

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

BESSEMER TRUST COMPANY OF
DELAWARE, N.A., as trustee of the two trusts
created under agreement dated April 29, 1991,

Plaintiff,

v.

LILI M. WILSON and WILLIAM A. WILSON,
JR., as Co-Personal Representatives of the Estate
of Scott Patrick Wilson,

Defendants,

JOHN B. GOODMAN,

Nominal Defendant,

And

JEFFREY S. GODDESS, as Guardian *Ad Litem*,

Nominal Defendant, Intervenor.

C.A. No. 6148-MA

MEMORANDUM OPINION

Submitted: June 10, 2011
Decided: September 28, 2011

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PARSONS, Vice Chancellor.

On February 12, 2010, John B. Goodman allegedly ran through a stop sign resulting in the death of Scott Patrick Wilson (the “Decedent”), a recent college graduate. The Decedent’s parents, Lili M. Wilson and William A. Wilson, Jr. (the “Wilsons”), brought a wrongful death action against Goodman in the Circuit Court of the 15th Judicial Circuit in and for Palm Beach County, Florida (the “Florida Court”) on July 30, 2010 (the “Florida Action”). As part of that dispute, the Wilsons have sought to discover information regarding two trusts, collectively known as the JBG Children’s 1991 Trust (the “1991 Trusts”), that Goodman and his ex-wife, Isla Reckling Goodman (“Carroll Goodman”), created on April 29, 1991 for the benefit of their children, Harriet and John, Jr. (the “Beneficiaries”). Bessemer Trust Company of Delaware, N.A. (“Bessemer”) was declared trustee of the 1991 Trusts on February 17, 2011 in a separate action before this Court (the “First Delaware Action”).

Bessemer filed this present action on January 25, 2011 (the “Second Delaware Action”), seeking to confirm that Goodman has no beneficial interest in the 1991 Trusts and that, therefore, the Wilsons should not be permitted to depose Bessemer employees in Delaware or Florida or otherwise obtain records of, or confidential information about, those trusts. On February 3, 2011, the Florida Court issued an order requiring Goodman to produce certain documents regarding the 1991 Trusts. The Wilsons rescinded their notice of deposition to the Bessemer employee in Delaware on February 7 (presumably to avoid the jurisdiction of this Court), but proceeded to depose two former Bessemer employees in Florida on February 24 and March 3, 2011. On April 12, Bessemer filed a Motion and Proposed Order for a Rule to Show Cause in this action that would direct the

Wilsons to appear before this Court and state why it should not enter a declaratory judgment indicating that: (1) this Court continues to accept jurisdiction over the 1991 Trusts; (2) the 1991 Trusts are irrevocable; (3) Goodman is not a beneficiary of the 1991 Trusts; and (4) the Wilsons are not entitled to discovery of confidential financial information from Bessemer concerning the 1991 Trusts.

On April 18, 2011, Master in Chancery Kim Ayvazian issued a Final Report and Order (the “Master’s Report”) staying the proceedings in this Court “in favor of the Florida Action pending a decision by the Florida Court on the discovery issue before it.”¹ Bessemer timely filed exceptions to the Master’s Report.

I carefully have reviewed *de novo* the pleadings and other submissions in this case. I also have held a telephone conference with and heard oral argument by counsel for the plaintiff, Bessemer, the nominal defendant Goodman, and the Guardian *Ad Litem* for the Beneficiaries, Jeffrey S. Goddess, Esq. The Wilsons have not filed any papers in this action or formally participated in any of the proceedings to date. After the argument, Bessemer voluntarily deleted its fourth request for declaratory relief, which pertained to discovery, and revised its Proposed Order for a Rule to Show Cause to narrow its scope to encompass only its request for declaratory judgments as to the first three issues identified above. Based on these developments and for the reasons discussed in this

¹ Master’s Report, Docket Item (“D.I.”) 12, at 11. The Master also required counsel to keep this Court apprised of the proceedings in Florida. *Id.* at 11 n. 21. Unless otherwise noted, all citations herein to pleadings or other Court filings refer to this Second Delaware Action, Del. Ch. C.A. No. 6148-MA.

Memorandum Opinion, I conclude that the stay should be lifted and the revised Rule to Show Cause should issue.

I. FACTUAL BACKGROUND

A. The Parties

Plaintiff, Bessemer, is the successor trustee of the 1991 Trusts as confirmed in the First Delaware Action.

