IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

DAN PEI, Petitioner. v. MORRIS PUMA, Respondent.	C.A. No. 2023-0465-DG

ORDER

WHEREAS:

A. On April 26, 2023, Petitioner filed the Verified Petition asserting claims for declaratory judgment, specific performance and accounting (Dkt. 1);

B. On July 11, Respondent filed an Amended Answer and Counterclaims (Dkt. 11);

C. On September 5, Petitioner filed an Answer to the Counterclaims (Dkt. 12);

D. On December 29, Respondent served his first set of discovery requests, which included interrogatories, requests for production and requests for admission (Dkt. 28);

E. On February 6, 2024, Petitioner served written responses to Respondent's discovery requests (Dkt. 28);

F. The parties held multiple meet-and-confers to discuss Respondent's concerns about Petitioner's discovery responses, but the parties did not resolve all of their disputes;

G. On April 29, 2025, the action was reassigned to me;

H. On May 1, Respondent moved to compel more complete discovery responses and document production ("Motion") and filed his opening brief in support of the Motion (Dkt. 40);

I. On June 2, Petitioner filed her answering brief opposing the Motion (Dkt. 49);

J. On December 4, Petitioner provided supplemental written discovery responses to Respondent and represented that there were "no further documents" to produce (Dkt. 78 Ex. 43);

K. On February 6, 2026, Respondent filed a reply brief in support of the Motion, addressing Petitioner's supplemental discovery responses (Dkt. 78);

L. On April 24, the Court heard argument on the Motion (Dkt. 84);

M. On May 14, Petitioner filed amended discovery responses (Dkt. 87);

N. On May 18, Petitioner filed a certification regarding her discovery responses (Dkt. 88); and

O. On June 18, Respondent filed a sur-reply in further support of the Motion (Dkt. 92).

IT IS ORDERED, this 25th day of November, 2026, that:

1. Respondent's request for supplemental responses to the First Set of Requests for Admission is **DENIED**. The six requests in dispute all fail for the same reason; they are inappropriately argumentative. A litigant is expected to admit facts that are true, not opponents' characterization of facts or arguments.

a. Request 10: Respondent asked Petitioner to admit that she refused to authorize a payment on a specified date. Petitioner denied the request and stated that she requested information from Respondent. Respondent argues that the answer is evasive. The Court disagrees. "Refuse" has a connotation that Petitioner is permitted to reject. Perhaps it would have been useful to say the payment was not authorized because Respondent did not provide the information, which is the answer the Court reads by implication. But Respondent has pinned Petitioner down to a position, without the connotation of the word "refused." Petitioner need not supplement this response again.

b. Request 14: Respondent asked Petitioner to admit that she prevented tax filings for the reason proposed by Respondent. Petitioner denied the request and stated that there were issues with the tax filings stemming from a dispute over how they should be made. Respondent argues that the response is evasive. The Court disagrees. "Prevented" has a connotation that Petitioner is permitted to reject, and she is not required to agree with the motivation Respondent attributes to her. The problem is with the Request. Petitioner need not supplement this Request again.

c. Request 15: Respondent asked Petitioner to admit that she was provided with all final accounting documents for 2020 and 2021 by three people or entities. Petitioner denied the Request and stated that she had not been provided all final documents for 2021. Respondent asserts that the response is unclear and contradictory. The Court disagrees. The Court reads the question the same way Petitioner did, which is apparently not the way Respondent intended. Unfortunately, the Request is ambiguous. Petitioner need not supplement this response.

d. Request 18: Respondent asked Petitioner to admit that she wired funds to herself as a distribution based on her own accounting. Petitioner's first response was a denial. Petitioner's supplemental response admits initiating a transfer, admits the amount and admits that the transfer was based

on "her preliminary accounting." Petitioner denies that the transfer was a "final distribution" because it was "subject to adjustment upon final reconciliation." Respondent contends that Petitioner's supplemental response is evasive, nonsensical and contradictory. Whatever its limitations, it provides more information than the initial response. The parties draw different conclusions from the facts that are admitted, and that is fine. The Court will determine which conclusion is persuasive. Petitioner need not supplement her response again.

e. Request 20: Respondent asked Petitioner to admit that her 2020 accounting was never approved by Respondent. Petitioner's first response denied the Request and stated that Respondent's approval was not required. Respondent contends that this response is evasive. The Court disagrees. "Never" carries a connotation that Petitioner need not accept. Petitioner could have responded: "admitted, but Respondent's approval was not required," and it would have conveyed the same information, which is that Petitioner intends to argue that Respondent's approval was not required. Respondent asked this Court to compel a supplemental response.

