

Circuit Court for Prince George's County
Case No. C-16-CV-22-000529

UNREPORTED
IN THE APPELLATE COURT
OF MARYLAND*

No. 1956

September Term, 2023

RIM INC., *et al.*,

v.

ESTATE OF MOGESEA
MOLLA SALELEW

Shaw,
Kehoe, S.,
Eyler, James.
(Senior Judge, Specially Assigned),

JJ.

Opinion by Kehoe, J.

Filed: March 20, 2025

*This is an unreported opinion. This opinion may not be cited as precedent within the rule of stare decisis. It may be cited for its persuasive value only if the citation conforms to Rule 1-104(a)(2)(B).

This appeal arises from an order in a declaratory judgment proceeding to determine the ownership and value of two corporations: RIM Inc. (RIM) and Basawa, Inc. (Basawa). Primarily, the appellant contests the trial court’s finding that appellee owned a one-third interest in one of the corporations. It also challenges the trial court’s grant of an oral motion directing it to provide records establishing the value of the corporations.

BACKGROUND

The record in this case is rather abbreviated: no exhibits were admitted, and the single witness testimony was truncated. Mogasea Molla Salelew died on June 14, 2018, and on or about June 3, 2020, the Register of Wills for Prince George’s County appointed his wife, Leilena Salelew, the personal representative of his estate, which was reported to own a one third interest in each RIM and Basawa. The action from which this appeal is taken, filed by the estate against RIM and Basawa on November 1, 2022, represents the estate’s latest effort towards ascertaining the value of these two assets in furtherance of their administration, and seeks first a declaratory judgment that the estate owns a one third share in each RIM and Basawa, and second, an order that the appellant should provide documentation necessary to determine the value of the two corporations.

Trial occurred on October 23, 2023. At the outset, counsel for the estate informed the court: “We are simply seeking a declaratory judgment regarding the ownership of the business. We’re not here to establish the value.” The estate’s opening argument established that in 2014, the decedent had purchased ownership interest in the two businesses; that the estate, which needed the value of the businesses in order to administer the assets of the

estate, had requested such information informally and then through subpoena before initiating the instant action; and that the defendant-appellant contested the estate's ownership of Basawa on the grounds that it had been transferred from the decedent during his lifetime by oral agreement, an agreement which the plaintiff argued was void under the statute of frauds. RIM's and Basawa's response conceded the estate's ownership of RIM. However, Basawa averred that a few years after Mr. Salelew's initial purchase of an interest in Basawa, Mr. Salelew, and several members of his family, concluded that they no longer wished to participate in Basawa and "decided to take their stake of the business out, which . . . they were repaid fully; however, this was all done verbally."

The testimony of the estate's first witness, Goanna Salelew, ended almost instantly when the court realized that she would need an interpreter. In light of Ms. Salelew's inability to testify, the estate indicated that it could elicit the required testimony from its second witness, an adverse witness, Mohammad Rasib, who was, the complaint alleges, listed as "Director of RIM Inc." in records filed with the State Department of Assessments and Taxation.

On the stand, Mr. Rasib admitted Mr. Salelew's 2014 purchase of a one third interest in Basawa, alluding to a paper agreement that was "in front of" estate's counsel. He then stated that in 2017, after he informed Mr. Salelew and his two brothers, Solomon and Janna, with whom he had dealt for over a decade, that he (or Basawa) was the target of lawsuit by PMG for around \$500,000, they decided to pull out of Basawa. When asked whether he

had a copy of the settlement agreement between Basawa and PMG, which would indicate who owned Basawa at the time of the settlement, Mr. Rasib said:

“Yes. When they receive the money that one, we have it. Verbally, paper that time, but I provided that one, but I don’t remember that time, was written a long time, but I am not—I am taking it easily that time, they were talking to each other, everybody easily, friendly, politely. We—we—we don’t know that time.”

The estate then inquired into the nature of Mr. Rasib’s position with Basawa, and he answered, “Right now, it’s legal, I sold out, but the reason is I spent a lot of money, maybe next year, maybe we, very soon, I transfer that on. And the reason is, you know, you have a lot of spent money.” The court interposed that it was having difficulty understanding Mr. Rasib’s testimony. The estate asked again whether a copy of the settlement existed and could be provided to the court, to which Mr. Rasib responded, “Not today.” When the estate asked Mr. Rasib if he was the president of the company, he responded in the affirmative, and when it asked whether he maintained a ledger of stock ownership in Basawa as he was required to do under law, he said that he believed he had done so for RIM, but then began to reiterate the circumstances that led to Mr. Salelew’s alleged withdrawal from Basawa. The estate interrupted to reorient the testimony on whether Mr. Rasib could provide what was necessary to prove Basawa’s assertions as to its ownership. Counsel for RIM and Basawa objected on the grounds that his client did not understand the question. The court asked Mr. Rasib whether he needed an interpreter; he said, “Yes,” and specified that he spoke Urdu. The court warned Mr. Rasib that if he could not produce written evidence that

Mr. Salelew had transferred his interest in Basawa, then it would find that the estate owned a portion of the business.

