



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

DONALD BALL, individually and on
behalf of all others similarly situated,

Plaintiff,

v.

TESLA, INC., ELON MUSK, ROBYN
DENHOLM, IRA EHRENPREIS, JOE
GEBBIA, JAMES MURDOCH, KIMBAL
MUSK, JB STRAUBEL, and
KATHLEEN WILSON-THOMPSON,

Defendants.

C.A. No.

VERIFIED STOCKHOLDER CLASS ACTION COMPLAINT

Plaintiff Donald Ball (“Plaintiff”), directly on behalf of himself and all other similarly situated stockholders of Tesla, Inc. (“Tesla”), brings this Verified Stockholder Class Action Complaint against Tesla, Elon Musk (“Musk”), Robyn Denholm (“Denholm”), Ira Ehrenpreis (“Ehrenpreis”), Joe Gebbia (“Gebbia”), James Murdoch (“Murdoch”), Kimbal Musk (“K. Musk”), JB Straubel (“Straubel”), and Kathleen Wilson-Thompson (“Wilson-Thompson”) (collectively, the “Defendants”)¹ and alleges as follows.

Introduction

1. Plaintiff brings this action to (i) remedy Tesla’s breach of its Amended and Restated Certificate of Incorporation dated August 4, 2022 (the “Charter”) in connection with a stockholder vote scheduled for June 13, 2024,

¹ Musk, Denholm, Ehrenpreis, Gebbia, Murdoch, K. Musk, Straubel, and Wilson-Thompson are referred to as the “Director Defendants.”

regarding the reincorporation of Tesla from a Delaware corporation to a Texas corporation; (ii) Tesla’s invalid attempt to “ratify” an equity-compensation package for Musk that this Court already rescinded because it resulted from breaches of fiduciary duties; (iii) Musk’s coercion of Tesla’s stockholders in connection with the June 13, 2024 vote; and (iv) the Director Defendants’ breach of fiduciary duties based on materially misleading and incomplete disclosures in connection with the June 13, 2024 vote.

Parties

2. Tesla is a corporation organized under the laws of the State of Delaware.

3. Plaintiff is a stockholder of Tesla, owning a total of 28,245 shares of TSLA common stock.

4. Musk is a director of Tesla, and this Court has determined him to be a controlling stockholder of Tesla in connection with the Grant (as defined, *infra.*). For the same reason, he continues to be a controlling stockholder in relation to the Redomestication Vote (as defined *infra.*) and the Ratification Vote (as defined *infra.*).

5. Denholm, Ehrenpreis, Gebbia, Murdoch, K. Musk, Straubel, and Wilson-Thompson are directors of Tesla, and together with Musk comprise Tesla’s board of directors (the “Board”). This Court has determined that Denholm, Ehrenpreis, and Murdoch are beholden to Musk.

6. K. Musk is the brother of Musk, and thus is not an independent director.

Jurisdiction

7. This Court has subject matter jurisdiction under 8 *Del. C.* § 111, 10 *Del. C.* § 341, and 10 *Del. C.* § 6501.

8. This Court has personal jurisdiction over Tesla because it is a Delaware corporation and the Director Defendants under 10 *Del. C.* § 3114.

Background

9. On January 30, 2024, this Court held in *Tornetta v. Musk*, Del. Ch., C.A. No. 2018-0408-KSJM, that Tesla’s Board breached its fiduciary duties by awarding Musk an equity-compensation package with a potential value of \$55.8 billion (the “Grant”). The Court rescinded the Grant.

10. Shortly after the *Tornetta* decision, Musk ran a poll on X asking whether Tesla should “change its state of incorporation [from Delaware] to Texas”

11. On April 17, 2024, in connection with Tesla’s 2024 Annual Meeting scheduled for June 13, 2024, Tesla filed a Preliminary Proxy Statement with the S.E.C. On April 29, 2024, Tesla filed a Final Proxy Statement with the S.E.C. (the “Proxy”).

12. In the Proxy, the Board recommends and solicits Tesla stockholder approval to (a) reincorporate from Delaware to Texas (the “Redomestication”) and (b) purportedly “ratify” the Grant rescinded by this Court (the “Ratification”).

