintiff's undisclosed reliance on AI in his initial response to the Motion to Dismiss, Plaintiff did not admit to it in his Answering Brief.[12] His use of

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[9] *See Bradley v. Eichhorn*, 2025 WL 2625393, at *4 (S.D. Ohio Sept. 11, 2025) ("[t]he Court has recently seen an influx of *pro se* filings relying on generative artificial intelligence ('AI') technology").
[10] 2025 WL 2527862, at *3 (Del. Super. Sept. 5, 2025).
[11] *Id.*
[12] *See* OB 8 n.16.

generative AI is worse than unhelpful, wasting the Court's and opposing counsel's time with issues that are not legitimately before the Court.

Courts in other jurisdictions have addressed the problem of the improper use of artificial intelligence in court filings by *pro se* litigants. In *Willis v. U.S. Bank N.A.*, the United States District Court for the Northern District of Texas entered a "Standing Order Regarding Use of Artificial Intelligence" requiring litigants to disclose the use of AI on the first page of any such brief.[13] The District Court found that "because artificial intelligence synthesizes many sources with varying degrees of trustworthiness, reliance on artificial intelligence without independent verification renders litigants – attorneys and *pro se* parties alike – unable to represent to the Court that the information in their filings is truthful."[14] In this case, Plaintiff has not disclosed his heavy reliance on AI, but has nonetheless represented the truthfulness of his initial response and Answering Brief.

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[13] 783 F. Supp. 3d 959, 959 (N.D. Tex. 2025).

[14] *Id.* at 961 (quoting *Moales v. Land Rover Cherry Hill*, 2025 WL 1249616, at *3 (D. Conn. Apr. 30, 2025)) (internal quotation marks removed); *see also Moales*, 2025 WL 1249616, at *3 ("if merely asked to write an opposition to an opposing party's motion or brief, or to respond to a court order, an artificial intelligence program is likely to generate such a response, regardless of whether the response actually has an arguable basis in the law. Where the court or opposing party was correct on the law, the program will very likely generate a response or brief that includes a false statement of the law"); *Buckner v. Hilton Global*, 2025 WL 1725426, at *6 (W.D. Ky. June 20, 2025) ("the use of artificial intelligence can be likened in some ways to ghostwriting… a practice the federal courts almost universally condemn…. 'evades the requirements' of Rule 11… and creates serious concerns for maintaining candor to the Court").

In *Ferris v. Amazon.com Services, LLC*, the United States District Court for the Northern District of Mississippi, finding that the *pro se* plaintiff violated Federal Rule of Civil Procedure 11 by his use of AI, ordered the plaintiff to "pay the costs incurred by Defendant attributable to responding to [the plaintiff's] fabricated citations."[15] In that case, the plaintiff responded to a motion to dismiss "by hallucinating six fake cases."[16]

Here, virtually the entirety of Plaintiff's responses to the Motion to Dismiss were drafted by AI. Court of Chancery Rule 11 requires that a *pro se* party presenting any paper to the Court, like a represented party, certifies that "the claims, defenses, and other legal contentions are warranted by existing law or by a nonfrivolous argument for extending, modifying, or reversing existing law or for establishing new law."[17] Because of his undisclosed reliance on AI, Plaintiff cannot so certify. The Court should apply Rule 11 sanctions, strike Plaintiff's initial response, Answering Brief, and related filings, dismiss the action, and award Defendants their attorneys' fees and expenses reasonably incurred in connection with this action.[18]

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[15] 778 F. Supp. 3d 879, 881 (N.D. Miss. 2025).
[16] *Id.* at 880.
[17] Ct. Ch. R. 11(b)(2).
[18] *See Kruse v. Karlen*, 692 S.W.3d 43, 47 (Mo. Ct. App. 2024) (awarding damages for filing a frivolous *pro se* appeal including fictitious cases generated by AI: "[o]ur application of the rules stems not from a lack of sympathy, but instead from a

C. The Court Should Disregard Plaintiff's Arguments on the Merits.

Many of Plaintiff's arguments go not to the Motion to Dismiss, but rather to his grievances against Solfice and the merits of his claim for inspection of Solfice's books and records. Chief among these is the argument, stated without supporting factual allegations in the Complaint, that Defendants as former officers and directors of the Company ***must*** have corporate books and records in their possession, custody, or control because of their roles in the asset purchase and because of their alleged

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necessity for judicial impartiality, judicial economy, and fairness to all parties") (quoting *Barbero v. Wilhoit Props., Inc.*, 637 S.W.3d 590, 595 (Mo. Ct. App. 2021)).

