STATE OF IDAHO)
County of KOOTENAI)ss

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CLERK OF DISTRICT COURT

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Deputy

IN THE DISTRICT COURT OF THE FIRST JUDICIAL DISTRICT OF THE

STATE OF IDAHO IN AND FOR THE COUNTY OF KOOTENAI

THOMAS LUNNEBORG, a married individual, *Plaintiff*, vs. **MY FUN LIFE CORP., a Delaware corporation, DAN E. EDWARDS and CARRIE L. EDWARDS, husband and wife,** *Defendants*.	Case No. **CV 2014 8968** **MEMORANDUM DECISION AND ORDER DENYING DEFENDANTS' MOTION TO ALTER OR AMEND JUDGMENT**

I. FACTUAL BACKGROUND AND PROCEDURAL HISTORY.

This matter is before the Court on defendants My Fun Life Corp. (MFL), Dan E. Edwards, and Carrie L. Edwards (collectively, the defendants) Motion to Alter or Amend Judgment pursuant to Idaho Rules of Civil Procedure 59(e) and 60(b). At issue is, 1) whether a non-shareholder (defendant Carrie L. Edwards) should have her separate property liable for judgment against her and a pierced corporate entity, MFL, and 2) whether the post-judgment interest rate is variable or fixed.

On April 17, 2017, this Court issued a Memorandum Decision, Findings of Fact, Conclusions of Law, and Order following Court Trial (Memorandum Decision) in *Thomas Lunneborg vs. My Fun Life Corp., Dan E. Edwards, and Carrie L. Edwards* (case no. CV-2014-8968). On April 19, 2017, a proposed Final Judgment was submitted by counsel for Lunneborg. On April 21, 2017, the defendants filed Defendants' Objection to Proposed Judgment. The Court reviewed that objection

before it signed the proposed Final Judgment on April 24, 2017. Thus, the "objection" is obsolete, but the basis of the objection is contained in and expanded upon in defendants Motion to Alter or Amend Judgment, filed May 3, 2017. Such motion was timely filed.

The defendants raise two issues in their Motion to Alter or Amend Judgment. First, the defendants argue that the Court erred to the extent that Carrie Edwards' separate property and interest in the community estate of Dan and Carrie Edwards is subject to the Final Judgment. Mot. Alter or Amend J. 2. In their Motion, the defendants highlight the following facts: (1) the First Amended Complaint is against the "marital community" of Dan and Carrie Edwards, (2) the First Amended Complaint alleges that Dan Edwards was the sole shareholder, director, and officer of the company, and (3) the Court's Memorandum Decision states that Dan Edwards was the sole shareholder, sole director, CEO, President, and Secretary of MFL. *Id.* at 1–2. The defendants then cite to Idaho Code § 32-912,[1] and suggest that because Carrie Edwards did not consent in writing to Dan Edwards obligating her separate property, that separate property cannot be subject to the Court's Final Judgment. As such, the defendants ask the Court to modify its Final Judgment to specifically note that the Final Judgment is not against Carrie Edwards relative to her separate assets. *Id.* at 2. The second issue raised by the defendants is related to the post judgment interest rate. In its Final Judgment, the Court set the post judgment interest rate at 5.625% per annum. Final J. 1. The defendants argue that this rate should be adjusted annually and ask the Court to modify its Final Judgment accordingly. Mot. Alter or Amend J. 2.

[1] Idaho Code § 32-912 provides: "[A]ny community obligation incurred by either the husband or the wife without the consent in writing of the other shall not obligate the separate property of the spouse who did not consent . . . ."

