

Circuit Court for Baltimore County
Case No.: C-03-CV-22-3211

UNREPORTED*

IN THE APPELLATE COURT

OF MARYLAND

No. 711

September Term, 2024

SHAWNA EATON

v.

LASHURA MARIA JOHNSON, ET AL.

Wells, C.J.,
Nazarian,
Zarnoch, Robert A.
(Senior Judge, specially assigned),

JJ.

Opinion by Wells, C.J.

Filed: June 6, 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 Md. Rule 1-104(a)(2)(B).

After Leatha Bell Aldridge died without a will on February 13, 2019, disputes among surviving family members arose over two residential properties that Ms. Aldridge allegedly conveyed to grandchildren LaShura Maria Johnson (“LaShura”) and Juan M. Johnson (“Juan”), appellees.¹ According to another of Ms. Aldridge’s grandchildren, appellant Shawna Eaton, the deeds in question were forged and fraudulently notarized. For that reason, Eaton contends that Aldridge’s estate (the “Estate”) must account for these two properties, in accordance with intestacy provisions under which she claims an interest. *See* Md. Code (1974, 2022 Repl. Vol., 2024 Supp.), § 1-210(b), § 3-103 of the Estates and Trusts (“ET”) Article.

Eaton initiated probate proceedings in Baltimore County, identifying the disputed properties as Estate assets. She then filed a complaint in the Circuit Court for Baltimore County to challenge the recorded deeds by which her late grandmother conveyed 2232 Lynnehaven Drive, Windsor Mill, MD, 21244, and 3105 Cambridge Drive, Windsor Mill, MD, 21244 (the “Properties”). Citing ET § 2-105(b), which permits a party in an orphans’ court proceeding to request that a factual dispute be resolved by the circuit court, the Orphans’ Court for Baltimore County, Eaton, the Johnsons, and their counsel agreed to address Eaton’s deeds dispute in the circuit court case before probate proceedings continue.

The circuit court nevertheless granted the Johnsons’ subsequent motion to dismiss Eaton’s First Amended Complaint with prejudice, ruling that, “as a matter of law,” it “does

¹ Given their shared family name, at times we shall refer to members of the Johnson family by their first names.

not state a cause of action” to quiet title or for declaratory relief, and the orphans’ court otherwise did not transmit a question of fact in accordance with ET § 2-105(b). The circuit court also denied Eaton’s subsequent motion to revise that judgment and to file a Second Amended Complaint asserting quiet title and declaratory judgment claims.

In this timely appeal, we must decide whether the circuit court erred or abused its discretion in dismissing Eaton’s complaint and foreclosing further proceedings in that court.² For reasons that follow, we will vacate the judgment and remand for the circuit court to address the factual dispute over the challenged deeds, as a necessary predicate for determining whether the Estate must account for these two Properties in the probate proceedings.

² To reflect the record and arguments, we restate the issues presented by Eaton, which appear in her brief as follows:

1. Whether the Circuit Court erred and abused its discretion by not allowing any testimony at the trial?
2. Whether the Circuit Court erred and abused its discretion by not following its own decision at the end of the trial, to allow Plaintiff to file a Motion to Revise and to file an Amended Complaint?
3. Whether the Circuit Court erred and abused its discretion by deciding the Motion to Dismiss, the Response and the Reply, in the absence of testimony and argument?

LEGAL BACKGROUND

Because this appeal arises from Eaton’s challenge to deeds allegedly tainted by forgery and fraud, we briefly review the legal principles supporting Eaton’s claim that the Estate should treat the two deeds as invalid based on

[t]he distinction between a transaction being deemed void and voidable **A void contract** “is not a contract at all,” *Restatement (Second) of Contracts* § 7 cmt. a (1981), and all parties, present and future, would be equally allowed to avoid the contract. *See United States for the Use of the Trane Co. v. Bond*, 322 Md. 170, 179-80 (1991); *Monumental Building Ass’n v. Herman*, 33 Md. 128, 132 (1870); *Harding v. Ja Laur Corp.*, 20 Md. App. 209, 214 (1974) (“A deed obtained through fraud, deceit or trickery is voidable as between the parties thereto, but not as to a *bona fide* purchaser. A forged deed, on the other hand, is void *ab initio*.”).

