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**UNITED STATES DISTRICT COURT**
**SOUTHERN DISTRICT OF NEW YORK**

| | |
|---|---|
| BMADDOX ENTERPRISES LLC,<br><br>Plaintiff,<br><br>v.<br><br>MILAD OSKOUIE, OSKO M LTD, and PLATINUM AVENUE HOLDINGS PTY, LTD,<br><br>Defendants. | Case No. 1:17-cv-01889-RA-HBP |
| MILAD OSKOUIE and PLATINUM AVENUE HOLDINGS PTY, LTD,<br><br>Counterclaimants,<br><br>v.<br><br>BMADDOX ENTERPRISES LLC and BRANDON MADDOX,<br><br>Counterdefendants. | |

**COUNTERCLIAMANTS' MEMORANDUM OF LAW IN OPPOSITION TO MOTION FOR RULE 11 SANCTIONS**

October 12, 2017

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Counterclaimants Milad Oskouie ("Mr. Oskouie"), Osko M Ltd ("OML") and Platinum Avenue Holdings Pty, Ltd. ("Platinum," collectively with Mr. Oskouie and OML, "Defendants"), by their attorneys, Lewis & Lin LLC, hereby submit this Memorandum of Law in opposition to counter defendants BMaddox Enterprises, LLC ("BME") and Brandon Lane Maddox's ("Maddox's," and collectively with BME, "Counter Defendants'") Motion for Rule 11 Sanctions.

## PRELIMINARY STATEMENT

The instant Motion for Rule 11 Sanctions is so baseless and frivolous that the filing of same warrants the type of Rule 11 sanctions that Counter Defendants actually seek against Counterclaimants. Counter Defendants' main gripe is that Counterclaimants have simply shown up to dispute the spurious allegations against them, and hired competent counsel to do so. There are no factual "inconsistencies," nor factual contentions that lack evidentiary support, nor "frivolous" legal arguments in any pleading or paper signed by Counterclaimants' counsel.

To that point, the time for counsel for Counterclaimants to investigate both Counter Defendants' allegations *and* Counterclaimants' claims was **only two weeks** from when we were retained on June 14, 2017 until we had to file a comprehensive brief and supporting declaration with exhibits in opposition to the Motion for a Preliminary Injunction, and **less than a month and a half** from our retention until we had to file a well-pled and thorough counterclaim, motion for a temporary restraining order, with supporting exhibits. By contrast, counsel for Counter Defendants first filed this action under seal on March 15, 2017 and then have had months of third party discovery before we were even retained. That is not to say that by virtue of this headstart that the arguments of counsel for Counter Defendants are better, but as explained in detail in the

Declaration of Justin Mercer ("Mercer Decl.") submitted herewith, we certainly conducted a reasonable and competent inquiry under the circumstances.

Counter Defendants' entire argument for rampant falsity supposedly spewing from Mr. Oskouie's declarations and verified pleadings is that Mr. Maddox came to court first, and his version of the facts are superior. Then Counter Defendants' go on to accuse the undersigned counsel of failing to conduct a reasonable inquiry into the factual allegations, because we have not pledged allegiance to Mr. Maddox's thinly-pled version of the events. If that was the standard for sanctions on a pre-answer, pre-discovery Rule 11 motion, then every litigant and lawyer would be subject sanctions before walking in to the Courthouse. Notwithstanding the limited amount of time we had to investigate the factual claims that underpin the Complaint *and* Counterclaims, we did not just take our clients' word for it that they did not copy BME's guidebook or website and that the images supposedly representing that "copying" in the Complaint were not Platinum's real website—we made them prove it by showing us evidence. Based on our time-limited review of the evidence, as detailed in the Mercer Decl., Mr. Oskouie's version of the events seemed reasonable, if not plausible. In short, sanctions regarding the evidentiary support for Counterclaimants' arguments are improper and meritless.

However, Counter Defendants made no secret why they really wanted to move for sanctions now: to avoid having to answer to the well-pled Counterclaims. Counter Defendants seek in this Rule 11 Motion, as well as in their Motion to Dismiss, to have *all* of the Counterclaims dismissed, when they know that their arguments against most of those claims, at this stage of the proceeding, had absolutely no merit. Notwithstanding these deficiencies in their arguments, counsel for Counter Defendants seek to sanction us for not conducting a reasonable inquiry into the factual and legal bases of the Counterclaims. However, based on our time-

limited review of Mr. Maddox's wrongful conduct, as detailed in the Mercer Decl., each of the counterclaims have sound factual and legal bases. In sum, counsel for Counterclaimants interposed well-pled, factually supported, non-frivolous claims such that Rule 11 sanctions are unwarranted.