On May 10, 2017, Thomas Lunneborg (Lunneborg) filed Plaintiff's Response to Defendants' Motion to Alter or Amend Judgment. In his Response, Lunneborg states that the Final Judgment is correct and the defendants' Motion should be denied. Pl.'s Resp. Defs.' Mot. Alter or Amend J. 1. First, Lunneborg argues that the Court found Dan and Carrie Edwards jointly and severally liable for MFL's debts because the corporate veil of MFL was pierced. Second, Lunneborg points out that Carrie Edwards was named and has consistently been treated as an individual defendant in her own right due to her individual actions. *Id.* at 2–4. Third, Lunneborg contends that Carrie Edwards' own actions obligated her separate property. *Id.* at 5. Lastly, pursuant to Idaho Code § 28-22-104(2) and *Bouten Construction Company v. H.F. Magnuson Company*, 133 Idaho 756, 922 P.2d 751 (1999), Lunneborg argues the post judgment interest rate should be fixed, not variable, as the defendants suggest. *Id.* at 5.

On May 12, 2017, the defendants filed a Reply to Objection to Motion to Alter or Amend Judgment. In their Reply, the defendants provide the following summary of the First Amended Complaint:

> Plaintiff's First Amended Complaint sets forth five causes of action. The first four of those causes of action allege liability on the part of [MFL] only. The fifth cause of action is against Dan Edwards and Carrie Edwards, under the theory of "Piercing the Corporate Veil." Paragraph 8.2 of the First Amended Complaint alleges that Dan Edwards is the "sole shareholder, director, and officer of the company." As for Carrie Edwards, Plaintiff alleged that she was "an officer in fact" of the company, that "the marital community directly benefitted from Mr. and Mrs. Edwards' failure to observe corporate formalities."

Reply to Obj. Mot. Alter or Amend J. 1–2. The defendants argue that because Dan Edwards was the sole shareholder of MFL, he alone is liable for MFL's debts following the piercing of MFL's corporate veil. Put another way, the defendants argue that a non-shareholder like Carrie Edwards cannot be liable for a pierced corporation's debts, and

they note that "[n]o authority is cited for the proposition that any and all of the assets of a non-shareholder directly involved with the day-to-day management of a pierced corporation are liable for the debts of that corporation." *Id.* at 2. Additionally, the defendants reiterate that Carrie Edwards' marriage to Dan Edwards should not subject her separate property to the Final Judgment. *Id.* Defendants again cite to Idaho Code § 32-912 and provide citations to case law in support of their argument. *Id.* at 2–4.

A hearing on the Defendants' Motion to Alter or Amend Judgment was held on May 17, 2017, and the matter was taken under advisement by this Court on that date.

II. STANDARD OF REVIEW.

A motion to alter or amend a judgment pursuant to Idaho Rule of Civil Procedure 59(e) is "addressed to the discretion of the court." *Lowe v. Lym*, 103 Idaho 259, 263, 646 P.2d 1030, 1034 (Ct. App. 1982) (citing *Cohen v. Curtis Publ'g Co.*, 333 F.2d 974 (8th Cir. 1964)). Thus, "[s]o long as the trial court recognized the matter as discretionary, acted within the outer boundaries of the court's discretion, and reached its conclusion through an exercise of reason, [the reviewing court] will not disturb the [trial court's] decision on appeal." *Slaathaug v. Allstate Ins. Co.*, 132 Idaho 705, 707, 979 P.2d 107, 109 (1999).

III. ANALYSIS.

The defendants filed a Motion to Alter or Amend Judgment pursuant to Idaho Rules of Civil Procedure 59(e) and 60(b). As noted by Lunneborg, the Defendants did not identify the subsection of Rule 60(b) they rely on for relief or otherwise specify the grounds for such relief. Pl.'s Resp. to Defs.' Mot Alter or Amend J. 2. Additionally, after reviewing the Defendants' Motion to Alter or Amend Judgment and Reply to Objection

to Motion to Alter or Amend Judgment, the Court is unable to discern a basis for a Rule 60(b) Motion. As a result, the Court will not analyze this matter under Rule 60(b).