13. As for the Redomestication, the Board recommended in the Proxy that Tesla’s stockholders approve the conversion of Tesla from a Delaware

corporation to a Texas corporation under 8 *Del. C.* § 266 (the “Redomestication Vote”).

14. The Proxy states that the Redomestication requires the following votes of Tesla’s stockholders:

(1) the affirmative vote of a majority of the outstanding shares of stock of Tesla entitled to vote thereon (the “Conversion Standard”),

and

(2) in addition to the Statutory Standard, the affirmative vote of a majority of the voting power of the shares of Tesla stock not owned, directly or indirectly, by Mr. Musk or Kimbal Musk, present in person or represented by proxy and entitled to vote thereon (the “Conversion Disinterested Standard”).

15. As for the Ratification, the Board is asking Tesla’s stockholders to ratify the rescinded Grant “under Delaware common law or statutory law, including Section 204 of the Delaware General Corporation Law” (the “Ratification Vote”).

16. But the voting standards contained in the Proxy for the Redomestication are plainly in conflict with the express language of Article IX of Tesla’s Charter.

17. Under Article IX, “Notwithstanding any other provision of this Certificate of Incorporation, and in addition to any other vote that may be required by law or the terms of any series of Preferred Stock, **the affirmative vote of the holders of at least 66 2/3 % of the voting power of all then**

outstanding shares of capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class, **shall be required to amend, alter or repeal**, or adopt any provision as part of **this** Certificate of Incorporation inconsistent with the purpose and intent of Article V, Article VI, **Article VII** or this Article IX” (Emphasis added.).

18. In the Proxy, Tesla states that the Redomestication Vote would be approved upon the “the affirmative vote of a majority of the outstanding shares of stock of Tesla entitled to vote thereon” and “the affirmative vote of a majority of the voting power of the shares of Tesla stock not owned, directly or indirectly, by Mr. Musk or Kimbal Musk, present in person or represented by proxy and entitled to vote thereon.”

19. While the voting standard in the Proxy is taken from 8 *Del. C.* § 266(b), the DGCL expressly permits charters to set higher voting standards. *See* 8 *Del. C.* § 102(b)(4) (permitting corporate charters to contain “[p]rovisions requiring for any corporate action, the vote of a larger portion of the stock or of any class or series thereof, or of any other securities having voting power, or a larger number of the directors, than is required by this chapter . . .”); 8 *Del. C.* §266(k) (“Any provision of the certificate of incorporation . . . that restricts, conditions or prohibits the consummation of a merger or consolidation shall be deemed to apply to a conversion as if it were a merger or consolidation unless the certificate of incorporation . . . provides otherwise.”).

20. As permitted by the DGCL, Tesla's Charter provides for a higher voting standard applicable to the Redomestication Vote.

21. According to the Proxy, the Redomestication would entirely repeal the Charter. *See* Proxy, at pg. 21 ("The Company will cease to be governed by our existing charter and bylaws and will be instead subject to the provisions of the proposed Texas Certificate of Formation . . . and proposed Texas Bylaws. . . ."); at pg. 30 ("Our current [Charter] and our current Amended and Restated Bylaws . . . will no longer be in effect following completion of the Texas Redomestication.").

22. Because the Redomestication will result in the amendment, alteration, or repeal of the whole Charter, the affirmative vote of the holders of at least 66 2/3 % of the voting power of all then outstanding shares is required under Article IX of the Charter to approve the Redomestication.

23. Alternatively, the Redomestication would amend Article VII of the Charter, thereby invoking Article IX.

24. Under current Section 7.1 of the Charter:

Except as otherwise expressly provided by the terms of any series of Preferred Stock permitting the holders of such series of Preferred Stock to act by written consent, any action required or permitted to be taken by stockholders of the corporation must be effected at a duly called annual or special meeting of the stockholders and may not be effected by written consent in lieu of a meeting.

25. Under the proposed new Section 7.1:

Any action required or permitted by the TBOC² to be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by all holders of shares entitled to vote on such action.

26. In the Proxy, Tesla states that the “current Delaware Charter prohibits stockholder action by written consent.” By contrast, “Under the TBOC, shareholders are required to have the option to act by written consent in lieu of a meeting, and so the proposed Texas Charter provides that shareholders may act by unanimous written consent in lieu of a meeting.”

