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**STATE OF MINNESOTA  
IN COURT OF APPEALS  
A08-1257**

Lillian O. Beter, et al.,  
Respondents,

vs.

Intrepid Holdings, Inc., et al.,  
Appellants.

**Filed May 26, 2009  
Affirmed  
Johnson, Judge**

Hennepin County District Court  
File No. 27-CV-08-3797

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Considered and decided by Ross, Presiding Judge; Halbrooks, Judge; and Johnson, Judge.

**UNPUBLISHED OPINION**

**JOHNSON**, Judge

Three residents of Minnesota brought this lawsuit in the Hennepin County District Court against three residents of Texas. The Texas defendants moved to dismiss the case for lack of personal jurisdiction or, in the alternative, based on the doctrine of forum non

conveniens. The district court denied the motion, and the defendants brought this interlocutory appeal. We affirm.

## **FACTS**

The events that gave rise to this lawsuit are rather complicated. Only a summary is necessary for purposes of this opinion, which does not address the substance of the plaintiffs' claims but, rather, is concerned primarily with whether Minnesota's long-arm statute and the Due Process Clause of the United States Constitution permit the Minnesota courts to exercise personal jurisdiction over the defendants.

The three plaintiffs are Lillian Beter, Josee-Marie Beter, and the Beter Family Trust. Lillian Beter, who is 72 years old and lives in Rice County, is the principal of the Lilly Beter Capital Group, Ltd. (LBCG), an investment and financial services company. Josee-Marie Beter is Lillian Beter's daughter and a resident of Hennepin County. The Beter Family Trust is a Minnesota trust that was established in November 2004.

The three defendants are Maurice Stone; his wife, Stephanie Stone; and Intrepid Holdings, Inc., a Nevada corporation with its principal place of business in Texas. Maurice Stone, a resident of Houston, Texas, founded Intrepid Holdings in 2005 and is, according to the complaint, a majority shareholder and officer of Intrepid Holdings. Stephanie Stone is alleged to be a shareholder in Intrepid Holdings but appears to have no other role in the business.

The final key player, albeit a non-party, is Eddie D. Austin, Jr., an attorney in Lake Charles, Louisiana. Austin has had a long friendship with Maurice Stone and at various times has served as an attorney to Maurice Stone and his business interests.

In 2003 and 2004, Maurice Stone owned a company named Cornerstone, which is a predecessor of Intrepid Holdings. Cornerstone hired LBCG to help facilitate a transaction in which Cornerstone would become publicly traded. Austin represented Cornerstone in that matter.

In December 2004, Austin, Maurice Stone, and Lillian Beter met in Florida to discuss the Cornerstone transaction. At that meeting, Austin agreed to also represent Lillian Beter and LBCG. At Austin's urging, Lillian Beter and Josee-Marie Beter transferred money and other valuable assets belonging to each of them individually and to the Beter Family Trust to Austin's law firm account. Between December 2004 and late 2005, the Beters made a number of transfers, the value of which they estimate to be in excess of \$2,300,000.

In early 2005, the Cornerstone transaction collapsed. As a result, Maurice Stone became personally liable for \$425,000 of federal employer taxes that Cornerstone owed to the IRS. According to Maurice Stone, Austin blamed LBCG for Maurice Stone's tax liability.

In early 2005, Maurice Stone purchased Intrepid Holdings for \$525,000. Austin represented Maurice Stone in the transaction. According to the complaint, Austin used \$175,000 of the Beters' money, without the Beters' knowledge, to fund Maurice Stone's purchase of Intrepid Holdings. Austin was granted 1,300,000 shares of Intrepid Holdings stock. The Beters have never owned shares in Intrepid Holdings. According to the complaint, between April 2005 and the summer of 2006, Austin continued to transfer the Beters' money to Intrepid, Maurice Stone, and Stephanie Stone. Plaintiffs allege that

Austin transferred a total of \$257,500 of the Beters' funds to the Stones and Intrepid Holdings. Maurice Stone testified that he believed Lillian Beter gave him the money, through Austin, out of a sense of responsibility for the collapse of the Cornerstone transaction and Maurice Stone's subsequent tax liability.

In June 2005, Maurice Stone and Stephanie Stone traveled to Minnesota to attend the high school graduation of Maurice Stone's daughter. During the trip, the Stones visited Lillian Beter at her home in Rice County. According to Lillian Beter's affidavit, she, Maurice Stone, and Austin discussed business matters, including the failed Cornerstone transaction.

