

IN THE SUPREME COURT OF MISSISSIPPI

AND

THE MISSISSIPPI COURT OF APPEALS

No. 2010-CA-01266

**CHARLES R. PHILLIPS
AND RJK INVESTMENTS, LLC**

APPELLANTS

VS.

**JOEY P. KELLEY, KEITH D. TEMPLET,
PIKE COUNTY NATIONAL BANK
AND SAMUEL C. HALL**

APPELLEES

**APPEAL FROM THE CIRCUIT COURT
OF PIKE COUNTY, MISSISSIPPI**

**BRIEF FOR APPELLANTS
CHARLES R. PHILLIPS AND RJK INVESTMENTS, LLC**

ORAL ARGUMENT REQUESTED

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CERTIFICATE OF INTERESTED PERSONS

The undersigned counsel of record certifies that the following listed persons have an interest in the outcome of this case. These representations are made in order that the Justices of the Supreme Court and/or the Judges of the Court of Appeals may evaluate possible disqualification or recusal

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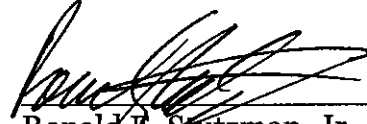
Bankruptcy Trustee:

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Trial Court Judge:

The Honorable Michael M. Taylor
Circuit Court Judge of Pike County, Mississippi
Post Office Drawer 1350
Brookhaven, Mississippi 39602-1350

SO CERTIFIED, this the 17th day of March, 2011.



Ronald E. Stutzman, Jr.,
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I. STATEMENT OF THE ISSUES

The issues presented for review are:

1. Did the Trial Court abuse its discretion by entering its Order of Dismissal with Prejudice on the civil claims of RJK Investments, LLC?

II. STATEMENT OF THE CASE

(A) Course of Proceedings and Disposition of the Court Below

On or about April 25, 2008, RJK Investments, LLC (hereinafter “RJK”) and Charles R. Phillips (hereinafter “Phillips”) filed this civil action in the Circuit Court of Pike County, Mississippi. The Complaint named Joey P. Kelley, Keith D. Templet, Pike County National Bank and Samuel C. Hall as defendants. RJK and Phillips’ Complaint sought recovery for conversion, fraud, misrepresentation, negligence, defamation, appropriation of name or business name, false light, injurious falsehood, intentional interference with an existing contract, and intentional interference with prospective business relations.

As a direct result of the actions of the Defendants, Phillips, individually, was forced into Chapter 7 bankruptcy. On November 18, 2008, Phillips filed his Chapter 7 bankruptcy petition in the United States Bankruptcy Court for the Southern District of Mississippi. Derek A. Henderson (hereinafter “Henderson”) was appointed as Chapter 7 Bankruptcy Trustee.

As Trustee, Henderson executed a release and Order of Dismissal with Prejudice on behalf of Phillips and RJK in the case *sub judice*. Record 30 – 38, Record Excerpts Tabs 3 - 4.¹ The trial court’s Order of Dismissal was entered on July 6, 2010. R. 30-38, R.E. Tabs 3 - 4. It is from the trial court’s Order of Dismissal from which RJK and Phillips appeal.

(B) Statement of Relevant Facts

This civil action arises from the improper and unlawful seizure of RJK’s business operating accounts, equipment and insurance proceeds.

¹ Cites to the Record are hereinafter referenced as “R. ____” and Record Excerpts are hereinafter referenced as “R.E. Tab ____”.

In January 2006, Defendants, Joey Kelley (hereinafter "Kelley") and Keith Templet (hereinafter "Templet"), entered into a contract with Phillips in which Phillips would provide Kelley and Templet with the right to operate a Wings and Things restaurant franchise, located within RJK's franchise territory, in exchange for Kelley and Templet guaranteeing and otherwise assisting Phillips in obtaining certain bank loans. This contract did not confer any membership interest(s) to either Kelley or Templet. RJK remained a single member limited liability company, Phillips being the sole member.

On or about February 1, 2006, Phillips opened a Wings and Things restaurant franchise in Pike County, Mississippi. This franchise was wholly owned by the single member managed limited liability company, RJK. R. 8 – 18, R.E. Tabs 5 - 6. RJK was operated in accordance with the "Operating Agreement of RJK Investment, LLC" which was executed on October 19, 2005. R. 10 – 18, R.E. Tab 6.

