

C O P Y

1 WILSON TURNER KOSMO LLP
2 FREDERICK W. KOSMO, JR. (138036)
3 CHRISTIAN S. SCOTT (200218)
4 550 West C Street, Suite 1050
5 San Diego, California 92101
6 Telephone: (619) 236-9600
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9 E-mail: cscott@wilsonturnerkosmo.com

10 Attorneys for Defendant
11 MICROSOFT LICENSING, GP

12 UNITED STATES DISTRICT COURT
13 CENTRAL DISTRICT OF CALIFORNIA
14 WESTERN DIVISION

2010 JAN 19 AM 10:53
CLERK U.S. DISTRICT COURT
CENTRAL DIST. OF CALIF.
LOS ANGELES

FILED

15 EQUITABLE TRANSITIONS, INC., as
16 Assignee for the Benefit of Creditors of
17 Brash Entertainment Holdings, LLC, fka,
18 Brash Entertainment, LLC, a California
19 limited liability company,

20 Plaintiff,

21 v.

22 MICROSOFT LICENSING, GP, and
23 DOES 1-10, inclusive,

24 Defendants.

CV10 0353 RSWL (CTX)
Case No.

NOTICE OF REMOVAL OF
ACTION UNDER 28 U.S.C.
§ 1441(a) (DIVERSITY)

Complaint Filed: November 13, 2009

Removal Filed: January 19, 2010

25 TO THE CLERK OF THE ABOVE-ENTITLED COURT:

26 PLEASE TAKE NOTICE that, pursuant to 28 U.S.C. § 1441(a), Defendant
27 MICROSOFT LICENSING, GP hereby removes this action from the Superior Court
28 of the State of California, County of Los Angeles, to the United States District Court
for the Central District of California, and sets forth in support of its Notice of
Removal of Action the following:

1. On November 13, 2009, an action was commenced in the Superior Court
of the State of California, County of Los Angeles, entitled *Equitable Transitions, Inc.*

1 v. *Microsoft Licensing, GP and Does 1-10*, Case No. BC425977 by the filing of a
2 Complaint, a true and correct copy of which is attached hereto as Exhibit A.

3 2. Service of the Summons and Complaint was effected on Microsoft
4 Licensing, GP through personal service, executed on December 21, 2009, a true and
5 correct copy of which is attached hereto as Exhibit B.

6 3. Microsoft Licensing, GP is informed and believes that Plaintiff Equitable
7 Transitions, Inc., as Assignee for the Benefit of Creditors of Brash Entertainment
8 Holdings, LLC, fka, Brash Entertainment, LLC ("ETI") was, at the commencement of
9 this action in state court, and still is, a citizen of the State of California.

10 4. Microsoft Licensing, GP is informed and believes that Brash
11 Entertainment Holdings, LLC fka Brash Entertainment, LLC ("Brash") was, at the
12 commencement of this action in state court, and still is, a citizen of the State of
13 Delaware with its primary place of business in Los Angeles, California.

14 5. The Complaint alleges the following two causes of action against
15 Defendant: (1) Recovery of Preferential Transfers Pursuant to California Code of
16 Civil Procedure § 1800; and (2) Recovery of Constructive Fraudulent Transfers
17 Pursuant to California Civil Code § 3439 et seq.

18 6. Microsoft Licensing, GP was, at the commencement of this action in state
19 court, and is, a general partnership duly organized and existing under the laws of the
20 State of Nevada with its principal place of business in Reno, Nevada. Microsoft
21 Licensing, GP was not, and is not, a citizen of the State of California. Therefore,
22 Defendant Microsoft Licensing, GP is not a California citizen or resident for diversity
23 purposes. Microsoft Licensing, GP has two partners: Microsoft Management LLC
24 and Microsoft Corporation.

25 7. Microsoft Management LLC was, at the commencement of this action in
26 state court, and is, a limited liability company duly organized and existing under the
27 laws of the State of Nevada with its principal place of business in Reno, Nevada.
28 Microsoft Management LLC was not, and is not, a citizen of the State of California.

1 Therefore, Microsoft Management LLC is not a California citizen or resident for
2 diversity purposes. Microsoft Management LLC's sole member is Microsoft
3 Corporation.

4 8. Microsoft Corporation was, at the commencement of this action in state
5 court, and is, a corporation duly organized and existing under the laws of the State of
6 Washington with its principal place of business in Redmond, Washington. Microsoft
7 Corporation was not, and is not, a citizen of the State of California. Therefore,
8 Microsoft Corporation is not a California citizen or resident for diversity purposes.

9 9. The Complaint names Defendants Does 1 through 10. Pursuant to 28
10 U.S.C. § 1441(a), the citizenship of these defendants is disregarded. As a result,
11 complete diversity exists between the parties.

12 10. This is a civil action over which this Court has original jurisdiction under
13 the provisions of 28 U.S.C. § 1332, and may be removed to this Court by the
14 Defendant Microsoft Licensing, GP pursuant to the provisions of 28 U.S.C. § 1441(a)
15 because it is a civil action between citizens of different states and the matter in
16 controversy herein exceeds the sum or value of Seventy-Five Thousand Dollars
17 (\$75,000.00), exclusive of interest and costs.

18 11. Defendant is informed and believes from the face of the Complaint that
19 the amount in controversy in this action exceeds \$75,000, exclusive of interest and
20 costs. Plaintiff ETI alleges that it is an assignee for the benefit of creditors of Brash in
21 that "Preferential Transfers from Brash's account to Defendant enabled Defendant to
22 receive more than another creditor of the same class." (Exhibit A at ¶¶ 1, 13.)
23 Plaintiff ETI has also alleged that "in the four years preceding the Assignment, Brash
24 transferred to Defendant" Fraudulent Transfers pursuant to California Code of Civil
25 Procedure § 3439 et seq. (Exhibit A at ¶¶ 16, 20.)

26 12. This Notice of Removal is being filed within thirty (30) days after service
27 of Plaintiff's Summons and Complaint in this action was effected upon Defendant
28 and, therefore, is timely filed under 28 U.S.C. § 1446(b).

1 13. This Notice of Removal is being filed within one (1) year of the
2 commencement of this action and therefore is timely filed under 28 U.S.C. § 1446(b).

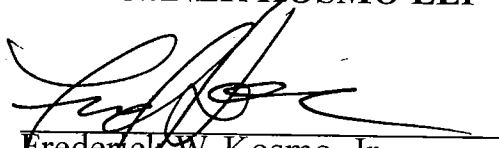
3 14. Removal to this Court is proper as the Superior Court of the State of
4 California, County of Los Angeles where this action was originally filed, is located
5 within this district.

6 15. True and correct copies of all other pleadings and orders on file in the
7 state court in this action are attached as Exhibit C. To the best of Microsoft Licensing,
8 GP's knowledge, Exhibits A through C constitute all of the process, pleadings and
9 orders served upon Defendant at the time of this removal.

10 16. Counsel for Defendant certifies that it will file a copy of this Notice of
11 Removal with the Clerk of the Superior Court of the State of California, County of
12 Los Angeles, and give notice of same to counsel for Plaintiff.

13
14 Dated: January 19, 2010

WILSON TURNER KOSMO LLP

15
16 By: 
17 Frederick W. Kosmo, Jr.
18 Christian S. Scott
19 E-mail: fkosmo@wilsonturnerkosmo.com
20 E-mail: cscott@wilsonturnerkosmo.com
21 Attorneys for Defendant
22 MICROSOFT LICENSING, GP
23
24
25
26
27
28

SUMMONS ORIGINAL
(CITACION JUDICIAL)

SUM-100

NOTICE TO DEFENDANT: Microsoft Licensing, GP, and
(**AVISO AL DEMANDADO:**) DOES 1-10, inclusive

FOR COURT USE ONLY
(SOLO PARA USO DE LA CORTE)

FILED
LOS ANGELES SUPERIOR COURT

NOV 13 2009

JOHN A. CLARKE, CLERK
[Signature]
BY MARY GARCIA, DEPUTY

YOU ARE BEING SUED BY PLAINTIFF: Equitable Transitions,
(**LO ESTÁ DEMANDANDO EL DEMANDANTE:**) Inc., as Assignee
for the Benefit of Creditors of Brash Entertainment
Holdings, LLC, fka, Brash Entertainment, LLC

NOTICE! You have been sued. The court may decide against you without your being heard unless you respond within 30 days. Read the information below.

