NO. 97421-7

IN THE SUPREME COURT
OF THE STATE OF WASHINGTON

GEORGE E. ENGSTROM and JOHN E. STOCKWELL,

Plaintiffs/Petitioners,

v.

MICROSOFT CORPORATION,

Defendant/Respondent.

ANSWER TO PETITION FOR REVIEW

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TABLE OF CONTENTS

Page

TABLE OF AUTHORITIES

Page(s)

Federal Cases

State Cases

Federal Statutes

Rules

Other Authorities

I. INTRODUCTION

The Court of Appeals properly affirmed summary judgment dismissing claims by two former Microsoft employees whose positions were eliminated, allegedly in retaliation for concerns they raised about a subordinate's expenses while working for a different Microsoft manager almost three years earlier. The Court of Appeals correctly rejected Petitioners' claims that the loss of their employment violated a public policy arising from the Foreign Corrupt Practices Act ("FCPA") given Petitioners' admissions that their expense concerns did not involve bribery of foreign officials and did not implicate the accuracy of Microsoft's books and records. The result below is consistent with *Thompson v. St. Regis Paper, Co.*, 102 Wn.2d 219 (1984) (recognizing FCPA public policy is to deter bribery of foreign officials) and a host of other public policy and retaliation cases from this Court.

In addition, the Court of Appeals appropriately recognized the trial court was within its discretion in rejecting as untimely, futile, and unduly prejudicial Petitioners' motion to amend their complaint, after their case had already been dismissed, to assert for the first time a new public policy of "honesty in corporate financial reporting." Petitioners' admissions that the expenses were accurately described foreclosed any such claim and the motion was filed more than two years into the litigation; after the close of

extensive discovery; after the trial court granted summary judgment; and two years after *Becker v. Community Health Systems, Inc.*, 184 Wn.2d 252 (2015) discussed the public policy.

This Court should deny review and reject Petitioners' effort to turn their speculative concern about a subordinate's expenses—raised three years before a different manager decided to eliminate their positions—into a broader issue of public interest that would substantially expand the narrow tort of wrongful termination in violation of public policy.

II. RESTATEMENT OF ISSUES PRESENTED FOR REVIEW

Whether the Court of Appeals correctly held that Petitioners failed to establish a violation of clear public policy within the scope of the FCPA where there was no concern about bribery of foreign officials, expenses were described accurately and there was no evidence of causation.

Whether the Court of Appeals correctly affirmed the trial court's decision to deny Petitioners' motion to amend their Complaint where Petitioners' request to add an alternative public policy theory under Sarbanes Oxley ("SOX") was futile, was raised years into the litigation only ***after*** the Court granted Respondent's motion for summary judgment, and would have unduly prejudiced Respondent.

III. RESTATEMENT OF THE CASE

A. Petitioners' Employment with Microsoft and Work with Brandon Yoon.

Petitioners Stockwell and Engstrom worked at Microsoft in the 1990s, resigned in the late 1990s, and returned to Microsoft in 2008 in different roles. CP17-18; CP867. In January 2010, Engstrom began working in the Bing Mobile group, which was part of the Online Services Division ("OSD"). CP908-909; CP382, 797. Stockwell joined the Bing Mobile team in May 2010, where he reported directly to Engstrom. CP795. Engstrom reported to Erik Jorgensen, Corporate Vice President ("CVP"), who reported to Qi Lu, the President of OSD. CP796.

In 2010, Petitioners worked on an initiative they called Bing as a Platform or "BaaP." CP907, 912-917; CP794. To assist with BaaP work in Asia, Petitioners began working in late 2010 with Brandon Yoon, a Japan-based Microsoft employee. CP800. In March 2011, Yoon formally transferred to Bing Mobile, with Stockwell as his direct manager and Engstrom as his "skip-level" manager.[1] CP804.

B. Petitioners' Concerns about Yoon's Expense Reports.

For about six months beginning in September 2010, Yoon's primary assignment for Petitioners was to negotiate a deal between

[1] Within Microsoft, the manager two levels above an employee is known as a "skip-level" manager.

Microsoft and a Korean company, LG Uplus ("LG U+") for BaaP. CP801, 805-806. With Stockwell's permission, Yoon entertained representatives of LG U+ at restaurants and bars in Korea. CP805-806. Stockwell also went to Korea on a number of occasions and joined Yoon at these same locations. CP812-813.