The Court, however, finds the motion is properly before it pursuant to Idaho Rule of Civil Procedure 59(e). "Rule 59(e) proceedings afford the trial court the opportunity to correct errors both of fact or law that had occurred in its proceedings; it thereby provides a mechanism for corrective action short of an appeal." *Barmore v. Perrone*, 145 Idaho 340, 344, 179 P.3d 303, 307 (2008) (quoting *Coeur d'Alene Mining Co. v First Nat'l Bank of N. Idaho*, 118 Idaho 812, 823, 800 P.2d 1026, 1037 (1990)). In their Motion to Alter or Amend Judgment, the Defendants have asked this Court to correct what they perceive to be an error or errors of law. Specifically, the defendants contend that there is no legal basis for holding a non-shareholder liable for corporate debts, there is no legal basis for holding a spouse liable for her shareholder-husband's debts (incurred as a result of piercing the corporate veil), and there is no legal basis for concluding that the post judgment interest is fixed, rather than variable. Each argument is addressed in turn.

A. Piercing the Corporate Veil to Reach a Non-shareholder.

"Piercing the corporate veil imposes personal liability on otherwise protected corporate officers, directors, and shareholders for a company's wrongful acts allowing the finder of fact to ignore the corporate form." *Wandering Trails, LLC v. Big Bite Excavation, Inc.*, 156 Idaho 586, 594, 329 P.3d 368, 376 (2014) (citing *VFP VC v. Dakota Co.*, 141 Idaho 326, 335, 109 P.3d 714, 723 (2005)). To pierce the corporate veil, two requirements must be met. The plaintiff must demonstrate "(1) a unity of interest and ownership to a degree that the separate personalities of the corporation and individual no longer exist and (2) if the acts are treated as acts of the corporation

an inequitable result would follow." *Vanderford Co., Inc. v. Knudson*, 144 Idaho 547, 556, 165 P.3d 261, 270 (2007) (citing *Surety Life Ins. Co. v. Rose Chapel Mortuary,* 95 Idaho 599, 601, 514 P.2d 594, 596 (1973)). The issue raised by the Defendants' Motion is whether the first prong of this test has been met; that is, whether there is a "unity of interest and ownership" between Carrie Edwards, a non-shareholder, and MFL.

It appears that Idaho appellate courts have not explicitly decided if the corporate veil can be pierced to reach a non-shareholder like Carrie Edwards. In a 2005 opinion, the Idaho Supreme Court alluded to this issue in *Maroun v. Wyreless Systems, Inc.*, 141 Idaho 604, 114 P.3d 974 (2005), *abrogated by Wandering Trails, LLC*, 156 Idaho 586, 329 P.3d 368. In that case, the Idaho Supreme Court upheld a district court's decision to grant the defendant's motion to strike a portion of the plaintiff's third amended complaint because the plaintiff never received leave from the court to add the allegation that the defendant was a shareholder.[2] *Id.* at 613, 114 P.3d at 983. In reaching that decision, the Idaho Supreme Court stated:

> The complaint in this case had previously only alleged Robinson was a director and officer in Wyreless. *Merely being a director or officer of a corporation is not sufficient to pierce the corporate veil*. Thus, adding the allegation that Robinson was a shareholder alleged an entirely new cause

[2] The Idaho Supreme Court summarized the district court's reasoning as follows:

> The district court granted the motion, noting the original complaint alleged that [the defendant] was a shareholder, but the first and second amended complaints deleted that allegation as to [the defendant]. When the third amended complaint was filed, it added the word "shareholder" as to [the defendant], but nowhere in [the plaintiff's] briefing or affidavit in support of the third motion to amend did [the plaintiff] mention adding a shareholder liability claim against [the defendant].

Maroun, 141 Idaho 604 at 613, 114 P.3d at 983.

> of action against Robinson for which [the plaintiff] had not obtained permission.