While Counterclaimants could predict this type of dilatory litigation tactic from Counter Defendants—given the apparent history between the parties over the past year and a half—recent events have shed light on the role of counsel for Counter Defendants in driving up the cost of this litigation: Counter Defendants' counsel have sued Mr. Oskouie personally for defamation in another forum. *See* [ECF No. 70]. While the undersigned counsel express no opinion on this highly suspect and unusual conduct from another member of the bar, it is clear that Counter Defendants' counsel have a personal animus against Mr. Oskouie. The filing of this Rule 11 Motion is no exception. For these reasons and those stated below, Counter Defendants' motion for Rule 11 sanctions should be denied in its entirety and the Counterclaimants respectfully request that the Court award them their reasonable expenses, including attorney's fees, incurred for opposing this motion.

## FACTUAL BACKGROUND

### Counterclaimants' Counsel Adequately Investigated the Allegations in the Oskouie Declaration and Memorandum of Law in Opposition to Plaintiff's Motion for a Preliminary Injunction.

Counterclaimants respectfully refer the Court to the Declaration of Justin Mercer dated October 12, 2017 ("Mercer Decl.") for a full and accurate statement as to the investigatory efforts of counsel as to what was alleged in opposition to Plaintiff's motion for a preliminary

injunction and/or in support of each of Counterclaimants' causes of action. Relevant facts are reiterated herein:

Milad Oskouie initially contacted the undersigned counsel, David Lin ("Mr. Lin") of Lewis & Lin LLC ("Lewis & Lin"), on June 12, 2017, and formally retained our firm on June 14, 2017. Mercer Decl. at ¶ 3. Prior to agreeing to represent Mr. Oskouie and Counterclaimants in the instant action, Mr. Lin and Justin Mercer ("Mr. Mercer"), investigated the defenses to the Complaint and the merits of the counterclaims, as set forth in Mr. Mercer's declaration. *See id*. Mr. Lin and Mr. Mercer are the only attorneys assigned to Counterclaimants' matter at Lewis & Lin, a four-lawyer firm that specializes in Internet and intellectual property law. *See* Mercer Decl. at ¶ 1.

As of June 12, 2017, Mr. Mercer and Mr. Lin were aware that the preliminary injunction hearing was scheduled for June 29, 2017, but continued to collect and review evidence in order to both oppose the preliminary injunction and draft possible counterclaims. Mercer Decl. at ¶ 5. Mr. Mercer, Mr. Lin or both had numerous telephone calls with Mr. Oskouie between June 14, 2017 and June 28, 2017, lasting for hours at a time, discussing Mr. Oskouie's claims that:

a. Mr. Oskouie independently created content for the website FFLTrust.com, which sold educational materials comprised of mostly public information for people seeking to get a federal firearms license ("FFL");

b. That a competitor, Mr. Maddox, had been accusing him of copyright infringement and hacking for over a year, and he responded to DMCA notices and engaged Australian counsel to dispute Mr. Maddox's claims;

c. Mr. Maddox falsified documents in connection with his various DMCA notices and submitted in this lawsuit;

d. Mr. Maddox registered miladoskouie.com and was posting derogatory/defamatory content on it;

e. Mr. Maddox sent Mr. Oskouie's parents harassing/defamatory letters;

f. Mr. Maddox falsely reported Mr. Oskouie to law enforcement officials in Australia; and

g. Mr. Maddox had been calling Mr. Oskouie a "hacker" and is trying to associate him with Islamic extremism.

*See* Mercer Decl. at ¶ 7.

At the time, Mr. Oskouie informed us that Platinum's website <FFLTrust.com> was down, and that over the course of Counter Defendants' long history of harassment, his website hosting provider and email server were subject to DDoS attacks. *See* Mercer Decl. at ¶ 8. As a result of Counter Defendants' actions in this lawsuit, once we began representing Counterclaimants, Mr. Oskouie did not have access to emails from @ffltrust.com, nor contemporaneous, live versions of his website. *See id*. Thus, Mr. Oskouie also informed us that he was not in possession of any screenshots of his website. *See* Mercer Decl. at ¶ 8.

