

**IN THE SUPERIOR COURT OF THE STATE OF DELAWARE**

|                                    |   |                               |
|------------------------------------|---|-------------------------------|
| ROOTS GROUP HOLDINGS, LLC, et al., | ) |                               |
|                                    | ) |                               |
| Plaintiffs,                        | ) |                               |
|                                    | ) | C.A. No. N24C-10-037 EMD CCLD |
| v.                                 | ) |                               |
|                                    | ) |                               |
| EZRA S. FIELD, et al.,             | ) |                               |
|                                    | ) |                               |
| Defendants.                        | ) |                               |

**MEMORANDUM OPINION GRANTING MOTION TO STAY**

*Submitted: June 17, 2026*

*Decided: July 28, 2026*

**DAVIS, P.J.**

**I. INTRODUCTION**

This is a civil action assigned to the Court’s Complex Commercial Litigation Division. Plaintiffs Roots Group, LLC and Roots Food Group Holdings, Inc. (collectively “Roots”) filed their complaint on October 3, 2024.<sup>1</sup> Roots claims arise out of alleged breaches of a non-disclosure agreement (“NDA”) by Defendants HMC RFG Investors LLC and Ezra Field (“HMC” and “Mr. Field” individually, and collectively the “Defendants”). The NDA relates to Mr. Field’s purchase of Roots shares from Robert Jones.

Before the Court are three motions: (i) Defendants’ Partial Motion for Judgment on the Pleadings as to Roots’ tortious interference with business expectancy claim; (ii) Defendants’ Motion to Stay (the “Motion to Stay”); and (iii) Plaintiffs’ Motion to Strike Affirmative

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<sup>1</sup> Complaint ¶ 1 (hereinafter “Compl.”). (D.I. No. 1).

Defenses.<sup>2</sup> The Court held a hearing on these motions on April 10, 2026. Roots supplemented the record on June 17, 2026.<sup>3</sup>

Defendants move to stay this action in favor of a first-filed action currently pending in Texas (the “Texas Action”). The Texas Action, which the parties have litigated for over two years, involves comparable facts as the matter now and is scheduled for trial on May 25, 2027.<sup>4</sup> Conversely, Plaintiffs argue that the addition of Mr. Field as a defendant and a unique tortious interference claim in this jurisdiction renders a stay inappropriate. Roots further moves to strike several of Defendants’ affirmative defenses, asserting they are legally insufficient or barred by the law of the case doctrine.

As discussed below, the Texas Action involves substantially the same parties and issues and is positioned to provide prompt and complete justice through a trial in May 2027. Granting a stay will prevent inconsistent rulings. For these reasons and the reasons provided below, the Court **GRANTS** the Motion to Stay. All other pending motions are stayed pending further action by the Court.

## **II. RELEVANT FACTS**

### **A. THE PARTIES**

#### ***1. Plaintiffs***

Plaintiff Roots Group, LLC is a limited liability company organized under the laws of the State of Delaware.<sup>5</sup> Plaintiff Roots Food Group Holdings, Inc. is a corporation organized under the laws of the State of Delaware.<sup>6</sup>

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<sup>2</sup> Superior Court Proceeding Sheet, heard on Apr. 10, 2026. (D.I. No. 31).

<sup>3</sup> Letter dated June 17, 2026 from Travis S. Hunter, Esq., to the Honorable Eric M. Davis. (D.I. No. 33).

<sup>4</sup> At the April 10, 2026 hearing on the Motion to Stay, the trial date was scheduled to begin on August 25, 2026. Plaintiffs’ counsel informed the Court on June 17, 2026 that the trial date for the Texas Action had been rescheduled for May 25, 2027. The Court finds that the new trial date does not alter the Court’s decision to stay this civil action.

<sup>5</sup> Compl. ¶ 1.

<sup>6</sup> *Id.* ¶ 2.

