SUMMARY OF PERTINENT FACTS AND PROCEEDINGS

Petitioner Sunsook Yoon ("Wife") and respondent Jay Myoung Yoon ("Husband") were married in Korea in 1973. Husband earned his medical degree in Korea before their marriage, and completed his medical training in the United States.

Husband built a successful medical practice, specializing in hematology/oncology. (R. 113, 357-358) He worked sixteen-hour days for many years in order to build his practice. (R. 352; Husband's Exhibit "C", pg. 2 [pg. 1 of document]) The proceeds have enabled Husband and Wife to accumulate substantial real estate, CD's, securities, and cash savings, as well as personal property.

In 1993, Husband discovered that he had diabetes. That diabetes has recently become insulin-dependent. (R. 274, 412) Husband suffers numerous health problems probably caused by the diabetes. (R. 412-414; Husband's Exhibit "C", pg. 7 [pg. 6 of document]) Husband's nephrotic kidney syndrome is likely to be progressive, and if so, will probably necessitate dialysis and/or a kidney transplant within a few years. (R. 414; Wife's Exhibit 32) The medicine Husband must take for hypertension causes fatigue and lassitude. (R. 413; Wife's Exhibit 32) Husband's high cholesterol and other health problems place him in a high risk category for angina (blocked heart artery). (R. 414) Wife controverted none of Husband's medical evidence.

Wife and Husband separated in January 1995, when Wife filed her petition for divorce.

Husband built a lucrative medical practice by "workaholic" behavior; now his health has made continuation of those habits impossible. Husband's cardiologist strongly recommended against Husband's working sixteen-hour days, and seriously doubts Husband could still do so even if he wanted to. (R. 415) Husband's medical conditions and the medications necessary to treat them will progressively rob him of energy and endurance. (R. 415) One of Wife's appraisers described Husband's patient load in

October and November 1995 as typical for doctors in his type of practice (R. 114) -- an evident departure from his previous exceptionally heavy workload.

The trial court entered its final dissolution decree on August 15, 1996. It awarded Wife real property, personal property, bank accounts, CD's and securities, totaling $3,949,996.69. The court described this as an award of 55.4% of the marital property. Husband was awarded his solo medical practice. The court found Husband's practice had "intrinsic value beyond its market value", and valued the practice at $2,519,366.00. Except for $180,366.00 or less in accounts receivable, this valuation was based on the intangible "goodwill" of his practice. (Findings of Fact, Conclusions of Law and Judgment, pgs. 10-11, paras. 45-59, 53, and pg. 22, para. 9; Wife's Exhibits 20, 21) In addition, Husband received real property, personal property, bank accounts and securities, totaling $664,294.96.

Husband filed his praecipe for appeal on August 22, 1996. The Court of Appeals issued a published opinion (hereafter "Opinion") on October 21, 1997, reversing and remanding on a child support issue, and otherwise affirming the judgment. Judge Barteau's concurrence expressed her "dissatisfaction with the present state of Indiana law concerning the valuation of professional goodwill in dissolution proceedings," and urged this Court to address the issue.

SUMMARY OF ARGUMENT

This Court should decline to follow the Porter case. The "goodwill" of a solo professional practice is essentially future earning capacity, and too speculative to be treated as a marital asset. Indiana generally refuses to treat future earning capacity as marital property; Porter's treatment of professional goodwill is an aberration. The use of future earning capacity both as marital "property" and as a factor in dividing that property leads to unjust double-counting. Including unmarketable "goodwill" in the marital estate unfairly coerces a professional to continue his practice indefinitely. Moreover, the

valuation of such "goodwill" in divorce proceedings is notoriously elusive, to the point of being illusory. Other jurisdictions are split on this issue; Indiana should join those which recognize that the "goodwill" of a solo professional practice is future earnings by another name, and that a professional's reputation is a personal attribute rather than a commercial asset. Most jurisdictions will not recognize professional "goodwill" that cannot be marketed or transferred; neither should Indiana. Indiana should cease to incite the procuring of wildly varying and self-serving valuations of this most intangible of "assets."

ARGUMENT

I. INTRODUCTION: PORTER AND SUBSEQUENT INDIANA CASES

Indiana generally does not consider future earnings to be marital property. Leisure v. Leisure, 605 N.E.2d 755, 759 (Ind. 1993); Bressler v. Bressler, 601 N.E.2d 392, 397 (Ind.Ct.App. 1992).