Seven months later, on September 1, 2006, a fire damaged the Wings and Things restaurant. The fire damage resulted in the temporary closure of the restaurant as well as an insurance claim seeking compensation for physical damage to the restaurant, business interruption, and other damages with the restaurant's insurer, Lloyd's of London.

Soon thereafter, the Defendants seized control of the Wings and Things restaurant, its operating accounts, revenue or monies, and equipment. The Defendants additionally seized the insurance proceeds paid by Lloyd's of London for the damages incurred by the September 2006 fire. Without access to the seized operating accounts, revenues, equipment, and insurance proceeds, Plaintiffs were forced to permanently close their Wings and Things Restaurant. This civil suit was filed soon thereafter.

Due to Phillips' inability to continue the business operations of RJK, Phillips was forced into personal bankruptcy. On November 18, 2008, Phillips filed for Chapter 7 bankruptcy and Derek Henderson (hereinafter "Henderson") was assigned as Bankruptcy Trustee over Phillips' bankruptcy estate. As a point of clarification, it should be noted that RJK did not file bankruptcy, only Phillips personally. As a result of Phillips' bankruptcy, the present matter was stayed pursuant to the automatic stay of the Bankruptcy Court. R., Vol. 2, 15 – 20, R.E. Tab 7. On February 23, 2010, Henderson filed his Trustee's Motion to Approve Compromise or Settlement under Rule 9019. On March 22, 2010, the Bankruptcy Court approved the compromise and settlement outlined in Henderson's motion. R. 33 – 38, R.E. Tab 4.

On July 6, 2010, the Pike County Circuit Court entered an Order of Dismissal with prejudice in this matter. R. 30 – 32, R.E. Tab 3. In the Order of Dismissal, Henderson exceeded the authority granted by the Bankruptcy Court, as he entered into a compromise and settlement not only on behalf of Phillips but also on behalf of RJK. It is from this Order of Dismissal with prejudice which RJK and Phillips appeal.

III. SUMMARY OF THE ARGUMENT

This appeal presents a single issue for review, which is:

Did the Trial Court abuse its discretion by entering its Order of Dismissal with Prejudice on the civil claims of RJK Investments, LLC?

Mississippi law provides that settlements and compromises are favored and will be upheld whenever possible. *Parmley v. 84 Lumber Company*, 911 So. 2d 569, 573 (¶22) (Miss. Ct. App. 2005) (quoting *D. H. Overmyer Co. v. Loflin*, 440 F.2d 1213, 1215 (5th Cir. 1971)). Although settlement is favored under Mississippi law, in order for a settlement to become enforceable, the party entering into the settlement agreement must have the authority to enter into such. *See McGee v. Clark*, 343 So. 2d 486 (Miss. 1977). The determination of whether Henderson possessed authority to settle this matter on behalf of RJK is a question of law.

In this case, the Trial Court allowed an Order of Dismissal with prejudice to be entered, which exceeded the authority granted the Trustee by the Bankruptcy Court. As Trustee, Henderson's authority to settle any of the claims raised in this matter was limited solely to the claims of Phillips, not the claims of RJK. RJK is a single member limited liability company, the assets of which include this lawsuit. As will be demonstrated below, the assets of the single member LLC do not become part of the personal bankruptcy estate of Phillips. As such, Henderson did not possess the authority to enter into a binding settlement agreement thereby placing the Trial Court in error by the entry of the Order of Dismissal with prejudice.

IV. ARGUMENT

i. The Bankruptcy Trustee Lacked Authority to Settle all Claims

Mississippi law is clear, a lawsuit is an asset of the bankruptcy estate. *Pruitt v. Hancock Medical Center*, 942 So. 2d 797, 801 (¶14) (Miss. 2006) (quoting *Lawrence v. Jackson Mack Sales, Inc.*, 837 F.Supp. 771, 779 (S.D. Miss. 1992)). Phillips and RJK do not dispute that Phillips' interest in the current matter became an asset of his bankruptcy estate. What they do dispute is that RJK's interest in the lawsuit also became an asset of Phillips' personal bankruptcy estate.

Further, Phillips and RJK do not question the authority of the Bankruptcy Court to enter the Order and Judgment pertinent to this matter. This appeal is in no way a collateral attack on the Bankruptcy Court's Order and Judgment. Rather, this appeal is based upon what Henderson as Bankruptcy Trustee did with the Bankruptcy Court's Order and Judgment, in this case. It is clear from the face of the Orders that Henderson exceeded the authority given by the Bankruptcy Court and took actions in this case for which he was not authorized.

