
APPENDIX

Appendix A.

Opinion of Delaware Supreme Court.....a.1

Appendix B.

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IN THE SUPREME COURT OF THE STATE OF
DELAWARE

PETER R. HALL,

Plaintiff Below, Appellant/
Cross-Appellee,

No. 4, 2023

v.

MICHAEL J. GEOFFREY FULTON,
DAVID H. YOUNG, MAXON R.
DAVIS, LLOYD HICKMAN, OLA
JUVKAM-WOLD, and MARITEK
CORPORATION,

Defendants Below, Appellees/
Cross-Appellants.

Court Below—Court of Chancery of the State of
Delaware C.A. No. 2018-0738

Submitted: June 23, 2023

Decided: August 21, 2023

Before VALIHURA, LeGROW, and GRIFFITHS,
Justices.

ORDER

(1) The appellant, Peter R. Hall, filed this appeal from the Court of Chancery's final order and judgment, issued December 12, 2022, entering judgment in favor of the defendants-appellees for the reasons stated in the court's letter decision of the same date. The defendants-appellees filed a cross-

appeal; they ask the Court to affirm the Court of Chancery's judgment or, alternatively, to reverse the Court of Chancery's denial of their motion to dismiss and enter an order dismissing the action with prejudice. After consideration of the parties' arguments and the record on appeal, we affirm.

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

(3) In 2005, the Maritek subsidiary initiated litigation against Hall in the Bahamas seeking a declaration that there was no enforceable agreement to sell the Property to Hall. In 2008, the trial court in the Bahamas found, following a nineday trial, that

¹ Opening Br. at 6–7; App. to Opening Br., at A10 (Compl.); Answering Br. at 8.

² Opening Br. at 8; App. to Opening Br., at A17 (Compl.); Answering Br. at 10.

³ E.g., Opening Br. at 9–10, 13; App. to Opening Br., at A4 (Compl.), A20–21; Answering Br. at 10.

there was no enforceable contract.⁴ Hall presented appeals to the Court of Appeal of the Commonwealth of the Bahamas and then to the Privy Council in London, but was ultimately unsuccessful.⁵ The Privy Council entered judgment in May 2015.⁶

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

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

⁴ App. to Opening Br., at A358–59 (Judgment of the Privy Council).

⁵ *Id.* at A350–65; Answering Br. at 12, 15–18.

⁶ App. to Opening Br., at A350 (Judgment of the Privy Council).

⁷ Wang v. Fulton, C.A. No. 3409, Docket Entry No. 2, Verified Complaint (Del. Ch. filed Dec. 12, 2007).

⁸ *Id.* Docket Entry No. 52.

⁹ *Id.* Docket Entry No. 61.

that, Hall alleged, his opposing parties in the Bahamian litigation had wrongfully failed to produce in that action.¹⁰ On May 23, 2013, the Court of Chancery granted Hall's motion to intervene in the Wang Action for the purpose of seeking the documents.¹¹ Later, Hall and the parties to the Wang Action agreed that the Wang Action defendants would produce to Hall certain documents that they had produced to the Wang Action plaintiffs. The Court of Chancery entered the parties' stipulation as

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

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

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

Id.

an order of the court on April 10, 2014 (the "Production Order").¹²

Specifically, the Production Order provided:

1. Defendants shall produce to Mr. Hall the following documents that had been produced by defendants to plaintiffs in this action:
 - a. all drafts of the minutes of the Maritek Corporation board of directors June 7, 2005 meeting;
 - b. the document history of the June 7, 2005 board minutes, including metadata from the various versions of the minutes, showing, among other things, the dates of creation and editing;
 - c. agendas and draft agendas for the June 7, 2005 board meeting; and
 - d. email and other communication related to the foregoing, including all drafts of such documents.¹³

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

(6) In addition to the litigation in the Bahamas and the Court of Chancery, Hall also pursued relief in the Delaware Superior Court. In July 2008, after the Court of Chancery denied Hall's first motion to intervene in the Wang Action, Hall filed a Superior Court action against Fulton and Young (and later

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

¹³ *Id.*

¹⁴ *Id.* Docket Entry No. 165 (Del. Ch. May 27, 2014).