Defendants, the Wilsons, are the parents of the Decedent and co-personal representatives of their son's estate (the "Wilson Estate"). They are the plaintiffs in the Florida Action.

Nominal Defendant Goodman and his ex-wife, Carroll Goodman, are the trustors of the 1991 Trusts.² Goodman is a defendant in the Florida Action.

Nominal Defendant Goddess is an attorney at Rosenthal, Monhait & Goddess, P.A. He was appointed Guardian *Ad Litem* to the Beneficiaries of the 1991 Trusts by Master Ayvazian in the First Delaware Action.

B. The Facts

The 1991 Trusts were created in Texas by Goodman and Carroll Goodman (collectively the "Trustors") by agreement (the "1991 Trust Agreement") on April 29, 1991 for the benefit of their future children. The present beneficiaries of the trusts are the Trustors' two children, Harriett Goodman ("Harriett") born July 20, 1995 and John B.

² Goodman and Carroll Goodman were divorced by decree of the Texas District Court for the 257th Judicial District on November 24, 2008.

Goodman, Jr. (“John, Jr.”) born on July 5, 1998. The 1991 Trust Agreement states that Goodman has no beneficial rights in the 1991 Trusts, that no distribution shall be made to the Trustors,³ and that the 1991 Trusts are irrevocable.⁴ The 1991 Trust Agreement provides for separate trusts for each child. Each trust contains a total of about \$200 million, about \$70 million in marketable securities and another approximately \$130 million in alternative-type investments. Bessemer was appointed trustee of the 1991 Trusts on May 29, 2009, as confirmed by the Master in the First Delaware Action. Goodman and Carroll Goodman agreed by letter dated July 25, 2010 that the trusts would be subject to the jurisdiction of the Delaware Court of Chancery and that, thereafter, Delaware law would govern the administration of the trusts.⁵

Goodman reportedly has personal assets of approximately \$11 million.⁶ Goodman’s father, Harold V. Goodman, founded Goodman Manufacturing Company in 1982. Goodman Manufacturing allegedly is now the second largest manufacturer of air conditioning and heating equipment in the United States. In 2004, the Goodman family

³ Verified Complaint (the “Complaint”) ¶ 11.

⁴ *Id.* ¶ 14.

⁵ Petition for Instruction and Confirmation of Appointment of Trustee, Acceptance of Jurisdiction over Trusts and Creation of Special Holdings Direction Advisor in the First Action (“Pet. in First Del. Action”) ¶ 22 n.1, Del. Ch. C.A. No. 5894-MA, D.I. 1. The Petition in the First Delaware Action acknowledges that Texas law will continue to govern the validity and construction of the 1991 Trusts. *See id.* ¶ 12 and Relief Requested ¶ C.

⁶ Supp. Letter Mem. from Peter S. Gordon, Esq. in Support of Plaintiff Bessemer’s Opening Brief, D.I. 24, at 3.

sold Goodman Manufacturing for an estimated \$1.45 billion dollars.⁷ The 1991 Trusts, as well as various other Goodman family trusts, received a portion of the sales proceeds.⁸

In the Florida Action, the Wilsons allege that on February 12, 2010, Goodman was driving under the influence, ran a stop sign, and crashed into a car driven by the 23-year-old Decedent. The Decedent's car was propelled into a nearby canal and was submerged by the time police arrived. The Decedent was found dead inside. The cause of death was drowning. Goodman, who allegedly made no effort to rescue the Decedent or to contact authorities, was treated at a nearby hospital for minor injuries and released.

These allegations have resulted in the Florida Action being a highly-publicized wrongful death action. The Wilsons are seeking punitive damages, among other forms of relief. Comments their counsel has made to the media accusing Goodman of "hiding" his assets and claiming that he has free use of the 1991 Trusts⁹ suggest that the Wilsons will try to invade those trusts. Indeed, the Wilsons have sought and apparently obtained at least some discovery in the Florida Action regarding the 1991 Trusts and the balances in them.

⁷ Goodman Family Completes Sale of HVAC Business, All Business, Jan. 1, 2005, <http://www.allbusiness.com/construction/specialty-trade-contractors/1033800-1.html>; Bessemer's Mot. for Rule to Show Cause ("Mot. for RTSC"), D.I. 11, ¶ 10.