Roots provides medically tailored meals to patients suffering from chronic health conditions such as hypertension, high cholesterol, diabetes, kidney disease, and heart disease, and to patients being discharged from hospitals who need medically tailored meals to facilitate their recovery.<sup>7</sup>

## ***2. Defendants***

Defendant Ezra F. Field is a natural person who currently resides in the State of New York.<sup>8</sup> Mr. Field is the manager of HMC.<sup>9</sup> Mr. Field makes and manages investments on behalf of Harborfield Management Co. LLC, a limited liability company organized under the laws of the State of Delaware.<sup>10</sup> Mr. Field has significant experience in private equity through his former employment as Senior Managing Director and Chief Investment Officer of Roark Capital Group.<sup>11</sup>

Defendant HMC RFG Investors LLC is a limited liability company organized under the laws of the State of Delaware.<sup>12</sup> HMC was created by Mr. Field in April 2023.<sup>13</sup>

## **B. NATURE OF THE DISPUTE**

### ***1. Mr. Field & Roots***

In fall of 2022, Roots, through its then CEO, Mr. Jones, invited Mr. Field to become an investor in Roots.<sup>14</sup> In November 2022, Roots reportedly sent Mr. Field the NDA.<sup>15</sup> Before

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<sup>7</sup> *Id.* ¶ 11.

<sup>8</sup> *Id.* ¶ 3.

<sup>9</sup> *Id.*

<sup>10</sup> *Id.*

<sup>11</sup> *Id.* ¶¶ 19-20.

<sup>12</sup> *Id.* ¶ 4.

<sup>13</sup> *Id.*

<sup>14</sup> *Id.* ¶ 21.

<sup>15</sup> *Id.* ¶ 30 (attaching a copy of the NDA to Compl. as Ex. A (D.I. No. 1)).

investing in Roots, Mr. Field and his associate conducted due diligence into Roots which included accessing the company's confidential information.<sup>16</sup>

At some point, HMC purchased Mr. Jones' 250,000 shares of personal stock holdings in Roots.<sup>17</sup> On April 17, 2023, Mr. Jones' entity, RGF 1111 and HMC entered into a Purchase and Sale Agreement and finalized the sale of 250,000 shares for \$1.25 million.<sup>18</sup>

## **2. Wall Street Journal Article ("WSJ Article")**

On June 16, 2024, the Wall Street Journal ("WSJ") published an article (the "WSJ Article") on Roots.<sup>19</sup> The WSJ Article contained accusations from Roots' investors and levied allegations of fraud against Roots.<sup>20</sup> The article's author reportedly reached out to several sources attached to Roots and included the identity of Root's then-confidential customers in the published version.<sup>21</sup> The WSJ Article also reportedly caused Roots' potential customers and new hires to cease working with the company.<sup>22</sup>

## **3. Texas Action & Derivative Action**

There are several other proceedings related to the matter before the Court now. As this decision discusses, Defendants attached the filings for each of the related matters as exhibits to its motion for judgment on the pleadings.<sup>23</sup>

The first and most relevant matter to these proceedings is the Texas Action. HMC filed that lawsuit in the 192<sup>nd</sup> District Court for Dallas County, Texas, on November 21, 2023

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<sup>16</sup> *Id.* ¶ 37 (noting that Defendants dispute whether Mr. Field signed and accepted the NDA).

<sup>17</sup> *See id.* ¶¶ 44-46 (noting that there is a dispute about whether Mr. Field made the purchase of Mr. Jones' shares in Roots).

<sup>18</sup> *Id.* (attaching a copy of the Purchase and Sale Agreement as Ex. C. (D.I. No. 1)).

<sup>19</sup> *Id.* ¶ 53.

<sup>20</sup> *Id.* ¶ 52.

<sup>21</sup> *Id.* ¶¶ 50-52.

<sup>22</sup> *See id.* ¶¶ 50-56.

<sup>23</sup> *See generally* Exs. A-G (D.I. No. 23).

(“Original Texas Action”).<sup>24</sup> In the Original Texas Action, HMC brought its lawsuit only against Mr. Jones.<sup>25</sup> HMC amended its original petition on April 17, 2024, and named additional defendants, including Roots and several other business partners.<sup>26</sup>

On February 16, 2024, in the Delaware Court of Chancery, Bryan Dorsey brought a derivative suit on behalf of the Roots Food Group Holdings, Inc., against Mr. Jones and another defendant, as well as Roots Food Group Holdings, Inc. (“Original Derivative Action”).<sup>27</sup> Mr. Dorsey amended the Derivative action on April 24, 2024 (“Derivative Action”).<sup>28</sup>

### III. PROCEDURAL HISTORY

As stated above, Roots filed the Complaint on October 3, 2024.<sup>29</sup> Not long after, Defendants filed their motion to dismiss the complaint on November 25, 2024.<sup>30</sup> After briefing and oral arguments, the Court denied Defendants’ motion to dismiss on August 15, 2025.<sup>31</sup>

Defendants filed their Answer in response to the Complaint on September 30, 2025.<sup>32</sup> Four days later, on October 3, 2025, Defendants filed their motion for partial judgment on the pleadings and to stay the current proceedings.<sup>33</sup> The parties did not request a trial date and, from a review of the docket, have not engaged in discovery.

