OPINION SUMMARY
MISSOURI COURT OF APPEALS EASTERN DISTRICT

DIVISION ONE

PHARMACY CORPORATION OF AMERICA, Respondent, v. BINYAMIN M. KLEIN, A/K/A BENJAMIN KLEIN, INDIVIDUALLY AND AS TRUSTEE OF THE BINYAMIN KLEIN REVOCABLE TRUST U/A/D 7/15/1997, JPKB ASSOCIATES, LLC, D/B/A PREMIER RX HEALTH SOLUTION, SUNSPIRE PHARMACY, LLC, PHBS, LLC, D/B/A BIG SPRING CARE CENTER, PHEM, LLC, D/B/A EDGEWOOD MANOR NURSING HOME, PHDC, LLC, D/B/A BUFFALO PRAIRIE CARE CENTER, PHCA, LLC, D/B/A COUNTRY AIRE RETIREMENT ESTATES, PHBC, LLC, D/B/A CASSVILLE HEALTH CARE AND REHAB, PGVN, LLC, D/B/A GARDEN VALLEY NURSING AND REHABILITATION CENTER, PHGG, LLC, D/B/A GEORGIAN GARDENS NURSING CENTER, PHGY, LLC, D/B/A GOLDEN YEARS, PCHN, LLC, D/B/A MAPLE WOOD CARE CENTER, ADDISON REHABILITATION & LIVING CENTER LLC, D/B/A ADDISON REHABILITATION AND LIVING CENTER, AND PHMC, LLC, D/B/A MARSHFIELD CARE CENTER, Appellants, and PARESH VIPANI, INDIVIDUALLY AND AS TRUSTEE OF THE PARESH VIPANI	)	No. ED113688 Filed: June 30, 2026

REVOCABLE TRUST DATED)
AUGUST 29, 2021,)
)
Defendant.)

Appeal from the Circuit Court of St. Louis County
The Honorable Dean P. Waldemer, Judge

Binyamin M. Klein, a/k/a Benjamin Klein, Individually and as Trustee of the Binyamin Klein Revocable Trust (Klein), and Paresh Vipani, Individually and as Trustee of the Paresh Vipani Revocable Trust (Vipani) separately appeal from the judgment of the trial court entered in favor of Pharmacy Corporation of America (PharMerica) on claims related to its purchase of a pharmacy service provider, Premier Rx.

AFFIRMED IN PART AND REVERSED AND REMANDED IN PART.

Division One Holds: Based upon substantial evidence of Klein's false representations and warranties under the Asset Purchase Agreement (APA), the trial court did not err in entering judgment in favor of PharMerica on its breach of contract claim against Klein, awarding PharMerica damages in excess of the cap set forth in the APA, and awarding PharMerica attorney fees. In addition, the trial court did not err in determining PharMerica gave Klein proper notice of its claim for indemnification and Klein failed to show any prejudice from any alleged deficiency in notice. There was also sufficient evidence of Klein's control and dominion over the business entities involved to support the trial court's finding of individual liability against Klein. However, there was not sufficient evidence of Vipani's requisite control and dominion over the entities involved to support a claim of piercing the corporate veil to impose individual liability against him.

Opinion by: Lisa P. Page

Robert M. Clayton III, Presiding Judge and Michael E. Gardner, Judge, concur.

Attorney for Appellant: Kurt S. Odenwald, Benjamin R. Wesselschmidt, Michelle Nasser, Terence H. Campbell, and Dylan D. Smith

Attorney for Respondent: Gerard T. Carmody, Tyler C. Schaeffer, David Owsley, Frederick Bentley, and Jeffrey Moad.

This summary is not part of the opinion of the court. It has been prepared for the convenience of the reader and should not be quoted or cited.