In the Supreme Court of Ohio

MICHAEL MEHWALD,	:	Case No. 2024-0097
	:	
Plaintiff-Appellant,	:	On Appeal from the
	:	Cuyahoga County Court of Appeals
v.	:	Eighth Appellate District
	:	
ATLANTIC TOOL & DIE CO., et. al.,	:	Court of Appeals App. Nos.
	:	CA-22-111692
Defendants-Appellees.	:	CA-22-111901
	:	CA-22-111904
	:	

MEMORANDUM IN RESPONSE TO JURISDICTION BY APPELLEES WALTER HAVERFIELD LLP, MARK S. FUSCO, ESQ., SARA RAVAS COOPER, ESQ., AND KIRK W. ROESSLER, ESQ.

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I. THIS IS NOT A CASE OF PUBLIC OR GREAT GENERAL INTEREST

Appellant Michael Mehwald ("Michael") presents four Propositions of Law in his Memorandum in Support of Jurisdiction. Only the first, regarding privilege, is relevant to the Walter Haverfield Defendants/Appellees and their underlying privilege appeal CA-22-111904. The remaining Propositions of Law are being addressed by Defendant/Appellee Atlantic Tool & Die Co. ("ATD") in its separate Memorandum in Response.

The Supreme Court of Ohio exercises its discretionary review only with regard to "cases of public or great general interest," or cases involving "a substantial constitutional question." Article IV, Section 2(B)(2) of the Ohio Constitution; S.Ct.Prac.R. 7.02(C)(2). Appeals presenting such serious and unresolved legal issues must be distinguished from those cases in which the controlling law is well established and the outcome is important only to the parties. Because this case falls squarely in the latter category, jurisdiction should be declined.

This appeal presents nothing new or novel. There is no unsettled principle of law in controversy, and no new rule of law was pronounced by the appellate court below. To the contrary, this Court and the General Assembly have addressed and settled the dispositive points of law at issue relative to privilege, which were correctly applied by the lower reviewing court, and there is no reason or justification to revisit them yet again.

The Eighth District applied settled precedent in declining to extend the attorney-client privilege to minority shareholders in close corporations. There is no inter- or intra-district confusion or conflict. The cases upon which Appellant Michael Mehwald ("Michael") relies have been statutorily abrogated (*Arpadi v. First MSP Corp.*, 68 Ohio St.3d 453 (1994)) or are silent regarding privilege (*Crosby v. Beam,* 47 Ohio St.3d 105,

548 N.E.2d 217 (1989)). While Michael contends that the Eighth District's decision undermines minority shareholder rights, in truth the lower reviewing court applied long-standing precedent and controlling statutes to confirm that an attorney performing services for a corporation is not in privity with the shareholders of that corporation and likewise, the corporation's attorney-client privilege does not extend to minority shareholders. Were the law otherwise such that corporate attorneys are deemed to owe duties to and are in privity with each minority shareholder, competing interests would make it impossible to diligently represent the corporate client with undivided loyalty.

With this principle in mind, this Court has consistently applied the doctrine of strict privity to claims against attorneys. This Court has repeatedly explained the rationale for Ohio's strict privity rule. First and foremost, "the rule is used to protect the attorney's duty of loyalty and the attorney's effective advocacy for the client [and] ensures that attorneys may represent their clients without the threat of suit from third parties who may compromise that representation." *Shoemaker v. Gindlesberger*, 118 Ohio St.3d 226, 2008-Ohio-2012, 887 N.E.2d 1167, ¶ 14. And the General Assembly expressly enacted R.C. 1701.921 in 2006 (after *Arpadi* was decided) to remove all doubt that a corporate attorney owes no duties to, and is not in privity with, shareholders or officers of the corporation.

Appellant's First Proposition of Law concerns an inter-family business dispute—not a matter of great general interest. This is a rather straightforward wrongful termination lawsuit brought by Michael against his father, stepmother, former employer, and its corporate counsel. Michael's separate status as a minority shareholder does not give him wholesale access to the employer's confidential legal files, especially in matters in which his interests are directly adverse to the corporation. Were the law otherwise, no

corporation could hire legal counsel in employment matters where the employee also happened to be a minority shareholder because then that shareholder would be entitled to the employer's confidential attorney-client communications and legal files. This case, and the specific facts presented herein, do not warrant reconsideration of Ohio's well-settled strict privity and privilege rules.