Critical to the matters before the Court now, Defendants attached seven exhibits that relate to the various lawsuits. These are:

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<sup>24</sup> Ex. D (D.I. No. 23).

<sup>25</sup> *Id.*

<sup>26</sup> Ex. A (D.I. No. 23); *see HMC RFG Investors LLC v. Jones et al.*, No. DC-23-19626 192<sup>nd</sup> District Court, Dallas, Texas (First Amended Original Petition).

<sup>27</sup> Ex. B. (D.I. No. 23); *see Dorsey v. Jones et al.*, No 2024-0134-LWW (Del. Ch. Feb 13, 2024) (Complaint).

<sup>28</sup> Ex. E. (D.I. No. 23).

<sup>29</sup> *See generally* Compl.

<sup>30</sup> *See generally* Defendants’ Motion to Dismiss Plaintiffs’ Complaint. (D.I. No. 6).

<sup>31</sup> *See generally* Transcript of 8-14-25 Court Ruling hearing. (D.I. No. 17).

<sup>32</sup> *See generally* Defendants’ Answer and Defenses to Plaintiffs’ Complaint (hereinafter “Answer”). (D.I. No. 22).

<sup>33</sup> *See generally* Defendants’ Motion for Partial Judgment on the Pleadings and to Stay this Action (hereinafter “Defs.’ Mot.”). (D.I. No. 23).

| <b>Exhibits A-G.<sup>34</sup></b> |                                                                                                                                 |                               |
|-----------------------------------|---------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| <b>Ex.</b>                        | <b>Doc. Title</b>                                                                                                               | <b>Mentioned in Pleadings</b> |
| A                                 | Plaintiff's First Amended Original Petition ("Texas Action")                                                                    | Complaint: Yes<br>Answer: Yes |
| B                                 | Verified Stockholder Derivative Complaint for Breach of Fiduciary Duty and Tortious Interference ("Original Derivative Action") | Complaint: Yes<br>Answer: Yes |
| C                                 | Plaintiff's Original Petition ("Marsh Action"). <sup>35</sup>                                                                   | Complaint: No<br>Answer: No   |
| D                                 | Plaintiff's Original Petition (Original Texas Action)                                                                           | Complaint: No<br>Answer: Yes  |
| E                                 | Verified Amended Complaint for Breach of Fiduciary Duty, Unjust Enrichment, and Conversion ("Derivative Action")                | Complaint: No<br>Answer: No   |
| F                                 | WSJ Article                                                                                                                     | Complaint: Yes<br>Answer: Yes |
| G                                 | Docket of Texas Actions                                                                                                         | Complaint: No<br>Answer: No   |

Roots filed an opposition to Defendants' motion for judgment on the pleadings and to stay the proceedings on November 24, 2025..<sup>36</sup> Defendants responded with their reply brief in support of its motion on December 23, 2025..<sup>37</sup>

<sup>34</sup> Exs. A-G (D.I. No. 23).

<sup>35</sup> This action only includes Mr. Jones as defendant. As discussed *infra*, Defendants include this exhibit to illustrate the availability of public information.

<sup>36</sup> See generally Plaintiffs' Answering Brief in Opposition to Defendants' Motion for Partial Judgment on the Pleadings and Motion to Stay (hereinafter "Pls.' Opp'n"). (D.I. No. 28).

<sup>37</sup> See generally Defendants' Reply Brief in Further Support of Their Motion for Partial Judgment on the Pleadings and to Stay this Action. (D.I. No. 30).

Roots filed their motion to strike Defendants' affirmative defenses on October 20, 2025.<sup>38</sup> Defendants filed their response to the motion to strike on November 24, 2025.<sup>39</sup> The Court held a hearing on April 10, 2026.

