

**SUPERIOR COURT OF NEW JERSEY
LAW DIVISION, CIVIL PART
ESSEX VICINAGE
DOCKET NO: ESX-L-7017-23**

LAURA B. OVERDECK,
Plaintiff,

v.

HUME R. STEYER, SEWARD & KISSEL, LLP
Defendants.

OPINION

Petrillo, J.S.C.



I. FACTUAL AND PROCEDURAL HISTORY

This matter arises from a longstanding dispute plaintiff Laura B. Overdeck (“plaintiff” or “Laura”) and her former legal counsel, law firm Seward & Kissel LLP and attorney Hume R. Steyer (“defendants”). Plaintiff now seeks to add two additional individuals, David Stutzman and Scott Sambur, as party defendants.¹ The gravamen of plaintiff’s allegations is that defendants, under the guise of estate planning and joint representation commencing in 2005, in fact conspired with plaintiff’s now-estranged husband, John Overdeck (“John”), to systematically undermine her rights and control over substantial marital assets, most notably including an interest in Two Sigma Investments, LP, a major financial services firm.²

The background set forth in plaintiff’s verified complaint and further detailed in her moving papers establishes that in 2005, the Overdecks jointly retained Seward

¹ To avoid confusion, given that Mr. and Mrs. Overdeck presently share a surname, each may at times be referred to by his or her first name. In doing so, no disrespect or assumption of familiarity is intended.

² Two Sigma is a leading technology-driven hedge fund founded by John Overdeck and David Siegel in 2001, reportedly managing over \$60 billion.

& Kissel to provide estate planning, tax guidance, and personal legal counseling. The defendants' engagement letter was expressly addressed to both John and Laura Overdeck, and subsequent legal work spanned two decades, including trust and estate planning, creation and modification of numerous family trusts (the "Irrevocable Trusts"), the "Wyoming Trusts" established circa 2018–2019, and the establishment and restructuring of charitable entities including the Overdeck Family Foundation ("OFF").

Plaintiff asserts that as discovery has progressed in the instant litigation, despite what is described as significant obstruction and delay from defendants and John Overdeck, substantial new evidence has come to light. Plaintiff identifies, among other revelations, attorney notes documenting as early as 2007 a strategy devised by John and the defendant attorneys to "protect" John from Laura in anticipation of a potential divorce: "[John's] objectives" included "Divorce: Concern re: access to books & records, mgmt. control," with the goal that "in all events [he] wants to retain control of transferred [Two Sigma] interests." There are also documents which are alleged to show deliberate structuring of trusts and foundation governance to give John unilateral control and strip Laura of her rights, as well as efforts to conceal these initiatives from her, including manipulation of legal invoices to mask the true nature of legal work being performed.

Laura commenced the present action by verified complaint on October 26, 2023, asserting claims for legal malpractice, breach of fiduciary duty, and fraud. Despite continuous efforts to obtain the complete evidentiary record and overcome defendants' assertions of privilege and delays in production, more than 55,000 pages of documents have finally been produced by defendants. Notwithstanding these delays, following recent productions (including in October 2025) plaintiff moved promptly for leave to amend her complaint, seeking to add new factual allegations based on the newly discovered evidence, assert claims for conspiracy to defraud and fraud, and join as party defendants David Stutzman and Scott Sambur, lawyers then (and as to one, still now) professionally associated with Seward & Kissel, LLP.

Defendants Steyer and Seward & Kissel, LLP, have opposed the motion, primarily contesting the timeliness of the amendment, its sufficiency in law (arguing futility), and the propriety of adding the two new individuals. The plaintiff replied, refuting each of these points. Neither Stutzman nor Sambur have opposed the motion.

II. LEGAL STANDARD

The governing standard for amendment of pleadings is set forth in Rule 4:9-1, which provides that leave of court to amend pleadings “shall be freely given in the interest of justice.” Id. As the New Jersey Supreme Court has repeatedly held, courts are to exercise the “broad power of amendment...liberally...unless undue prejudice would result.” Kernan v. One Wash. Park Urban Renewal Assocs., 154 N.J. 437, 456–57 (1998) (internal citation omitted); see also Marinelli v. Mitts & Merrill, 303 N.J. Super. 61, 77 (App. Div. 1997) (“Motions for leave to amend are required by the rule to be liberally granted and without consideration of the ultimate merits of the amendment”) (quoting Tomaszewski v. McKeon Ford, Inc., 240 N.J. Super. 404, 411 (App.Div.1990)).

This liberality is especially warranted where, as here, new factual developments emerge through discovery, and where denial of leave may bar otherwise meritorious and necessary claims due to doctrines such as the entire controversy doctrine. See Marinelli, 240 N.J. Super. at 79 (“If the very last deposition on the last day permitted for discovery disclosed a new defendant or a new claim, time should normally be given to pursue the claim”). Prejudice is the touchstone for denial, and the burden rests on the party opposing amendment to demonstrate undue prejudice or futility. Delay alone, absent demonstrable prejudice as defined by loss of evidence or faded memories, is insufficient. See Escalante v. Twp. of Cinnaminson, Cinnaminson Mem’l Park, 283 N.J. Super. 244, 253 (App. Div. 1995); Blank v. City of Elizabeth, 318 N.J. Super. 106, 114–15 (App. Div. 1999), aff’d as modified, 162 N.J. 150 (1999).

III. ANALYSIS

A. Plaintiff’s Amendment is Timely

Defendants contend that plaintiff’s motion is untimely given the pendency of the case for more than two years and the voluminous discovery that has already been exchanged. The court finds this argument unavailing.