You have 30 CALENDAR DAYS after this summons and legal papers are served on you to file a written response at this court and have a copy served on the plaintiff. A letter or phone call will not protect you. Your written response must be in proper legal form if you want the court to hear your case. There may be a court form that you can use for your response. You can find these court forms and more information at the California Courts Online Self-Help Center (www.courtinfo.ca.gov/selfhelp), your county law library, or the courthouse nearest you. If you cannot pay the filing fee, ask the court clerk for a fee waiver form. If you do not file your response on time, you may lose the case by default, and your wages, money, and property may be taken without further warning from the court.

There are other legal requirements. You may want to call an attorney right away. If you do not know an attorney, you may want to call an attorney referral service. If you cannot afford an attorney, you may be eligible for free legal services from a nonprofit legal services program. You can locate these nonprofit groups at the California Legal Services Web site (www.lawhelpcalifornia.org), the California Courts Online Self-Help Center (www.courtinfo.ca.gov/selfhelp), or by contacting your local court or county bar association. **NOTE:** The court has a statutory lien for waived fees and costs on any settlement or arbitration award of \$10,000 or more in a civil case. The court's lien must be paid before the court will dismiss the case. **¡AVISO!** Lo han demandado. Si no responde dentro de 30 días, la corte puede decidir en su contra sin escuchar su versión. Lea la información a continuación.

Tiene 30 DÍAS DE CALENDARIO después de que le entreguen esta citación y papeles legales para presentar una respuesta por escrito en esta corte y hacer que se entregue una copia al demandante. Una carta o una llamada telefónica no lo protegen. Su respuesta por escrito tiene que estar en formato legal correcto si desea que procesen su caso en la corte. Es posible que haya un formulario que usted pueda usar para su respuesta. Puede encontrar estos formularios de la corte y más información en el Centro de Ayuda de las Cortes de California (www.sucorte.ca.gov), en la biblioteca de leyes de su condado o en la corte que le quede más cerca. Si no puede pagar la cuota de presentación, pida al secretario de la corte que le dé un formulario de exención de pago de cuotas. Si no presenta su respuesta a tiempo, puede perder el caso por incumplimiento y la corte le podrá quitar su sueldo, dinero y bienes sin más advertencia.

Hay otros requisitos legales. Es recomendable que llame a un abogado inmediatamente. Si no conoce a un abogado, puede llamar a un servicio de remisión a abogados. Si no puede pagar a un abogado, es posible que cumpla con los requisitos para obtener servicios legales gratuitos de un programa de servicios legales sin fines de lucro. Puede encontrar estos grupos sin fines de lucro en el sitio web de California Legal Services, (www.lawhelpcalifornia.org), en el Centro de Ayuda de las Cortes de California, (www.sucorte.ca.gov) o poniéndose en contacto con la corte o el colegio de abogados locales. **AVISO:** Por ley, la corte tiene derecho a reclamar las cuotas y los costos exentos por imponer un gravamen sobre cualquier recuperación de \$10,000 ó más de valor recibida mediante un acuerdo o una concesión de arbitraje en un caso de derecho civil. Tiene que pagar el gravamen de la corte antes de que la corte pueda desechar el caso.

The name and address of the court is:
(El nombre y dirección de la corte es):
Los Angeles Superior Court
111 N. Hill Street

CASE NUMBER:
(Número del Caso):

BC 425977

Los Angeles, CA 90012

The name, address, and telephone number of plaintiff's attorney, or plaintiff without an attorney, is:

(El nombre, la dirección y el número de teléfono del abogado del demandante, o del demandante que no tiene abogado, es):
Louis H. Altman (562) 435-3456

HABERBUSH & ASSOCIATES, LLP
444 West Ocean Boulevard
Long Beach, CA 90802

DATE:
(Fecha)

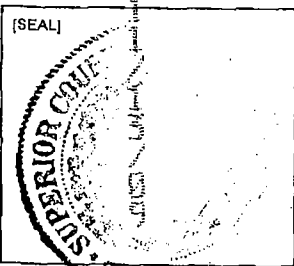
JOHN A. CLARKE, CLERK
[Signature]
(Secretario)

Deputy
(Adjunto)

(For proof of service of this summons, use Proof of Service of Summons (form POS-010).)

(Para prueba de entrega de esta citación use el formulario Proof of Service of Summons, (POS-010).)

M. GARCIA



NOTICE TO THE PERSON SERVED: You are served

- as an individual defendant.
- as the person sued under the fictitious name of (specify):
- on behalf of (specify):
under: CCP 416.10 (corporation) CCP 416.60 (minor)
 CCP 416.20 (defunct corporation) CCP 416.70 (conservatee)
 CCP 416.40 (association or partnership) CCP 416.90 (authorized person)
 other (specify):
- by personal delivery on (date):

FILED
LOS ANGELES SUPERIOR COURT

NOV 13 2009

JOHN A. CLARKE, CLERK
BY MARY GARCIA, DEPUTY

Aboliz 90028

1 HABERBUSH & ASSOCIATES, LLP
2 LOUIS H. ALTMAN, ESQ., SBN 161070
3 LAltman@LBinsolvency.com
4 ROBERT BRAYER, ESQ., SBN 222092
5 444 West Ocean Boulevard, Suite 1400
6 Long Beach, CA 90802
7 Telephone: (562) 435-3456
8 Facsimile: (562) 435-6335

9 Attorneys for Equitable Transitions, Inc., as
10 Assignee for the Benefit of Creditors of Brash
11 Entertainment Holdings, LLC, fka, Brash
12 Entertainment, LLC

13 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**
14 **FOR THE COUNTY OF LOS ANGELES**

15 **EQUITABLE TRANSITIONS, INC., as**
16 **Assignee for the Benefit of Creditors of Brash**
17 **Entertainment Holdings, LLC, fka, Brash**
18 **Entertainment, LLC, a California limited**
19 **liability company,**

20 Plaintiff,

21 v.

22 **MICROSOFT LICENSING, GP, and DOES 1-**
23 **10, inclusive,**

24 Defendants.

Case No.

BC 425977

Assigned to

COMPLAINT TO AVOID AND TO RECOVER (1) PREFERENTIAL TRANSFERS OF PROPERTY PURSUANT TO CALIFORNIA CODE OF CIVIL PROCEDURE § 1800 AND (2) CONSTRUCTIVE FRAUDULENT TRANSFERS PURSUANT TO CALIFORNIA CIVIL CODE § 3439

[Amount Demanded Exceeds \$25,000.00]:

25 Plaintiff Equitable Transitions, Inc., as Assignee for the Benefit of Creditors of Brash
26 Entertainment Holdings, LLC, fka, Brash Entertainment, LLC, alleges as follows:

27 **PARTIES**

- 28 1. Equitable Transitions, Inc. ("ETI") is a California corporation qualified to do business in the state of California, with its primary place of business in Long Beach, California.
- 29 2. Brash Entertainment Holdings, LLC, fka, Brash Entertainment, LLC ("Brash") was, at all relevant periods, a Delaware limited liability company qualified to do business in the state of California, with its primary place of business in Los Angeles, California.

