No. 22-6529

IN THE SUPREME COURT OF THE UNITED STATES
October Term, 2022

WARREN HAVENS, Petitioner

v.

ARNOLD LEONG, Respondent

and

SUSAN UECKER,
Alleged Receiver Agent of the Nominal-Entity Respondent
SKYBRIDGE SPECTRUM FOUNDATION

ON PETITION FOR A WRIT OF CERTIORARI TO
THE DELAWARE SUPREME COURT

PETITION FOR A WRIT OF CERTIORARI*

Warren Havens
Petitioner, Pro Se
2649 Benvenue Ave.
Berkeley CA 94704
Phone 510 914 0910

Arnold Leong
Respondent, by
David Holmes, attorney
Cross & Simon
1105 N. Market St., Suite 901
Wilmington, DE 19801
Phone 302 777 4200

Susan Uecker
Alleged California Court Receiver
of Nominal Respondent
Skybridge Spectrum Foundation, by
David J. Teklits, attorney
Morris Nichols
201 N. Market Street, 16th Floor
Wilmington, DE 19899
Phone 302 658 9200

---

* Initially submitted on the due date with an motion to proceed in forma pauperis. Both re-submitted with corrections before the corrections due date

QUESTIONS PRESENTED

The nation is conceived and operated by State-chartered legal entities ("corporations" for short), some for profit and some for charitable purposes. Nationwide there are splits and confusion on whether a corporation can be involuntarily dissolved and wound up by courts of a State other than the charter State, unlike in bankruptcy which is uniform nationwide. This involves the scope and purposes of the Commerce, Contract, and Compact clauses of the US Constitution but generally these are not considered. The confusion and splits greatly hinder and degrade interstate commerce for profit and charity. The questions presented are:

1. In a court action for judicial dissolution and wind up of a corporation in the charter State's court, can the court in its final decision bar an appeal as a matter of right by labelling it interlocutory and non-appealable and for that purpose *sua sponte* "stay" the final decision to allow another state to conduct the dissolution and wind up?

2. Can a corporation chartered for and engaged in interstate commerce be involuntarily dissolved and wound up in a state court action other than by the State that chartered it integrating its laws?

3. (a) Do the Commerce and Contracts clauses of the US Constitution pose threshold requirements on an involuntary dissolution and windup of a corporation? And (b) is the Compact clause triggered requiring consent of Congress where the non-charter State is involved along with the charter State?

4. (a) Does the involuntary dissolution and windup of a corporation, that in its charter has powers to and engages in interstate commerce, in a state court violate the design and purpose of the uniform federal bankruptcy law? (b) If so, is the state court action unconstitutional?

PARTIES TO THE PROCEEDING AND PRO SE REQUEST

The parties and their contact information are listed in the caption page of this petition above. Herein, "I" means Warren Havens the petitioner here and in the case below. As a pro se petitioner, I request the following apply to this Petition- "less stringent standards than formal pleadings ... by lawyers" liberally construed in pro se party's favor. *Hughes v. Rowe*, 449 U.S. 5, 9 (1980); *Haines v. Kerner*, 404 U.S. 519, 520 (1972); *Erickson v. Pardus*, 127 S. Ct. 2197 (2007).

CORPORATE DISCLOSURE STATEMENT

This Petition is filed by Warren Havens, an individual natural person, not by or on behalf of a nongovernmental corporation. Thus, there are no Rule 29(6) disclosures to make.

DIRECTLY RELATED PROCEEDINGS

Under Rule 14.1(b)(iii) as this Petitioner understands, there do not appear to be "directly related" proceedings that arise from the same trial court case as the case in this Court under this petition. There are pending legal proceedings in courts and before the FCC that relate to said trial court case under this petition, but they arose before the trial court case commenced and was decided. The following arose afterward. I list these in case they may be deemed "directly related." Each were filed by me and are pending or not final.

(1) No. 22-1092. IN THE U.S. COURT OF APPEALS FOR THE DISTRICT OF COLUMBIA CIRCUIT. *In re WARREN HAVENS, Individually and for Next-Friend Persons, Petitioner, v. THE FEDERAL COMMUNICATIONS COMMISSION Respondent.* PETITION FOR A WRIT OF MANDAMUS TO THE FEDERAL COMMUNICATIONS COMMISSION.

(2) No. 22-1137. IN THE U.S. COURT OF APPEALS FOR THE DISTRICT OF COLUMBIA CIRCUIT. *WARREN HAVENS, Individually and in Other Capacities, Petitioner, v. THE FEDERAL COMMUNICATIONS COMMISSION, Respondent.* NOTICE OF APPEAL [1] AND REQUEST FOR REVIEW [2] OF AN ORDER OF THE FEDERAL COMMUNICATIONS COMMISSION DENYING A REQUEST FOR A STAY

AFTER AN FCC DECLARATORY RULING [1] AFFECTING NATIONWIDE WIRELESS LICENSES [2] BY AN FCC DELEGATED AUTHORITY MAKING NEW LAW. AND REQUEST FOR A STAY PENDING THIS APPEAL...

(3) Before the FCC. *In the Matter of Verde Systems LLC, alleged Assignor, Arnold Leong Et Al Real Parties in Interest and De Fact Control,... WEC Business Services LLC, alleged Assignee,...* Application For Assignments of Two Geographic AMTS licenses, With Situs fully outside the State of California (the "Application") [other matters also captioned]. Application on ULS, File Number 0010058157, Petition initially filed June 15, 2022 and later amended. [The issues pertain to all FCC licenses that Susan Uecker alleges to control for the de facto controller and real party, Arnold Leong.]1

STATE LAW CONSTITUTIONALITY

Under rule 29.4(c), this Petition raises challenges to California and Delaware statutes on dissolution and windup of corporations as applied. 28 USC § 2403(b) may apply. I serve on the Attorneys General of California and Delaware a copy of this petition.

1 "ULS" is the FCC Universal Licensing System, used for secure electronic filing of licensing actions and challenges. It is publicly accessible on the Internet.

TABLE OF CONTENTS

TABLE OF AUTHORITIES

U.S. CONSTITUTIONAL PROVISIONS, STATUTES AND REGULATIONS

CASES

CASES IN TABLE AT P. 32 (On Question 2- Deep Split)

STATE STATUTES AND RULES

Section 273 - Dissolution of joint venture corporation having 2 stockholders

(a) If the stockholders of a corporation of this State, having only 2 stockholders each of which own 50% of the stock therein, shall be engaged in the prosecution of a joint venture and if such stockholders shall be unable to agree upon the desirability of discontinuing such joint venture and disposing of the assets used in such venture, either stockholder may, unless otherwise provided in the certificate of incorporation of the corporation or in a written agreement between the stockholders, file with the Court of Chancery a petition stating that it desires to discontinue such joint venture and to dispose of the assets used in such venture in accordance with a plan to be agreed upon by both stockholders or that, if no such plan shall be agreed upon by both stockholders, the corporation be dissolved. Such petition shall have attached thereto a copy of the proposed plan of discontinuance and distribution and a certificate stating that copies of such petition and plan have been transmitted in writing to the other stockholder and to the directors and officers of such corporation. The petition and certificate shall be executed and acknowledged in accordance with § 103 of this title.

(b) Unless both stockholders file with the Court of Chancery:

(1) Within 3 months of the date of the filing of such petition, a certificate similarly executed and acknowledged stating that they have agreed on such plan, or a modification thereof, and

(2) Within 1 year from the date of the filing of such petition, a certificate similarly executed and acknowledged stating that the distribution provided by such plan had been completed,

the Court of Chancery may dissolve such corporation and may by appointment of 1 or more trustees or receivers with all the powers and title of a trustee or receiver appointed under § 279 of this title, administer and wind up its affairs. Either or both of the above periods may be extended by agreement of the stockholders, evidenced by a certificate similarly executed, acknowledged and filed with the Court of Chancery prior to the expiration of such period.

(c) In the case of a charitable nonstock corporation, the petitioner shall provide a copy of any petition referred to in subsection (a) of this section to the Attorney General of the State of Delaware within 1 week of its filing with the Court of Chancery.

(Other State Statutes cited in text, but not as relevant to Questions Posed and the above Authorities in this Table)

OTHER AUTHORITIES

PETITION FOR A WRIT OF CERTIORARI

1. INTRODUCTION

The above Questions Posed introduce this case. The below Statement of the Case provides a further introduction in its initial paragraphs.

2. OPINIONS AND DECISIONS BELOW

In the Delaware Supreme Court, *Havens v Leong, and Skybridge Spectrum Foundation, Nominal Defendant*, Case No. 25, 2022. Also styled *Havens v. Leong*, Del., No. 25 (Feb. 7, 2022). See 272 A.3d 781 (2022) (refusing alleged interlocutory review).

February 7, 2022. "Order" Decision.
APPENDIX A, p. 1

In the Delaware Chancery Court, *Havens v Leong, and Skybridge Spectrum Foundation, Nominal Defendant*, C.A. No. 2021-0033-PAF.

December 2, 2021"ORDER ADDRESSING MOTION TO DISMISS" Decision of the Delaware Chancery Court.
APPENDIX B, p. 10.

December 23, 2021 "ORDER DENYING MOTION FOR REARGUMENT" Decision of the Delaware Chancery Court.
APPENDIX C, p. 25.

January 13, 2022 "ORDER DENYING MOTION TO CERTIFY INTERLOCUTORY APPEAL" of the Delaware Chancery Court.
APPENDIX D, p. 32.

3. BASIS OF JURISDICTION

The date the opinions and orders sought to be reviewed were entered are in Section 2 above. An extension of time was granted to file this Petition, and after its timely filing, time for corrections was provided. This is timely filed as corrected. The jurisdiction of this Court is invoked under 28 U.S.C. § 1257. Generally, to be reviewable by this Court, a state court decision or judgment, as presented here, "must be the final word of a final court." *Jefferson v. City of Tarrant*, 522 U.S. 75, 81

(1997) (internal quotation marks omitted). Ordinarily, to invoke this Court's jurisdiction, a petitioner must demonstrate that a state court judgment is not subject to "further review or correction" and does not constitute a "merely interlocutory or intermediate step[]" in the litigation. *Id.* (internal quotation marks omitted). This finality rule "is not one of those technicalities to be easily scorned. It is an important factor in the smooth working of our federal system." *Radio Station WOW, Inc. v. Johnson*, 326 U.S. 120, 124, 65 S. Ct. 1475, 1478, 89 L. Ed. 569 (1945). The present case meets the above standards. It is the "final work of the final court" in Delaware, the Delaware Supreme Court, and it imposed finality as to the sole purpose of the Complaint, certain control and liquidation of a Delaware corporation formed and domiciled in Delaware and subject to Delaware laws for its governance and any liquidation. See also Question One above, and under Reasons to Grant, Question One.

