

*This opinion is nonprecedential except as provided by  
Minn. R. Civ. App. P. 136.01, subd. 1(c).*

**STATE OF MINNESOTA  
IN COURT OF APPEALS  
A20-1539**

Vincent Holdings, LLC,  
Respondent,

vs.

John Kastl,  
Appellant.

**Filed September 7, 2021  
Affirmed  
Bryan, Judge**

Hennepin County District Court  
File No. 27-CV-20-5854

Justice Ericson Lindell, Greenstein Sellers PLLC, Minneapolis, Minnesota (for respondent)

Matthew J. Schaap, Jeffrey D. Metcalf, Dougherty, Molenda, Solfest, Hills & Bauer P.A., Apple Valley, Minnesota; and

Jeralyn H. Baran (pro hac vice), Chuhak & Tecson, P.C., Chicago, Illinois (for appellant)

Considered and decided by Bryan, Presiding Judge; Hooten, Judge; and Slieter, Judge.

**NONPRECEDENTIAL OPINION**

**BRYAN, Judge**

In this appeal from the district court's denial of appellant's motion to dismiss respondent's complaint, appellant challenges the determination that the district court could exercise personal jurisdiction over appellant. We conclude that appellant had sufficient

contacts with Minnesota to establish specific personal jurisdiction. Appellant also argues that the respondent failed to plead its misrepresentation claims with sufficient particularity, but we decline to address this argument because the issue is not inextricably intertwined with the appeal regarding personal jurisdiction.

## **FACTS**

Respondent Vincent Holdings, LLC, is a limited liability company located in Minnesota that owns interests in a variety of different business entities. It is owned by two individuals, Dale Francis and Ryan Litfin. Appellant John Kastl (Kastl) is an attorney who resides in Illinois and is licensed to practice law there, but not licensed to practice in Minnesota. Vincent Holdings owns a 57% interest in a business entity called The CastleRock Group LLC (CastleRock). CastleRock is headquartered in Illinois, and Kastl serves as its general counsel. Two other limited liability companies, Kastl Worldwide LLC (Kastl Worldwide) and Hayden Worldwide LLC, own the remaining interests in CastleRock. Kastl owns a 99% interest in Kastl Worldwide.

In March 2020, Vincent Holdings brought a civil action against Kastl, alleging negligent practice of law, breach of contract, misrepresentation by omission, and negligent misrepresentation. Kastl moved to dismiss the complaint for lack of personal jurisdiction and for failure to state a claim upon which relief could be granted. He argued that, as an Illinois resident, he lacked sufficient minimum contacts with Minnesota for a Minnesota court to exercise personal jurisdiction over him. In addition, he argued that the complaint failed to plead the misrepresentation-by-omission claim with sufficient particularity. Kastl submitted two declarations explaining his contacts with Minnesota, and Vincent Holdings

submitted an affidavit from Francis, countering the assertions in Kastl's declarations. We first summarize the factual allegations contained in the complaint, the Francis affidavit, and the Kastl declarations. Then, we summarize the district court's decision to deny Kastl's motion to dismiss.

**A. Factual Allegations in the Complaint**

The complaint included the following allegations. Vincent Holdings was first introduced to Kastl in February 2017. Over the course of the next two years, Kastl provided legal advice to Vincent Holdings on a variety of matters. Kastl's legal advice covered a broad range of topics relating to Vincent Holdings' business: "certain licensing/certification questions concerning employees of [Vincent Holdings] in Minnesota," "one of [Vincent Holdings'] related entities," and "the legal issue of 'registering as an investment adviser' in 'Minnesota.'" In mid-2018, Kastl provided legal advice to Vincent Holdings and its owners regarding two companies in which Vincent Holdings had an interest—Vincent Watford LLC and Vincent Anoka LLC. Kastl also advised Vincent Holdings "concerning a boating accident which involved Litfin and occurred in Minnesota."

In April 2018, Vincent Holdings entered into a business arrangement with Kastl Worldwide and Hayden Worldwide to merge their businesses into CastleRock. The parties executed an operating agreement effectuating this arrangement. Kastl provided legal services to Vincent Holdings in March and April 2018 "regarding the Operating Agreement and Related Agreements by way of legal advice as well as the negotiation and drafting of those documents." The operating agreement was later amended and Kastl "again provided

legal services to [Vincent Holdings] by way of advice as well as negotiating and drafting these documents.” By October 2018, the arrangement fell apart, and the three CastleRock members entered into a divestiture agreement to rescind the transactions in the operating agreement. Kastl “provided legal advice and related services” to Vincent Holdings in connection with the divestiture agreement.