However, in 1988, Porter v. Porter, 526 N.E.2d 219, 222 (Ind.Ct.App. 1988) declared the goodwill of a professional practice to be a marital asset. Moreover, the court indicated, this "goodwill" need not be readily marketable to be valued and distributed.

The Porter opinion was something less than a ringing endorsement of these principles. The court cited some foreign cases that "provide[d] a basis" for its holding. The court failed to explain that most states refuse to treat unmarketable professional goodwill as marital property (see section D. below). The court continued: "Even assuming that goodwill should not have been included when evaluating the professional practice, reversible error may still not have been committed." If the goodwill value were excluded from the marital estate, Wife's share would amount to 74%. Since -- at that time -- there was no presumption of equal division, the court found this acceptable.

Since then, the Court of Appeals has cited Porter's recognition of professional goodwill value in five published opinions, including the Opinion in this case. None of these cases reached a conclusion like Porter's on facts similar to Porter or to the case at bar.[1]

This Court has not addressed the question of whether professional goodwill is a marital asset. Quillen v. Quillen, supra, 671 N.E.2d 98, 100-103 (Ind. 1996), rejected restrictions on a trial court's discretion in choosing a date of valuation, in a case involving the goodwill of a construction business, but did not address the appropriateness of including any goodwill in the estate, let alone solo professional goodwill.

II. THE TRIAL COURT'S VALUATION OF HUSBAND'S MEDICAL PRACTICE SHOULD BE REVERSED; "GOODWILL" OF A SOLO PROFESSIONAL PRACTICE SHOULD NOT BE TREATED AS MARITAL PROPERTY

A. Introduction

The decision whether to include the "goodwill" of a solo professional practice in the marital estate is "in the final analysis, a public policy issue." Donahue v. Donahue, 299 S.C. 353, 384 S.E.2d 741, 745 (1989). When Indiana's doctors, lawyers, and other professionals get divorced, shall they be forced to relinquish many of the tangible assets they would otherwise retain, to offset the speculative potential inhering in their professional reputations?

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[1] See Cleary v. Cleary, 582 N.E.2d 851 (Ind.Ct.App. 1991); Nill v. Nill, 584 N.E.2d 602, 604 (Ind.Ct.App. 1992); Berger v. Berger, 648 N.E.2d 378, 383 (Ind.Ct.App. 1995); Quillen v. Quillen, 659 N.E.2d 566, 572 (Ind.Ct.App. 1995), reversed in part 671 N.E.2d 98, 100-103 (Ind. 1996). For more detailed discussion, please see appellant's Brief below, page 14.

B. Goodwill of a Solo Professional Practice is Future Earnings by Another Name; Including Unmarketable "Goodwill" Binds the Spouse to His Current Profession and Results in Double-Counting of Future Earning Capacity

As noted above, Indiana does not generally consider future earnings to be divisible marital property. Appellant submits that the Indiana courts have been wise to exclude future earnings from the marital estate. Any other rule would constitute a "back-door" revival of the assumption that the spouse with greater earning potential must continue to support the other spouse following the divorce. The division of marital property would become a mechanism for enforcing professional servitude. "It would bind [the spouse] to the occupation. If in coming years he should prefer to pursue drama, mechanics, or farming full-time, are his options to be restricted because a court has financially strapped him to his potential in [professional practice]?" Moss v. Moss, 639 S.W.2d 370, 374 (Ky.App. 1982). Even child support obligations do not justify restricting a parent to his current or most lucrative choice of profession. Matter of Paternity of Buehler, 576 N.E.2d 1354, 1356 (Ind.Ct.App. 1991). How much less justification there would be for letting a property division have this effect!