4. U.S. CONSTITUTIONAL PROVISIONS, STATUTES AND REGULATIONS IN THE CASE

These are in the Table of Authorities above.

5. STATEMENT OF THE CASE*

1. The Case below was in the Delaware Chancery Court, and upon its decisions, in the Delaware Supreme Court. The Case has the following principal events in chronological order (the same are in the Appendixes in logical order). Herein, "APP" means Appendix.

January 13, 2022, filed. The Petition- Complaint. APP F., p. 208. In the Delaware Chancery Court.

July 23, 2021. Petitioner's "APPLICATION FOR AN ORDER GRANTING THE PETITION UNDER DGCL §273 (b)(1) & (2)" with 5 Exhibits (not

---

* This section has some legal arguments. It is more effective to first indicate those here, rather that in the Reasons to Grant below.

ruled on in the Dispositive Order. APP B, or before it). APP G. p. 239 (to 508). Important to understand the Case and this Cert. Petition).

December 2, 2021. "ORDER ADDRESSING MOTION TO DISMISS" Decision of the Delaware Chancery Court. APP B, p. 10

December 23, 2021 "ORDER DENYING MOTION FOR REARGUMENT" Decision of the Delaware Chancery Court. APP C., p. 25

January 2, 2002. Petitioner's "PLAINTIFF'S NOTICE REGARDING ADMISSIONS." Filed in the Chancery Court Case on that date. Found in APP at p. 138 et seq. (the Admissions were made earlier, as described).

January 13, 2022 "ORDER DENYING MOTION TO CERTIFY INTERLOCUTORY APPEAL." APP D, p. 32

January 21, 2022. Notice of Appeal ("NOA") by Petitioner-Plaintiff, to the Delaware Supreme Court with attachments and exhibits as listed in the NOA needed for that Appeal and this Cert. Petition to be fairly understood and decided: the NOA required documents, and additional ones. APP E., p. 40.

February 7, 2022. Order of Del. Supreme Court. No. 25, 2022. APP A., p. 1

2. In the Case below, I vehemently alleged that the basis of the Delaware Chancery and Supreme Court decisions, the California State Superior Court for Alameda County, in a receivership *pendente lite* case, *had no jurisdiction* over (i) Skybridge Spectrum Foundation, a nonprofit tax-exempt IRC §501(c)(3) with nationwide assets - for many reasons, and over (ii) 7 Limited Liability Companies related to Skybridge also holding nationwide assets- for the first common reason. Skybridge and the LLCs are all Delaware chartered and domiciled entities. The first common reason is that, unlike a federal Bankruptcy Court-- see Question 4 herein-- a State including by a State Court receivership, has no jurisdiction-authority over *inter*-State commerce or assets with situs outside the geographic boundaries of the State set by both the State and the federal Constitutions. See, e.g., App F pp. 250, 283 fn 21, 284, and 285 citing this Court's decision *Booth v. Clark*, 17 How., 322, 15 L.Ed., 164; and on p. 284, citing *Humphreys v. Hopkins,* 81

Cal. 551, 554 (Cal. 1889) by the California Supreme Court citing *Booth v. Clark*.2 Said boundaries underly Questions 2, 3 and 4 herein (and inform Question 1).

3. The December 2, 2021 Order that disposed of the Case, APP B, p 10, includes (underlining and bracketed number added):

> 4. Under the Mc*Wane* doctrine, "as a general rule, litigation should be confined to the forum in which it is first commenced." *McWane Cast Iron Pipe Corp. v. McDowell-Wellman Eng'g Co.*, 263 A.2d 281, 283 (Del. 1970). Courts applying *McWane* look to three factors: "(1) is there a prior action pending elsewhere; (2) in a court capable of doing prompt and complete justice; (3) involving the same parties and the same issues?" *LG Elecs., Inc. v. InterDigital Commc'ns, Inc.*, 114 A.3d 1246, 1252 (Del. 2015). If these three factors are satisfied, there is a strong preference for a stay or dismissal so as to permit the first-filed action to proceed unencumbered.... [....¶]
>
> 8. In this case, there is a prior action pending elsewhere. Leong initially filed suit in the Alameda County Superior Court in 2002, arbitration concluded in 2020, and the Final Award was confirmed earlier this year. The extensive record produced by and adjacent to the Alameda County Superior Court indicates that it has been adept at handling the complexities of this matter and is "capable of doing prompt and complete justice." See *LG Elecs.*, 114 A.3d at 1252. All of the parties to this action were also parties to the Alameda County Superior Court's June 4, 2021 order, which, in part, ordered the Receiver to dissolve and wind up Skybridge's business—the relief Havens now seeks in this forum.3 And permitting Havens's dissolution action to advance at this late hour risks creating a conflict with the Alameda County Superior Court's order....

---

2 There is some authority that a state court may, in cases, appoint a receiver for the *instate* (not out-of-state) assets of a foreign for-profit corporation. E.g., 17A William Meade Fletcher et al., Fletcher Cyclopedia of the Law of Private Corporations § 8555 (perm, ed., rev. vol. 1998 Cum. Supp. 2005). Such cases do not extend to instate assets used only for interstate commerce such as FCC wireless licenses.

3 That is false. See the Havens Petition (APP F, p. 208) and Application (Appendix G, App. p. 239), referenced above. There is nothing in this Order, or other order of this court, that indicated it read and understood the Petition and Application, and it rejected the Motion for Regargument (APP p. 116) as noted above, on a technicality with no right to cure. This deprived Petition of threshold due process of law. In addition, the ruling was based on alleged facts in dispute and not in any final order in the California court, or related arbitration of "adjacent" things - whatever that meant.

> 9....Havens filed bankruptcy petitions.... n28/ Respondents make powerful arguments that Havens's motivations in this action are to seek an end run around the decisions of the California courts and the Final Award. I need not wade into that thicket at this stage, however. [....¶]
>
> 11. Nothing in this Order shall preclude Respondents from renewing their motion to dismiss in the event they obtain an anti-suit injunction from the Alameda County Superior Court. In the meantime, this action is STAYED until further order of the court.
>
> ---
>
> n 28/ [1] Havens filed a bankruptcy petition in the U.S. Bankruptcy Court for the District of Delaware on March 11, 2016, after the Alameda County Superior Court appointed the Receiver and ordered Havens to refrain from pursuing or commencing new litigation on behalf of the Receivership Entities. See *In re Skybridge Spectrum Foundation,* Case No. 16-10626, Bankr. D. Del., ECF No. 1; Dkt. 54, Ex. 4 at 5. On July 11, 2016, the Delaware bankruptcy court held that the Alameda County Superior Court's order enjoined Havens from filing that bankruptcy petition. Dkt. 54, Ex. 5 at 48:13–16. Barely one month after the Delaware bankruptcy court's holding, [2] Havens filed another bankruptcy petition on August 22, 2016, this time in the U.S. Bankruptcy Court for the Northern District of California. See *In re Leong P'ship,* Case No. 16-42363, Bankr. N.D. Cal., ECF No. 1. The California bankruptcy court dismissed that petition as well. See Dkt. 54, Ex. 7. [3] Havens then filed a third bankruptcy petition before the U.S. Bankruptcy Court for the District of Columbia on January 5, 2021, two days before a hearing was scheduled in front of the Alameda County Superior Court to confirm the Final Award. See *In re Skybridge Spectrum Foundation*, Case No. 21-00005, Bankr. D. D.C., ECF No. 1. That petition was dismissed by the court on June 3, 2021. See Dkt. 54, Ex. 19.

The above quote shows the clear decision of the Chancery Court to allow, solely for private for-profit purposes, the California court (i) to fully dissolve and wind up Skybridge and its *inter*-state nationwide assets and *non-profit* business *in charitable trust* under *federal* law, the Internal Revenue Code and IRS regulations, and (ii) to likewise fully dissolve and wind up the for-profit LLCs related to Skybridge (together, the "Receivership Entities") in the quote above. The above

quote, and other text from this Order, APP B, show the basis of Questions 2, 3, and 4 herein and informs Question 1 also. The other Appendixes augment this showing.

Also, regarding the above, the Chancery Court quotes, as facts, statements on three bankruptcy cases, nothing that it need not "wade in that ticket." It apparently waded enough to know the facts it outlined as true and material to its decision. However, the facts waded into a bit, are in error, and the actual facts support Havens in this Section 273 petition action. See next footnote.4

---

4 Those three bankruptcy cases show facts contrary to what the court-- not wading but still asserting as true-- as relevant facts not in dispute (for the subject motions to dismiss) for its Order. [1] This first bankruptcy was filed by Skybridge via expert bankruptcy legal counsel, and the bankruptcy court, shown in hearing transcripts, expressed concern that Skybridge is a nonprofit, and noted *sua sponte* the it understood Havens could assign his member authority in Skybridge, to another party or entity, to get relief from the California court injunction which was not against Skybridge, the court found, but against Havens. Leong and Uecker did not oppose that. Also that bankruptcy dismissal is on appeal, and Leong has stipulated to it being continued on appeal to this day, with approvals of the US District Court, Delaware. It is thus not final and beyond reasonable dispute. [2] This as an involuntary bankruptcy I filed, with a second party, based on the Leong gravamen claim, quoted above, which Leong later with two others, formally stated involved their being partners with rights to own and control Skybridge and 7 related LLCs. After I filed this case, Leong denied that was any such partnership (by declarations, not agreeing to be deposed) (the bankruptcy court accepted that and dismissed the case) (in the meantime Leong and Uecker violated the bankruptcy automatic stay). By that, Leong denied his gravamen claim used to get the California receivership, and in his arbitration, and in his positions in this Delaware Chancery Case. [3] This was also an involuntary bankruptcy I filed in 2021- the court in the quoted above notes it was dismissed *but fails to explain (ignoring what I clearly showed)* that reason was lack of jurisdiction, finding that Skybridge remained a bonafide nonprofit IRC Section 501(c)(3) Delaware charitable corporation (not subject to involuntary bankruptcy). Finding lack of jurisdiction, no other comment of the judge had any legal affect. This finding means that the Leong-Uecker claims against Skybridge in this Delaware Chancery Court Case, and in the California case the Chancery Court defers to in the Order quoted above, was manifestly unlawful, for reasons I showed the Court, including in my Motion for Reargument quoted in para. 8 below. See first, Appendixes pp. 293-296 top - why the bankruptcy order, that Uecker-Leong accepted, invalidated the California receivership over Skybridge and the Leong-Uecker joint positions and motions to dismiss. (And thus, the Court's Order following those, Appendix B, quoted above was invalid.)