Id. (emphasis added). While this quote from *Maroun* viewed out of context suggests that in order to pierce the corporate veil, one must be a shareholder of the corporation, not merely a non-shareholder who is an officer or director, the quoted portion is dicta and, thus, it is not binding on this Court. *See State v. Hawkins*, 155 Idaho 69, 74, 305 P.3d 513, 518 (2013) (explaining that if a "statement is not necessary to decide the issue presented to the appellate court, it is considered to be dictum and not controlling"). The Court finds this to be dicta for the following reasons. The Idaho Supreme Court in *Maroun* upheld the district court's decision to strike a portion of the third amended complaint because the district court never granted the defendant leave to amend the complaint, and doing so is solely within the trial court's discretion. The statement "Thus, adding the allegation that Robinson was a shareholder alleged an entirely new cause of action against Robinson for which [the plaintiff] had not obtained permission" was made in the context of a claim of shareholder liability, not in the context of piercing the corporate veil, and thus, was not "necessary to decide the issue." This Court finds it is dicta for the additional reasons: (1) this quote is in the context of a motion to strike, (2) there is no analysis and no citation to other binding authority for this proposition, and (3) the implication that shareholder status is a prerequisite to veil-piercing is a fairly important one. Because this is a fairly important legal issue, this Court finds it to be a bit of a stretch to make a decision solely on this statement without some additional guidance or analysis from the Idaho Supreme Court. Finally, this quote from *Maroun* contradicts the Idaho Supreme Court's definition of piercing the corporate veil as provided in *Wandering Trails, LLC*, a more recent decision, which

states that officers and directors can be personally liable for a pierced corporation's misconduct. *Wandering Trails, LLC*, 156 Idaho at 594, 329 P.3d at 376.

Furthermore, in *Swenson v. Bushman Investment Properties, Ltd.*, 870 F. Supp. 2d 1049 (D. Idaho 2012), the U.S. District Court for the State of Idaho noted that Idaho courts "have not squarely addressed whether an individual must be [a] shareholder to be potentially liable for corporate debts." *Id.* at 1058–59. In doing so, it concluded that an arbitrator did not "'manifestly disregard' Idaho law in determining that non-shareholders . . . could be personally liable for the [corporation's] debts." *Id.* at 1059. The U.S. District Court explained that the arbitrator had found two non-shareholders, who were employees of a corporation, personally liable for the pierced corporations' debts, in part, because the non-shareholders were "part of an 'insider' group that controlled [the] entities." *Id.* at 1053, 1059.

Unlike Idaho, other jurisdictions have considered whether an individual must be a shareholder to be liable for corporate debts, and, as summarized in *Buckley v. Abuzir*, 8. N.E.3d 1166 (Ill. Ct. App. 2014), "[c]ourts and commentators are split as to whether the veil may be pierced to reach nonshareholders." *Id.* at 1172. Based on the Illinois Court of Appeals' extensive review of persuasive case law, a majority of states "support[] the conclusion that lack of shareholder status—and, indeed, lack of status as an officer, director, or employee—does not preclude veil-piercing." *Id.* at 1176–77. It points to New York, Colorado, Connecticut, Indiana, and more than a dozen other jurisdictions as supporting the conclusion that lack of shareholder status does not preclude veil-piercing, while Maine, Maryland, North Carolina, and Texas require shareholder status to pierce the corporate veil. *Id.* at 1172–77 (providing string citations to case law requiring and not requiring shareholder status as a prerequisite to veil-

piercing). California and Florida have reached inconsistent results according to the Illinois Court of Appeals' analysis. *Id.* at 1175.

Based on its review of persuasive authority from other jurisdictions, as well as judicial decisions within Illinois, the Illinois Court of Appeals made the following observations and conclusions:

> Illinois falls in line with the majority. In *Fontana v. TLD Builders, Inc.*, 362 Ill. App. 3d 491 (2005), plaintiff property owners hired defendant's construction corporation to construct a single-family home. The builder abandoned the project, and plaintiffs sued, seeking to pierce the corporation's veil and hold defendant personally liable. *Id.* at 494–95. Following a bench trial, the trial court pierced the veil and held defendant and his corporation jointly and severally liable. *Id.* at 499. On appeal, defendant argued that the trial court erred in piercing the corporate veil, because he was a nonshareholder and, therefore, the unity-of-interest-and-ownership prong could not be met. *Id.* at 500–01. The Fontana court disagreed. *Id.* at 501. Noting that piercing the corporate veil is an equitable remedy that looks to substance over form, the court held that status as a nonshareholder does not preclude piercing the corporate veil, because equitable ownership may satisfy the unity-of-interest-and-ownership prong. *Id.* at 501, 503; *see also Judson Atkinson Candies, Inc. v. Latini-Hohberger Dhimantec*, 529 F.3d 371, 381 (7th Cir. 2008) ("Under Illinois law, it is possible for a non-shareholder to be found personally liable under a veil-piercing theory."); *Macaluso v. Jenkins*, 95 Ill. App. 3d 461, 465-66 (1981) (although defendant was a nonshareholder, his equitable ownership and control justified piercing the corporate veil); Markus May, Helping Business Owners Avoid Personal Liability, 95 Ill. B.J. 310, 311 (2007) (discussing Illinois law, stating "a non-shareholder individual can be personally liable for a corporation's debts if the two-prong test for piercing the corporate veil is met").
>
> Defendant argues that *Fontana* is distinguishable, because the defendant in that case was the corporation's president. In *Fontana*, however, the defendant's liability did not turn on his status as an officer of the corporation. Indeed, the court did not mention the defendant's office in its piercing analysis. *Fontana*, 362 Ill. App. 3d at 500–03. Rather, its decision rested on the equitable nature of veil-piercing, specifically, whether a person exercises equitable ownership and control over a corporation, such that separate personalities no longer exist. *Id.* at 501.
>
> Considering shareholder status as a factor rather than a prerequisite to veil-piercing also makes good sense. We find Professor Glenn G. Morris's logic persuasive:
>
> > "The very point of veil-piercing is to avoid injustice by disregarding the formal structure of a transaction or relationship in favor of its

> substance–to impose personal liability on persons who have, in substance, run their nominally incorporated business in a way that makes it unfair to allow them to deny their responsibility for the obligations of the business by interposing the corporation's separate legal personality. But if the corporation's very existence is to be disregarded in a veil-piercing case, it hardly makes sense to resurrect the stock ownership records of the legally nonexistent corporation as a means of limiting the class of persons that may be found to have acted in a way that justifies making them personally liable under a veil-piercing theory." Morris, supra ¶ 17, at 508.
>
> There are many ways to organize a sham corporation. In some instances, the wrongdoer neither holds stock nor serves in an official capacity. Making officer, director, or shareholder status a prerequisite to veil-piercing elevates form over substance and is therefore contrary to veil-piercing's equitable nature.

Id. at 1177–78.

While *Buckley* is not binding authority, the Court finds its reasoning persuasive and, given the lack of Idaho case law on this issue, the Court likewise finds that shareholder status is *a factor* to consider when deciding whether the unity-of-interest-and-ownership prong is satisfied, but it is not a dispositive factor. This Court finds that shareholder status is not a prerequisite or bar to piercing the corporate veil. Thus, to the extent that Carrie Edwards' status as a non-shareholder was not explicitly considered as a factor in the Court's veil-piercing analysis in its April 17, 2017, Memorandum Decision, the Court amends its Memorandum Decision in order to consider that factor as part of the first prong of its veil-piercing analysis. In that April 17, 2017, Memorandum Decision, the Court on several occasions noted that Carrie Edwards was not a shareholder and that the only shareholder was her husband Dan Edwards. That Memorandum Decision is replete with this Court's analysis of how Carrie Edwards' actions support this Court's decision to pierce the corporate veil of MFL. Carrie Edwards testified she was the Chief Administrative Officer. Mem. Dec. 32. She testified she was the COO before Lunneborg was hired and became Executive

Vice President after he was hired. *Id.* She testified "our companies gave advance monies to each other", that "one to two times a month, depending on cash flow" they would transfer money from one corporation to another, then back again. *Id.* at 32-33. She testified that this was done to "help out" their various businesses. She testified this was all kept track in their records, and it all got paid back. *Id.* at 33. However, as the Court noted:

