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**STATE OF MINNESOTA  
IN COURT OF APPEALS  
A11-471**

William Rydrych,  
Appellant,

vs.

GK CAB Co., Inc., et al.,  
Respondents.

**Filed November 21, 2011  
Affirmed  
Connolly, Judge**

Hennepin County District Court  
File No. 27-CV-10-13854

William Rydrych, Eagan, Minnesota (pro se appellant)

Scott J. Strouts, Minneapolis, Minnesota (for respondents)

Considered and decided by Peterson, Presiding Judge; Hudson, Judge; and  
Connolly, Judge.

**UNPUBLISHED OPINION**

**CONNOLLY**, Judge

Appellant challenges the district court's grant of summary judgment dismissing his claims of trespass upon chattels, conversion of chattels, prejudicial treatment of a shareholder, and breach of fiduciary duty. Appellant's claims arose out of actions of two

of the respondents, who issued and sold new shares to the third respondent, at a time when the existing shares of those two respondents were all owned by a third party and were subject to levy by appellant. Appellant challenges the district court's determination that: (1) he does not have standing to challenge the issuance of the new shares because he was not a shareholder at the time they were issued; (2) there was no basis for liability against the third entity; and (3) appellant was not a shareholder and was thus not owed any fiduciary duties before the sheriff's sale of the shares and there was no breach of fiduciary duty after the sale. Because the district court did not err in granting summary judgment, we affirm.

## **FACTS**

Appellant William Rydrych obtained a judgment against Scott Strouts on September 20, 2006. At that time, Mr. Strouts owned 100% of the 6,000 shares (3,000 shares each) issued by respondents GK CAB Co., Inc. (GK Cab) and Spike Holding Corp., Inc. (Spike Holding) and was the sole shareholder, sole member of the board of directors, and sole officer of each corporation. Both GK Cab and Spike Holding own and operate taxicabs in Minneapolis. On July 18, 2008, appellant obtained a levy against "all stock or other rights, including capital accounts and loan [accounts], in [GK Cab and Spike Holding]," to which Scott Strouts had a claim.

On October 8, 2008, pursuant to written stock purchase agreements, respondent Blue & White Service Corporation of Minnesota, Inc. (Blue & White) acquired 20,000 newly issued shares in GK Cab and 20,000 newly issued shares in Spike Holding. Blue & White runs the dispatch service used by GK Cab and Spike Holding. Under the

agreement, Blue & White appointed Mr. Strouts as its representative and proxy in voting the shares for all purposes related to the election of directors, officers, and running the operations of the business. Blue & White paid \$46,000 for the GK Cab stock and \$6,700 for the Spike Holding stock. The assets of both entities were subject to a first lien in favor of Voyager Bank in the amount of \$118,000 because the entities received a loan from Voyager Bank in 2005 to pay off and settle debt from Associated Bank that had been used to purchase additional cabs and fund operating expenses.

On October 10, 2008, the Hennepin County Sheriff conducted the sale of Mr. Strouts's stock in GK Cab and Spike Holding. At the sale, appellant purchased all 6,000 shares of Mr. Strouts's stocks in GK Cab and Spike Holding for \$100. On October 21, 2008, in response to appellant's demand for corporate records, Mr. Strouts disclosed that on October 8, 2008, GK Cab and Spike Holding had each issued 20,000 new shares to respondent Blue & White. Due to this sale of shares to Blue & White, instead of purchasing 100% of the shares at the sheriff's sale, appellant purchased only a 13% minority interest in each corporation.

On December 18, 2008, appellant filed a post-judgment motion against Mr. Strouts seeking to pierce the corporate veil of GK Cab and Spike Holding and invalidate the issuance of stock on October 8, 2008 as a fraudulent conveyance under Minn. Stat. § 513.01 (2007). On February 8, 2009, the district court issued an order denying appellant's requested relief.

On July 8, 2010, appellant filed suit in district court against respondents GK Cab, Spike Holding, and Blue & White alleging four counts: trespass upon chattels, conversion

of chattels, prejudicial treatment of a shareholder, and breach of fiduciary duty. Both appellant and respondents moved for summary judgment at a hearing on November 16, 2010. On January 13, 2011, the district court granted respondents' motion for summary judgment and denied appellant's motion for summary judgment. This appeal follows.

