

UNITED STATES DISTRICT COURT FOR THE MIDDLE DISTRICT OF
TENNESSEE, NASHVILLE DIVISION

Upperline Healthcare, PC v. Jaclyn “Carli” Hoover

Upperline Healthcare · No. 3:24-cv-00678 · Decided May 29, 2026

SUMMARY

The United States District Court for the Middle District of Tennessee considers Upperline Healthcare, PC’s motion for leave to file a first amended complaint in a dispute concerning restrictive covenants in an employment agreement with Jaclyn “Carli” Hoover. Upperline sought to add claims and defendants based on alleged breaches, disparagement, and tortious interference. The court applies Federal Rules of Civil Procedure 16(b), 15(a), and 15(d), and denies the motion because Upperline did not establish good cause or sufficient diligence and the amendment would prejudice Hoover.

CASE DETAILS

COURT	United States District Court for the Middle District of Tennessee, Nashville Division
WRITING FOR THE COURT	Aleta A. Trauger
JURISDICTION	United States District Court for the Middle District of Tennessee, Nashville Division
DECIDED	May 29, 2026
DOCKET	3:24-cv-00678
DISPOSITION	other
PROCEDURAL POSTURE	Plaintiff moved for leave to file a first amended complaint after the scheduling-order deadline for amending pleadings had expired. The court denied the motion.
STANDARD OF REVIEW	A motion to amend filed after the scheduling-order deadline is subject first to Rule 16(b)'s good-cause standard and, if good cause is shown, to Rule 15(a)(2)'s liberal amendment standard. Good cause turns principally on diligence and whether the opposing party will suffer prejudice.
PRECEDENTIAL VALUE	unpublished district court memorandum; persuasive rather than binding outside the case
PARTIES	Upperline Healthcare, PC v. Jaclyn “Carli” Hoover

TOPICS

motion to amend

civil procedure

personal jurisdiction

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PRACTICE AREAS

civil procedure

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QUESTIONS PRESENTED

1. Whether Upperline established good cause under Federal Rule of Civil Procedure 16(b)(4) to modify the scheduling-order deadline for amending pleadings.
2. Whether the proposed amendment would prejudice Hoover.
3. Whether the court needed to determine the Rule 15(a)(2) propriety or potential futility of the proposed amendment after Upperline failed to satisfy Rule 16(b).

HOLDINGS

1. When a motion to amend is filed after the scheduling-order deadline, the movant must first show good cause under Rule 16(b) before the court considers whether amendment is proper under Rule 15(a).
2. Upperline failed to establish good cause for extending the deadline to amend because it did not act diligently and waited too long to seek amendment despite possessing information concerning several proposed claims before the deadline or well before filing its motion.
3. The requested amendment would substantially prejudice Hoover because it would require her to rework her summary-judgment briefing, reopen discovery, and potentially litigate personal-jurisdiction motions concerning the proposed new defendants.

KEY QUOTATIONS

“Once the scheduling order’s deadline passes, a [party] first must show good cause under Rule 16(b) for failure earlier to seek leave to amend before a court will consider whether amendment is proper under Rule 15(a).” (Section V)

“The court finds, in sum, that Upperline has not carried its burden of establishing good cause for amending the deadline for motions to amend or showing that amending it now would not substantially prejudice the defendant.” (Section VI)

FACTUAL BACKGROUND

Upperline employed Hoover as a podiatrist in Orlando, Florida, under an agreement containing Tennessee choice-of-law and forum provisions and restrictive covenants concerning competition, solicitation, hiring, and disparagement. Upperline alleged that Hoover breached those covenants after resigning by operating or participating in competing podiatric practices, soliciting patients, hiring former employees, and making disparaging social-media posts. During discovery, Upperline claimed to have learned additional facts supporting proposed claims against Hoover, her father Robert Hoover, and T2 Solutions, LLC. Upperline waited until

November 12, 2025—approximately thirteen months after the amendment deadline and shortly before the dispositive-motion deadline—to seek leave to amend.

PROCEDURAL HISTORY

Upperline initiated the action in the Chancery Court for Davidson County, Tennessee, alleging that Hoover breached restrictive covenants in an employment agreement. Hoover removed the action to federal court. After the court entered a scheduling order with an October 18, 2024 deadline for amending pleadings, Upperline moved to amend approximately thirteen months after that deadline and two days before the dispositive-motion deadline. The court held that Upperline failed to establish good cause under Rule 16(b) and that the proposed amendment would substantially prejudice Hoover, so it denied the motion without reaching Rule 15(a).

DISPOSITION

other

CASES CITED

- Leary v. Daeschner, 349 F.3d 888, 905–06, 909 (6th Cir. 2003)
- In re: Nat’l Prescription Opiate Litig., 956 F.3d 838, 843 (6th Cir. 2020)
- Ross v. Am. Red Cross, 567 F. App’x 296, 306 (6th Cir. 2014)
- Gatza v. DCC Litig. Facility, Inc., 717 F. App’x 519, 521 (6th Cir. 2018)
- Bentkowski v. Scene Magazine, 637 F.3d 689, 696 (6th Cir. 2011)
- Foman v. Davis, 371 U.S. 178, 182 (1962)
- Miller v. Calhoun Cnty., 408 F.3d 803, 817 (6th Cir. 2005)
- Rose v. Hartford Underwriters Ins. Co., 203 F.3d 417, 420 (6th Cir. 2000)
- Student Res. Ctr., LLC v. E. Gateway Cmty. Coll., No. 2:22-CV-2653, 2023 WL 6213678, at *7 (S.D. Ohio Sept. 25, 2023)
- Ne. Ohio Coal. for the Homeless v. Husted, No. 2:06-CV-00896, 2015 WL 13034990, at *6 (S.D. Ohio Aug. 7, 2015), aff’d, 837 F.3d 612 (6th Cir. 2016)
- Desio v. State Farm Mut. Auto. Ins. Co., 339 F.R.D. 632, 639–40 (D. Nev. 2021)
- Avisar v. Chen, No. 1:23 CV 1980 (N.D. Ohio Sept. 23, 2025)
- Roberts v. City of Flint, No. 06-CV-13789-DT, 2007 WL 2812301, at *3 (E.D. Mich. Sept. 26, 2007)
- McCleese v. Natorp’s Inc., No. 1:20-cv-118, 2026 WL 874153, at *9 (S.D. Ohio Mar. 31, 2026)
- Duggins v. Steak ’N Shake, Inc., 195 F.3d 828, 834 (6th Cir. 1999)
- Powell v. Honda of Am. Mfg., Inc., No. 2:06-CV-979, 2007 WL 4389547, at *1 (S.D. Ohio Dec. 12, 2007)