In sum, there is nothing of public or great general interest about the Eighth District's decision. This action presents only the routine application of settled law, and this Court's role is "not to serve as an additional court of appeals on review." *State v. Bartum*, 121 Ohio St.3d 148, 2009-Ohio-355, 902 N.E.2d 961, ¶ 31 (O'Donnell, J., dissenting). This case presents the routine reversal of a trial court's decision to protect confidential attorney-client communications between a corporation and its corporate counsel. Accordingly, this Court should decline jurisdiction.

II. STATEMENT OF THE CASE AND FACTS

The battle between Michael and his father, Frank Mehwald ("Frank"), began a decade ago. This case is just one in a litany of legal actions involving Michael and Frank which arise from Michael's attempt to seize control of the family business. ATD, a closely held corporation, is a major supplier of parts for Honda vehicles built in the United States, with approximately 900 employees and annual sales in excess of $100 million. Frank's father founded the company in 1937, and Frank has worked for ATD since 1960. Michael joined the company in 1986 and served as its Executive Vice President from 1995 until 2019, when he was terminated by a unanimous vote of ATD's Board of Directors. Michael is also a 7% minority shareholder in ATD. Frank is the majority shareholder.

A. Underlying Facts.

The catalyst for the numerous legal actions between Frank and Michael, including the case *sub judice*, was Michael's desire to assume Frank's role as ATD's President and majority shareholder. After Michael's attempt to wrest majority control of ATD from Frank failed, Michael sued Frank and, in response to Michael's aggressive legal tactics, Frank and Michael's stepmother Mary Mehwald ("Mary") sued Michael and others for intentional infliction of emotional distress, defamation, civil conspiracy, and breach of fiduciary duties by corporate waste.

Defendants/Appellees Walter Haverfield LLP and attorneys Mark Fusco, Sara Ravas Cooper, and Kirk Roessler (collectively "Walter Haverfield") represented Frank, Mary, and later ATD in the civil litigation and separate corporate matters, including with respect to ATD's decision to terminate Michael's employment in 2019. No Walter Haverfield attorney has ever represented Michael. Michael has at all times been adverse to Walter Haverfield relative to the representation of Frank, Mary, and/or ATD; indeed Walter Haverfield has at all relevant times been Michael's opposing counsel.

Michael filed this wrongful termination case against Frank, Mary, ATD, and Walter Haverfield shortly after ATD's Board of Directors unanimously voted to terminate his employment. Michael generally alleges that Walter Haverfield conspired with ATD, Frank, and Mary to oust him from the company.

B. The Discovery Dispute.

After Michael filed the instant litigation he propounded discovery requests to Walter Haverfield which sought (among other things) vast categories of privileged documents including: (1) all documents referring to, regarding, or related to Walter Haverfield's representation of Frank, Mary, and ATD; (2) Walter Haverfield's "entire and

unredacted client file(s) for all work performed" on behalf of ATD, Frank, and Mary for the past ten years; (3) all of Walter Haverfield's billing records, documents, and communications related to any legal work its attorneys have performed on behalf of Frank (individually), Mary (individually), and/or ATD; and (4) Walter Haverfield's entire legal files from other litigation matters in which Walter Haverfield is Michael's opposing counsel.

Walter Haverfield objected to the production of these materials on the basis of attorney-client and work-product privileges. After an *in-camera* inspection, the trial court ordered all attorney-client communications between ATD and Walter Haverfield, as its corporate counsel, to be produced, reasoning "[t]his Court finds that because Michael was in privity with ATD, the attorney-client relationship extends to him as a minority shareholder and he is entitled to any communications, records, or files of ATD from Walter Haverfield as if he were ATD." The trial court determined that Michael was not in privity with Frank or Mary with respect to their personal representation by Walter Haverfield, and not entitled to their privileged files, although Michael implies the opposite in his Memorandum in Support of Jurisdiction.

The trial court's order was premised on the erroneous determination that Michael, simply by virtue of being an ATD minority shareholder, is in privity with ATD and is thus entitled to ATD's privileged legal files, without limitation. Walter Haverfield timely appealed the trial court's August 25, 2022 Journal Entry ordering the production of materials protected by the attorney-client privilege, which was designated as Appeal No.

111904.[1] The Eighth District issued its Journal Entry and Decision on August 10, 2023, vacating and remanding the trial court's privilege ruling.