4. Also regarding Question 2 herein, I presented to the Chancery Court multiple times facts and arguments on why the California Court lacked jurisdiction to and could not lawfully dissolve and wind up Skybridge, a Delaware corporation with assets nationwide engaged in interstate commerce. For example, see in APP G, my Application (to grant the Sec. 273 Petition) in App pp. 274 to 287, the long section entitled:

> D. This Court has exclusive jurisdiction from the sovereign powers of the State of Delaware, to dissolve and wind up this Delaware nonprofit charitable corporation and its business and assets including in the SkyTel Joint Venture including under §273.

This section cited relevant facts and legal authorities on this topic, which is the issue in Question 2 herein. In this *Havens v Leong* case, further reasons are that Uecker as a California State Court alleged valid receiver, even if valid, has no jurisdiction outside the State of California (see Sec. 11 par. 2 above) as to the subject assets, FCC licenses with geographic situs outside California (as the FCC has defined), but a Delaware receiver, if established, over Skybridge a Delaware Corporation, would have nationwide jurisdiction. The section shows how these and other factors, subject of Question 2 herein (and which reflect on Questions 1, 3 and 4 also), have been addressed by the US Supreme Court and the Delaware Chancery and Supreme Court, starting over 100 years ago -- *but still* State courts nationwide have not come to a consistent answer, as in this *Havens v Leong* case - where the Delaware Chancery and Supreme Courts decide that a California trial court can fully dissolve and wind up the Delaware corporation Skybridge in this case (and the related Delaware LLCs), but do the contrary in other cases, and the same contrary censusing application is found in other State's courts - overall there is confusion and splits.

5. Leong and Uecker did not ask for a Stay. They filed joint motions for dismissal under Rule 12(b)(6). The ruling, quoted above, was sua sponte. Nor did Leong or Uecker request any ruling on "an anti-suit injunction from the Alameda County Superior Court." That was the court giving this suggestion to Leong and Uecker sua *sponte*. The court did not provide any due-process notice of its intended *sua sponte* ruling of a stay and right to seek an anti-suit injunction, to allow Petition, and Leong-Uecker, the opportunity to address the alleged facts and law before a ruling and Order was entered. This underlies Question 1 herein.

6. The Case below is based on the following claim of Arnold Leong, which he stated is his sole "gravamen" claim in California court and related arbitration proceedings (alleged as valid by Leong and alleged as manifestly invalid and lacking jurisdiction by me at all times): From: Deposition of Arnold Leong, 12/11/2007, in the *Leong v. Havens* arbitration, p. 122: The "Q" (questions) are by my legal counsel at the time. The "A" (answers) are by Leong.5

> Q. Do I understand that in 1998, the end of 1998, that the first time you and Mr. Havens discussed the possibility of bidding on [FCC] VPC licenses he offered you an equal partnership, equal ownership position in a partnership?
> A. We were supposed to be equal partners going into the auction.
> Q. Is that something he offered or something you requested?
> A. I'm thinking he didn't offer it. I didn't request it. It was presumed....

7. Leong claims, joined by Susan Uecker, that his year 1998 "presumed" "equal partner" rights -- his "gravamen" claim he never materially changed, extend to the subject of this Chancery Court Case-- Skybridge Spectrum Foundation created in 2006 (see APP F, Appendices page 313) in which no person can have

---

5 See in the APP p. 172, item 6.a - among the requests for admission, admitted to by no response in the time allowed, or at any time. See Appendixes Page 139 et seq. / A mentally presumed partnership does not exist in law. Leong testified to that over five years after first raising the partnership in court, with many attorneys at all times.

ownership, or obtain any private inurement or profit-- e.g., see (a) *Id.* pp. 315-16, (b) the following Bylaws at p. 321 et seq.6; (c) IRS Letter granting tax exemption, under IRC 501(c)(3) and 170 (these IRC sections make this clear and it is the bedrock of nonprofit charitable tax exempt organizations. See in APP E, p. 304, the Havens Application to Grant the Section 273 Petition, exhibits list:

> Exhibit 1: Skybridge Articles of Incorporation and Bylaws.
>
> Exhibit 2: IRS letter granting to Skybridge §501(c)(3) income tax exemption, and the application therefore.
>
> Exhibit 3: Havens and Leong key factual assertions in the 2016 Skybridge voluntary bankruptcy case, Delaware US bankruptcy court, describing the "SkyTel" joint venture of Skybridge and related Delaware LLCs.
>
> Exhibit 4: Skybridge public IRS Forms 990 PF tax returns filed by Uecker for the most recent years, showing net assets of over $50 million. 7
>
> Exhibit 5: Showing origin and nature of DGCL § 273(c) regarding dissolution of a Delaware "charitable nonstock corporation, here Skybridge.

8. The Chancery Court *never ruled on this Application*, the sole pleading initiated by Petitioner Havens in support of the Petition, with detailed presented facts, law, and exhibits- including why Leong and Susan Uecker, under IRS and Delaware law, have no control or ownership in Skybridge and its assets, certain FCC licenses nationwide. This showing was not refuted by Leong or Uecker in this

---

6 Including the Bylaws, at page. 325 (underlining added):

> ARTICLE 8. Restrictions on Activities
>
> Section 8.1 General Restrictions. Notwithstanding any other provisions of these bylaws, no trustee, officer, employee, agent, or any other representative of the corporation shall take any action to carry on any activity by or on behalf of the corporation not permitted to be taken by an organization exempt under section 501(c)(3) of the Internal Revenue Code, as it now exists or may hereafter be amended, or any corresponding provisions of any subsequent tax laws.

7 This Application, APP G, shows this is fraud on IRS, FCC and courts. Uecker and Leong have not denied this before the Chancery Court, the IRS (the Skybridge tax returns are public), or the FCC.

Section 273 Case, or in any other legal proceeding including the California proceeds the Court's dispositive Order, APP B finds as the cause for the Order, that ended the Case in the Delaware Court, but for post dissolution and windup matters, where the California court would, supposedly, conduct the lawful dissolution and windup to benefit Leong that is forbidden as indicated above is in the Skybridge charter documents and IRS and Delaware law.

9. This is evidence of the issue posed in Question 1 herein-- that the Chancery Court chose to not deal with this one Havens motion or Application, to decide on the Section 273 Petition, but instead to *sua sponte* convert the Leong-Uecker joint motions to dismiss, as motions to stay. That is ultra vires. But the decision, APP B, in any case made clear that it was the final decision of the Chancery Court unless Uecker, acting for Leong, later returned and wanted some final approval or action by the Chancery Court after fully dissolving and winding up Skybridge-- any such approval is (1) speculative, (2) not needed since the division of corporation can act in such a situation, and (3) in any case would be only ministerial. Thus, Question 1 is clearly posed. Other aspects of the Chancery case also support that Question 1 is clearly posed.

10. The Petition commencing the Case below (sometime misstated as the "Complaint")8, was filed January 13, 2022 (see App., p. 208) by Warren Havens, the Petitioner herein, under one Delaware statute, Section 273 of the General Corporation Law (in full in the Table of Authorities), for the dissolution of a corporation with alleged equal ownership, and Section 273(c) regarding a non-stock

---

8 Delaware General Corporate Law Section 273, the sole basis of the Petition, specifies that a Petition may be filed. It is not a "complaint" but is akin to a no-fault "divorce". See Appendix G: the Petitioner Havens Application for an Order granting the Petition, explaining this, and including as an Exhibit how Section 273 was amended to include nonstock nonprofit Delaware charitable corporations, which applies here to the nominal "respondent" (or "defendant") Skybridge Spectrum Foundation.

(no ownership) nonprofit charitable corporation, that has alleged equal control. A complaint or petition under this statute does not, plainly read, require, or need claims in dispute. It is close to a no-fault corporate divorce. See (a) the Petition, APP p. 208, and (b) the Havens Application, APP p. 239 (both referenced above).

11. Petitioner's Motion for Reargument (APP p. 116 et seq.) includes the following at p. 119 et seq. (some underlining, and bolding added):

> 1. The Decision is void for depending on and supporting illegal actions, directly against Delaware and IRS law, against Skybridge as a nonstock nonprofit charitable corporation that is tax exempt under IRS rulings, under Section 501(c)(3) of the Internal Revue Code, incorporated into relevant Delaware statutes. A party's actions in a legal case, or a court's decision in a case, that seeks, depends on, or supports said illegality is void including for violation of public policy. This is also outside the jurisdiction of this Court under Del. Code Title 8, § 111 (apart from finding such lack of jurisdiction, which is not in the Decision.) In this regard, see the following Delaware laws (and some other law is also stated) (underlining added):
>
> > [From:] 8 Del. C. 1953, § 126; 56 Del. Laws, c. 50; 57 Del. Laws, c. 148, § 4.;
> > ----
> > **§ 114 Application of chapter to nonstock corporations** [....] (d) For purposes of this chapter: (1) A "charitable nonstock corporation" is any nonprofit nonstock corporation that is exempt from taxation under § 501(c)(3) of the United States Internal Revenue Code [26 U.S.C. § 501(c)(3)], or any successor provisions.
> >
> > [The above applies to Skybridge.]
> > -----
> > **§ 127 Private foundation; powers and duties.**
> > A corporation of this State which is a private foundation under the United States internal revenue laws and whose certificate of incorporation does not expressly provide that this section shall not apply to it is required to act or to refrain from acting so as not to subject itself to the taxes imposed by 26 U.S.C. § 4941 (relating to taxes on self-dealing), § 4942 (relating to taxes on failure to distribute income), § 4943 (relating to taxes on excess business holdings), § 4944 (relating to taxes on investments which jeopardize charitable purpose), or § 4945 (relating to taxable expenditures), or

corresponding provisions of any subsequent United States internal revenue law.

