

IN THE CHANCERY COURT FOR THE STATE OF TENNESSEE  
TWENTIETH JUDICIAL DISTRICT, DAVIDSON COUNTY

ROBERT H. EDWARDS, M.D., )  
 )  
Plaintiff, )  
 )  
VS. )  
 )  
UROSITE PARTNERS f/k/a )  
UROSITE, L.P., )  
 )  
Defendant. )

NE  
NO. 15-946-BC

DAVIDSON COUNTY  
CLERK OF COURT  
CHANCERY CT.  
D.C.&M.

2016 FEB 22 PM 3:18

FILED

**MEMORANDUM AND ORDER DENYING REMAINDER OF  
MOTION TO DISMISS AND SETTING 3/11/16 DEADLINE FOR  
PLAINTIFF TO FILE NOTICE OF DISCOVERY NEEDS**

The February 10, 2016 briefs of Counsel have provided insight and clarity. From those briefs and comparing them to the pleadings, as the Court is required to do on a Rule 12 motion to dismiss, the Court denies the remainder of Defendant's Motion to Dismiss on these grounds.

The claim which the Court has determined not to dismiss is a portion of the Plaintiff's Complaint—paragraph 15(3) for declaratory judgment: “that he [the Plaintiff] remains a limited partner in Urosite because his work at the VA was not a material breach of the Separation Agreement” (the “VA Claim”).

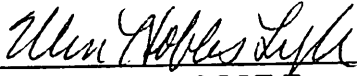
The rationale for denying the Motion is, first, that the Court finds that the statements of Plaintiff's Counsel, at the October 8 and 15, 2015 hearings, did not abandon or concede the VA Claim.

Further, the Motion does not address how, from the face of the pleadings, the Court could conclude as a matter of law that the Plaintiff's work at the VA constitutes a material

breach of the Separation Agreement. While the location (certain counties) and the nature of the work (VA Hospital) the Plaintiff has engaged in are undisputed, a legal analysis of the materiality of the Plaintiff's VA work to the promises in paragraph 2 of the Settlement Agreement regarding expansion of Plaintiff's urology practice has not been analyzed in the briefing and put in issue for the Court to rule upon.

For these reasons it ORDERED that the Defendant's Motion to Dismiss is denied as to the VA Claim. Pursuant to Rule 12.01, the Defendant shall now file an Answer.

It is further ORDERED that on or before March 11, 2016, Plaintiff's Counsel shall file a notice stating whether, with respect to its claim of the immateriality of Plaintiff's VA work, the Plaintiff requires discovery and, if so, a description of the type of discovery: interrogatories, requests for production, depositions, subpoenas, etc. and the persons/entities from whom the discovery must be obtained. The Defendant will then be notified by the Court regarding Defendant's discovery needs. These notices are needed in preparation for a Tennessee Civil Procedure Rule 16.02 Conference, perhaps to be conducted by telephone, to set deadlines to complete the case.

  
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ELLEN HOBBS LYLE  
CHANCELLOR  
TENNESSEE BUSINESS COURT  
PILOT PROJECT

cc: Nader Baydoun  
Stephen Knight  
Camille Chandler  
James Bowen  
Elizabeth Gonser