RJK's inclusion into the settlement of this matter is governed by the Orders entered by the Bankruptcy and Trial Courts. Factual issues as to the entry of these Orders do not exist. In light of this, this appeal deals solely with the authority granted to Henderson by these Orders, the review of which are legal questions which must be reviewed *de novo*. *Russell v. Performance Toyota, Inc.*, 826 So. 2d 719, 721 (¶15) (Miss. 2002) (citing *Gant v. Maness*, 786 So. 2d 401, 403 (Miss. 2001); *Saliba v. Saliba*, 753 So. 2d 1095, 1098 (Miss. 2000)).

On March 22, 2010, the Bankruptcy Court entered its Order Granting Motion to Approve Compromise and Settlement. R. 33 – 37, R.E. Tab 4. The Order allowed

Henderson, as Bankruptcy Trustee, to settle claims on behalf of Phillips, it does not give Henderson the authority to settle claims on behalf of RJK. Although such authority was not (and could not be) granted by the Bankruptcy Court, Henderson acted beyond the scope of his authority and settled this matter on behalf of both Phillips and RJK. R. 30 – 32, R.E. Tab 3.

Turning to the Order Granting Motion to Approve Compromise and Settlement, the authority granted to Henderson is clear. Paragraph two of the Order states the following: “On November 18, 2008, Charles R. Phillips (Debtor) filed his petition under Chapter 7 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Mississippi. Derek A. Henderson was appointed the Chapter 7 Trustee (Trustee).” R. at 33, R.E. Tab 4. (emphasis added).

The Order further provides that: “Prior to the filing of the bankruptcy petition, the Debtor was involved in three (3) lawsuit (sic) filed in Pike County, Mississippi. Certain claims are property of the bankruptcy estate. The lawsuits are as follows:” R. at 33, R.E. Tab 4. (emphasis added).

As a starting point, the Order Granting Motion to Approve Compromise and Settlement defines Charles R. Phillips as the Debtor and states that he filed his Chapter 7 bankruptcy petition before the Court. Noticeably absent from the Court’s Order is any language stating that RJK petitioned for bankruptcy. Such a statement is obviously absent from the Bankruptcy Court’s Order because RJK has never filed for bankruptcy protection.

The Bankruptcy Court’s Order further provides that the Debtor (defined as Charles R. Phillips) was involved in three lawsuits filed in Pike County, Mississippi and that his personal claims in these suits are property of the bankruptcy estate. Again,

noticeably absent from the Bankruptcy Court's Order is any reference that RJK's rights in these lawsuits became part of Phillips' bankruptcy estate.

Having defined the Debtor as Charles R. Phillips, and indicating that he had pending claims in Pike County, Mississippi, the Order further provides in paragraph 5(E) that:

The Trustee shall execute an Order of Dismissal with prejudice in the case of *RJK Investments and Charles R. Phillips v. Joey P. Kelley, Keith D. Templet, Pike County National Bank and Samuel C. Hall*, Cause No. 08-136-PCT. Joey P. Kelley, Keith D. Templet, Pike County National Bank and Samuel C. Hall will be released from any further responsibility and liability in this case;

R. at 34, R.E. Tab 4.

Again, noticeably absent from the Court's Order is any language authorizing Henderson to also dismiss the claims on behalf of RJK; however, this is precisely the course of action which Henderson undertook. On July 6, 2010, the Pike County Circuit Court entered its Order of Dismissal with prejudice, in which Henderson agreed to dismissal of the claims of RJK on Phillips' behalf. R. 30 – 32, R.E. Tab 3.

While this is a new issue to Mississippi jurisprudence, other courts have addressed this question and have resolved the issue in RJK's favor, finding that legal title to the assets belongs to the corporation while equitable title is possessed by the shareholder or member of the corporation. Based upon the current statutory and common law of Mississippi, this Court should rule in a like fashion. As a beginning point, Mississippi has addressed the issue of legal and equitable title to the assets of a corporation. In its 2007 decision of *Penn National Gaming, Inc. v. Ratliff, et al.*, 954 So. 2d 427 (Miss. 2007), the Mississippi Supreme Court held that "an individual shareholder, by virtue of his ownership of shares, does not own the corporation's assets." *Id.* at 431 (¶7) (citing *Dole Food Co. v. Patrickson*, 538 U.S. 468, 123 S.Ct. 1655,