⁸ *Id.*

⁹ *See, e.g.*, Jane Musgrave, Attorneys battle over Polo Club founder's level of wealth, The Palm Beach Post, Aug. 22, 2011, <http://www.orlandosentinel.com/news/local/pb-goodman-motion-hearing-20110822,0,3937985.story> (last visited Sept. 27, 2011).

Goodman objected to the Wilsons' discovery requests, and the Florida Court heard argument on his objection on November 2, 2010. In an Order dated November 12, 2010 (the "Florida Order"), the Florida Court largely sustained Goodman's objection, but required him to produce a redacted version of the 1991 Trust Agreement. The Florida Order states, in relevant part:

The value of assets of Mr. Goodman's family members cannot be included in Mr. Goodman's net worth for consideration by the jury unless Mr. Goodman has a right to obtain those assets [A]n irrevocable trust over which Mr. Goodman has no rights has no bearing on the net worth of Mr. Goodman.¹⁰

On December 6 and 7, 2010, the Wilsons served subpoenas for depositions *duces tecum* on two Bessemer employees—the Principal and Senior Resident Officer of Bessemer, George W. Kern V, and the former relationship manager of the Palm Beach Office of Bessemer Trust Company of Florida, David Dary. This discovery further demonstrates the Wilsons' interest in the 1991 Trusts.

The Florida Court conducted another hearing on January 10, 2011, after the Wilsons requested the production of additional financial documents purportedly related to the net worth and financial resources of Goodman. In a ruling issued on February 3, 2011, Circuit Court Judge Glenn D. Kelley summarized the parties' positions as follows:

The gravamen of [the Wilsons'] position is that Mr. Goodman must be worth more than his personal financial records show and that he is part of a "Goodman family enterprise" that is adept at hiding assets. The Plaintiffs' primary support for this assertion comes from: 1) Mr.

¹⁰ Compl. ¶ 26.

Goodman's spending habits over the past 6 years; 2) the reported sale of Goodman Global Holdings in 2004 for more than a billion dollars; and 3) the allegedly unexplained ownership of property by the trust established for the benefit of Mr. Goodman's children.

Mr. Goodman's response, through counsel, is that there is no mystery to his current financial status or to the distribution of his share of Goodman Global Holdings. He admits to spending more than he makes. Indeed, rather than support the Plaintiffs' suspicions, Mr. Goodman points to his spending – together with a divorce and a bad economy – for his declining net worth.

* * * *

Finally, as to the children's trust, Mr. Goodman asserts that the trust's assets are managed independently and that any transactions with the trust are arms-length. Mr. Goodman also maintains that the trust instrument itself is clear and does not grant him rights with respect to the trust's assets or with respect to the control of the trust.¹¹

Judge Kelley further stated that:

[I]t is unlikely that any of the Trust's assets can be considered by a jury in determining the net worth of Mr. Goodman. At least based on the clear wording of the Agreement, Mr. Goodman maintains no control over the Trust, and has no interest in the corpus or income of the Trust. The Trust is also clearly irrevocable.¹²

Nevertheless, the Florida court allowed limited discovery of the 1991 Trusts including tax returns, balance sheets, and income statements going back seven years, noting that “the use of Trust assets by Mr. Goodman, together with the interrelated business

¹¹ Guardian *Ad Litem's* Mot. Regarding Guardian's Authorization, D.I. 13, Ex. 2, at 2-3.

¹² *Id.* at 5.

transactions between the Trust and Mr. Goodman, are enough to invoke the lower standard [of relevance] applicable to discovery.”¹³

Thereafter, the Wilsons served another subpoena *duces tecum* for the deposition of a Bessemer Florida employee, Brandon Reid, for March 3, 2011. On March 1, the Wilsons filed an amended re-notice for Reid’s deposition, requesting additional documents that Bessemer contends contain confidential information related to the 1991 Trusts and exceed the scope of the February 3, 2011 Florida Order.¹⁴

While these discovery disputes were being litigated in Florida, Master Ayvazian appointed Mr. Goddess as Guardian *Ad Litem* for the 1991 Trust Beneficiaries on February 15, 2011. In addition, the Master entered a Stipulated Order confirming Bessemer’s appointment as trustee of the 1991 Trusts and accepting jurisdiction over those trusts.