## D E C I S I O N

A motion for summary judgment is granted when “the pleadings, depositions, answers to interrogatories, and admissions on file, together with the affidavits, if any, show that there is no genuine issue as to any material fact and that either party is entitled to a judgment as a matter of law.” Minn. R. Civ. P. 56.03. On appeal from summary judgment, this court reviews the district court's decision *de novo*. *Riverview Muir Doran, LLC v. JADT Dev. Grp., LLC*, 790 N.W.2d 167, 170 (Minn. 2010) (citation omitted). In its review, this court determines if there are any genuine issues of material fact and whether the district court erred in its application of the law. *Dahlin v. Kroening*, 796 N.W.2d 503, 504-05 (Minn. 2011). “[T]he reviewing court must view the evidence in the light most favorable to the party against whom judgment was granted.” *Fabio v. Bellomo*, 504 N.W.2d 758, 761 (Minn. 1993).

Appellant presents three arguments as to why the district court erred in granting respondents summary judgment. First, he argues that the district court erred in concluding that he lacked standing to assert the claims of trespass upon chattels and conversion of chattels. “Standing is the requirement that a party has a sufficient stake in a justiciable controversy to seek relief from a court.” *State by Humphrey v. Phillip Morris Inc.*, 551 N.W.2d 490, 493 (Minn. 1996). A plaintiff may acquire standing in one

of two ways: (1) the plaintiff suffers some “injury-in-fact”; or (2) the plaintiff is granted standing through some legislative enactment. *Id.* A plaintiff who lacks standing may not bring a suit. *Id.* The district court found that appellant lacked standing to assert claims of trespass upon chattels and conversion of chattels because appellant did not become a shareholder until after the sheriff’s sale on October 10, 2008.<sup>1</sup> The court found that Minnesota law does not give a purchaser any rights in levied upon property until after the sale of that property is complete. Therefore, the court concluded that prior to October 10, appellant had “no right to own, possess, use, control, limit or exercise dominion or control over the levied upon corporate stock.” Because appellant was not a shareholder at the time of the complained-of actions, the district court found that the appellant lacked standing.

Appellant does not dispute that the levy did not convey any rights of ownership or control of the stock to him until he purchased it at the sheriff’s sale. Thus, as appellant himself notes, a claim brought under Minn. R. Civ. P. 23.09 “Derivative Actions by Shareholders or Members” would be inappropriate, because appellant was not a shareholder at the time of the complained-of actions. Nevertheless, appellant asserts that the sheriff was in possession of the stock from the time of the levy; that respondents’ issuance and purchase of new shares constituted trespass upon and conversion of chattels;

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<sup>1</sup> The district court found that, even if appellant had standing to assert trespass and conversion of chattels, “it is not clear that such common law claims exist in Minnesota.” However, in 1978, the Minnesota Supreme Court recognized the torts of trespass to chattels and conversion of chattels as then stated in the Restatement (Second) of Torts. *Herrmann v. Fossum*, 270 N.W.2d 18, 20-21 (Minn. 1978).

and that he has standing to pursue those claims because the sheriff was his agent, or in the alternative, because he is the sheriff's successor in interest.

Although the district court did not address appellant's claim to standing through the sheriff, the district court properly determined that appellant lacked standing to pursue claims of trespass and conversion of chattels. In levying on property, a sheriff is not the agent of either party but acts as an officer of the law. *Donaldson v. Mona Motor Oil Co.*, 190 Minn. 231, 235, 251 N.W. 272, 274 (1933); *cf. Rambeck v. La Bree*, 156 Minn. 310, 316, 194 N.W. 643, 645 (1923) (finding that a sheriff acts as an officer of the law and not as an agent for either party in a redemption proceeding). Because the sheriff was at no point acting as an agent of the appellant, appellant lacks standing to assert claims of trespass and conversion through the sheriff.

Appellant's assertion of standing as the sheriff's successor in interest also fails. "A successor in interest retains the same rights as the original owner, with no change in substance." *Black's Law Dictionary* 1473 (8th ed. 2004). When appellant purchased the GK Cab and Spike Holding stock at the sheriff's sale, he became a successor in interest of *Mr. Strouts*, not a successor in interest of the *sheriff*. While the sheriff may have had a possessory interest in the stock under levy, he did not obtain the same rights in the stock as the original owner. Because appellant was the successor in interest of the original shareholder, Mr. Strouts, and not of the sheriff, appellant also lacks standing to bring a conversion or trespass to chattels claim against respondents as a successor in interest of the sheriff.