Maritek) for tortious interference with contract (the "Superior Court Action").¹⁵ On April 29, 2009, the Superior Court stayed the action pending the completion of the litigation in the Bahamas.¹⁶ After the litigation in the Bahamas concluded with the issuance of the Privy Council's judgment, Hall filed a second amended complaint in the Superior Court Action.¹⁷ Among other things, the complaint alleged that Fulton, Young, and Maritek had fraudulently altered the minutes of the 2005 Maritek Board Meeting and had violated the Production Order by concealing documents they were required to produce.¹⁸ On August 24, 2017, the Superior Court dismissed the action on *forum non conveniens* grounds.¹⁹ The court noted that "to the extent that [Hall] alleges that Defendants failed to disclose additional documents" in the Court of Chancery, that claim should be asserted in the Court of Chancery rather than in Superior Court.²⁰

(7) This Court affirmed the Superior Court's ruling in March 2018.²¹ Approximately six months later, Hall moved to reopen the closed Wang Action so Hall could pursue contempt sanctions for the alleged violations of the Production Order. The court directed Hall to proceed by filing a new action, and on October 12, 2018, Hall filed the Court of Chancery

¹⁵ *Hall v. Fulton*, C.A. No. 08C-07-123, Docket Entry No. 1 (Del. Super. filed July 14, 2008).

¹⁶ *Id.* Docket Entry No. 24.

¹⁷ *Id.* Docket Entry No. 39 (filed Aug. 29, 2016).

¹⁸ *Id.* ¶¶ 6, 9.

¹⁹ *Hall v. Maritek Corp.*, 170 A.3d 149 (Del. Super. 2017).

²⁰ *Id.* at 163 n.73; see also *id.* at 167 n.109 ("To the extent that [Hall] is dissatisfied with the production of documents in Wang v. Fulton, [Hall] could pursue this matter in Chancery Court.").

²¹ *Hall v. Maritek Corp.*, 2018 WL 1256117 (Del. Mar. 12, 2018).

action that underlies this appeal.²² The complaint alleged that the defendants-appellees violated the Production Order by providing Hall with only four of eight known drafts of the 2005 Maritek Board Meeting and by failing to produce all related communications. Hall alleged that in March 2015, Fulton had submitted an affidavit to the Privy Council that (i) attached four drafts of the meeting minutes that Fulton represented had been produced to Halland (ii) swore that Fulton had produced all drafts of the meeting minutes to Hall.²³ The complaint further alleged that the draft minutes that were attached to Fulton's Privy Council affidavit had not previously been provided to Hall in accordance with the Production Order and were materially different from the drafts Hall previously received.²⁴

²² Hall v. Fulton, C.A. No. 2018-0738, Docket Entry No. 1, Complaint (Del. Ch. filed Oct. 12, 2018). Counsel filed the action on Hall's behalf. The docket reflects that four different sets of counsel represented Hall in this litigation in the Court of Chancery—two were replaced by substitution and two sought, and were granted, leave to withdraw based on a “fundamental disagreement” or an “impasse” with Hall regarding how to proceed in the action. Aside from a brief period when Hall was seeking counsel after the court granted the first motion to withdraw, it appears that Hall was represented by counsel from the commencement of the action in October 2018 until the court granted the second motion to withdraw on November 3, 2022. Hall proceeded *pro se* in the Court of Chancery from November 3, 2022, until the court entered the final judgment on December 12, 2022; he has proceeded *pro se* in this appeal. Hall also was represented by counsel both times that he moved to intervene in the Wang Action, when he sought to reopen the closed Wang Action to pursue a contempt sanction, and in the action he filed in the Superior Court.

²³ *Id.* ¶¶ 100–03.

²⁴ *Id.* ¶¶ 104–05.