In August 2006, the Beters sued Austin to recover the money and other assets that they had transferred to him. That action was stayed by operation of law when Austin filed a bankruptcy petition. It was during the course of the lawsuit against Austin that the Beters learned that Austin had transferred some of their assets to Maurice Stone and to Intrepid Holdings. Thus, in December 2007, the Beters commenced this action against the Stones and Intrepid Holdings. Their complaint alleges claims of conversion and misappropriation of assets, fraud, and unjust enrichment, and they seek remedies of damages, a constructive trust, and an accounting. The Stones and Intrepid Holdings answered but promptly moved to dismiss for lack of personal jurisdiction, or, in the alternative, to dismiss on the ground of forum non conveniens. In June 2008, the district court denied the defendants' motion. The Stones and Intrepid Holdings appeal.

## DECISION

### I. Personal Jurisdiction

Appellants' primary argument is that the district court erred by denying their motion to dismiss for lack of personal jurisdiction. If a defendant has challenged the existence of personal jurisdiction, the plaintiff has the burden to show that the defendant has sufficient contacts with Minnesota to support the district court's exercise of jurisdiction. *Juelich v. Yamazaki Optonics Corp.*, 682 N.W.2d 565, 569-70 (Minn. 2004). At the pre-trial stage, a plaintiff's allegations in the complaint and supporting affidavits are taken as true for the purposes of determining jurisdiction. *Id.*; *Marquette Nat'l Bank of Minneapolis v. Norris*, 270 N.W.2d 290, 292 (Minn. 1978). Any "doubts" about jurisdiction should be "resolved in favor of retention of jurisdiction." *Hardrives, Inc. v. City of LaCrosse*, 307 Minn. 290, 296, 240 N.W.2d 814, 818 (1976). The denial of such a motion is "appealable as a matter of right." *Marshall v. Inn on Madeline Island*, 610 N.W.2d 670, 673 (Minn. App. 2000). The issue of personal jurisdiction is a question of law, which is subject to a *de novo* standard of review. *Juelich*, 682 N.W.2d at 569.

In Minnesota, personal jurisdiction over an out-of-state defendant is governed by a statute, which provides, in relevant part:

[A] court of this state with jurisdiction of the subject matter may exercise personal jurisdiction over any foreign corporation or any nonresident individual, or the individual's personal representative, in the same manner as if it were a domestic corporation or the individual were a resident of this state. This section applies if, in person or through an agent, the foreign corporation or nonresident individual:

- (a) owns, uses, or possesses any real or personal property situated in this state; or
- (b) transacts any business within the state; or
- (c) commits any act in Minnesota causing injury or property damage; or
- (d) commits any act outside Minnesota causing injury or property damage in Minnesota, subject to the following exceptions when no jurisdiction shall be found:
  - (1) Minnesota has no substantial interest in providing a forum; or
  - (2) the burden placed on the defendant by being brought under the state's jurisdiction would violate fairness and substantial justice.

Minn. Stat. § 543.19, subd. 1 (2008). This statute authorizes the state to reach as far as the federal Constitution allows in the exercise of personal jurisdiction; “if the personal jurisdiction requirements of the federal constitution are met, the requirements of the long-arm statute will necessarily be met also.” *Marshall*, 610 N.W.2d at 673 (quotation and alteration omitted). Consequently, Minnesota courts apply federal caselaw to determine whether personal jurisdiction exists. *Id.*

Federal caselaw provides that, for a state to exercise personal jurisdiction over an out-of-state defendant, the defendant must have “minimum contacts” with the forum state so that exercising personal jurisdiction over the defendant does not offend “traditional notions of fair play and substantial justice.” *International Shoe Co. v. Washington*, 326 U.S. 310, 316, 66 S. Ct. 154, 158 (1945). To have the required minimum contacts, the defendant must have purposefully availed himself of the privilege of conducting activities within the jurisdiction. *Hanson v. Denckla*, 357 U.S. 235, 253, 78 S. Ct. 1228, 1240

(1958); *V.H. v. Estate of Birnbaum*, 543 N.W.2d 649, 656 (Minn. 1996). There are two types of personal jurisdiction: specific jurisdiction and general jurisdiction. *Domtar, Inc. v. Niagara Fire Ins. Co.*, 533 N.W.2d 25, 30 (Minn. 1995) (citing *Helicopteros Nacionales de Colombia v. Hall*, 466 U.S. 408, 414 n.8, 104 S. Ct. 1868, 1872 n.8 (1984)). The parties agree that the only type at issue in this case is specific jurisdiction, which may apply if “the defendant’s contacts with the forum state are limited, yet connected with the plaintiff’s claim such that the claim arises out of or relates to the defendant’s contacts with the forum.” *Id.*