In March 2011, Stockwell began to question the amount and nature of Yoon's entertainment expenses in Korea. CP817-818, 822. Although Stockwell had already approved months' worth of these expenses ("a dozen or two dozen" reports), and had himself frequently traveled to Korea and visited the same clubs Yoon had, he belatedly claims to have "realized that there was an order of magnitude difference from what [he] thought was actually happening versus what was happening" due to his own error in calculating the foreign exchange rate. CP818-820, 811, 821-822, 826, 827.

After recognizing his error, Stockwell alleged he was concerned the expenses were from "hostess bars" and were "excessive."[2] CP817-

[2] Hostess bars are part of Asian business culture and a common venue for business meetings, catering to Asian businessmen by providing female staff for conversation and company. *See, e.g.*, https://en.wikipedia.org/wiki/Host and hostess clubs. While women working at some hostess bars may offer illicit services, attending and entertaining business partners at a hostess bar in Korea does not equate with payment for illicit services. *See, e.g.*, Stephen Braun, *Hostess Bars: For Asians, a Ritual Sip of Home*, L.A. TIMES (Feb. 16, 1989), available at http://articles.latimes.com/1989-02-16/news/mn-3574_1_hostess-bar; Cynthia Kim, *Hostess Bars Grow in Korea Despite Recession*, THE KOREA HERALD (May 13, 2011), at http://www.koreaherald.com/view.php?ud=20110512000714.

818, 822. While Stockwell never saw Yoon solicit prostitutes, Stockwell claims that after he discovered his error in currency conversion, he became concerned the expenses reflected payments for prostitution. CP408-410. When Stockwell asked Yoon "if he was expensing prostitution through these hostess bars," Yoon denied doing so. CP400-401, 411.

In March 2011, Stockwell reported his expense concern to Engstrom, who in turn reported it to HR Manager Jeff Williams. CP410; CP455-456. Although Engstrom conceded that he does not know, in fact, whether Yoon expensed prostitutes, Engstrom told Williams he believed the expenses were excessive and "were probably covering up houses of ill repute." CP454, 457, 458, 460.[3]

Neither Stockwell nor Engstrom recall raising any concerns that the expenses masked bribery or corruption of any foreign government officials. CP414, 458. Moreover, Stockwell admitted he had no concerns the reports were inaccurate, incomplete, or failed to comply with Microsoft's record-keeping requirements. CP408, 415-418. Engstrom similarly testified that the expenses, which had been categorized by Yoon as entertainment, were "probably accurately described and inappropriate at the same time." CP458-459.

[3] Petitioners acknowledged Microsoft would not tolerate employees paying for prostitution. CP411, 509.

C. Microsoft Investigated Petitioners' Concerns About Yoon's Expenses.

Microsoft investigated Petitioners' concerns about Yoon's expenses. CP552-553. The lead investigator interviewed Stockwell and Yoon and reviewed multiple expense reports and corresponding receipts. CP560-562, 565; *see* CP1664-1762. In late June 2011, Microsoft completed its investigation and emailed a report to Engstrom. CP995-996. The investigation did not substantiate any violations of Microsoft expense policies and Engstrom replied he would "consider the matter closed." *Id*.

D. Petitioners Were Unsuccessful in Their New Roles, Which Was Reflected in Their Performance Reviews.

For fiscal year 2011, which ended in June 2011 – months after Petitioners raised the Yoon expense concern – Stockwell's performance was rated a "3." CP998-1001.[4] For the same period, Engstrom's performance was rated a "4." CP926. Toward the end of 2011, the Petitioners' department reorganized, which resulted in Engstrom's role moving from Bing Mobile to a team focused on advertising for Bing, and Stockwell soon joined Engstrom there. CP855, 925. The team Engstrom and Stockwell joined, the User-Centric Advertising Group ("UCA"), was led by CVP David Ku. CP925.

[4] At the time, a Microsoft employee's performance was rated relative to the employee's larger peer group, and given a rating between 1 and 5, with 5 being the lowest. CP431, 537-538, 1284, 1813, 1815.

Throughout 2012 and half of 2013, Petitioners worked on UCA initiatives, none of which succeeded. CP944-945. For fiscal year 2012, Ku rated Engstrom's performance a "4" based on his lack of business impact, relative to his peers. CP951-952. Stockwell's performance was also rated a "4," a review Engstrom delivered. CP844-845, 856.