As such, and given the circumstances, we demanded that Mr. Oskouie provide us with copies of Platinum's FFL guide to compare and evaluate the Plaintiff's claims of copyright infringement. *See* Mercer Decl. at ¶ 13. Which he did on June 23, 2017. *See id* at ¶ 14. Thereafter, anticipating that Counter Defendants would challenge the authenticity of the PDFs provided, we demanded that Mr. Oskouie provide us with an electronic copy of the WordPress™ website which hosted the existing FFL Guide in the PDFs. *See* Mercer Decl. at ¶ 16. Which he did on June 23, 2017. *See* Mercer Decl. at ¶ 16. After receipt of same, we determined that the live version on the electronic copy of the WordPress™ website and the version of a website that BME claimed was FFLTrust.com were substantially different. *See id* at ¶ 18.

Mr. Mercer also conducted various Google searches regarding FFLs, BMaddox Enterprises, Brandon Maddox, FFL123.com and FFLTrust.com to understand the basis of some of BME's conclusory allegations in the Complaint, as well as confirm Mr. Oskouie's versions of

the events. *See* Mercer Decl. at ¶ 23. On the basis of information from the Google searches and review of the documents received from Mr. Oskouie, Mr. Mercer had subsequent emails and phone calls with Mr. Oskouie to elucidate and elaborate the allegations that would form the basis of his declaration in opposition to the preliminary injunction. *See id*. Given the short period of time between our retention (June 14, 2017), the receipt of documents and information from Mr. Oskouie (between June 15 and June 26), and the date of the preliminary injunction hearing (June 29), Lewis & Lin drafted the opposition to the preliminary injunction on the basis of the information it had at the time and expected to continue to investigate Counterclaimants' possible counterclaims thereafter. *See* Mercer Decl. at ¶ 24. However, most, if not all of the documents that were used to substantiate Counterclaimants' allegations were included as exhibits to Mr. Oskouie's declaration—including screenshots from the electronic copy of Platinum's ffltrust.com website. *See id.*

On or about June 29, 2017, we received BME's reply in further support of its preliminary injunction (the "PI Reply") [ECF No. 28]. *See* Mercer Decl. at ¶ 25. On the same June 29, 2017, after returning from the hearing, Mr. Lin and Mr. Mercer had a phone call with Mr. Oskouie to discuss the additional allegations in the PI Reply. *See id.* Thereafter, Mr. Lin and Mr. Mercer specifically investigated each of the claims and determined that either (i) Counterclaimants already stated their position with respect to the authenticity of BME's evidence in the Opposition and/or (ii) no response or correction was necessary. *See id.*

Prior to filing the Counterclaims on July 25, 2017, Mr. Lin and Mr. Mercer performed substantial research on Counter Defendants and attempted to corroborate Mr. Oskouie's statements that supported the counterclaims with specific evidence. *See* Mercer Decl. at ¶ 25.

Which he provided during phone calls between June 29 and July 19, 2017, as well as in documents received between July 13 and July 24, 2017. *See* Mercer Decl. at ¶¶ 35-39.

Thereafter, on July 25, 2017, a little over a month and a half after Lewis & Lin's involvement with this case, we filed the instant Counterclaims [ECF No. 32], motion for a temporary restraining order [ECF No. 33], Mr. Oskouie's declaration in support [ECF No. 34], and Mr. Lin's Declaration in Support [ECF No. 35]. *See* Mercer Decl. at ¶ 42. Less than two days later, on July 27, 2017, counsel for Counter Defendants responded in opposition to Counterclaimants' motion for a TRO, purporting to (i) assert other instances of Mr. Oskouie's "lying," which largely reiterated the claims made in the PI Reply, and (ii) dispute the case law that supported our legal positions in the motion for a TRO. *See* [ECF No. 37]; Mercer Decl. at ¶ 43. Given the fact that we had already considered and reviewed the relevant evidence that supported Mr. Oskouie's statements, and the fact that Counter Defendants' reply raised no new issues, we determined that no response or correction was necessary as to the factual allegations contained in either the Counterclaim or in Mr. Oskouie's Declaration. *See* Mercer Decl. at ¶ 44.

