

**COURT OF CHANCERY  
OF THE  
STATE OF DELAWARE**

TAMIKA R. MONTGOMERY-REEVES  
VICE CHANCELLOR

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November 1, 2019

Mr. Teymour Abdel Aziz  
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Washington, D.C. 20037

Michael F. Duggan, Esquire  
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300 Delaware Avenue, Suite 900  
Wilmington, DE 19801

RE: *Teymour Abdel Aziz v. Giorgios Tsappas et al.*  
Civil Action No. 2018-0871-TMR

Dear Mr. Aziz and Counsel:

I have reviewed Defendants' Motion to Strike the Amended Complaint and for Entry of an Order of Dismissal on the Defendants' Motion to Dismiss ("Motion to Strike"), Plaintiff's Verified Amended Complaint Pursuant to 8 *Del. C.* § 225 ("Amended Complaint"), Defendants' Motion to Dismiss of All Defendants on the Basis of Rule 12(b)(6) ("Motion to Dismiss"), and all related papers. No hearing is necessary. The hearing scheduled for November 5, 2019 is cancelled. This letter opinion addresses Defendants' Motion to Strike and the Motion to Dismiss.

On May 23, 2019, Plaintiff filed an Amended Complaint that (1) added additional details regarding the 2018 director elections and (2) added new allegations and claims regarding the 2019 director elections, which occurred after the original

complaint was filed. Defendants move to strike arguing that the Amended Complaint is procedurally improper. I deny the Motion to Strike because the amendments are proper under Court of Chancery Rules 15(aaa) and 15(d).

Under Rule 15(aaa) “a party that wishes to respond to a motion to dismiss under 12(b)(6) or 23.1 by amending its pleading must file an amended complaint, or a motion to amend in conformity with this Rule, no later than the time such party’s answering brief in response to either of the foregoing motions is due to be filed.” Plaintiff’s Amended Complaint, added details regarding the 2018 director election allegations that are the subject of the original Complaint. This amendment is permissible under Rule 15(aaa).

Rule 15(d) provides that “[u]pon motion of a party the Court may, upon reasonable notice and upon such terms as are just, permit the party to serve a supplemental pleading setting forth transactions or occurrences or events which have happened since the date of the pleading sought to be supplemented. If the Court deems it advisable that the adverse party plead thereto, it shall so order, specifying the time therefor.” “Rule 15(d) is a highly permissive standard.” *Agilent Techs. Inc. v. Kirkland*, 2009 WL 119865, at \*5 (Del. Ch. Jan. 20, 2009). “As a general rule, leave to amend is freely given . . . and there is no apparent reason why the same

liberality should not apply to a motion to supplement.” *Id.* Any supplemental claims must relate to the original complaint. *Norm Gershman’s Things to Wear, Inc. v. Dayon*, 1992 WL 368587, at \*2 (Del. Ch. Dec. 11, 1992).

Plaintiff is acting *pro se* in this litigation. This Court has held that “although ‘self-representation is not a blank check for defect,’ this Court has the discretion to ‘exhibit some degree of leniency toward a *pro se* litigant, in order to see that his case is fully and fairly heard.’” *Durham v. Grapetree LLC*, 2014 WL 1980335, at \*5 (Del. Ch. May 16, 2014) (citations omitted).

An analysis of the leniency granted to *pro se* litigants in other situations suggests that Delaware courts, at their discretion, look to the underlying substance of a *pro se* litigant’s filings rather than rejecting filings for formal defects and hold those *pro se* filings to ‘a somewhat less stringent technical standard’ than those drafted by lawyers.

*Sloan v. Segal*, 2008 WL 81513, at \*7 (Del. Ch. Jan. 3, 2018) (citations omitted).

Plaintiff did not file a separate motion to amend or motion to supplement his Amended Complaint. In his opposition to the Motion to Strike “[t]he [P]laintiff requests the court to hear and determine the validity of the 2018 and 2019 PPT board of director elections pursuant to Section 225 of the DGCL.” Pl.’s Opp’n Br. 3.

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Considering this Court's leniency toward *pro se* plaintiffs, I am inclined to treat Plaintiff's opposition to the Motion to Strike as a motion to supplement.

Defendants filed a response to Plaintiff's papers. Nothing in those papers or in the record suggests inexcusable delay or undue prejudice. *Cf. Parnes v. Bally Entm't Corp.*, 2000 WL 193112, at \*2 (Del. Ch. Feb. 8, 2000) ("Leave to amend can be denied if plaintiff inexcusably delayed in making its request *and* defendant is prejudiced as a result."). In fact, Defendants seem to suggest that Plaintiff should file a new complaint regarding the 2019 allegations. Defs.' Reply Br. 5. Further, the 2018 and 2019 allegations are related.

Thus, in the spirit of promoting the efficient use of judicial and party resources, I DENY the Motion to Strike. I also DENY the Motion to Dismiss. Defendants may answer or move to dismiss the Amended Complaint.

Sincerely,

/s/ ***Tamika Montgomery-Reeves***

Vice Chancellor

TMR/jp