Engstrom's final Microsoft project involved developing a shopping app for the Windows app team. CP884. Engstrom admitted that he directed his team to develop a shopping app concept that was different from what the Windows app team had asked him to create because Engstrom disagreed with the Windows app team's vision for the project. CP885-889. Upon learning that Engstrom failed to deliver the work requested, the Windows app team cancelled the shopping app project. CP886-889, 928-929, 959-960.

Meanwhile, Stockwell reported to Engstrom on a related project evaluating a potential acquisition for Microsoft. CP943, 957. While Stockwell was enthusiastic about the possible acquisition, CVP Ku, the executive leading the organization, decided not to move forward with the acquisition because it did not fit the division's strategy, the return on investment did not justify the cost, and there were risks related to the privacy of the data. CP848, 936-938, 956-957.

Microsoft's fiscal year 2013 review cycle ended a month and a half after (a) Engstrom failed to deliver the work assigned to him and the Windows app team rejected Engstrom's shopping app, and (b) the Bing Advertising group chose not to pursue Stockwell's acquisition. Ku rated Engstrom's performance a "5" for fiscal year 2013. CP946. Stockwell's performance also was rated a "5" for fiscal year 2013. CP861.

E. Petitioners' Jobs Were Eliminated and They Failed to Find New Roles at Microsoft.

In May 2013, shortly after Engstrom failed to deliver the work assigned to him and the failure of Engstrom's shopping app, CVP Ku notified the roughly 80 employees in Engstrom's team that, because their project was ending, their roles were being eliminated and they would have a few months to search for different roles within the Company. CP889-891, 960. At the same time, with the cancellation of Stockwell's potential acquisition project in May 2013, Microsoft had no ongoing need for Stockwell's role and he was directed to find a new role within Microsoft. CP848, 857-858.

Nearly all the Microsoft employees whose jobs were eliminated due to the decision to discontinue these unsuccessful projects found other jobs, mostly within Microsoft. CP894-895. The employees who did not find new roles at Microsoft – including Petitioners – were offered

severance packages. CP862. Petitioners and one other employee, Yarom Boss – whom Petitioners acknowledge had no connection to the 2011 Yoon expense issue – did not find new positions in the seven to eight months Microsoft gave them to do so. CP859-860, 904.[5]

Because there was no ongoing work on the discontinued projects and they had not found other roles within Microsoft, Stockwell, Engstrom, and Boss were included in a reduction in force and offered severance. CP859-860. Stockwell's and Boss's employment ended in December 2013 and Engstrom's ended in January 2014. *Id.*; CP902, 905-906.[6]

F. The Decision-Maker Eliminating Petitioners' Positions Did Not Know About the Nearly Three-Year-Old Yoon Expense Issue.

It is undisputed that the person who made the decision to eliminate Petitioners' (and Boss's) roles in 2013/2014 – CVP Ku – had no knowledge of Petitioners' 2011 concerns about Yoon. Attempting to circumvent this fatal flaw in their case, Petitioners have invented a wild conspiracy that did not exist, relying on speculation that certain senior Microsoft leaders must have known about their concerns and orchestrated a three-year, "systematic removal" of Petitioners. CP836-837, 853-854,

[5] Engstrom did not apply for any Microsoft positions during the eight months he had to find a new position. CP1139.

[6] Engstrom was on paternity leave in December 2013. CP902. Microsoft delayed his employment termination date until mid-January, which allowed Engstrom to vest in approximately $335,000 in stock awards. CP903-904.

876-879, 882-883. But Petitioners present no evidence – only speculation – that the alleged co-conspirators had any knowledge of their 2011 expense concerns. All of the alleged co-conspirators definitively testified that they had no such knowledge. *Id.*; *see also* CP200, 934, 944-945, 947-949, 953, 1014, 1018-19. There is no evidence to the contrary.

G. Relevant Procedural Background.

Petitioners filed their lawsuit alleging a single claim – wrongful discharge in violation of public policy – on February 25, 2015. CP1-13. The trial court, Judge Sean O'Donnell, dismissed the case on Microsoft's 12(b)(6) Motion to Dismiss in June 2015 and Plaintiffs appealed. CP215-218. In September 2015, Microsoft agreed to voluntarily remand the case following a trilogy of opinions issued by this Court (*Rose v. Anderson Hay & Grain*, *Becker v. Cmty. Health Sys., Inc.*, and *Rickman v. Premera Blue Cross*), which represented a change to the wrongful discharge case law concerning the "jeopardy" element. CP230-233. After September 2015, the parties engaged in extensive discovery, including 21 depositions, responses to multiple sets of discovery requests, and Microsoft's production of over 50,000 pages of documents. CP1079-1080.