The Eighth District carefully distinguished privilege and privity, noting that "the legal standard establishing a third party's right to sue an attorney [i.e. privity] does not entitle that third party to privileged materials by way of 'a substitute for the traditional attorney-client relationship.'" After considering a number several cases addressing this issue, the Court of Appeals concluded:

> Ohio courts have declined to extend the attorney-client relationship to minority shareholders in close corporations and we also decline to do so. *See Fornshell v. Roetzel & Andress, L.P A.*, 8th Dist. Cuyahoga Nos. 92132 and 92161, 2009-Ohio-2728, ¶ 54 (finding the *Arpadi* rule was not applied to corporations and was abrogated by statutory changes); *LeRoy* at 130 (declining to address whether the court of appeals erroneously used *Crosby*'s discussion of close corporations to extend *Arpadi*'s holding regarding fiduciary duties in limited partnerships to also cover close corporations); *Thompson v. Karr*, 6th Cir. No. 98-3544, 1999 U.S. App. LEXIS 16846, 25-26 (July 15, 1999) (noting that, in the underlying matter, the Northern District of Ohio declined to extend the rule of *Arpadi* to the attorney-client relationship in close corporations and finding "it is the place of Ohio courts, if not the Ohio legislature * * * to extend the fiduciary and professional duties of attorneys of close corporations to the corporation's minority shareholders").
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> ***
>
> Accordingly, we find that the trial court erred by extending the attorney-client relationship to [Michael] on the basis of privity, entitling him to any and all communications, records, or files, privileged or otherwise, between WH and ATD.

(Aug. 10, 2023 Journal Entry, ¶ 39).

[1] Walter Haverfield's appeal was consolidated with ATD's separate appeals concerning the appointment of a receiver and privilege with a non-testifying expert retained by ATD to preserve former employees' computers. Issues related to those appeals are raised in Michael's Second, Third, and Fourth Proposition of Law and will be addressed separately in ATD's Memorandum in Response to Jurisdiction.

It cannot be overstated that while Michael is a 7% minority shareholder in ATD, he is also ATD's adversary and opposing litigant in this and other lawsuits – past and present. Granting Michael unfettered access to ATD's confidential communications with its corporate attorneys not only contravenes well-settled Ohio law, it defies plain logic. If the law were otherwise, no corporation could ever confidentially communicate with its legal counsel, even in matters directly adverse to an employee who happens to also be a minority shareholder. This cannot be the law and the Eighth District Court of Appeals held otherwise. Further review is neither necessary nor warranted.

III. ARGUMENT IN OPPOSITION TO APPELLANT'S FIRST PROPOSITION OF LAW

> **Proposition of Law No. I**: Michael, as a minority shareholder of a closely held corporation, is in privity with ATD, Frank Mehwald and Mary Mehwald.[2] Therefore, all communications between them and corporate counsel are discoverable and not privileged.
>
> **Response to Proposition of Law No. I**: A minority shareholder of a close corporation is not in privity with the corporation or its legal counsel and cannot invade the corporation's attorney-client privilege.

There is nothing novel about the Eighth District's decision confirming Ohio's longstanding strict privity and privilege rules. Nor does Michael point to intra- or inter-district conflicts on these issues. Michael simply concludes that he is in privity with Frank, Mary, and ATD by virtue of his minority shareholder interest in ATD and he is therefore

[2] The trial court actually concluded that "Michael does not share in the privity with Frank and Mary with respect to their personal representation by Walter Haverfield, and he thus is not entitled to any records relating to Frank or Mary's personal legal advice." (Aug. 25, 2022 Journal Entry). Michael did not challenge the trial court's ruling in a cross-appeal or otherwise raise this issue in the court below. "[I]t is well settled that '[a] party who fails to raise an argument in the court below waives his or her right to raise it here.' *Niskanen v. Giant Eagle, Inc.*, 122 Ohio St.3d 486, 2009-Ohio-3626, 912 N.E.2d 595, ¶ 34.

entitled to all of ATD's privileged legal files. But this position intentionally conflates distinct legal concepts of privity and privilege and disregards well settled Ohio law.

A. Privity and Privilege are Distinct Legal Concepts.

Privity and privilege are separate legal concepts and apply in distinct circumstances. Privity is an exception to the general rule that a third party lacks standing to sue an attorney with whom he or she did not have a direct relationship. *Shoemaker v. Gindlesberger*, 118 Ohio St.3d 226, 2008-Ohio-2012, 887 N.E.2d 1167, ¶ 14. It is one of several limited exceptions to an attorney's qualified immunity from third-party claims. *Scholler v. Scholler*, 10 Ohio St.3d 98, 103, 462 N.E.2d 158, 163 (1984) Privity does not "create" an attorney-client relationship with a third party.