The record demonstrates that defendants, together with John Overdeck, imposed repeated barriers to plaintiff’s access to her own files, causing delay in surfacing key evidence. Any temporal lapse between filing and amendment is traceable not to plaintiff’s inaction or neglect, but to defendants’ resistance to

provide timely and complete discovery. While parties no doubt possess a wide range of rights to object to discovery, it would be wholly upside down to allow the delay occasioned by the assertion of such objections to be held against the adverse party.

Ultimately, following this extended period of wrangling, new, highly material evidence, which notably includes contemporaneous attorney notes, internal email communication involving the structuring of the family foundation, and what may well be documentary proof of concealment, came into plaintiff's possession following the latest court-ordered productions in October 2025. Plaintiff moved to amend within days thereafter. Acting with such dispatch is the literal opposite of delay.

Thus, there has been no undue or dilatory conduct by plaintiff. Defendants cannot now complain of delay they themselves engineered whether that delay was intentional or inadvertent. The law is clear that amendment should be permitted where, as here, important facts only become available late in discovery. See Kernan, 154 N.J. at 456–57; Marinelli, 240 N.J. Super. at 79.

Nor is plaintiff's amendment foreclosed by the pendency or outcome of the matrimonial proceedings. As the matrimonial court declined to entertain such third-party claims within that action, the appropriateness of this separate civil suit is only reinforced.

B. The Proposed Amendment is Not Futile

Defendants' further assertions that plaintiff's proposed amendments are legally futile because (1) the so-called "conspiracy" is merely a reformulation of the legal malpractice claim, (2) lawyers cannot conspire with clients or their agents, and (3) there is no basis to add Stutzman or Sambur as parties, are all without merit.

1. Sufficiency of Pleded Claims

Plaintiff's amended pleading is adequately detailed and supported by the record obtained in discovery. The new evidence, much of it recent, evidences more than ample support for a claim of systematic fraud and a conspiracy among not just John Overdeck, but the defendant attorneys, to intentionally divest plaintiff of her lawful rights and interests—through deception, structural asset control, and concealment. It would serve neither justice nor judicial economy to deny plaintiff the opportunity to join all involved parties, assert all claims, and obtain full discovery of their actions.

2. Civil Conspiracy Claims Against Attorneys

To the extent defendants assert that Stutzman or Sambur as parties are immune from a conspiracy claim merely by virtue of the attorney-client relationship, they are incorrect on the law. There is no such blanket immunity. The New Jersey Supreme Court in Banco Popular North America v. Gandi, 184 N.J. 161 (2005), expressly held that attorneys may be liable for participation in, or conspiracy to commit, fraud when acting outside their professional ethical bounds: “[A] lawyer who knowingly assists a client in a fraudulent scheme may be civilly liable to a third person.” Id. at 165.

Here, plaintiff has set forth well-pleaded facts establishing, if true, long-term, intentional, and covert efforts by the defendant attorneys to defraud her, their client, in collusion with her husband, including affirmative concealment and misrepresentations. Defendants’ attempts to clothe themselves in professional status as a shield against accountability are not supported by law or equity. That is not to say, of course, that any of these allegations can be proved, easily or otherwise. That is not the court’s present concern or function. Rather, plaintiff has demonstrated a sufficient factual basis to present such a claim at this pleadings stage subject, as is always the case, to being able to bear her burden of proof at trial assuming a fully developed record does not warrant dismissal at some later point before then.

3. Addition of Stutzman and Sambur as Individual Defendants

The record supports, at minimum, a plausible claim that David Stutzman and Scott Sambur, both attorneys involved in the joint representation, personally and actively participated in the tortious and conspiratorial conduct. This includes, for Stutzman, his participation in the 2007 call that plaintiff claims was a part of a plot to restrict her access to assets, and for Sambur, his active role in revising governing documents and communication with family office agents with the supposed express intent of misleading Laura regarding her rights. These are not “bare-bones” or conclusory allegations; they are rooted in concrete documents and well-pled in the proposed amended complaint. Defendants’ assertions of futility thus fail.

C. Lack of Prejudice

There is no demonstrable prejudice to defendants, who will have a full opportunity to answer the amended complaint and prepare their case while discovery remains ongoing. It is neither surprising nor unfair, given the already-developed

record, that the additional claims and parties arise, nor is there reason to doubt that all necessary parties and claims should be included now to avoid piecemeal litigation and procedural bars in the future.

IV. CONCLUSION AND ORDER

For all of the foregoing reasons, the motion for leave to file an Amended Verified Complaint is **GRANTED** in the interest of justice pursuant to R. 4:9-1.

It is **ORDERED** as follows:

1. Plaintiff is granted leave to file the Amended Verified Complaint in the form attached to the motion papers, asserting additional claims for conspiracy to defraud and fraud, and joining attorneys David Stutzman and Scott Sambur as defendants.
2. The Amended Verified Complaint shall be deemed filed as of the date of this Order.
3. Within one (1) week of the date of this order, existing defendants (Seward & Kissel LLP and Hume R. Steyer) shall notify the court and plaintiff's counsel in writing as to whether either will accept service on behalf of the newly added defendants, David Stutzman and Scott Sambur. If one or the other accepts service, such acknowledgment shall be deemed effective service as of the date of this order.
4. If service is accepted under the preceding paragraph, answers to the Amended Complaint by the newly added defendants shall be filed within twenty-eight (28) days of the date of the acknowledgment of service.
5. If service is not accepted, plaintiff shall promptly effectuate service on the newly added parties in accordance with the New Jersey Rules of Court and shall file proofs of service with the court upon completion. Answers by the newly added defendants shall be due within thirty-five (35) days after service.
6. All defendants are to respond to the Amended Verified Complaint in all respects subject to rights and defenses available at law.

A memorializing order will be filed simultaneously with this opinion.