IN THE SUPREME COURT OF THE STATE OF DELAWARE

PETER R. HALL,	§	
	§	No. 4, 2023
Plaintiff Below, Appellant/ Cross-Appellee,	§	
	§	Court Below—Court of Chancery of the State of Delaware
v.	§	
	§	
MICHAEL J. GEOFFREY FULTON, DAVID H. YOUNG, MAXON R. DAVIS, LLOYD HICKMAN, OLA JUVKAM-WOLD, and MARITEK CORPORATION,	§	C.A. No. 2018-0738
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Defendants Below, Appellees/ Cross-Appellants.	§	
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Submitted: June 23, 2023
Decided: August 21, 2023

Before **VALIHURA**, **LeGROW**, and **GRIFFITHS**, Justices.

ORDER

(1) The appellant, Peter R. Hall, filed this appeal from the Court of Chancery's final order and judgment, issued December 12, 2022, entering judgment in favor of the defendants-appellees for the reasons stated in the court's letter decision of the same date. The defendants-appellees filed a cross-appeal; they ask the Court to affirm the Court of Chancery's judgment or, alternatively, to reverse the Court of Chancery's denial of their motion to dismiss and enter an order dismissing the action with prejudice. After consideration of the parties' arguments and the record on appeal, we affirm.

(2) This litigation has a tortuous history. In 2002, Hall negotiated a potential purchase of land in the Bahamas (the "Property") from a subsidiary of Maritek Corporation.[1] The transaction never came to fruition—exactly why has been a subject of protracted litigation in various jurisdictions. In early 2004, the defendants-appellees Michael J. Geoffrey Fulton and David H. Young (or an entity controlled by Fulton and Young) acquired 50% of Maritek's common stock.[2] During a meeting on June 7, 2005 (the "2005 Maritek Board Meeting"), the Maritek board of directors discussed a potential sale of the Property to an entity affiliated with Young and the potential effect of the earlier dealings with Hall. Certain drafts of the minutes of that meeting are the subject of this litigation.[3]

(3) In 2005, the Maritek subsidiary initiated litigation against Hall in the Bahamas seeking a declaration that there was no enforceable agreement to sell the Property to Hall. In 2008, the trial court in the Bahamas found, following a nine-day trial, that there was no enforceable contract.[4] Hall presented appeals to the Court of Appeal of the Commonwealth of the Bahamas and then to the Privy Council in

[1] Opening Br. at 6–7; App. to Opening Br., at A10 (Compl.); Answering Br. at 8.
[2] Opening Br. at 8; App. to Opening Br., at A17 (Compl.); Answering Br. at 10.
[3] *E.g.*, Opening Br. at 9–10, 13; App. to Opening Br., at A4 (Compl.), A20–21; Answering Br. at 10.
[4] App. to Opening Br., at A358–59 (Judgment of the Privy Council).

London, but was ultimately unsuccessful.[5] The Privy Council entered judgment in May 2015.[6]

(4) In the meantime, in December 2007, two Maritek stockholders filed a derivative and class-action complaint in Delaware against Fulton, Young, and other directors of Maritek asserting, among other claims, that Fulton and Young engaged in self-dealing relating to the Property (the "Wang Action").[7] On June 10, 2008, following a trial in the Bahamas but before the trial court issued its decision, Hall moved to intervene in the Wang Action. He asserted that he had a contractual interest in the Property and that the disposition of the Wang Action might impair his contractual rights.[8] At a hearing on June 20, 2008, the Court of Chancery denied the motion to intervene.[9]

(5) On March 28, 2013, while the Bahamian appeals were proceeding, Hall again moved to intervene in the Wang Action. This time, he sought intervention for the purpose of receiving copies of certain documents—including drafts of minutes of the 2005 Maritek Board Meeting—that had been produced to the plaintiffs in the Wang Action but that, Hall alleged, his opposing parties in the Bahamian litigation

[5] *Id*. at A350–65; Answering Br. at 12, 15–18.
[6] App. to Opening Br., at A350 (Judgment of the Privy Council).
[7] *Wang v. Fulton*, C.A. No. 3409, Docket Entry No. 2, Verified Complaint (Del. Ch. filed Dec. 12, 2007).
[8] *Id.* Docket Entry No. 52.
[9] *Id.* Docket Entry No. 61.