Discussion between the parties’ counsel and the court ensued to the effect that no documents would be produced that day showing that the estate did not own part of Basawa. The court observed that counsel for Basawa had “admitted that [its] client doesn’t have any documentation showing that . . . Mr. Salelew transferred the businesses” and determined the estate owned a one third interest in Basawa. The ruling was “very narrow,” and did not purport to decide any other issue than the ownership of that share.

The estate then made an oral motion to “direct the business to provide us now with records that will allow us to come up with a value in the estate,” which the court granted, noting that a written order would follow the oral one and giving the appellants thirty days to provide the records to the estate. The court then concluded the proceedings.

The order submitted to the docket on October 25, 2023, and entered by the clerk on November 27, 2023, provides:

IT IS HEREBY OREDERD on this 22 day of November that the Estate of Mogesea Molla Salelew owns a 33% interest in Rim Inc. and a 33% interest in Basawa Inc.

Upon an oral motion of the Plaintiff requesting the Court to direct the entities to provide documentation sufficient to determine the value of the Estate’s interest in each entity, IT IS FURTHER ORDERED that the Defendants provide such documentation to Plaintiff no later than December 24, 2024.

The appellants noted a timely appeal.

QUESTIONS PRESENTED

Appellants present the following questions for our review:

1. Did the Circuit Court err in finding sufficient evidence to determine that Appellee is entitled to a 33% ownership interest in Appellant Basawa, Inc.?
2. Did the Circuit Court err in giving Mohammad Rasib’s testimony determinative weight when he requested an interpreter, and it was clear he did not understand the questions posed to him?
3. Did the Circuit Court err when it granted an Oral Motion directing the Appellants to provide records establishing the value of their business, despite no such relief being requested in the Complaint?

However, a final judgment is a necessary predicate to almost all appeals; as none was entered in this case, we dismiss the appeal and remand the case for further proceedings.

DISCUSSION

Section 12-301 of the Courts and Judicial Proceedings Article provides the general rule that appeals may be taken only from a final judgement. “[U]nless authorized by statute (*see* Maryland Code, § 12-303 of the Cts. And Jud. Proc. Article, for example), the collateral order doctrine, or pursuant to Rule 2-602(b), appeals from orders or decisions that do not resolve or complete the resolution of the entire case, and are therefore interlocutory in nature, are not only not *avored*, they are not *allowed*.” *Silbersack v. ACandS, Inc.*, 402 Md. 673, 683-84 (2008). Maryland Rule 8-602 mandates dismissal of an appeal, on our own initiative, when the appeal is not permitted by the Maryland Rules or some other law.

The requirement that an appeal be from a final judgment “reflects Maryland’s long-established policy against piecemeal appeals.” *Waterkeeper Alliance, Inc. v. Md. Dept. of*

Agric., 439 Md. 262, 278 (2014) (citing *Med. Mut. Liab. Ins. Soc. of Md. v B. Dixon Evander and Assocs. (Evander)*, 331 Md. 301, 313 (1993)). This policy has developed from our experience that such appeals are “inefficient and costly,” and “can create significant delays, hardship, and procedural problems.” *Miller Metal Fabrication, Inc. v. Wall*, 415 Md. 210, 227 (2010) (quoting *Silbersack*, 402 Md. at 679).

A court ruling must have at least three attributes to constitute a final judgment: “(1) it must be intended by the court as an unqualified, final disposition of the matter in controversy, (2) unless the court properly acts pursuant to Md. Rule 2-602(b), it must adjudicate or complete the adjudication of all claims against all parties, and (3) it must be set forth and recorded in accordance with Md. Rule 2-601.” *Metro Maint. Sys. S., Inc. v. Milburn*, 442 Md. 289, 298 (2015) (citing *Rohrbeck v. Rohrbeck*, 318 Md. 28, 41 (1989)).

Regarding the nature of the finality required:

[T]he ruling must be so final as either to determine *and conclude* the rights involved or to deny the appellant the means of further prosecuting or defending his or her rights and interest in the subject matter of the proceeding.