> The one record referred to in Carrie Edwards' testimony shows $102,500.00 going from MFL to TraffiCorp and Ink Drop Signs, and only $15,000.00 has come back to MFL, all from TraffiCorp. Thus, Carrie Edwards' claim that "it all got paid back" is not supported by her own records. However, this Court has not been presented with any supporting documentary evidence that would back up this spreadsheet. She testified that at times MFL would make payments on their corporate American Express Card, at times TraffiCorp might pay. She testified she and Dan Edwards owned a Jeep and a 2014 Dodge Ram 1500 truck, which were titled in their names but the loans on the two trucks were paid by their businesses. She testified that neither she nor Dan Edwards received a salary. She testified that they received "shareholder distributions", and these shareholder distributions from MFL amounted to $74,830.00 in 2013, $265,684.00 in 2014, and $26,258.00 in 2015. Defs' Ex. E. She testified she and Dan Edwards also received about $368,000.00 from purchases on MFL credit cards.

Id. at 33-34. While Carrie Edwards was not a shareholder, she certainly received all financial benefits from being married to the sole shareholder. More important than the fact that Carrie Edwards benefits by being married to the sole shareholder, is the fact that Carrie Edwards' own actions made her husband's financial remuneration so great, and conversely, her own actions made MFL so judgment-proof. Carrie Edwards testified at length at the trial about her involvement in the financial operations of all the businesses she and Dan Edwards owned, but especially, MFL. Part of the reason Dan Edwards had an incredibly large $265,684.00 shareholder distribution from MFL for 2014, the year Lunneborg worked for MFL for two months, on top of the $368,000.00 in credit card purchases from MFL, was because Carrie Edwards made it that way. She

was the one moving money around. Part of the reason MFL later became judgment-proof is because $87,500 went from MFL to TraffiCorp and Ink Drop Signs, and never came back to MFL. That was due to Carrie Edwards' actions. There are other reasons MFL became prematurely judgment-proof. Those reasons are also due to Carrie Edwards' actions. As this Court noted:

> Carrie Edwards testified that she attempted to have all three of the companies (TraffiCorp, Ink Drop Signs, MFL) operating out of 5077 N. Building Center Drive share the rent and utility expenses evenly. She also testified that the three companies shared the expenses of maintenance on the building. However, the records provided by the defendants do not support these claims. MFL paid the full amount of rent on the building ($5,000/month) for 15 straight months, August 2013 through October 2014, when the Edwards purchased the building through their company, Edventures, LLC. Defs' Ex. H, pp. 3, 5, 8, 11, 13, 14, 20, 22, 25, 27, 29, 32, 34, 36, 38. There is no record of MFL being made whole by the Edwards' other companies for this expense. MFL paid utility payments for the building to Kootenai Electric every month from August 2013 through August 2014, and several months thereafter. *Id.,* at 4, 8, 9, 13, 15, 19, 21, 24, 26, 28, 31, 33, 36, 43, 49. There is no record of MFL being made whole by the Edwards' other companies for this expense. MFL paid utility payments to the City of Coeur d'Alene every month from August 2013 through August 2014. *Id.,* at 5, 6, 9, 12, 14, 17, 20, 23, 25, 28, 30, 34. There is no record of MFL being made whole by the Edwards' other companies for this expense. MFL paid utility payments to Clearwater Springs every month from August 2013 through July 2014. *Id.,* 5, 6, 9, 12, 14, 17, 20, 23, 26, 28, 30, 32. There is no record of MFL being made whole by the Edwards' other companies for this expense. MFL paid utility payments to Avista every month from October 2013 through August 2014. *Id.,* at 8, 9, 13, 16, 19, 22, 24, 26, 29, 31, 33, 35. There is no record of MFL being made whole by the Edwards' other companies for this expense. MFL paid property taxes on the building at 5077 N. Building Center Drive on three separate occasions in 2013 and 2014, totalling more than $12,000. *Id.,* at 10, 14, 30; see also Pl.'s Ex. 8, p. 2. There is no record of MFL being made whole by the Edwards' other companies for this expense. MFL paid nearly $65,000 in "Repairs and Maintenance" to the building at 5077 N. Building Center Drive over a 2.5-year period. Pl.'s Ex. 8, p. 2. There is no record of MFL being made whole by the Edwards' other companies for this expense. Carrie Edwards testified that she and Dan Edwards are the sole owners of Edventures, LLC, which now owns the building at 5077 N. Building Center Drive. She also testified that Edventures purchased that building on a "lease-to-own" option, meaning that Edventures, and therefore the Edwardses, were personally enriched by the payments made toward rent, utilities, taxes, and maintenance on