#### IV. STANDARD OF REVIEW

"Delaware courts, in the interests of comity and judicial economy, normally will stay an after-filed suit in Delaware when a previously filed suit stating similar claims is pending in a court of another state."<sup>40</sup> "[A]s a general rule, litigation should be confined to the forum in which it is first commenced, and a defendant should not be permitted to defeat the plaintiff's choice of forum in a pending suit by commencing litigation involving the same cause of action in another jurisdiction of its own choosing."<sup>41</sup>

When faced with an after-filed suit in Delaware, the Court's primary goals, with respect to the entirety of claims that have been filed, are to maximize the economy of judicial effort and the efficiency of the administration of justice and to prevent unwarranted delay.<sup>42</sup> Accordingly, the Court's discretion "should be exercised freely in favor of the stay" when: (1) there is a prior pending action in another jurisdiction; (2) that involves the same parties and issues; and (3) the other jurisdiction's courts are capable of delivering prompt and complete justice.<sup>43</sup> The Court balances these factors and all other pertinent facts and circumstances against the possibility of inconsistent and conflicting rulings if both actions are permitted to proceed at the same time.<sup>44</sup>

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<sup>38</sup> See generally Plaintiffs' Motion to Strike Defendants' Affirmative Defenses. (D.I. No. 24).

<sup>39</sup> See generally Defendants' Opposition to Plaintiffs' Motion to Strike Affirmative Defenses. (D.I. No. 29).

<sup>40</sup> *Mine Safety Appliances Co. v. AIU Ins. Co.*, 2011 WL 300252, at \*4 (Del. Super. Jan. 24, 2011).

<sup>41</sup> *Id.*

<sup>42</sup> *Id.*

<sup>43</sup> *Id.*

<sup>44</sup> *Id.*

## V. DISCUSSION

As a general rule, a party should not defeat its opposing party's choice of forum in a pending suit by commencing litigation involving the same cause of action in a different jurisdiction.<sup>45</sup> In Delaware, the Court's primary goals "are to maximize the economy of judicial effort and the efficiency of the administration of justice and to prevent unwarranted delay."<sup>46</sup> Under *McWane*'s three-factor test, the Court's discretion should be "exercised freely" in favor of staying a later-filed Delaware action when: (i) there is a prior action pending elsewhere; (ii) involving the same parties and the same issues; and (iii) in a court capable of doing prompt and complete justice.<sup>47</sup> The Court balances these factors and all other pertinent facts and circumstances against the possibility of inconsistent and conflicting rulings if both actions are permitted to proceed at the same time.<sup>48</sup>

The first *McWane* element is satisfied. Here, the parties agree that the Texas and Derivative Actions were filed prior to the current dispute before the Court.<sup>49</sup>

The second *McWane* element is also satisfied. Consistent with the *McWane* doctrine generally, the "same parties, same issues" analysis focuses on substance over form.<sup>50</sup> "Delaware courts...have recognized that all claims arising from a common nucleus of operative facts should be brought in the same court at the same time."<sup>51</sup> Complete identity of parties is not a prerequisite to a stay.<sup>52</sup> The Court looks for "substantial or functional identity" between the

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<sup>45</sup> *Id.*

<sup>46</sup> *Id.*

<sup>47</sup> *Id.*; see also *Logan v. Loco Florida, LLC*, 2024 WL 1191990, at \*3 (Del. Super. Mar. 20, 2024).

<sup>48</sup> *Mine Safety Appliances*, 2011 WL 300252, at \*4.

<sup>49</sup> Defs.' Mot. at 22 ("First, there can be no dispute that the Texas Action was filed first."); Pls.' Opp'n at 22 ("Plaintiffs do not dispute that the Texas Action was filed before this action."); see generally Compl. (D.I. No. 1) (filed on Oct. 3, 2024); see Exs. A, C, and E (D.I. No. 23) (noting Ex. A filed Apr. 17, 2024; Ex. C. filed Nov. 2, 2023; Ex. E filed Apr. 24, 2024, each filed prior to Roots' Complaint).

<sup>50</sup> *Logan*, 2024 WL 1191990, at \*3.

<sup>51</sup> *Mine Safety Appliances*, 2011 WL 300252, at \*4.

<sup>52</sup> *Id.* at \*6.



competing actions.<sup>53</sup> Whether two cases raise the same issues is based on whether the claims “are closely related and arise out of the same common nucleus of operative facts.”<sup>54</sup>

This civil action and the Texas Action both stem from a common nucleus of operative facts. This is true even though Roots adds a new defendant, Mr. Field, and a unique tortious interference claim. When the identities of the parties and the nature of the issues across the two actions stem from the same facts, the actions share a “substantial or functional identity.”<sup>55</sup> The parties and facts need not be identical, and, in a typical *McWane* analysis, they rarely are.<sup>56</sup> Specifically, the claims stem from the purchase of shares in Roots and from the parties’ representations regarding that transaction.<sup>57</sup> If the Texas Court finds that Roots committed fraud or made intentional misrepresentations to HMC, this would likely affect how the Court could rule on Roots’ breach of the NDA and alternative implied covenant claims.

