



# 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

**PLAINTIFF'S MOTION FOR ENTRY OF SHORT-FORM  
ORDER DENYING DEFENDANTS' MOTION TO  
DISMISS AND GRANTING TAILORED RELIEF UNDER  
8 DEL. C. §§ 220 & 278**

# **PLAINTIFF'S MOTION FOR ENTRY OF SHORT-FORM ORDER DENYING DEFENDANTS' MOTION TO DISMISS AND GRANTING TAILORED RELIEF UNDER 8 DEL. C. §§ 220 & 278**

Plaintiff Anuj Gupta (“Plaintiff”) moves the Court to (i) deny Defendants’ motion to dismiss; (ii) enter the accompanying [Proposed] Short-Form Order granting targeted inspection relief under 8 Del. C. §§ 220 and 278; and (iii) set an efficient, time-boxed protocol for production and certification. In support of this motion, Plaintiff states as follows:

## **INTRODUCTION AND PROCEDURAL POSTURE**

1. This is a summary § 220 action to inspect discrete books and records necessary and essential to investigate fiduciary misconduct in connection with Solfice Research, Inc.’s 2022 asset sale (“Project Condor”). Plaintiff’s Verified Complaint was filed on December 13, 2024—within the survival period preserved by 8 Del. C. § 278.
2. Defendants moved to dismiss on threshold grounds (resignation, caption, personal jurisdiction, service). Plaintiff has filed “Plaintiff’s Opposition

Brief to Defendants’ Resignation Argument Under 8 Del. C. § 220 & 8 Del. C. § 278” (the “Opposition Brief”), which is incorporated here by reference.

3. Contemporaneously with this motion, Plaintiff submits as **Exhibit A** a [Proposed] Short-Form Order that (a) cures any caption misalignment, (b) memorializes findings on proper purpose, credible basis, necessity and essentiality, custodianship, and § 278 survival, and (c) implements a minimally intrusive, staged “inside-out” protocol with short deadlines and sworn certifications.

#### **GROUNDS FOR RELIEF (SUMMARY)**

4. **Resignation is no shield to custodianship.** Defendants negotiated and approved inducements and releases embedded as closing conditions while serving as fiduciaries. Custodial obligations attach to materials they created, received, or controlled in that role and persist notwithstanding later resignation or dissolution, as detailed in the Opposition Brief.
5. **APA terms hard-wire the records.** The Asset Purchase Agreement conditions closing on Key-Employee offer letters, restrictive covenants, and

Seller-side releases; drafts, signature packets, and transmittals necessarily exist and are necessary and essential to the stated purpose.

- 6. Formal record gaps make ESI indispensable.** Board minutes are silent or incomplete regarding these closing conditions. Where formal records are inadequate, narrowly tailored emails, drafts, and routing materials are necessary and essential.
- 7. Section 278 preserves—and the Court may extend—corporate continuity for wind-up and litigation.** Given documented delay in access to records, the proposed order extends survival through substantial completion and for 365 days thereafter for enforcement.
- 8. Jurisdiction and service are satisfied or readily curable.** Former directors are proper custodial parties in a governance action “by or on behalf of” a Delaware corporation preserved by § 278; any caption alignment is addressed via Rule 21 in the proposed order. Service objections fail on the existing record and, in any event, are not grounds to derail a summary inspection.

**9. Tailoring and proportionality.** The proposed “inside-out” protocol is least-intrusive: Stage 1 prioritizes executed closing documents, formal board materials, e-signature artifacts, and short sworn certifications; Stage 2 is limited to documented counterpart requests if executed copies are held by the buyer; Stage 3 allows only targeted cleanup and a brief records-identification session.

# **REQUESTED RELIEF**

WHEREFORE, Plaintiff respectfully requests that the Court:

- A. **Deny** Defendants' motion to dismiss in its entirety;
- B. **Enter** the [Proposed] Short-Form Order attached as **Exhibit A**, which provides, among other things:
  1. **Caption Cure & Joinder.** Joinder of Shanmukha Sravan Puttagunta as additional plaintiff; amendment of the caption to add Solstice Research, Inc. as a dissolved nominal defendant under § 278; confirmation that Defendants remain captioned as custodial fiduciaries.
  2. **Findings.** Proper purpose; credible basis; necessity and essentiality of the identified categories; custodianship notwithstanding resignation; § 278 survival extended through substantial completion and 365 days thereafter.
  3. **Production Protocol.**
    - o **Stage 1 (Day 14):** Formal board materials; countersigned compensation/release papers within Defendants' possession, custody, or control; e-signature artifacts; narrowly scoped company-account ESI; identification/collection from personal accounts/devices used for company business; sworn repository and search certifications; categorical privilege log.

- **Stage 2 (Day 21):** Documented requests for executed counterparts held by the buyer/affiliates; prompt production of any received materials with short declaration; transmittals/closing checklists.
- **Stage 3 (as needed):** Limited third-party subpoenas on the same topics; one-hour records-identification session.

4. **Parameters & Confidentiality.** Initial custodian list; focused timeframe; refinement via hit-report conferral; two-tier protective order (Tiger-level for personal compensation data); redactions limited to privilege and PII.
5. **Status & Enforcement.** Day-28 joint status; tolling/estoppel from December 13, 2024 through substantial completion; fee-shift warning and coercive sanctions for non-compliance; retention of jurisdiction.

C. **Grant** such other and further relief as the Court deems just and proper.

## **EXHIBITS**

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

**Exhibit B:** PLAINTIFF'S OPPOSITION BRIEF TO DEFENDANTS' RESIGNATION ARGUMENT UNDER 8 DEL. C. § 220 & 7 DEL. C. § 278

## **WORD-COUNT CERTIFICATION (Ct. Ch. R. 171(f))**

This motion contains 750/1500 words according to the word-count feature of Microsoft Word, excluding the caption, signature block, and exhibits.

Dated: September 12, 2025

Respectfully submitted,

/s/ Anuj Gupta

Anuj Gupta

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**Pro Se Plaintiff**