Minnesota courts apply a five-factor test to determine whether the exercise of personal jurisdiction is consistent with due process: (1) the quantity of contacts with Minnesota; (2) the nature and quality of these contacts; (3) the connection of the cause of action with these contacts; (4) the interest of Minnesota in providing a forum; and (5) the convenience of the parties. *Juelich*, 682 N.W.2d at 570. The first three factors, which are the “primary factors,” assess whether the requisite minimum contacts exist; the last two factors, the “secondary factors,” determine whether the exercise of jurisdiction comports with traditional notions of fair play and substantial justice. *Marquette Nat’l Bank*, 270 N.W.2d at 295. The first three factors carry the most weight in the court’s overall personal-jurisdiction determination. *Dent-Air, Inc. v. Beech Mountain Air Serv., Inc.*, 332 N.W.2d 904, 907 (Minn. 1983).

## **A. Maurice Stone**

We first apply the five-factor test to Maurice Stone to determine whether he has the required minimum contacts with the state of Minnesota to permit the exercise of personal jurisdiction.

### ***1. Quantity of Contacts***

In 2003 and 2004, according to Lillian Beter, “[Maurice] Stone engaged in near daily telephone conversations” with a representative of LBCG “with respect to the business of Cornerstone and LBCG.” In addition, Maurice Stone traveled to Minnesota several times in connection with the potential investment by LBCG in Cornerstone. Furthermore, Lillian Beter’s affidavit states that there were business discussions at the June 2005 meeting at her home and that she “specifically recall[s] the issue of Cornerstone being raised by Maurice Stone and Austin during this visit.” Physical presence in the state is not necessary for minimum contacts to exist; telephone conversations may suffice. *See Marquette Nat’l Bank*, 270 N.W.2d at 295 (upholding jurisdiction where transaction was “accomplished entirely by telephone and mail”). In light of Maurice Stone’s multiple visits to Minnesota and his numerous telephone calls with LBCG personnel in Minnesota, this factor weighs in favor of personal jurisdiction.

### ***2. Nature and Quality of Contacts***

As stated above, Maurice Stone traveled to Minnesota several times. The nature and quality of those contacts is significant because Maurice Stone typically had face-to-face visits with Lillian Beter when he was in Minnesota and direct oral communications with Lillian Beter or other representatives of LBCG when talking by telephone.

Furthermore, Maurice Stone admitted in deposition testimony that on all visits prior to the June 2005 visit, he and Lillian Beter discussed business “100 percent.” Thus, this factor weighs in favor of personal jurisdiction.

### **3. *Connection of the Cause of Action with Contacts***

Maurice Stone’s travels to Minnesota usually were solely related to and justified by his business relationship with Lillian Beter. The only exception is the June 2005 trip, which appears to be motivated primarily by his daughter’s high school graduation. But even on that trip, he paid a visit to Lillian Beter’s home, and Lillian Beter alleges that business was discussed when Maurice Stone was there. Appellants argue that the visit was purely social. But for purposes of determining jurisdiction, we must take respondents’ allegations as true. *Juelich*, 682 N.W.2d at 570. The record does not explicitly reflect who initiated the visit, but it appears that the visit was initiated by the Stones because Maurice Stone stated in his deposition testimony that he wanted to show Lillian Beter’s home, which is apparently unique, to his wife and daughter. *See Marquette Nat’l Bank*, 270 N.W.2d at 296 (“it is essential in each case that there be some act by which the defendant purposefully avails itself of the privilege of conducting activities within the forum state, thus invoking the benefits and protection [of] its laws” (quotation omitted)). Furthermore, Lillian Beter’s affidavit describes numerous telephone calls involving Maurice Stone that were directly related to the potential investment by LBCG in Cornerstone.

Maurice Stone contends that most of his contacts with Minnesota related to Cornerstone rather than Intrepid Holdings. Whether those contacts concerned

Cornerstone or Intrepid Holdings is immaterial. The contacts concerned businesses owned or managed by Maurice Stone and Lillian Beter. Furthermore, the plaintiffs allege that there were connections between the collapse of the Cornerstone deal and the transfers of money from the Beters to Austin and subsequent transfers from Austin to the Stones and Intrepid Holdings.