After more than two years of litigation, discovery closed and Microsoft moved for summary judgment. The trial court, Judge Veronica Galván, held oral argument on September 25, 2017 and granted

Microsoft's Motion, concluding that Petitioners had not met their burden on any of the first three elements of their public policy claim – clarity, jeopardy, and causation. CP1023; Transcript of Proceedings. A week after the trial court's ruling and two years after filing their Complaint, Petitioners moved to amend their complaint to assert a new public policy theory under SOX. CP1024-1043. The trial court denied the motion, holding Petitioners unduly delayed in bringing their motion, the motion was futile, and Microsoft would be prejudiced. CP1961-1962.

The Washington Court of Appeals, Division I, affirmed in an unpublished decision, holding that Petitioners did not "plead or prove" the clarity element of their claim and the trial court did not abuse its discretion in denying Petitioners' Motion for Leave to Amend the Complaint.

IV. ARGUMENT

A. Summary Judgment Dismissal is Consistent with and Compelled by Decisions of This Court.

The courts below properly followed this Court's consistent admonition to ensure the wrongful discharge tort is only a narrow exception to the at-will employment doctrine and does not become the exception that swallows the rule. *Thompson*, 102 Wn.2d at 232 (the wrongful discharge tort is intended to be applied narrowly to "protect[] against frivolous lawsuits and allow[] trial courts to weed out cases that do

not involve any public policy principle. It also allows employers to make personnel decisions without fear of incurring civil liability.").[7] To allow Petitioners' claims in this case to proceed would open the door for any employee to claim protection from personnel decisions in perpetuity—even three years later with a different manager—if they had merely questioned a subordinate's expenses no matter how small or speculative the questions and without regard to whether the expenses were publicly reported. That is not the purpose of the wrongful discharge tort and the courts below properly rejected Petitioners' efforts to expand it.

1. The Policy Underlying the FCPA is to Deter Bribery of Foreign Officials, and is Not Implicated Here.

The FCPA addresses the problem of international corruption in two ways: (1) anti-bribery provisions, which prohibit bribery of foreign officials to obtain business; and (2) the accounting provisions, which require public companies to maintain reasonably accurate accounting and internal controls. *See* 15 U.S.C. §§ 78dd-1, 78m. As Congress explained: "Taken together, the accounting requirements and [anti-bribery] prohibitions of [the FCPA] should effectively deter corporate bribery of

[7] Washington courts consistently refer to the wrongful discharge tort as a "narrow exception to the at-will doctrine" that "must be limited only to instances involving very clear violations of public policy." *See, e.g.*, *Rose v. Anderson Hay & Grain*, 184 Wn.2d 268, 276 (2015); *Becker*, 184 Wn.2d at 258.

foreign government officials." CP352 (S. REP. No. 95-114, at 3). Whether the accounting provision may be separately enforced by the SEC is immaterial to the question of the underlying public policy, which is to prevent concealment of corporate bribery through the falsification of corporate books and records. *Id*.

This Court identified the public policy in the ***same way***: "The Foreign Corrupt Practices Act is a clear expression of public policy that ***bribery of foreign officials*** is contrary to the public interest and that specific companies . . . ***must institute accounting practices to ensure that this public policy is advanced.***" *Thompson*, 102 Wn.2d at 234 (emphasis added).[8]

Consistent with *Thompson*, the Court of Appeals concluded that the public policy purpose of the FCPA was to deter bribery of foreign government officials. Requiring reasonably accurate books and records is a mechanism for ***ensuring*** that purpose; it was not, in and of itself, the

[8]Courts have repeatedly noted the public policy arising from the FCPA is the prevention of bribery of foreign officials. *Sedlacek v. Hillis*, 145 Wn.2d 379, 386 (2001) (FCPA is "a clear expression of public policy in favor of careful accounting to prevent bribery of foreign officials"); *Danny v. Laidlaw Trans. Servs., Inc.*, 165 Wn.2d 200, 219-20 (2008) (public policy underlying FCPA "prohibited bribery of foreign officials"); *S.E.C. v. World-Wide Coin Investments, Ltd.*, 567 F. Supp. 724, 745-46 (N.D. Ga. 1983) (FCPA "was the legislative response to numerous questionable and illegal foreign payments by United States corporations…."); *Lewis v. Sporck*, 612 F. Supp. 1316, 1333 (N.D. Cal. 1985) ("Congress believed that almost all such bribery was covered up in the corporation's books, and that to require proper accounting methods and internal accounting controls would discourage corporations from engaging in illegal payments.") (citing S. Rep. No. 95-114).