The Porter rule is an aberration. Goodwill is the expectation of future income.[2] The process of placing a dollar figure on a medical practice's goodwill, or "intrinsic value," relies heavily on the doctor's income. (R. 186-187, 202, 218, 397-398, 402) In some methods of valuation, including at least one of the methods used by Wife's experts, the most recent income figures are given the greatest weight. (R. 195, 224) "The concept of professional goodwill evanesces when one attempts to distinguish it from future earning capacity." Holbrook v. Holbrook, 103 Wis.2d 327, 309 N.W.2d 343, 354 (Ct.App. 1981); Smith v. Smith, 709 S.W.2d 588, 591 (Tenn.Ct.App. 1985). A

[2] Porter, quoting several cases from other jurisdictions, defined goodwill as "the expectation of continued public patronage." 526 N.E.2d at 224; see also Berger v. Berger, supra, 648 N.E.2d at 383; Travis v. Travis, 795 P.2d 96 (Okl. 1990). Naturally, for a business, the value of continued public patronage is the income resulting therefrom.

professional's reputation is "the ability to obtain future earnings masquerading as goodwill." Antolik v. Harvey, 761 P.2d 305, 309 (Haw.Ct.App. 1988). In essence, whatever the accounting terminology, Porter requires divination and distribution of an individual's future income. It is time for Indiana divorce law to be consistent.

In Leisure v. Leisure, supra, 605 N.E.2d 755, 759, the Indiana Supreme Court held that the parties' economic circumstances and earning abilities could justify unequal division of the marital estate, but could not be used to "expand the definition of property available for distribution." Nor could the trial court distribute future earnings in anticipation that they would be earned. Accordingly, a spouse's worker's compensation benefits were not marital property. The court emphasized that such benefits were not certain to continue, but rather, depended on the spouse's continued disability. The same reasoning surely applies to benefits contingent on continued health. A professional's future income may easily be reduced or eliminated by future illness. Accrued goodwill "would be extinguished in event of his death, or retirement, or disablement, . . . or the loss of his patients, whatever the cause." Nail v. Nail, 486 S.W.2d 761, 764 (Tex. 1972). Yet by that time, the marital property division is over and cannot be modified to fit reality.

Moreover, Indiana does not treat professional degrees as marital property. See Roberts v. Roberts, 670 N.E.2d 72, 75-76 (Ind.Ct.App. 1996), transfer denied; Prenatt v. Stevens, 598 N.E.2d 616, 620 (Ind.Ct.App. 1992). As the courts in various states have noted, the similarities between professional degrees and professional goodwill outweigh the differences. Both are personal; both have value primarily for their promise of increased future earnings. See, e.g., Holbrook v. Holbrook, supra, 309 N.W.2d at 354-355; Sorensen v. Sorensen, 839 P.2d 774. 776-777 (Utah 1992).

The Opinion below, at page 6, attempts to contrast professional goodwill with future earnings. The Opinion states that "[t]he accepted definition of goodwill is the expectation of continued public patronage," and notes that "[i]n order to determine the

value of goodwill, the present value of that expectation is considered. In contrast," the Opinion continues, "a valuation concerning future earnings does not focus on the present value of expected public patronage." With respect, appellant asks: how not? The Opinion does not explain how a professional's future earnings could be valued, except by placing a present value on the income he is expected to earn from future public patronage. Conversely, under the Porter approach, which values professional "goodwill" without relation to fair market value, a solo professional practice's "expectation of continued public patronage" depends on the continuing work of that professional. Its present value can only be the present value of that professional's expected income from his clients. There is no rational distinction to be drawn between the practice's "professional goodwill" and the professional's future earnings.

Under I.C. 31-1-11.5-11(c), the trial court may award a spouse more than the presumed 50% share of the marital estate because of the other spouse's greater earning ability. Because nontransferable "professional goodwill" depends on the expectation of future earnings, including such goodwill in the estate causes "double-counting" of this statutory factor. Nontransferable "goodwill" can be realized only by future income-producing activity. By definition, since this "goodwill" cannot be liquidated, it must be included in the practitioner's share of marital assets, while the other spouse receives more tangible and accessible assets to balance the division. Thus, the non-practicing spouse can receive double benefit from the expected future labors of the practitioner: the value of the estate is inflated in a manner which directs the tangible and available assets to the non-practicing spouse, and that spouse then receives a greater percentage of the estate. This is an unjust windfall to the non-practicing spouse.[3]

[3] Virginia, one of the minority of states which distribute professional goodwill whether or not it is marketable, does not allow trial courts to consider a spouse's future earning capacity in deciding how to apportion the marital estate. Marion v. Marion, 401 S.E.2d 432, 438 (Va.App. 1991). Virginia thus avoids the double-counting problem in a way that Indiana cannot, since I.C. 31-1-11.5-11(c) authorizes the court to consider future earning capacity in dividing the estate.