In support of the negligent-practice-of-law causes of action, the complaint alleged that Kastl’s conduct in connection with the operating agreement and the divestiture agreement caused harm to Vincent Holdings. Kastl drafted the operating agreement in a way that prevented Vincent Holdings from making decisions by itself, despite being a majority owner, and he failed to advise Vincent Holdings of the risks and disadvantages of these provisions. Kastl also negotiated and formulated the divestiture agreement without advising Vincent Holdings of the risks of not having a written agreement signed by all the parties. With respect to both the operating agreement and the divestiture agreement, Kastl failed to disclose that he had a conflict of interest based on his ownership of Kastl Worldwide. Additionally, Kastl incorrectly advised Vincent Holdings about the need for its employees to obtain a certain type of business license. In support of the misrepresentation-by-omission claim, the complaint alleged that Kastl concealed from Vincent Holdings the fact that he was not licensed to practice law in Minnesota, and that Vincent Holdings would not have relied on some of Kastl’s advice if it had known that fact.

In the statement of jurisdiction, the complaint asserted that Minnesota had personal jurisdiction over Kastl for the following four reasons: (1) Kastl “had made at least five

physical trips to the State of Minnesota since 2017 for the purposes of providing legal services and doing other business” with Vincent Holdings, its principals, and its related businesses; (2) Kastl “has transacted and continues to transact business within the State of Minnesota” involving Vincent Holdings; (3) Kastl’s “acts in Minnesota . . . caused injury and/or property damage” to Vincent Holdings; and (4) Kastl “committed acts outside Minnesota . . . causing injury and/or property damage in Minnesota.”

**B. Factual Allegations Contained in the Francis Affidavit**

The Francis affidavit provided further allegations about Kastl’s connections with Minnesota. According to the affidavit, Kastl provided Vincent Holdings with “legal advice, contract drafting, contract negotiation and other legal services” regarding the operating agreement, subsequent amendments to the operating agreement, and the divestiture agreement. Kastl advised Vincent Holdings that “the Operating Agreement and Related Agreements were ‘standard’ agreements which gave [Vincent Holdings] a false sense of security.”

The affidavit alleged that Kastl “made at least five physical trips to the State of Minnesota” between March 2017 and September 2018. During each of those trips, Kastl provided various legal services, and Francis was present when Kastl gave the advice. When he visited Minnesota in March 2017, Kastl gave legal advice about Vincent Holdings’ relationship with the predecessor to CastleRock. In September 2017, Kastl advised Vincent Holdings about his “developing relationship with CastleRock,” as well as legal issues involving Vincent Anoka and Vincent Watford. During a March 2018 visit, Kastl provided legal advice “about the merger of [Vincent Holdings’] companies into

CastleRock and the contents of the related Operating Agreement and related documents.”

In May 2018, Kastl gave advice “relating to the merger with CastleRock” that had occurred in April. And in September 2018, Kastl attended a quarterly meeting of CastleRock, and he advised “about dissolving the legal relationship between [Kastl] and CastleRock.”

### **C. Factual Allegations Contained in the Kastl Declarations**

Kastl’s two declarations disputed many of the allegations in the complaint and the Francis affidavit. Kastl denied ever representing Vincent Holdings. He maintained that he merely served as the general counsel for CastleRock, of which Vincent Holdings was a member. The only legal services he provided were in his capacity as general counsel, and he was not engaged to provide legal services to Vincent Holdings separately. Kastl acknowledged that he prepared an operating agreement for CastleRock’s predecessor in April 2017, but maintained that he did not draft the amended operating agreement, which the CastleRock members executed in April 2018. Kastl also denied any involvement in the divestiture agreement, insisting that he never saw such an agreement.

Kastl’s declarations also detailed his trips to Minnesota. Kastl stated that he made four trips to Minnesota between March 2017 and August 2018. He said that he did not provide any representation or legal advice to Vincent Holdings during those trips. The first trip happened in March 2017, when he met with Litfin and Francis in person, and they made him the offer to join CastleRock. Litfin and Francis did not request any advice about Vincent Holdings at that time. The other trips to Minnesota were for meetings regarding the management of CastleRock, at which Kastl again did not provide legal advice to Vincent Holdings.