Although Plaintiff does not cite non-existent cases, the cases he does cite are almost all inapposite. For example, he cites *Malone v. Brincat*, 722 A.2d 5, 10-11 (Del. 1998), and *In re Rural Metro Corp. S'holders Litig.*, 88 A.3d 54, 82-83 (Del. Ch. 2014), as support for his argument that former directors have "custodial obligations." AB 4-5. However, neither of those cases says anything about custodial obligations. *See also* AB 10 (citing *In re Wal-Mart Stores, Inc. v. Ind. Elec. Workers Pension Tr. Fund IBEW*, 95 A.3d 1264, 1271 (Del. 2014), which says nothing about formats or locations of documents); AB 12, 19 (citing *In re Krafft-Murphy Co.*, 82 A.3d 696, 710 (Del. 2013), which says nothing about records or custodianship; quote in Answering Brief is made up); AB 13 (mis-citing *Woods Tr. v. Sahara Enters., Inc.*, 238 A.3d 879 (Del. Ch. 2018), which says nothing about stonewalling or director obligations; AB 20 (also mis-citing *Woods*, which says nothing about technicalities or silence); AB 21 (citing *AmerisourceBergen Corp. v. Lebanon County Employees' Retirement Fund*, 243 A.3d 417 (Del. 2020), which says nothing about "fiduciary concealment"); AB 40-41 (citing *Weinstein Enterprises v. Orloff*, 870 A.2d 499, 507 (Del. 2005) and *Saito v. McKesson HBOC, Inc.*, 806 A.2d 113, 118–20 (Del. 2002), neither of which says anything about limitations or tolling); AB 47 (stating that Defendants cite "*Weingarten*" and "*Swift*" where Defendants cite no such cases); AB 11-12 (citing 8 *Del. C.* § 278, which says nothing about custodial or other obligations of directors).

"custodial obligations."[19] Plaintiff also argues about the scope of inspection and even proposes a multi-stage "architecture" for inspection.[20] None of those arguments has any bearing on the Motion to Dismiss and the Court should disregard them.

D. The Court Should Not Appoint a Section 279 Trustee or Receiver.

Plaintiff argues that under 8 *Del. C.* § 279, the Court "may appoint directors as trustees or appoint a receiver 'at any time' to take charge of the dissolved corporation's property and 'prosecute and defend, in the name of the corporation' as needed."[21] He argues that the Court could have a "cleaner procedural vehicle" through Court of Chancery Rule 21 or 8 *Del. C.* § 279.[22] Under Rule 21, as Plaintiff states, "[t]he Court can add the dissolved corporation or drop superfluous parties on just terms."[23] Solfice is a necessary party for appointment of a trustee or receiver. Unless and until the Company is joined as a defendant, the Court cannot consider appointment of a trustee or receiver under Section 279.[24] But even if the Court were

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[19] *See* AB 2-3, 18-19.
[20] *See* AB 16-17, 27-28; *see also* [Proposed] Short-Form Order Denying Motion to Dismiss and Granting Tailored Relief Under 8 *Del. C.* § 220 & 8 *Del. C.* § 278 at 4-6 (proposing a three stage "Tailored Production Protocol ("Inside-Out")).
[21] AB 50 (quoting 8 *Del. C.* § 279). Solfice filed a certificate of dissolution with the Delaware Secretary of State on December 15, 2023.
[22] *Id.*
[23] *Id.*
[24] Solfice has one remaining director, Ronjon Nag.

to add Solfice as a defendant, these Defendants are superfluous parties and not necessary or proper parties and should be dropped from this action.

Moreover, Section 279 does not authorize the appointment of former directors as trustees; it only authorizes the appointment of "1 or more of the directors of the corporation to be trustees." As to the appointment of a receiver:

> As a general matter, the appointment of a receiver is an extraordinary, a drastic and... an 'heroic' remedy. It is not to be resorted to if milder measures will give the plaintiff, whether creditor or shareholder, adequate protection for his rights. As such, courts of equity exercise this power with great caution and only as exigencies of the case appear by proper proof.[25]

There are no exigencies of the case appearing by proper proof.

Accordingly, the Court should not consider appointing a trustee or receiver at this stage in the proceedings.

E. The Court Lacks Personal Jurisdiction Over Defendants.

Plaintiff argues that the Court may exercise personal jurisdiction over Defendants because this is "in substance" an action by or on behalf of the corporation.[26] To the contrary, this is a Section 220 action brought by an individual plaintiff seeking access to books and records *of the corporation*, but here Solfice has

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[25] *Ross Hldg. & Mgmt. Co. v. Advance Realty Grp., LLC*, 2010 WL 3448227, at *6 (Del. Ch. Sept. 2, 2010) (quoting *Maxwell v. Enterprise Wall Paper Mfg. Co.*, 131 F.2d 400, 403 (3d Cir. 1942) and *Thoroughgood v. Georgetown Water Co.*, 77 A. 720, 723 (Del. Ch. 1910)) (internal quotation marks omitted).
[26] AB 48.

not been named as a defendant. There is no substance to Plaintiff's argument; the substance of Section 220 permits only an action against the corporation, not its former officers or directors.[27]

Plaintiff also argues that Section 3114 applies because Defendants "are proper parties to effectuate inspection as custodial fiduciaries."[28] First, the cases Plaintiff cites as support for this proposition do not say anything about custodial obligations.[29] Even if Defendants had such obligations, that would not make them necessary or proper parties to a Section 220 action for purposes of personal jurisdiction under 10 *Del. C.* § 3114.