COMPLAINT

HABERBUSH & ASSOCIATES, LLP
ATTORNEYS AT LAW
444 WEST OCEAN BOULEVARD, SUITE 1400
LONG BEACH, CA 90802

D-55
Aboliz
H. Altmann

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 ORIGINAL

POS-010

ATTORNEY OR PARTY WITHOUT ATTORNEY LOUIS H. ALTMAN SBN 161070 HABERBUSH & ASSOCIATES, LLP 444 W. OCEAN BLVD. SUITE 1400 LONG BEACH CA 90802 562-435-3456	FILED FOR COURT USE ONLY LOS ANGELES SUPERIOR COURT DEC 31 2009 JOHN A. CLARKE, CLERK BY RAUL SANCHEZ, DEPUTY
ATTORNEY FOR: PLANTIFF LOS ANGELES SUPERIOR CRT, LOS ANGELES CENTRAL DISTRICT-STANLEY MOSK 111 N. HILL STREET LOS ANGELES, CA. 90012	
PLAINTIFF/PETITIONER: EQUITABLE TRANSITIONS DEPENDANT/RESPONDENT: MICROSOFT LENDING	CASE NUMBER: BC425977
PROOF OF SERVICE OF SUMMONS	RRP NO. OR FILE NO.: 959733/ET

1. At the time of service I was at least 18 years of age and not a party to this action.

2. I served copies of the:

SUMMONS AND COMPLAINT
NOTICE OF CASE ASSIGNMENT
ALTERNATIVE DISPUTE RESOLUTION
INFORMATION PACKAGE
CIVIL CASE COVER SHEET
CIVIL CASE COVER SHEET ADDENDUM
AND STATEMENT OF LOCATION

3. a. Party served:

MICROSOFT LICENSING, GP

b. Person served:

MARISSA JUDKINS

Title:

MAILROOM CLERK (AUTHORIZED TO ACCEPT)

4. Address where party was served:

6100 NEIL ROAD
SUITE 100
RENO NV 89511

5. I served the party

a. BY PERSONAL SERVICE. I personally delivered the documents listed in item 2 to the party or person authorized to receive service

PLAINTIFF/PETITIONER:	EQUITABLE TRANSITIONS	CASE NUMBER:
DEFENDANT/RESPONDENT:	MICROSOFT LENDING	BC425977

of process for the party
(1) ON: 12/21/09 (2) AT: 03:00 PM

6 The "Notice to the Person Served" was completed as follows:
on behalf of: MICROSOFT LICENSING, GP

under CCP 415.95 (Business entity, form unknown)

7. Person who served papers

- a. Name: JAMES DODD
- b. Address: P.O. 91985 LONG BEACH, CA 90809
- c. Telephone Number: 562/595-1337
- d. The fee for service was: 150.00
- e. I am;

- (3) registered California process server:
 - (i) Employee or independent contractor.
 - (ii) Registration No.: 322 Expires:
 - (iii) County: STATE OF NV.

8. I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

12/22/09

JAMES DODD

James Dodd

SIGNAL ATTORNEY SERVICE, INC., LOS ANGELES CO. RBQ# 494, EX#1785

CALIFORNIA ALL-PURPOSE CERTIFICATE OF ACKNOWLEDGMENT

State of NEVADA

County of WASHOE

On 12/22/09 before me, Johnno Lazetich
(Here insert name and title of the officer)

personally appeared Scott Dodd

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature of Notary Public

(Notary Seal)

ADDITIONAL OPTIONAL INFORMATION

DESCRIPTION OF THE ATTACHED DOCUMENT

(Title or description of attached document)

(Title or description of attached document continued)

Number of Pages _____ Document Date _____

(Additional information)

CAPACITY CLAIMED BY THE SIGNER

- Individual (s)
 Corporate Officer _____
(Title)
 Partner(s)
 Attorney-in-Fact
 Trustee(s)
 Other _____

INSTRUCTIONS FOR COMPLETING THIS FORM

Any acknowledgment completed in California must contain verbiage exactly as appears above in the notary section or a separate acknowledgment form must be properly completed and attached to that document. The only exception is if a document is to be recorded outside of California. In such instances, any alternative acknowledgment verbiage as may be printed on such a document so long as the verbiage does not require the notary to do something that is illegal for a notary in California (i.e. certifying the authorized capacity of the signer). Please check the document carefully for proper notarial wording and attach this form if required.

- State and County information must be the State and County where the document signer(s) personally appeared before the notary public for acknowledgment.
- Date of notarization must be the date that the signer(s) personally appeared which must also be the same date the acknowledgment is completed.
- The notary public must print his or her name as it appears within his or her commission followed by a comma and then your title (notary public).
- Print the name(s) of document signer(s) who personally appear at the time of notarization.
- Indicate the correct singular or plural forms by crossing off incorrect forms (i.e. he/she/they- is /are) or circling the correct forms. Failure to correctly indicate this information may lead to rejection of document recording.
- The notary seal impression must be clear and photographically reproducible. Impression must not cover text or lines. If seal impression smudges, re-seal if a sufficient area permits, otherwise complete a different acknowledgment form.
- Signature of the notary public must match the signature on file with the office of the county clerk.
 - ❖ Additional information is not required but could help to ensure this acknowledgment is not misused or attached to a different document.
 - ❖ Indicate title or type of attached document, number of pages and date.
 - ❖ Indicate the capacity claimed by the signer. If the claimed capacity is a corporate officer, indicate the title (i.e. CEO, CFO, Secretary).
- Securely attach this document to the signed document

1 WILSON TURNER KOSMO LLP
2 FREDERICK W. KOSMO, JR. (138036)
3 CHRISTIAN S. SCOTT (200218)
4 550 West C Street, Suite 1050
5 San Diego, California 92101
6 Telephone: (619) 236-9600
7 Facsimile: (619) 236-9669

CONFORMED COPY
OF ORIGINAL FILED
Los Angeles Superior Court

JAN 15 2010

5 Attorneys for Defendant
6 MICROSOFT LICENSING, GP

John A. Clarke, Executive Officer/Clerk
By A.E. LaFleur-Clayton, Deputy

8 SUPERIOR COURT OF THE STATE OF CALIFORNIA
9 COUNTY OF LOS ANGELES

11 EQUITABLE TRANSITIONS, INC., as
12 Assignee for the Benefit of Creditors of Brash
13 Entertainment Holdings, LLC, fka, Brash
14 Entertainment, LLC, a California limited liability
15 company,
16 Plaintiff,
17 v.
18 MICROSOFT LICENSING, GP, and DOES 1-
19 10, inclusive,
20 Defendants.

Case No. BC425977

**DEFENDANT MICROSOFT
LICENSING, GP'S ANSWER TO
PLAINTIFF'S UNVERIFIED
COMPLAINT**

Complaint Filed: November 13, 2009

Judge: Hon. Malcolm Mackey
Dept: 55
Trial Date: Not Set

VIA FAX

21 Defendant, MICROSOFT LICENSING, GP ("Defendant"), answers the unverified
22 Complaint on file herein as follows:
23 Defendant answers the unverified Complaint on file herein pursuant to California Code of
24 Civil Procedure section 431.30 by denying, generally and specifically, each, and every and all of the
25 allegations contained in the Complaint and each and every part thereof, including each and every
26 cause of action purportedly contained therein, and denies that Plaintiff has or will sustain damage in
27 the sum or sums referred to therein, or in any other sum or sums, or at all.
28 Defendant further answers the unverified Complaint on file herein and each and every
purported cause of action contained therein by denying that Plaintiff has sustained, or will sustain,

1 any damage in any sum at all by reason of the carelessness, negligence or other fault, act or omission
2 on the part of this answering Defendant, its agents, servants or employees.

3 **AFFIRMATIVE DEFENSES TO THE COMPLAINT**
4 **AND EACH ALLEGED CAUSE OF ACTION THEREOF**

5 **FIRST AFFIRMATIVE DEFENSE**

6 Defendant alleges that the subject transfers, if made, were not made with the actual intent to
7 hinder, delay or defraud any entity to which the Debtor was or became indebted to on or after the
8 date that the alleged transfers were made.

9 **SECOND AFFIRMATIVE DEFENSE**

10 Defendant alleges that as a result of the subject transfers, if made, Debtor did not receive less
11 than reasonably equivalent value in exchange for such transfers.

12 **THIRD AFFIRMATIVE DEFENSE**

13 Defendant contends that at the time the subject transfers were made, if made, Debtor was not
14 insolvent or did not become insolvent as a result of said transfers.