#### **D. Denial of Kastl's Motion to Dismiss**

The district court determined that it could exercise personal jurisdiction over Kastl and denied Kastl's motion to dismiss. The district court explained that the complaint contained multiple specific allegations of legal advice that Kastl provided to Vincent Holdings, and it stated that "[a]ll of these allegations are taken as true for purposes of the motion to dismiss." The district court reasoned that "[a] fact issue lies at the heart of this jurisdictional dispute"—namely, "whether, when, and where Defendant Kastl provided legal advice to Plaintiff Vincent Holdings." The district court determined that it could not "decide which party's version of the facts may ultimately prove to be correct," and that the allegations and evidence should therefore be viewed in the light most favorable to Vincent Holdings. Accordingly, the district court concluded that Kastl's visits to Minnesota and the legal advice he allegedly provided to Vincent Holdings were sufficient to support the exercise of personal jurisdiction. The district court also denied Kastl's motion to dismiss the complaint for failure to state a claim upon which relief could be granted, concluding that the complaint pleaded the misrepresentation-by-omission claim with sufficient particularity. Kastl appeals.

### **DECISION**

#### **I. Personal Jurisdiction**

Kastl argues that the district court erred when it denied his motion to dismiss for lack of personal jurisdiction. Because Vincent Holdings alleged that Kastl had sufficient contacts with Minnesota, we conclude that Minnesota may properly exercise personal jurisdiction over Kastl.

The Due Process Clause of the Fourteenth Amendment to the United States Constitution limits a state's ability to exercise jurisdiction over nonresident defendants. *World-Wide Volkswagen Corp. v. Woodson*, 444 U.S. 286, 291, 100 S. Ct. 559, 564 (1980). In accordance with this principle, Minnesota's long-arm statute lists the circumstances in which Minnesota courts may exercise personal jurisdiction over nonresident individuals. Minn. Stat. § 543.19, subd. 1 (2020); *see also Valspar Corp. v. Lukken Color Corp.*, 495 N.W.2d 408, 411 (Minn. 1992) (concluding that the state's long-arm statute extends personal jurisdiction to the full extent allowed by the Due Process Clause). Minnesota courts can exercise personal jurisdiction over a nonresident defendant when the nonresident "has sufficient 'minimum contacts' with the forum state so that maintaining jurisdiction does not offend 'traditional notions of fair play and substantial justice.'" *Viking Eng'g & Dev., Inc. v. R.S.B. Enters., Inc.*, 608 N.W.2d 166, 169 (Minn. App. 2000) (quoting *Int'l Shoe Co. v. Washington*, 326 U.S. 310, 316, 66 S. Ct. 154, 158 (1945)), *review denied* (Minn. May 23, 2000)).

Although personal jurisdiction may be based on "general" or "specific" jurisdiction, *Valspar Corp.*, 495 N.W.2d at 411, the allegations in the complaint and the Francis affidavit relate only to specific personal jurisdiction. Minnesota courts consider the following five factors to determine whether the exercise of specific personal jurisdiction over a nonresident defendant is consistent with due process: "(1) the quantity of contacts with the forum state; (2) the nature and quality of those contacts; (3) the connection of the cause of action with these contacts; (4) the interest of the state providing a forum; and (5) the convenience of the parties." *Juelich v. Yamazaki Mazak Optonics Corp.*, 682

N.W.2d 565, 570 (Minn. 2004) (reiterating and applying the five-factor test where appellants “assert[ed] that Minnesota has specific personal jurisdiction over [respondent]”); *see also Hardrives, Inc. v. City of LaCrosse*, 240 N.W.2d 814, 817 (Minn. 1976) (adopting the five-factor test). The first three factors address the “key inquiry” of whether minimum contacts exist; the last two factors “determine whether jurisdiction is reasonable according to traditional notions of fair play and substantial justice.” *Rilley v. MoneyMutual, LLC*, 884 N.W.2d 321, 328 (Minn. 2016).

