

CONNECTICUT APPELLATE COURT

Freeman v. Law Office of J. Xavier Pryor, LLC

Freeman · No. AC 48163 · Decided April 14, 2026

SUMMARY

The Connecticut Appellate Court held that Justin Freeman lacked standing to bring a direct action for injuries allegedly suffered by his single-member limited liability company because he failed to show that proceeding directly would not materially prejudice the company’s creditors. The court further held that the trial court’s posttrial amendment adding the LLC as a plaintiff did not cure the standing defect because the trial court lacked subject matter jurisdiction over the action and had not made the findings required under General Statutes § 52-109. The judgment was reversed and the case was remanded with direction to enter judgment accordingly.

CASE DETAILS

COURT	Connecticut Appellate Court
WRITING FOR THE COURT	Clark, J.; Cradle, C. J.; Suarez, J.
JURISDICTION	Connecticut Appellate Court
DECIDED	April 14, 2026
DOCKET	AC 48163
DISPOSITION	reversed_and_remanded
PROCEDURAL POSTURE	Defendants appealed from a judgment entered after a bench trial in favor of Law Office of Justin C. Freeman, LLC. The appeal challenged the denial of a pretrial motion to dismiss for lack of standing and the trial court's posttrial order adding the LLC as a plaintiff.
STANDARD OF REVIEW	Standing and subject matter jurisdiction ordinarily are reviewed de novo. Under Saunders v. Briner, appellate review of a trial court's application of the exception to the derivative-action requirement is for abuse of discretion. When jurisdiction is challenged on a pretrial motion to dismiss, the court evaluates the complaint alone or the complaint supplemented by undisputed evidence and judicially noticeable records, depending on the record presented.
PRECEDENTIAL VALUE	Published Connecticut Appellate Court opinion

PARTIES

Law Office of J. Xavier Pryor, LLC, J. Xavier Pryor v. Justin Freeman,
Law Office of Justin C. Freeman, LLC

TOPICS

standing subject matter jurisdiction motions to dismiss limited liability companies appellate procedure

PRACTICE AREAS

civil procedure appellate procedure limited liability companies commercial litigation contracts

QUESTIONS PRESENTED

1. Whether Freeman had standing in his individual capacity to bring a direct action for an injury allegedly suffered by his single-member limited liability company.
2. Whether the Saunders v. Briner exception permitting a single-member LLC member to pursue derivative claims directly applied when the LLC was dissolved and had an existing creditor.
3. Whether the trial court's posttrial order adding the Freeman office as a plaintiff cured Freeman's lack of standing.
4. Whether General Statutes § 52-109 permitted the posttrial addition of the Freeman office when the plaintiffs did not claim, and the trial court did not find, that the action had been commenced in the name of the wrong plaintiff through mistake.

HOLDINGS

1. Freeman lacked standing because the claims sought recovery for an injury to the Freeman office rather than a direct injury to Freeman personally.
2. The Saunders exception did not apply because Freeman failed to demonstrate that allowing him to recover individually would not materially prejudice the Freeman office's creditors.
3. The posttrial amendment did not cure Freeman's lack of standing because the trial court lacked subject matter jurisdiction over the action and could not retroactively validate the trial.
4. Section 52-109 did not authorize the posttrial addition because the plaintiffs did not claim and the trial court did not find that the action was commenced in the name of the wrong plaintiff through mistake.

KEY QUOTATIONS

“that the trial court may permit the member of a single-member limited liability company to bring an action raising derivative claims as a direct action and may order an individual recovery if it finds that to do so will not (1) unfairly expose the company or defendants to a multiplicity of actions, (2) materially prejudice the interests of creditors of the company, or (3) negatively impact other owners or creditors of the company by interfering with a fair distribution of the recovery among all interested parties.” (at 176)

“Thus, Saunders makes clear that a trial court may not permit the member of a single-member limited liability company to pursue derivative claims by way of a direct action unless the court determines that all

three factors apply.” (at 180)

“nothing in the language of § 52-109 or the case law interpreting it support the conclusion that a trial court, after improperly denying a motion to dismiss, may nevertheless preside over an entire trial over which it lacks subject matter jurisdiction and then allow a plaintiff to retroactively “cure” a standing defect by way of a motion to amend the complaint.” (at 184)

FACTUAL BACKGROUND

Justin Freeman formed Law Office of Justin C. Freeman, LLC, a single-member limited liability company, while a personal-injury matter involving client Chanda Gonzalez was pending. After former associate J. Xavier Pryor opened the Pryor office, the two firms agreed to split attorney fees from the Gonzalez matter, which settled with \$165,000 in fees remaining; the Pryor office sent Freeman a check for \$82,500, which he declined to cash. Freeman then sued individually, although the alleged injury arose from a fee dispute involving the Freeman office, which had dissolved and had at least one creditor with a separate pending claim.