Rohrbeck, 318 Md. at 41 (citations omitted). In other words, “the ruling must necessarily be unqualified and complete,” and it “must leave nothing more to be done in order to effectuate the court’s disposition of the matter.” *Rohrbeck*, 318 Md. at 41. The question of finality is one of the court’s intention: we ask, “did the court intend its ruling to be the final, conclusive, ultimate disposition of the matter?” *Rohrbeck*, 318 Md. at 28.

Three qualities in the instant proceeding indicate that it had not concluded. First, the complaint has that the matter was initiated in order to, *inter alia*, “[d]etermine and

adjudicate the ownership rights and obligations of the parties with respect to Basawa, Inc.”; “[d]irect that Basawa Inc. provide the Plaintiff with documentation necessary to determine the value of decedent’s ownership in Basawa, Inc.”; and secure “such other and further relief as the nature of this cause may require.” The only hearing focused mostly on the estate’s ownership interest in Basawa. On November 22, 2023, the court issued a written order, which was later entered by the clerk on November 27, 2023 (“November 27 order”), ordering that the estate “owns a 33% interest in RIM, Inc. and a 33% interest in Basawa, Inc.” The court also ordered the appellants to provide documentation sufficient to determine the value of the estate’s interest in each entity by a date certain. This latter aspect of the order contemplates the parties’ reappearance so that the court may determine, at a minimum, the sufficiency of the documentation provided. *See Johnson v. Johnson*, 423 Md. 602, 607 (2011) (“[A]n order for an accounting or similar referral is not appealable as a final judgment because, ‘by [the order], nothing is finally settled between the parties, and . . . the order for an account . . . [is] only preparatory to a final decree[.]’”) (quoting *Snowden et al. v. Dorsey et al.*, 6 H. & J. 114, 116 (1823)).

Second, the court’s November 27 order did not contain the hallmarks of a final judgment. Maryland Rule 2-601(a) requires that each judgment “be set forth on a separate document” and “include a statement of an allowance of costs as determined in conformance with Rule 2-603[.]” which provides that the prevailing party is generally entitled to costs; upon the entrance of final judgment, the clerk must assess these costs and notify each party of the assessment in writing. Md. Rule 2-603(a). The court’s one-page order contained

one order indicating the estate’s interests in RIM and Basawa and one order with which the appellant was expected to comply, and it contained no allotment of costs to guide the clerk’s assessment. Far from indicating that the court’s order was in error, this structure and omission suggests rather that the court did not intend for its order to be a final judgment. The unmistakable implication of the November 27 order is that further proceedings would be necessary to enable the court to issue a declaratory judgment as to the estate’s interests in RIM and Basawa and as to the value of those interests.

Third, this matter sought a declaratory judgment. The November 27 order did not constitute a declaration that would “settle the rights, status, and other legal relations of the parties” because there is no declaration. Md. Code Ann. Courts & Jud. Proc. § 3-402. In a declaratory judgment action, the trial court should embody the merits in a written declaration. *See GPL Enter., LLC v. Certain Underwriters at Lloyd’s*, 254 Md. App. 638, 663-64 (2022).

Notably, the current disposition of the court as to the ownership of Basawa may change prior to any final judgment: Under Rule 2-602(a), generally, an order which “adjudicates fewer than all of the claims in an action” is not a final judgment and “is subject to revision at any time before the entry of a [final judgment.]” *See Gertz v. Anne Arundel Cnty.*, 339 Md. 261, 272-73 (1995) (citing *Rohrbeck*, 318 Md. at 44); *see also State v. Frazier*, 298 Md. 422, 449 (1984) (“As a general principle, one judge of a trial court ruling on a matter is not bound by the prior ruling in the same case by another judge of the court; the second judge, in his discretion, may ordinarily consider the matter de novo.”).

CONCLUSION

Having reviewed the conduct of the parties in the trial court proceedings, we admonish the parties to heed any hearing notices with respect to prefiling exhibits and requesting interpreters. Because the order entered on November 27, 2023, is not a final judgment and does not permit interlocutory appeal, we lack jurisdiction to review the merits of the case at this time. Accordingly, we must remand the matter to the circuit court for further proceedings.

CASE REMANDED, WITHOUT AFFIRMANCE OR REVERSAL, TO THE CIRCUIT COURT FOR PRINCE GEORGE'S COUNTY FOR FURTHER PROCEEDINGS. APPELLANT TO PAY COSTS.