NON-PRECEDENTIAL DECISION - SEE SUPERIOR COURT O.P. 65.37

NEW AGE DEVELOPMENT GROUP, LLC Appellant v. JOHN R. WINTERS PLUMBING AND HEATING, LLC, JOHN R. WINTERS, JAMIE WINTERS, AND JASON WINTERS	:	IN THE SUPERIOR COURT OF PENNSYLVANIA No. 1878 EDA 2025

Appeal from the Order Entered June 4, 2025
In the Court of Common Pleas of Chester County Civil Division at No(s): 2020-09235-CT

BEFORE: PANELLA, P.J.E., NICHOLS, J., and NEUMAN, J.

MEMORANDUM BY NEUMAN, J.: **FILED NOVEMBER 12, 2026**

New Age Development Group, LLC ("New Age") appeals from the order entered on June 4, 2025, in the Court of Common Pleas of Chester County, denying its emergency motion to impose a charging order against the limited liability membership interest of Jason Winters ("Mr. Winters") in JRW Service Group, LLC ("JRW").[1] After careful review, we vacate the order and remand with instructions.

The trial court summarized the relevant facts and procedural background of this matter in its Pa.R.A.P. 1925(a) opinion:

> On December 17, 2020, New Age commenced this action by complaint to collect an arbitration award ("Complaint").[1] This matter is chronologically the fourth of five pieces of litigation involving these and related parties, which all arise out of the same

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[1] As discussed *infra*, JRW is not named as a party in this action.

general set of facts.[2] As alleged in the Complaint, on June 25, 2019, Arbitrator Barry Bramble, Esquire entered an arbitration award ("Award") in favor of New Age and against JRW in the amount of $301,476.49. Pursuant to the Award, JRW was to make payment within fourteen days. When JRW failed to satisfy the Award, New Age moved to confirm the Award in the United States District Court for the Eastern District of Pennsylvania. On May 18, 2020, Judge C. Darnell Jones, II, entered a final judgment ("Judgment") in favor of New Age and against JRW in the amount of $301,476.49. When JRW failed to satisfy the Judgment, New Age commenced this action. New Age set forth claims in two counts in the Complaint. Count I is against Jason Winters and his wife, Jamie Winters[(collectively "Mr. and Mrs. Winters")], seeking to pierce the corporate veil of JRW. Count II is against all [the named] defendants and is brought pursuant to the Pennsylvania Uniform Voidable Transfers Act[("PUVTA")], 12 Pa.C.S. § 5101. Count II also seeks "an injunction against JRW prohibiting transfer of any other property [and] the appointment of a receiver to take control of the assets of JRW." []Complaint, [12/17/20, at 8-9]. JRW is not a party to this action.

> [1] [This case was originally assigned to the Honorable Edward Griffith.] On February 11, 2025, [following the passing of Judge Griffith,] this matter was reassigned to [the Honorable Anthony T. Verwey].
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> [2] There are four additional actions intertwined with the present matter: (1) ***U.S. ex rel. JRW Serv. Grp., LLC v. New Age Dev. Grp., LLC, et al.***, E.D. Pa. No. 2:18-CV-4063-CDJ ("Federal Action I"); (2) ***JRW Serv. Grp., LLC v. New Age Dev. Grp., LLC***, Chester Co. No. 2019-01830-CT ("Contract Action"); [(]3) ***U.S. ex rel. JRW Serv. Grp., LLC v. New Age Dev. Grp., LLC, et al.***, Chester Co. No. 2020-04837-JD ("Transfer Matter"); and (4) ***New Age Dev. Grp., LLC v. JRW Serv. Grp., LLC***, E.D. Pa. No. 2:23-CV-03676 ("Federal Action II").

On February 2[4], 2021, New Age entered a default judgment against [Mr.] Winters in the amount of $301,476.49.[3] As calculated by New Age, at the time [its] emergency motion was

filed, the balance due was $198,040.89,[4] plus interest accruing at the per diem rate of $81 from May 6, 2025.[2]