27. Under current Section 7.2 of the Charter:

Except as otherwise expressly provided by the terms of any series of Preferred Stock permitting the holders of such series of Preferred Stock to call a special meeting of the holders of such series, special meetings of stockholders of the corporation may be called only by the Board of Directors, the chairperson of the Board of Directors, the chief executive officer or the president (in the absence of a chief executive officer), and the ability of the stockholders to call a special meeting is hereby specifically denied.

28. Under the proposed new Section 7.2:

Except as otherwise expressly provided by the terms of any series of Preferred Stock permitting holders of such series of Preferred Stock to call a special meeting of the holders of such series, special meetings of shareholders of the Corporation may be called only by the Board of Directors, the chairperson of the Board of Directors, the chief

² In the Proxy, the Texas Business Organizations Code is defined as “TBOC”.

executive officer, (to the extent required by the TBOC) the president, or by the holders of not less than 50% (or the highest percentage ownership that may be set under the TBOC) of the Corporation's then outstanding shares of capital stock entitled to vote at such special meeting.

29. In the Proxy, Tesla states that the "current Delaware Charter provides that special stockholder meetings may be called only by the Board, the chairperson of the Board, the chief executive officer, or the president (in the absence of a chief executive officer) and may not be called by stockholders." By contrast, "The proposed Texas Charter provides that special shareholder meetings may be called by the Board of Directors, the chief executive officer, the president, or by shareholders holding 50% of the shares entitled to vote on the proposed action of such meeting."

30. Because the Redomestication will result in the amendment, alteration, or repeal of current Sections 7.1 and 7.2 of the Charter, the affirmative vote of the holders of at least 66 2/3 % of the voting power of all then outstanding shares is required under Article IX of the Charter to approve the Redomestication.

31. As to the proposed Ratification, it is null and void for at least the following reasons: (a) 8 *Del. C.* § 204 cannot ratify breaches of fiduciary duties; (b) common-law ratification is an affirmative defense providing, at most, a burden shift at trial, and it was waived by the *Tornetta* defendants; (c) a ratification of the rescinded Grant would be a gift that could only be ratified

by a unanimous stockholder vote; and (d) ratification would not extinguish Toretta's duty of loyalty claim.

32. Despite the invalidity of both the prospective Ratification and Redomestication, and that any action to validate them is void, Musk has engaged in strong-arm, coercive tactics to obtain stockholder approval for both the Redomestication Vote and the Ratification Vote. For example, Musk threatened in January 2024:

I am uncomfortable growing Tesla to be a leader in AI & robotics without having ~25% voting control. Enough to be influential, but not so much that I can't be overturned.

Unless that is the case, I would prefer to build products outside of Tesla. You don't seem to understand that Tesla is not one startup, but a dozen. Simply look at the delta between what Tesla does and GM.

As for stock ownership itself being enough motivation, Fidelity and others own similar stakes to me. Why don't they show up for work?

33. As one commentator noted, "in brazen defiance of the corporate opportunity doctrine ... Musk has been threatening to take Tesla's artificial intelligence and robotics technologies and move them out of Tesla and into a company over which he has total control (and, probably, majority ownership)."

34. On May 18, 2024, Musk responded "Yes" to the following: "If Elon gets 25% voting power, Tesla is reincorporated in Texas, and compensation package is approved, then AI & Robotics stays within Tesla and the company can march on forward to become the largest company in the world."

35. The same commentator noted, with respect to this tweet, “The obvious implication here is that if the ratification gambit fails, then Musk will take Tesla’s AI and Robotics opportunities and go elsewhere. There’s a word for this, I think. That word is *extortion*.”

36. In this vein, Musk has directed Nvidia to ship thousands of AI chips reserved for Tesla to X and xAI, delaying Tesla’s ability to build up its data center and AI infrastructure by several months.

37. The Board has not disclosed a complete or fair picture of the impact Ratification of the rescinded Grant will likely have on Tesla and its stockholders in the Proxy. Indeed, there could be radical tax implications for Tesla that will potentially wipe out Tesla’s pre-tax profits for the last two years of \$14,900,000,000.00 and \$12,500,000,000.00, respectively.

Class Action Allegations

38. Plaintiff brings this Action under Rule 23, individually and on behalf of all other holders of Tesla common stock (except Defendants and any persons, firm, trust, employee, corporation, or other entity related to or affiliated with them and their successors in interest) who are or will be threatened with injury arising from Defendants’ wrongful actions (the “Class”).