Finally, as to the subject of the instant Motion, on or about Saturday, August 12, 2017, at 8PM, counsel for Counter Defendants sent Lewis & Lin a letter attaching what they purported to be a proposed Rule 11 Motion ("Rule 11 Letter"). *See* [ECF No. 56-1]; Mercer Decl. at ¶ 45. The Rule 11 Letter and the "motion" reiterated, in conclusory fashion, the same assertions that Counter Defendants' counsel previously made. *See* Mercer Decl. at ¶ 45. However, given how little the Rule 11 Letter stated and our investigation detailed above, we determined that no response or correction was necessary as (i) to the factual allegations contained in the Counterclaim or (ii) to the legal causes of actions we believe supported those well-pled facts. *See*

Mercer Decl. at ¶ 46. In short, the Rule 11 Letter stated nothing new that we had not already determined was supported by demonstrative evidence, or could be substantiated by further party discovery—which to date, none has occurred. *Id.* at ¶ 47.

## ARGUMENT

### I. Rule 11 Sanctions Are Not Warranted

### A. Legal Standard

Rule 11 of the Federal Rules of Civil Procedure provides that by presenting a pleading, motion or other paper to the Court, an attorney:

> certifies that to the best of the person's knowledge, information, and belief, formed after an inquiry reasonable under the circumstances:
>
> (1) it is not being presented for any improper purpose, such as to harass, cause unnecessary delay, or needlessly increase the cost of litigation;
>
> (2) the claims, defenses, and other legal contentions are warranted by existing law or by a nonfrivolous argument for extending, modifying, or reversing existing law or for establishing new law;
>
> (3) the factual contentions have evidentiary support or, if specifically so identified, will likely have evidentiary support after a reasonable opportunity for further investigation or discovery; and
>
> (4) the denials of factual contentions are warranted on the evidence or, if specifically so identified, are reasonably based on belief or a lack of information.

*See* Fed. R. Civ. P. 11(b).

"The standard for sanctionable conduct is objective reasonableness." *Worldwide Home Prod., Inc. v. Bed, Bath & Beyond, Inc.*, 2014 WL 4899745, at *3 (S.D.N.Y. Sept. 30, 2014). "The Supreme Court has instructed courts to read Rule 11 to give effect to the Rule's central goal

of deference but cautiously in light of concerns that it will . . . chill vigorous advocacy. . . Courts therefore resolve all doubts in favor of the party against whom sanctions are sought." *Worldwide Home*, 2014 WL 4899745, at *3 (internal quotations and citations omitted).

"Under Rule 11, [s]anctions may be—but need not be—imposed when court filings are used for an improper purpose, or when claims are not supported by existing law, lack evidentiary support, or are otherwise frivolous." *GemShares, LLC v. Kinney*, 2017 WL 1092051, at *1 (S.D.N.Y. Mar. 15, 2017). "Sanctions should be imposed only where it is patently clear that a claim has absolutely no chance of success." *Abdelhamid v. Altria Grp., Inc.*, 515 F. Supp. 2d 384, 392 (S.D.N.Y. 2007). However, "[l]ack of success on a claim is not a basis for imposing sanctions." *Bank Brussels Lambert v. Credit Lyonnais (Suisse) S.A.*, 2003 WL 21355212, at *1 (S.D.N.Y. June 11, 2003).

**B. Counter Defendants' Rule 11 Motion is improper**

Here, Counter Defendants cannot legitimately point to evidence warranting sanctions. Instead, Counter Defendants grossly misconstrue the record and the dealings between the parties and do so intentionally to distort the facts and paint the Counterclaimants and their attorneys in a bad light. Moreover, Counter Defendants' Rule 11 Motion is not specific as to conduct it finds sanctionable—importantly, counsel for Counterclaimants engaged in a reasonable inquiry under the time-limited circumstances. Counter Defendants' overreaching in their motion is repetitive and presented simply as a litigation tactic to avoid having to answer for their conduct and meant to chill effective, legitimate advocacy.

*1. Rule 11 Sanctions are not warranted for a pre-answer, pre-discovery factual dispute*

"Because Rule 11 sanctions represent a drastic, extraordinary remedy, courts seldom issue them and then only as a (very) last resort. Put another way, a Rule 11 motion may not be

granted unless a particular allegation is utterly lacking in support." *Anderson News, L.L.C. v. Am. Media, Inc.*, 2013 WL 1746062, at *4 (S.D.N.Y. Apr. 23, 2013); *see also Burns v. Bank of Am.*, 2007 WL 1589437, at *10 (S.D.N.Y. June 4, 2007) ("it is premature to consider a motion for sanctions on [issues of evidentiary support for arguments] where, as here, the parties are still in the midst of discovery").