A number of other states have recognized the injustice of such a rule. Illinois, after a period of uncertainty and conflicting opinions, abandoned the attempt to distribute professional goodwill in divorce proceedings. In re Marriage of Zells, 572 N.E.2d 944, 945-945 (Ill. 1991), pulled no punches:

> . . . Goodwill represents merely the ability to acquire future income. Consideration of goodwill as a divisible marital asset results in gross inequity.
>
> In the instant case, the trial court purported to divide the marital assets but offset an award of real assets to the wife against professional goodwill or blue sky which was assigned to the lawyer husband.

Zells noted that the goodwill of a professional practice was already considered as a factor in making an equitable division of property, and was also reflected in maintenance and support awards. The court held any additional consideration of goodwill value to be "duplicative and improper." Subsequently, In re Marriage of Talty, 652 N.E.2d 330, 332-334 (Ill. 1995), reaffirmed Zells. Talty pointed out that Illinois divorce law -- like that of Indiana -- "embodies a partnership theory of marriage." Illinois courts, like Indiana courts, consider the spouses' economic circumstances, employability, and future income opportunities in determining the just division of marital property. Id. Talty concluded that the valuation and inclusion of goodwill constitutes double consideration of these factors, where goodwill is personal to the spouse. Id.

In declining to treat professional goodwill as marital property, Holbrook v. Holbrook, supra, 309 N.W.2d 343, 355, noted that the goodwill or professional reputation of the practitioner was reflected in the husband's income, which had been considered in setting the family support award. To treat the goodwill as a separate marital asset in addition would constitute "double counting." Moreover, a property division, unlike a support award, could not be adjusted in future if circumstances warranted it.

C. Valuation of Professional Goodwill is an Exercise in Speculation and Encourages "Battles of the Experts"

As an asset, professional goodwill is uniquely unavailable to the spouse who "receives" it in a marital property division.[4] Under Porter, such goodwill need not be marketable to be assigned a high monetary value. "There is a disturbing inequity in compelling a professional practitioner to pay a spouse a share of intangible assets at a judicially determined value that could not be realized by a sale or another method of liquidating value." Holbrook v. Holbrook, supra, 309 N.W.2d at 354; Powell v. Powell, 231 Kan. 456, 648 P.2d 218, 223 (1982); Smith v. Smith, supra, 709 S.W.2d at 592.

Moreover, there is broad consensus -- including the Opinion below (footnote 2) -- that the process of valuing professional goodwill is far from uniform, dependent on numerous rival techniques, and lending itself to "battles of the experts." Porter itself acknowledged that valuation of goodwill "is not easy." 526 N.E.2d at 223. This appears to have been an understatement.

Travis v. Travis, supra, 795 P.2d 96, 100 (Okla. 1990), summed up the valuation of professional good will as "speculative." See also Pearce v. Pearce, 482 So.2d 108, 111 (La.App. 1986), noting that any value for professional goodwill would be "speculative at best"; Donahue v. Donahue, supra, 384 S.E.2d 741, 745.

In the sale of a business, seller and purchaser are not entirely at the mercy of accounting experts in fixing what value, if any, to accord the business' goodwill. The amount, if any, to be paid for goodwill is a matter for negotiation, and can be fixed by any method acceptable to the negotiating parties. In the divorce context, no such merciful mechanism exists to cut short the debate. Where the "goodwill" in question is

[4] Holbrook v. Holbrook, supra, 309 N.W.2d at 352, points out that the loss of goodwill cannot be taken as a tax deduction, nor compensated in eminent domain proceedings.

really a professional practitioner's reputation, the result is an appalling investment of judicial time and resources. Andrew Z. Soshnick wrote in Res Gestae, July 1995, "Valuing Business Goodwill in Marital Dissolution Actions: Boldly or Blindly Striving to Grab the Brass Ring from the Blue Sky?":

> Conflicting contentions as to what, if any, goodwill value exists are typically where battle lines are drawn. Experts are free to choose from a vast array of valuation techniques and must make many outcome-determinative assumptions, all of which may render strikingly divergent results. Regardless of the techniques employed and assumptions made, goodwill has emerged as a critical element of dispute in almost all marital dissolution cases involving mature businesses or professional practices, often showcasing classic "gold digger" versus "Scrooge" embroilments.
>
> . . . Not surprisingly, this ad hoc review [of factors and techniques], based on each expert's individualized expertise and predilections, renders a wide range of results. This lack of uniformity portends for an increasing number of battles of experts.[5]

Where a supposed asset is so intangible, ill-defined and elusive that its valuation becomes an impenetrable mystery or an experts' free-for-all, public policy is better served by excluding that "asset" from the marital estate.