Whether personal jurisdiction exists is a question of law, which we review de novo. *Juelich*, 682 N.W.2d at 569. Once a defendant challenges the exercise of personal jurisdiction, the plaintiff has the burden to prove that the defendant has sufficient contacts with the forum state. *Id.* at 569-70. In determining whether the plaintiff has met its burden to show personal jurisdiction, the court ordinarily takes “all the factual allegations in the complaint and supporting affidavits as true.” *Rilley*, 884 N.W.2d at 326. “[I]n doubtful cases, doubts should be resolved in favor of retention of jurisdiction.” *Hardrives*, 240 N.W.2d at 818. We therefore look to the complaint and the Francis affidavit, accepting as true the allegations in those documents.<sup>1</sup>

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<sup>1</sup> Kastl initially argued that the district court improperly relied on the allegations in the complaint, citing *Hoff v. Kempton*, 317 N.W.2d 361, 363 n.2 (Minn. 1982) (“[I]f a motion to dismiss is supported by affidavits, the nonmoving party cannot rely on general statements in his pleading.” (quotation omitted)). *Hoff* does not apply, however, because Vincent Holdings did not rely on general statements. Instead, the complaint contains specific allegations, and Vincent Holdings submitted the Francis affidavit, which provided additional specificity. Moreover, contrary to his initial argument, Kastl conceded at oral argument that to the extent the Kastl declarations conflict with the allegations in the complaint and the Francis affidavit, the allegations in the complaint and the affidavit are accepted as true for purposes of the motion to dismiss. *See Rilely*, 884 N.W.2d at 326.

In this case, because the parties only contest the first three factors, we confine our review to those arguments. We conclude that the complaint and the Francis affidavit alleged sufficient minimum contacts between Kastl and Minnesota because each of the three disputed factors favors the exercise of personal jurisdiction.

Turning to the first factor, we observe that being physically present in Minnesota on five separate occasions weighs in favor of exercising jurisdiction. *E.g. Nat'l City Bank of Minneapolis v. Ceresota Mill Ltd. P'ship*, 488 N.W.2d 248, 253 (Minn. 1992) (determining sufficient quantity of contacts to exercise personal jurisdiction when defendant was physically present in Minnesota “at least four times”). We also note that there is no bright-line rule or threshold number of contacts necessary to exercise personal jurisdiction, and even a “single, isolated transaction between a nonresident defendant and a resident plaintiff can be a sufficient contact to justify exercising personal jurisdiction.” *Marquette Nat'l Bank of Minneapolis v. Norris*, 270 N.W.2d 290, 295 (Minn. 1978) (listing cases and affirming exercise of personal jurisdiction based on a single, transactional contact to Minnesota). In this case, both the complaint and the Francis affidavit alleged that Kastl made five separate trips to Minnesota for the purposes of meeting with and providing legal advice to representatives of Vincent Holdings about its business interests. In addition, both the complaint and the Francis affidavit alleged a number of additional communications that occurred while Kastl was located outside of Minnesota.<sup>2</sup> We are aware of no authority—

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<sup>2</sup> It is not clear from the complaint alone where Kastl was physically located when he provided the legal services alleged. It is well-established, however, that the location of the nonresident defendant “is clearly of no significant consequence.” *Rilley*, 884 N.W.2d at 329 (quoting *Marquette Nat'l Bank of Minneapolis*, 270 N.W.2d at 295 (“The fact that the

and Kastl cites to none—in which a similar quantity of contacts weighed in favor of dismissal. Instead, the alleged number of trips to Minnesota over the course of a year and a half and the number of additional electronic and telephonic communications support the exercise of personal jurisdiction and the denial of Kastl’s motion to dismiss.

Second, the quality of those contacts also supports the district court’s decision. Vincent Holdings alleges that Kastl provided purposeful and extensive legal advice to Vincent Holdings, conduct that would go beyond what could be characterized as merely incidental contact. *See, e.g., Schuler v. Meschke*, 435 N.W.2d 156, 160 (Minn. App. 1989) (concluding that the second *Juelich* factor was satisfied when a North Dakota attorney provided legal advice on which Minnesota residents would likely rely and thereby, purposefully availed himself of the protections of Minnesota law). Specifically, the Francis affidavit alleged that during the five separate trips that Kastl made to Minnesota between March 2017 and September 2018, he provided legal advice to Vincent Holdings about the creation of CastleRock, the contents of the operating agreement governing the three member companies’ management of CastleRock, and the eventual dissolution of CastleRock. In addition, the complaint included allegations that Kastl provided legal advice to Vincent Holdings regarding the following: the business operations in Minnesota of Vincent Watford and Vincent Anoka; the operating agreement and subsequent