Privilege, on the other hand, "is one of the oldest recognized privileges for confidential communications." *Squire, Sanders & Dempsey, L.L.P. v. Givaudan Flavors Corp.*, 127 Ohio St.3d 161, 2010-Ohio-4469, 937 N.E.2d 533, ¶ 16. "'Its purpose is to encourage full and frank communication between attorneys and their clients and thereby promote broader public interests in the observance of law and administration of justice.'" *Id.* The attorney-client privilege "offers full protection from discovery." *Burnham v. Cleveland Clinic*, 151 Ohio St.3d 356, 2016-Ohio-8000, 89 N.E.3d 536, ¶ 17. In the corporate context, R.C. 2317.021 extends the attorney-client privilege to partnerships and corporations as clients, and in cases where a corporation is the client, the attorney-client privilege belongs to the company. *Stuffleben v. Cowden*, 8th Dist. Cuyahoga No. 82537, 2003-Ohio-6334, ¶ 34; *Shaffer v. OhioHealth Corp.*, 10th Dist. Franklin No. 03AP-102, 2004-Ohio-63, ¶ 10.

The Eighth District correctly distinguished these legal principles, noting that the trial court "erroneously conflated privity with privilege" and confirming that "the legal

standard establishing a third party's right to sue an attorney does not entitle that third party to privileged materials by way of "a substitute for the traditional attorney-client relationship." (Aug. 10, 2023 Journal Entry, ¶ 35-36). The Eighth District considered black letter law in holding that ATD's attorney-client privilege does not extend to Michael simply because he is a minority shareholder in the close corporation. (*Id.* ¶ 40, citing *Stuffleben*, at ¶ 26 (shareholder not entitled to corporation's privileged materials, especially when shareholder's interests adverse to the close corporation).

B. Michael is not in Privity with ATD.

1. Michael's Interests are Directly Adverse to ATD.

Even if privity applied here, Michael is not in privity with ATD or its legal counsel. This Court has held that "attorneys in Ohio are not liable to a third party for the good-faith representation of a client, unless the third party is in privity with the client for whom the legal services were performed." *Shoemaker v. Gindlesberger,* 118 Ohio St. 3d 226, 2008-Ohio-2012, 887 N.E.2d 1167 (2008). Public policy justifies adherence to this strict privity rule because: (1) the rule ensures that attorneys may represent their clients without threat of suit from third parties, (2) without the rule, an attorney could have conflicting duties and divided loyalties, and (3) there would be unlimited potential liability for the lawyer. *Id.* at ¶ 14-15. If the rule were otherwise, an attorney's preoccupation or concern with potential third party claims might diminish the quality of legal services provided to the client or require the attorney to weigh the client's interests against the possibility of third-party lawsuits (like the one filed by Michael). *Id.; Nat'l Sav. Bank v. Ward,* 100 U.S. 195, 203, 25 L.Ed. 621 (1879) (cited with approval in *Shoemaker)* (without privity of contract, "absurd consequences to which no limit can be seen" will ensue).

In evaluating privity, courts must determine whether the parties' interests are the

same, such that representing the client is equivalent to representing the party alleging privity with the client. *Swiss Reinsurance Am. Corp., Inc. v. Roetzel* & *Andress,* 163 Ohio App. 3d 336, 2005-Ohio-4799, 837 N.E.2d 1215 (9th Dist. 2005). In other words, privity exists if the interest of the client is concurrent with the interest of the third person. *Sayyah v. Cutrell,* 143 Ohio App. 3d 102, 757 N.E.2d 779 (12th Dist. 2001). Here, Michael's interests are directly at odds with ATD's and have been since at least 2014 when he sought to wrest control of ATD from his father, was terminated in 2019, and thereafter sued ATD. Privity does not exist where the parties' interests are not aligned.