As to long-arm jurisdiction under 10 *Del. C.* § 3104, Defendants pointed out in their Opening Brief that "[t]he fact that Defendants are former directors of a Delaware corporation does not establish sufficient contacts with the State for long-arm jurisdiction."[30] Plaintiff does not attempt to refute that statement in his Answering Brief, and does not allege facts showing that Defendants have sufficient contacts with Delaware for long-arm jurisdiction.

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[27] *See Uni-Marts*, 1996 WL 466961, at *9 ("our law is formal…. the entire field of corporation law has largely to do with formality").
[28] AB 48-49.
[29] *See* above at 7 n.18.
[30] OB 3-4 (citing *In re USA Cafes, L.P. Litig.*, 600 A.2d 43, 52 n.5 (Del. Ch. 1991) ("the acts or omissions of one serving as a director of a corporation cannot be said to occur within this state merely because the corporation is domiciled here").

E. Plaintiff Has Not Established Stock Ownership.

As pointed out by Defendants in their Opening Brief, the stock certificate attached to Plaintiff's Answering Brief is prominently marked "CANCELED."[31] Plaintiff argues that the legend "is an administrative flag applied by cap-table vendors upon dissolution or system offboarding."[32] He refers to "Carta guidance," but does not provide any citation to that purported authority. Under Section 220(c)(1), it is Plaintiff's burden to establish his status as a stockholder by a preponderance of the evidence, and not that of Defendants to disprove it.[33]

In *Central Laborers Pension Fund v. News Corp.*, the Delaware Supreme Court held that "Section 220(c) provides that stockholders seeking to inspect the corporation's books and records "*shall first establish* that: (1) [s]uch stockholder is a stockholder….

> This statutory language makes it clear that a stockholder must comply with the "form and manner" of making the demand *before* the corporation determines whether the inspection request is for a proper purpose. Absent such procedural compliance, the stockholder has not properly invoked the statutory right to seek inspection, and consequently, the corporation has no obligation to respond.[34]

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[31] OB 3.
[32] AB 46.
[33] *See State of Rhode Island v. Paramount Global*, 331 A.3d 179, 188 (Del. Ch. 2025) ("[t]o obtain books and records under Section 220(b), a stockholder must establish by a preponderance of the evidence (i) its status as a stockholder…") (citing *Cent. Laborers Pension Fund v. News Corp.*, 45 A.3d 139, 144 (Del. 2012)).
[34] 45 A.3d 139, 144 (Del. 2012) (citing Del. Code Ann. tit. 8, § 220(c)) (emphasis in original).

Because Plaintiff's September 28, 2022 demand letter did not include any proof of stock ownership, the Company had no obligation to respond.[35] The stock certificate attached to the Complaint, marked "CANCELED," is questionable. More is needed to establish stockholder status by a preponderance of the evidence.[36]

The Complaint should be dismissed because Plaintiff has not established stock ownership.

G. Plaintiff's Substantive Claims Are Barred by Laches.

Plaintiff has no answer for his failure diligently to pursue a Section 220 action when he claims the corporation ignored his Section 220 request. Now, 3 years after he made his Section 220 demand, any claims Plaintiff might assert based on Solfice's June 2022 asset sale would be time-barred by laches and the analogous statute of limitations. "When it is 'clear from the face of the complaint' that the claims are time-barred, particularly when an analogous statute of limitations is in play, it is appropriate to adjudicate the claims then and there on a motion to dismiss rather than kick the can down the road to summary judgment."[37]

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[35] *See* AB Ex. A

[36] Plaintiff attached a document as Exhibit D to his Answering Brief titled "Solfice Research, Inc. Summary Capitalization Table with Drafts," dated January 7, 2022, six months before the asset sale. The document indicates 1,191,666 common shares connected with Mr. Gupta's name. That does not establish that he was a stockholder at the time of the challenged transaction or when he filed his Complaint.

[37] *Akrout v. Jarkoy*, 2018 WL 3361401, at *11 (Del. Ch. July 10, 2018) (quoting *Bean v. Fursa Cap. P'rs, LP*, 2013 WL 755792, at *6 (Del. Ch. Feb. 28, 2013)).