C. Procedural History

Bessemer initiated this Second Delaware Action on January 25, 2011, seeking a declaratory judgment under 10 *Del. C.* § 6504 that the 1991 Trusts are irrevocable, that Goodman is not a beneficiary, and that the Wilsons are not entitled to discover confidential financial information from Bessemer concerning the 1991 Trusts. In its Complaint, Bessemer also requested that the subpoenas issued by the Wilsons to Kern and Dary either be declared defective and unenforceable or be quashed to protect the

¹³ *Id.* at 5-6.

¹⁴ Mot. for RTSC ¶ 33.

Trusts' confidential information. Alternatively, Bessemer requested that a protective order be entered precluding or restricting the requested discovery based on undue burden and expense.

On March 11, 2011, Goodman responded to Bessemer's Complaint and admitted that the 1991 Trusts are irrevocable and he is not a beneficiary. Goodman also supported Bessemer's assertion that the Wilsons are not entitled to discover confidential financial information from Bessemer concerning the 1991 Trusts. As Defendants, the Wilsons were served with a Summons and the Complaint in February 2011, but have not yet filed a response.

On April 12, 2011, Bessemer moved for a rule to show cause directed to the Wilsons as to why a default judgment should not be entered in Bessemer's favor. In particular, Bessemer sought entry of a judgment: (1) reaffirming this Court's jurisdiction over the 1991 Trusts; (2) declaring those Trusts irrevocable; (3) declaring that Goodman is not a beneficiary of the 1991 Trusts; and (4) declaring that the Wilsons are not entitled to discovery of confidential financial information from Bessemer concerning the 1991 Trusts. On April 18, the Master issued the Master's Report in which she decided *sua sponte* to stay this Second Delaware Action pending the decision of the Florida Court in the Florida Action. The Master based her decision on the *McWane*¹⁵ doctrine, which allows a Delaware court to stay an action "when there is a prior action pending

¹⁵ *McWane Cast Iron Pipe Corp. v. McDowell-Wellman Eng'g Co.*, 263 A.2d 281 (Del. 1970).

elsewhere, in a court capable of doing prompt and complete justice, involving the same parties and the same issues”¹⁶

The Master reasoned that: (1) the Florida Action was initiated six months before this action; (2) the Florida Court is capable of providing prompt and complete justice as evidenced by the fact that it already had had two hearings, each followed by a written decision; (3) the parties in the Florida Action are substantially the same as the parties in the Second Delaware Action in that Goodman’s interests appear to be aligned with those of Bessemer in resisting discovery of confidential financial information of the 1991 Trusts; and (4) the issues presented in the Delaware Action are the same or substantially the same as those presented in the Florida Action. The Master therefore concluded that the *McWane* doctrine applied and that “[a] stay of proceedings in Delaware would avoid a wasteful duplication of time, effort and expense and the possibility of inconsistent and conflicting rulings and judgments and an unseemly race by each party to trial and judgment in the forum of its choice.”¹⁷

Bessemer and Goodman timely filed notices of exceptions to the Master’s Report on April 21, 2011 and April 25, 2011, respectively. Goddess, as Guardian *Ad Litem*, moved to intervene on April 26, and I later granted that motion. In support of its exceptions to the stay, Bessemer argues that the Master exceeded her authority in staying

¹⁶ *Id.* at 283; *Citrin Hldgs. LLC v. Cullen*, 2008 WL 241615, at *2 (Del. Ch. Jan. 17, 2008) (quotation and footnote omitted); *see also In re Advanced Drivers Educ. Prods. & Training, Inc.*, 1996 WL 487940, at *1 (Del. Ch. Aug. 16, 1996).

¹⁷ Master’s Report at 4 (quoting *McWane*, 263 A.2d at 283) (internal citations omitted).

the action *sua sponte* pending resolution of the Florida Action, erred in her application of the *McWane* doctrine, and improperly denied Bessemer its choice of forum.¹⁸

During a teleconference with the Court on May 10, 2011, Bessemer withdrew the fourth issue in its Motion for Rule to Show Cause, which sought a declaration that the Wilsons are not entitled to discovery of confidential financial information from Bessemer regarding the 1991 Trusts. Bessemer confirmed its withdrawal of that aspect of its motion at oral argument on June 10, 2011 and again by letter that same day. Accordingly, the only issues remaining before me are whether to lift the stay and to order a rule to show cause as to why this Court should not reaffirm its jurisdiction over the 1991 Trusts, declare the trusts irrevocable, and declare that Goodman is not a beneficiary of the trusts.