The complaint alleged that Hall did not realize until on or about June 8, 2016, that the drafts attached to the Fulton affidavit had not previously been produced to Hall.²⁵

(8) The defendants-appellees moved to dismiss the complaint as barred by laches. The Court of Chancery denied that motion.²⁶ In its oral ruling on the motion, the court made clear that the scope of the action was limited to determining whether the defendants-appellees had violated the Production Order; the proceeding would not be an opportunity to “relitigate the Bahamian action, to grant remedies that could have been obtained in the Bahamian action, or to relitigate and [have the Court of Chancery] act as some-quasi-appellate body for the privy council proceeding. The limited issue in this case is going to be whether there was contempt.”²⁷ As discovery proceeded, numerous disputes arose. The court continued to emphasize the limited scope of the action throughout the proceedings.²⁸

²⁵ *Id.* ¶ 112.

²⁶ *Id.* Docket Entry Nos. 18, 21.

²⁷ App. to Opening Br., at A419–20 (Motion to Dismiss Tr.).

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

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

(10) In his appeal to this Court, Hall disagrees with the Court of Chancery's determination that the defendants-appellees complied with the Production Order when they produced documents that had been produced to the Wang Action plaintiffs without

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

conducting a new search for documents that had not been produced to the Wang Action plaintiffs. He argues that the Court of Chancery's decision is fraudulent and that it conceals misrepresentations made in foreign proceedings, in violation of the UN Convention Against Corruption, the Sarbanes-Oxley Act, and other authorities "forbidding lawyers from presenting false evidence."³⁰

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

³⁰ Opening Br. at 34.

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

Hall also indicates that he has pursued this contempt litigation for the benefit of a trust of which he is a trustee, and not on his own behalf. Opening Br. at 8. This raises serious concerns about whether Hall can even continue pursuing this litigation. See *Tigani v. Director*, 2020 WL 5237278, at *3-5 (Del. Super. Sept. 2, 2020) (discussing law regarding pro se litigants' pursuit of claims on behalf of artificial entities), *aff'd*, 2021 WL 2310426 (Del. June 4, 2021). In any event, the "Motion for Oral Hearing" that Hall submitted on July 31, 2023, purportedly in his capacity as trustee of the trust, must be denied. In addition to the issue of whether Hall can proceed on behalf of the trust, the motion seeks to have particular counsel that does not currently represent the trust— and appears never to have represented the trust, or Hall, in this litigation or any of the litigation relating to the property at issue—present an oral argument in support of Hall's position. The requested relief is neither appropriate nor warranted.

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

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

BY THE COURT:

/s/ Abigail M. LeGrow
Justice

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

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

**J. TRAVIS LASTER
VICE CHANCELLOR**

**LEONARD L. WILLIAMS JUSTICE
CENTER
500 N. KING STREET, SUITE 11400
WILMINGTON, DELAWARE 19801-
3734**

December 12, 2022

**Peter Hall
12 Park Avenue
London NW11 7SJ
Email: ph@seacrystal.com**

**Raymond J. DiCamillo, Esquire
Matthew W. Murphy, Esquire
Richards, Layton & Finger, P.A
920 N. King Street
Wilmington, DE 19801**

**RE: *Hall v. Fulton, et al.*
C.A. No. 2018-0738-JTL**

Dear Mr. Hall and Counsel:

Mr. Hall previously sought leave to make a confidential submission about matters that he believed warranted an expansion of the issues to be addressed in this case. I authorized Mr. Hall to make his submission, and I undertook to review it and determine whether I believed that any expansion of the case was warranted. On December 1, 2022, Mr. Hall made a confidential submission. Having considered it carefully, I do not believe that it alters the scope of this action.

This case concerns whether the defendants complied with a stipulated order of this court that provided as follows:

Defendants shall produce to Mr. Hall the following documents that had been produced by defendants to plaintiffs in this action:

- a. all drafts of the minutes of the Maritek Corporation board of directors June 7, 2005 meeting;
- b. the document history of the June 7, 2005 board minutes, including metadata from the various versions of the minutes, showing, among other things, the dates of creation and editing;
- c. agendas and draft agendas for the June 7, 2005 board meeting; and

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- d. email and other communication related to the foregoing, including all drafts of such documents.

Wang v. Fulton, C.A. No. 3409-VCL, Dkt. 164 (Del Ch. Apr. 10, 2014) (the "Production Order").