1660, 155 L.Ed.2d 643, 652 (2003)). The Mississippi Supreme Court further held that “[e]ven when a parent corporation owns all of the stock of a subsidiary corporation, the parent does not, for that reason alone, own or have legal title to the assets of the subsidiary.” *Id.*

Mississippi clearly recognizes the division of legal and equitable title between a member of a corporate entity and the corporate entity. It is upon this foundation that other courts, in addressing the issue currently before this Court, have held that the assets owned by a corporation are not included in the bankruptcy estate of an individual shareholder. *Fowler v. Shadel*, 400 F.3d 1016, 1018 (7th Cir. 2005). Although Mississippi has not directly addressed this issue as it relates to bankruptcy, our statutes and caselaw are in conformance with the Seventh Circuit’s reasoning.

Mississippi’s Revised Limited Liability Act provides that “A financial interest in a limited liability company is intangible personal property. ***A member has no interest in specific limited liability company property.***” Miss. Code Ann. § 79-29-701 (Amended 2010) (emphasis added). Prior to the revision to the Mississippi Limited Liability Act, which was in effect at the time that the Order of Dismissal with prejudice was entered, § 79-29-701 read “A limited liability company interest is personal property. A member has no interest in specific limited liability company property.” Miss. Code Ann. § 79-29-701 (Amended 1994).

For the purposes of this appeal, the revision to our Limited Liability Company Act has no impact on the issue presently before this Court. Under both versions of the Act, a member possesses no interest in limited liability company property as the limited liability company stands as a completely separate legal entity. In 2005, the issue of a limited liability company’s separate entity status was addressed in the case of

Champluvier v. State, 942 So. 2d 172 (Miss. Ct. App. 2005). In the *Champluvier* decision, the Mississippi Court of Appeals held that “Both a corporation and a LLC act to insulate its members from liability by creating a separate legal entity distinct and separate from its members. *Id.* at 178 (¶16) (emphasis added). Additionally, Mississippi law states, a pending lawsuit is an asset. *Delaney v. Wal-Mart Stores, Inc.*, 408 F.Supp. 2d 240, 242-243 (N.D. Miss. 2005). Following Mississippi’s statutory and common law, RJK’s interest in this lawsuit is an asset of the limited liability company, in which Phillips had no interest. As such, RJK’s interest in this lawsuit could not become part of Phillips’ personal bankruptcy estate.

Mississippi’s statutory and common law are in accord with other jurisdictions which have directly addressed the issue *sub judice*. In the Virginia case of *In re Murray*, 147 B.R. 688 (Bankr. E.D. Va. 1992) the Bankruptcy Court held that a sole shareholder’s equitable interests run only to the stock of the corporation and as such, there was no interest in the property of the corporation. *Id.* at 690. The Bankruptcy Court of the Western District of Arkansas, in the case of *In re Russell*, 121 B.R. 16 (Bankr. W.D.Ark. 1990), held that “a corporation has a separate legal existence from its shareholders, and the corporation, not its shareholders, owns the corporate assets and owes the corporate debts.” *Id.* at 17. Additionally, this issue has been addressed by the Bankruptcy Court of Massachusetts. In the case of *In re Normandin*, 106 B.R. 14 (Bankr. D. Mass. 1989), the Bankruptcy Court held that ownership of stock in a corporation did not extend to ownership of corporate assets. *Id.* at 16. Although the cases addressed directly above involve the bankruptcy of sole shareholders in a corporation, the analogy of the present issue is analogous because corporations and limited liability companies are treated the same under Mississippi law. *Champluvier*, 942 So. 2d 172.

In summary, Phillips' personal bankruptcy did not extend to RJK's claim in this lawsuit as RJK stands as a completely separate entity under the law, an entity which possesses legal title to its assets. RJK's claims in this lawsuit is one of its assets. Because of RJK's ownership of its claims in this lawsuit, the trial court erred in allowing the Bankruptcy Trustee to claim RJK's property as a part of Phillips' personal bankruptcy estate. As such, the Order of Dismissal with prejudice must be vacated allowing RJK to proceed with its claims on the merits.

ii. The Order of Dismissal is Void for Misrepresentations

The Order of Dismissal with prejudice contains a misrepresentation as to the membership of RJK. Absent from the record on appeal is a single statement by either Kelley or Templet denying or contradicting the fact that RJK is a single member limited liability company. Conversely, every pleading and exhibit of Phillips and RJK filed in this matter illustrate that Phillips is indeed the sole member of RJK. *See* Paragraph four of the Complaint, R. at 4, R.E. Tab 8, and the Operating Agreement of RJK, R. 10 – 18, R.E. Tab 6.