At oral argument, Petitioner proffered a new response on a demonstrative exhibit: "Denied. Respondent used the accounting when filing the LLC's return in November 2022." This response differs in a material way.

The Court reads this response to argue that Respondent demonstrated his approval of the 2020 accounting when he relied on it to prepare and file a tax return in November 2022. If Petitioner wishes to stand on this response, she must serve a formal supplemental discovery response. If she does so, Respondent may not file a motion to compel a different response. Respondent may explore the basis for the change in response at Petitioner's deposition, and he may oppose her argument at trial.

f. Request 26: Respondent asked Petitioner to admit that she called a particular filing "void on its face." Petitioner's first response denied the Request and stated that she recalled saying that the filing needed correction, not that it was legally void. Respondent argued that Petitioner "has been evasive" and that her response has changed over time. Respondent also noted that Petitioner used the words "void on its face" in an email. Respondent does not appear to have requested a supplemental response to this Request but appears to have raised the issue to lay groundwork for a later argument or motion. The Court would not order supplementation in any event. Within the four corners of the document, Petitioner's response would be consistent with a hazy memory and Respondent could test the response at Petitioner's deposition.

At oral argument, Petitioner proffered a new response on a demonstrative exhibit. To paraphrase, Petitioner denied the Request, and explained that if she used the term, she meant it in a colloquial way, not a legal way. Respondent again argued that Petitioner's response is evasive and that it should not be allowed to stand. The new response is materially different, but it is not evasive. If Petitioner wishes to stand on the revised response, she must formally supplement and serve the response on Respondent. If she does so, Respondent may not file a motion to compel a different response. Respondent may explore the difference between the responses, test Petitioner's memory and confront her with the referenced email at her deposition.

g. Request 28: Respondent asked Petitioner to "[a]dmit that salaries were not paid because [Petitioner] did not satisfy Section 6.2 of the Operating Agreement." Petitioner denied the requested admission and stated that both Members failed to consent, which, Petitioner argues, was required under Section 6.2 of the Operating Agreement. Respondent complained, generally, that Petitioner had been evasive and changed arguments in her responses.

At oral argument, Petitioner proffered a new response on a demonstrative exhibit. The new response relies on an interpretation of the Operating Agreement that Respondent disputes. If Petitioner wishes to stand

the new response, she must serve it as a formal supplemental response. If she does so, Respondent may not file a motion to compel a different response. Respondent may test Petitioner's change in position and the merit of her argument at her deposition.

2. Respondent's request for supplemental interrogatory responses is **GRANTED, in part, and DENIED, in part**. There are six responses in dispute.

a. Interrogatory 9(a): Respondent asked Petitioner to "[i]dentify all hours [Petitioner] worked for the LLC and/or the Fund" during a certain period. Petitioner responded that she has no documents. The question is not covered by any aspect of Respondent's definition of "identify," but it plainly requests information, not documents. Petitioner must supplement this Response.

b. Interrogatory 17: Respondent asked Petitioner to "[i]dentify each document relating to, concerning or otherwise supporting the factual basis for" a specific allegation in the Verified Petition. Petitioner objected and argued against the premise of the question. It is not improper to request that a party identify by Bates number(s) documents they have produced in an interrogatory response. Petitioner must supplement her Response.

c. Interrogatory 19 (a), (b) and (d): Respondent asked Petitioner to "[p]rovide supporting documentation for specific subjects." This is a request to produce documents; it is not a proper interrogatory. Petitioner is not required to supplement her response.

d. Interrogatory 22: In subsection (a), Respondent asked Petitioner to "[i]dentify each document relating to, concerning or otherwise supporting the factual basis for" a revised characterization of an allegation in paragraph 18 of the Verified Petition. Petitioner stated that she has produced responsive documents and is aware of no additional documents. Petitioner must supplement her Response to subsection (a) by providing Bates numbers for the documents she produced. *See* Ct. Ch. R. 33(d). Because the discovery cutoff has passed, Petitioner will not be permitted to rely on any additional responsive documents she may uncover on this subject going forward.