Plaintiff's claims are barred by laches based on the analogous three-year statute of limitations, because he unreasonably delayed in bringing his claims, and because Defendants were prejudiced by the delay. "When determining whether [the plaintiff] unreasonably delayed in bringing his claims, the Court must ask whether [the plaintiff] has exercised 'that degree of diligence which the situation... in fairness and justice require[s].'"[38]

In this case, the Asset Purchase Agreement was dated as of June 15, 2022.[39] Plaintiff sent document preservation letters in August 2022 and his counsel sent a defective (lacking proof of stockholder status) demand letter in September 2022, after which Plaintiff slept on his rights.[40] Because it did not comply with the requirements of Section 220, the demand letter was ineffective and did not toll the running of the statute of limitations.

Plaintiff argues that he was diligently monitoring the purchaser's SEC filings during the ensuing years, but that does not explain why he waited more than two years before filing this action.[41] If he needed more information to file a plenary complaint, he should have diligently pursued his books-and-records demand, and he might have learned that Solfice did not respond to the demand because it did not

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[38] *Id.* at *9 (quoting *Scotton v. Wright*, 117 A. 131, 136 (Del. Ch. 1922), *aff'd*, 121 A. 69 (Del. 1923)).
[39] *See* AB Ex. C.
[40] *See* AB Ex. A; AB 60 (citing preservation letters dated Aug. 29, 2022).
[41] AB 31.

comply with the requirement of Section 220 that he submit proof of stockholder status.

Defendants are prejudiced by Plaintiff's delay. "After the statute of limitations has run, defendants are entitled to repose and are exposed to prejudice as a matter of law by a suit by a late-filing plaintiff who had a fair opportunity to file within the limitations period."[42] Here, the analogous statute of limitations has run and Defendants are exposed to prejudice as a matter of law. Moreover, under the Asset Purchase Agreement, the buyer acquired all of Solfice's books and records, its computers, and all of its information technology systems.[43]

Plaintiff also argues that the filing of his Complaint in December 2024 stopped the running of the statute of limitations. However, because Plaintiff unreasonably delayed in effecting service of process, his doorstop Complaint was insufficient to stop the statute from running. A plaintiff "must have a bona fide intent to prosecute his claim diligently and [there must] be no unreasonable delay in the service of process. Were a plaintiff to cause such an unreasonable delay, the statute will continue to run, despite the filing."[44] Plaintiff did not even attempt to serve process

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[42] *Akrout*, 2018 WL 3361401, at *10 (quoting *In re Sirius XM S'holder Litig.*, 2013 WL 5411268, at *4 (Del. Ch. Sept. 27, 2013)).
[43] AB Ex. C § 2.1(c), (d), and (e) at 17-18.
[44] *Benson v. Mow*, 2014 WL 7007758, at *2 (Del. Super. Dec. 4, 2014) (quoting *Biby v. Smith*, 272 A.2d 116, 117 (Del. Super. 1970)) (internal quotation marks omitted).

until July 2025, more than six months after filing the Complaint and after the limitations period had run. His delay was unreasonable.

Accordingly, the Complaint should be dismissed based on laches and the analogous three-year statute of limitations.

H. Service of Process on Defendant Harvey Was Insufficient.

Although Plaintiff alleges that "Plaintiff served Harvey by registered/ certified mail," that did not happen.[45] Plaintiff relies on 10 *Del. C.* § 3104(d)(3), which allows service of process "[b]y any form of mail addressed to the person to be served and requiring a signed receipt."[46] In such cases, Section 3104(e) requires proof of service including "a receipt signed by the addressee or other evidence of personal delivery to the addressee satisfactory to the court." An exhibit filed by Plaintiff purports to be a return receipt for Certified Mail by the United States Postal Service signed by Defendant Harvey.[47] However, Mr. Harvey did not sign that receipt—he was not even in the United States at the time.[48]

Moreover, service by mail is only permitted under the Delaware long-arm statute, 10 *Del. C.* § 3104. Long-arm jurisdiction does not exist in this case. Although Plaintiff argues that Defendants engaged in "Delaware-directed conduct,"

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[45] AB 52.
[46] Plaintiff does not allege that he attempted service on the Company's registered agent in Delaware or on the Delaware Secretary of State under 10 *Del. C.* § 3114.
[47] *See* AB Ex. L.
[48] *See* Affidavit of Scott Harvey, Sept. 18, 2025, filed herewith, ¶ 3.

he offers no support for that proposition and alleges no supporting facts.[49] The Court should dismiss the Complaint against Defendant Harvey under Court of Chancery Rule 12(b)(5) for insufficient service of process.

CONCLUSION

For the above reasons and those stated in their Opening Brief, Defendants respectfully request that the Court grant their motion to dismiss the Verified Complaint or, in the alternative, drop Defendants as parties to this action, and that the Court award Defendants their attorneys' fees and expenses incurred in connection with this action, to the extent permitted by law.

Dated: September 19, 2025

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[49] AB 54.