COURT OF CHANCERY OF THE STATE OF DELAWARE

Todd MacLaughlan v. Ilana Einheiber, Gregory Orleski, Morris Goodman, and Joddes Limited

MacLaughlan · No. C.A. No. 2024-1126-JTL · Decided February 26, 2026

SUMMARY

The Delaware Court of Chancery addressed motions to dismiss claims arising from a dispute over alleged diversion of corporate profits, fiduciary duties, personal jurisdiction, civil conspiracy, and tortious interference. The court dismissed the claims against the controlling stockholder, affiliate, and directors without prejudice, concluding that the complaint failed to state viable claims and that personal jurisdiction was lacking for certain defendants and capacities. A declaratory judgment claim concerning the plaintiff’s entitlement to a share of profits survived, subject to filing a second amended complaint naming Profounda, Inc. as a merits defendant.

CASE DETAILS

COURT	Court of Chancery of the State of Delaware
WRITING FOR THE COURT	LASTER, V.C.
JURISDICTION	Court of Chancery of the State of Delaware
DECIDED	February 26, 2026
DOCKET	C.A. No. 2024-1126-JTL
DISPOSITION	other
PROCEDURAL POSTURE	Plaintiff brought direct and derivative fiduciary-duty claims, a declaratory-judgment claim, a civil-conspiracy claim, and a tortious-interference claim. Defendants moved to dismiss under Court of Chancery Rules 12(b)(2), 12(b)(6), and 23.1.
STANDARD OF REVIEW	On a Rule 12(b)(2) motion without an evidentiary hearing, the plaintiff must make a prima facie showing of personal jurisdiction, with reasonable inferences drawn in the plaintiff's favor; the plaintiff ultimately must prove jurisdictional facts by a preponderance of the evidence. Under Rule 12(b)(6), well-pleaded allegations are accepted as true and reasonable inferences are drawn for the plaintiff, but conclusory allegations and unreasonable inferences are disregarded. Rule 23.1 demand futility turns on whether directors face a substantial risk of liability, and the court may analyze the underlying claim when

	that risk is dispositive. The business judgment rule presumptively applies to director decisions unless rebutted.
PRECEDENTIAL VALUE	published
PARTIES	Todd MacLaughlan v. Ilana Einheiber, Gregory Orleski, Morris Goodman, Joddes Limited

TOPICS

corporate law · fiduciary duty · personal jurisdiction · motions to dismiss · dissolution

PRACTICE AREAS

corporate law · civil procedure · commercial litigation · torts

QUESTIONS PRESENTED

1. Whether the court could exercise personal jurisdiction over Joddes Limited under Delaware's conspiracy theory of jurisdiction.
2. Whether the court could exercise personal jurisdiction over Morris Goodman in his non-director capacities through Delaware's director-consent statute and ancillary jurisdiction.
3. Whether the complaint stated direct or derivative claims for breach of fiduciary duty against Goodman, Orleski, and Einheiber based on asserting or investigating the diversion claim.
4. Whether the directors breached fiduciary duties by failing to comply with a stockholder resolution concerning dissolution.
5. Whether the civil-conspiracy and tortious-interference claims were viable and within the court's jurisdiction.
6. Whether the declaratory-judgment claim concerning MacLaughlan's alleged 30% profit interest was ripe and brought against proper parties.

HOLDINGS

1. The court lacked personal jurisdiction over Joddes because the complaint identified no substantial Delaware-directed act or effect in furtherance of the alleged conspiracy and therefore failed the third element of Delaware's conspiracy-jurisdiction test.
2. The director-consent statute did not support personal jurisdiction over Goodman for claims against him as a controlling stockholder, conspirator, or tortious interferer because the complaint failed to state a viable claim against him as a director.
3. The complaint failed to state direct or derivative fiduciary-duty claims against Goodman, Orleski, and Einheiber based on asserting or investigating the diversion claim.
4. The derivative fiduciary-duty claims failed because the complaint did not plead a viable underlying claim establishing that the directors faced a substantial risk of liability.

5. The complaint failed to state a fiduciary-duty claim based on the directors' failure to comply with the stockholder dissolution resolution because it did not allege that any statutory prerequisite for mandatory dissolution had occurred.
6. The declaratory-judgment claim was ripe and stated a claim against Profounda, Inc., which was the proper merits defendant because it had an interest in contesting whether MacLaughlan owned the 30% profit right.