> the building. The Edwards also considered their 2014 Jeep SRT and 2014 Dodge Ram 1500 to be assets of MFL, using MFL funds to make loan payments and pay for over $29,000 in repair and maintenance between January 1, 2013 and July 30, 2015. Pl.'s Ex. 8, p. 2. However, they used the vehicles for personal use a substantial portion of the time.

Id. at 34-36. Carrie Edwards was an officer of MFL. She was not a director nor was she a shareholder. The Court finds that not being a director or a shareholder does not matter because the Court finds Carrie Edwards primarily, if not exclusively, moved the money around. Carrie Edwards' actions in moving the money around were the most important and most significant disregard of MFL's corporate entity. Those actions of Carrie Edwards are what made her husband, the sole shareholder of MFL, artificially rich, and made MFL prematurely judgment proof. Due to Carrie Edwards' actions, her separate property is subject to the Final Judgment in this case.

B. Holding a spouse liable for her shareholder-husband's debts.

As mentioned above, one of defendants' arguments as to why Carrie Edwards' separate property should not be liable is because Carrie Edwards did not consent in writing to Dan Edwards obligating her separate property. This argument is made pursuant to Idaho Code § 32-912.

Because the Court concludes that Carrie Edwards' separate property is liable for MFL's debts, despite being a non-shareholder, it need not consider the merits of this argument.

C. Post Judgment Interest Rate.

The Court agrees with Lunneborg and finds that he is entitled to a fixed interest rate of 5.625% per annum, and not a variable rate as the defendants argue. *See* I.C. § 28-22-104(2); *Bouten Constr. Co.*, 133 Idaho at 764–65, 922 P.2d at 759–60 (explaining that the 1996 amendment to Idaho Code § 28-22-104(2) provides for a fixed interest rate).

IV. CONCLUSION AND ORDER.

The Court denies the defendant's Motion to Alter or Amend Judgment as to Carrie Edwards' personal liability, but in doing so, the Court clarifies the legal basis for finding that Carrie Edwards is liable for MFL's debts. The Court denies the defendants' Motion to the extent that it asks this Court to find that Carrie Edwards' personal assets are not subject to the Final Judgment. The Court's Order that "the corporate veil of defendant MFL is pierced and Defendants Dan Edwards and Carrie Edwards are also jointly and severally liable for all damages and attorney fees" (Memorandum Decision, Conclusions of Law and Order Following Court Trial 47) is the correct result, and this Memorandum Decision and Order Denying Defendants' Motion to Alter or Amend Judgment clarifies why Carrie Edwards' separate property is liable for MFL's debts.

The Court denies the Defendants' Motion to Alter or Amend Judgment to the extent that the defendants ask the Court to impose a variable post judgment interest rate, rather than a fixed rate.

IT IS HEREBY ORDERED defendants' Motion to Alter or Amend Judgment is **DENIED.**

Entered this 5th day of June, 2017.

_____
John T. Mitchell, District Judge

Certificate of Service

I certify that on the _____ day of June, 2017, a true copy of the foregoing was mailed postage prepaid or was sent by interoffice mail or facsimile to each of the following:

Lawyer	Fax #	Lawyer	Fax #
Ed Anson/Emily Arneson	667-8470	Michael Hague	800 868-0224

_____
Tiffany Burton, Deputy Clerk