underlying public policy purpose of the FCPA. And Petitioners admit their expense concerns did not involve "foreign bribery." CP414, 419-420, 458. Petitioners cannot establish their conduct "was ***either*** directly related to the public policy ***or*** necessary for effective enforcement" of the policy underlying the FCPA. *Rose*, 184 Wn.2d at 284 (emphasis added).

2. Petitioners' Conduct Did Not Implicate the Accuracy of Microsoft's Books and Records.

The Court of Appeals appropriately rejected Petitioners' efforts to create a new public policy divorcing the purposes behind the books and records provision from the FCPA's overall anti-bribery purpose. *See Sedlacek*, 145 Wn.2d at 390 ("An argument for the adoption of a previously unrecognized public policy under Washington law is better addressed to the Legislature."). The FCPA requires public companies to "make and keep books, records, and accounts, which, in ***reasonable detail*** accurately and fairly reflect the transactions and dispositions of the assets of the [company]." 15 U.S.C. § 78m(b)(2)(A) (emphasis added). This provision reflects a "public policy in favor of careful accounting to prevent bribery of foreign officials." *Sedlacek*, 145 Wn.2d at 386 (citing *Thompson*, 102 Wn.2d at 234).

To the extent Petitioners contend the books and records provision creates a separate policy unconnected to foreign bribery concerns, their

claims still fail because they admitted that the expenses were accurately reported and they presented no evidence of inaccuracies in Microsoft's books and records. Stockwell testified he did not report any concerns that the expense reports were inaccurate, incomplete, or failed to comply with Microsoft's record-keeping requirements. CP 408-409, 415-418. Engstrom testified the expenses, which had been categorized as entertainment expenses, were "probably accurately described and inappropriate at the same time" and he did not believe the accuracy of the expense descriptions was at issue. CP458-459.

Petitioners cannot escape their own admissions or seek to impose a greater level of detail in expense reporting than occurred. Congress adopted the "in reasonable detail" qualification "in light of the concern that such a standard, if unqualified, might connote a degree of exactitude and precision which is unrealistic." CP363 (H.R. Rep. No. 94-831, at 10 (1977) (Conf.)). This qualification "makes clear" that a company's records need only "reflect transactions in conformity with accepted methods of recording economic events and effectively prevent off-the-books slush funds and payments of bribes." *Id.*

3. Petitioners' Claims Also Fail Under the Remaining Elements of the Public Policy Tort.

The Court of Appeals did not reach the remaining elements of the public policy tort but the record demonstrates Petitioners failed to establish causation and did not rebut Microsoft's evidence that they would have been terminated for legitimate reasons regardless of the allegedly protected activities. *See Martin v. Gonzaga Univ.*, 91 Wn.2d 712, 727 (2018) (affirming summary judgment dismissal of plaintiff's wrongful discharge claim where "Martin has not pointed to any evidence that his supervisors received his complaints…let alone evidence that the university acted negatively to his suggestion."). Petitioners acknowledge that in the almost three years between raising concerns and the termination of their employment, they moved to different teams with different managers; worked on unsuccessful projects that ended for business reasons, displacing scores of employees; and were part of a reduction in force that included another employee with no connection to their expense concern.

Indeed, Petitioners admit they have no direct or indirect knowledge, and can only "speculate," that the decision-maker terminating their employment was even aware they had raised expense concerns three years earlier. As this Court recently clarified, "mere speculation will not suffice to defeat summary judgment." *Cornwell v. Microsoft*, 192 Wn.2d

403, 418 (2018); *see also Little v. Countrywood Homes, Inc.*, 132 Wn. App. 777, 781-82 (2006) (a plaintiff resisting summary judgment must "submit evidence allowing a reasonable person to infer, without speculating" that the defendant is liable).

B. The Trial Court Properly Exercised its Discretion to Deny Petitioners' Motion to Amend.

The trial court was within its discretion denying Petitioners' Motion for Leave to Amend the Complaint. *Rodriguez v. Loudeye Corp.*, 144 Wn. App. 709, 730 (2008).