KEY QUOTATIONS

> *"Under Delaware law, the exercise of personal jurisdiction has two requirements. First, the plaintiff must identify a valid method of serving process on the defendant. Second, the exercise of personal jurisdiction through the service of process must rest on sufficient minimum contacts between the defendant and Delaware that it "does not offend traditional notions of fair play and substantial justice.""* (18)

> *"Directors can consider those other capacities if the directors subjectively believe doing so will enhance the value of the firm for its residual claimants, but those other capacities are not independently part of the fiduciary calculus."* (40)

> *"Delaware has three tiers of review for evaluating director decision-making: the business judgment rule, enhanced scrutiny, and entire fairness."* (41)

> *"To issue a declaratory judgment, there must be an actual controversy meeting the following prerequisites:"* (58-59)

FACTUAL BACKGROUND

Todd MacLaughlan founded Profounda, Inc., a Delaware corporation developing Genarest, and obtained financing from Joddes Limited, an affiliate controlled by Morris Goodman. Profounda later licensed and launched an orphan drug, and MacLaughlan claimed a personal right to 30% of the resulting profits under an oral agreement, while Goodman and the Company contended that the profits belonged to the Company. After the parties disputed funding, redemption, dissolution, and renewal of the drug agreement, Joddes replaced its board designees with Gregory Orleski and Ilana Einheiber, who investigated the alleged diversion of profits. MacLaughlan sued after the directors declined to dissolve the Company and continued investigating the diversion claim.

PROCEDURAL HISTORY

MacLaughlan filed the action on October 31, 2024, after a dispute concerning his claimed right to 30% of profits from the Orphan Drug and the directors' investigation of the Company's claim that those profits were a corporate asset. Parent and Morris challenged personal jurisdiction, and the directors challenged the fiduciary-duty claims and derivative demand-futility allegations. The court dismissed all claims except the declaratory-judgment claim concerning the Oral Profits Agreement and directed MacLaughlan to file a second amended complaint naming Profounda, Inc. as a merits defendant.

DISPOSITION

other

REMAND INSTRUCTIONS

No remand. MacLaughlan must file a second amended complaint within thirty days naming Profounda, Inc. as a merits defendant. The action proceeds only on Count II against the Company.

CASES CITED

- Branson v. Exide Electronics Corp., 625 A.2d 267, 268-69 (Del. 1993)
- Matthew v. Fläkt Woods Group SA, 56 A.3d 1023, 1027 (Del. 2012)
- Istituto Bancario Italiano SpA v. Hunter Engineering Co., Inc., 449 A.2d 210, 222, 225 (Del. 1982)
- Crescent/Mach I Partners, L.P. v. Turner, 846 A.2d 963, 974, 977-78 (Del. Ch. 2000)
- Harris v. Harris, 289 A.3d 277, 296-98 (Del. Ch. 2023)
- United Food & Commercial Workers Union & Participating Food Industry Employees Tri-State Pension Fund v. Zuckerberg, 262 A.3d 1034, 1048, 1058-59 (Del. 2021)
- Aronson v. Lewis, 473 A.2d 805, 811-16 (Del. 1984)
- Rales v. Blasband, 634 A.2d 927, 934-36 (Del. 1993)
- Brehm v. Eisner, 746 A.2d 244, 253-64 (Del. 2000)
- Nemec v. Shrader, 991 A.2d 1120, 1129 (Del. 2010)
- Riblet Products Corp. v. Nagy, 683 A.2d 37, 40 (Del. 1996)
- Stone v. Ritter, 911 A.2d 362, 369-70 (Del. 2006)
- In re Walt Disney Co. Derivative Litigation, 906 A.2d 27, 52-67 (Del. 2006)
- Cede & Co. v. Technicolor, Inc., 634 A.2d 345, 361 (Del. 1993), modified on other grounds, 636 A.2d 956 (Del. 1994)
- Reis v. Hazelett Strip-Casting Corp., 28 A.3d 442, 457 (Del. Ch. 2011)
- In re Dollar Thrifty Shareholder Litigation, 14 A.3d 573, 598 (Del. Ch. 2010)
- Gannett Co. v. Board of Managers of the Delaware Criminal Justice Information System, 840 A.2d 1232, 1237 (Del. 2003)
- Nagy v. Bistricer, 770 A.2d 43, 48 n.2, 58 (Del. Ch. 2000)
- Pogostin v. Rice, 480 A.2d 619, 624 (Del. 1984)
- Guth v. Loft, Inc., 5 A.2d 503, 510 (Del. 1939)
- Malone v. Brincat, 722 A.2d 5, 10 (Del. 1998)
- McRitchie v. Zuckerberg, 315 A.3d 518, 539, 548-51 (Del. Ch. 2024)
- Weinberger v. UOP, Inc., 457 A.2d 701, 710-11 (Del. 1983)
- Hercules Inc. v. Leu Trust & Banking (Bahamas) Ltd., 611 A.2d 476, 481-82 (Del. 1992)
- Fitzgerald v. Chandler, 1999 WL 1022065, at *4 (Del. Ch. Oct. 14, 1999)
- Beard Research, Inc. v. Kates, 8 A.3d 573, 601 (Del. Ch.), aff'd sub nom. ASDI, Inc. v. Beard Research, Inc., 11 A.3d 749 (Del. 2010)

- Central Mortgage Co. v. Morgan Stanley Mortgage Capital Holdings LLC, 27 A.3d 531, 535 (Del. 2011)
- Hanna v. Paradise, 2025 WL 1836642, at *8 (Del. Ch. July 3, 2025)
- Arxada Holdings NA Inc. v. Harvey, 2026 WL 220511, at *12-13 (Del. Ch. Jan. 28, 2026)
