

1 [REDACTED]  
2 [REDACTED]  
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26 [REDACTED]  
27 [REDACTED]  
28 [REDACTED]

John A. Gluck, Executive Officer/Clerk  
By [Signature] Deputy  
DOROTHY SWAIN

5 Attorneys for Plaintiff [REDACTED]

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7  
8 SUPERIOR COURT OF THE STATE OF CALIFORNIA  
9 FOR THE COUNTY OF LOS ANGELES CENTRAL DISTRICT

10 [REDACTED]  
11 Plaintiff, [REDACTED]  
12 vs. [REDACTED]  
13 [REDACTED]  
14 Defendants. [REDACTED]

15 ) CASE NO. [REDACTED]  
16 )  
17 ) Case Assigned to Hon. \_\_\_\_\_  
18 )  
19 ) COMPLAINT FOR BREACH OF WRITTEN  
20 ) CONTRACT; BREACH OF ORAL  
21 ) CONTRACT; BREACH OF CONTRACT  
22 ) IMPLIED-IN-FACT, BREACH OF  
23 ) CONTRACT IMPLIED-IN-LAW,  
24 ) CONTRACT; MONEY DUE FOR WORK,  
25 ) LABOR AND SERVICES PERFORMED;  
26 ) ACCOUNT STATED; OPEN BOOK  
27 ) ACCOUNT; QUANTUM MERUIT  
28 ) (REASONABLE VALUE OF WORK,  
AND UNJUST ENRICHMENT

21 Plaintiff [REDACTED] does hereby allege as  
22 follows:

23 PRELIMINARY ALLEGATIONS

24 1. Plaintiff [REDACTED]  
25 2. Plaintiff is informed and believes and based upon such information and  
26 belief alleges that Defendant, [REDACTED] is now and was, at all  
27 times herein mentioned, a Delaware corporation duly authorized to do and doing  
28 business in the State of California as a foreign corporation with its principal place of

1 business in said State located in the County of Los Angeles.

2       3. Plaintiff is informed and believes and based upon such information and  
3 belief alleges that Defendant [REDACTED] is now and was, at  
4 all times herein mentioned, an individual residing in the County of Los Angeles, State  
5 of California.

6       4. Plaintiff is further informed and believes and based upon such information  
7 and belief alleges that Defendant [REDACTED] is now and was, at all times herein  
8 mentioned, the sole shareholder, director and Chief Executive Officer, Chief Financial  
9 Officer and Secretary of Defendant [REDACTED] INC.

10      5. The true names and capacities of defendants DOES 1 through 50,  
11 inclusive, whether individual, corporate, associate or otherwise, are unknown to  
12 Plaintiff, who therefore sues said defendants by such fictitious names. Plaintiff will  
13 amend her Complaint to allege said Doe defendants' true names and capacities when  
14 the same have been ascertained. Plaintiff is informed and believes, and based upon  
15 such information and belief alleges, that each defendant designated herein is responsible  
16 in some actionable manner for the occurrences and injuries alleged herein.

17      6. At all times herein mentioned, defendants, and each of them, were an  
18 owner, a co-owner, an agent, representative, partner, and/or alter ego of its co-  
19 defendants, or otherwise acting on behalf of each and every remaining defendant and,  
20 in doing the things hereinafter alleged, were acting within the course and scope of their  
21 authorities as an owner, a co-owner, an agent, representative, partner, and/or alter ego  
22 of its co-defendants, with the full knowledge, permission and consent of each and every  
23 remaining defendant, each co-defendant having ratified the acts of the other co-  
24 defendants.

25      7. Plaintiff is informed and believes and, upon such information and belief,  
26 alleges that each of the defendants named herein as Does 1 through 50, inclusive, were  
27 and are in some manner responsible for the actions, acts and omissions herein alleged,  
28 and for the damage caused by the defendants, and are, therefore, jointly and severally

1 liable for the damages caused to Plaintiff.

2       8. Plaintiff is informed and believes and, upon such information and belief,  
3 alleges that each of the defendants including Does 1 through 50, inclusive, were, at all  
4 times herein mentioned, acting in concert with, and in conspiracy with, each and every  
5 one of the remaining defendants.

6       9. Wherever appearing in this Complaint, each and every reference to  
7 defendants or to any of them, is intended to be and shall be a reference to all  
8 defendants hereto, and to each of them, named and unnamed, including all fictitiously  
9 named defendants, unless said reference is otherwise specifically qualified.

10     10. Plaintiff alleges that Defendant [REDACTED] and Defendants Does  
11 1 through 25, inclusive, (hereinafter collectively referred to as "Defendant  
12 Shareholders") are, and at all times herein mentioned were, shareholders of the  
13 stock of Corporate Defendant [REDACTED] and/or promoters of Corporate  
14 Defendant [REDACTED] and/or subscribers to stock therein. There exists, and at  
15 all times herein mentioned existed, a unity of interest between Defendant  
16 Shareholders and Corporate Defendant [REDACTED] such that any individuality  
17 and separateness between the Defendant Shareholders and Corporate Defendant  
18 [REDACTED] have ceased, and Corporate Defendant [REDACTED] is the alter ego  
19 of Defendant Shareholders as follows:

20       (a) Plaintiff alleges that Corporate Defendant [REDACTED] is, and  
21 at all times herein mentioned was, a mere shell and sham without capital, assets,  
22 stock or stockholders. Said Corporate Defendant [REDACTED] was conceived,  
23 intended, and used by Defendant Shareholders as a device to avoid individual  
24 liability and for the purpose of substituting a financially insolvent corporation in  
25 the place of Defendant Shareholders. At no time after Corporate Defendant  
26 [REDACTED] became incorporated was any stock authorized to be issued or issued  
27 nor has any permit for issuance of stock been applied for with the Commissioner  
28 of Corporations.

