



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

KZ CAPITAL GENERAL TRADING,
LLC, SEPTARIA FAMILY TRUST,
SEPTARIA VENTURES, LLC,
VORONA INVESTMENTS, LLC
AND DARIUS K CONSULTING,
INC.

Plaintiffs,

v.

JSH PARTNERS, LLC,

Defendant.

C.A. No. _____

VERIFIED COMPLAINT FOR INSPECTION OF BOOKS AND RECORDS

Plaintiffs KZ Capital General Trading, LLC (“KZ Capital”), Septaria Family Trust (“Septaria Trust”), Septaria Ventures, LLC (“Septaria Ventures”), Vorona Investments, LLC (“Vorona”) and Darius K Consulting, Inc. (“Darius K”) (collectively, “Plaintiffs”), by and their undersigned counsel, submit this Verified Complaint against Defendant JSH Partners, LLC (“JSH” or the “Company”) for inspection of books and records under Section 2.5 of the Amended and Restated LLC Agreement of the Company (the “Operating Agreement”)¹ and 6 *Del. C.* § 18-

¹ A copy of the Operating Agreement is attached as **Exhibit A**.

305 (“Section 18-305”), and alleges upon personal knowledge as to their own acts and upon information and belief as to all other matters.

NATURE OF THE ACTION

1. Plaintiffs bring this action under Section 2.5 of the Operating Agreement and Section 18-305 to enforce their rights to inspect JSH’s books and records.

2. Plaintiffs hold membership units in JSH.

3. Plaintiffs served a sworn books and records demand on JSH (the “Books and Records Demand”).²

4. The purposes of the Books and Records Demand are (i) to value their interests in JSH and (ii) to evaluate the status of JSH’s business and financial condition.

5. Plaintiffs made their Books and Records Demand on July 10, 2026.

6. Over a month has elapsed since Plaintiffs made their Books and Records Demand on JSH. JSH failed to respond to the Books and Records Demand or produce books and records.

7. Given JSH’s lack of responsiveness, Plaintiffs seek to enforce their rights pursuant to Section 2.5 of the Operating Agreement and Section 18-305.

² A copy of the Demand is attached as **Exhibit B**

Plaintiffs hope to ascertain the value of their interests in JSH and to assess the status of the JSH's business and financial condition.

PARTIES

8. KZ Capital is a member of JSH holding 142,613 Class D Prime Units, 170,939 Class C Prime Units, 454,174 Class C-2 Prime Units, and 98,746 Common Units in the Company

9. Septaria Trust is a member of JSH holding 20,130 Class D Prime Units and 27,613 Class C Prime Units in the Company.

10. Septaria Ventures is a member of JSH holding 241,698 Class C-3 Prime Units, 96,816 Class D Prime Units, 2,000,004 Class C-2 Prime Units, 289,520 Common Units, and 148,857 VW Units in the Company.

11. Vorona is a member of JSH holding 219,545 Class C-3 Prime Units, 87,942 Class D Prime Units, 65,746 Class C Prime Units, and 135,213 Units in the Company.

12. Darius K is a member of JSH Partners holding 92,208 Class C-3 Prime Units, 16,805 Class D Prime Units, and 56,789 VW Units.

13. Defendant JSH is a Delaware limited liability company with its principal place of business at 233 Wilshire Boulevard, Suite 800, Santa Monica, California 90401.

14. Blue Maverick Holdings, LP ("Blue Maverick") is JSH's manager.

15. JSH was formed in connection with Vista Global Holding Limited's 2019 acquisition of JetSmarter and received Vista-related consideration on behalf of former JetSmarter equity holders. JSH has since held and administered interests tied to Vista, including Vista-related equity and cash consideration. Plaintiffs' JSH interests therefore represent their continuing economic participation in consideration arising from the JetSmarter-Vista transaction

JURISDICTION

16. This Court has subject matter jurisdiction over this action pursuant to Section 18-305(f), which vests this Court with exclusive jurisdiction over disputes related to demands for inspection of books and records of Delaware limited liability companies.³

17. This Court also has jurisdiction pursuant to 10 *Del. C.* § 341, which vests this Court with jurisdiction "to hear and determine all matters and causes in equity."

18. This Court has personal jurisdiction over JSH because it is a Delaware limited liability company.

³ See 6 *Del. C.* § 18-305(f) ("Any action to enforce any right arising under [Section 18-305] shall be brought in [this Court]. If the limited liability company refuses to permit a member, or attorney or other agent acting for the member, to obtain ... the information described in subsection (a) ... or does not reply to the demand ... within 5 business days ... the demanding member ... may apply to [this Court] for an order to compel such disclosure. [This Court] is hereby vested with exclusive jurisdiction to determine whether or not the person seeking such information is entitled to the information sought.").