[Leong and Uecker violate all of the above.]

---

§ 281 Payment and distribution to claimants and stockholders. [....] (f) In the case of a nonprofit nonstock corporation, provisions of this section regarding distributions to members shall not apply to the extent that those provisions conflict with any other applicable law or with that corporation's certificate of incorporation or bylaws.

[This applies to Skybridge- its certificate of incorporation and bylaws do not allow the above. Leong and Uecker violate the above.]

---

§ 363 Certain amendments and mergers; votes required; appraisal rights. [....] (d) Notwithstanding the foregoing, a nonprofit nonstock corporation may not be a constituent corporation to any merger or consolidation governed by this section.

[Leong and Uecker violate the above since they effectively merged Skybridge with the LLCs, in both receiverships, commencing with using up all the Skybridge case for the LLCs for their unlawful private gain and inurement (that is unlawful under other Del. law above).]

---

§ 145 Indemnification of officers, directors, employees and agents; insurance.

[....] (c) To the extent that a present or former director or officer of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b) of this section, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

[....] (k) The Court of Chancery is hereby vested with exclusive jurisdiction to hear and determine all actions for advancement of expenses or indemnification brought under this section or under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise. The Court of Chancery may summarily determine a corporation's obligation to advance expenses (including attorneys' fees).

[Leong and Uecker violate the above in many ways. since I prevailed against Leong before and after the Leong-Uecker alleged

valid arbitration decision on the core gravamen control claims and other claims of Leong, but they refuse exercise of the indemnification rights I have, stated in teh [sic] Skybridge Bylaw and in the LLCs Member Agrements. [sic]

... **10 Del. C. § 8133, Limitation from civil liability for certain nonprofit organization volunteers.** A volunteer of a nonprofit organization is not subject to suit in any manner for any civil damages under Delaware law resulting from a negligent act or omission performed in connection with the activity of a tax-exempt nonprofit or government agency. A "Volunteer" is any trustee, ex officio trustee, director, officer, agent or worker who is engaged in an activity without compensation.

[This applies to me. I was always an unpaid (in cash or kind) volunteer for and in Skybridge. Thus, I could not lawfully be sued, as Leong did and Uecker supports and carries out.]

Related to the above. see https://en.wikipedia.org/wiki/Volunteer_Protection_Act)

"The federal Volunteer Protection Act of 1997 (the VPA or the Act)[1] aims to promote volunteerism by limiting, and in many cases completely eliminating, a volunteer's risk of tort liability when acting for nonprofit organizations or government entities. No volunteer of a nonprofit organization or governmental entity shall be liable for harm caused by an act or omission of the volunteer on behalf of the organization or entity. [2]"

"[1] Pub. L. 105-19, 111 Stat. 221... at 42 U.S.C. 14501-05.
"[2] "Federal Volunteer Protection Act"."

2. The Decision is also void for depending on and supporting IRS tax fraud committed by Uecker, under the effective control of "Leong" and Choy, as to all of the Skybridge assets, its nationwide FCC licenses, which Uecker for Leong and Choy, caused to be terminated by the FCC, then reported on IRS returns as still valid (to evade investigation by the IRS and States Attorneys General). This is also outside the jurisdiction of this Court under Del. Code Title 8, § 111 (apart from finding such lack of jurisdiction, which is not in the Decision.) My Filings described this and and [sic] supported it with exhibit material. It is also pending before the FCC in public filings by me, including in the public docket "EB 11-71"....

The court did not respond to the above quoted items, or other parts of my Motion for Reargument, but rejected these *alleging excess page length*, as noted above where no cure was permitted, and the word-length rule did not clearly apply, and I was a pro se party whose pleadings should be read to give the maximum meaning reasonably permitted (see cases in Pro Se Request above).

This, among other things in the case, shows lack of required impartiality, and I pointed that out to the Judge (where an objection is found it has to be raised or may be deemed waived, and I cannot waive this- it is part of threshold procedural due process of law. Not responding to my Application, APP G, also shows lack of required impartiality.

12. I also asserted in pleadings in the Case below the following-- that Skybridge's assets, certain nationwide FCC licenses and claims to FCC licenses are a constructive charitable trust, and under law cannot be subject of the Uecker-Leong involuntary California Court receivership that the Chancery Court in it dispositive Order, APP B, found controlling to dissolve, windup and liquidate. That was also not responded to by the Court in the Order, APP B, or otherwise. That is the essence of the law regarding Skybridge which is based on US law in the Internal Revenue Code. Delaware in its statutes follows this IRC law, as it must, but does not state this federal law is superior.

(a) First, see para. 8 above. (b) Also see my Application, APP G (underlining added) (pp. in brackets):

[262-63] In addition, after the Petition was filed, I timely severed a copy on the Delaware Attorney General as required under §273(c). The Attorney General, who has oversight over Delaware nonprofit charitable corporations, including Skybridge, has not opposed the Petition. n5/

n5/ The Attorney General, and not Susan Uecker or a California state court, has oversight as to the assets and business of Skybridge under public charity trust law.

[295-96] For reasons similar to those in 11 USC §303(a) and now subject to judicial estoppel as to Uecker and Leong -- a nonprofit corporation or organization, especially those under IRC 501(c)(3) and including Skybridge and its business and assets in the SkyTel Joint Venture -- cannot be placed into involuntary receivership, either, including this Uecker-Leong receivership. Case authorities show why- including that assets of such a nonprofit charity are deemed to be in an actual or constructive trust solely for the public-service purposes of the nonprofit. (See the Skybridge Articles of Incorporation that reelects [sic- "reflect"] this, in Exhibit 2 hereto, as does IRC §501(c)(3).) That is a reason the states Attorneys General oversee charitable organizations and trusts and can take legal actions if they are abused internally or externally. That is reflected in §273(c), the basis of the Petition in this Case.

[303] (iv) Uecker conceded in the recent bankruptcy case, described herein (see section (i)2B above) that Skybridge and its charitable nonprofit business and assets, including in the SkyTel Joint Venture, cannot be subject to involuntary action against its assets in charitable trust.

13. I (the Petitioner Havens) took the position that the nominal defendant Skybridge lacks standing in the Section 273 proceeding, 9 but the Court permitted Mr. Uecker to take part, jointly opposing the Complaint with Leong as indicated above. See the Application, App G. The court never directly addressed this, either.

14. The respondent-defendant, Mr. Leong, and Ms. Uecker did not dispute the jurisdiction of the Delaware Chancery Court or that Leong alleged equal ownership and control or "say" in the Skybridge. Havens did not allege in the Complaint (APP F), or in the Application (APP G) for grant of the Petition, or in any other document in any legal proceeding, to have any ownership in Skybridge, since he did not, and no one did, because the Skybridge charter documents, and the IRS grant of tax exemption to Skybridge under Section 501(c)(3) of the Internal Revenue Code ("IRC") and other IRS law, and Delaware statutes, prohibited any ownership in Skybridge. Havens alleged he was the sole Member and officer in Skybridge

---

9 Initially in the Petition and later. In the Petition, Appendix F, see Appendixes at p. 213 footnote 3. See also the Application, Appendix G, Appendixes p. 298 et seq.

acting as an unpaid volunteer for its charitable purposes and that Leong claimed to have equal ownership and control or "say" in Skybridge. Alleged equal control is a basis for dissolution under Section 273 as applied to a Delaware nonstock nonprofit charitable corporation.

15. Havens issued in the Case requests for admissions to Leong, which were not responded to in the required time, or ever, and under Delaware law, these are admitted. See App F, pp. 138-196.10

16. These admissions were before the dispositive Order, App B. In the Case, Havens asserted that result in the Order being invalid. See in APP E the relevant parts on the admissions. (APP E has parts and subparts, with caption-separator pages.)

17. The requested admissions, and the admissions made, were due to the facts known to Leong (and Uecker) that Havens asserted for years in other legal proceedings, and in the Petition and the Application in the Case, which they never refuted.

18. By the deadline to challenge the Petition, on or about the last day, Leong and Uecker filed joint statements - notices that the moved to dismiss the Petition under Chancery rule 12(b)(6) (similar to FRCP 12(b)(6) for failure to state a claim. However, the Chancery rules do not allow a notice of a motion, and require a motion to have a legal memo. Leong and Uecker later filed memos seeking R 12(b)(6) dismissal, but those were far past the deadline. This was one of the reasons in the Application (App G) that I (Havens) sought an Order granting the Petition.11 That, and the other major dispositive facts and issues in the Application were never ruled on by the Court.

---

10 Jan. 2, 2002. Petitioner's "PLAINTIFF'S NOTICE REGARDING ADMISSIONS" in APP p. 139 et seq. See also p. 127.

11 E.g., See the Application, Appendix G, p. 281. See also p. 256, n 3.

19. The Delaware Supreme Court Order (APP A, p. 1) upheld the two orders appealed. Petitioner's Notice of Appeal included the required items, and additional items for understanding. See APP E, p. 40 et seq.

The preceding relates to the jurisdiction of this court, stated on page 1 above.12 In this regard, as indicated above, I strongly asserted in the Delaware Chancery Court and Supreme Court that the two decisions of the Chancery Court (App. and) must be deemed final, and not interlocutory, since they clearly permitted full liquidation dissolution and windup of the entity involved, Skybridge, such that it would have no further assets and may even have remaining liabilities (and the Delaware Chancery Court *sua sponte suggested* how the California Court may do so). I challenged that- that is *as "final" as it gets* - it is ultimate corporate finality. The Delaware Courts avoided direct response to my challenge. See APP A (Supreme), and APPs C, D (Chancery).

