

MAP Health Holdings, LLC v Espresso Capital, Ltd.

2025 NY Slip Op 33522(U)

September 17, 2025

Supreme Court, New York County

Docket Number: Index No. 651879/2024

Judge: Nancy M. Bannon

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This opinion is uncorrected and not selected for official publication.

**SUPREME COURT OF THE STATE OF NEW YORK
NEW YORK COUNTY**

PRESENT: HON. NANCY M. BANNON PART 61M

Justice

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MAP HEALTH HOLDINGS, LLC,

Plaintiff,

- v -

ESPRESSO CAPITAL, LTD., ESPRESSO CREDIT US LP,
ESPRESSO CREDIT US II LP, CARMA HEALTH
HOLDINGS, LLC F/K/A ESPRESSO ACQUISITION I,
LLC, ESPRESSO ACQUISITION II, LLC, ESPRESSO
ACQUISITION III, LLC,

Defendant.

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INDEX NO. 651879/2024

MOTION DATE 08/08/2025,
07/18/2025

MOTION SEQ. NO. 010 012

**DECISION + ORDER ON
MOTION**

The following e-filed documents, listed by NYSCEF document number (Motion 010) 161, 162, 163, 164, 172, 195

were read on this motion to/for _____ SEAL .

The following e-filed documents, listed by NYSCEF document number (Motion 012) 165, 166, 167, 168, 169, 170, 171

were read on this motion to/for _____ SEAL .

In this breach of contract action, nonparty Triton Pacific Capital Partners, LLC, moves by order to show cause pursuant to 22 NYCRR 216.1 to seal exhibits M and O (NYSCEF Doc. Nos. 143 and 145) filed in support of defendants’ motion to amend their answer/counterclaims and for partial summary judgment and in opposition to plaintiff’s cross-motion for summary judgment (MOT SEQ 010). By order dated July 11, 2025, the court granted Triton’s request for a temporary restraining order to maintain NYSCEF Doc. Nos. 143 and 145 under seal, pending a decision on MOT SEQ 010. Nonparty Greenhill & Co., Inc. separately moves, by notice of motion, pursuant to 22 NYCRR 216.1 to seal exhibits F, G, Q, and W (NYSCEF Doc Nos. 136, 137, 147, and 153) also filed in support of defendants’ motion to amend their answer/counterclaims and for partial summary judgment and in opposition to plaintiff’s cross-motion for summary judgment (MOT SEQ 012). No opposition is submitted on either motion.

Pursuant to 22 NYCRR 216.1(a), “a court shall not enter an order in any action or proceeding sealing the court records, whether in whole or in part, except upon a written finding of good cause, which shall specify the grounds thereof. In determining whether good cause has been shown, the court shall consider the interests of the public as well as of the parties.” The Appellate Division has emphasized that “there is a broad presumption that the public is entitled to access to judicial proceedings and court records.” Mosallem v Berenson, 76 AD3d 345, 348 (1st Dept. 2010). Because “confidentiality is clearly the exception, not the rule” (Matter of Hofmann, 284 AD2d 92, 93–94 [1st Dept. 2001]), the First Department has authorized sealing “only in strictly limited circumstances.” Gryphon Dom. VI, LLC v APP Intl. Fin. Co., 28 AD3d 322, 325 (1st Dept. 2006); see Mosallem v Berenson, *supra*. The burden is on the party seeking to seal court records to establish “good cause.” Maxim, Inc. v Feifer, 145 AD3d 516, 517 (1st Dept. 2017). “Conclusory claims of the need for confidentiality ... [are] not ... sufficient bas[es] for a sealing order” Matter of Hofmann, *supra* at 93-94.

Furthermore “[a] finding of ‘good cause’ presupposes that ... no alternative to sealing can adequately protect the threatened interest.” Mancheski v Gabelli Group Capital Partners, 39 AD3d 499, 502 (2nd Dept. 2007) citing In re Herald Co., 734 F2d 93, 100 [2nd Cir. 1984]. Appropriate less restrictive alternative relief may and should be granted to balance the competing interests of public access and the need for secrecy or confidentiality. See Danco Labs v Chemical Works of Gedeon Richter, 274 AD2d 1 (1st Dept. 2000). It is well settled that redaction can be such an appropriate alternative relief. See *id.*; Jose V. v Smiley & Smiley LLP, 214 AD3d 523 (1st Dept. 2023); Gliklad v Derispaska, 185 AD3d 512 (1st Dept. 2020); Maxim, Inc. v Feifer, 145 AD3d 516 (1st Dept. 2016).

In the business context, good cause may be established where trade secrets are involved (see Matter of Bernstein v On-Line Software Inter. Inc., 232 AD2d 336 [1st Dept. 1996] *lv denied* 89 NY2d 810 (1997); Matter of Crain Communications, Inc., 135 AD2d 351 [1st Dept. 1987]) or “where the release of documents could threaten a business’s competitive advantage. (Matter of Twentieth Century Fox Film Corp., 90 AD2d 483, 488 [1st Dept 1993]).” Mosallem v Berenson, *supra* at 350; see Vergara v Mission Capital Advisors, LLC, 187 AD3d 495 (1st Dept. 2020); Mancheski v Gabelli Group Capital Partners, 39 AD3d 499, 502 (2nd Dept. 2007). In Mancheski, the Appellate Division upheld the sealing of certain of the defendant’s financial documents which contained proprietary financial information because “disclosure could harm the private corporation’s competitive standing” and “give a competitor an unearned advantage” and also found a “compelling interest in sealing ... third-party financial information since

disclosure could impinge on the privacy rights of third parties who clearly are not litigants herein.” Mancheski v Gabelli Group Capital Partners, supra at 502-03 (internal citations omitted).