Finally, the third *McWane* element is satisfied—there is a court capable of doing prompt and complete justice. First, the Texas Court can provide prompt justice to the parties. The parties have been litigating the Texas Action for over two years, with the first filing dating back to November 21, 2023.<sup>58</sup> According to the docket for the Texas Action, the case is currently scheduled for a jury trial on May 25, 2027.<sup>59</sup> Here, the parties have only recently closed their pleadings and there is no trial date set. Accordingly, there is no concern about a race to the courthouse that the *McWane* analysis was meant to prevent.<sup>60</sup> There is no indication that the

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<sup>53</sup> *Logan*, 2024 WL 1191990, at \*3.

<sup>54</sup> *Id.*

<sup>55</sup> *Zurich Am. Ins. Co. v. Sterigenics U.S., LLC*, 2024 WL 324094, at \*6 (Del. Super. Jan. 26, 2024).

<sup>56</sup> *Mine Safety Appliances*, 2011 WL 300252, at \*4.

<sup>57</sup> *Compare* Ex. A at 4-10, with Compl. ¶¶ 59-84.

<sup>58</sup> Ex. D. (D.I. No. 23).

<sup>59</sup> *HMC RFG Investors LLC v. Jones, et al.*, DC-23-19626 192<sup>nd</sup> District Court, Dallas County, Texas, <https://courtsportal.dallascounty.org/DALLASPROD/Home/WorkspaceMode?p=0>.

<sup>60</sup> *See McWane Cast Iron Pipe Corp. v. McDowell-Wellman Eng’g Co.*, 263 A.2d 281, 283 (Del. 1970); *see also Transamerica Corp. v. Reliance Ins. Co. of Illinois*, 1995 WL 1312656, at \*6 (Del. Super. Aug. 30, 1995).

Texas Action will be further delayed or that the Texas Court will be unable to proceed with the scheduled trial.

Second, the Texas Court may be able to provide complete justice. Complete justice generally entails the foreign Court's ability to provide a complete disposition of the claims.<sup>61</sup> However, because the Texas Action does not include Mr. Field and the tortious interference with business expectancy claim, the Texas Court cannot provide a *complete* disposition of the claims matters before the Court now.<sup>62</sup>

Even though the Roots' tortious interference claim and Mr. Field are not part of the Texas Action, staying the claims here prevents any inconsistent rulings.<sup>63</sup> The claims for (i) fraud, (ii) negligent misrepresentations, (iii) Statutory fraud in stock transaction, and (iv) fraudulent transfer, do not address the tortious interference that Roots alleges Mr. Field committed. However, if the Texas Court were to rule in favor of Defendants, the Court ruling on Roots' first and second claims could create inconsistent rulings.<sup>64</sup> At this point in the litigation, the Court should exercise its discretion to stay the claims.

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<sup>61</sup> See *McWane*, 263 A.2d 281 at 283; see *Lincoln Benefit Life Co. v. Wilmington Tr., N.A.*, 2018 WL 3640898, at \*5 (Del. Super. July 31, 2018).

<sup>62</sup> Compare Ex. A at 4-10, with Compl. ¶¶ 59-84 (emphasis added).

<sup>63</sup> See *Lincoln Benefit Life Co.*, 2018 WL 3640898, at \*3 (“[I]f the foreign action is the first-filed action, principles of fairness, comity, judicial economy and the possibility of inconsistent results generally favor the granting of a stay.”); see also *LG Elecs., Inc. v. InterDigital Commc’ns, Inc.*, 114 A.3d 1246, 1252 (Del. 2015).

<sup>64</sup> Ex. A at 4-10; Compl. ¶¶ 59-84.

## VI. CONCLUSION

For the reasons stated above, the Court **GRANTS** the Motion to Stay. As such, the Court will refrain from ruling on the pending partial motion to dismiss and the motion to strike.

July 28, 2026  
Wilmington, Delaware

/s/ Eric M. Davis  
Eric M. Davis, President Judge

cc: File&ServeXpress