6. REASONS TO GRANT THE WRIT

The interrelated Questions Posed have critical nationwide importance for this Court to resolve and are founded on US Constitution provisions. This Case presents these Questions in the extreme and provides a good vehicle for the needed resolution. Also, State Courts cannot resolve the questions, due to the Compact

---

12 The following generally apples. To be reviewable by this Court, a state court judgment "must be the final word of a final court." *Jefferson v. City of Tarrant,* 522 U.S. 75, 81 (1997) (internal quotation marks omitted). Ordinarily, to invoke this Court's jurisdiction, a petitioner must demonstrate that a state court judgment is not subject to "further review or correction" and does not constitute a "merely interlocutory or intermediate step[]" in the litigation. Id. (internal quotation marks omitted). This finality rule "is not one of those technicalities to be easily scorned. It is an important factor in the smooth working of our federal system." *Radio Station WOW, Inc. v. Johnson*, 326 U.S. 120, 124, 65 S. Ct. 1475, 1478, 89 L. Ed. 569 (1945). The case I present meets these standard as I summarily describe herein, since the Delaware court decisions- orders impose ultimate corporate finality, regardless of the label as interlocutory, which was place by avoiding the manifest ultimate finality imposed.

Clause bar under my analysis herein, which calls on this Court's "responsibility" to do so: see footnote 17.

The following Questions and answers to them are interrelated.

ON QUESTION 1.

In a court action for judicial dissolution and wind up of a corporation in the charter State's court, can the court in its final decision bar an appeal as a matter of right by labelling it interlocutory and non-appealable and for that purpose *sua sponte* "stay" the final decision to allow another state to conduct the dissolution and wind up?

- **No, as shown below.** This poses nationwide importance.

1. See section 3. Basis of Jurisdiction, above.

2. In addition, see *Clark v. Williard*, 292 U.S. 112, 117-18 (1934):

> Our jurisdiction to issue the writ is challenged on the ground that the decree to be reviewed is without the requisite finality.... A final order results where ... a chancery receiver appointed by a state court for the delivery of property in the possession of another court. *Ex parte Tiffany*, 252 U.S. 32, 36. [citing additional cases]. The doctrine of those cases is applicable here.

Under this doctrine, a petition for certiorari to this Court is allowed where, as here, the decree or decision is by a "state court for the delivery of property in the possession of another court": In this case, the substance is that the Delaware Chancery and Supreme Courts decided the subject California state court may fully take and liquidate the property of Skybridge and the related LLCs, the "Receivership Entities" in the California court, defined below. The Delaware courts calling their decision "interlocutory" based the "stay" in the Chancery Court does not change the substance.

3. In addition, the relevant parts of the Statement of the Case section above that point out relevant facts from the case, in various APPs, and submits arguments. (I explain why in that section I included some initial arguments.)

4. Also, the petition (APP F at p. 208) was exclusively under Sec. 273 of the Delaware General Corporation Law, a statute:

A Sec. 273 petition is not a general civil complaint, and requires a final decision. Respondent Arnold Leong, and Susan Uecker alleging to lawfully represent the Nominal Defendant and to have a right to contest the Petition, jointly with Leong, did not file a counter claim or counter case. In this situation, the Orders of the Chancery Court (APPs B, C, and D) violated Sec. 273. A court judge cannot violate, by an interpretation or otherwise, a statute, in its final ruling on a petition action. When it does so, as the Chancery Court did here, it cannot then label its final decision as "interlocutory" and add a "stay" sua sponte basis (that no party or participant requested) for any reason including to partially favor a final dissolution and windup of the subject corporation by a court of another State, here California. Doing so was outside the jurisdiction of the Chancery Court. And its apparent purpose, and in any case its effect - to bar review on appeal of the merits of the decision, due to being labelled "interlocutory" is artificial. (Doing so against a pro se party adds to the offenses.)

This violates threshold due process of law under the Fifth and Fourteenth Amendments to the US Constitution that require "some kind of a hearing": see footnote. 13 The Constitutional violation are due to (A) no fair notice and opportunity to contest due to the sua sponte action of the court described above in

---

13 See: Henry J. Friendly, "Some Kind of Hearing," in University of Pennsylvania Law Review Vol. 123: at 1267 [*] explaining that Judge Friendly's list that remains highly influential as to due process requirements: (1) An unbiased tribunal. (2) Notice of the proposed action and the grounds asserted for it. (3) Opportunity to present reasons why the proposed action should not be taken. (4) The right to present evidence, including the right to call witnesses. (5) The right to know opposing evidence. (6) The right to cross-examine adverse witnesses. (6) Decision based exclusively on the evidence presented. (7) Opportunity to be represented by counsel. (8) Requirement that the tribunal prepare a record of the evidence presented.(9) Requirement that the tribunal prepare written findings of fact and reasons for its decision [after above]. [*] At: https://scholarship.law.upenn.edu/penn_law_review/vol123/iss6/2/

the dispositive decision (APP B) under the J. Friendly Standards (3)-(6), (B) no decision on my Petition (APP F) under J. Friendly Standards (3), but instead a decision (APP B) sua sponte labelled as interlocutory and stayed where the decision substance made clear that the court has no further substantive role and will take no further substantive action, and (C) lack of an unbiased tribunal under J. Friendly Standard (1) due to an appearance of lack of required impartiality (that is all needed for recusal) in the case shown by the decision (APP B), the earlier decisions (APPs C and D), and as I stated with reasons shown in my post-Petition pleadings (some of which are in APP E- in its attachments and exhibits).

5. The Statement of the Case above provided facts and reasons the Chancery Court not responding to my one substantive motion, the Application (APP G hereto) violated procedural due process of law. I incorporate that herein. Said due process requires a court to rule on a dispositive motion, here my Application, in or before its dispositive decision (the Order, App B hereto), and not ruling on it shows lack of required impartiality and violated due process.

6. The situation above presents a salient case of lack of threshold due process of law under the Fifth and Fourteenth Amendments. Due process of law, as stated by Judge Friendly, has not been clear in the lower courts and should clarified by this Supreme Court. Expert articles I found explain there is no clarity in procedural due process of law and how to apply it. In this regard, see *Gonzalez-Gonzalez v. U.S.*, 257 F.3d 31, 35-36 (1st Cir. 2001)14 (underlining added):

> The Fifth Amendment to the Constitution states that "[n]o person shall . . . be deprived of life, liberty, or property, without due process of law." U.S. Const. amend. V. These words require "notice reasonably calculated, under all the circumstances, to apprise interested parties of the pendency of [a legal] action and afford them an opportunity to present their objections." *Mullane v. Cent. Hanover Bank Trust Co.*, 339 U.S. 306, 314, 70 S.Ct. 652, 94 L.Ed. 865 (1950). Accordingly, "[t]he

14 *Gonzalez* is still good law on the quoted aspects above.

> essence of due process is the requirement that a person in jeopardy of serious loss [be given] notice of the case against him and opportunity to meet it." *Mathews v. Eldridge* 424 U.S. 319, 348, 96 S.Ct. 893, 47 L.Ed.2d 18 (1976) (citation and internal quotation marks omitted).
>
> .... Because due process is an infinitely flexible concept, there is no infallible test for determining the adequacy of notice in any particular situation. The touchstone is reasonableness: the government must afford notice sensibly calculated to inform the interested party ...and to offer him a fair chance to present his claim.... See *Mullane*, 339 U.S. at 314, 70 S.Ct. 652. Whether the notice actually given is or is not reasonable invariably depends on the circumstances of the individual case.[citing cases]
>
> That said, the precedents... suggest the value of a pragmatic approach to issues of notice....

The underlined language above shows a lack of standards and clarity as to threshold due process of law but explains it is "infinitely flexible" "concept." This needs "some kind of a hearing" itself for minimum standard that are reasonable "definite" not "infinitely flexible" or a "concept." The circumstances poses above present a salient case to address this, within their boundaries which are broad and extreme- a court's acting sue sponte in a final decision in the court, where the result is dissolution, windup and liquidation - death - of the corporation involved, even one that under law is bound to serve only the public interest and where the dissolution-death is in manifest violation of federal and state law.

ON QUESTION 2

Can a corporation chartered for and engaged in interstate commerce be involuntarily dissolved and wound up in a state court action other than by the State that chartered it integrating its laws?

- **No, as shown below.** This poses nationwide importance.

And

ON QUESTION 3

(a) Do the Commerce and Contracts clauses of the US Constitution pose threshold requirements on an involuntary dissolution and windup of a corporation? And (b) is the Compact clause triggered requiring consent of

Congress where the non-charter State is involved along with the charter State?

- **Yes and Yes as shown below.** These pose nationwide importance.

Introduction. Shown below, the answers to Questions 3(a) and 3(b) are Yes and Yes, and that results in a No on Question 2, and on Question 1 (there are other reasons below for No on 1). Thus, I answer Questions 2 and 3 together.

The conflicting, confused decisions of the States' highest Courts decisions on Question 2, stated below as A or B answers, fail to consider my principal authorities and arguments presented below on this subject.

In *Clark v. Williard*, 292 U.S. 112, 113-14, 120-24 (1934) this Court explained a like "*subject is involved in confusion, with decisions pro and con*" (underlining and text in brackets added):

[113-14] The question is whether full faith and credit has been given by the courts of Montana to the statutes and judicial proceedings of the State of Iowa. United States Constitution, Art. IV, § 1.

The petitioner, the official liquidator of an Iowa insurance company, declares himself the universal successor of the corporation.... [citing cases]. The Supreme Court of Montana has held that his title to the assets... is derived, not from any statute, but from an involuntary assignment... subject in Montana to attachment and execution at the suit of local creditors. [....]

[120-24 In our judgment the statutes of Iowa have made the official liquidator the successor to the corporation ... not... a decree of a court.... *Sterrett v. Second National Bank*, 248 U.S. 73; *Lion Bonding Co. v. Karatz*, 262 U.S. 77, 88; *Great Western Mining Co. v. Harris,* 198 U.S. 561, 575; *Booth v. Clark*, 17 How. 322. ... by the law of its creation [its Home or Charter State]. *Relfe v. Rundle*, supra; *Keatley v. Furey*, supra; *Sterrett v. Second National Bank*, supra, p. 77; cf. ... [...¶]

The subject is involved in confusion, with decisions pro and con. There are cases which lay down the rule that .... Other cases add a dictum.... Still others take the view that the claims of local creditors are entitled to precedence.... [...¶]

... Partnerships and... [other entities], if hard pressed, may resort to a court of bankruptcy and thus conserve their assets....

(This Court's last comment just quoted, still holds true, and indicates the answer to Question 4 below.)

