CALIFORNIA COURT OF APPEAL, FOURTH APPELLATE DISTRICT, DIVISION ONE

De Meo v. Cooley LLP

De Meo · No. D084269 · Decided October 8, 2025

SUMMARY

The California Court of Appeal affirmed summary judgment for Cooley LLP in Giovanni De Meo's action alleging breach of fiduciary duty and fraudulent concealment arising from business transactions. The court held that the undisputed facts did not establish an express or implied attorney-client relationship between De Meo and Cooley and discussed Cooley's obligations under California Rule of Professional Conduct 1.13(f). The court also addressed evidentiary issues concerning contradictory deposition and declaration testimony.

CASE DETAILS

COURT	California Court of Appeal, Fourth Appellate District, Division One
WRITING FOR THE COURT	Irion, J.; McConnell, P. J.; O'Rourke, J.
JURISDICTION	California Court of Appeal, Fourth Appellate District, Division One
DECIDED	October 8, 2025
DOCKET	D084269
DISPOSITION	affirmed
PROCEDURAL POSTURE	Plaintiff appealed from a superior court judgment granting defendant law firm summary judgment on claims for breach of fiduciary duty and fraudulent concealment.
STANDARD OF REVIEW	Summary judgment is reviewed de novo. The appellate court considers the evidence submitted in support of and opposition to summary judgment, except evidence subject to sustained objections, liberally construes evidence for the opposing party, and resolves evidentiary doubts in that party's favor. The standard for reviewing evidentiary rulings in the summary judgment context remains unsettled, but the court concluded that the result was the same even under de novo review of the challenged D'Amico-based exclusion.
PRECEDENTIAL VALUE	Published and certified for publication
PARTIES	Giovanni De Meo v. Cooley LLP

TOPICS

summary judgment | breach of fiduciary duty | fraud | standard of review | appellate procedure

PRACTICE AREAS

civil procedure | appellate procedure | legal malpractice and professional responsibility | fiduciary duty | fraud

QUESTIONS PRESENTED

1. Whether the undisputed facts established an express or implied attorney-client relationship between De Meo and Cooley during the 2017 or 2021 transactions.
2. Whether California Rules of Professional Conduct rules 1.13(f), 4.1, or 4.2 independently created an actionable fiduciary duty owed by Cooley to De Meo as a nonclient.
3. Whether the trial court properly disregarded contradictory statements in De Meo's declaration under the principle stated in D'Amico v. Board of Medical Examiners.
4. Whether De Meo could oppose summary judgment on a fraudulent-concealment theory concerning the status of transaction documents when that theory was not pleaded in the complaint.

HOLDINGS

1. The undisputed facts established as a matter of law that De Meo and Cooley did not enter into an implied attorney-client relationship concerning the 2021 transaction.
2. In the absence of an attorney-client relationship or an applicable intended-third-party-beneficiary relationship, Rules of Professional Conduct rules 1.13(f), 4.1, and 4.2 do not independently create an actionable fiduciary relationship between an attorney and a nonclient.
3. The trial court properly declined to rely on portions of De Meo's declaration that directly contradicted his clear and unequivocal deposition testimony concerning Cooley's disavowal of an attorney-client relationship.
4. De Meo could not oppose summary judgment with a fraudulent-concealment theory alleging that Cooley concealed the draft status of transaction documents because that theory was not pleaded and did not fairly notify Cooley of the claim.

KEY QUOTATIONS

> *"a plaintiff cannot unilaterally establish an attorney-client relationship, and its hindsight 'beliefs' that such a relationship existed are thus legally irrelevant."* (17-18)

> *"Accordingly, in the absence of an attorney-client relationship with Cooley, De Meo has identified no basis on which he can rely on rule 1.13(f), rule 4.1, and rule 4.2 of the Rules of Professional Conduct to establish the first element of a cause of action for breach of fiduciary duty, namely "the existence of a fiduciary relationship.""* (24)

> *"Accordingly, because the Complaint did not give fair notice of a fraudulent concealment theory premised on Hallman Rice's statements about whether the deal documents provided to De Meo were in their final form, we*