Specific personal jurisdiction requires that there be a “connection of the cause of action with [appellants’] contacts.” *Juelich*, 682 N.W.2d at 570. In fact, “[s]pecific jurisdiction can arise from a single contact with the forum if the cause of action arose out of that contact.” *Marshall*, 610 N.W.2d at 674. In reviewing the connection between a defendant’s contacts and the cause of action, a court must attempt to ascertain whether a defendant purposefully availed himself of the privilege of conducting activities in this state, including the benefits and protections of Minnesota law. *Dent-Air*, 332 N.W.2d at 907. “When a defendant deliberately engages in significant activities in a state or creates continuing obligations between itself and residents of the state, the defendant purposefully avails itself of the protections of the law, as required to support the exercise of personal jurisdiction under the Due Process Clause.” *Marshall*, 610 N.W.2d at 675-76 (quotation omitted). Thus, this factor weighs in favor of personal jurisdiction.

#### **4. *Interest of the State in Providing a Forum***

Minnesota has an interest in providing a forum for its residents who allegedly have been wronged. *Dent-Air*, 332 N.W.2d at 908. That principle applies to respondents’ allegations in this case. Thus, this factor weighs in favor of personal jurisdiction.

## 5. *Convenience of the Parties*

The complaint alleges that Lillian Beter “suffers from a visual impairment and debilitating arthritis.” She further states in her affidavit that she is unable to travel out of state because of limited finances. Josee-Marie Beter also is a resident of Minnesota, and the Beter Family Trust is a Minnesota trust. Appellants are residents of Texas, which means that they will have to travel for trial and pre-trial proceedings related to the suit, but Texas is not so distant as to make jurisdiction in Minnesota unreasonable.

There is a strong presumption in favor of a plaintiff’s choice of forum. *Bergquist v. Medtronic, Inc.*, 379 N.W.2d 508, 511 (Minn. 1986). Furthermore, “because modern transportation and communications have made it much less burdensome for a party sued to defend himself in a State where he engages in economic activity, it usually will not be unfair to subject him to the burdens of litigating in another forum for disputes relating to such activity.” *Burger King Corp. v. Rudznicz*, 471 U.S. 462, 474, 105 S. Ct. 2174, 2183 (1985) (quotation omitted). Thus, this factor weighs in favor of personal jurisdiction.

All five factors weigh in favor of exercising personal jurisdiction over Maurice Stone. Thus, the district court did not err by denying the motion to dismiss with respect to Maurice Stone.

### **B. Stephanie Stone**

We also apply the five-factor test to Stephanie Stone to determine whether she has the required minimum contacts with the state of Minnesota to permit the exercise of personal jurisdiction.

**1. Quantity of Contacts**

The parties agree that Stephanie Stone was in Minnesota on only one occasion, in June 2005, when she visited Lillian Beter's home with Maurice Stone and Austin in addition to attending the high school graduation of Maurice Stone's daughter. But a "single, isolated transaction between a nonresident defendant and a resident plaintiff," may be a sufficient contact to justify exercising personal jurisdiction. *Marquette Nat'l Bank*, 270 N.W.2d at 295. Thus, this factor does not favor either conclusion, though it is minimally sufficient to allow for personal jurisdiction.

**2. Nature and Quality of Contacts**

Because the quantity of Stephanie Stone's contacts is not extensive, the quality and nature of the contacts becomes dispositive. *Id.* Stephanie Stone was in the state of Minnesota for approximately three days. Her contacts included a personal visit to Lillian Beter's home. Thus, this factor weighs slightly in favor of personal jurisdiction.

**3. Connection of the Cause of Action with Contacts**

Lillian Beter has stated that business was discussed during Stephanie Stone's visit to Lillian Beter's home in June 2005. There is no express allegation that Stephanie Stone took part in those discussions. But based on the allegations, it appears that other people present discussed business matters that are connected to respondents' claims. Again, this court must attempt to ascertain whether Stephanie Stone purposefully availed herself of the privilege of conducting activities in this state. *See Dent-Air*, 332 N.W.2d at 907. This court must examine whether her contact with Minnesota "proximately result[s] from actions by the defendant [herself] that create a substantial connection with the forum

State.” *Burger King*, 471 U.S. at 475, 105 S. Ct. at 2184 (quotation omitted). Respondents’ allegations allow the conclusion that Stephanie Stone purposefully availed herself of the privilege of conducting business in this state by visiting Lillian Beter in her home, and those business discussions occurred during that visit. *See Dent-Air*, 332 N.W.2d at 907. According to respondents’ allegations, that visit facilitated the subsequent alleged conversion and misappropriation of the Beters’ assets, which allegedly benefitted Stephanie Stone because of her status as a shareholder in Intrepid Holdings. Thus, this factor weighs in favor of personal jurisdiction.