> [3] On March 11, 2021, [Mr.] Winters filed a petition to open the default judgment, and a rule order issued [on] March 15, 2021. [Mr.] Winters improperly filed an answer to the complaint on March 11, 2021, which was stricken by order entered [on] August 4, 2021. New Age answered the petition to open on March 30, 2021. [Mr.] Winters moved to have the rule made absolute on July 28, 2021, which motion was denied because the petition had been answered. [Mr.] Winters filed another praecipe on December 2, 2022; however, he failed to file a praecipe for determination to call the petition to the court's attention for disposition. C.C.R.C.P. 206.5. On December 15, 2022, [Mr.] Winters filed an amended emergency petition to open/strike the default judgment, and a rule order issued on December 16, 2022. New Age answered the emergency petition on December 30, 2022. Again, [Mr.] Winters failed to move his petition forward by filing a praecipe for determination. With the exception of New Age's filing of two partial releases of the lien, the docket was then silent until January 28, 2025, when counsel entered [an appearance] on behalf of [Mr.] Winters. No party has ever filed a praecipe for determination to move [Mr.] Winters' petitions forward.
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> [4] New Age represents that Mrs. Winters made payments of $95,902 on February 2[,] 20[2]3, and $9,343.23 on March 9, 2023.

On February 5, 2025, [Mr.] Winters filed a motion to stay execution[, which was denied on May 1, 2025].

On May 6, 2025, [Mr.] Winters, acting on his own behalf and despite being represented by counsel,[5] filed a document titled Notice of Authority and Representation, in which he claimed to be the sole person to hold legal authority to act, represent[,] or receive funds on behalf of JRW. It appears that [Mr.] Winters filed the Notice in an attempt to direct payment of a supersedeas appeal bond posted by New Age in the Contract Action at Chester Co. No. 2019-01830-CT to JRW and to then have the payment released to himself as managing member.[6] As background, in the

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[2] New Age entered a default judgment against Mrs. Winters separately on July 14, 2021, in the amount of $301,476.49.

> Contract Action[,] JRW was awarded $200,389.65 against New Age following a bench trial. Upon taking an appeal, New Age filed security with the Chester County Prothonotary in the form of a bond in the amount of $240,467.58 ("Supersedeas Bond"). On May 1, 2025, we entered an order in the Contract Action directing the Prothonotary to cause the funds secured by the Supersedeas Bond to be released to JRW in the amount of $200,389.65.[7]
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> [5] [Mr.] Winters was self-represented until January 28, 2025, when Edward Bigham, Esquire, entered his appearance on behalf of [Mr.] Winters.
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> [6] While this Notice remains on the docket, it was improperly filed and is given no consideration. JRW is not a party to this action and the courts of this Commonwealth have long stated that artificial entities, such as corporations, may only appear in court through counsel. ***See, e.g.***, ***Norman for Est. of Shearlds v. Temple Univ. Health Sys.***, 208 A.3d 1115, 1121 (Pa.[]Super. 2019) (concluding that a non-attorney administrator of an estate could not represent the estate *pro se*); ***The Spirit of the Avenger Ministries v. Commonwealth***, 767 A.2d 1130, 1330-31 (Pa.[]Cmwlth. 2001) (*sua sponte* quashing of appeal in which a non-attorney pastor sought to represent a non-profit association); ***Walacavage v. Excell 2000, Inc.***, 480 A.2d 281, 183-85 (Pa.[]Super. 1984) (holding that a corporation may not appear in court and be represented by a corporate officer and shareholder who is not an attorney). Furthermore, the unauthorized practice of law is prohibited and criminalized in Pennsylvania. 42 Pa.C.S. § 2524(a).
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> [7] On May 16, 2025, an order was entered in Family Court in ***Jason R. Winters v. Ja***[***mi***]***e L. Winters***, Chester County No. 2021-00093-DI, temporarily enjoining [Mr.] Winters from receiving or participating in the distribution of the proceeds of the Contract Action Supersedeas Bond.
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> On May 7, 2025, New Age filed a Writ of Execution against [Mr. and Mrs.] Winters and garnishees, Kristen E. Hume ("Acting Prothonotary") and First Resource Bank.

Trial Court Opinion ("TCO"), 9/25/25, at 1-4 (cleaned up).

On May 8, 2025, New Age filed an emergency motion pursuant to 15 Pa.C.S. § 8853, seeking to impose a charging order against Mr. Winters' membership interest in JRW ("Emergency Motion"). Therein, it averred that as of May 6, 2025, a balance of $198,040.89 plus interest at a daily rate of $81 remained unpaid on the default judgment New Age obtained against Mr. Winters and that Mr. Winters is the sole member of JRW. ***See*** Emergency Motion, 5/6/25, at ¶¶ 1-3. The trial court entered an order on June 4, 2025, denying the motion. New Age timely appealed, and after being directed by the trial court to do so, it filed a concise statement of errors complained of on appeal pursuant to Pa.R.A.P. 1925(b).