> *reject any attempt by De Meo to rely on that theory in opposition to Cooley's motion for summary judgment."* (34)

FACTUAL BACKGROUND

Cooley represented ReTech and later Rebotics, but the engagement agreements identified the entities as the clients and Cooley did not separately agree to represent De Meo. During the 2017 transaction, Cooley prepared transaction documents for ReTech, did not communicate with De Meo, and did not negotiate with him. During the 2021 sale of ReTech and Rebotics, De Meo retained separate counsel, was told during a call that Cooley did not represent him, negotiated a separate deal directly with Symphony AI, and ultimately completed the transaction. He nevertheless sued Cooley, alleging that the firm owed him fiduciary duties and concealed the identity of its clients and the status of transaction documents.

PROCEDURAL HISTORY

De Meo filed suit against Cooley LLP in June 2022. After the operative second amended complaint alleged breach of fiduciary duty and fraudulent concealment arising from Cooley's work for ReTech and Rebotics, Cooley moved for summary judgment or summary adjudication. The San Diego County Superior Court granted summary judgment for Cooley, sustained evidentiary objections, and entered judgment. The Court of Appeal affirmed.

DISPOSITION

affirmed

CASES CITED

- Hampton v. County of San Diego (2015) 62 Cal.4th 340, 347
- Reid v. Google, Inc. (2010) 50 Cal.4th 512, 535
- Alexander v. Scripps Memorial Hospital La Jolla (2018) 23 Cal.App.5th 206, 226
- Schmidt v. Citibank, N.A. (2018) 28 Cal.App.5th 1109, 1118
- Mackey v. Board of Trustees of California State University (2019) 31 Cal.App.5th 640, 657, 660
- Doe v. SoftwareONE Inc. (2022) 85 Cal.App.5th 98, 103 & fn. 2
- Oasis West Realty, LLC v. Goldman (2011) 51 Cal.4th 811, 820
- California Self-Insurers' Security Fund v. Superior Court (2018) 19 Cal.App.5th 1065, 1071
- Fox v. Pollack (1986) 181 Cal.App.3d 954, 959
- Sprengel v. Zbylut (2019) 40 Cal.App.5th 1028, 1042, 1046-1048
- Skarbrevik v. Cohen, England & Whitfield (1991) 231 Cal.App.3d 692, 703
- Johnson v. Superior Court (1995) 38 Cal.App.4th 463, 476-477
- Responsible Citizens v. Superior Court (1993) 16 Cal.App.4th 1717, 1732-1733
- Zenith Ins. Co. v. O'Connor (2007) 148 Cal.App.4th 998, 1010
- D'Amico v. Board of Medical Examiners (1974) 11 Cal.3d 1, 21

- Turley v. Familian Corp. (2017) 18 Cal.App.5th 969, 981
- Harris v. Thomas Dee Engineering Co., Inc. (2021) 68 Cal.App.5th 594, 604-605
- Grossman v. Wakeman (2024) 104 Cal.App.5th 1012, 1022-1023
- Gordon v. Ervin Cohen & Jessup LLP (2023) 88 Cal.App.5th 543, 556
- Tri-Growth Centre City, Ltd. v. Silldorf, Burdman, Duignan & Eisenberg (1989) 216 Cal.App.3d 1139, 1151
- Noble v. Sears, Roebuck & Co. (1973) 33 Cal.App.3d 654, 658
- Meridian Financial Services, Inc. v. Phan (2021) 67 Cal.App.5th 657, 684
- City of Santa Maria v. Adam (2012) 211 Cal.App.4th 266, 286-287
- Ahn v. Stewart Title Guaranty Co. (2023) 93 Cal.App.5th 168, 181-182
- Falcon v. Long Beach Genetics, Inc. (2014) 224 Cal.App.4th 1263, 1275
- Howard v. Omni Hotels Management Corp. (2012) 203 Cal.App.4th 403, 422
- Hutton v. Fidelity National Title Co. (2013) 213 Cal.App.4th 486, 493
- Rattagan v. Uber Technologies, Inc. (2024) 17 Cal.5th 1, 43
- Huntsman-West Foundation v. Smith (2024) 104 Cal.App.5th 1117, 1133

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