In accordance with Court of Chancery Rule 144, I have reviewed *de novo* the evidence and arguments presented with respect to the issues decided in the Master's Report. For the reasons stated in this Memorandum Opinion, I am vacating the stay and entering the requested rule to show cause.

II. ANALYSIS

The standard of review in this Court as to a Master's findings of facts and conclusions of law is *de novo* under Rule 144. In reviewing the Master's Report, I have considered the pleadings and other papers filed by Bessemer, Goodman, and Goddess in

¹⁸ Goodman and Goddess, on behalf of the Beneficiaries, have joined in Bessemer's request that the stay be lifted and in the legal arguments it asserted in support of its exceptions to the Master's Report.

this action. I also have reviewed a number of documents filed in the First Delaware Action and the Florida Action.

A. Actual Case or Controversy

As a threshold matter, I raise *sua sponte* the question of whether there is an actual case or controversy here sufficient to support the issuance of a declaratory judgment. Absent a convincing argument by the Wilsons to the contrary, I am satisfied that Bessemer has demonstrated the existence of an actual case or controversy and that granting the relief Bessemer seeks will not amount to rendering an advisory opinion.

An “actual case or controversy” is a dispute: (1) that involves the rights or other legal relations of the party seeking the declaratory relief; (2) in which the claim of right or other legal interest is asserted against one who has an interest in contesting the claim; (3) between parties whose interests are real and adverse; and (4) where the issue involved is ripe for determination.¹⁹ The first two of those elements plainly are met here. Bessemer, as a Delaware trustee, is obligated to protect the rights and interests associated with the 1991 Trusts for which it is responsible. And, the Wilsons, against whom this claim has been filed, have manifested an interest in attempting to invade those trusts by, for example, their efforts to include the 1991 Trusts in Goodman’s assets for the purpose of determining punitive damages in the Florida Action.

In addition, the parties’ interests appear to be real and adverse as evidenced by the Wilsons’ discovery requests in the Florida Action directed toward the 1991 Trusts.

¹⁹ *Rollins Int’l, Inc. v. Int’l Hydraulics Corp.*, 303 A.2d 660, 662-63 (Del. 1973).

Goodman's own net worth reportedly is around \$11 million. If the Wilsons succeed in including the value of the 1991 Trusts in Goodman's assets for the purpose of determining punitive damages in the Florida Action, such damages foreseeably could exceed Goodman's net worth and leave the 1991 Trusts susceptible to an action to invade them in connection with the Wilsons' efforts to enforce any resulting judgment. Bessemer clearly has a real interest in opposing the Wilsons' efforts in that regard. A declaration by this Court as to the nature of the trusts presumably will help clarify this issue and benefit the Florida Action.

Fourth, the fairly limited requests in Bessemer's revised Motion for Rule to Show Cause are sufficiently ripe for review by this Court. The standard for ripeness is one of common sense and includes, "a practical evaluation of the legitimate interest of the plaintiff in a prompt resolution of the question presented and the hardship that further delay may threaten" ²⁰ This Court also may consider, among other things, whether factual developments in the future might affect the determination to be made. ²¹

Bessemer has a legitimate interest as the trustee of the 1991 Trusts in protecting the interests of those trusts and the Beneficiaries of them. The ongoing litigation in Florida threatens to encroach upon the interests of the trusts and their Beneficiaries. The exigency of Bessemer's concern is evidenced by the Wilsons' persistent efforts to discover confidential information regarding the 1991 Trusts in the Florida Action. The

²⁰ *Schick Inc. v. Amalgamated Clothing & Textile Workers Union*, 533 A.2d 1235, 1239 (Del. Ch. 1987).

²¹ *Id.*

pending motion, as revised, no longer seeks to limit or restrict such discovery in any way. Therefore, some of the concerns that motivated the stay ordered by the Master have been alleviated. By contrast, a delay in providing relief in this action could deny Bessemer its choice of forum and deprive the Florida Court of useful information regarding issues likely to come before it, if only indirectly, regarding the 1991 Trusts. Furthermore, the facts relevant to making a determination as to the issues now before me have been long established, are not dependent on any pending decisions of the Florida Court, and are not otherwise likely to change.

For all of these reasons, I hold that Bessemer's claims for relief present an actual case or controversy sufficient to support a justiciable claim for relief under the Delaware Declaratory Judgment Act.²²

B. *McWane* Doctrine

The Master relied on the *McWane* doctrine in ordering a stay. Under *McWane*, a court may exercise its discretion freely to stay an action “when there is a prior action pending elsewhere, in a court capable of doing prompt and complete justice, involving the same parties and the same issues”²³ Although the *McWane* doctrine may have supported staying this action in favor of the Florida Action when the Master issued her report, I conclude that a stay is no longer warranted based on the changed circumstances

²² 10 *Del. C.* §§ 6501-6513.

