

CIRCUIT COURT FOR ANNE ARUNDEL COUNTY, MARYLAND

JOHN J. BOYD
1368 McDonald Road
Shady Side, Maryland 20764

Plaintiff

v.

LORD & WHIP, P.A.
Charles Center South
36 South Charles Street
10th Floor
Baltimore Maryland 21201

Case No.

C-09-138234

SERVE ON:

Kathleen Bustran
Resident Agent
Lord & Whip PA
36 South Charles Street
10th Floor
Baltimore, Md 21201

Defendant

* * * * *

COMPLAINT FOR INVOLUNTARY DISSOLUTION

The plaintiff, John J. Boyd, by his undersigned attorney, Ronald G. Dawson, pursuant to Section 3-413 (a) and (b) of the Corporations and Associations Article of the Maryland Code, requests the involuntary dissolution of the defendant corporation, Lord & Whip, P. A. ("Lord Whip") and respectfully represents in support of his request:

1. The plaintiff resides in Anne Arundel County, Maryland and is the owner of 100 shares (25%) of the common stock of the defendant corporation Lord Whip.

2. Lord Whip is a Maryland professional service corporation organized under Section 5-102 *et seq.* of the Corporations and Associations Article of the Maryland Code and has its principal office in Baltimore City, Maryland.

3. There are a total of 400 shares of the common stock of Lord Whip issued and outstanding and entitled to vote at an election of a director.

4. The four shareholders of Lord Whip, who each own 100 shares of the common stock, are the plaintiff, John Boyd, Kathleen Bustraan, Jennifer Lubinski, and Edward M. Rainer.

5. The four shareholders of Lord Whip are attorneys admitted to the Maryland bar. Lord Whip holds itself out as practicing law throughout the State of Maryland and the attorneys employed by Lord Whip regularly practice before the courts in the Baltimore suburban area, including Anne Arundel County.

6. All four attorney shareholders have also been employees of Lord Whip. The plaintiff joined Lord Whip as a shareholder and employee in January, 1998. The other three shareholders have been shareholders for lesser periods of time.

7. On Saturday, January 10, 2009, and without any prior notice, the plaintiff received a letter advising him that Kathleen Bustraan, in her capacity as "Managing Principal", was terminating his employment by Lord Whip "effective immediately." The letter enclosed a check that was described as the plaintiff's "final paycheck." Nothing in Lord Whip's By Laws authorizes the termination of a shareholder employee by the "managing principal". Although on several occasions in 2008, Kathleen Bustraan had implored the other shareholders to "vote [plaintiff] out of the corporation," no such vote ever occurred.

8. On Monday, January 12, 2009, the plaintiff learned that the lock had been changed on his office door, that his access to the Lord Whip computer system and to the computerized asbestos litigation docketing system had been cut off and that the employment of his paralegal, who had managed the asbestos docket in the course of representing the plaintiff's clients in asbestos litigation, had also been terminated by Kathleen Bustraan.

9. Plaintiff is a litigator and at the time of his alleged termination he had numerous cases pending and he had several imminent proceedings scheduled in several of his cases. As a result of Kathleen Bustraan's action in denying plaintiff access to the Lord Whip office, its computer system and the asbestos litigation docketing system (which is the sole means to monitor discovery matters and pleadings on the asbestos docket and to attend to client matters in a professional and timely manner) plaintiff had to take immediate, drastic measures in order to protect the interests of his clients in pending litigation.

10. In the course of contacting his clients, the plaintiff then learned that, Jennifer Lubinski, another of the Lord Whip shareholders, had written national counsel for plaintiff's major asbestos client, Ingersoll-Rand, on Monday, January 12, 2009, and had advised national counsel that plaintiff was no longer with Lord Whip and that she would henceforth be representing Ingersoll-Rand in the Maryland asbestos litigation. National counsel called Lord Whip and requested an explanation, but none was given. Without any authority from the client, Jennifer Lubinski entered her appearance as counsel for Ingersoll-Rand in thousands of cases in the asbestos litigation. Lubinski took similar actions with respect to other of plaintiff's clients.

11. The reason given by Kathleen Bustraan for terminating the plaintiff's employment was his lack of productivity in the final quarter of 2008. For the entire year of 2008, the plaintiff's practice was responsible for revenues received by Lord Whip in excess of \$530,000. This productivity exceeded that of any one of the other three shareholders during 2008.

12. Kathleen Bustraan is the sole director of Lord Whip and its President. She was nominated for that position by plaintiff and elected by the shareholders in November 2007. The Lord Whip Bylaws, Article II Section 2, states that a director shall hold office for the term of one year or until a successor is elected and qualifies.

13. In December 2008, Edward Ranier, another shareholder, reminded Kathleen Bustraan that her one year term as director had expired and he requested her to schedule the annual election for the directorship of Lord Whip. She took no action to schedule an

election in response to this request. Any election would have been deadlocked 2 to 2, and this was known to Bustraan.