1. First answers. See Statement of the Case above that has a section with the facts - where this was raised in the case below, and with arguments-reasons. I incorporate that herein including the long section referenced from my Application, APP G. It would be inefficient to present that again in text here. That part of the Application is, as it shows, based on legal precedents, including from the Delaware Courts including its Supreme Court, and this US Supreme Court. It also shows the confusion and splits on this Question 2 in the States' state courts around the nation. That has been present for decades and remains. The cases cited in that section of the Application, APP G, are still good law- have not been reversed by the subject courts or their superior courts.

2. Further answers. All the following was within the scope and conclusions of what I presented in the Case below, on this Question 2 to the Chancery Court, but not all of the details below. Below I first state components, by A, B, C etc. and after that give legal authorities in support.

Part 1 - A. State corporations are chartered by a State, herein the "Home State" (or "Charter State") Corporations are defined and operated by their charter documents --articles of incorporation and operating agreements and the like-- which integrate the relevant corporate laws of the Home State, herein, the "Corporation Charter," and the "Home State Corporate Laws." The Corporation Charter that integrates the Home State Corporate Laws establish the law on how the Corporation will be operated, and may or in situations must be dissolved and wound-up, and thereafter cancelled in the Home State's records of its corporations. With few exceptions, in recent decades and now, Corporate Charters allow and the subject corporations engage in interstate commerce. (Authorities below.)

Part 1- B. Corporation Charters are contacts between the State and the private persons who formed, own, and manage the Corporation agreeing to the Corporation Charter. (Authorities below.)

C. Interstate commerce is a United States ("US") government power and purpose under US Constitution's Commerce Clause and federal law supremacy over state law. (More authorities below.)

D. Corporations are not mentioned in the Commerce Clause or other part of the US Constitution. However, States cannot make laws or take actions in conflict with the powers and purposes of the US Constitution including the Commerce Clause, in Corporation Charter contacts and actions thereunder.

1. States cannot violate the US Constitution's Contracts Clause (not to impair contracts). Prohibited impairment is clear where a non-Charter State takes over a Charter State corporation, and dissolves and winds it up. The corporation Charter is a contract (see below *Dartmouth* case etc.). The Charter does not allow or contemplate another State taking over the Chartered corporation to dissolve and wind it up. Doing so is an impairment and is a termination of the contract that is more adverse than impairment.

2. States cannot violate the US Constitution's Compacts Clause (not to enter agreements or compacts between or among States without consent of the US Congress, express or clearly implied. Such Congressional consent must follow the Constitution's provisions and purposes, including the Commerce Clause. 15

---

15 This Supreme Court states responsibility when multiple States each assert rights to an asset or interest. E.g., *Delaware v. New York*, 507 U.S. 490, 498 (1993) "In *Texas v. New Jersey* [379 U.S., at 677] we discharged "our responsibility in the exercise of our original jurisdiction" to resolve escheat disputes that "the States separately are without constitutional power . . . to settle."" This involves the Constitution Compact Clause. The same "responsibility" applies to deciding the broader conflicting claims of States under Questions 2 and 3 herein.

Such a compact happens when the Home (Charter) State agrees (in any manner, direct or indirect) that another State can dissolve and wind up the Home (Charter) State's corporation. In my Case below, Delaware via its judicial officer at the Chancery Court, approved that California via its judicial officer, Susan Uecker (a receiver, officer of the court, of the California Superior Court, identified in the dispositive Order, APP B hereto) could as she pleaded, dissolve and wind up in full the subject corporation, Skybridge. All or most all other cases where a Home State allows another State to wind up a Home State corporation in a legal action, involves such an impermissible compact where that is a disputed issue- the attorneys are agents of the respective States' courts in such a dispute. Also the subject corporation chanter is a contract with the Home State, and the corporation by its attorneys act for the parties to the contract in such a court dispute and that includes the Home State.

E. Thus:

1. A Home (Charter) State Corporation Charter, which is a contract, cannot be impaired by the Home State, or any other State.

2. The States cannot enter compacts on how a State other than the Home State may take over, dissolve, and wind up a corporation because (i) that would violate the purposes of the Commerce Clause by hindering and degrading interstate commence of the corporations involved, and (b) Congress could not give express and does not give implied consent due to those adverse effects on interstate commerce.

3.a. A State cannot without a compact agreement, for mutual consideration, interfere with by taking over, dissolving, and winding up a corporation of the Home State.

3.b. Creating corporations and laws for corporations, and administering them, and receiving fees for this, is big business of Sates, and in my case here, it is an especially major business and income source of the State of Delaware, well

known and advertising itself as the nation's premier State for corporations as the Home (Charter) States. See footnote 21 below.

3.c. That business of a State, if interfered with by another State, as just stated, would be a tort. States do not have sovereign immunity if a state officer engages in a tort. States cannot as a practice allow its officers to engage in the described torts of interfering with another State's business of corporations.

F. Under US Supreme Court holdings, State court actions applying the State's law are State actions as much as legislative action.16 Thus, the above analysis and occlusions apply to a State by actions in its courts engaging in the prohibited actions described of interfering with the Home State's corporation business including dissolving and winding up the Home State's corporations.

Part 2. The Constitution's commerce clause, Art. 2, sec. 3 provides that Congress shall have the power: "To regulate Commerce with foreign Nations, and among the several States, and with the Indian Tribes."

Making, sustaining, and dissolving winding up and cancelling corporate entities ("corporations") for interstate commerce (sometime herein called, "Corporation Doings") cannot be against the purpose of the Commerce Clause, to allow and secure interstate commerce free from affects by the States17 sometimes by States vs. States.

Both the federal government and States can Do Corporations.

---

16 See footnote 17 below.

17 See *Healy v. the Beer Institute,* 491 U.S. 324, 326 n 1 (1989)

> The Commerce Clause states: "The Congress shall have Power . . . To regulate Commerce . . . among the several States . . . ." U.S. Const., Art. I, § 8, cl. 3. This Court long has recognized that this affirmative grant of authority to Congress also encompasses an implicit or "dormant" limitation on the authority of the States to enact legislation affecting interstate commerce. See, e.g., *Hughes v. Oklahoma*, 441 U.S. 322, 326, and n. 2 (1979); *H. P. Hood Sons, Inc. v. Du Mond*, 336 U.S. 525, 534-535 (1949).

See *McCulloch v. Maryland*, 17 U.S. 316, 325-26 (1819) (by Chief Justice, John Marshall) (underlining and italics added):

> A bank is not less the proper subject for the choice of [the federal] congress, nor the less constitutional, because it requires to be executed by granting a charter of incorporation. It is not, of itself, unconstitutional in congress to create a corporation. Corporations are but means. They are not ends and objects of government. No government exists for the purpose of creating corporations as one of the ends of its being. They are institutions established to effect certain beneficial purposes; and, as means, take their character generally from their end and object. They are civil or eleemosynary, public or private, according to the object intended by their creation. They are common means, such as all governments use. The state governments create corporations *to execute powers confided to their trust*, without any specific authority in the state constitutions for that purpose.

The US Congress rarely does Corporation Doings but leaves that to the States. Of the States, as is well known, Delaware, the State in the case presented here, makes its Corporation Doings a prime directive, aided by its Chancery Court, advertised nationwide as "preeminent." And these Corporation Doings are main source of income for the State of Delaware. Other States compete with Delaware for their similar purposes, as is well known.

This sets up a conflict of interest and breaches, in the States Doing Corporations, for purposes of the Commerce Clause. Some non-Home States by their courts and laws dissolve and wind-up corporations chartered by a Home State and its laws integrated in the corporation's charter. This spawns lots of litigation, costs, uncertainty, and disruption of interstate commerce nationwide and undermines the competitive ability (for profit or nonprofit busines) of the corporations subject to this State-on-State conflict.

While not directly under the Commerce Clause of the US Constitution, Article 1, Section 8, Clause 3, States Doing Corporations is subject to both (i) the Contracts Clause Article I, Section 10, Clause 1:

> No state shall... pass ...law impairing the obligation of contracts....

and (ii) to the Compact Clause, Article I, Section 10, Clause 3:

> No state shall, without the consent of Congress... enter into any agreement or compact with another state....

If a State cannot "pass any ... law impairing the obligations of contracts," under the Contracts Clause, then, as a subset prohibition, a State (a Home State or a non-Home State) can't impair the Charter contract between a corporation and the Home State which, as essential elements, provide for its dissolve, windup and cancellation. State court action is State action the same as State legislative action at least where federal law supremacy is involved.18

If a State cannot "without the Consent of Congress...enter into any agreement or compact with another state," under this Compacts Clause, then it has no rights under any agreement or compact, express or constructive, to usurp or interfere in a Home State's Corporation Doings.

Also under this Compact Clause, Congressional approval of a compact is needed when it "might affect injuriously" the interests of other states, including the other states' Corporation Doings, or when the compact would infringe on the "rights of the national government" to enable and protect interstate commence under the Commerce Clause (and federal acts based thereupon) including from adverse effects

---

18 E.g., *Telesaurus... v. Power*, 623 F.3d 998, 1007 (2010), cert denied ("judicial action can constitute state regulatory action.... *Shelley v. Kraemer*, 334 U.S. 1, 68 S. Ct. 836"). See also *Stop the Beach*, 560 U.S. at 715 (plurality). From *Shelley:*

> That the action of state courts and judicial officers in their official capacities is to be regarded as action of the State within the... Fourteenth Amendment, is a proposition which has long been established by decisions of this Court.... given expression in the earliest cases involving the construction of the terms of the Fourteenth Amendment. Thus, in *Virginia v. Rives*, 100 U.S. 313, 318 (1880), this Court stated: "It is doubtless true that a State may act through different agencies, — either by its legislative, its executive, or its judicial authorities.... In *Ex parte Virginia,* 100 U.S. 339, 347 (1880), the Court observed: "A State acts by its legislative, its executive, or its judicial authorities."

by States, certainly caused by a non-Home State taking over or interfering in the Corporate Doings of the Home State.19 Congress has not explicitly or implicitly granted any such Compact-Clause Consent, nor should it due to the major adverse effects on interstate commerce.