Petitioner need not supplement her responses to subsections (b) through (d).

e. Interrogatory 40: Respondent asked Petitioner to identify persons and documents that relate to an allegation in paragraph 78 of Petitioner's Answer to Respondent's Counterclaims. Petitioner stated that she has produced documents and is aware of no additional documents. If Petitioner has not yet identified persons with knowledge, she must supplement her

Response and identify them or state that she is aware of no such person. Petitioner must also supplement her Response by providing Bates numbers for the documents she produced relating to this allegation. Because the discovery cutoff has passed, Petitioner will not be permitted to rely on any additional responsive documents she may uncover on this subject going forward.

f. Interrogatory 45 (a)–(d), (f), (h): Respondent asked Petitioner to "[i]dentify each document relating to, concerning or otherwise supporting" a billing plan upon which she allegedly placed limited partners and list of various amounts that Petitioner allegedly "billed," "withdrew," "calculate[ed]" or "paid" and "recorded." Petitioner stated that she has produced documents and is aware of no other documents. Petitioner also states that Respondent has some of these records in his possession. Even if the latter were true, it would not obviate Petitioner's obligation to identify the documents she has produced by Bates number(s). Petitioner must supplement her Response to make that identification. Because the discovery cutoff has passed, Petitioner will not be permitted to rely on any additional responsive documents she may uncover on these subjects going forward.

3. Respondent's request to compel additional document production ("RFP") is **GRANTED, in part, and DENIED, in part**. There are 23 RFPs

in dispute on this Motion.[1] The Court addresses them in categories, where possible.

4. RFP 25, 30, 31, 39–41 (Vertext Documents): Respondent requested "[a]ll" documents, communications and statements concerning various subjects on Vertex. Petitioner refused to produce any records on relevance grounds.[2] Respondent argues that the requested records are relevant to their counterclaims, which are based on theories of misappropriation and starting competing hedge funds. "Parties may obtain discovery regarding any non-privileged matter that is relevant to any party's claim or defense and proportional to the needs of the case[.]" Ct. Ch. R. 26(b)(1). Respondent's requests are overbroad. For example, to establish unjust enrichment, one element Respondent must prove is a "benefit" to Petitioner. To that end, Respondent may wish to understand and entity's financial performance, but a request for "all fund documents" is woefully overbroad. If Respondent continues to seek any of these records, he must refine the requests to seek a

[1] There were initially 25, but the parties agreed to defer their dispute over RFP 46 and 47, both of which relate to law firm retention documents.

[2] At the oral argument, Petitioner contended that there was no express prohibition on soliciting investors, so this could not support a claim for breach of contract or breach of fiduciary duty. Petitioner waived this argument by failing to raise it in her briefs.

more precise scope (e.g., records that "constitute" or are "sufficient to show" an element of Respondent's claim).

5. RFP 1, 5, 6, 11, 12, 36, 38 (Respondent seeks confirmation): Petitioner claims to have produced all non-privileged responsive records. Respondent's objections are generally that there should be more documents, or that Petitioner has not certified that "all" documents have been produced. Based on the parties' most recently updated chart of objections and responses:

a. RFP 1: Respondent argues that Petitioner's response does not say that "all" documents have been produced. In response, Petitioner confirmed that she is aware of no other non-privileged, responsive documents. This representation is sufficient.

b. RFP 5: Respondent argues that he has not located any emails in Petitioner's production. In response, Petitioner confirmed that she did not refuse to search email, that many communications with E*TRADE occurred by phone and that she is aware of no other non-privileged, responsive documents. The Court orders no further production.

c. RFP 6: Respondent first argued that he has not located any emails, but that he believes they do exist. At argument, Respondent represented that he restored Petitioner's emails, and they do exist. In response, Petitioner confirmed that she is aware of no other non-privileged, responsive documents.

At this point, continuing to press for documents Petitioner has not found, and that Respondent already has, is fruitless. Respondent may consider whether he wishes to attempt to prove spoliation, seek a negative inference or pursue some other avenue of relief.

d. RFP 11: Respondent contends that Petitioner made selective production, because Respondent found only one email, and that email referred to a prior conversation. In response, Petitioner confirmed that many communications with Ms. Hou were conducted by phone and that she is aware of no other non-privileged, responsive documents. The Court orders no further production.

e. RFP 12: Respondent says that it "seems as though there are likely emails that predate" those found in Petitioner's production. In response, Petitioner confirmed that many communications with Spicer Jeffries were conducted by phone and did not result in written communications, and that Petitioner is aware of no other non-privileged, responsive documents. The Court orders no further production.

f. RFP 36: Respondent requested confirmation that "all" documents were produced. In response, Petitioner confirmed that all non-privileged responsive documents have been produced and she is aware of no others. This response is sufficient.

g. RFP 38: Respondent requested confirmation that "all" documents were produced. In response, Petitioner confirmed that all non-privileged responsive documents have been produced and she is aware of no others. This response is sufficient.