Even if appellant had standing, appellant's claims would also fail on the merits because the district court properly determined that appellant did not obtain an enforceable interest in the stock until after the sheriff's levy. Without an enforceable interest, appellant cannot make out a claim for trespass or conversion. Appellant's claims are premised on the assertion that Mr. Strouts, by virtue of the levy, was deprived of his right to vote on stock. Appellant asserts that, without Mr. Strouts's vote, GK Cab could not have sold the newly issued stock to Blue & White, a corporation, because it cancelled GK Cab's status as an S corporation, and a voluntary cancellation of S corporation status requires a shareholder vote.<sup>2</sup> Appellant argues that, by voting the stock, Mr. Strouts committed trespass, and that respondents are liable for this trespass because it was a foreseeable consequence of their act in issuing the new shares.

The Restatement (Second) of Torts § 222 (1965) states: "One who dispossesses another of a chattel is subject to liability in trespass for the damage done. If the dispossession seriously interferes with the right of the other to control the chattel, the actor may also be subject to liability for conversion." The Restatement (Second) of Torts § 222A(1) (1965) states, "(1) Conversion is an intentional exercise of dominion or control over a chattel which so seriously interferes with the right of another to control it that the actor may justly be required to pay the other the full value of the chattel." "The elements of common law conversion are (1) the plaintiff has a property interest and (2) the

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<sup>2</sup> Under the Internal Revenue Service Code, an S corporation is a small business corporation, with no more than 75 shareholders. I.R.C. § 1361(b)(1)(A) (2010). Shareholders of an S corporation must be individuals or estates, and cannot be corporations or partnerships. *Id.* at § 1361(b)(1)(B) (2010). Shareholder consent is required for revocation of S corporation status. *Id.* at § 1362(d)(1)(A)-(B) (2010).

defendant deprives the plaintiff of that interest.” *Lassen v. First Bank Eden Prairie*, 514 N.W.2d 831, 838 (Minn. App. 1994), *review denied* (Minn. June 29, 1994); *see also Larson v. Archer-Daniels-Midland Co.*, 226 Minn. 315, 317, 32 N.W.2d 649, 650 (1948); *Mertes v. Estate of E.L. King*, 501 N.W.2d 660, 665 (Minn. App. 1993). Lack of an enforceable interest in the subject property is a complete defense against a plaintiff’s claim of conversion.

Appellant has failed to demonstrate that he has ever been dispossessed of any of his shares of stock at any point after the levy; while his shares may have had their value diluted, he still owned them. He has also failed to demonstrate the existence of a genuine issue of material fact that GK Cab, Spike Holding, or Blue & White have ever exercised dominion or control over his shares of stock in the companies either after the levy or after the sale to appellant, other than through voting. If appellant did not have an enforceable interest in the voting rights of the levied stock, he cannot make out a claim of trespass or conversion.

With regard to levied stock, Minnesota law provides that, “[a]ll property, real and personal, including rights and shares in the stock of corporations . . . may be levied upon and sold on execution.” Minn. Stat. § 550.10 (2010). Stock of a corporation shall be levied upon by leaving a copy of the writ of execution and a notice specifying the property levied upon with the corporation’s president, secretary, treasurer, cashier, officer, or managing agent. Minn. Stat. § 550.135, subd. 2 (2010). “In case of the sale of any rights or shares in the stock of a corporation, the sheriff shall execute to the purchaser

a certificate of such sale, which shall transfer to the purchaser all the rights of the judgment debtor in respect thereto.” Minn. Stat. § 550.21 (2010).

In support of his position that he has a right to bring trespass and conversion claims for damage to property under levy through the sheriff, appellant cites *Horgan v. Lyons*, under which the levying officer may maintain an action against a person who interferes or carries away personal property under levy. 59 Minn. 217, 220 (Minn. 1894). Appellant then cites the Restatement (Second) of Torts § 221, comment (c) for the authority that a sheriff dispossesses a debtor of chattel under levy: “a sheriff or other officer may levy upon goods, and thereby dispossess another of them . . . .” Appellant argues that, under the Restatement (Second) of Torts, Mr. Strouts had no rights to the property under levy because he had been dispossessed by the sheriff. Appellant further cites the case *Banker v. Caldwell*, which states: “In the interval between the levy and sale, the debtor is not divested of his ownership in the property, but the incident of title, the right to possess, use, and dispose of, the property, is suspended only . . . .” 3 Minn. 46, 57 (1859).