19. Under the Operating Agreement, JSH agreed that the “courts located within the State of Delaware shall have exclusive jurisdiction over any and all disputes between the parties [thereto], whether in law or equity, relating to this agreement” and “to submit to the exclusive jurisdiction of such courts.”⁴

FACTUAL ALLEGATIONS

20. Plaintiffs hold membership units of JSH.

21. Since becoming members of JSH, Plaintiffs have not received information regarding the financial condition, governance, and ownership of JSH to allow them to value their interests or evaluate JSH’s business and financial condition.

22. To value their interests in JSH and evaluate the status of JSH’s business and financial condition, Plaintiffs sent a proper Books and Records Demand to JSH.

I. Plaintiffs’ Information Rights under the Operating Agreement.

23. Section 2.5 of the Operating Agreement references the Delaware Limited Liability Company Act (the “Act”) to define the scope of its members’ information rights.

The Company will provide to each Member only the minimum information related to the Company as is required by the Act to be provided to members and as is reasonably requested by such Member.⁵

⁴ Ex. A, §13.11.

⁵ *Id.*, § 2.5.

24. Section 18-305 entitles a member of limited liability company “to obtain ... upon reasonable demand for any purpose reasonably related to the member’s interest as a member” information regarding the limited liability company’s business and affairs, including financial and governance records.⁶

II. Plaintiffs’ Books and Records Demand.

25. On July 10, 2026, Plaintiffs served their Books and Records Demand on JSH and its registered agent.⁷

26. Through the Books and Records Demand, Plaintiffs sought to value their interest in JSH and to evaluate the status of JSH’s business and financial condition—both of which reasonably relate to Plaintiffs’ interests as members of JSH.⁸

27. The Books and Records Demand requested seventeen (17) categories of books and records,⁹ all of which are necessary and essential to Plaintiffs’ proper purposes.

28. Plaintiffs tailored their Books and Records Demand to limit the burden on JSH. Specifically, Plaintiffs sought (i) information regarding the status of the business and financial condition of JSH; (ii) annual financial statements for 2021-

⁶ 6 *Del. C.* § 18-305(a).

⁷ *See* Ex. B.

⁸ *Id.*, p. 3.

⁹ *See id.*, pp. 4-5.

2025; (iii) the most recent year-to-date financial statements; (iv) federal tax returns for 2023-2025; (v) schedule of outstanding debt; (vi) records for capital contributions and distributions for the past three years; (vi) resolutions approving material transactions, financing, asset sales, or changes in compensation; and (viii) All current contracts materially affecting the Company's revenues, operations, liquidity, or ownership.¹⁰

29. Plaintiffs also sought (i) a list of current members; (ii) a list of current managers and officers; (iii) statements of members' equity; (iv) formation and governance documents; (v) written consents and meeting minutes; and documents reflecting changes in ownership or management over the prior three (3) years.¹¹

30. Nearly two (2) months have passed since the Books and Records Demand was made.

31. In that time, JSH never produced any books and records in response to Plaintiffs' Books and Records Demand. In fact, JSH simply never responded.

COUNT I
**(Inspection of Books and Records under 6 *Del. C.* § 18-305
and the Operating Agreement)**

32. Plaintiffs repeat and reallege each of the foregoing paragraphs as though fully set forth herein.

¹⁰ See *id.*, pp. 4-5 (Nos. 1, 2, 3, 4, 5, 6, 7, 12, 16, and 17).

¹¹ See *id.*, pp. 4-5 (Nos. 8, 9, 10, 11, 13, 14, and 15).

- 33.** Plaintiffs are members of JSH.
- 34.** Under Section 2.5 of the Operating Agreement and Section 18-305, Plaintiffs made a demand on JSH for books and records on July 10, 2026.
- 35.** JSH was obligated to respond no later than July 17, 2026, but JSH never produced any of the demanded books and records.
- 36.** Plaintiffs' Books and Records Demand complied with the form and manner requirements of Section 18-305, as well as the Operating Agreement.
- 37.** The Books and Records Demand was made under oath and in writing by Plaintiffs.
- 38.** Plaintiffs' Books and Records Demand seeks a focused set of documents sufficient to achieve their purposes in making the demand, and it states multiple proper purposes for requesting the books and records of JSH.
- 39.** All Plaintiffs' purposes are reasonably related to their interests as members of JSH.
- 40.** By failing to respond and produce the demanded books and records, JSH has not complied with its obligations under the Operating Agreement or Section 18-305.
- 41.** Plaintiffs are entitled to inspect and copy the demanded books and records.
- 42.** Plaintiffs have no adequate remedy at law.

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs respectfully request that this Court enter an Order:

- A.** Entering judgment in favor of Plaintiffs and against JSH;
- B.** Declaring that the Books and Records Demand complied with the requirements of Section 18-305 and the Operating Agreement;
- C.** Summarily ordering JSH to produce the books and records sought in the Books and Records Demand for inspection and copying;
- D.** Awarding to Plaintiffs the costs and expenses incurred in connection with this action, including reasonable attorneys' fees, costs, and expenses; and
- E.** Awarding such other and further relief as the Court deems just and proper.

Date: September 10, 2026

OFFIT KURMAN, P.A.

/s/ Christopher M Coggins

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