Mr. Hall maintains that the defendants contemptuously failed to produce documents called for by the Production Order, which in turn deprived him of evidence that he could have used to prevail in other actions involving the defendants. Mr. Hall originally sought to vacate the dismissal of the *Wang* action and to seek contempt sanctions in that proceeding. The court directed Mr. Hall to file a new action, explaining:

It will result in a more straightforward and orderly proceeding if the intervenor initiates a new action by filing a complaint against the alleged contemnors that seeks a remedy for the violation of this court's order. With the

filing of a new action, it will be clear to the alleged contemnors when they must respond and what the procedures are for opposing the application. Normal discovery procedures also can be used. As it is, the motion would require both re-opening a long-closed case and developing procedures on the fly for an uncommon situation.

If it turns out that there is some jurisdictional impediment to proceeding in this fashion that would have been alleviated by re-opening the existing proceeding, then I will revisit this decision.

Wang v. Fulton, C.A. No. 3409-VCL, Dkt. 169 (Del. Ch. Sept. 20, 2018). Mr. Hall complied with the court's directive by filing the current action.

This action has always been about whether the defendants complied with the Production Order. The bulk of Hall's confidential submission addresses that issue. The court did not understand that Hall would be making a confidential submission directed to the merits of the case. The court understood that Hall would be making a confidential submission regarding whether the scope of the case should be expanded. Because Hall devoted the bulk of his confidential submission to whether the defendants complied with the Production Order, the court will address that issue. By its terms, the Production Order called for production of documents "that had been produced by defendants to plaintiffs in this action." It thus called for documents that already had been produced.

It did not call for documents that had not been produced.

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Hall argues that the defendants wrongfully failed to produce two documents called for by a document request served by the plaintiff in the *Wang* action, such that those two documents were never produced and did not become subject to the Production Order. It appears that counsel withheld the two documents in the good faith belief that they were privileged.

Based on this record, it is clear at this point that the defendants complied with the Production Order. They produced a subset of the documents that had been produced. They did not go back and look for documents that had not previously been produced. The defendants' conduct was reasonable and will not support a finding of contempt.

Mr. Hall argues that the defendants deliberately misled other courts about their compliance with the Production Order. It was reasonable for the defendants to believe that they had complied with the Production Order. No misrepresentation occurred.

Mr. Hall separately complains about his former lawyers' efforts to convince him to accept a settlement. Mr. Hall views his former lawyers' efforts as an improper pressure campaign intended to conceal the defendants' fraud. I do not draw that inference. It appears to me that Mr. Hall's former lawyers were attempting to secure for him the best result that they thought he could achieve.

Mr. Hall relatedly complains about an unpleasant conversation with a lawyer that he did not retain during which the lawyer shouted at him. Mr. Hall regards this as additional evidence of an improper pressure campaign intended to conceal the defendants' fraud. I do not draw that inference.

Mr. Hall has made allegations about assets stolen from American shareholders through the American banking system and funds stolen from Credit Agricole through the European banking system. He also has made allegations about British control of American courts as a vehicle for money laundering. Those allegations are speculative and difficult to follow. It would take a meaningful factual showing to support concerns of this nature, and Mr. Hall has not made it.

I acknowledge Mr. Hall's belief that he has been defrauded by his opponents, ill-served by his own counsel, and given short shrift by the legal system. He is entitled to his own views. His submission does not support any grounds for further investigation.

The court directed Mr. Hall, acting in his capacity as the Administrative Trustee of the Lawmaker Trustees of the Long Island 11th November Trust, to either retain successor counsel for the Trust by December 8, 2022, or show cause why he could proceed *pro se*. Mr. Hall submitted a short filing which argued that issues of compelling fairness required that he be permitted to represent the Trust without counsel. His argument is not persuasive. As contemplated by the court's order, this case is dismissed as to the Trust.

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Mr. Hall's confidential submission demonstrates that there are no issues of material fact concerning the defendants' compliance with the Production Order and that judgment can be entered in the defendants' favor as a matter of law. Judgment accordingly will be entered against Mr. Hall and in favor of the defendants.

Sincerely yours,
/s/ J. Travis Laster
J. Travis Laster
Vice Chancellor

JTL/krw