Appellant argues that under these authorities, Mr. Strouts was stripped of his rights of ownership, including the right to vote his stock in favor of selling GK Cab’s newly issued shares to Blue & White. Appellant’s reliance on these authorities is misplaced. *Horgan* stands only for the proposition that the levying officer may maintain an action for conversion against a third party that converts or carries away personal property under levy. 59 Minn. at 220. Moreover, *Banker* and the Restatement (Second) of Torts do not support appellant’s argument that Mr. Strouts had *no* rights to the stock under levy.

While the sheriff may *possess* personal property under levy, a debtor is not fully divested of his ownership rights until the property is sold at the sheriff's sale. *Banker*, 3 Minn. At 57 ("In the interval between the levy and sale, the debtor is not divested of his ownership in the property . . ."). The debtor property owner maintains a property interest in the levied-upon assets until that right is terminated, if ever, by the sheriff's sale of the asset.<sup>3</sup> In *State ex rel. Child v. Dist. Court of Chippewa Cnty.*, the court held that the present owner of a title of land is not divested by a levy, nor are his rights or interests transferred by levy. 85 Minn. 283, 288, 88 N.W. 755, 757-58 (1902). The court found that, "[b]y seizing property under an execution the creditor is simply proceeding towards securing the payment of his debt. In fact, he may never have or acquire any further . . . right or interest . . ." *Id.* at 289, 88 N.W. at 758. The court went on to say that only the highest bidder purchaser at a sale acquires a right or interest in the property. *Id.* Only through the sale of the property at a sheriff's sale are the debtor's rights and interests in the property transferred, and even then, only to the purchaser. Appellant has failed to show that Mr. Strouts, as the debtor, was stripped of his right to vote his shares after the levy. The mere act of levying on the shares did not prevent Mr. Strouts from exercising his right to vote his shares, nor did appellant seek or obtain an injunction which would have prevented Mr. Strouts from doing so.

The sheriff who levied and sold the stock was not an agent of appellant. Nor is appellant the sheriff's successor in interest. Therefore, appellant lacks standing to assert his claims of conversion and trespass upon chattels. Moreover, even assuming standing,

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<sup>3</sup> For example, the debtor can always attempt to buy the assets at the sheriff's sale.

appellant made no showing that respondents ever dispossessed him of his shares nor exercised dominion or control over his shares, other than through voting the shares. Appellant did not show that he had an enforceable interest in the voting rights of the levied-upon shares, so his claims against respondents for trespass and conversion of chattels fail.

Next, appellant argues that the district court erred in finding that there was no basis for liability against the third entity, Blue & White, which purchased the newly issued shares. Appellant claims that Blue & White is liable for trespass because Blue & White knew of the levy on Mr. Strouts's shares, and the purchase of the newly issued shares contributed to the dilution of those shares and removed S corporation status from the GK Cab shares under levy, thereby reducing the shares value.

A third party may be liable for trespass when they intentionally dispossess another of chattel. Restatement (Second) of Torts § 222 (1965). As noted by the district court, Blue & White purchased newly issued shares for consideration, and did not receive any levied-upon assets. Appellant cites no caselaw in support of his contention that a third-party purchaser of newly issued shares commits trespass upon existing, levied-upon shares. Appellant claims standing to sue Blue & White for trespass through the sheriff, either as successor in interest, or as an agent of appellant. As discussed above, both of these claims fail and appellant lacks standing to sue Blue & White, even if appellant were able to state a claim for trespass.

Finally, appellant argues that the district court erred in finding that appellant was not a shareholder, and thus was not owed any fiduciary duties by the respondents before

the sheriff's sale of the shares, and that there was no evidence of a breach of fiduciary duty or prejudicial treatment after the sale. Appellant complains of breaches of fiduciary duty and prejudicial treatment by respondents for two time periods: (1) after the levy but before the sheriff's sale; and (2) after the sheriff's sale. The equitable remedy that appellant seeks is an order for a share buyout under Minn. Stat. § 302A.751, subd. 1(b)(3) (2010), and for the value to be set as of the levy date.

