



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

FRITZ R. KUNDRUN,	)	
	)	
Plaintiff,	)	
	)	
v.	)	C.A. No. 2025-0570-LM
	)	
AMCI GROUP, LLC,	)	
	)	
Defendant,	)	

**ORDER ON EXCEPTIONS TO MAGISTRATE'S FINAL REPORT ON  
MOTION TO DISQUALIFY COUNSEL**

For the reasons stated in the court's October 22, 2025, bench ruling on Plaintiff's Exceptions to the Magistrate's Final Report on Plaintiff's Motion to Disqualify Defendant's Counsel and for Appointment of a Limited Receiver (the "Motion"), the Motion is GRANTED IN PART and DENIED IN PART.

1. The Motion is DENIED as to the request by plaintiff Fritz R. Kundrun to disqualify counsel to defendant AMCI Group, LLC (the "Company").

2. The Motion is DENIED as to Kundrun's request for a receiver.

3. The Motion is GRANTED as to Kundrun's request for an order requiring Company counsel remain neutral in this action as between Kundrun and Hans Mende.

a. Under the Company's governing agreement (the "LLC Agreement"), the board of directors (the "Board") exercises authority over the business and affairs of the Company as its sole manager.

b. Mende is the Executive Chairman, an officer position. Under the LLC Agreement, the Executive Chairman has authority over the day-to-day operations of the business of the Company (including its series). The LLC Agreement empowers the Executive Chairman to exercise the full powers of the Board within that scope of authority; he is not limited solely to the powers he would possess as an executive officer. Outside the day-to-day operations of the business, he cannot exercise the full powers of the Board. He also cannot act on other matters where the operating agreement specifically requires action by the Board.

c. This litigation involves requests for information by Kundrun. He and Mende are the two directors comprising the Board. They are also the Company's two equal members. Although some types of books and records actions fall within an entity's day-to-day operations, an action by one of two directors who is also a 50% member does not.

d. Because this litigation falls outside the Company's day-to-day operations, Mende lacks authority as Executive Chairman to address it. Company counsel therefore cannot take instructions from Mende or officers who report to Mende.

e. The Board can give direction to Company counsel, which currently requires joint action by both Kundrun and Mende.

f. The Board is the sole manager and deadlocked on governance issues that include whether and to what extent Kundrun can obtain information in

his capacity as a director. The Board is also deadlocked as to whether the Board as sole manager will seek the information.

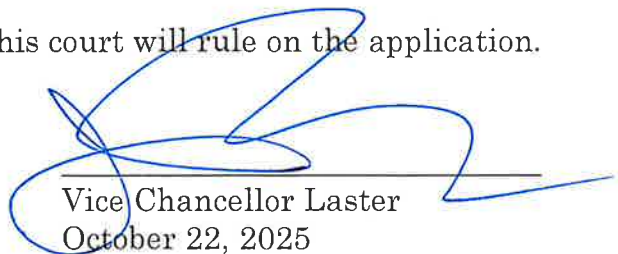
g. Because the Board is deadlocked, Company counsel cannot take direction from the Board on those matters. Company counsel also cannot side with one faction or the other. *See In re Aerojet Rocketdyne Holdings, Inc.*, 2022 WL 552653, at \* 4 (Del. Ch. Feb. 23, 2022).

h. Company counsel must carry out any orders from the court. Company counsel must comply with discovery requests relating to matters such as what documents or information exists or the burden associated with providing it. Company counsel must provide neutral, complete, and accurate responses to those requests.

i. Otherwise, Company counsel must remain neutral in this action. Company counsel cannot take a position adverse to either Kundrun or Mende.

4. Although styled as a dispute involving Kundrun and the Company, this dispute is actually between Kundrun and Mende. Mende and his personal counsel accordingly have leave to intervene in this action for purposes of defending the proceeding. *See Engstrum v. Paul Engstrum Assocs., Inc.*, 124 A.2d 722, 723–24 (Del. Ch. 1956) (Seitz, C.).

5. This action is returned to the Magistrate for further proceedings. But if either party seeks interlocutory appeal, this court will rule on the application.



Vice Chancellor Laster  
October 22, 2025