Moreover, whatever the particular factors and techniques employed, valuation of professional "goodwill" must necessarily involve some reliance on the practitioner's expected future income from his practice. An expert may call this extrapolation, but it is neither more nor less than fortune-telling. Which of the "thousand natural shocks that flesh is heir to" will befall the professional practitioner in the years to come? How will they affect his physical capacity for work, or his reputation? How will societal and economic changes affect the viability of his practice? Unlike a support order, there is no way for a property division to be adjusted in the future if the court's crystal ball proved cloudy.

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[5] For a more extensive quotation, please see appellant's Brief below, page 20.

D. The Porter Case Is Now a Minority View Among the States: Most Jurisdictions Find Its Approach Unfair, Illogical and/or Unworkable

Porter stated that the "vast majority" of other states treat the goodwill of a professional practice as marital property. This characterization is not currently accurate. The majority of states that have considered the question have concluded that distribution of professional goodwill, particularly the unmarketable goodwill of a solo practitioner, is the distribution of future earnings by another name; depends upon speculation; and lacks any mechanism for taking account of changes in circumstance.

The Opinion below acknowledges that "numerous jurisdictions have refused to consider goodwill in evaluating a professional practice." It is difficult to assemble a state-by-state count: the decisions are often fact-sensitive, and the issue somewhat unsettled in many states. At present, at least 23 jurisdictions refuse to treat the "goodwill" of a solo professional practice as marital property, either under any circumstances,[6] or where the practice is not marketable without the continued presence of the practitioner.[7] Appellant has found only 13 states other than Indiana which appear to

[6] Illinois (In re Marriage of Talty, supra, 652 N.E.2d 330); Iowa (In re Marriage of Hogeland, 448 N.W.2d 678, 681 (Iowa Ct.App. 1989)); Kansas (Powell v. Powell, supra, 648 P.2d 218, 222-224); Louisiana (Chance v. Chance, 694 So.2d 613, 617 (La.App. 1997)); Rhode Island (Becker v. Perkins-Becker, 669 A.2d 524, 528, 531-532 (R.I. 1996); South Carolina (Donahue v. Donahue, supra, 384 S.E.2d 741, 744-745); Tennessee (Smith v. Smith, supra, 709 S.W.2d 588, 591-592); Texas (Nail v. Nail, supra, 486 S.W.2d 761, 764); and Wisconsin (Holbrook v. Holbrook, supra, 309 N.W.2d 343, 351-355). See Judge Barteau's concurrence below, quoting pertinent language from several of these cases.

[7] Alaska (Richmond v. Richmond, 779 P.2d 1211, 1213-1214 (Alaska 1989)); Arkansas (Wilson v. Wilson, 741 S.W.2d 640, 647 (Ark. 1987)); Connecticut (Eslami v. Eslami, 591 A.2d 411, 418-419 (Conn. 1991)); Florida (Thompson v. Thompson, 576 So.2d 267, 269-270 (Fla. 1991)); Hawaii (Antolik v. Harvey, supra, 761 P.2d 305, 308-309); Maryland (Prahinski v. Prahinski, 582 A.2d 784, 789-790 (Md. 1990)); Minnesota (Roth v. Roth, 406 N.W.2d 77, 80 (Minn.App. 1987)); Missouri (Hanson v. Hanson, 738 S.W.2d 429, 433-436 (Mo. 1987)); Nebraska (Taylor v. Taylor, 222 Neb. 721, 386 N.W.2d 851, 857-859 (1986)); North Dakota (Jondahl v. Jondahl, 344 N.W.2d 63, 70-71 (N.D. 1984)); Oklahoma (Mocnik v. Mocnik, 838 P.2d 500, 503-505 (Okl. 1992); see also Traczyk v. Traczyk, 891 P.2d 1277, 1279-1281 (Okl. 1995)); Pennsylvania (Butler v. Butler, 663 A.2d 148, 155-156 (Pa. 1995)); Utah (Sorensen v. Sorensen, supra, 839 P.2d 774, 775-777); District of Columbia (McDiarmid v. McDiarmid, 649 A.2d 810, 814-816

treat professional goodwill as marital property, even where it cannot be sold.[8] Thus, in treating the "intrinsic value" -- the nontransferable professional goodwill -- of a solo professional practice as a marital asset, Porter is in the minority.