PROCEDURAL HISTORY

Freeman commenced the action individually against Pryor and the Pryor office. The Superior Court denied the defendants' motion to dismiss for lack of standing, tried the case, and after trial granted Freeman's motion to add the Freeman office as a plaintiff. The court rendered judgment for the Freeman office and awarded \$82,500 despite finding that the defendants had not breached the oral contract. The defendants appealed; the Appellate Court reversed and directed the trial court to grant the motion to dismiss and render judgment accordingly.

DISPOSITION

reversed_and_remanded

REMAND INSTRUCTIONS

Grant the defendants' motion to dismiss and render judgment accordingly.

CASES CITED

- Saunders v. Briner, 334 Conn. 135, 221 A.3d 1 (2019)
- Centrix Management Co., LLC v. Valencia, 132 Conn. App. 582, 33 A.3d 802 (2011)
- Rubin v. Brodie, 228 Conn. App. 617, 325 A.3d 1096 (2024)
- Kloiber v. Jellen, 207 Conn. App. 616, 263 A.3d 952 (2021)
- Bernblum v. Grove Collaborative, LLC, 211 Conn. App. 742, 274 A.3d 165, cert. denied, 343 Conn. 925, 275 A.3d 626 (2022)
- Norris v. Trumbull, 187 Conn. App. 201, 201 A.3d 1137 (2019)
- Channing Real Estate, LLC v. Gates, 326 Conn. 123, 161 A.3d 1227 (2017)
- Village Mortgage Co. v. Veneziano, 203 Conn. App. 154, 247 A.3d 588 (2021)
- Derderian v. Derderian, 3 Conn. App. 522, 490 A.2d 1008, cert. denied, 196 Conn. 811, 495 A.2d 279 (1985)

- Wells Fargo Bank, N.A. v. Melahn, 222 Conn. App. 828, 307 A.3d 911, cert. denied, 348 Conn. 951, 308 A.3d 1038 (2024)
- Connecticut Coalition for Justice in Education Funding, Inc. v. Rell, 327 Conn. 650, 176 A.3d 28 (2018)
- Connecticut Associated Builders & Contractors v. Hartford, 251 Conn. 169, 740 A.2d 813 (1999)
- Fairchild Heights Residents Assn., Inc. v. Fairchild Heights, Inc., 131 Conn. App. 567, 27 A.3d 467 (2011), rev'd in part on other grounds, 310 Conn. 797, 82 A.3d 602 (2014)
- Federal Deposit Ins. Corp. v. Peabody, N.E., Inc., 239 Conn. 93, 680 A.2d 1321 (1996)
- Bruno v. Travelers Cos., 172 Conn. App. 717, 161 A.3d 630 (2017)
- Rana v. Terdjanian, 136 Conn. App. 99, 46 A.3d 175, cert. denied, 305 Conn. 926, 47 A.3d 886 (2012)
- Freese v. Dept. of Social Services, 176 Conn. App. 64, 169 A.3d 237 (2017)
- Fairfield Merrittview Ltd. Partnership v. Norwalk, 320 Conn. 535, 133 A.3d 140 (2016)
- Ion Bank v. J.C.C. Custom Homes, LLC, 189 Conn. App. 30, 206 A.3d 208 (2019)
- Kortner v. Martise, 312 Conn. 1, 91 A.3d 412 (2014)
- In re Patel, 536 B.R. 1 (Bankr. D.N.M. 2015)
- Miller v. Up In Smoke, Inc., 738 F. Supp. 2d 878 (N.D. Ind. 2010)
- Barth v. Barth, 693 N.E.2d 954 (Ind. App. 1998)