#### **4. Secondary Factors**

The final, secondary factors -- the interests of the state in providing a forum and the convenience of the parties -- do not require reexamination because the relevant facts are the same for all appellants. As with Maurice Stone, these factors weigh in favor of Minnesota’s exercise of personal jurisdiction over Stephanie Stone.

Because four factors weigh, to some degree or another, in favor of Minnesota’s exercise of personal jurisdiction over Stephanie Stone, and no factors weigh in favor of the opposite conclusion, the district court did not err by denying the motion to dismiss with respect to Stephanie Stone.

#### **C. Intrepid Holdings**

We also apply the five-factor test to Intrepid Holdings to determine whether it has the required minimum contacts with the state of Minnesota to permit the exercise of personal jurisdiction.

Respondents argued in the district court that personal jurisdiction over Intrepid Holdings exists because Austin, as Intrepid Holding's attorney and agent, has sufficient contacts with Minnesota on behalf of the company. Appellants challenge that premise by arguing that Austin was not an agent of Intrepid Holdings at the time that respondents transferred money and other assets to Austin's trust account.

An agency relationship is a fiduciary relationship whereby a principal is bound by an agent's actions, provided the actions are within the scope of his or her authority, either express or implied. *Fingerhut Mfg. Co. v. Mack Trucks, Inc.*, 267 Minn. 201, 204, 125 N.W.2d 734, 737 (1964). An agency relationship may be created by express language or by conduct, and it need not be in writing. *PMH Props. v. Nichols*, 263 N.W.2d 799, 803 (1978). But agency requires evidence of (1) a manifestation of mutual consent between a principal and an agent such that the agent will act on the principal's behalf and (2) the right of control by the principal over the agent. *A. Gay Jenson Farms Co. v. Cargill, Inc.*, 309 N.W.2d 285, 290 (Minn. 1981); *Jurek v. Thompson*, 308 Minn. 191, 197, 241 N.W.2d 788, 791 (1976). The United States Supreme Court has stated, "The relationship between client and attorney, regardless of the variations in particular compensation agreements or the amount of skill and effort the attorney contributes, is a quintessential principal-agent relationship." *Commissioner v. Banks*, 543 U.S. 426, 436, 125 S. Ct. 826, 832 (2005); *see also* Restatement (Second) of Agency § 1, cmt. e (1957).

Respondents' complaint alleges that Austin is a "close personal friend and business associate of Maurice Stone." The complaint also alleges that, in early 2005, Austin was Maurice Stone's attorney with respect to the purchase of Intrepid Holdings

and that Austin had authority over shares in the company that were held in the name of Austin's wife and children. More important for present purposes, the affidavit further alleges that Austin was also Intrepid Holdings' attorney and "acted as Defendants' authorized agent for purposes of receiving monies they should not have received." Moreover, Lillian Beter's affidavit alleges that Austin was, at the time of the affidavit, CEO of Intrepid Holdings, and she also alleges that Maurice Stone was CEO of Intrepid Holdings at the time of the June 2005 visit to Lillian Beter's home. The allegations in the record support the conclusion that both Austin and Maurice Stone had authority to act on Intrepid Holdings' behalf and were therefore agents of Intrepid Holdings. *See A. Gay Jensen Farms Co.*, 309 N.W.2d at 290; *Jurek*, 308 Minn. at 197, 241 N.W.2d at 791. Based on these allegations, the district court did not err by concluding that both Austin and Maurice Stone were agents of Intrepid Holdings. Thus, we will examine the contacts of Austin and Maurice Stone that are within the scope of their respective agencies.

***1. Quantity of Contacts***

Austin had numerous contacts with Minnesota. According to the pleadings and Lillian Beter's affidavit, Austin regularly spoke by telephone with Lillian Beter while he was an agent of Intrepid Holdings. After becoming respondents' attorney in December 2004, he instructed respondents to transfer money and other assets from a Minnesota bank to his trust account. Austin, in turn, allegedly transferred a portion of respondents' money to Intrepid Holdings. In addition, both Austin and Maurice Stone were present at the June 2005 meeting at Lillian Beter's house. Austin's and Maurice Stone's contacts

with Minnesota involve more than a single, isolated transaction. *See Marquette Nat'l Bank*, 270 N.W.2d at 295-96. Thus, this factor weighs in favor of personal jurisdiction.