While Counter Defendants claim that Counterclaimants, or more specifically, Mr. Oskouie, made "repeated . . .factual misrepresentations" to the Court, the gravamen of their argument revolves around a factual dispute as to what is stated in the Verified Complaint and what is stated in the Verified Counterclaim.[1] To wit, Counter Defendants claim that the Verified Complaint and its exhibits are true and constitute "evidence," whereas the Verified Counterclaim is untrue because it disputes the allegations and authenticity of exhibits in the Verified Complaint. As a result, Counter Defendants accuse the undersigned counsel of failing to conduct a reasonable inquiry into the veracity of the allegations set forth in the Verified Counterclaim, simply because the Complaint says something different. While we stand by the investigation the undersigned counsel performed in advance of the subject filings, as detailed above and in the Mercer Decl., this factual dispute is not what a Rule 11 motion is for. *See Anderson News*, 2013 WL 1746062, at *4; *see also Burns*, 2007 WL 1589437, at *10.

For instance, the four main allegations that Counter Defendants have repeated over and over again and that first appear in the PI Reply were adequately considered, investigated and/or rejected. *See* Mercer Decl. at ¶¶ 27-33. Specifically, after receipt of the PI Reply, counsel for Counterclaimants specifically investigated each of the claims and determined that either (i)

[1] Counter Defendants aver that Mr. Oskouie's Declaration in Opposition to Plaintiff's Application for a Preliminary Injunction [ECF No. 27] constitutes the first instance of the alleged "lying," however the Verified Counterclaim [ECF No. 32] is nearly identical, and includes the majority of allegations that appear in Mr. Oskouie's Declaration in Support of Counterclaimants' Application for a Preliminary Injunction [ECF No. 34].

Counterclaimants already stated their position with respect to the authenticity of BME's evidence in the Opposition and/or (ii) no response or correction was necessary.

Counterdefendants "cites no evidence to conclusively establish" that Counterclaimants or counsel for Counterclaimants failed to perform "reasonable inquiry" prior to the date that the challenged pleadings were drafted, such that their claims based upon same were "objectively unreasonable" and "frivolous." *See Goldberger Co., LLC v. Uneeda Doll Co., Ltd.*, 2017 WL 3098110, at *6 (S.D.N.Y. July 21, 2017). Indeed, Counter Defendants' counsel has had the benefit of months of third party discovery. No inter-party discovery, nor third party discovery by Counterclaimants has taken place to assess and confirm the validity of claims which the evidence before counsel for Counterclaimants have a reasonable basis demonstrates are viable. See Mercer Decl. at ¶¶ 34-44. Notwithstanding Counter Defendants' vigorous opposition to the facts, Counterclaimants still maintain the objective belief that discovery would allow them to prove their claims. *See id.*

In essence, Counter Defendants want the Court to opine about the merits and substance of the preliminary injunction motion, now, rather than at trial–when they agreed to consolidate the hearing of that motion with the trial on the merits. This is an improper basis for the imposition of sanctions. In any event, their motion is insufficient on the merits.

In the limited time available to them, counsel for Counterclaimants vigorously investigated and provided evidence to support each of the allegations that Counter Defendants now oppose as false, untrue or fraudulent. *See* Mercer Decl. at ¶¶ 20-24. Indeed, Counter Defendants do not and could not argue that the versions of Counterclaimants' website that Counterclaimants admit looks like theirs (both in the Complaint and as was attached to Mr. Oskouie's declaration), look different than the examples that BME's purports support its

copyright claim. Other instances of "copying" are, in the professional opinion of Counterclaimants' counsel, nonactionable or irrelevant. *See* Mercer Decl. at ¶¶ 27-33. The balance of Mr. Oskouie's allegations are supported by *evidence* which was *included and attached*.

