

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

Attorneys for Plaintiff [redacted]

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

[redacted]
Plaintiff,

vs.

[redacted]
Defendants.

CASE NO. [redacted]

Case Assigned to Hon. _____

COMPLAINT FOR BREACH OF WRITTEN
CONTRACT; BREACH OF ORAL
CONTRACT; BREACH OF CONTRACT
IMPLIED-IN-FACT, BREACH OF
CONTRACT IMPLIED-IN-LAW,
CONTRACT; MONEY DUE FOR WORK,
LABOR AND SERVICES PERFORMED;
ACCOUNT STATED; OPEN BOOK
ACCOUNT; QUANTUM MERUIT
(REASONABLE VALUE OF WORK,
LABOR AND SERVICES PERFORMED);
AND UNJUST ENRICHMENT

Plaintiff [redacted] does hereby allege as
follows:

PRELIMINARY ALLEGATIONS

1. Plaintiff [redacted]

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

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.

4 JURISDICTION AND VENUE

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.

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.

14 FIRST CAUSE OF ACTION