A voidable contract, on the other hand, is “one where one or more parties thereto have the power, by a manifestation of election to do so, to avoid the legal relations created by the contract, or by ratification of the contract to extinguish the power of avoidance.” *Restatement (Second) of Contracts* § 7 (1981); *see Coopersmith v. Isherwood*, 219 Md. 455, 461 (1959) (adopting *Restatement of Contracts* § 13 (1932), precursor to § 7). We have long recognized that contracts obtained by fraud are not absolutely void, but are “voidable at the election of the parties affected by the fraud” and “binding until properly avoided.” *Urner v. Sollenberger*, 89 Md. 316, 332, 334 (1899); *see also Iseli v. Clapp*, 254 Md. 664, 669-72 (1969) (holding that a foreclosure rescue scam victim’s deed was voidable, but not as against innocent third parties); *Hoffman v. Seth*, 207 Md. 234, 239 (1955) (stating that an agreement or conveyance procured by a false representation of a material fact is voidable, but not void); *Wicklein v. Kidd*, 149 Md. 412, 424-25 (1926).

The distinction between a void contract and a voidable [contract] is especially important in situations involving deeds; once a deed is considered *void ab initio* or, of no legal effect, there are lasting consequences to everyone in the subsequent chain of title. As a result, we have been circumspect at common law in finding a deed void *ab initio* and have limited our rulings regarding voidness to circumstances that go to the face of the deed, *e.g.*, forgery. *See Maskell v. Hill*, 189 Md. 327, 335 (1947) (holding that a forged deed is a nullity); *see also Harding*, 20 Md. App. at 214 (“A

forged deed . . . is void *ab initio*.”). In *Harding*, our intermediate appellate court discussed how a forged deed, void from inception, does not protect *bona fide* purchasers:

There can be no *bona fide* holder of title under a forged deed. A forged deed, unlike one procured by fraud, deceit or trickery is void from its inception. The distinction between a deed obtained by fraud and one that has been forged is readily apparent. In a fraudulent deed an innocent purchaser is protected because the fraud practiced upon the signatory to such a deed is brought into play, at least in part, by some act or omission on the part of the person whom the fraud is perpetrated. He has helped in some degree to set into motion the very fraud about which he later complains. A forged deed, on the other hand, does not necessarily involve any action on the part of the person against whom the forgery is committed.

Julian v. Buonassissi, 414 Md. 641, 666-69 (2010) (cleaned up) (emphasis supplied).

Equally critical to our resolution of this appeal is the statutory right of parties in orphans’ court proceedings to litigate factual disputes in circuit court. As the Supreme Court of Maryland recognized, the General Assembly has aided the orphans’ court to perform its duties by empowering it “to direct any issue of fact to be tried by plenary proceedings and with the help of a jury.” *Shealer v. Straka*, 459 Md. 68, 82 (2018) (quoting *Ades v. Norins*, 204 Md. 267, 272 (1954)). Under ET § 2-105:

- (a) In a controversy in the [orphans’] court, an issue of fact may be determined by the court.
- (b)(1) At the request of an interested person made within the time determined by the court, the issue of fact may be determined by a court of law.
- (2) When the request is made before the court has determined the issue of fact, the court shall transmit the issue to a court of law.
- (c) After the determination of the issue, whether by the court or after transmission to a court of law, the court shall enter an appropriate judgment or decree.

FACTUAL BACKGROUND

Timeline

The facts pertinent to this appeal are set forth in the following timeline, with proceedings in circuit court shown in bold.

February 13, 2019 Leatha Bell Aldridge died intestate.

July 22, 2022 Eaton, representing herself, filed a petition with the Register of Wills for Baltimore County, seeking probate of Ms. Aldridge’s Estate and listing the two Windsor Creek Properties as Estate assets, valued at \$300,000 and \$250,000, respectively. *See In the Matter of the Estate of Leatha Bell Aldridge*, Orphans’ Court for Baltimore County Estate No. 219532.

August 12 2022 Eaton, representing herself, filed this action in the Circuit Court for Baltimore County, alleging that both deeds, by which Aldridge reserved a life estate for herself and conveyed two parcels to grandchildren LaShura and Juan Johnson, respectively, had been forged and fraudulently notarized. *See Shawna Eaton v. LaShura M. Johnson and Juan M. Johnson*, Baltimore County Cir. Ct. Case No. C-03-CV-3211.