Majority shareholders in a closely held corporation owe minority shareholders a fiduciary duty. *Pedro v. Pedro*, 489 N.W.2d 798, 801 (Minn. App. 1992), *review denied* (Minn. Oct. 20, 1992). Minnesota law allows courts to grant minority shareholders equitable relief where the controlling shareholders have acted unfairly prejudicial toward the minority shareholder. Minn. Stat. § 302A.751, subd. 1(b)(3). The district court found that, because appellant was not a shareholder prior to the sheriff's sale, he lacked standing under Minn. R. Civ. P. 23.09, which states, "the complaint shall allege that the plaintiff was a shareholder or member at the time of the transaction of which the plaintiff complains . . . ." After the sheriff's sale, the district court found that appellant's claims of breach of fiduciary duty and prejudicial treatment failed because he received the stock he had levied upon and because his other allegations were not supported by the evidence.

In Minnesota, a closely held corporation is defined as "a corporation which does not have more than 35 shareholders." Minn. Stat. § 302A.011, subd. 6(a) (2010). Minnesota law allows courts to grant equitable relief to a shareholder in a closely held corporation when "the directors or those in control of the corporation have acted in a manner unfairly prejudicial toward one or more shareholders in their capacities as

shareholders . . . .” Minn. Stat. § 302A.751, subd. 1(b)(3). “A court may grant any equitable relief it deems just and reasonable in the circumstances or may dissolve a corporation and liquidate its assets and business.” *Id.*, subd. 1 (2010). This court defined the term “unfairly prejudicial” in the context of Minn. Stat. § 302A.751 in *Berreman v. W. Publ’g Co.*, concluding that unfairly prejudicial conduct “is conduct that frustrates the reasonable expectations of shareholders in their capacity as shareholders . . . of a corporation that is not publicly held.” 615 N.W.2d 362, 374 (Minn. App. 2000), *review denied* (Minn. Sept. 26, 2000). The court’s interpretation was recently affirmed by the Minnesota Supreme Court in *U.S. Bank N.A. v. Cold Spring Granite Co.*, where the court agreed that “unfairly prejudicial” should be defined broadly as conduct that violates a shareholder’s reasonable expectations. 802 N.W.2d 363, 379 (Minn. 2011).

Breaches of fiduciary duty are considered unfairly prejudicial within the meaning of § 302A.751, subd. 1(b)(3). *Berreman*, 615 N.W.2d at 373. In a closely held corporation, shareholders owe one another a fiduciary duty. *Pedro*, 489 N.W.2d at 801. Where a fiduciary relationship exists, the law imposes the highest standards of integrity and good faith dealings. *Id.* (quotation omitted). Fiduciary duties include dealing “openly, honestly and fairly with other shareholders.” *Id.* (quoting *Evans v. Blesi*, 345 N.W.2d 775, 779 (Minn. App. 1984), *review denied* (Minn. June 12, 1984)).

In the time period after the levy and before the sheriff’s sale, appellant claims that the boards of directors of GK Cab and Spike Holding failed in their fiduciary duty when they terminated payments for taxicab insurance and licenses, and that the GK Cab board

failed in its fiduciary duty by removing S corporation status from the shares under levy, breaching their duty to preserve undamaged levied-upon chattels left in their custody.

Appellant does not dispute that he was not a shareholder during the time period between the levy and sheriff's sale and that he cannot bring either a derivative suit or a suit in his own right. Once again, he instead argues standing through the sheriff, claiming that the duties owed to shareholders accrued to the sheriff. As discussed above, appellant has no standing to make a claim through the rights of the sheriff. The sheriff was not a shareholder, he was not an agent of appellant, and the appellant was not the successor in interest of the sheriff. Therefore, the district court did not err in dismissing appellant's fiduciary duty claims for the time period prior to the sheriff's sale.

After the sheriff's sale, appellant became a minority shareholder in a closely held corporation, owning 13% of the stock in both GK Cab and Spike Holding, while respondent Blue & White owned the remaining 87% of each company. In the time after the sheriff's sale, appellant argues that respondents breached their fiduciary duties and treated appellant in an unfairly prejudicial manner. Appellant specifically complains of three actions of the respondents: (1) failure to deliver the FY 2007 and partial FY 2008 Schedule K-1s to appellant; (2) failure to disclose approval of a write-off of a shareholder loan to Mr. Strouts that resulted in reduction of corporate assets; and (3) failure to notify appellant of shareholder meetings and failure to provide detailed minutes for those meetings.