CONCLUSION

The case at bar illustrates too well the inequities which may result from the Porter approach. Husband's twenty years of hard work gained the couple over $4 million dollars in real and personal property, securities, stocks, CD's and bank accounts. Wife received nearly $4 million dollars' worth. Out of all this hard-earned property, Husband, a middle-aged man, his health now failing, received $664,294.96. He is left to realize the supposed "intrinsic value" of his practice, by another decade or two of single-minded dedication -- if he can.

(D.C.App. 1994)). In addition, Vermont's Supreme Court, which has not yet decided whether professional goodwill is property subject to distribution, seems to consider it obvious that goodwill without "market value" would not be marital property. See Mills v. Mills, 1997 WL 448436 (Vt. 1997), pg. 5. Rulings of the Georgia Supreme Court on related issues suggest Georgia will not recognize unmarketable professional goodwill. See Lowery v. Lowery, 413 S.E.2d 731, 731-732 (Ga. 1992); Goldstein v. Goldstein, 414 S.E.2d 474, 475-476 (Ga. 1992).

[8] Arizona (Mitchell v. Mitchell, 152 Ariz. 312, 732 P.2d 203, 205-206 (1985)); California (In re Marriage of Foster, 42 Cal.App.3d 577, 117 Cal.Rptr. 49, 52 (1974)); Colorado (In re Marriage of Huff, 834 P.2d 244, 256-257 (Colo. 1992)); Michigan (McNamara v. McNamara, 443 N.W.2d 511, 517 (Mich.App. 1989); Montana (In re Marriage of Hull, 219 Mont. 480, 712 P.2d 1317, 1320-1323 (1986)); Nevada (Ford v. Ford, 782 P.2d 1304, 1308-1310 (Nev. 1989)); New Jersey (Dugan v. Dugan, 92 N.J. 423, 457 A.2d 1, 3-12 (1983)); New Mexico (Hertz v. Hertz, 99 N.M. 320, 657 P.2d 1169, 1174 (1983)); New York (Litman v. Litman, 463 N.Y.S.2d 24, 25 (A.D. 1983)); North Carolina (Dorton v. Dorton, 77 N.C.App. 667, 336 S.E.2d 415, 421-422 (1985)); Ohio (Kahn v. Kahn, 42 Ohio App.3d 61, 536 N.E.2d 678, 681-682 (1987)); Virginia (Russell v. Russell, 11 Va.App. 411, 399 S.E.2d 166, 168-169 (1990)); and Washington (In re Marriage of Fleege, 91 Wash.2d 324, 588 P.2d 1136, 1138-1140 (1979)). Oregon takes no clear position on nontransferable goodwill (Marriage of Steinbrenner, 60 Or.App. 106, 652 P.2d 845, 847 (1982). Delaware courts appear somewhat hostile to the concept (see E.E.C. v. E.J.C., 457 A.2d 688, 693-694 (Del.Supr.Ct. 1983); Bostwick v. Bostwick (1991) 1991 WL 42628, 1991 Del.Fam.Ct. Lexis 4). Kentucky courts are split (compare Clark v. Clark, 782 S.W.2d 56, 59-60 (Ky.Ct.App. 1990) with Moss v. Moss, supra, 639 S.W.2d 370, 374).

The inclusion of this intangible asset in a marital estate has the most tangible of consequences. Who gets the real and personal property, the securities and cash, will depend on the value assigned to the professional spouse's goodwill. It is irrational and unjust for perhaps millions of dollars of tangible assets to be allocated on the basis of unverifiable speculation as to one spouse's future. It is poor public policy. It is time for this Court to adopt a better view.

WHEREFORE, appellant Jay Myoung Yoon respectfully requests that this Court grant transfer; affirm the Court of Appeals' reversal and remand on the issue of child support; reverse the Court of Appeals' adherence to Porter; and remand for a new property division in which no value will be assigned to any professional "goodwill" of appellant Yoon.

Respectfully submitted,

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