39. This action is properly maintainable as a class action.

40. The Class is so numerous that joinder of all members is impracticable.

41. There are questions of law and fact common to the Class.

42. Plaintiff is committed to prosecuting the Action and has retained competent counsel experienced in litigation of this nature. Plaintiff's claims are typical of the claims of the other members of the Class, and Plaintiff has the same interests as the other members of the Class. Plaintiff is an adequate representative of the Class.

43. The prosecution of separate actions by individual members of the Class would create the risk of inconsistent or varying adjudications with respect to individual members of the Class. Such inconsistent or varying adjudications that would establish incompatible standards of conduct for Defendants or with respect to individual members of the Class would as a practical matter be disjunctive of the interests of the other members not parties to the adjudications or substantially impair or impede their ability to protect their interests.

44. Defendants have acted, or refused to act, on grounds generally applicable to, and causing injury to, the Class.

COUNT ONE
(Declaratory Judgment – Redomestication)
(Against Tesla)

45. Plaintiff repeats and realleges the foregoing allegations.

46. Under 10 *Del. C.* § 6501, courts “have [the] power to declare rights, status and other legal relations whether or not further relief is or could be claimed.” Parties to a contract may seek declaratory relief to determine “any

question of construction or validity” and may seek a declaration of “rights, status or other legal relations thereunder.” 10 *Del. C.* § 6502.

47. Under Delaware law, corporate charters are contracts between a corporation and its stockholders.

48. Tesla’s proposed Redomestication Vote violates its Charter.

49. In the Proxy, Tesla states that the Redomestication Vote would be approved upon the “the affirmative vote of a majority of the outstanding shares of stock of Tesla entitled to vote thereon” and “the affirmative vote of a majority of the voting power of the shares of Tesla stock not owned, directly or indirectly, by Mr. Musk or Kimbal Musk, present in person or represented by proxy and entitled to vote thereon.” Tesla’s proposed Redomestication Vote violates Article IX of its Charter. Under Article IX, “Notwithstanding any other provision of this Certificate of Incorporation, and in addition to any other vote that may be required by law or the terms of any series of Preferred Stock, **the affirmative vote of the holders of at least 66 2/3 % of the voting power of all then outstanding shares** of capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class, **shall be required to amend, alter or repeal**, or adopt any provision as part of **this** Certificate of Incorporation inconsistent with the purpose and intent of Article V, Article VI, **Article VII** or this Article IX” (Emphasis added.)

50. The Redomestication of Tesla from a Delaware corporation to a Texas corporation would result in a wholesale repeal of the Charter. As such,

the affirmative vote of the holders of at least 66 2/3 % of the voting power of all then outstanding shares is required under Article IX of the Charter to approve the Redomestication.

51. Alternatively, the Redomestication of Tesla from a Delaware corporation to a Texas corporation would result in an amendment, alteration, or repeal of Article VII of the Charter.

52. Under current Section 7.1 of the Charter:

Except as otherwise expressly provided by the terms of any series of Preferred Stock permitting the holders of such series of Preferred Stock to act by written consent, any action required or permitted to be taken by stockholders of the corporation must be effected at a duly called annual or special meeting of the stockholders and may not be effected by written consent in lieu of a meeting.

53. Under the proposed new Section 7.1:

Any action required or permitted by the TBOC to be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by all holders of shares entitled to vote on such action.

54. In the Proxy, Tesla states that the “current Delaware Charter prohibits stockholder action by written consent.” By contrast, “Under the TBOC, shareholders are required to have the option to act by written consent in lieu of a meeting, and so the proposed Texas Charter provides that shareholders may act by unanimous written consent in lieu of a meeting.”

55. Under current Section 7.2 of the Charter:

Except as otherwise expressly provided by the terms of any series of Preferred Stock permitting the holders of such series of Preferred Stock to call a special meeting of the holders of such series, special meetings of stockholders of the corporation may be called only by the Board of Directors, the chairperson of the Board of Directors, the chief executive officer or the president (in the absence of a chief executive officer), and the ability of the stockholders to call a special meeting is hereby specifically denied.