6. RFP 10: Respondent requested "[a]ll Limited Partner Subscription Agreements." After having made supplemental production, Petitioner confirmed at argument that she has produced all agreements in Petitioner's possession custody and control, and that she is aware of no additional responsive documents. Respondent argues that the "documents were required to be maintained," which is not sufficient to rebut a representation that all agreements have been produced, and that Petitioner "previously claimed to maintain the hard copy execution versions." Respondent appears to have accepted Petitioner's later representation that all agreements have been produced and states that it may pursue a claim for spoliation. The Court orders no further production.

7. RFP 14: Respondent requested "[a]ll Communications between [Petitioner] and all Limited Partners concerning the Respondent, the Fund and/or the Company." Petitioner has produced communications with limited partners and has represented that the production includes all non-privileged, responsive documents in Petitioner's possession, custody or control.

Respondent's argument remains that he has provided examples of "conversations with limited partners, where they expressly state that they … ***spoke*** to Petitioner about issues relevant to this case" which, Respondent argues, "proves the existence of such documents." Respondent has not, on this basis, established that Petitioner has not produced available responsive records. In-person or telephonic communications would not generate responsive records, and if any limited partner meant that they "spoke" by email, it appears that the material was produced. The Court orders no further production.

8. RFP 16: Respondent requested "[a]ll Communications between [Petitioner] and All persons concerning or related to [Petitioner's] Q3-Q4 'Performance Report' of January 2021." By the time of argument, Respondent's outstanding request was: "Unable to locate communications related to the Performance Report, including those with Bryson Dawson." At that time, Petitioner had recently identified and produced additional communications with "certain investors." The Court cannot tell whether Petitioner's additional production included her communications, if any, with Bryson Dawson. Petitioner shall confirm to Respondent within 7 days of this Order whether there are written communications with Bryson Dawson

relating to the Performance Report and, if so, whether they have been produced or, if withheld, the grounds upon which they have been withheld.

9. RFP 24: Respondent requested "[a]ll Communications between [Petitioner] and Yanjun Yang concerning the Respondent, the Fund and/or the Company." Respondent conceded that he does not know if the single "brief conversation or reference to this lawsuit" that Petitioner identified was in writing. Petitioner has represented that she has "no responsive documents to produce" and, more specifically, that she found no such written communications after a search and is aware of no such written communications in her possession, custody or control. The Court orders no additional production.

10. RFP 32: The parties appear to have resolved this dispute. Respondent asked for the Bates number of a particular bank statement and Petitioner provided it.

11. RFP 33: Respondent requested "[a]ll documents related to Your withdrawal of $141,728 and full trace of such money that was redeposited into the Fund's account." Petitioner represented that she has produced all responsive documents within her possession, custody or control. Respondent argued that he was "[u]nable to locate" them. Petitioner then identified a range of documents by Bates numbers and represented that she is aware of no

additional responsive documents. Respondent has not at this time established that Petitioner is withholding responsive records. The Court orders no additional production.

12. RFP 34: Respondent requested "[a]ll Documents, emails and text messages between You and the Limited Partners and/or all persons that You learned of from Puma." Petitioner represented that she produced non-privileged, responsive documents within her possession, custody or control. Respondent argued that he was "[u]nable to locate" them. Petitioner then identified two documents by Bates number and explained that she was producing additional documents contemporaneously with the presentation of the demonstrative exhibit used at oral argument. Respondent has not established that Petitioner is withholding responsive records. The Court orders no additional production.

13. RFP 35 and 43: Respondent requested, respectively, "[a]ll documents relating to [Petitioner's] resid[ential] address at the time she filed the Statement of Information for the LLC" and the identification of Petitioner's current address. Regarding the former, Petitioner represented that there are no documents responsive to the request. Respondent argues only that "there must be." The Court disagrees. Moreover, whether Petitioner was "permitted" to use the Company's address would appear to be an issue

Respondent could prove or disprove without knowing where Petitioner lived. As to the identification of Petitioner's current address, Respondent has not persuaded the Court that this is relevant to any party's claim or defense. *See* Ct. Ch. R. 26(b)(1). The Court declines to order supplementary production.

14. The Court agrees that this discovery process has been less efficient than it should have been. Not all of this is attributable to Petitioner's actions and positions. But the Court agrees that Petitioner's actions have at times been inconsistent or unreliable. The Court will consider making some award of reasonable fees and costs to compensate Respondent in connection with the instant motion. Respondent may submit an affidavit pursuant to Rule 88 for the Court's consideration. The Court will compare its decisions here with Respondent's time entries to determine whether Petitioner's actions or positions, rather than Respondent's, caused Respondent to incur fees and costs that were otherwise unnecessary.

15. This is not a final report. Exceptions are stayed.

/s/ *Danielle Gibbs*
Magistrate in Chancery