2. Michael's Minority Shareholder Status does not put him in Privity with ATD or its Corporate Counsel.

In the corporate context, Ohio courts have consistently held that "an attorney's representation of a corporation does not make that attorney counsel to the corporate officers and directors as individuals [such as Michael Mehwald]." *Stuffleben v. Cowden*, 8th Dist. Cuyahoga No. 82537, 2003-Ohio-6334, ¶¶ 26-27. Simply stated:

> [A]n attorney does not become personal counsel to an officer or shareholder simply by virtue of its representation of the corporation. *See, Sayyah v. Cutrell* (2001), 143 Ohio App.3d 102, 757 N.E.2d 779.

See also Trickett v. Masi, 11th Dist. Portage No. 2018-P-0006, 2018-Ohio-4270, 18; *Fornshell v. Roetzel & Andress, L.P.A.*, 8th Dist. Cuyahoga Nos. 92132 and 92161, 2009-Ohio-2728 ("Ohio law has consistently held that an attorney's representation of a corporation does not make that attorney counsel to the corporate officers and directors as individuals.") (citation omitted); *Maloof v. Squire, Sanders & Dempsey, L.L.P.*, 8th Dist. Cuyahoga No. 82406, 2003-Ohio-4351, 10 (affirming 12(b)(6) dismissal of legal malpractice claim where the allegations of the complaint made clear "Squire, Sanders was acting as counsel for the corporation and not for [Plaintiff]").

Omega Riggers & Erectors, Inc. v. Koverman, 2nd Dist. No. 26590, 2016-Ohio-2961, 65 N.E.3d 210 is also instructive here. In *Omega Riggers*, an attorney and his law firm represented a business and the personal interests of its majority shareholder. A dispute between the majority and dissenting minority shareholders arose, which culminated in the minority shareholders being frozen out of the company. *Id.* at ¶¶ 7–8. The minority shareholders sought to hold the attorney and law firm liable for breach of fiduciary duty, legal malpractice, and negligence. *Id.* at ¶ 16. To bring the suit, the minority shareholders asserted that they were in privity with the attorney's client (the company) by virtue of their minority shareholder status. *Id.*

The Second District rejected this argument, holding that "the privity substitute for lack of an attorney-client relationship has been extended only to undeniably-vested beneficiaries of an estate [in *Elam v. Hyatt Legal Servs.*, 44 Ohio St.3d 175, 541 N.E.2d 616 (1989)] and to the limited partners of a partnership [in *Arpadi*]. *Id.* at ¶¶ 26–28. It noted that this Court has declined even to extend the exception "to minor children affected by representation of a parent in a divorce [in *Scholler v. Scholler*, 10 Ohio St.3d 98, 103, 462 N.E.2d 158] or to potential beneficiaries of a will [in *Simon v. Zipperstein*, 32 Ohio St.3d 74, 77, 512 N.E.2d 636]." *Id.* at ¶¶ 24–25, 28. The Second District concluded, "[s]ignificantly, there is no Ohio case that has extended the privity concept to allow a shareholder, who does not have a direct attorney-client relationship with corporate counsel, to sue a corporation's attorney for malpractice. We do not believe we should create one." *Id.* at ¶ 28.

Ohio's General Assembly codified this principle in R.C. 1701.921, which expressly confirmed that corporate attorneys are "not in privity with the shareholders or creditors of the corporation by reason of providing goods to or performing services for the

corporation." Michael relegates his analysis of R.C. 1701.192 to a single footnote buried on Page 9 of his Memorandum in Support of Jurisdiction. However, the statute is dispositive here. As this Court stressed since R.C. 1701.192 was enacted, corporate attorneys represent the organization and do not owe allegiance to stockholders, directors, or other persons associated with the corporation. *New Destiny Treatment Ctr., Inc. v. Wheeler,* 129 Ohio St.3d 39, 2011-Ohio-2266, 950 N.E.2d 157, ¶ 28, citing Prof. Cond. Rule 1.13. Michael's status as a minority shareholder does not establish privity or permit him to invade ATD's attorney-client privilege with its chosen corporate counsel.

Finally, Michael's reliance on *Crosby v. Beam*, 47 Ohio St.3d 105, 548 N.E.2d 217 (1989) is misplaced. In that case, this Court recognized that majority shareholders within a closely held corporation owe fiduciary duties to minority shareholders. However, *Crosby* only confirmed that the existence of fiduciary duties such that the minority shareholder may bring a direct action against the majority shareholder. *Crosby* did not address whether that third party shareholder was in privity with the majority shareholder or the corporation. Nowhere in that decision, or any subsequent Ohio decision, has a state court found that shareholders of a closely held corporation are in privity with the corporation or its majority shareholder; as discussed above, courts have found the opposite.