1 (b) Plaintiff alleges that Corporate Defendant [REDACTED] is, and  
2 at all times herein mentioned was, so inadequately capitalized that, compared  
3 with the business to be done by Corporation Defendant [REDACTED] and the risks  
4 of loss attendant thereto, its capitalization was illusory or trifling.

5 (c) Plaintiff alleges that Corporate Defendant [REDACTED] is, and  
6 at all times herein mentioned was, the alter ego of Defendant Shareholders and  
7 there exists, and at all times herein mentioned has existed, a unity of ownership  
8 between Defendants such that any separateness has ceased to exist in that  
9 Defendant Shareholders used assets of Corporate Defendant [REDACTED] for their  
10 personal use, caused assets of Corporate Defendant [REDACTED] to be transferred  
11 to them without adequate consideration, and withdrew funds from Corporate  
12 Defendant [REDACTED] 's bank accounts for their personal use.

13 (d) Plaintiff alleges that Corporate Defendant [REDACTED] is, and  
14 at all times mentioned herein was, a mere shell, instrumentality and conduit  
15 through which Defendant Shareholders carried on their business in the name of  
16 Corporate Defendant [REDACTED] exactly as they conducted it previous to  
17 incorporation exercising complete control and dominance of such business to  
18 such an extent that any individuality or separateness of Corporate Defendant  
19 [REDACTED] and Defendant Shareholders does not now, and at any time herein  
20 mentioned did not, exist.

21 (e) Plaintiff alleges that Corporate Defendant [REDACTED] is, and  
22 at all times herein mentioned was, controlled, dominated, and operated by  
23 Defendant Shareholders as their individual business and alter ego, in that the  
24 activities and business of Corporate Defendant [REDACTED] were carried out  
25 without the holding of Directors or Shareholders meetings, no records or minutes  
26 of any corporate proceedings were maintained, and Defendant Shareholders  
27 entered into personal transactions with Corporate Defendant [REDACTED] without  
28 the approval of other directors or shareholders.

1 (f) Plaintiff alleges that adherence to the fiction of separate  
2 existence of Corporate Defendant [REDACTED] as an entity distinct from  
3 Defendant Shareholders would permit abuse of the corporate privilege and would  
4 sanction fraud in that Defendant Shareholders caused funds to be withdrawn  
5 from Corporate Defendant [REDACTED] and distributed said funds without any  
6 consideration to Corporate Defendant [REDACTED] all for the purpose of avoiding  
7 and preventing attachment and execution by creditors, including Plaintiff, thereby  
8 rendering Corporate Defendant [REDACTED] insolvent and unable to meet its  
9 obligations.

10 (g) Plaintiff alleges that adherence to the fiction of separate  
11 existence of Corporate Defendant [REDACTED] as an entity distinct from  
12 Defendant Shareholders would permit abuse of the corporate privilege and  
13 produce an inequitable result in that Defendant Shareholders represented to  
14 Plaintiff that said shareholders would be responsible for corporate obligations and  
15 the transaction complained of herein was entered into under the belief that  
16 Defendant Shareholders were, in reality, the true parties obligated.

17 (h) Plaintiff alleges that adherence to the fiction of separate  
18 existence of Corporate Defendant [REDACTED] as an entity distinct from  
19 Defendant Shareholders would permit abuse of the corporate privilege and  
20 produce an inequitable result in that Defendant Shareholders guaranteed certain  
21 of Corporate Defendant [REDACTED]'s obligations [REDACTED]  
22 [REDACTED]  
23 [REDACTED]  
24 [REDACTED] thereby enabling Corporate

25 Defendant [REDACTED] to return to active business, without adequate financing  
26 and without capital stock, which return to business invited the public generally,  
27 and Plaintiff in particular, to deal with Corporate Defendant [REDACTED] to  
28 Plaintiff's loss as herein pleaded.

1        11. As a result of the acts, and omissions complained of hereinabove,  
2        said Defendant Shareholders are jointly and severally liable, for all relief sought  
3        herein against Corporate Defendant [REDACTED] by Plaintiff.

## JURISDICTION AND VENUE

4  
5       12. This Court has jurisdiction over this action pursuant to California Code of  
6 Civil Procedure Section 410.10 and California Constitution Article VI, Section 5. The  
7 amount in controversy, exclusive of interest and costs, exceeds the sum of  
8 \$25,000.00.

8  
9       13.   Venue is proper in this Court pursuant to California Code of Civil Procedure  
10      Section 395(a) in that Plaintiffs are informed and believe and thereon allege, among  
11      other things, that the obligations herein sued upon arose, occurred, happened, and were  
12      and now are due, owing and payable from defendants, and each of them, to Plaintiff in  
13      the above-entitled judicial district in the County of Los Angeles, State of California.

**FIRST CAUSE OF ACTION**