15 **FOURTH AFFIRMATIVE DEFENSE**

16 Defendant alleges that at the time the subject transfers were made, if made, Debtor was not
17 engaged in business or a transaction, or was not about to engage in business or a transaction, for
18 which any property remaining with the Debtor was an unreasonably small capital.

19 **FIFTH AFFIRMATIVE DEFENSE**

20 Defendant alleges that at the time the subject transfers were made, if made, Debtor did not
21 intend to incur or did not believe that it would incur debts that would be beyond the Debtor's ability
22 to pay as such debts matured.

23 **SIXTH AFFIRMATIVE DEFENSE**

24 Defendant alleges that Plaintiff's claims are barred in whole or in part because any and all
25 transfers, if made, were made in payment of a debt incurred by the Debtor in the ordinary course of
26 Debtor's business or financial affairs, or made in the ordinary course of the business or financial
27 affairs of the Debtor and Defendant and/or were made according to ordinary business terms.
28

1 FIFTEENTH AFFIRMATIVE DEFENSE

2 Defendant alleges that Plaintiff's claims are barred in whole or in part because Defendant
3 took the transfers, if any, in good faith and for a reasonably equivalent value.

4 **WHEREFORE**, this answer Defendant prays:

- 5 1. That Plaintiff take nothing by its Complaint;
- 6 2. For costs of suit;
- 7 3. For such attorney's fees as may be allowed by law; and
- 8 4. For such other and further relief as the court deems just and proper.
- 9

10 Dated: January 15, 2010

11 **WILSON TURNER KOSMO LLP**

12 By: 

13 Frederick W. Kosmo, Jr.
14 Christian S. Scott
15 Attorneys for Defendant
16 MICROSOFT LICENSING, GP

1 WILSON TURNER KOSMO LLP
FREDERICK W. KOSMO, JR. (138036)
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550 West C Street, Suite 1050
3 San Diego, California 92101
Telephone: (619) 236-9600
4 Facsimile: (619) 236-9669
5 Attorneys for Defendant
MICROSOFT LICENSING, GP
6

CONFORMED COPY
OF ORIGINAL FILED
Los Angeles Superior Court

JAN 15 2010

John A. Clarke, Executive Officer/Clerk
By A.E. LaFleur-Clayton, Deputy
A.E. LaFLEUR-CLAYTON

7
8 SUPERIOR COURT OF THE STATE OF CALIFORNIA
9 COUNTY OF LOS ANGELES
10

11 EQUITABLE TRANSITIONS, INC., as
Assignee for the Benefit of Creditors of Brash
12 Entertainment Holdings, LLC, fka, Brash
Entertainment, LLC, a California limited liability
13 company,
14 Plaintiff,
15 v.
16 MICROSOFT LICENSING, GP, and DOES 1-
10, inclusive,
17 Defendants.
18

Case No. BC425977
DECLARATION OF SERVICE
Complaint Filed: November 13, 2009
Judge: Hon. Malcolm Mackey
Dept: 55
Trial Date: Not Set

VIA FAX

19 I, the undersigned, declare as follows:
20

21 I am employed with the law firm of WILSON TURNER KOSMO LLP, whose address is 550
West C Street, Suite 1050, San Diego, California 92101. I am readily familiar with the business
22 practices of this office for collection and processing of correspondence for mailing with the United
States Postal Service; I am over the age of eighteen and I am not a party to this action.

23 On January 15, 2010, I served the following documents, bearing the titles:

24 DEFENDANT MICROSOFT LICENSING, GP'S ANSWER TO PLAINTIFF'S
25 UNVERIFIED COMPLAINT

26 [X] by placing [] the original [X] a true copy thereof enclosed in a sealed envelope(s) addressed
as follows:
27
28

1 Louis H. Altman, Esq.
2 Robert Brayer, Esq.
3 HABERBUSH & ASSOCIATES, LLP
4 444 West Ocean Boulevard, Ste. 1400
5 Long Beach, CA 90802
6 (562) 435-3456
7 Fax (562) 435-6335
8 *(Attorneys for Plaintiff)*

9 (By **MAIL SERVICE**) I placed such envelopes for collection and mailing on this date
10 following ordinary business practices.

11 (By **PERSONAL SERVICE**) I delivered such envelope by hand to the office of the
12 addressee.

13 (By **FACSIMILE**) I transmitted the documents by facsimile machine, pursuant to California
14 Rules of Court, Rule 2006. The facsimile machine I used complied with Rule 2003 and no
15 error was reported by the machine. Pursuant to Rule 2006, I caused the machine to print a
16 transmission record of the transmission, a copy of which is attached to this declaration.

17 (By **FEDERAL EXPRESS – NEXT DAY DELIVERY**) I caused to be delivered such
18 envelope by hand to the office of the addressee.

19 (State) I declare under penalty of perjury under the laws of the State of California that the
20 foregoing is true and correct.

21 (Federal) I declare that I am employed by the office of a member of the bar of this court at
22 whose direction the service was made.

23 Executed on January 15, 2010 at San Diego, California.

24 
25 _____
26 SUSAN LANTER

NOTICE SENT TO:

Altman, Louis H., Esq.
Haberbush & Associates, LLP
444 West Ocean Boulevard, Suite 1400
Long Beach CA 90802

DEC 31 2009

JOHN A. CLARKE, CLERK
R. Gomez
BY LETICIA GOMEZ, DEPUTY

SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES

EQUITABLE TRANSITIONS INC

Plaintiff(s),

CASE NUMBER

BC425977

VS.

MICROSOFT LICENSING GP

Defendant(s).

**NOTICE OF CASE
MANAGEMENT CONFERENCE**

TO THE PLAINTIFF(S)/ATTORNEY(S) FOR PLAINTIFF(S) OF RECORD:

You are ordered to serve this notice of hearing on all parties/attorneys of record forthwith, and meet and confer with all parties/attorneys of record about the matters to be discussed no later than 30 days before the Case Management Conference.

Your Case Management Conference has been scheduled for February 23, 2010 at 8:30 am in Dept. 55 at 111 N. Hill Street, Los Angeles, California 90012.

Pursuant to California Rules of Court, 3.720-3.730, a completed Case Management Statement (Judicial Council form # CM-110) must be filed at least 15 calendar days prior to the Case Management Conference. The Case Management Statement may be filed jointly by all parties/attorneys of record or individually by each party/attorney of record. You must be familiar with the case and be fully prepared to participate effectively in the Case Management Conference.

At the Case Management Conference, the Court may make pretrial orders including the following, but not limited to, an order establishing a discovery schedule; an order referring the case to Alternative Dispute Resolution (ADR); an order reclassifying the case; an order dismissing fictitious/unnamed defendants; an order setting subsequent conference and the trial date; or other orders to achieve the goals of the Trial Court Delay Reduction Act (GC 68600 et seq.)

Notice is hereby given that if you do not file the Case Management Statement or appear and effectively participate at the Case Management Conference, the Court may impose sanctions pursuant to LASC Local Rule 7.13, CCP Sections 177.5, 575.2, 583.150, 583.360 and 583.410, GC Section 68608 (b), and California Rules of Court 2.2 et seq.

Date: December 31, 2009

Malcolm Mackey
MALCOLM MACKAY
Judicial Officer

CERTIFICATE OF SERVICE

I, the below named Executive Officer/Clerk of the above-entitled court, do hereby certify that I am not a party to the cause herein, and that on this date I served the Notice of Case Management Conference upon each party or counsel named above:

by depositing in the United States mail at the courthouse in Los Angeles, California, one copy of the original filed herein in a separate sealed envelope to each address as shown above with postage thereon fully prepaid.

by personally giving the party notice upon filing the complaint.

Date: December 31, 2009

John A. Clarke, Executive Officer/Clerk
by *R. Gomez* Deputy Clerk

ATTORNEY OR PARTY WITHOUT ATTORNEY (Name, State Bar number, and address):
Louis H. Altman
HABERBUSH & ASSOCIATES, LLP
444 West Ocean Boulevard
Suite 1400
Long Beach, CA 90802
TELEPHONE NO.: FAX NO.: (562) 435-3456
ATTORNEY FOR (Name): Equitable Transitions, Inc.