The trial court later issued a Rule 1925(a) opinion, asserting it did not need to address the issues raised by New Age *seriatim*, as the basis for its denial of the Emergency Motion was jurisdictional. ***See*** TCO at 6. The trial court explained:

> [New Age] has a judgment against JRW. That judgment was transferred to Chester County in the Transfer Matter prior to the initiation of this action. [New Age] never obtained a money judgment against [Mr.] Winters[,] but rather sought to pierce the corporate veil of JRW through this action to recover on the judgment in the Transfer Matter. [New Age] also sought to void transfers from JRW to, *inter alia*, [Mr.] Winters, as well as to obtain an injunction against JRW and appointment of a receiver.
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> [New Age's] efforts to obtain an injunction against JRW and appoint a receiver directly impacts JRW's property rights and interests by seeking to enjoin any transfer of property by it. Additionally, [New Age] seeks to have a receiver appointed to take control of JRW's assets. JRW's rights and interests are essential to the merits of [New Age's] claims seeking to void transactions and control JRW's assets. The court finds … it would be unable to grant the relief set forth in the Complaint without violating JRW's

due process rights and therefore JRW is an indispensable party in the present litigation. ***See Orman v. Mortg. I.T.***, 118 A.3d 403, 406-07 (Pa. Super. 2015) (addressing analysis for determining whether a party is indispensable and vacating judgment for lack of jurisdiction based on the failure to join an indispensable party).[8]

> [8] The court acknowledges that in retrospect, the better course would have been to deny the motion and direct [New Age] to join JRW as a party pursuant to Pa.R.Civ.P. 1032(b). The court notes … [New Age] was not precluded from seeking any of the relief sought in … the Transfer Matter.

Based on [New Age's] failure to join an indispensable party, this court is not in a position to grant relief on its Emergency Motion. "Unless all indispensable parties are made parties to an action, a court is powerless to grant relief." ***Wallace v. Keldon Holdings***, LLC, No. 1347 WDA 2024, [unpublished memorandum] … at []6 (Pa.[]Super. [filed Sept. 9,] 2025) … (vacating trial court's grant of preliminary injunction and remanding with direction that indispensable party be joined); ***HYK Const. Co. v. Smithfield Twp.***, 8 A.3d 1009, 1015 ([Pa.] Cmwlth.[] 2010) (the failure to join an indispensable party deprives the court of subject matter jurisdiction and this issue may be raised at any time or *sua sponte*).

The court also notes that "a request to pierce the corporate veil is not an independent cause of action, but rather is a means of imposing liability established in an underlying cause of action, such as tort or breach of contract, against another." ***Commonwealth by Shapiro v. Golden Gate Nat'l Senior Care LLC***, 194 A.3d 1010, 1035 (Pa. 2018)…. In the present matter, the relief sought with regard to piercing the corporate veil should have been filed in the Transfer Matter as, ultimately, there is no cause of action upon which this court could grant relief. ***Id.***

Id. at 6-8 (citations to record omitted).[3]

On appeal, New Age presents the following questions for our review:

A. In connection with a post-money judgment motion for a charging order, 15 Pa.C.S. §[]8853, against [the] limited liability company membership interest of … [Mr.] Winters, did

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[3] Due to the trial court's disposition, it did not address the merits of New Age's Emergency Motion.

not the lower court deny … New Age due process of law as guaranteed by the Constitutions of Pennsylvania and the United States of America, by privately and *sua sponte* raising to itself various legal issues including failure to join an indispensable party, and demurrer for failure of all or part of the complaint to set forth a claim upon which relief could be granted?

B. Did not the lower court err in privately and *sua sponte* concluding … that, improvident omission to include indispensable party JRW in Complaint Count II for equitable relief against it pursuant to the [PUVTA], but not pursued for four years, rendered it an indispensable party relative to the Count I money judgment against [Mr. Winters], such that it lacked subject matter jurisdiction to grant a charging order against his limited liability membership in JRW in order to enforce the sole Count I relief sought and obtained against him, a money judgment?