August 30, 2022 Represented by counsel, Kathy Johnson (“Kathy”), the lone surviving child of Ms. Aldridge, joined with her children Juan and LaShura Johnson, in moving to strike the two Properties from the Estate assets listed in Schedule A, on the ground that they “are not properly part of the Estate because those properties passed by Deed to LaShura and Juan, respectively.” According to Kathy, after those deeds were recorded on December 20, 2016, and January 10, 2018, respectively, “[b]y operation of law and the Deed, upon the Decedent’s death, title was vested in” Aldridge’s grantees. Moreover, at the time of Ms. Aldridge’s death, Juan and LaShura allegedly had been occupying the Properties for years. Juan had been residing at 3105 Cambridge Drive since 2010 but was deployed on active duty with the United States Army, while his wife and daughter remained on the premises. LaShura lived at 3323 Lynne Haven Drive for approximately 11 years, “until the onset of her divorce proceedings” from Nelson Hildago, who was still residing there with their two children.

- September 20, 2022 A docket note states that Eaton, Kathy Johnson, LaShura Johnson, and their counsel were present in a proceeding before Orphans’ Court Judge William R. Evans. Juan Johnson was not present because he was on active duty. The note states “Special Administrator removed” (referring to Eaton), and “Kathy Johnson appointed Personal Representative, with a bond of Personal Representative in the full amount required.”
- October 13, 2022 In a letter to counsel for Eaton, which was copied to Judge Evans and received by the register of wills, counsel for the Johnsons stated: “Following our conference call with Judge Evans today, this letter shall serve as evidence of our ‘no objection’ position to Ms. Eaton proceeding in the Circuit Court, in her own name, regarding title to the properties.”
- November 2, 2022 Citing the October 13 conference call, the Orphans’ Court for Baltimore County entered an order appointing Kathy Johnson as “Special Administrator of the Estate, subject to a nominal bond,” and also ordered that she, “through counsel, shall agree to permit Shawna Eaton to pursue her action as an individual in the Circuit Court Case No. C-03-CV-22-00321[.]” The orphans’ court also directed that “the Circuit Court Pleadings shall be amended accordingly” and that the two parcels “shall not be sold, transferred or otherwise disposed of until the pending Circuit Court action is resolved[.]”
- December 13, 2022 Filing a First Amended Complaint through counsel, Eaton again alleged that the two recorded deeds contain forged signatures and fraudulent notarizations, so that neither deed is valid for probate purposes of determining Estate assets and obligations. The prayer for relief asks the circuit court to “remove[] these deeds from record” and to determine that the Properties “revert back” to prior deeds in Ms. Aldridge’s name.**
- February 27, 2023 Kathy Johnson, as Special Administrator of the Estate, filed an inventory stating that the value of Estate property is zero dollars.
- March 29, 2023 After Eaton petitioned the orphans’ court to revoke the appointment of Kathy Johnson as Special Administrator based on her exclusion of the disputed Properties from the Estate inventory, that court denied such relief but ordered her to amend the inventory within 30 days to state “that there is pending litigation concerning the two parcels of

real property and listing them as potential assets of the Estate pending the resolution of the Circuit Court action.”