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nonresident appellants were never physically present in the state in the course of their transaction, which was accomplished entirely by telephone and mail, is clearly of no significant consequence.”)). Based on this caselaw, the failure to more clearly specify Kastl’s physical location in the complaint does not compel reversal.

amendments; the divestiture agreement; licensing questions involving Vincent Holdings' employees in Minnesota; and the legal requirements regarding registering as an investment adviser in Minnesota. The nature of this alleged legal advice weighs in favor of exercising personal jurisdiction.

Third, the legal advice Kastl allegedly provided during those trips is directly related to the causes of action in the complaint: that Kastl was negligent in advising Vincent Holdings about the operating and divestiture agreements, that he failed to disclose a conflict of interest he had regarding both agreements, and that he omitted the fact that he was not licensed to practice law in Minnesota when he provided legal advice to Vincent Holdings. These causes of action arise directly from Kastl's contacts in providing legal advice to Vincent Holdings about its operations in Minnesota.<sup>3</sup> Thus, there is a strong showing on the third factor of a connection between the contacts and the causes of action.

For these reasons, we are satisfied that each of the three factors favors the exercise of specific personal jurisdiction and affirm the denial of Kastl's motion to dismiss.

## **II. Failure to Plead Fraud with Particularity**

Kastl also argues that the district court erred when it denied his motion to dismiss Vincent Holdings' misrepresentation-by-omission claim for failure to state a claim upon which relief could be granted. Kastl contends that the complaint failed to meet the

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<sup>3</sup> We note that the complaint also alleges legal services that Kastl provided to Vincent Holdings concerning matters that are *not* related to the causes of action. For example, the complaint alleges that Kastl advised Vincent Holdings about two of its related entities and about a boating accident. Because these contacts have no apparent connection to the causes of action, we do not consider them in our analysis of specific personal jurisdiction.

heightened pleading standard for fraud claims. We decline to address this argument because it is not properly before us.

An order denying a motion to dismiss generally is not immediately appealable. *Aon Corp. v. Haskins*, 817 N.W.2d 737, 739 (Minn. App. 2012). An exception to this rule is that an order denying a motion to dismiss for lack of personal jurisdiction is immediately appealable under Minn. R. Civ. App. P. 103.03(j). *Id.* This exception is based on the collateral order doctrine, which “permits immediate appellate review of a small class of rulings that do not conclude the litigation but conclusively resolve important ‘claims of right separable from, and collateral to, rights asserted in the action,’ and are effectively unreviewable on appeal from a final judgment.” *Id.* (quoting *Will v. Hallock*, 546 U.S. 345, 349, 126 S. Ct. 952, 957 (2006)). Appellate review of an order denying a motion to dismiss for lack of personal jurisdiction is permitted under the collateral order doctrine based on the rationale that “a defendant should not be required to assume the burdens of litigation and trial if jurisdiction is lacking.” *Id.* On the other hand, an order denying a motion to dismiss for failure to state a claim follows the general rule and is not immediately appealable. *Id.* at 739-40.

When, as here, only a part of the district court’s order is immediately appealable, this court should not consider additional issues on appeal unless those issues are “inextricably intertwined” with the issues properly raised under the collateral order doctrine. *Id.* at 741 (citing *Swint v. Chambers Cty. Comm’n*, 514 U.S. 35, 51, 115 S. Ct. 1203, 1212 (1995)). An issue is inextricably intertwined with a properly presented issue “only when the appellate resolution of the collateral appeal necessarily resolves the pendent

claim as well, and only if the pendent claim is coterminous with, or subsumed in, the claim before the court on interlocutory appeal.” *Id.* at 741-42 (quotations omitted).

Kastl makes no argument explaining how his failure-to-plead-with-particularity argument is inextricably intertwined with his lack-of-personal-jurisdiction argument. And no such connection is apparent on our review. The issues rest on entirely separate bases and rationales, and one is not dependent on the other. Because the failure-to-plead issue is not inextricably intertwined with the personal-jurisdiction issue that is properly before this court, we do not consider Kastl’s argument that the district court erred by not dismissing the misrepresentation claim for failure to state a claim.

**Affirmed.**