



IN THE SUPREME COURT OF THE STATE OF DELAWARE

UNIVERSAL ENTERPRISE	§
GROUP, L.P., 617 NORTH	§ No. 540, 2013
SALISBURY BOULEVARD, LLC,	§
176 FLATLANDS ROAD, LLC, 106	§ Court Below – Court of Chancery
CEDAR STREET, LLC, 102 WEST	§ of the State of Delaware
CENTRAL AVENUE, LLC, 326	§ C.A. No. 4948
EAST DOVER STREET, LLC, 101	§
MAPLE AVENUE, LLC, 241	§
CYPRESS STREET, LLC, 28768	§
OCEAN GATEWAY HIGHWAY,	§
LLC, 610 SNOW HILL ROAD,	§
LLC, 5318 SNOW HILL ROAD,	§
LLC, 302 MAPLE AVENUE, LLC,	§
177 OLD CAMDEN ROAD, LLC,	§
111 SOUTH WEST STREET, LLC,	§
1272 SOUTH GOVERNORS AVE,	§
LLC, 505, BRIDGEVILLE	§
HIGHWAY, LLC, 323 WEST STEIN	§
HIGHWAY, LLC, 100 S. MAIN	§
STREET, LLC, 1104 SOUTH	§
STATE STREET, LLC, 133	§
SALISBURY ROAD, LLC,	§
UNIVERSAL DELAWARE, INC.,	§
and DANIEL SINGH a/k/a/	§
DAMINDER S. BATRA,	§
	§
Plaintiffs Below,	§
Appellant,	§
	§
v.	§
	§
DUNCAN PETROLEUM	§
CORPORATION and ROBERT M.	§
DUNCAN,	§
	§
Defendants Below,	§
Appellees.	§

Submitted: March 12, 2014
Decided: March 19, 2014

Before **HOLLAND, JACOBS** and **RIDGELY**, Justices.

O R D E R

This 19th day of March 2014, it appears to the Court that:

1) The arguments before this Court on appeal are that the Court of Chancery erred, first, by not properly applying Delaware law when it allowed the equitable relief of recoupment; and, second, when it determined that Duncan can rely on recoupment—despite its determination that Duncan *engaged in inequitable conduct* to reduce Universal’s recovery (*i.e.*, Universal’s Judgment of \$1,497,429) to a final judgment entered in favor of Universal in the amount of \$0.

2) According to the Appellants, under Delaware law, the Court of Chancery must determine whether the party seeking the equitable defense of recoupment comes with clean hands before applying the equitable defense of recoupment. The Appellants argue that, having expressly found inequitable conduct by the party seeking the equitable defense of recoupment, the Court of Chancery should have denied the equitable defense of recoupment.

3) After briefing and oral arguments, we have concluded that the Court of Chancery did not completely address the issues that are before this Court on appeal.

NOW, THEREFORE, IT IS HEREBY ORDERED that this matter is remanded to the Court of Chancery to elaborate on its reasons for reaching its conclusions on the issues that are now before this Court. Those reasons should be provided within sixty days of this order. Jurisdiction is retained.¹

BY THE COURT:

/s/ Randy J. Holland
Justice

¹ Supr. Ct. R. 19(c).