

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

SAM GLASSCOCK III  
VICE CHANCELLOR

COURT OF CHANCERY COURTHOUSE  
34 THE CIRCLE  
GEORGETOWN, DELAWARE 19947

Date Submitted: June 15, 2021

Date Decided: July 1, 2021

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RE: *Valhalla Partners II, L.P. et al. v. Vistar Media, Inc.*,  
C.A. No. 2019-0202-SG

Dear Counsel:

By bench ruling of June 1, 2021 I resolved several discovery issues, including Plaintiff's motion to compel discovery from Defendant Vistar Media, Inc. ("Vistar") of eight email communications (the "Accountant Emails") shared by Jeremy Ozen ("Ozen Jr.") with his father, Michael Ozen ("Ozen Sr.").<sup>1</sup> Ozen, Jr. is the president of Vistar.<sup>2</sup> Ozen, Sr. is an accountant.<sup>3</sup> I found it probable under the facts of record that this communication was made between son and father not to facilitate legal

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<sup>1</sup> Tr. Of 6.1.21 Oral Arg. And Rulings of the Court on Pls.' Mot. To Compel Supp. Production, at 29:2–29:16, Dkt. No. 152 [hereinafter "MTC Tr."]

<sup>2</sup> Vistar Media, Inc.'s Answer to First Am. Compl. And Verified Countercl. ¶ 36, Dkt. No 50 (hereinafter "Answer").

<sup>3</sup> MTC Tr., at 5:6–5:7; Def.-Countercl. Pl. Vistar Media, Inc.'s Mot. For Partial Reargument ¶ 12, Dkt. No. 147.

representation of the Defendant, but instead for reasons personal to the Ozens;<sup>4</sup> the documents, accordingly, were not privileged.<sup>5</sup>

The Defendant has moved for reargument.<sup>6</sup> A motion for reargument will be granted only where the movant shows that the Court has overlooked controlling contrary law or misapprehended the facts in a way that affected the outcome of the decision.<sup>7</sup> I have said before that reargument is a tool that often serves best left in its sheath;<sup>8</sup> nonetheless, like many such specialized tools, when needed it is irreplaceable, not only to protect the parties and the interests of justice, but to allow a judge to correct her own improvident decision efficiently.

I have carefully reviewed the motion—which alleges that I overlooked salient facts relevant to the issue of privilege attaching to the Accountant Emails—together with the record here. Upon reflection, I do not believe I “misapprehended the facts . . . such that the outcome of the decision would be different.”<sup>9</sup>

Accordingly, the Defendant’s Motion for Reargument is DENIED.

IT IS SO ORDERED.

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<sup>4</sup> MTC Tr., at 29:5–29:15.

<sup>5</sup> MTC Tr., at 29:15–29:16.

<sup>6</sup> Def.-Countercl. Pl. Vistar Media, Inc.’s Mot. For Partial Reargument, Dkt. No. 147.

<sup>7</sup> See *In re Zale Corp. S’holders Litig.*, 2015 WL 6551418, at \*1 (Del. Ch. Oct 29, 2015).

<sup>8</sup> *Manti Holdings, LLC v. Authentix Acquisition Co., Inc.*, 2019 WL 3814453, at \*1 (Del. Ch. Aug. 14, 2019).

<sup>9</sup> *In re Zale*, 2015 WL 6551418, at \*1.

Sincerely,

*/s/ Sam Glasscock III*

Sam Glasscock III

cc: All counsel of record (by *File & ServeXpress*)