State's Corporation Doings are founded on the State corporate chanter (articles of incorporation, certificate of formation, and the State's statutes that govern those and are integrated in them) which are contacts between the state and persons that form, own and manage the corporation. 20

The corporate charter of a State, which is a contract as shown above, and is the foundation of the State Corporate Doings (including dissolution, wind-up and cancellation of the corporation) cannot contravene in its content or execution the provisions of the Federal Constitution including to protect interstate commerce from adverse affects by the subject State (or by any State). See *United States v. Bekins,* 304 U.S. 27, 52 (1938) (underlying added):

---

19 *Texas v. New Mexico, __583 U.S. __, 2018* WL 1143821 (Mar. 5, *2018*):

> This Court, using its unique authority to mold original actions... sometimes permitted the federal government... in compact suits to defend "distinctively federal interests" ... *Maryland v. Louisiana,* 451 U. S. 725, 745, n. 21.

Maryland, Id. states:

> ...We have often permitted the United States to intervene ...where distinctively federal interests...are at stake. See, e. g., *Arizona v. California,* 344 U.S. 919 (1953); *Oklahoma v. Texas,* 253 U.S. 465 (1920).

20 The corporate charter is a contract between the state and the corporation. *Trustees of Dartmouth College v. Woodward*, 17 U.S. 518 (1819). Under the Contracts Clause of Article I of the Constitution, no state can pass any law "impairing the obligation of contracts." In this *Dartmouth* 1816 case, the question arose whether a state could revoke or amend the Dartmouth College corporate charter. The New Hampshire legislature sought to turn this private college, operating under an old royal charter from England, into a public institution by changing its board. The case wound up in the Supreme Court where Chief Justice John Marshall ruled that the legislature's attempt was unconstitutional, because *to amend a charter is to impair a contract.* (Justice Joseph Story, concurring, instructed that "If the legislature mean to claim such an authority [to alter or amend the charter], it must be reserved in the grant. The charter of Dartmouth College contains no such reservation...." Thereafter, some states wrote into charters language giving legislatures the authority to modify corporations' charters, but the charters remain private-State contracts.

> The reservation to the States by the Tenth Amendment protected, and did not destroy, their right to make contracts and give consents where that action would not contravene the provisions of the Federal Constitution.

Thus, (i) without the consent of the Federal Congress, a State may not usurp or interfere in the Home State's Corporation Doings including the dissolution, windup and cancellation of the corporation, since that would adversely affect interstate commerce and contravene the purposes of the Commerce Clause, and (ii) no such Congressional consent has been given or could be given without being unconstitutional, against the Commerce Clause.

This leads to the conclusion that *only the Home (Charter) State* that "gives birth" to the corporation and that provides for its growth and operation under its Charter Contract (see above) with the founders, owners and managers of the corporation and under said State's laws integrated into the charter, can "kill" the corporation, taking out its existence by its dissolution, liquidation and windup (thereafter, the corporation's cancellation is a ministerial act).21

This is a major issue of critical nationwide importance (i) since the nation is primarily based on legal entities, engaged interstate commerce, and (ii) while '(i)' is sufficient to grant certiorari, in addition there is a split in State Court decisions on this issue, as discussed in an article "*Judicial Dissolution: Are the Courts of the*

---

21 In addition, no other State had the depth of knowledge and experience to do so efficiently and without much higher and likely dire costs to the corporation in litigation fees, loss of time and competitiveness, and loss of reputation and goodwill. Those adverse effects are one component of the contravention of the Commerce Clause and its purposes argued above. Further, those individuals have a right to choose the Home state for their corporation's charter contract which integrates the corporate law involved, and no other State may impair that contract and the obligations formed under it among those individuals and the chosen State under the Contracts Clause. Also, for most such corporations, third parties, other individuals, corporate entities, or government instrumentalizes, contract with the corporation for equity shares, debt, services, etc. with expectation that the corporations and its chosen State, state charter-contract and integrated law, can be relied upon without another state "pulling out the rug" by usurping or interfering in them.

State that Brought You In the Only Courts that Can Take You Out?" ABA The Business Lawyer, Vol 70, Num 4, Fall 2015.22 N.B. Attribution. *Some analysis and cases in this article are in the Table below.*

This issue has further importance since Delaware, as it advertises, is the home state of incorporation or formation and domicile for more legal entities in total value than any other State, sometimes said to encompass a majority or near majority of all for-profit entities, by market value, being Delaware entities.23

Thus, this case creates a precedent that Delaware, the dominant State for forming and domiciling legal entities, by its Corporations Division backed by its Chancery Court and Supreme Court, will allow another State by its courts to fully liquidate, dissolve and wind up, a Delaware Home (Charter) State legal corporate entity - *even a nonprofit charitable Delaware entity* (Skybridge Spectrum Foundation in this case) leaving nothing for Delaware but to records its entity as dead - cancelled - in its Corporation Division records.

The table below shows the conflicts and confusion among the States on Question 2 (that under my answer above also involves Question 3). "Answer A" means a Non-Charter State can dissolve, liquidate, windup. "Answer B" means only the Charter (Home) State can dissolve, liquidate, windup. (See *"NB* above.)

STATE	**DECISION** in sum (quote or paraphrase)	**ANSWER**	
Delaware Supreme & Chancery 24	The underlying Case presented here. Delaware is the self-proclaimed leading corporate State - a primary business of the State for revenues, based on its "contractarian" law, which should mean the key corporate	**A**	

22 By Peter B. Ladig and Kyle Evans Gay at Morris James LLP. At https://www.morrisjames.com/newsroom-articles-588.html.

23 E.g., at https://revenue.delaware.gov/business-tax-forms/incorporating/ Delaware proclaims: "Delaware is the home to 1.3 million legal entities (and growing). More than half the nation's Fortune 500 companies incorporate in Delaware. Corporations choose Delaware for the following reasons:...."

24 The decisions for review under this Cert Petition.

	contract, its Charter with the State, cannot be violated by another State (Answer B)... but that appears to depend on the party - thus Answer A for Skybridge, a nonprofit that pays little to the State.		
Delaware Chancery 25	The Chancery Court has held that Delaware statutes on exclusive Chancery Court jurisdiction does not exclude other states to provide relief necessary including dissolution and liquidation and windup of a Delaware Chartered entity. (Courts of other States disagree as they read these Delaware statutes.)	**A**	
California Court of Appeal 26	The Cal. Court of Appeal goes along with the underlying Del Supreme (above). But see Cal B- Answer below, as to relevant principles.)	**A**	
New York Appellate Div. of Supreme Court (court of last resort) 27	"Moreover, the Appellate Division... has held that the argument "that the courts of New York lack subject matter jurisdiction to dissolve a foreign corporation ... to be without merit". (But see NY B-Answer later cases below: but these were not squared with these A-Answer decisions.)	**A**	
Pennsylvania Supreme, Chief Justice. And Penna. lower courts. 28 (i) 29 (ii)	(i) In a dissent, then Penna. Supreme Court Chief Justice Castille opined that the Penna. Commerce Court erred in interpreting the relevant section of the LLC Act to confer "exclusive" subject matter jurisdiction to confer "exclusive" jurisdiction upon the Delaware courts to dissolve a Delaware LLC. (ii) Pennsylvania courts have long taken the position that they could dissolve a foreign entity when all of the relevant parties are Pennsylvania residents.	**A**	
New York Appellate Div. of Supreme	The court held (contrary to the NY B-answer cases above) in one case that (i) "unlike the derivative claim involving the internal affairs of a foreign corporation, the plaintiffs'		**B**

25 *City of Providence v. First Citizens BancShares, Inc.*, 99 A.3d 229, 236 (Del. Ch. 2014); *IMO Daniel Kloiber Dynasty Trust, 98* A.3d 924, 939 (Del. Ch. 2014); see *Intertrust,* 87 A.3d at 809 (Castille, C.J., dissenting) ("In my view...the [LLC Act] provision does not purport to vest exclusive jurisdiction in the Delaware courts as against any other proper forum,... but instead simply confers upon the Delaware Court of Chancery discretionary authority to decree dissolution of an LLC in appropriate circumstances.")

26 COA decisions against my appeals of the Leong-Uecker receivership orders.

27 *Holdrum Invs. N.V. v. Edelman,* 2013 N.Y. Slip Op. 30369, 7 (N.Y. Sup. Ct. 2013) citing: *In re Dissolution of Hosp. Diagnostic....,* 205 AD2d 459, 459 [1st Dept 1994].

28 (i) Dissenting statement from the Penna. Supreme Court's decision declining discretion to hear an immediate appeal of the decision of the Commerce Court, *Intertrust GCN, LP v. Interstate Gen. Media, LLC,* 87 A.3d 807, 808 (Pa. 2014).

29 (ii) *Cunliffe v. Consumers' Ass'n of Am.*, 124 A. 501 (Pa. 1924); H*ogeland v. Tec-Crafts, Inc.*, 39 Del. Co. 10 (Pa. Ct. Com. Pl. 1951).

Court (court of last resort) 30	claim for dissolution and an ancillary accounting [was] one over which the New York courts lack subject matter jurisdiction" and (ii) in another case "[a] claim for dissolution of a foreign limited liability company is one over which the New York courts lack subject matter jurisdiction."		
Illinois Supreme 31	"The courts of one state have no power to dissolve a foreign corporation and wind up its affairs; but [the foreign corporation] will retain its legal existence until dissolved by a proceeding in the state which created it;...."		**B**
Illinois Supreme 32	"Where the wrongs complained of... require for... redress... exercise of the visitorial powers of the sovereign [Home or Charter State], or where full jurisdiction of the corporation ... is necessary to such redress, the courts will decline jurisdiction. Examples... are suits to dissolve a corporation; to appoint a receiver...."		**B**
Texas 33	It knew "no authority for the courts of this state [Texas] to dissolve a foreign corporation on any ground."		**B**
Nebraska Supreme 34	"Clearly the courts of this state...would be better able to take jurisdiction of an action by its beneficiaries and members than would the courts from the [charter] state from which it was abducted." But it did not find the Home (Charter) State Charter and governance under the Charter to be invalid to start with."	**A**	
Tennessee Court of Appeals **35**	The court affirmed the trial court's decision to dissolve the subject Delaware LLC with no reasoning on authority to do so, and pursuant to a Tennessee statute, not the Delaware LLC Act.	**A**	

---

30 (i) *Rimawi v. Atkins,* 42 A.D.3d 799 (N.Y. App. Div. 2007). (ii) *MHS Venture Management... v. Utilisave, LLC*, 63 A.D.3d 840 (N.Y. App. Div. 2009). See also *Bonavita v. Savenergy Holdings...* No. 603891-13, slip op. at 12, 16 (N.Y. Sup. Ct. Dec. 8, 2014); *In re Warde-McCann v. Commex, Ltd.*, 135 A.D.2d 541, 542 (N.Y. App. Div. 1987).