14. Throughout 2008, the relationship between the shareholders of Lord Whip was strained. On every issue of any significance that came before the shareholders, there was a deadlock with Kathleen Bustraan and Jennifer Lubinski on one side of the issue and Edward Rainer and the plaintiff on the other side. After one particularly acrimonious meeting in May 2008, during which Kathleen Bustraan announced, in front of the other shareholders and Lord Whip staff, that plaintiff was a "sociopath" who needed "psychiatric treatment," Kathleen Bustraan refused to convene any more shareholder meetings.

15. Even though the plaintiff was the elected Treasurer of Lord Whip, beginning during the first months of 2008, Kathleen Bustraan objected to plaintiff performing his duties as Treasurer and instructed the bookkeeping employees of Lord Whip to bring financial matters, that previously had been dealt with by the plaintiff in his capacity as Treasurer, to Bustraan. On a number of occasions, Kathleen Bustraan made financial decisions within the powers granted by Lord Whip's By Laws to the Treasurer without consulting with the plaintiff.

16. Ed Rainier and plaintiff have suggested to Kathleen Bustraan and Jennifer Lubinski that, under the totality of the circumstances, it would be in everyone's best interest to voluntarily dissolve Lord Whip, but they rejected this proposal.

17. Lord Whip is solvent and able to meet its obligations as they come due. There is a substantial surplus in Lord Whip when its accounts receivable and "work in progress" is compared to its liabilities. A significant portion of that surplus is attributable to the past efforts of the plaintiff.

18. The ownership of the shares in Lord Whip is so divided that there is a deadlock among shareholders and it is impossible to elect a new director.

19. The action of the current holdover director, Kathleen Bustraan, in terminating the plaintiff as a shareholder employee was illegal and oppressive, violated the reasonable expectations of the plaintiff as a shareholder employee, was done in an attempt to break the shareholder deadlock and gain control of Lord Whip by wrongfully expelling the plaintiff,

and was a wrongful and oppressive action calculated to make it impossible for plaintiff to serve his clients professionally so that Kathleen Bustraan and Jennifer Lubinski could take his clients for themselves.

WHEREFORE, John J. Boyd requests a final order of this court dissolving Lord & Whip, P.A., the appointment of a receiver to liquidate the corporation and distribute its assets equitably to the four shareholder of the corporation, to enter an award of damages to plaintiff for wrongfully withheld back wages and loss of business, and for such other and further relief as may be proper.



Ronald G. Dawson
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Annapolis, Maryland 21401
(410) 269-1164
Attorney for plaintiff

Circuit Court for Anne Arundel County

City or County

CIVIL - NON-DOMESTIC CASE INFORMATION REPORT

DIRECTIONS:

Plaintiff: This information Report must be completed and attached to the complaint filed with the Clerk of Court unless your case is exempted from the requirement by the Chief Judge of the Court of Appeals pursuant to Rule 2-111(a). A copy must be included for each defendant to be served.

Defendant: You must file an Information Report as required by Rule 2-323(h).

THIS INFORMATION REPORT CANNOT BE ACCEPTED AS AN ANSWER OR RESPONSE

FORM FILED BY: [X] PLAINTIFF [] DEFENDANT CASE NUMBER C-09-138234 Clerk to insert

CASE NAME: JOHN J. BOYD vs. LORD & WHIP, P.A. Plaintiff Defendant

JURY DEMAND: [] Yes [X] No Anticipated length of trial: hours or 2 days
RELATED CASE PENDING? [] Yes [X] No If yes, Court and case #(s) if known:

Special Requirements? [] Interpreter/communication impairment Which language:
(Attach Form I-332 if Accommodation or Interpreter Needed) Which dialect:
[] ADA accommodation:

NATURE OF ACTION (CHECK ONE BOX) DAMAGES/RELIEF

Grid with categories: TORTS, LABOR, REAL PROPERTY, OTHER, A. TORTS, B. CONTRACTS, C. NONMONETARY. Includes checkboxes for Motor Tort, Workers' Comp., Judicial Sale, etc.

ALTERNATIVE DISPUTE RESOLUTION INFORMATION

Is this case appropriate for referral to an ADR process under Md. Rule 17-101? (Check all that apply)
A. Mediation [] Yes [] No C. Settlement Conference [X] Yes [] No
B. Arbitration [] Yes [] No D. Neutral Evaluation [] Yes [] No

TRACK REQUEST

With the exception of Baltimore County and Baltimore City, please fill in the estimated LENGTH OF TRIAL. THIS CASE WILL THEN BE TRACKED ACCORDINGLY.

[] 1/2 day of trial or less [] 3 days of trial time
[] 1 day of trial time [] More than 3 days of trial time
[X] 2 days of trial time

PLEASE SEE PAGE TWO OF THIS FORM FOR INSTRUCTIONS PERTAINING TO THE BUSINESS AND TECHNOLOGY CASE MANAGEMENT PROGRAM AND ADDITIONAL INSTRUCTIONS IF YOU ARE FILING YOUR COMPLAINT IN BALTIMORE COUNTY, BALTIMORE CITY, OR PRINCE GEORGE'S COUNTY.

Date 2-3-09 Signature [Handwritten Signature]