That Counter Defendants disagree with Counterclaimants' version of the events is what discovery is for, not the stuff of Rule 11 sanctions, and is a prime example of the improper use of Rule 11 as a tool of intimidation. Counter Defendants seem to suggest that the Court should not only accept the credibility of Mr. Maddox over the credibility of Mr. Oskouie—right now, not at trial, —but it should also sanction Counterclaimants and their attorneys for disagreeing with Mr. Maddox's version of the facts and remaining true to the integrity of Mr. Oskouie's version of the facts. No litigant is obligated to accept the opposing counsel's story of what happened for fear of being sanctioned under Rule 11. Credibility is within the exclusive province of the trier of fact, not the lawyers—by bullying a litigant and their attorneys with the threat of Rule 11 sanctions.

2. *The Counterclaims are well-pled and not frivolous, thus Rule 11 sanctions are not warranted*

Counter Defendants' challenge to the legal sufficiency of the Counterclaims teeters on being sanctionable itself. It is well-settled that a pre-answer Rule 11 motion is not a substitute for a motion to dismiss, nor the place "to test the legal sufficiency or efficacy of allegations in the pleadings, [because] other motions are available for those purposes." *See* Fed. R. Civ. P. 11 Notes of Advisory Committee on Rules—1993 Amendment; *see also E. Gluck Corporation v. Rothenhaus,* 252 F.R.D. 175, 183 (S.D.N.Y. 2008) ("[T]he [Rule 11] motion is grounded on matters that go to the merits of the parties' dispute. It implicates Gluck's subjective actions that

call for discovery to assess properly, and asserts Rothenhaus's own conclusory allegations. . . . To this extent, Rothenhaus's motion raises issues that more properly should be addressed in a Rule 12(b)(6) motion to dismiss. Thus, the relief Rothenhaus seeks in this proceeding is not only premature but entails a misuse of Rule 11 that could be especially detrimental to the parties and to judicial economy were Rothenhaus actually to file a Rule 12(b)(6) motion later on during the litigation and then essentially seek to reassert some of the same matters.").

In most regards, Counter Defendants do not actually believe the claims are frivolous. For instance, Counter Defendants argue that Counterclaims have no cause of action for declaratory judgment of non-infringement of copyright, when they have asserted a copyright infringement claim in their complaint. Even more glaringly frivolous, Counter Defendants claim that after Counterclaimants submitted *evidence as an exhibit to the Counterclaim,* including screenshots of Mr. Maddox's requests to hire hackers to "take down" Counterclaimants' competing website, that Counterclaims have no cause of action for violations of the Computer Fraud and Abuse Act because we did not also attach the extortion email containing those screenshots to the Counterclaim.

The balance of the claims in the Counterclaim, inclusive of those considered by Judge Abrams, are not frivolous. In most instances, Counter Defendants do not dispute that Counterclaimants have alleged all the necessary elements of each claim, rather Counter Defendants claim that either (i) Counterclaimants have not included *enough* documentary evidence to support those well-pled claims or (ii) Counter Defendants own "evidence," in the form of its Verified Complaint, contradicts the factual allegations in the Counterclaim and is superior to Counterclaimants' evidence. However, here, the Verified Counterclaims contain detailed allegations, and some cases *evidence*, supporting each of Counterclaimants' legal

claims. As set forth in detail in Counterclaimants' Memorandum of Law in Opposition to Counter Defendants' Motion to Dismiss [ECF No. 71], there is more than a sufficient basis to plausibly infer that all the Counterclaims are not only not frivolous, but are ultimately meritorious.

Finally, although Judge Abrams was not persuaded by some of the Counterclaimants' evidence in support of their request for a TRO, she indicated that the inclusion of Mr. Oskouie's passport number was a "close[] issue" only rendered "moot" at the preliminary injunction stage because Counter Defendants voluntarily removed it (*see* 7/29/2017 Hearing Transcript at 3:19 and 8:1-2). Counsel's arguments were not frivolous. As such, Rule 11 sanctions are not warranted as to the claims in the Counterclaims.

## CONCLUSION

Based on the foregoing, Counterclaimants respectfully request that the Court deny the Counter Defendants' motion for Rule 11 sanctions in its entirety, award Counterclaimants' the reasonable expenses, including attorney's fees, incurred for opposing this motion, and grant such other and further relief as the Court deems proper and just.

DATED this 12th day of October 2017,

Respectfully Submitted:

LEWIS & LIN, LLC

By: */s/ Justin Mercer*
David D. Lin, Esq.
Justin Mercer, Esq.

*Attorneys for Counterclaimants*