had wrongfully failed to produce in that action.[10] On May 23, 2013, the Court of Chancery granted Hall's motion to intervene in the Wang Action for the purpose of seeking the documents.[11] Later, Hall and the parties to the Wang Action agreed that the Wang Action defendants would produce to Hall certain documents that they had produced to the Wang Action plaintiffs. The Court of Chancery entered the parties' stipulation as an order of the court on April 10, 2014 (the "Production Order").[12] Specifically, the Production Order provided:

> 1. Defendants shall produce to Mr. Hall the following documents that had been produced by defendants to plaintiffs in this action:
>   a. all drafts of the minutes of the Maritek Corporation board of directors June 7, 2005 meeting;
>   b. the document history of the June 7, 2005 board minutes, including metadata from the various versions of the minutes, showing, among other things, the dates of creation and editing;

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[10] *Wang*, C.A. No. 3409, Docket Entry No. 107 (Del. Ch. filed Mar. 28, 2013).

[11] *Id.* Docket Entry No. 114 (Del. Ch. May 23, 2013). The court wrote:

> The motion to intervene is granted. In substance, Hall alleges that a fraud has been committed on a court in a sister jurisdiction, and that the production of non-burdensome discovery materials in this action will assist him in determining and, if necessary, proving whether a fraud on the court took place. In my view, showing comity and respect to other jurisdictions requires potentially making discovery available if it would assist in promoting the integrity of proceedings in the sister jurisdiction. Were the shoe on the other foot, I would want to know whether or not a fast one had been pulled (or attempted). I intimate no view as to whether this actually occurred. I hold only that Hall has a legitimate purpose of seeking intervention and requesting the discovery sought. Once the complaint in intervention is filed, the defendants shall answer its allegations and shall assert any Rule 12 defenses in their answer. At that point, Hall may move to obtain the documents he seeks. The Court is not currently granting the relief sought, only the right to intervene and file the complaint in intervention.

Id.

[12] *Id.* Docket Entry No. 164 (Del. Ch. Apr. 10, 2014).

c. agendas and draft agendas for the June 7, 2005 board meeting; and
d. email and other communication related to the foregoing, including all drafts of such documents.[13]

On May 27, 2014, the Court of Chancery granted a stipulation of dismissal of Hall's complaint in intervention.[14]

(6) In addition to the litigation in the Bahamas and the Court of Chancery, Hall also pursued relief in the Delaware Superior Court. In July 2008, after the Court of Chancery denied Hall's first motion to intervene in the Wang Action, Hall filed a Superior Court action against Fulton and Young (and later Maritek) for tortious interference with contract (the "Superior Court Action").[15] On April 29, 2009, the Superior Court stayed the action pending the completion of the litigation in the Bahamas.[16] After the litigation in the Bahamas concluded with the issuance of the Privy Council's judgment, Hall filed a second amended complaint in the Superior Court Action.[17] Among other things, the complaint alleged that Fulton, Young, and Maritek had fraudulently altered the minutes of the 2005 Maritek Board Meeting and had violated the Production Order by concealing documents they were required to produce.[18] On August 24, 2017, the Superior Court dismissed the action on *forum*

[13] *Id*.
[14] *Id.* Docket Entry No. 165 (Del. Ch. May 27, 2014).
[15] *Hall v. Fulton*, C.A. No. 08C-07-123, Docket Entry No. 1 (Del. Super. filed July 14, 2008).
[16] *Id.* Docket Entry No. 24.
[17] *Id.* Docket Entry No. 39 (filed Aug. 29, 2016).
[18] *Id.* ¶¶ 6, 9.

non conveniens grounds.[19] The court noted that "to the extent that [Hall] alleges that Defendants failed to disclose additional documents" in the Court of Chancery, that claim should be asserted in the Court of Chancery rather than in Superior Court.[20]