FOR COURT USE ONLY
FILED
LOS ANGELES SUPERIOR COURT
NOV 13 2009
JOHN A. CLARKE, CLERK
BY MARY GARCIA, DEPUTY

SUPERIOR COURT OF CALIFORNIA, COUNTY OF Los Angeles
STREET ADDRESS 111 N. Hill Street
MAILING ADDRESS
CITY AND ZIP CODE Los Angeles, CA 90012
BRANCH NAME: Central

CASE NAME: Equitable Transitions v. Microsoft Licensing, GP

CIVIL CASE COVER SHEET
 Unlimited (Amount demanded exceeds \$25,000) Limited (Amount demanded is \$25,000 or less)

Complex Case Designation
 Counter Joinder
Filed with first appearance by defendant (Cal. Rules of Court, rule 3.402)

CASE NUMBER: BC 425977
JUDGE:
DEPT:

Items 1-6 below must be completed (see instructions on page 2).

- 1. Check one box below for the case type that best describes this case:
Auto Tort: Auto (22), Uninsured motorist (46)
Other PI/PD/WD (Personal Injury/Property Damage/Wrongful Death) Tort: Asbestos (04), Product liability (24), Medical malpractice (45), Other PI/PD/WD (23)
Non-PI/PD/WD (Other) Tort: Business tort/unfair business practice (07), Civil rights (08), Defamation (13), Fraud (16), Intellectual property (19), Professional negligence (25), Other non-PI/PD/WD tort (35)
Employment: Wrongful termination (36), Other employment (15)
Contract: Breach of contract/warranty (06), Rule 3.740 collections (09), Other collections (09), Insurance coverage (18), Other contract (37)
Real Property: Eminent domain/Inverse condemnation (14), Wrongful eviction (33), Other real property (26)
Unlawful Detainer: Commercial (31), Residential (32), Drugs (38)
Judicial Review: Asset forfeiture (05), Petition re: arbitration award (11), Writ of mandate (02), Other judicial review (39)
Provisionally Complex Civil Litigation (Cal. Rules of Court, rules 3.400-3.403): Antitrust/Trade regulation (03), Construction defect (10), Mass tort (40), Securities litigation (28), Environmental/Toxic tort (30), Insurance coverage claims arising from the above listed provisionally complex case types (41)
Enforcement of Judgment: Enforcement of judgment (20)
Miscellaneous Civil Complaint: RICO (27), Other complaint (not specified above) (42)
Miscellaneous Civil Petition: Partnership and corporate governance (21), Other petition (not specified above) (43)

- 2. This case is is not complex under rule 3.400 of the California Rules of Court. If the case is complex, mark the factors requiring exceptional judicial management:
a. Large number of separately represented parties d. Large number of witnesses
b. Extensive motion practice raising difficult or novel issues that will be time-consuming to resolve e. Coordination with related actions pending in one or more courts in other counties, states, or countries, or in a federal court
c. Substantial amount of documentary evidence f. Substantial postjudgment judicial supervision

3. Remedies sought (check all that apply): a. monetary b. nonmonetary; declaratory or injunctive relief c. punitive

4. Number of causes of action (specify): 2

5. This case is is not a class action suit.

6. If there are any known related cases, file and serve a notice of related case. (You may use form CM-015.)

Date: November 13, 2009
Louis H. Altman (TYPE OR PRINT NAME) [Signature] (SIGNATURE OF PARTY OR ATTORNEY FOR PARTY)

NOTICE
• Plaintiff must file this cover sheet with the first paper filed in the action or proceeding (except small claims cases or cases filed under the Probate Code, Family Code, or Welfare and Institutions Code). (Cal. Rules of Court, rule 3.220.) Failure to file may result in sanctions.
• File this cover sheet in addition to any cover sheet required by local court rule.
• If this case is complex under rule 3.400 et seq. of the California Rules of Court, you must serve a copy of this cover sheet on all other parties to the action or proceeding.
• Unless this is a collections case under rule 3.740 or a complex case, this cover sheet will be used for statistical purposes only.

INSTRUCTIONS ON HOW TO COMPLETE THE COVER SHEET

CM-010

To Plaintiffs and Others Filing First Papers. If you are filing a first paper (for example, a complaint) in a civil case, you must complete and file, along with your first paper, the *Civil Case Cover Sheet* contained on page 1. This information will be used to compile statistics about the types and numbers of cases filed. You must complete items 1 through 6 on the sheet. In item 1, you must check one box for the case type that best describes the case. If the case fits both a general and a more specific type of case listed in item 1, check the more specific one. If the case has multiple causes of action, check the box that best indicates the primary cause of action. To assist you in completing the sheet, examples of the cases that belong under each case type in item 1 are provided below. A cover sheet must be filed only with your initial paper. Failure to file a cover sheet with the first paper filed in a civil case may subject a party, its counsel, or both to sanctions under rules 2.30 and 3.220 of the California Rules of Court.

To Parties in Rule 3.740 Collections Cases. A "collections case" under rule 3.740 is defined as an action for recovery of money owed in a sum stated to be certain that is not more than \$25,000, exclusive of interest and attorney's fees, arising from a transaction in which property, services, or money was acquired on credit. A collections case does not include an action seeking the following: (1) tort damages, (2) punitive damages, (3) recovery of real property, (4) recovery of personal property, or (5) a prejudgment writ of attachment. The identification of a case as a rule 3.740 collections case on this form means that it will be exempt from the general time-for-service requirements and case management rules, unless a defendant files a responsive pleading. A rule 3.740 collections case will be subject to the requirements for service and obtaining a judgment in rule 3.740.

To Parties in Complex Cases. In complex cases only, parties must also use the *Civil Case Cover Sheet* to designate whether the case is complex. If a plaintiff believes the case is complex under rule 3.400 of the California Rules of Court, this must be indicated by completing the appropriate boxes in items 1 and 2. If a plaintiff designates a case as complex, the cover sheet must be served with the complaint on all parties to the action. A defendant may file and serve no later than the time of its first appearance a joinder in the plaintiff's designation, a counter-designation that the case is not complex, or, if the plaintiff has made no designation, a designation that the case is complex.

CASE TYPES AND EXAMPLES

Auto Tort

- Auto (22)—Personal Injury/Property Damage/Wrongful Death
- Uninsured Motorist (46) *(if the case involves an uninsured motorist claim subject to arbitration, check this item instead of Auto)*

Other PI/PD/WD (Personal Injury/Property Damage/Wrongful Death) Tort

- Asbestos (04)
 - Asbestos Property Damage
 - Asbestos Personal Injury/Wrongful Death
- Product Liability *(not asbestos or toxic/environmental)* (24)
- Medical Malpractice (45)
 - Medical Malpractice—Physicians & Surgeons
 - Other Professional Health Care Malpractice
- Other PI/PD/WD (23)
 - Premises Liability (e.g., slip and fall)
 - Intentional Bodily Injury/PD/WD (e.g., assault, vandalism)
 - Intentional Infliction of Emotional Distress
 - Negligent Infliction of Emotional Distress

Non-PI/PD/WD (Other) Tort

- Business Tort/Unfair Business Practice (07)
- Civil Rights (e.g., discrimination, false arrest) *(not civil harassment)* (08)
- Defamation (e.g., slander, libel) (13)
- Fraud (16)
- Intellectual Property (19)
- Professional Negligence (25)
 - Legal Malpractice
 - Other Professional Malpractice *(not medical or legal)*
- Other Non-PI/PD/WD Tort (35)
- Employment**
 - Wrongful Termination (36)
 - Other Employment (15)

Contract

- Breach of Contract/Warranty (06)
 - Breach of Rental/Lease Contract *(not unlawful detainer or wrongful eviction)*
 - Contract/Warranty Breach—Seller Plaintiff *(not fraud or negligence)*
 - Negligent Breach of Contract/Warranty
 - Other Breach of Contract/Warranty
- Collections (e.g., money owed, open book accounts) (09)
 - Collection Case—Seller Plaintiff
 - Other Promissory Note/Collections Case
- Insurance Coverage *(not provisionally complex)* (18)
 - Auto Subrogation
 - Other Coverage
- Other Contract (37)
 - Contractual Fraud
 - Other Contract Dispute