C. Did not the lower court err in *sua sponte* raising … post-judgment demurrers to the Complaint and implicitly granting the same by way of denying the charging order motion to enforce the default money judgment against [Mr. Winters], rising out of Complaint [*sic*] I for breach of fiduciary duty and conspiracy?

D. Did not the lower court err in *sua sponte* raising and deciding for a favored party … post-judgment demurrers to the complaint already reduced to judgment and establishing liability of [Mr. Winters]?

E. Did not the lower court err in *sua sponte* seizing upon the subtitle of Complaint Count I improvidently titled "Action to Pierce the Corporate Veil" to render its own private demurrer to the same and determining to deny the post-judgment charging order motion when instead it should have focused on the contents of the same which sought relief for breach of fiduciary duty and conspiracy?

F. Did not the lower court erroneously ignore the conclusive *res judicata* effect of the default judgment against [Mr. Winters] establishing his liability for breach of fiduciary duty and conspiracy per the averments of Complaint Count I so as to provide the proper jurisdictional foundation for the charging order motion?

New Age's Brief at 2-4 (unnecessary capitalization omitted).

Preliminarily, we address New Age's challenge to the trial court's determination that it lacked subject matter jurisdiction for failure to join JRW as an indispensable party, as this issue is dispositive. "It is well-settled that the question of subject matter jurisdiction may be raised at any time, by any party, or by the court *sua sponte*. Our standard of review is *de novo*, and our scope of review is plenary." ***In re Estate of Anderson***, 317 A.3d 987, 1004 (Pa. Super. 2024). This Court has explained:

> In general, an indispensable party is one whose rights are so connected with the claims of the litigants that no decree can be made without impairing its rights….
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> The absence of an indispensable party goes absolutely to the court's jurisdiction. If an indispensable party is not joined, a court is without jurisdiction to decide the matter. The absence of an indispensable party renders any order or decree of the court null and void. The issue of the failure to join an indispensable party cannot be waived.
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> [***In re***]***Navarro***, 185 A.3d [342,] 349 [(Pa. Super. 2018)] (citation omitted and formatting altered).
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> When determining if a party is indispensable to a particular litigation, we consider the following:
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> 1. Do absent parties have a right or an interest related to the claim?
> 2. If so, what is the nature of that right or interest?
> 3. Is that right or interest essential to the merits of the issue?
> 4. Can justice be afforded without violating the due process rights of absent parties?
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> ***Martin v. Rite Aid of Pa., Inc.***, 80 A.3d 813, 814 (Pa. Super. 2013) (citation omitted); ***see also Kinney***[***v. Lacey***], 252 A.3d [644,] 648[(Pa. Super. 2021)].

> "If no redress is sought against a party, and its rights would not be prejudiced by any decision in the case, it is not indispensable with respect to the litigation." ***Grimme Combustion, Inc. v. Mergentime Corp.***, … 595 A.2d 77, 81 ([Pa. Super.] 1991) (citation omitted).

Id. at 1004-05.

Instantly, the trial court determined JRW is an indispensable party to this action, as the court "would be unable to grant the relief set forth in the Complaint without violating JRW's due process rights…." TCO at 6. Due to New Age's failure to join JRW as a defendant, the trial court concluded it lacked subject matter jurisdiction in this matter and was therefore "powerless to grant relief" on New Age's Emergency Motion. ***Id.*** at 7. Thus, we analyze the separate counts of the underlying complaint to determine whether the trial court properly found JRW to be an indispensable party.

In Count I of its Complaint, New Age sought to pierce the corporate veil of JRW to hold Mr. and Mrs. Winters personally liable for the judgment it obtained against JRW and demanded judgment against them in the amount of $301,476.49. ***See*** Complaint at 3-6. In fact, New Age obtained a default judgment against Mr. and Mrs. Winters in said amount on February 24, 2021.[4] "Piercing the corporate veil is a means of assessing liability for the acts of a corporation against an equity holder in the corporation." ***Fletcher-Harlee Corp. v. Szymanski***, 936 A.2d 87, 96 (Pa. Super. 2007) (citation omitted). This Court stated:

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[4] New Age filed its Emergency Motion in an attempt to enforce the default judgment against Mr. Winters.