It is against this backdrop that the first paragraph of the Order of Dismissal with prejudice states "THIS CAUSE having come on this day on motion ore tenus by Derek A. Henderson, as Bankruptcy Trustee for Charles R. Phillips in his capacity as one of the owners of RJK Investments, LLC," R. at 30, R.E. Tab 3 (emphasis added). Although the Order is admittedly crafted in a vague manner, logic dictates that Kelley and Templet entered into the Order of Dismissal as additional members of RJK. Such material misrepresentations by Kelley and Templet void the Order of Dismissal with prejudice. *See McGee v. Clark*, 343 So. 2d 486, 488 - 489 (Miss. 1977) (holding that agreements entered into based upon false representations are void and whether the

misrepresentation was entered into knowingly or based upon a mistaken belief is of no consequence).

Due to such material misrepresentations, the Order of Dismissal is void and unenforceable. In light of this, the Order of Dismissal with prejudice must be vacated and this matter remanded to the trial court to allow RJK to proceed with its claims on the merits.

iii. The Order of Dismissal Unilaterally Pierced the Corporate Veil

A third point of error in the trial court's Order of Dismissal with prejudice is that the Order completely disregards RJK's status as a corporate entity, thereby unilaterally piercing the corporate veil without a finding of any of the required factors for such action. Mississippi has adopted "a three-factor test for piercing the corporate veil and imposing liability on corporate shareholders." *Buchanan v. Ameristar Casino Vicksburg, Inc.*, 957 So. 2d 969, 977 (¶26) (Miss. 2007). That test is:

- (a) Some frustration of contractual expectations regarding the party to whom he looked for performance;
- (b) The flagrant disregard of corporate formalities by the defendant corporation and its principals; and
- (c) A demonstration of fraud or other equivalent misfeasance on the part of the corporate shareholder.

Id.

Our Courts have further held that in order to present an issue of whether the corporate veil should be pierced, "a party must present some credible evidence of each of these three points." *Id.* (quoting *Gray v. Edgewater Landing, Inc.*, 541 So. 2d 1044, 1047 (Miss. 1989)).

In this case, there has been no showing of any of these factors, the corporate entity was simply disregarded. Limited liability companies are separate legal entities

from their members. *Ill. Cent. RR. v. Miss. Cotton Seed Prod., Co.*, 166 Miss. 579, 148 So. 371, 372 (1933). Further evidencing RJK's separate status from that of Phillips is RJK's Operating Agreement. Although RJK is a single-member LLC, its Operating Agreement provides:

Section 8.1. Dissolution. The LLC shall be dissolved upon the occurrence of the following event (hereinafter, a "Liquidation Event"): a Supermajority vote in interest by the LLC Members to dissolve the LLC. ***Despite any provision of state law to the contrary, no other event – including*** (but not limited to) the withdrawal, removal, death, insolvency, liquidation, dissolution, expulsion, ***bankruptcy***, or physical or mental incapacity of a Member – ***shall cause the existence of the LLC to terminate or dissolve.***² (emphasis added).

This section of the Operating Agreement of RJK further evidences the separate status of the limited liability company from Phillips.

The separate status of a limited liability company from its members cannot simply be disregarded (effectively piercing the corporate veil) by a Bankruptcy Trustee and to do so is contrary to Mississippi law. Because RJK's corporate status as a separate legal entity was disregarded, the Order of Dismissal with prejudice must be set aside and this matter remanded to the trial court for further proceedings on the merits.

iv. Notice of Intention to Settle was not Provided to RJK's Counsel

This issue was previously raised in Pike County National Bank and Samuel C. Hall's Motion to Dismiss Appeal which was denied on January 26, 2011. Although this issue has previously been presented (it is the position of the Appellants that the Appellees are precluded from raising this issue again on appeal, and that this issue is not properly before the Court) it is anticipated that Appellees will again raise this issue

² On March 7, 2011, Appellants filed their Motion to Supplement Record to include page eight of the Operating Agreement of RJK which is absent from the record received by the Pike County Circuit Court. To date, a ruling has not issued on Appellants' Motion so Appellants are unable to provide a record citation to Section 8.1 of the Operating Agreement.

claiming that Appellants did not participate in the settlement and subsequent dismissal. In light of this, Appellants feel compelled to make one very brief point regarding this issue.