Real Property

- Eminent Domain/Inverse Condemnation (14)
- Wrongful Eviction (33)
 - Other Real Property (e.g., quiet title) (26)
 - Writ of Possession of Real Property
 - Mortgage Foreclosure
 - Quiet Title
 - Other Real Property *(not eminent domain, landlord/tenant, or foreclosure)*

Unlawful Detainer

- Commercial (31)
- Residential (32)
 - Drugs (38) *(if the case involves illegal drugs, check this item; otherwise, report as Commercial or Residential)*

Judicial Review

- Asset Forfeiture (05)
- Petition Re: Arbitration Award (11)
- Writ of Mandate (02)
 - Writ—Administrative Mandamus
 - Writ—Mandamus on Limited Court Case Matter
 - Writ—Other Limited Court Case Review
- Other Judicial Review (39)
 - Review of Health Officer Order
 - Notice of Appeal—Labor Commissioner Appeals

Provisionally Complex Civil Litigation (Cal. Rules of Court Rules 3.400–3.403)

- Antitrust/Trade Regulation (03)
- Construction Defect (10)
- Claims Involving Mass Tort (40)
- Securities Litigation (28)
- Environmental/Toxic Tort (30)
- Insurance Coverage Claims *(arising from provisionally complex case type listed above)* (41)

Enforcement of Judgment

- Enforcement of Judgment (20)
 - Abstract of Judgment (Out of County)
 - Confession of Judgment *(non-domestic relations)*
 - Sister State Judgment
 - Administrative Agency Award *(not unpaid taxes)*
 - Petition/Certification of Entry of Judgment on Unpaid Taxes
 - Other Enforcement of Judgment Case

Miscellaneous Civil Complaint

- RICO (27)
- Other Complaint *(not specified above)* (42)
 - Declaratory Relief Only
 - Injunctive Relief Only *(non-harassment)*
 - Mechanics Lien
 - Other Commercial Complaint Case *(non-tort/non-complex)*
 - Other Civil Complaint *(non-tort/non-complex)*

Miscellaneous Civil Petition

- Partnership and Corporate Governance (21)
- Other Petition *(not specified above)* (43)
 - Civil Harassment
 - Workplace Violence
 - Elder/Dependent Adult Abuse
 - Election Contest
 - Petition for Name Change
 - Petition for Relief from Late Claim
 - Other Civil Petition

SHORT TITLE: Equitable Transitions v. Microsoft Licensing, GP

CASE NUMBER

BC 425977

**CIVIL CASE COVER SHEET ADDENDUM AND STATEMENT OF LOCATION
(CERTIFICATE OF GROUNDS FOR ASSIGNMENT TO COURTHOUSE LOCATION)**

This form is required pursuant to LASC Local Rule 2.0 in all new civil case filings in the Los Angeles Superior Court.

Item I. Check the types of hearing and fill in the estimated length of hearing expected for this case:

JURY TRIAL? YES CLASS ACTION? YES LIMITED CASE? YES TIME ESTIMATED FOR TRIAL _____ HOURS/ 1 DAYS

Item II. Select the correct district and courthouse location (4 steps – If you checked "Limited Case", skip to Item III, Pg. 4):

Step 1: After first completing the Civil Case Cover Sheet Form, find the main civil case cover sheet heading for your case in the left margin below, and, to the right in Column A, the Civil Case Cover Sheet case type you selected.

Step 2: Check one Superior Court type of action in Column B below which best describes the nature of this case.

Step 3: In Column C, circle the reason for the court location choice that applies to the type of action you have checked. For any exception to the court location, see Los Angeles Superior Court Local Rule 2.0.

Applicable Reasons for Choosing Courthouse Location (See Column C below)

1. Class Actions must be filed in the County Courthouse, Central District.
2. May be filed in Central (Other county, or no Bodily Injury/Property Damage).
3. Location where cause of action arose.
4. Location where bodily injury, death or damage occurred.
5. Location where performance required or defendant resides.
6. Location of property or permanently garaged vehicle.
7. Location where petitioner resides.
8. Location wherein defendant/respondent functions wholly.
9. Location where one or more of the parties reside.
10. Location of Labor Commissioner Office.

Step 4: Fill in the information requested on page 4 in Item III; complete Item IV. Sign the declaration.

	A Civil Case Cover Sheet Category No.	B Type of Action (Check only one)	C Applicable Reasons - See Step 3 Above
Auto Tort	Auto (22)	<input type="checkbox"/> A7100 Motor Vehicle - Personal Injury/Property Damage/Wrongful Death	1., 2., 4.
	Uninsured Motorist (46)	<input type="checkbox"/> A7110 Personal Injury/Property Damage/Wrongful Death – Uninsured Motorist	1., 2., 4.
Other Personal Injury/Property Damage/Wrongful Death Tort	Asbestos (04)	<input type="checkbox"/> A6070 Asbestos Property Damage	2.
		<input type="checkbox"/> A7221 Asbestos - Personal Injury/Wrongful Death	2.
	Product Liability (24)	<input type="checkbox"/> A7260 Product Liability (not asbestos or toxic/environmental)	1., 2., 3., 4., 8.
	Medical Malpractice (45)	<input type="checkbox"/> A7210 Medical Malpractice - Physicians & Surgeons	1., 2., 4.
		<input type="checkbox"/> A7240 Other Professional Health Care Malpractice	1., 2., 4.
Other Personal Injury Property Damage Wrongful Death (23)	<input type="checkbox"/> A7250 Premises Liability (e.g., slip and fall)	1., 2., 4.	
	<input type="checkbox"/> A7230 Intentional Bodily Injury/Property Damage/Wrongful Death (e.g., assault, vandalism, etc.)	1., 2., 4.	
	<input type="checkbox"/> A7270 Intentional Infliction of Emotional Distress	1., 2., 3.	
	<input type="checkbox"/> A7220 Other Personal Injury/Property Damage/Wrongful Death	1., 2., 4.	
Non-Personal Injury/Property Damage/Wrongful Death Tort	Business Tort (07)	<input type="checkbox"/> A6029 Other Commercial/Business Tort (not fraud/breach of contract)	1., 2., 3.
	Civil Rights (08)	<input type="checkbox"/> A6005 Civil Rights/Discrimination	1., 2., 3.
	Defamation (13)	<input type="checkbox"/> A6010 Defamation (slander/libel)	1., 2., 3.
	Fraud (16)	<input type="checkbox"/> A6013 Fraud (no contract)	1., 2., 3.

Non-Personal Injury/Property Damage/
Wrongful Death Tort (Cont'd.)