- April 10, 2023 Kathy Johnson filed an amended inventory that did not specifically identify the two Properties or reference the pending circuit court litigation, but stated that the appraised value of real property in the Estate was \$332,300.
- April 21, 2023 LaShura and Juan Johnson, representing themselves, answered Eaton’s circuit court complaint challenging the deeds, denying any wrongdoing and raising affirmative defenses.**
- February 22, 2024 After an evidentiary hearing, the orphans’ court denied Eaton’s Petition to Revoke Kathy Johnson as Special Administrator and excused her from filing “Administration Accounts until the outcome of the proceedings in the Circuit Court for Baltimore County, regarding title of real property, has been concluded.”
- March 25, 2024 In preparation for an evidentiary circuit court hearing scheduled for April 25, 2024, Eaton subpoenaed James McCormick, Jr., “[a]s Land Records Notary reviewer for the Clerk of the Circuit Court for Baltimore County,” seeking to authenticate public records showing that a series of deeds presented by appellees were rejected for having been “incorrectly notarized,” and attaching copies of those deeds and public records.**
- April 8, 2024 Mr. McCormick moved to quash the subpoena, citing his lack of “personal knowledge of any relevant facts[.]”**
- April 11, 2024 LaShura and Juan, now represented by new counsel, moved to dismiss Eaton’s First Amended Complaint, and attached several documents including Eaton’s deposition testimony. In support, they argued that Eaton’s claims are time-barred by the six-month limitations period for recorded instruments, citing Eaton’s deposition testimony that she “was allegedly alerted to problems with the deeds at the time that they were prepared and executed – approximately four to six years before filing the Complaint.” Alternatively, the Johnsons argued Eaton lacked standing because “[n]either the original Complaint or First Amended Complaint identifies the relationship between [Eaton] and any of the deeds in question” in a manner that identified “how [she] is injured by any action of . . . the [appellees] nor how the requested**

relief will benefit [Eaton.]” Alternatively, the Johnsons sought a stay under the Servicemembers Civil Relief Act, 50 U.S.C. § 3902, given Juan Johnson’s deployment since May 24, 2021.

- April 15, 2024** Eaton filed opposition to the motion to dismiss, arguing, primarily, that the agreement that the deeds dispute could and would be litigated in circuit court constituted waiver of any defenses based on limitations, standing, or a stay.
- April 16, 2024** Opposing the motion to quash, Eaton responded that “James McCorm[i]ck’s testimony is important in that one of the material issues of the case is the falsity of the notarizing of the Deeds” and “he can identify the documents and his statements” in public records rejecting attempts to record those deeds, which Eaton attached.
- April 17, 2024** LaShura and Juan filed a reply to their motion to dismiss, arguing, among other things, dismissing the complaint would permit orphans’ court proceedings to resume.
- April 18, 2024** LaShura and Juan filed amended answers to Eaton’s complaint.
- April 25, 2024** After argument by counsel for both parties regarding the basis for Eaton’s claims, as detailed below, the circuit court granted the defense motion to dismiss.
- April 26, 2024** The circuit court entered judgment with prejudice against Eaton “for open court costs.”
- May 17, 2024** Eaton moved to revise the judgment and for leave to file a revised complaint. She attached a Second Amended Complaint, which asserted four counts (quiet title and declaratory judgment against each defendant), corresponding to allegations of forgery and fraud tainting the two deeds. In her statement of facts, Eaton alleged a series of quitclaim deeds allegedly conveying the two Properties from Leatha Bell Aldridge and/or her late husband Juan Mario Johnson, Jr., to LaShura Maria Aldridge and Juan Mario Johnson, Jr., were presented for recording in the land records of Baltimore County, but each contained irregularities identified by James McCormick, the Notary Clerk, regarding the property description and notarizations. Those irregular deeds

were recorded on May 13, 2016; July 25, 2016; December 20, 2016; and January 8, 2018.

June 7, 2024 **The circuit court denied Eaton’s motion without a hearing.**

June 10, 2024 **Eaton noted this timely appeal from the circuit court’s final judgment.**

The Circuit Court Hearing and Ruling

At the outset of the April 25, 2024, hearing, the circuit court questioned “what cause of action gives the court the legal authority to remove” the challenged deeds “from the land record office of Baltimore County[.]” In the ensuing colloquy, counsel for Eaton explained she was not seeking such relief, but instead asking the circuit court to adjudicate her forgery and fraud allegations, so that in the probate proceedings, the Estate would have to account for the Properties as assets subject to distribution. As counsel noted, the orphans’ court, the parties, and their counsel had agreed that further probate proceedings would await the circuit court’s resolution of Eaton’s challenge to these deeds. We set forth relevant excerpts from the transcript of that hearing:

THE COURT: All right, tell me what law authorizes me as a Circuit Court Judge in a Court of General Jurisdiction to exercise jurisdiction to order, you want me to order whom to remove these deeds from record, whom am I ordering to do that?