The general standard for piercing the corporate veil is as follows:

> The legal fiction that a corporation is a legal entity separate and distinct from its shareholders was designed to serve convenience and justice, … and will be disregarded whenever justice or public policy require and where rights of innocent parties are not prejudiced nor the theory of the corporate entity rendered useless…. We have said that whenever one in control of a corporation uses that control, or uses the corporate assets, to further his or her own personal interests, the fiction of the separate corporate identity may properly be disregarded.
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> In deciding whether to pierce the corporate veil, courts are basically concerned with determining if equity requires … the shareholders' traditional insulation from personal liability be disregarded and with ascertaining if the corporate form is a sham, constituting a façade for the operations of the dominant shareholder.

Id. (citation omitted). "[W]hen it is appropriate to pierce the corporate veil, it is **the shareholder**, not some other entity, who is held liable." ***Mark Hershey Farms, Inc. v. Robinson***, 171 A.3d 810, 816 (Pa. Super. 2017) (emphasis added).

Considering Count I sought — and ultimately resulted in — a judgment against Mr. and Mrs. Winters **personally**, and not against JRW, we discern no reason to conclude justice could not be afforded concerning this claim without violating JRW's due process rights. Hence, we do not deem JRW to be an indispensable party with respect to Count I. ***See Fletcher-Harlee Corp.***, 936 A.2d at 102 (determining piercing the corporate veil to hold a shareholder personally liable for a judgment against the company was justified where the company was not a party to the action).

Further, to the extent the trial court also determined a request to pierce the corporate veil is not an independent cause of action, the trial court erred in raising this defense to Count I on behalf of the defendants. ***See*** TCO at 7 (stating "a request to pierce the corporate veil is not an independent cause of action"); ***id.*** at 8 (concluding "there is no cause of action upon which [the trial] court could grant relief"). Notwithstanding the fact that judgment has already been entered on this claim, "[i]t is clearly inappropriate for a trial court to raise an issue on behalf of a party, thereby acting as an advocate." ***Commonwealth v. Pachipko***, 677 A.2d 1247, 1249 (Pa. Super. 1996); ***see also Zimmer v. Zimmer***, 326 A.2d 318, 320 (Pa. 1974) (declaring "a judgment by default is *res judicata* and quite as conclusive as one rendered on a verdict after litigation"); ***Wojciechowski v. Murray***, 497 A.2d 1342, 1344 (Pa. Super. 1985) (admonishing the trial court for raising a defense on behalf of the appellee and, in essence, acting as its advocate); ***O'Hare v. County of Northampton***, 782 A.2d 7, 14-15 (Pa. Cmwlth. 2001) (concluding the trial court erred in raising and sustaining its own demurrer as to a particular count of the complaint and reversing the trial court's dismissal of that count).[5]

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[5] We recognize "a decision of the Commonwealth Court is not binding precedent upon this Court; however, it may be considered for its persuasive value." ***Holland ex rel. Holland v. Marcy***, 817 A.2d 1082, 1083 n.1 (Pa. Super. 2002) (citation omitted).

Regarding Count II of the Complaint, New Age claims JRW transferred assets in violation of the PUVTA; it seeks to obtain an injunction against JRW prohibiting the transfer of any further property, as well as the appointment of a receiver to take control of JRW's assets. ***See*** Complaint at 7-9.[6] We conclude the trial court properly determined that JRW's rights and interests are essential to the merits of this claim and therefore JRW is an indispensable party with respect to Count II. Pennsylvania Rule of Civil Procedure 1032(b) provides:

> Whenever it appears by suggestion of the parties or otherwise that the court lacks jurisdiction of the subject matter or that there has been a failure to join an indispensable party, the court shall order that the action be transferred to a court of the Commonwealth which has jurisdiction or that the indispensable party be joined, but if that is not possible, then it shall dismiss the action.

Pa.R.Civ.P. 1032(b).

Accordingly, we vacate the order entered on June 4, 2025, denying New Age's Emergency Motion and remand with instructions for the trial court to either direct New Age to join JRW as a party to this action or dismiss Count II of the Complaint in accordance with Pa.R.Civ.P. 1032(b). Additionally, the trial court shall address the merits of the Emergency Motion and conduct any further proceedings it deems necessary in order to do so.

Order vacated. Case remanded. Jurisdiction relinquished.

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[6] New Age contends it never pursued the equitable remedies it requested in Count II. ***See*** New Age's Brief at 15, 27.

Judgment Entered.

Benjamin D. Kohler

Benjamin D. Kohler, Esq.
Prothonotary

Date: 11/12/2026