First, Petitioners waited over two and a half years after first filing their Complaint and a week after the Court granted Microsoft's Motion for Summary Judgment. The basis for their requested amendment was a two-year-old decision, *Becker*, one of a trio of cases that led the parties to voluntarily remand the case in 2015. Thus, Petitioners "had the perfect opportunity to [amend their Complaint] after the initial remand and before beginning discovery," but they did not, which was undue delay. *Engstrom v. Microsoft Corp.*, No. 77538-3-I (Wash. Ct. App. May 6, 2019) at 10-11; *Doyle v. Planned Parenthood*, 31 Wn. App. 126, 130-31 (1982) (no abuse of discretion to deny leave to amend after summary judgment ruling).

Second, Petitioners' proposed amendment was futile because Petitioners (1) already admitted the expenses were accurately described,

and (2) acknowledged the expense reports were internal and not disclosed externally. Petitioners' conduct had nothing to do with securities fraud or the accuracy or honesty of any public financial reports. Moreover, *Becker* and SOX do not recognize the broad public policy Petitioners claim. In *Becker*, the plaintiff, as defendants' Chief Financial Officer, claimed he refused to publicly misreport the company's operating losses and was constructively discharged for his insubordination. 184 Wn.2d at 255-56. The policy underlying SOX is concerned with preventing fraudulent ***public*** reports of a company's financial information – not internal expense reporting pursuant to company policy.[9] *Shelton v. Azar, Inc.*, 90 Wn. App. 923, 928 (1998) (abuse of discretion to grant leave to amend where amendment was futile).

Third, amendment would have unfairly prejudiced Microsoft. Had amendment been allowed, the lawsuit would need to be entirely resurrected post-summary judgment, including potentially reopening 21 depositions, discovery (Microsoft had produced over 50,000 pages), and dispositive motions. *Evergreen Moneysource Mortgage Co. v. Shannon*, 167 Wn. App. 242, 262-63, (2012) (no abuse of discretion to deny

[9] *See* Ct. App. at 11 (citing *Day v. Staples, Inc.*, 555 F.3d 42, 56 (1st Cir. 2009) ("disagreement with management about internal tracking systems which are not reported to shareholders is not actionable.…").

amendment where parties would "complete additional discovery" and "repeat already conducted discovery").

Finally, *Ellis v. City of Seattle*, 142 Wn.2d 450 (2000), does not help Petitioners. *Ellis* did not involve the denial of a Motion for Leave to Amend the Complaint. Instead, after acknowledging that the Court of Appeals had recognized the plaintiff had established the clarity element of the tort based on a Seattle Fire Code provision, this Court included a footnote indicating the Court of Appeals was wrong to rely on RAP 9.12 as a basis for not considering additional consistent fire code sections cited on appeal. *Id.* at 459 n.3. RAP 9.12 is not at issue here and, unlike in *Ellis*, Petitioners failed to establish the clarity element and then tried to shift their public policy basis to an entirely different statute.

C. Petitioners' Speculative Internal Expense Concerns Do Not Implicate an Issue of Substantial Public Interest.

This case does not raise any matters of substantial public interest requiring this Court to review under RAP 13.4(b)(4) because the lower court's rulings do not have broader implications "ha[ving] the potential" to affect the general public. *See State v. Watson*, 155 Wn.2d 574, 577 (2005) (granting petition where lower court holding "ha[d] the potential to affect every sentencing proceeding" in a County involving the new rule). Petitioners argue that the lower court decisions will have the effect of

deterring employees from blowing the whistle on their employers but this claim does not support their argument.

First, Petitioners were not "whistleblowers." Petitioners raised a concern internally about the propriety of their own subordinate's expenses under company policies; they did not raise concerns about ***employer*** misconduct under any specific law. Second, Petitioners' theory is contrary to this Court's decisions. As the lower courts recognized, consistent with this Court's admonition in *Thompson* and all subsequent cases, the public policy tort is a narrow exception to the employment at will doctrine. Consequently, not every internal concern or disagreement with an employer provides "whistleblower" protection; particularly when a party asserts a new public policy basis inconsistent with this Court's decisions.

V. CONCLUSION

For the foregoing reasons, review should be denied.

RESPECTFULLY SUBMITTED this 8th day of August, 2019.

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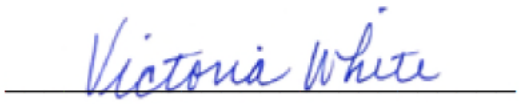

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