[COUNSEL FOR EATON]: *Your order, the order is that the deeds themselves that were filed in the orphans’ court are not proper deeds.*

THE COURT: Okay, well there’s nothing in the prayer for relief that says that. It says that the Court removed these deeds from record. So, what record is it that the Court is ordering someone to remove the deeds from the land records of Baltimore County?

[COUNSEL FOR EATON]: *The records from the Orphans’ Court here.*

THE COURT: So has there been a ruling by the Orphans' Court?

[COUNSEL FOR EATON]: *The ruling of the Orphans' Court is that they're waiting for you to make a decision as to the deeds.*

THE COURT: All right, . . . this action wasn't removed to here from the Orphans' Court, so it's not an appeal, correct?

[COUNSEL FOR EATON]: It is not an appeal.

THE COURT: Okay, and they haven't certified a question for me to answer, correct?

[COUNSEL FOR EATON]: No.

THE COURT: Okay, well give me the authority that you're indicating I have to proceed on this claim. You need to tell me what the law is, specifically a statute or rule or a case.

[COUNSEL FOR EATON]: I'm not familiar with that Your Honor. *I'll just use the reasoning that the Orphans' Court Judge did, that the Circuit Court has the authority to decide whether the deeds that were filed in the orphans' court were proper or improper.*

THE COURT: All right, that sounds like a complaint to quiet title, maybe.^[3] It could be a Declaratory Judgment Action,^[4] but you've got to tell me what action this was supposed to be because I'm still not sure what legal authority I have to do what you're asking me to do.

[COUNSEL FOR EATON]: It would be a Declaratory Judgment Action

³ Under Maryland Code, § 14-108(a) of the Real Property Article, “[a]ny person in actual peaceable possession of property, . . . under color of title, . . . when the person’s title to the property is denied or disputed, or when any other person claims, of record or otherwise to own the property, or any part of it, . . . and if an action at law or proceeding in equity is not pending to enforce or test the validity of the title.”

⁴ Under Maryland’s Declaratory Judgment Act, “a court may grant a declaratory judgment or decree in a civil case, if it will serve to terminate the uncertainty or controversy giving rise to the proceeding, and if . . . [a] party asserts a legal relation, status, right, or privilege and this is challenged or denied by an adversary party, who also has or asserts a concrete interest in it.” Md. Code, § 3-409(a)(3) of the Courts & Judicial Proceedings Article.

. . . .

THE COURT: Yeah, but it hasn't been filed as a Declaratory Judgment Action.

[COUNSEL FOR EATON]: I will amend it right now to a Declaratory Judgment Action[.]

THE COURT: All right, then I obviously won't let you do that. All right, I'll give you an hour to give me any legal authority I have to proceed in the fashion you're asking me to proceed

(RECESS)

THE COURT: So, the first amended complaint filed on December 13, 2022 purports to be divided into two counts But my review of it indicates that no cause of action has been stated.

So my question of you related to the prayers for relief. Prayers for relief in paragraph one says that the court removes these deeds from the record. When I took the bench initially this morning, I thought that that was some reference to having deeds removed from the land record office of the Circuit Court for Baltimore County.

You corrected me and indicated that the relief being sought was that I assume this court removes the deeds from the record in the proceeding in the Orphans' Court proceeding for Baltimore County. Is that correct?

[COUNSEL FOR EATON]: It is correct.

THE COURT: Okay. So, tell me what legal authority I have to do that.

[COUNSEL FOR EATON]: So, first, what was already introduced in response to a Motion, *there was exhibit four [correspondence from counsel for the Johnsons], following our conference call with Judge Evans today, this letter shall serve as evidence of our no objection position to Ms. Eaton proceeding in the Circuit Court in her own name regarding the properties. If you need further determination of consent, please advise.* Next is exhibit eight and

THE COURT: What legal authority do I as a Judge on the Circuit Court for Baltimore County have to order the Orphans' Court to remove anything from an Orphans' Court record? Tell me what my legal authority is to do that I'm still not aware of any.

[COUNSEL FOR EATON]: *You're going to be proving that these are more fraudulently prepared deeds.*

THE COURT: What legal authority do I have to order the Orphans' Court for Baltimore County to remove anything from the records of the Orphans' Court for Baltimore County?