Employment

Contract

Real Property

Unlawful Detainer

Judicial Review

SHORT TITLE: Equitable Transitions v. Microsoft Licensing, GP		CASE NUMBER
A Civil Case Cover Sheet Category No.	B Type of Action (Check only one)	C Applicable Reasons - See Step 3 Above
Professional Negligence (25)	<input type="checkbox"/> A6017 Legal Malpractice	1., 2., 3.
	<input type="checkbox"/> A6050 Other Professional Malpractice (not medical or legal)	1., 2., 3.
Other (35)	<input type="checkbox"/> A6025 Other Non-Personal Injury/Property Damage tort	2., 3.
Wrongful Termination (36)	<input type="checkbox"/> A6037 Wrongful Termination	1., 2., 3.
Other Employment (15)	<input type="checkbox"/> A6024 Other Employment Complaint Case	1., 2., 3.
	<input type="checkbox"/> A6109 Labor Commissioner Appeals	10.
Breach of Contract/Warranty (06) (not insurance)	<input type="checkbox"/> A6004 Breach of Rental/Lease Contract (not Unlawful Detainer or wrongful eviction)	2., 5.
	<input type="checkbox"/> A6008 Contract/Warranty Breach -Seller Plaintiff (no fraud/negligence)	2., 5.
	<input type="checkbox"/> A6019 Negligent Breach of Contract/Warranty (no fraud)	1., 2., 5.
	<input type="checkbox"/> A6028 Other Breach of Contract/Warranty (not fraud or negligence)	1., 2., 5.
Collections (09)	<input type="checkbox"/> A6002 Collections Case-Seller Plaintiff	2., 5., 6.
	<input checked="" type="checkbox"/> A6012 Other Promissory Note/Collections Case	2., 5.
Insurance Coverage (18)	<input type="checkbox"/> A6015 Insurance Coverage (not complex)	1., 2., 5., 8.
Other Contract (37)	<input type="checkbox"/> A6009 Contractual Fraud	1., 2., 3., 5.
	<input type="checkbox"/> A6031 Tortious Interference	1., 2., 3., 5.
	<input type="checkbox"/> A6027 Other Contract Dispute(not breach/insurance/fraud/negligence)	1., 2., 3., 8.
Eminent Domain/Inverse Condemnation (14)	<input type="checkbox"/> A7300 Eminent Domain/Condemnation Number of parcels _____	2.
Wrongful Eviction (33)	<input type="checkbox"/> A6023 Wrongful Eviction Case	2., 6.
Other Real Property (26)	<input type="checkbox"/> A6018 Mortgage Foreclosure	2., 6.
	<input type="checkbox"/> A6032 Quiet Title	2., 6.
	<input type="checkbox"/> A6060 Other Real Property (not eminent domain, landlord/tenant, foreclosure)	2., 6.
Unlawful Detainer - Commercial (31)	<input type="checkbox"/> A6021 Unlawful Detainer-Commercial (not drugs or wrongful eviction)	2., 6.
Unlawful Detainer - Residential (32)	<input type="checkbox"/> A6020 Unlawful Detainer-Residential (not drugs or wrongful eviction)	2., 6.
Unlawful Detainer - Drugs (38)	<input type="checkbox"/> A6022 Unlawful Detainer-Drugs	2., 6.
Asset Forfeiture (05)	<input type="checkbox"/> A6108 Asset Forfeiture Case	2., 6.
Petition re Arbitration (11)	<input type="checkbox"/> A6115 Petition to Compel/Confirm/Vacate Arbitration	2., 5.

SHORT TITLE: Equitable Transitions v. Microsoft Licensing, GP

CASE NUMBER

Judicial Review (Cont'd.)

Provisionally Complex Litigation

Enforcement of Judgment

Miscellaneous Civil Complaints

Miscellaneous Civil Petitions

A Civil Case Cover Sheet Category No.	B Type of Action (Check only one)	C Applicable Reasons - See Step 3 Above
Writ of Mandate (02)	<input type="checkbox"/> A6151 Writ - Administrative Mandamus <input type="checkbox"/> A6152 Writ - Mandamus on Limited Court Case Matter <input type="checkbox"/> A6153 Writ - Other Limited Court Case Review	2., 8. 2. 2.
Other Judicial Review (39)	<input type="checkbox"/> A6150 Other Writ / Judicial Review	2., 8.
Antitrust/Trade Regulation (03)	<input type="checkbox"/> A6003 Antitrust/Trade Regulation	1., 2., 8.
Construction Defect (10)	<input type="checkbox"/> A6007 Construction defect	1., 2., 3.
Claims Involving Mass Tort (40)	<input type="checkbox"/> A6006 Claims Involving Mass Tort	1., 2., 8.
Securities Litigation (28)	<input type="checkbox"/> A6035 Securities Litigation Case	1., 2., 8.
Toxic Tort Environmental (30)	<input type="checkbox"/> A6036 Toxic Tort/Environmental	1., 2., 3., 8.
Insurance Coverage Claims from Complex Case (41)	<input type="checkbox"/> A6014 Insurance Coverage/Subrogation (complex case only)	1., 2., 5., 8.
Enforcement of Judgment (20)	<input type="checkbox"/> A6141 Sister State Judgment <input type="checkbox"/> A6160 Abstract of Judgment <input type="checkbox"/> A6107 Confession of Judgment (non-domestic relations) <input type="checkbox"/> A6140 Administrative Agency Award (not unpaid taxes) <input type="checkbox"/> A6114 Petition/Certificate for Entry of Judgment on Unpaid Tax <input type="checkbox"/> A6112 Other Enforcement of Judgment Case	2., 9. 2., 6. 2., 9. 2., 8. 2., 8. 2., 8., 9.
RICO (27)	<input type="checkbox"/> A6033 Racketeering (RICO) Case	1., 2., 8.
Other Complaints (Not Specified Above) (42)	<input type="checkbox"/> A6030 Declaratory Relief Only <input type="checkbox"/> A6040 Injunctive Relief Only (not domestic/harassment) <input type="checkbox"/> A6011 Other Commercial Complaint Case (non-tort/non-complex) <input type="checkbox"/> A6000 Other Civil Complaint (non-tort/non-complex)	1., 2., 8. 2., 8. 1., 2., 8. 1., 2., 8.
Partnership Corporation Governance (21)	<input type="checkbox"/> A6113 Partnership and Corporate Governance Case	2., 8.
Other Petitions (Not Specified Above) (43)	<input type="checkbox"/> A6121 Civil Harassment <input type="checkbox"/> A6123 Workplace Harassment <input type="checkbox"/> A6124 Elder/Dependent Adult Abuse Case <input type="checkbox"/> A6190 Election Contest <input type="checkbox"/> A6110 Petition for Change of Name <input type="checkbox"/> A6170 Petition for Relief from Late Claim Law <input type="checkbox"/> A6100 Other Civil Petition	2., 3., 9. 2., 3., 9. 2., 3., 9. 2. 2., 7. 2., 3., 4., 8. 2., 9.

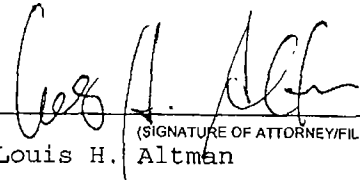
SHORT TITLE: Equitable Transitions v. Microsoft Licensing, GP	CASE NUMBER
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Item III. Statement of Location: Enter the address of the accident, party's residence or place of business, performance, or other circumstance indicated in Item II., Step 3 on Page 1, as the proper reason for filing in the court location you selected.

REASON: CHECK THE NUMBER UNDER COLUMN C WHICH APPLIES IN THIS CASE			ADDRESS:
<input type="checkbox"/> 1. <input checked="" type="checkbox"/> 2. <input checked="" type="checkbox"/> 3. <input checked="" type="checkbox"/> 4. <input checked="" type="checkbox"/> 5. <input type="checkbox"/> 6. <input type="checkbox"/> 7. <input type="checkbox"/> 8. <input type="checkbox"/> 9. <input type="checkbox"/> 10.			6353 West Sunset Blvd
CITY: Hollywood	STATE: CA	ZIP CODE: 90028	

Item IV. Declaration of Assignment: I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct and that the above-entitled matter is properly filed for assignment to the Los Angeles Superior Court courthouse in the Central District of the Los Angeles Superior Court (Code Civ. Proc., § 392 et seq., and LASC Local Rule 2.0, subds. (b), (c) and (d)).

Dated: November 13, 2009


 (SIGNATURE OF ATTORNEY/FILING PARTY)
 Louis H. Altman

PLEASE HAVE THE FOLLOWING ITEMS COMPLETED AND READY TO BE FILED IN ORDER TO PROPERLY COMMENCE YOUR NEW COURT CASE:

1. Original Complaint or Petition.
2. If filing a Complaint, a completed Summons form for issuance by the Clerk.
3. Civil Case Cover Sheet form CM-010.
4. Complete Addendum to Civil Case Cover Sheet form LACIV 109 (Rev 01/07), LASC Approved 03-04.
5. Payment in full of the filing fee, unless fees have been waived.
6. Signed order appointing the Guardian ad Litem, JC form FL-935, if the plaintiff or petitioner is a minor under 18 years of age, or if required by Court.
7. Additional copies of documents to be conformed by the Clerk. Copies of the cover sheet and this addendum must be served along with the summons and complaint, or other initiating pleading in the case.