Appellant's first complaint, regarding respondents' failure to deliver FY 2007 and partial FY 2008 Schedule K-1s, fails because appellant was not a shareholder until

October 2008 and was therefore not entitled to these corporate records. The fiscal year of both companies ended on September 30, 2008, prior to the time appellant became a shareholder. Moreover, as found by the district court, the 2008 Schedule K-1 was delivered to appellant on June 14, 2010.

Appellant's second complaint also fails because, as appellant notes, it is a derivative claim that must be brought on behalf of the corporation pursuant to Minn. R. Civ. P. 23.09. Generally, an individual shareholder may not assert a cause of action which belongs to the corporation. *Blohm v. Kelly*, 765 N.W.2d 147, 153 (Minn. App. 2009) (quotation omitted). A shareholder may pursue a derivative suit when the corporation has failed to take action on its own behalf. *Id.* When determining if the claim is direct or derivative, the court determines whether the complained of injury belongs to the corporation or to the shareholder individually. *Id.* Because the write-off of a shareholder loan from the corporation to Mr. Strouts injured the corporation, and not appellant directly, this suit is not a proper platform for addressing this complaint.

Finally, appellant claims that respondents failed to notify him of shareholder meetings and failed to provide adequate minutes for those meetings. Specifically, appellant complains that he was not notified of the combined annual meetings of GK Cab and Spike Holding, held December 31, 2009. All shareholders with voting rights are entitled to notice of all shareholder meetings. Minn. Stat. § 302A.435, subd. 1 (2010).

While appellant appears to have shown the existence of a genuine issue of fact as to whether he received legally required notice of shareholder meetings, this fact is not material. The only "equitable relief" requested from the district court by the appellant

was a forced buyout of his shares pursuant to Minn. Stat. § 302A.751, subd. 1(b)(3), valued at the time of the levy on the stock. The district court found that the equitable relief sought by appellant was “not supported by facts or law.” Appellant failed to show that, even if he did not receive notice of shareholder meetings, he was entitled to a shareholder buyout under Minn. Stat. § 302A.751, subd. 1(b)(3). Initially, it is not clear that failure to receive notice of one annual shareholder meeting violates a minority shareholder’s reasonable expectations so as to meet the definition of “prejudicial” treatment or conduct required to trigger relief under Minn. Stat. § 302A.751, Subd. 1(b)(3). Moreover, even if failure to receive notice of the annual shareholder meeting is unfairly prejudicial, it would not warrant the extreme remedy of a buyout. Because appellant was unable to show that the fact that he did not receive notice of a shareholder meeting was *material* to his requested relief, the district court did not err in granting respondents summary judgment.

The district court specifically declined to address whether appellant’s claims were precluded based on the doctrines of res judicata and collateral estoppel. Yet, in its analysis of appellant’s claims of breach of fiduciary duty and prejudicial treatment, the court stated, “Mr. Rydrych’s claim that the sale of shares was not based on valid business reasons but was specifically intended to thwart the levy was already dismissed [in a previous case].” This finding was incidental to the district court’s finding that there was no breach of fiduciary duty before the sheriff’s sale because appellant was not a shareholder. Therefore, this court need not address appellant’s arguments regarding res

judicata and collateral estoppel, as the district court specifically declined to address whether these doctrines applied.

The district court did not err in granting respondents' motion for summary judgment and in denying appellant's motion for summary judgment. The district court properly concluded that appellant lacked standing to challenge respondents' issuance and purchase of new shares because he was not a shareholder at the time they were issued, and he did not acquire standing through the sheriff as his agent, or as the sheriff's successor in interest. The district court also properly concluded that there was no basis for liability against respondent Blue & White, which purchased the newly issued shares for consideration and did not receive any levied-upon assets. Finally, the district court properly concluded that appellant was not a shareholder and was thus not owed fiduciary duties by respondents before the sheriff's sale, and that there was no evidence of a breach of fiduciary duty or prejudicial treatment after the sale that would merit a forced buyout of appellant's shares.

**Affirmed.**