[COUNSEL FOR EATON]: *We're not asking you to order the Orphans' Court. We're asking you that the deeds . . . identified in that amended complaint. Those – We want those deeds to be identified.*

Once those deeds are identified, then they become, in the Orphans' Court, they become assets of the Orphans' Court. Right now, they are not assets of the Orphans' Court. But once identified as those deeds that are identified in the amended complaint, they become assets of the Orphans' Court.

THE COURT: All right. Go ahead.

[COUNSEL FOR EATON]: *They are fraudulent.* There's 15207 conveyances made with intent to defraud.^[5] Every conveyance made, every obligation incurred with actual intent is distinguished from intent presumed by law to end or delay the fraud of present and future creditors. Fraudulent as to both present and future creditors. There's cases for quiet titles.

THE COURT: But you didn't file a quiet title action. We started off with that this morning. There was no quiet title action filed.

[COUNSEL FOR EATON]: So, the wherefore clause to transfer the deeds that are referenced to the deeds in the wherefore clause will put those deeds into the Orphans' Court. And again . . .

THE COURT: *[Counsel], here's my understanding of Maryland law on what I can do with respect to an Orphans' Court matter.* If there's a ruling by the Orphans' Court and there's an appeal noted timely, it's transmitted to the Circuit Court for Baltimore County and then I have a hearing on the appeal.

⁵ Counsel apparently was referencing Maryland Code, § 15-207 of the Commercial Law Article, providing that “[e]very conveyance made and every obligation incurred with actual intent . . . to hinder, delay, or defraud present or future creditors, is fraudulent as to both present and future creditors.”

You're conceding that there is no order from the Orphans' Court for Baltimore County that's being appealed.

You told me that when we started. The second way that I'm aware of under Maryland law that I have any jurisdiction over a matter pending in the Orphans' Court for Baltimore County is pursuant to Estates and Trusts Article 2-105. At the request of an interested person made within time determined by the Court, the issue of fact may be determined by a Court of Law.

The Circuit Court for Baltimore County is a Court of Law. When the request is made before the court [has] determined the issue of fact, . . . the Orphans' Court, shall transmit the issue to a court of law. *So, it only gets to me for a decision as to what's going on in the Orphans' Court if it's an issue presented in the Orphans' Court and then transmitted here for me to make a decision.* If you've got some other method for me to do that, you need to tell me what the law is on that.

[COUNSEL FOR EATON]: So, the first is the Orphans' Court order, which is . . . Exhibit A. A special administrator is ordered to amend the inventory within 30 days of . . . this order with the fact that there is pending litigation concerning two parcels of real property and listing them as potential assets of the estate pending the resolution of the Orphans' Court. *So, the Orphans' Court has been given the Circuit Court authority to determine the validity of the property . . .*

THE COURT: *The Orphans' Court hasn't transmitted this file down here. It has to be transmitted by the Orphans' Court to the Circuit Court and then docketed as such . . .*

I'm looking at Estates and Trusts Article 2-105, . . . which means it has to be transmitted by the Orphans' Court, and it hasn't been.

[COUNSEL FOR EATON]: Again, *I referred to the last language in the Orphans' Court order of March 29, 2023, for the Circuit Court, potential of the estate pending the resolution of a Circuit Court action. So, the Orphans' Court knew that there was a pending Circuit Court action as to the validity of the deeds, and the validity of the deeds. . .*

THE COURT: You can do that, and I asked you at the beginning, and you can certainly litigate the validity of a deed in the Circuit Court for Baltimore County. My understanding is here's how to do that. You file a complaint to

quiet title and comply with both the statutory provision under real property article as well as the rules under 12-804.^[6]

I don't think there's any contest that none of that's happened, right? I mean, there's absolutely no compliance with either the statute or the rules, so the quiet title action's not in front of me because it hasn't been pled. Am I wrong on that?

[COUNSEL FOR EATON]: I believe you are, Your Honor

One can amend a complaint at any time, even after trial

THE COURT: All right, *as a matter of law, my ruling is as follows*. If Counsel comes up with something that they want to file after the fact, after this ruling, certainly under the rules, *you've got a right to file a Motion to revise a judgment*. As a matter of law, the first . . . amended complaint in this case filed on December 13, 2022.