56. Under the proposed new Section 7.2:

Except as otherwise expressly provided by the terms of any series of Preferred Stock permitting holders of such series of Preferred Stock to call a special meeting of the holders of such series, special meetings of shareholders of the Corporation may be called only by the Board of Directors, the chairperson of the Board of Directors, the chief executive officer, (to the extent required by the TBOC) the president, or by the holders of not less than 50% (or the highest percentage ownership that may be set under the TBOC) of the Corporation's then outstanding shares of capital stock entitled to vote at such special meeting.

57. In the Proxy, Tesla states that the "current Delaware Charter provides that special stockholder meetings may be called only by the Board, the chairperson of the Board, the chief executive officer, or the president (in the absence of a chief executive officer) and may not be called by stockholders." By contrast, "The proposed Texas Charter provides that special shareholder meetings may be called by the Board of Directors, the chief executive officer, the president, or by shareholders holding 50% of the shares entitled to vote on the proposed action of such meeting."

58. Because the Redomestication will result in the amendment, alteration, or repeal of current Sections 7.1 and 7.2 of the Charter, the affirmative vote of the holders of at least 66 2/3 % of the voting power of all then outstanding shares is required under Article IX of the Charter to approve the Redomestication.

59. The controversy is ongoing and ripe for judicial determination.

60. The parties' interests in the controversy are real and adverse.

61. The court should declare that, if the Redomestication is approved by less than 66 2/3 % of the voting power of all then outstanding shares, the Redomestication will be void.

COUNT TWO
(Declaratory Judgment – Ratification)
(Against Tesla)

62. Plaintiff repeats and realleges the foregoing allegations.

63. Under 10 *Del. C.* § 6501, courts “have [the] power to declare rights, status and other legal relations whether or not further relief is or could be claimed.” Parties to a contract may seek declaratory relief to determine “any question of construction or validity” and may seek a declaration of “rights, status or other legal relations thereunder.” 10 *Del. C.* § 6502.

64. In the Ratification Vote, the Board is asking Tesla's stockholders to ratify the rescinded Grant “under Delaware common law or statutory law, including Section 204 of the Delaware General Corporation Law.”

65. The proposed ratification is null and void for at least the following reasons: (a) 8 Del. C. § 204 cannot ratify breaches of fiduciary duties; (b) common-law ratification is an affirmative defense providing, at most, a burden shift at trial, and it was waived by the *Tornetta* defendants; (c) a ratification of the rescinded Grant would be a gift that could only be ratified by a unanimous stockholder vote; and (d) ratification would not extinguish Tornetta's duty of loyalty claim.

66. The controversy is ongoing and ripe for judicial determination.

67. The parties' interests in the controversy are real and adverse.

68. The Court should declare that the Ratification is null and void, even if approved by a majority of shares of Tesla's stockholders.

COUNT THREE
(Breach of Fiduciary Duty- Coercion)
(Against Musk)

69. Plaintiff repeats and realleges the foregoing allegations.

70. Musk, as a controlling stockholder and director, owes the Class fiduciary duties of due care, good faith, candor, disclosure, and loyalty.

71. Musk's fiduciary duties impose upon him an obligation to administer a fair, adequate, and non-coercive Ratification Vote.

72. Musk breached his fiduciary duties by coercing Tesla's stockholders to vote in favor of the Ratification Vote.

73. Musk, for example, threatened in January 2024:

I am uncomfortable growing Tesla to be a leader in AI & robotics without having ~25% voting control.

Enough to be influential, but not so much that I can't be overturned.

Unless that is the case, I would prefer to build products outside of Tesla. You don't seem to understand that Tesla is not one startup, but a dozen. Simply look at the delta between what Tesla does and GM.

As for stock ownership itself being enough motivation, Fidelity and others own similar stakes to me. Why don't they show up for work?

74. As one commentator noted, "in brazen defiance of the corporate opportunity doctrine ... Musk has been threatening to take Tesla's artificial intelligence and robotics technologies and move them out of Tesla and into a company over which he has total control (and, probably, majority ownership)."

75. On May 18, 2024, Musk responded "Yes" to the following: "If Elon gets 25% voting power, Tesla is reincorporated in Texas, and compensation package is approved, then AI & Robotics stays within Tesla and the company can march on forward to become the largest company in the world."