31 *Edwards v. Schillinger*, 91 N.E. 1048, 1051 (Ill. 1910).

32 *Babcock v. Farwell,* 91 N.E. 683 (Ill. 1910).

33 *Mitchell v. Hancock*, 196 S.W. 694 (Tex. Civ. App. 1917).

34 *Starr v. Bankers' Union...*, 81 Neb. 377. 129 Am.St.Rep. 684, 116 N.W. 61.

35 *ARC LifeMed, Inc. v. AMC-Tennessee, Inc.*,183 S.W.3d 1 (Tenn. Ct. App. 2005). This Tennessee decision *is similar to* the decisions in the Leong-Uecker California receivership case, on dissolution, liquidation and windup (see table above) by the California trial court and upheld by *dismissals* of my appeals by the California Court of Appeals avoiding the A or B Answer issue in this Table. The California decisions and actions are the basis of the Delaware Court decisions presented for review herein.

Maryland Appeals 36	"It would be a strange anomaly... if the courts of one State could be vested with the power to dissolve a corporation created by another."		**B**
West Virginia Supreme Court of Appeals (its highest court) 37	Concluding there was no statutory power granted to West Vir. courts to dissolve a foreign corporation; the Full Faith and Credit Clause of the US Constitution required each state to respect the sovereign acts of other states, including creation and dissolution of a corporation.		**B**
California Supreme Court 38	Held that the state's statute governing wind-up and survival of dissolved corporations does not apply to corporations chartered out-of-state. *Principles* support Answer B but issue was not on A or B.		**B**

The text table above shows, as this document starts:

> The nation is conceived and operated by State-chartered legal entities... Nationwide there are splits and confusion on whether a corporation can be involuntarily dissolved and wound up by courts of a State other than the charter State, unlike in bankruptcy which is uniform nationwide.

ON QUESTION 4

(a) Does the involuntary dissolution and wind up of a corporation, that in its charter has powers to and engages in interstate commerce, in a state court violate the design and purpose of the uniform federal bankruptcy law, and (b) if so, is the state court action unconstitutional and void?

Yes and Yes as shown below. These pose nationwide importance.

1. When Congress exercised its constitutional authority to adopt bankruptcy laws, "it preempts and supersedes all state bankruptcy and insolvency laws and other state law remedies that might interfere with the uniform federal bankruptcy system." *Sturges v. Crowninshield,* 17 U.S. (4 Wheat.) 122, 4 L.Ed. 529 (1819).

2. From*: Brown v. Smart,* 145 U.S. 454, 458-459 (1892) citing *Sturges v. Crowninshield,* above, and other cases (underlining and some ¶ returns added):

---

36 *Wilkins v. Thorne,* 60 Md. 253, 258 (Ct. App. 1883).

37 *Young v. JCR Petroleum, Inc.,* 423 S.E.2d 889 (W. Va. 1992).

38 *Greb v. Diamond International Corp.,* S183365, 56 Cal.4th 243. 2013 WL 628328 (Cal. Feb. 21, 2013).

> The principles which underlie this case are clearly established by the decisions of this court:
>
> So long as there is no national bankrupt act, each State has full authority to pass insolvent laws binding persons and property within its jurisdiction, provided it does not impair the obligation of existing contracts;
>
> but a State cannot by such a law discharge one of its own citizens from his contracts with citizens of other States, though made after the passage of the law, unless they voluntarily become parties to the proceedings in insolvency. *Sturges v. Crowninshield*, 4 Wheat. 122; *Ogden v. Saunders*, 12 Wheat. 213; *Baldwin v. Hale*, 1 Wall. 223; *Gilman v. Lockwood*, 4 Wall. 409.
>
> Yet each State , so long as it does not impair the obligation of any contract, has the power by general laws to regulate the conveyance and disposition of all property, personal or real, within its limits and jurisdiction. *Smith v. Union* Bank, 5 Pet. 518, 526; *Crapo v. Kelly*, 16 Wall. 610, 630; *Denny v. Bennett*, 128 U.S. 489, 498; *Walworth v. Harris*, 129 U.S. 355; *Geilinger v. Philippi*, 133 U.S. 246, 257; *Pullman's Car Co. v. Pennsylvania*, 141 U.S. 18, 22.
>
> In *Denny v. Bennett*, above cited, the law upon this subject was well summed up by Mr. Justice Miller, speaking for the court, as follows:
>
> > "The objection to the extraterritorial operation of a state insolvent law is that it cannot, like the bankrupt law passed by Congress under its constitutional grant of power, release all debtors from the obligation of the debt. The authority to deal with the property of the debtor within the State, so far as it does not impair the obligation of contracts, is conceded."

Corporations with charter powers and business in interstate commerce, with geographic situs of its assets in many States, as in my case here and a majority of current corporations, are not subject to the intra-state State authority conceded defined and above by this Court, in this still good law.

3. See: *In re 211 East Delaware Place Bldg. Corp.*, 7 F. Supp. 892 (E.D. Ill. 1934) (underlining and some ¶ returns added):

[892] On July 9, 1934, three petitioning creditors filed in this court a petition under section 77B of the Bankruptcy Act (11 USCA § 207) looking to the reorganization of 211 East Delaware Place Building Corporation, the debtor herein.... said petition was duly approved in accordance with the requirements of the act of Congress aforesaid.

[893] On June 29, 1932, upon the application of the Attorney General of the state of Illinois....the superior court of Cook county entered an order dissolving the 211 East Delaware Place Building Corporation.... [and] foreclosure ... was instituted....The receiver appointed under said foreclosure ...suggests that he is willing to abide by the order of this court. [....]

...[I]t has long been the doctrine of the federal courts, encouraged by the decisions of the Supreme Court of the United States to the effect that jurisdiction in bankruptcy is under the Constitution a paramount one, that a petition in bankruptcy may not be defeated by showing the dissolution of the corporation ... by the state authorities. [...¶.]

[893-94] *In Hammond, et al. v. Lyon Realty Co.* et al., 59 F.2d 592, the Circuit Court of Appeals for the Fourth Circuit had to do with a situation where a corporation had been dissolved by a decree of the court of equity in the state court. The receivers of that court were conducting a liquidation of the assets in pursuance of the dissolution . The creditors instituted a bankruptcy proceeding, and the District Court held that though this corporation had been dissolved, the bankruptcy court was not deprived of jurisdiction. The Court of Appeals, in affirming, said:

> ...So it is said that we should apply the general law concerning a dissolved corporation that it 'is as if it did not exist, and the result of the dissolution cannot be distinguished from the death of a natural person in its effect,' *Oklahoma Natural Gas Company v. Oklahoma*, 273 U.S. 257, 259, 260, 47 S. Ct. 391, 392, 71 L. Ed. 634; and we should leave the settlement of the affairs of the dissolved corporation in this case to the state court of equity in the same way as, under the accepted practice, the administration of the estate of a deceased insolvent is left to the probate court of the state of his domicile. * * *
>
> "There is no authority to support this position; and it would certainly be contrary to the spirit of the National Bankruptcy Act [11 USCA] to hold that insolvent corporations are excluded, by dissolution , from the scope of its provisions, and that the distribution of their assets and the final settlement of their affairs must be left to the state courts . The general rule governing the jurisdiction of the federal courts in bankruptcy is thus stated in

Stellwagen v. Clum, 245 U.S. 605, 613, 38 S. Ct. 215, 217, 62 L. Ed. 507:

> 'The federal Constitution, article I, section 8, gives Congress the power to establish uniform laws on the subject of bankruptcy throughout the United States . In view of this grant of authority to the Congress it has been settled from an early date that state laws to the extent that they conflict with the laws of Congress, enacted under its constitutional authority, on the subject of bankruptcies are suspended.
>
> > While this is true, state laws are thus suspended only to the extent of actual conflict with the system provided by the Bankruptcy Act of Congress. *Sturges v. Crowninshield*, 4 Wheat. 122, 4 L. Ed. 529; *Ogden v. Saunders*, 12 Wheat. 213, 6 L. Ed. 606.' See, also, *International Shoe Co. v. Pinkus*, 278 U.S. 261, 263, 265, 49 S. Ct. 108, 73 L. Ed. 318; * * * *In re Watts Sachs,* 190 U.S. 1, 27, 23 S. Ct. 718, 724, 47 L. Ed. 933. * * * It has been uniformly held, in accordance with these principles, that the dissolution of an insolvent corporation does not put it outside the jurisdiction of the federal court in bankruptcy."

[896] Accordingly it will be the order of the court, upon the petition of the receiver for instructions, that the latter [the state court receiver] surrender to the trustee herein [in the bankruptcy proceeding] in the all property real, personal, or mixed...now in his possession and custody as receiver, any and all documents, contracts, and leases with reference thereto, and such funds as he has on hand, including said guaranty fund of $6,300.

As I underline above, *In re 211,* which is still good law, and the authorities it cites, many from this Supreme Court, demonstrate the answer I state above to this Question 4. In addition, as shown in the Table of Authorities, the Constitution's Bankruptcy Clause immediately follows the Commerce clause: with minor exceptions, bankruptcies involve relief sought in interstate commerce business. States may not interfere in either, including by State Court receiverships, injunctions, and other actions to dissolve, liquidate and windup corporate entities charted in other states (which is a sovereign power of the charter state), holding assets among many states engaged in interstate commerce, with rights to protection

in bankruptcy actions. This answer to Question 4 also supports the answers above to Questions 2 and 3, and informs the answer above to Question 1.

7. CONCLUSION

The Petition should be granted.

Respectfully submitted,

Warren Havens

Petitioner Pro Se
2649 Benvenue Ave.
Berkeley CA 94704
Phone 510 914 0910
Email WRRNVNS@GMAIL.COM

July 7, 2022 - initially filed
Sep. 12, 2022 - timely refiled in accord with a correction letter.
Oct. 25, 2022 - timely refiled in accord with a correction letter.*

THE PROOF OF SERVICE is attached below and is also separately provided.