A scheduling order in the case was issued on June 14, 2023, and the trial date was scheduled for today on February 14, 2024. *The first amended complaint does not state a cause of action. It is not a complaint to quiet title. It is not a complaint seeking declaratory relief under the Courts and Judicial Proceedings Article 3-401 [et seq]*.

I understand Counsel's argument, but under the Estates and Trusts Article, a question of fact for this Court to determine, this Court being a court of law, has to be transmitted to this Court by the Orphans' Court. That's Estates and Trusts Article 2-105. Attaching a copy of a Court order from the Orphans' Court is not a transmittal.

In fact, the order that's attached to the first amended complaint clearly states that the current action was already pending when that order was sought on October 13. So, as a matter of law, I find that the Plaintiff has failed to state a cause of action in this case. I am dismissing the Plaintiff's complaint Counsel has the right, under the Maryland rules, if he comes up with something he wants me to consider after the fact, if he timely files a Motion to revise, I'll be happy to look at.

⁶ Under Maryland Rule 12-804, a complaint to quiet title must “be signed and verified by the plaintiff and shall contain . . . information” specified in that rule but not pertinent to this appeal.

(Emphasis added.)

STANDARD OF REVIEW

Under Maryland Rule 2-322(b)(2), a circuit court may dismiss a complaint for failure to state a claim upon which relief can be granted. We read that complaint in the light most favorable to the plaintiff, accepting well-pleaded facts as true and drawing all reasonable inferences from such facts. *See Eastland Food Corp. v. Mekhaya*, 486 Md. 1, 20 (2023). We review the court’s dismissal without deference, as the dismissal is a question of law. *See id.*

Although “an amended complaint may be filed only if the court expressly grants leave to amend[,]” Md. Rule 2-322(c), “[w]hen leave of court is required, Rule 2-341(c) provides that ‘[a]mendments shall be freely allowed when justice so permits.’” *Eastland Food*, 486 Md. at 20 (quoting Md. Rule 2-431(c)). To “ensure[] that cases succeed or fail on their merits, not on the niceties of pleading[,]” dismissal with prejudice, when combined with denial of leave to amend, generally has been limited to circumstances when a new pleading “would result in prejudice to the other party, undue delay, or where amendment would be futile because the claim is irreparably flawed.” *Id.* (cleaned up).

Here, the circuit court dismissed Eaton’s complaint with prejudice, then declined to revise that judgment or permit Eaton to file a Second Amended Complaint, apparently because the court concluded Eaton’s proffered amendments would not cure any pleading or procedural deficiencies. *Cf. id.* (“We assume that the circuit court, after careful consideration, concluded that the proposed amended complaint did not cure the

complaint’s deficiencies and therefore determined that it would have been futile for plaintiff to file it.”).

DISCUSSION

At the April 2024 hearing, the circuit court, before considering any evidence, addressed the Johnsons’ pending motion to dismiss in accordance with Rule 2-322(b), providing that a motion to dismiss

shall be determined before trial, except that a court may defer the determination of the defense of failure to state a claim upon which relief can be granted until the trial. In disposing of the motion, the court may dismiss the action or grant such lesser or different relief as may be appropriate. If the court orders dismissal, an amended complaint may be filed only if the court expressly grants leave to amend.

The circuit court’s remarks and rationale in its bench ruling, and its subsequent denial of leave to amend, establish it dismissed Eaton’s complaint with prejudice “as a matter of law” based on her failure to plead a quiet title cause of action and obtain a formal transmittal from the orphan’s court. We agree with Eaton that neither reason merits dismissal with prejudice.

First, the circuit court’s focus on Eaton’s failure to properly plead a quiet title action was misplaced because Eaton has never had possession of the Properties, and therefore lacks standing to assert such a claim. *See* RP § 14-108(a) (authorizing claim to quiet title by “[a]ny person *in actual peaceable possession of property* . . . under color of title, . . . when the person’s title to the property is denied or disputed, or when any other person claims, of record or otherwise to own the property, or any part of it, . . . and if an action at law or proceeding in equity is not pending to enforce or test the validity of the title”)

(emphasis added). Consequently, to the extent the circuit court dismissed Eaton’s complaint for failure to plead a quiet title cause of action, the court erred as a matter of law.