(7) This Court affirmed the Superior Court's ruling in March 2018.[21] Approximately six months later, Hall moved to reopen the closed Wang Action so Hall could pursue contempt sanctions for the alleged violations of the Production Order. The court directed Hall to proceed by filing a new action, and on October 12, 2018, Hall filed the Court of Chancery action that underlies this appeal.[22] The complaint alleged that the defendants-appellees violated the Production Order by providing Hall with only four of eight known drafts of the 2005 Maritek Board Meeting and by failing to produce all related communications. Hall alleged that in March 2015, Fulton had submitted an affidavit to the Privy Council that (i) attached

[19] *Hall v. Maritek Corp.*, 170 A.3d 149 (Del. Super. 2017).
[20] *Id.* at 163 n.73; *see also id.* at 167 n.109 ("To the extent that [Hall] is dissatisfied with the production of documents in *Wang v. Fulton*, [Hall] could pursue this matter in Chancery Court.").
[21] *Hall v. Maritek Corp.*, 2018 WL 1256117 (Del. Mar. 12, 2018).
[22] *Hall v. Fulton*, C.A. No. 2018-0738, Docket Entry No. 1, Complaint (Del. Ch. filed Oct. 12, 2018). Counsel filed the action on Hall's behalf. The docket reflects that four different sets of counsel represented Hall in this litigation in the Court of Chancery—two were replaced by substitution and two sought, and were granted, leave to withdraw based on a "fundamental disagreement" or an "impasse" with Hall regarding how to proceed in the action. Aside from a brief period when Hall was seeking counsel after the court granted the first motion to withdraw, it appears that Hall was represented by counsel from the commencement of the action in October 2018 until the court granted the second motion to withdraw on November 3, 2022. Hall proceeded *pro se* in the Court of Chancery from November 3, 2022, until the court entered the final judgment on December 12, 2022; he has proceeded *pro se* in this appeal. Hall also was represented by counsel both times that he moved to intervene in the Wang Action, when he sought to reopen the closed Wang Action to pursue a contempt sanction, and in the action he filed in the Superior Court.

four drafts of the meeting minutes that Fulton represented had been produced to Hall and (ii) swore that Fulton had produced all drafts of the meeting minutes to Hall.[23] The complaint further alleged that the draft minutes that were attached to Fulton's Privy Council affidavit had not previously been provided to Hall in accordance with the Production Order and were materially different from the drafts Hall previously received.[24] The complaint alleged that Hall did not realize until on or about June 8, 2016, that the drafts attached to the Fulton affidavit had not previously been produced to Hall.[25]

(8) The defendants-appellees moved to dismiss the complaint as barred by laches. The Court of Chancery denied that motion.[26] In its oral ruling on the motion, the court made clear that the scope of the action was limited to determining whether the defendants-appellees had violated the Production Order; the proceeding would not be an opportunity to "relitigate the Bahamian action, to grant remedies that could have been obtained in the Bahamian action, or to relitigate and [have the Court of Chancery] act as some-quasi-appellate body for the privy council proceeding. The limited issue in this case is going to be whether there was contempt."[27] As discovery

[23] *Id.* ¶¶ 100–03.
[24] *Id.* ¶¶ 104–05.
[25] *Id.* ¶ 112.
[26] *Id.* Docket Entry Nos. 18, 21.
[27] App. to Opening Br., at A419–20 (Motion to Dismiss Tr.).

proceeded, numerous disputes arose. The court continued to emphasize the limited scope of the action throughout the proceedings.[28]

(9) On December 12, 2022, the Court of Chancery entered a final order and judgment in favor of the defendants-appellees.[29] The court explained its judgment in an accompanying letter decision. The court determined that the defendants-appellees had complied with the Production Order by providing Hall with responsive documents from the broader set of documents that the Wang Action defendants had previously produced to the Wang Action plaintiffs. The court concluded that the defendants-appellees' production of documents from those already produced to the Wang plaintiffs—without "go[ing] back and look[ing] for documents that had not previously been produced"—was reasonable under the terms of the Production Order and did not support a finding of contempt. The court rejected Hall's

[28] *See, e.g.*, *id.* at A771–72 (Tr. of Oral Arg. Motion to Intervene) ("As I have said before, I do not see it as my role to sit as a court of appeal, effectively, for the Bahamian proceeding. Nor do I see myself as having the appropriate role of second-guessing the Privy Council. Nor do I even see it as my role to police what may or may not have happened in the Delaware Superior Court proceeding. It may be that there were problems. I understand Mr. Hall's theory that the withholding of documents in this case was a part of a major cover-up starting back in the early 2000[s] that led to the problem in the Bahamas and then continued, and my action and the failure to comply with my order was a part of that. So I do understand that theory. The appropriate tribunals to consider that theory are the tribunals that Mr. Hall believes were defrauded. . . ." (formatting altered)).