Appellees argued throughout their Motion to Dismiss Appeal that the Appellants had actual notice of the settlement negotiations. This simply is not true. The mailing matrix for the Trustee's Notice of Motion to Approve Compromise and Settlement clearly reflects that RJK's counsel was not provided with notice. Appellees contend that because Phillips as registered agent for RJK was provided notice, that notice was imputed to RJK's attorney. Again, this argument fails as RJK was represented by counsel (to whom notice was not provided) and Rule 4.2 of the Rules of Professional Conduct provides that "a lawyer shall not communicate about the subject of the representation with a party the lawyer knows to be represented by another lawyer in the matter," MRPC 4.2.

V. CONCLUSION

In summary, the Order of Dismissal with prejudice, settling the claims of RJK, went beyond the authority conferred upon the Bankruptcy Trustee. Under Mississippi law, an owner or member of a corporate entity does not own the corporate assets as there is a division of legal and equitable title between the corporate entity and the owner. Mississippi law further holds that a lawsuit is an asset. As such, RJK's claims in this lawsuit are an asset of the company and could not become part of Phillips' personal bankruptcy estate. Because the Bankruptcy Trustee did not have the authority to settle RJK's claims in this matter as part of Phillips' personal bankruptcy estate, this Order of Dismissal with Prejudice must be vacated and the case remanded to the trial court for further proceedings on the merits.

Additionally, the Order of Dismissal with prejudice contains misrepresentations as to the ownership of RJK thereby voiding the Order. The Order of Dismissal and settlement agreement entered into between the parties represents Charles Phillips as one of the owners of RJK. Not a single document is before this Court that demonstrates Kelley or Templett having any membership interest in RJK (which is because they are in fact, not members). Yet, Kelley and Templett made such representations to the Court in order to obtain the Order of Dismissal with Prejudice. Under Mississippi law, these material misrepresentations void the Order.

Next, the Order of Dismissal completely disregarded RJK's status as a separate legal entity, thereby effectively piercing the corporate veil without the necessary findings to take such action. Under Mississippi law, in order to pierce the corporate veil, specific findings must take place on the following three issues:

- (a) Some frustration of contractual expectations regarding the party to whom he looked for performance;

(b) The flagrant disregard of corporate formalities by the defendant corporation and its principals; and

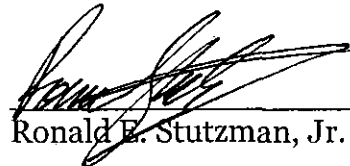
(c) A demonstration of fraud or other equivalent misfeasance on the part of the corporate shareholder.

No such findings have occurred. In light of this, disregarding RJK's separate legal status was erroneous and warrants vacating the Order of Dismissal.

Finally, RJK's legal counsel did not receive notice of the Bankruptcy Trustee's Motion to Approve Compromise and Settlement. Because notice was not received, RJK's counsel was unable to prevent the entry of the Order of Dismissal with prejudice.

For the foregoing reasons, the Order of Dismissal with prejudice should be vacated and this matter remanded to the trial court so that RJK may proceed with its claims on the merits.

Respectfully submitted, this the 17th day of March, 2011.



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CERTIFICATE OF SERVICE

I, Ronald E. Stutzman, Jr., attorney for Appellants, do hereby certify that I have forwarded via First Class United States Mail, postage prepaid, an original and three (3) copies of the Brief of Appellants and an original and three (3) copies of the Record Excerpts to the Clerk of the Mississippi Supreme Court and Mississippi Court of Appeals and have also forwarded via First Class United States Mail, postage prepaid, one (1) copy of the above and foregoing Brief of the Appellants and one (1) copy of the Record Excerpts to the following:

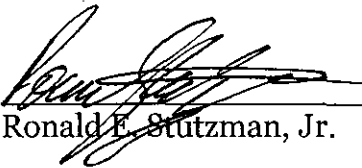
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Derek A. Henderson, Trustee
United States Bankruptcy Court
111 E. Capitol Street, Suite 455
Jackson, MS 39201

Honorable Michael M. Taylor
Circuit Judge
Post Office Drawer 1350
Brookhaven, MS 39602-1350

So certified, this the 17th day of March, 2011.



Ronald E. Stutzman, Jr.