



# 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

**[PROPOSED] SHORT-FORM ORDER DENYING  
MOTION TO DISMISS AND GRANTING TAILORED  
RELIEF UNDER 8 DEL. C. § 220 & 8 DEL. C. § 278**

# **[PROPOSED] SHORT-FORM ORDER DENYING MOTION TO DISMISS AND GRANTING TAILORED RELIEF UNDER 8 DEL. C. § 220**

Having considered the parties 'submissions and the record, IT IS HEREBY  
ORDERED:

## **A. Threshold Rulings**

- 1. Motion Denied.** Defendants 'motion to dismiss is DENIED.
- 2. Caption/Parties.** Any party misalignment is cured under Court of Chancery Rule 21. Movant's limited amended caption is approved.

### **I. Shanmukha Sravan Puttagunta is JOINED as an additional Plaintiff.**

### **II. The caption is amended to add Solfice Research, Inc. as a dissolved nominal defendant under 8 Del. C. § 278 for litigation and record-keeping purposes.**

### **III. Pursuant to 8 Del. C. § 278, Solfice Research, Inc. shall remain continued for litigation and record-keeping purposes through substantial completion of inspection proceedings and for 365 days thereafter.**

**IV. Defendants Stefan Safko and Scott Harvey remain in the caption as custodians of Solstice's books and records**, with obligations extending to materials they created, received, or controlled during their fiduciary service.

V. Unless otherwise ordered, the Court deems all prior filings and briefing to apply to the action as amended.

## **B. Findings**

- 3. Proper Purpose & Credible Basis.** Plaintiff satisfies § 220's proper-purpose and credible-basis standards to investigate fiduciary misconduct relating to inducements and releases embedded as closing conditions in the Luminar transaction.
- 4. Necessary & Essential.** Executed closing documents (including employment/offer letters, buyer CIIAA/RC forms, RSU/option awards if any, and Seller Release Agreements), along with drafts and negotiation ESI where minutes are incomplete, are necessary and essential to the stated purposes.
- 5. Custodianship (Express Finding).** Respondents are **custodians** of responsive materials they created, received, or controlled in their fiduciary

capacities, **notwithstanding resignation or dissolution**. Inspection reaches materials in their possession, custody, or control (including drafts and electronic communications) where formal records are incomplete.

6. **§ 278 Survival (Extended).** Under 8 Del. C. § 278, the corporation continues for purposes of litigation and wind-up. In the Court's discretion—and in light of documented delays exceeding two years that impeded inspection—**survival is extended through substantial completion of production and three hundred sixty-five (365) days thereafter** for enforcement of this Order and related proceedings.

### **C. Tailored Production Protocol (“Inside-Out”)**

7. **Stage 1 – Due Day 14.** Respondents shall produce:
  - a. **Formal Board Materials:** minutes, agendas, resolutions, banker/process decks, and any conflict/recusal disclosures concerning the Luminar transaction and any compensation/retention arrangements for Safko/Harvey.
  - b. **Countersigned Compensation/Release Paper (in Respondents' possession, custody, or control):** offer/executive-comp letters; retention/consulting agreements; RSU/option grant notices/award agreements (if any); any side letters; and related approvals/consents/ratifications.

c. **E-Signature Artifacts:** for each executed agreement produced (or withheld as third-party-only), provide the **e-signature audit trail/certificate of completion** (platform, envelope/request ID, sender, signers, timestamps, and—if available—IP/authentication data).

d. **Targeted Company-Account ESI:** emails/calendars/chats from identified custodians within the agreed timeframe, focused on the foregoing topics.

e. **Personal Accounts/Devices Used for Company Business:** identify and collect/produce on the same terms where used for Company business on the foregoing topics.

f. **Certifications & Privilege:** (i) **sworn custodian-by-custodian search certifications** describing systems/locations searched and stating whether final counterparts exist; and (ii) **categorical privilege log** served seven (7) days after each tranche.

**8. Stage 2 – Due Day 21 (Counterparts).** To the extent any required agreement/notice/side letter was not produced because an **executed counterpart exists only with Luminar or its affiliates**, Respondents shall **request and produce** those counterparts and file a **short declaration** describing the request and response. Transmittals/closing checklists evidencing delivery shall be produced with the counterparts.

**9. Stage 3 – If Gaps Remain.** If material gaps persist after Stage 2, Plaintiff may serve **narrow third-party subpoenas** limited to the same categories (including transmittal emails attaching such documents). The parties shall also hold a **one-hour records-identification session** (limited, akin to Rule 30(b)(6)) within seven (7) days to resolve residual uncertainty about what exists and where.

#### **D. Parameters, Confidentiality, and Schedule**

**10. Scope & Parameters.** Initial custodians: Safko; Harvey; Board Chair/Lead Director; Company GC/Secretary; banker lead; outside-counsel deal liaison. Timeframe: six (6) months pre-signing through six (6) months post-second closing (subject to conferral). Search terms and date filters may be refined after a hit report.

**11. Confidentiality.** Production is not presumptively confidential. The parties shall submit a **reasonable protective order** (two-tier Confidential/Highly Confidential). Personal compensation data may be designated Highly Confidential; redactions limited to **privilege and PII**.

**12. Rolling Production & Status.** Production shall be rolling. By Day 28, the parties shall file a **joint status letter** on compliance and any targeted gaps.

## **E. Jurisdiction, Tolling, Fees, and Enforcement**

**13. Personal Jurisdiction & Service.** The Court has personal jurisdiction over the individual defendants under **10 Del. C. § 3114** (and specific jurisdiction under **§ 3104** for governance-related conduct). Any service objection is cured by appearance.

**14. Tolling/Estoppel.** Limitations and laches for related claims are **tolled/estopped from December 13, 2024 through substantial completion of production.**

**15. Fees & Coercive Sanctions.** If Respondents materially fail to comply with this Order, the Court may **shift fees and costs** (including pre-suit § 220 demand efforts) upon affidavit and may impose **coercive sanctions**.

**16. Retention of Jurisdiction.** The Court retains jurisdiction to enforce and modify this Order.

IT IS SO ORDERED this \_\_\_\_ day of \_\_\_\_\_, 2025.

**The Honorable Selena E. Molina**

Senior Magistrate in Chancery