In MOT SEQ 010, Triton fails to establish good cause. Triton seeks to seal exhibits M and O (NYSCEF Doc. Nos. 143 and 145) filed in support of defendants’ motion to amend their answer with counterclaims and for partial summary judgment and in opposition to plaintiff’s cross-motion for summary judgment. These documents are copies of “Portfolio Manager Action Plans”, or PMAPs” concerning MAP Health Management, LLC. In an affirmation filed in support of this motion by Craig Faggen, Managing Partner at Triton, Faggen avers that these PMAPs are produced by Triton on a quarterly and annual basis to evaluate backward looking financial performance of a company and make forward looking investment assessment and strategies. Advantage. Faggen states that these PMAPs contain proprietary information that if disclosed, would provide an unfair advantage to Triton’s competitors. To be sure, courts have found a compelling interest in sealing information that is “proprietary” because, being akin to “trade secrets”, it relates to “the nature of current or future business strategies[.]” Mancheski v Gabelli Group Capital Partners, 39 AD3d 499, 502-03 (2nd Dept. 2007). Here, however, Triton provides no proof beyond conclusory allegations that these PMAPs “evaluation methodologies that are at the core of Triton’s business”. A review of these exhibits reveals no specific evaluation formula or methodology that establish good cause for sealing.

In MOT SEQ 012, Greenhill seeks to seal exhibits F, G, Q, and W (NYSCEF Doc Nos. 136, 137, 147, and 153) also filed in support of defendants’ motion to amend their answer/counterclaims and for partial summary judgment and in opposition to plaintiff’s cross-motion for summary judgment. Greenhill also seeks to maintain redactions to these documents. The redacted versions of these documents are filed under NYSCEF Doc. Nos. 168, 171, 169, and 170, respectively. NYSCEF Doc. Nos. 136, 147, and 153 are emails between Greenhill, defendant Espresso Capital, Ltd., Triton, discussing the transaction between the plaintiff and defendant entities. These emails contain the names of various counterparties, who are not parties in this action. The court finds “good cause” to seal NYSCEF Doc. No. 136, 147, and 153, and maintain redactions to their corresponding redacted versions filed under NYSCEF Doc. Nos. 168, 171, and 169, as disclosure of this information could impinge on the privacy rights of third parties. See Mancheski v Gabelli Group Capital Partners, supra. However, Greenhill fails to establish “good cause” for NYSCEF Doc. No. 137, or its corresponding redacted version in NYSCEF Doc. No. 171. This document is an engagement letter under which Greenhill agreed to

act as a financial advisor to MAP Health Management, LLC. Greenhill seeks to redact information relating to the fees it charges for its services. However, similarly to MOT SEQ 010, Greenhill fails good cause beyond conclusory claims that information about Greenhill's fees would put it at a competitive disadvantage. See Applehead Pictures, LLC v Perelman, 80 AD3d 181, 192 (1st Dept. 2010); Matter of Twentieth Century Fox Film Corp., *supra*.

Accordingly, it is,

ORDERED that the motion of Triton Pacific Capital Partners, LLC to seal documents (MOT SEQ 010) is denied in its entirety, and it is further

ORDERED that the motion of Greenhill & Co., Inc. (MOT SEQ 012) is granted as to NYSCEF Doc. Nos. 136, 147, and 153, and the motion is otherwise denied, and it is further,


ORDERED that the Clerk of the Court is directed, upon service upon him of a copy of this order with notice of entry, to permanently seal to all parties except counsel, the court, and court personnel the documents e-filed at NYSCEF Doc. Nos. 136, 147, and 153; and it is further,

ORDERED that the Clerk of the Court is directed to accept the redactions on NYSCEF Doc. Nos. 136, 147, and 153, as found in their respective redacted copies under NYSCEF Doc. Nos. 168, 171, and 169, and it is further,

ORDERED that the Clerk of the Court shall unseal the documents filed under NYSCEF Doc. Nos 1143 and 145, which were temporarily sealed by this court's prior July 11, 2025, order, and it is further,

ORDERED that the Clerk shall mark the file accordingly.

This constitutes the Decision and Order of the court.


NANCY M. BANNON, J.S.C.
HON. NANCY M. BANNON

9/17/2025
DATE

CHECK ONE:

<input type="checkbox"/>	CASE DISPOSED	<input checked="" type="checkbox"/>	NON-FINAL DISPOSITION	<input type="checkbox"/>	OTHER
<input type="checkbox"/>	GRANTED	<input type="checkbox"/>	DENIED	<input checked="" type="checkbox"/>	GRANTED IN PART