In line with settled Ohio law, the Eighth District likewise correctly declined to extend the attorney-client relationship to minority shareholders in close corporations. (Aug. 10, 2023 Journal Entry and Opinion, ¶ 39). No further review is warranted.

C. Partnership law does not Apply to Closely Held Corporations—*Arpadi v. First MSP Corp.* is Irrelevant Here.

The Eighth District correctly declined to apply partnership law herein. Michael relies almost exclusively on *Arpadi v. First MSP Corp.*, 68 Ohio St.3d 453, 628 N.E.2d 1335 (1994), for the proposition that because limited partners in a partnership are in privity with the general partners, minority shareholders in a close corporation are likewise in privity with the majority shareholder and may sue the majority shareholder's attorney.

Arpadi involved a legal-malpractice claim brought by limited partners of a partnership against a law firm and an attorney who did legal work for the partnership at the behest of the general partner. *Arpadi* turned exclusively on partnership law; not close corporation law. *Id.* at 458. The rule espoused in *Arpadi* regarding a partner's ability to pursue a direct claim against the partnership's attorney does not permit a minority shareholder of a close corporation, an entirely different legal entity, to pursue a direct claim against the close corporation's counsel.

Michael makes much of the fact that ATD is a "close corporation" which he analogizes to a limited partnership in the privity analysis. Such a distinction was indeed made in *Arpadi*, wherein this Court found that an attorney's duty to a limited partnership extended to the individual partners because, unlike a corporation, a limited partnership was not a separate legal entity.[3] No court has extended *Arpadi* to close corporations. *See LeRoy v. Allen, Yurasek & Merklin*, 114 Ohio St.3d 323, 2007-Ohio-3608, 872 N.E.2d 254, 29, citing *Thompson v. Karr*, 182 F.3d 918 (6th Cir. 1999) (refusing to extend *Arpadi*

[3] The post-*Arpadi* 2008 adoption of the Ohio version of the Revised Uniform Partnership Act rejected the "aggregate" of concept of a partnership. RC 1776.21 currently states that a "partnership" is an entity distinct from its partners.

to apply to closely held corporations); *Fornshell v. Roetzel & Andress, LPA*, 8th Dist. Cuyahoga Nos. 92132 and 92161, 2009-Ohio-2728, 54 (same).

The Eighth District, considering settled precedent, correctly declined to apply *Arpadi* here. In doing so, the Eighth District did not create confusion, as Michael contends. It simply applied the law.

D. Michael's Authorities do not Support a Different Result.

Other than *Arpadi* and *Crosby*, addressed above, Michael relies on two non-Ohio cases—both of which are inapplicable to this case. In *Fausek v. White*, 965 F.2d 126, 132 (6th Cir. 1992) the Sixth Circuit, applying Tennessee law, addressed the shareholder fiduciary exception to the attorney-client privilege discussed by the Fifth Circuit Court of Appeals in *Garner v. Wolfinbarger*, 430 F.2d 1093 (5th Cir. 1970). But the shareholder-fiduciary exception to the attorney-client privilege has not been recognized or adopted in Ohio (nor should it). *Valente v. PepsiCo, Inc.*, 68 F.R.D. 361 (D. Del. 1975) is likewise inapplicable here as it does not consider Ohio law.

IV. CONCLUSION

Despite the Eighth District's correct application of well-settled precedent and statutory authority, Michael portrays its ruling as eradicating nonexistent minority shareholder rights. While Michael suggests that Ohio courts have historically permitted minority shareholders in close corporations to invade the corporation's attorney-client privilege in the context of a legal malpractice claim, he offers no authority in support, nor does he present any inter- or intra-district conflicts or inconsistently applied Ohio decisions for this Court's consideration. No clarification is needed on the issues presented in Michael's First Proposition of Law. Michael's plea for this Court to redefine settled law is without merit and unnecessary.

In sum, this case does not present an issue of public or great general interest. It is a family dispute between Michael, his father, and stepmother over their family business in which Michael has improperly attempted to ensnare his opposing counsel.

For the foregoing reasons, jurisdiction should be declined.

Respectfully submitted,

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CERTIFICATE OF SERVICE

This is to certify that a true and accurate copy of the foregoing *Appellees' Memorandum in Response to Jurisdiction* has been served via electronic mail and via operation of the Court's electronic filing system this 16th day of February, 2024 to:

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