**2. *Nature and Quality of Contacts***

Austin communicated with respondents directly. The funds wired to Austin's law firm trust account came from Minnesota bank accounts. And, as stated above, both Austin and Maurice Stone were present in Lillian Beter's house in June 2005. These contacts occurred while Austin and Maurice Stone were agents of Intrepid Holdings. Thus, this factor also weighs in favor of personal jurisdiction.

**3. *Connection of the Cause of Action with Contacts***

While Austin was an agent of Intrepid Holdings, he received money that belonged to Minnesota residents from a Minnesota bank. In addition, Maurice Stone's June 2005 visit to Minnesota is directly related to the claims in this case. Thus, this factor also weighs in favor of personal jurisdiction.

**4. *Secondary Factors***

It is unnecessary to reexamine the final two, secondary factors, as they are not dispositive and we already have determined that they weigh in favor of the exercise of personal jurisdiction. *See Schuler v. Meschke*, 435 N.W.2d 156, 161 (Minn. App. 1989) (stating that fourth factor "cannot establish personal jurisdiction" and that "unless the inconvenience to either party is extensive," the fifth factor is "not dispositive"), *review denied* (Minn. Apr. 19, 1989).

In sum, the district court did not err by denying the motion to dismiss with respect to Intrepid Holdings.

## II. Forum Non Conveniens

Appellants also argue that the district court erred by denying their motion to dismiss the action on the basis of the doctrine of forum non conveniens.

Dismissal of a case on the grounds of forum non conveniens may be appropriate when “the exercise of personal jurisdiction imposes a hardship that does not rise to the level of a due process violation.” *Rykoff-Sexton, Inc. v. American Appraisal Assocs., Inc.*, 469 N.W.2d 88, 91 (Minn. 1991). There is a strong presumption in favor of a plaintiff’s choice of forum. *Bergquist*, 379 N.W.2d at 511. A district court must, however, “balance a series of public and private interest factors in determining whether the defendant has successfully rebutted the presumption that the plaintiff’s choice of forum will not be disturbed.” *Id.* The public factors include “the relative ease of access to sources of proof; availability of compulsory process for attendance of unwilling, and the cost of obtaining attendance of willing, witnesses . . . and all other practical problems that make trial of a case easy, expeditious and inexpensive.” *Id.* at 511 n.4 (quoting *Gulf Oil Corp. v. Gilbert*, 330 U.S. 501, 508, 67 S. Ct. 839, 843 (1947)). The supreme court has explained the public interest underlying the doctrine of forum non conveniens:

“Administrative difficulties follow for courts when litigation is piled up in congested centers instead of being handled at its origin. Jury duty is a burden that ought not to be imposed upon the people of a community which has no relation to the litigation. In cases which touch the affairs of many persons, there is reason for holding the trial in their view and reach rather than in remote parts of the country where they can learn of it by report only. There is a local interest in having localized controversies decided at home. There is an appropriateness, too, in having the trial of a diversity case in a forum that is at home with the state law that must govern the

case, rather than having a court in some other forum untangle problems in conflict of laws, and in law foreign to itself.”

*Id.* (quoting *Gulf Oil*, 330 U.S. at 508-09, 67 S. Ct. at 843). The district court exercises broad discretion in deciding whether to dismiss an action on the grounds of forum non conveniens, and this court will not reverse the district court’s decision absent an abuse of discretion. *Id.* at 511-12.

In this case, the district court considered the fact that witnesses are located in Texas, that respondents live in Minnesota, that Maurice Stone has traveled to Minnesota in the past, and that Maurice Stone “has used an attorney as his agent who allegedly took Lilly Beter’s money from Minnesota to fund the initiation of Stone’s business.” The district court thus concluded that “it is fair to conduct the trial here, where Lilly Beter resides.”

Appellants contend that the transactions at issue took place in Texas and that “critical witnesses” are located in Texas and Louisiana. The district court acknowledged that a number of witnesses live outside of Minnesota. But the district court also noted that respondents reside in Minnesota. In addition, respondents chose Minnesota as their forum of choice. *Bergquist*, 379 N.W.2d at 511. We conclude that the district court did not abuse its discretion by denying appellants’ alternative request to dismiss the action on the basis of forum non conveniens.

**Affirmed.**