[29] The procedural posture of the court's final judgment was unusual. Hall seems to characterize it as a ruling on summary judgment, *see* Opening Br. at 30 (stating that the Court of Chancery "summarily rule[d], . . . as a matter of law"); *id.* at 33 (stating that this Court "reviews a trial court's grant of summary judgment *de novo*"), and the defendants-appellees agree, *see* Answering Br. at 29 ("The Court of Chancery effectively entered summary judgment in favor of Defendants and against Plaintiff."). We accept that characterization for purposes of this appeal.

contentions that the defendants-appellees or their counsel had wrongfully withheld certain documents from production to the Wang Action plaintiffs or deliberately misrepresented their Wang Action production to other courts.

(10) In his appeal to this Court, Hall disagrees with the Court of Chancery's determination that the defendants-appellees complied with the Production Order when they produced documents that had been produced to the Wang Action plaintiffs without conducting a new search for documents that had not been produced to the Wang Action plaintiffs. He argues that the Court of Chancery's decision is fraudulent and that it conceals misrepresentations made in foreign proceedings, in violation of the UN Convention Against Corruption, the Sarbanes-Oxley Act, and other authorities "forbidding lawyers from presenting false evidence."[30]

(11) We find no basis to overturn the Court of Chancery's judgment. Hall has not identified any document that was produced to the Wang Action plaintiffs that was not produced to Hall as required by the Production Order.[31] As the Court

[30] Opening Br. at 34.

[31] Indeed, Hall appears to concede that the documents that he alleges should have been produced were *not* produced to the Wang Action plaintiffs. *See, e.g.*, Opening Br. at 5 (stating that in September 2014 "Defendants produce[d] to Hall the drafts they had produced to the [Wang Action plaintiffs"); *id.* at 22 (arguing that certain documents were not produced to the Wang Action plaintiffs).

Hall also indicates that he has pursued this contempt litigation for the benefit of a trust of which he is a trustee, and not on his own behalf. Opening Br. at 8. This raises serious concerns about whether Hall can even continue pursuing this litigation. *See Tigani v. Director*, 2020 WL 5237278, at *3–5 (Del. Super. Sept. 2, 2020) (discussing law regarding *pro se* litigants' pursuit of claims on behalf of artificial entities), *aff'd*, 2021 WL 2310426 (Del. June 4, 2021). In any event, the "Motion for Oral Hearing" that Hall submitted on July 31, 2023, purportedly in his capacity as trustee of the trust, must be denied. In addition to the issue of whether Hall can proceed on behalf

of Chancery repeatedly emphasized throughout the proceedings, that was the fundamental issue in this case. Because we affirm the Court of Chancery's ruling entering judgment against Hall, we need not address the defendants-appellees' cross-appeal asserting that the Court of Chancery erred by denying their motion to dismiss.[32]

NOW, THEREFORE, IT IS ORDERED that the judgment of the Court of Chancery is **AFFIRMED**. The motion for oral hearing is **DENIED**.

BY THE COURT:

/s/ Abigail M. LeGrow
Justice

of the trust, the motion seeks to have particular counsel that does not currently represent the trust—and appears never to have represented the trust, or Hall, in this litigation or any of the litigation relating to the property at issue—present an oral argument in support of Hall's position. The requested relief is neither appropriate nor warranted.

[32] *See* Answering Br. at 42 ("In the alternative, the Court of Chancery should have dismissed this action based on the doctrine of laches."); *id.* at 51 (requesting that the Court affirm the Court of Chancery's judgment "or, in the alternative, enter judgment in Defendants' favor under the equitable laches doctrine").