²³ *McWane Cast Iron Pipe Corp. v. McDowell-Wellman Eng'g Co.*, 263 A.2d 281, 283 (Del. 1970).

currently before me.²⁴ A major aspect of the relief originally sought by Bessemer here was a declaratory judgment that the Wilsons are not entitled to discover confidential information from Bessemer concerning the 1991 Trusts. The overlap between that aspect of the relief sought in this Second Delaware Action and certain issues that actively were being litigated in the Florida Action appear to have figured prominently in the Master's decision to stay this action in favor of the Florida Action. Since the filing of the Master's Report, however, Bessemer has withdrawn its request for an order precluding or restricting discovery being sought as to the 1991 Trusts in connection with the Florida Action. Thus, that justification for the stay is now moot. The question before me, therefore, is whether this Court should continue the stay imposed by the Master as to Bessemer's remaining claims, which seek a declaratory judgment: "A. Reaffirming the jurisdiction of this Court over the 1991 Trusts; B. Declaring that the 1991 Trusts are irrevocable; and C. Declaring that John B. Goodman is not a beneficiary of the 1991 Trusts."²⁵

As to that question, I conclude that the stay should be lifted and the requested rule to show cause should issue and be served on the Wilsons. Because Bessemer has

²⁴ Having reached this conclusion, I need not dilate on Bessemer's threshold argument that the Master exceeded her authority in staying this action *sua sponte*. I merely note, without deciding, that the Court's referral of a matter to a Master likely includes, at least implicitly, the authority to manage the proceedings before her as the Master deems appropriate. As occurred in this case, any party who objects to the Master's exercise of her discretion in that regard may seek review by the Court.

²⁵ Bessemer's Revised Proposed Form of Order for Rule to Show Cause, D.I. 30, at 2.

narrowed significantly the scope of relief that it seeks, the *McWane* doctrine no longer supports a stay. First, the parties in the Florida Action and this action are not the same. Plaintiff Bessemer is not a party in the Florida Action and several parties named in that action, such as the Palm Beach International Polo Club and the Player's Club Restaurant, are not parties in this case. Second, the issues in the Florida Action and in this action are not the same. The main issue here is whether Goodman has a beneficial interest in the 1991 Trusts that were established for the benefit of his children. By contrast, the main issue before the Florida Court is whether Goodman is liable for the death of the Decedent and, if so, the amount of damages for which he is liable. The Florida Court is not in a position to bind Bessemer, for example, in terms of the declaratory relief Bessemer seeks here regarding this Court's jurisdiction, the irrevocable nature of the 1991 Trusts, and whether Goodman is a beneficiary of those Trusts.²⁶ Accordingly, I conclude that the *McWane* doctrine does not justify maintaining a stay of this Second Delaware Action pending resolution of the Florida Action.

Furthermore, as to Bessemer's motion for entry of a rule to show cause, there is no good reason to delay further proceedings to address the narrowly focused relief sought by

²⁶ I also note, however, that Bessemer's motion does not seek a declaration that, for example, the 1991 Trusts are not exposed to the tort creditors of Goodman or that the Trusts' assets are or are not within Goodman's control. To this Court's knowledge, no such issues are ripe for decision at this time. If in the future those or other issues pertaining to a potential effort to invade the 1991 Trusts to collect on a judgment against Goodman become ripe and are brought before this Court, I would expect, in the interests of judicial economy and expedition, to address those issues promptly and directly without referring them to a Master for an initial determination.

that motion. Issuing the requested rule to show cause will give the Wilsons an opportunity to present their arguments as to why I should not grant Bessemer's proposed declaratory judgments. If they do not object or elect not to appear, such declarations may help to inform the proceedings in the Florida Action and to reduce the number of collateral issues requiring adjudication in the future.

III. CONCLUSION

For the foregoing reasons, I hereby vacate the order staying this action and will proceed to enter a rule to show cause consistent with this Memorandum Opinion, directing the Wilsons to appear before this Court within thirty (30) days and to show why the Court should not grant the relief sought in Bessemer's motion.

IT IS SO ORDERED.