The circuit court also misapplied ET § 2-105(b)(2), authorizing factual disputes in the orphans’ court proceeding to be litigated in circuit court. From the outset of both the probate and circuit court proceedings, the question raised by Eaton has been whether the challenged deeds are forged or fraudulent, which in turn will determine whether the Estate must account for those Properties. The record shows that, after challenging the validity of those deeds in both the orphans’ court and the circuit court, Eaton elected to litigate the underlying factual dispute over whether the deeds are forged or fraudulent in circuit court.

At the time Eaton initiated her orphans’ court and circuit court actions, she was not represented by counsel. Just weeks later, on October 13, 2022, after Eaton secured representation, the orphans’ court conferenced about the parallel proceedings in circuit court, with counsel for all parties, Eaton, and Kathy and LaShura Johnson. The result was an agreement that the forgery/fraud question would be resolved in the circuit court before probate of the Estate proceeds in orphans’ court.

Rather than filing an order or other paperwork formally transmitting that factual dispute to the circuit court, the orphans’ court put the parties’ agreement on the record, in its October 13, 2022, docket note and then in later orders. Specifically, by order entered November 2, 2022, the orphans’ court stated the Johnsons “agree to permit Shawna Eaton to pursue her action as an individual in the Circuit Court Case” and “the Circuit Court Pleadings shall be amended accordingly.” On March 29, 2023, the orphan’s court ordered

Kathy Johnson to amend the inventory she filed as personal representative to state “that there is pending litigation concerning the two parcels of real property and listing them as potential assets of the Estate pending the resolution of the Circuit Court action.” Just days before the scheduled April 24, 2024, trial in circuit court, Eaton argued in her opposition to the Johnsons’ motion to dismiss that this agreement to litigate the deeds dispute in circuit court constituted waiver of all the defenses asserted in that motion.

As this record establishes, the orphans’ court, interested parties, and their counsel all agreed to determine the validity of the two deeds in the circuit court case, then give effect to that decision in the probate proceedings. According to the orphans’ court record, all parties were represented by counsel and, with the exception of Mr. Johnson who was on active duty, were present before the orphans’ court judge when they reached that agreement.

The circuit court nevertheless refused to give effect to this agreement regarding Eaton’s ET § 2-105(b) election. Instead, the court stated it lacked “jurisdiction” to resolve the deeds dispute without a formalized transmittal from the orphans’ court. Rather than allowing Eaton to correct any perceived paperwork deficiency, the circuit court dismissed her complaint with prejudice, then denied her request to revise the judgment in order to file a Second Amended Complaint.

In our view, the circuit court elevated form over function when it refused to treat the documented agreement to adjudicate the deeds dispute in circuit court as the functional equivalent of an ET § 2-105(b) transmittal from the orphans’ court. As we have set forth,

over the period of more than a year, there were multiple proceedings, pleadings, and orders stating Eaton effectively exercised her statutory right to have the circuit court decide her deed challenges and the Johnsons accepted that election.

To the extent the circuit court ruled that it lacked jurisdiction based on the lack of a formalized paperwork transmitting this factual dispute from the orphans’ court, we hold the circuit court erred as a matter of law. Alternatively, we hold the court abused its discretion in refusing to allow the parties to perfect a transmittal from the orphans’ court, and in then dismissing Eaton’s complaint with prejudice and denying Eaton’s motion to revise that judgment. *See generally Eastland Food*, 486 Md. at 20 (“When leave of court is required, Rule 2-341(c) provides that ‘[a]mendments shall be freely allowed when justice so permits’ [to] ensure[] that cases succeed or fail on their merits, not on the niceties of pleading.”).

For these reasons, we vacate the judgment and remand for further proceedings to adjudicate in the circuit court whether the deeds challenged by Eaton were procured by forgery and/or fraud, for the purpose of determining whether the Estate must account for those two Properties in the probate proceedings pending before the orphan’s court.

**JUDGMENT VACATED. CASE
REMANDED TO THE CIRCUIT COURT
FOR BALTIMORE COUNTY FOR
FURTHER PROCEEDINGS CONSISTENT
WITH THIS OPINION. COSTS TO BE
PAID BY APPELLEES.**