76. The same commentator noted, with respect to this tweet, "The obvious implication here is that if the ratification gambit fails, then Musk will take Tesla's AI and Robotics opportunities and go elsewhere. There's a word for this, I think. That word is *extortion*."

77. Musk has also directed Nvidia to ship thousands of AI chips reserved for Tesla to X and xAI, delaying Tesla's ability to build up its data center and AI infrastructure by several months.

78. Even if the Ratification could, as a legal matter, undo the Court's rescission of the Grant, and it cannot, the Ratification would be void because of Musk's coercion of the stockholder vote and breach of his fiduciary duty.

79. Plaintiff and the Class are entitled to a declaration that stockholder approval of the Ratification will be void and that Musk has breached his fiduciary duties to Plaintiff and the Class because of his coercion.

80. As a direct and proximate cause of Musk's conduct, Plaintiff and the Class have incurred, and will incur in the future, damages in an amount to be determined at trial.

COUNT FOUR
(Breach of Fiduciary Duties – Disclosure)
(Against the Director Defendants)

81. Plaintiff repeats and realleges the foregoing allegations.

82. The Director Defendants owe the Class fiduciary duties of due care, good faith, candor, disclosure and loyalty.

83. The Director Defendants' fiduciary duties imposed upon them an obligation to disclose, fully and impartially, all material information concerning the Ratification to Tesla's stockholders.

84. The Director Defendants breached their fiduciary duties by failing to disclose all material information necessary to allow stockholders to make a fully informed decision on whether to approve the Ratification and Redomestication.

85. The Proxy is materially deficient and misleading, at a minimum, as to the independence of Wilson-Thompson, the sole member of the “independent” special committee that recommended the Reincorporation and Ratification to Tesla’s stockholders. The Proxy does not, for example, describe how her Tesla compensation (i.e., realizing \$62 million from her sale of Tesla shares and holding more Tesla shares worth approximately \$135 million) compares to her non-Tesla related compensation. The Proxy is similarly silent as to Wilson-Thompson adopting a Rule 10b-5 trading plan to sell 280,000 (36%) of her Tesla shares five days before accepting her appointment to the one-person special committee and just weeks before voting to ratify the rescinded Grant. The mere description of her as “independent” is also false given the magnitude of her director compensation.

86. The Proxy also fails to describe the Ratification’s tax implications for Tesla that will potentially wipe out Tesla’s pre-tax profits for the last two years of \$14,900,000,000.00 and \$12,500,000,000.00.

87. It also continues to assert that Deholm, Ehrenpreis, and Murdoch are independent directors, despite this Court’s determination to the contrary.

88. And the Proxy fails to accurately state the voting standards necessary for the Redomestication Vote and Ratification Vote under the Charter.

89. Even if the Ratification could, as a legal matter, undo the Court's rescission of the Grant, and it cannot, Ratification would be void because of the Director Defendants' breach of their duty of disclosure.

90. Plaintiff and the Class are entitled to a declaration that stockholder approval of the Redomestication and Ratification will be void and that the Director Defendants breached their duty of disclosure to Plaintiff and the Class.

91. As a direct and proximate cause of Musk's conduct, Plaintiff and the Class have incurred, and will incur in the future, damages in an amount to be determined at trial.

Prayer for Relief

WHEREFORE, Plaintiffs respectfully request judgment and relief against Defendants as follows:

- a. a declaration that this action is properly maintainable as a class action;
- b. a declaration that the proposed Redomestication Vote is a breach of Tesla's Charter and void unless approved by 66 2/3 % of the voting power of all then outstanding shares;
- c. a declaration that the proposed Ratification is null and void;
- d. a declaration that the Redomestication and Ratification are void because of Musk's coercion as controlling stockholder and director;
- e. a declaration that Musk breached his fiduciary duties to Plaintiff

and the Class in connection with the Redomestication and Ratification;

f. a declaration that the Redomestication and Ratification are void because of the Defendant Directors' breach of fiduciary duties;

g. damages in an amount to be determined at trial;

h. an award of Plaintiff's attorneys' fees and costs; and

i. such other and further relief that is just and proper.

/s/ Thomas A. Uebler

Thomas A. Uebler (#5074)

Brian V. DeMott (#6025)

Adam J. Waskie (#6217)

Terisa A. Shoremount (#7113)

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June 6, 2024

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