LACIV 109 (Rev. 01/07) LASC Approved 03-04

1 WILSON TURNER KOSMO LLP
FREDERICK W. KOSMO, JR. (138036)
2 CHRISTIAN S. SCOTT (200218)
550 West C Street, Suite 1050
3 San Diego, California 92101
Telephone: (619) 236-9600
4 Facsimile: (619) 236-9669
E-mail: fkosmo@wilsonturnerkosmo.com
5 E-mail: cscott@wilsonturnerkosmo.com

6 Attorneys for Defendant
MICROSOFT LICENSING, GP
7

8 UNITED STATES DISTRICT COURT
9 CENTRAL DISTRICT OF CALIFORNIA
10 WESTERN DIVISION
11

12 EQUITABLE TRANSITIONS, INC., as
Assignee for the Benefit of Creditors of
13 Brash Entertainment Holdings, LLC, fka,
Brash Entertainment, LLC, a California
14 limited liability company,

15 Plaintiff,

16 v.

17 MICROSOFT LICENSING, GP, and
DOES 1-10, inclusive,

18 Defendants.
19

Case No.

DECLARATION OF SERVICE

Complaint Filed: November 13, 2009

Removal Filed: January 19, 2010

20
21 I, the undersigned, declare as follows:

22 I am employed with the law firm of WILSON TURNER KOSMO LLP, whose
23 address is 550 West C Street, Suite 1050, San Diego, California 92101. I am readily
24 familiar with the business practices of this office for collection and processing of
25 documents correspondence for mailing with the United States Postal Service; I am
26 over the age of eighteen and I am not a party to this action.
27
28

1 On January 19, 2010, I served the following documents, bearing the titles:

- 2 **1. CIVIL COVER SHEET**
3 **2. NOTICE OF REMOVAL OF ACTION UNDER 28 U.S.C. § 1441(a)**
4 **(DIVERSITY)**
5 **3. CERTIFICATION AND NOTICE OF INTERESTED PARTIES**
6 **FILED BY DEFENDANT MICROSOFT LICENSING, GP**

7 by placing the original a true copy thereof enclosed in a sealed
8 envelope(s) addressed as follows:

9 Louis H. Altman, Esq.
10 Robert Brayer, Esq.
11 HABERBUSH & ASSOCIATES, LLP
12 444 West Ocean Boulevard, Suite 1400
13 Long Beach, CA 90802
14 Tel: 562-435-3456
15 Fax: 562-435-6335
16 Don C. Burns, Esq.

17 *Counsel for Plaintiff EQUITABLE TRANSITIONS, INC., as Assignee*
18 *for the Benefit of Creditors of Brash Entertainment Holdings, LLC, fka,*
19 *Brash Entertainment, LLC*

20 (By MAIL SERVICE) I placed such envelopes for collection and mailing
21 on this date following ordinary business practices.

22 (By PERSONAL SERVICE) I delivered such envelope by hand to the
23 office of the addressee.

24 (By FACSIMILE) I transmitted the documents by facsimile machine,
25 pursuant to California Rules of Court, Rule 2006. The facsimile machine I used
26 complied with Rule 2003 and no error was reported by the machine. Pursuant to Rule
27 2006, I caused the machine to print a transmission record of the transmission, a copy
28 of which is attached to this declaration.

(By OVERNIGHT DELIVERY – NEXT DAY DELIVERY) I enclosed
the documents in an envelope or package provided by an overnight delivery carrier
and addressed to the persons at the addresses listed above. I placed the envelope or

1 package for collection and overnight delivery at an office or a regularly utilized drop
2 box of the overnight delivery carrier.

3 [X] I declare that I am employed by the office of a member of the bar of this
4 court at whose direction the service was made.

5 Executed on January 19, 2010 at San Diego, California.

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8 SUSAN LANTER

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**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA**

NOTICE OF ASSIGNMENT TO UNITED STATES MAGISTRATE JUDGE FOR DISCOVERY

This case has been assigned to District Judge Ronald S. W. Lew and the assigned discovery Magistrate Judge is Carolyn Turchin.

The case number on all documents filed with the Court should read as follows:

CV10 - 353 RSWL (CTx)

Pursuant to General Order 05-07 of the United States District Court for the Central District of California, the Magistrate Judge has been designated to hear discovery related motions.

All discovery related motions should be noticed on the calendar of the Magistrate Judge

=====

NOTICE TO COUNSEL

A copy of this notice must be served with the summons and complaint on all defendants (if a removal action is filed, a copy of this notice must be served on all plaintiffs).

Subsequent documents must be filed at the following location:

Western Division
312 N. Spring St., Rm. G-8
Los Angeles, CA 90012

Southern Division
411 West Fourth St., Rm. 1-053
Santa Ana, CA 92701-4516

Eastern Division
3470 Twelfth St., Rm. 134
Riverside, CA 92501

Failure to file at the proper location will result in your documents being returned to you.

**UNITED STATES DISTRICT COURT, CENTRAL DISTRICT OF CALIFORNIA
CIVIL COVER SHEET**

I (a) PLAINTIFFS (Check box if you are representing yourself)
EQUITABLE TRANSITIONS, INC., as Assignee for the Benefit of Creditors of Brash Entertainment Holdings, LLC, fka, Brash Entertainment, LLC, a California limited liability company,

DEFENDANTS
MICROSOFT LICENSING, GP, and DOES 1-10, inclusive,

C O P Y

(b) Attorneys (Firm Name, Address and Telephone Number. If you are representing yourself, provide same.)
LOUIS H. ALTMA (167103)
HABERBUSH & ASSOCIATES, LLP
444 West Ocean Boulevard, Suite 1400
Long Beach, CA 90802
Tel: 562-435-3456 / Fax: 562-435-6335

Attorneys (If Known)
FREDERICK W. KOSMO, JR. (138036)
CHRISTIAN S. SCOTT (200218)
WILSON TURNER KOSMO LLP
550 West C Street, Suite 1050
San Diego, CA 92101
Tel: 619-236-9600 / Fax: 619-236-9669

I. BASIS OF JURISDICTION (Place an X in one box only.)

- 1 U.S. Government Plaintiff 3 Federal Question (U.S. Government Not a Party)
 2 U.S. Government Defendant 4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES - For Diversity Cases Only (Place an X in one box for plaintiff and one for defendant.)

- | | | | | | |
|---|----------------------------|---------------------------------------|---|---------------------------------------|----------------------------|
| | PTF | DEF | | PTF | DEF |
| Citizen of This State | <input type="checkbox"/> 1 | <input type="checkbox"/> 1 | Incorporated or Principal Place of Business in this State | <input checked="" type="checkbox"/> 4 | <input type="checkbox"/> 4 |
| Citizen of Another State | <input type="checkbox"/> 2 | <input checked="" type="checkbox"/> 2 | Incorporated and Principal Place of Business in Another State | <input type="checkbox"/> 5 | <input type="checkbox"/> 5 |
| Citizen or Subject of a Foreign Country | <input type="checkbox"/> 3 | <input type="checkbox"/> 3 | Foreign Nation | <input type="checkbox"/> 6 | <input type="checkbox"/> 6 |

V. ORIGIN (Place an X in one box only.)

- 1 Original Proceeding 2 Removed from State Court 3 Remanded from Appellate Court 4 Reinstated or Reopened 5 Transferred from another district (specify): 6 Multi-District Litigation 7 Appeal to District Judge from Magistrate Judge

REQUESTED IN COMPLAINT: JURY DEMAND: Yes No (Check 'Yes' only if demanded in complaint.)

CLASS ACTION under F.R.C.P. 23: Yes No **MONEY DEMANDED IN COMPLAINT: \$ 2,880,000**

I. CAUSE OF ACTION (Cite the U.S. Civil Statute under which you are filing and write a brief statement of cause. Do not cite jurisdictional statutes unless diversity.)

8 U.S.C. section 1441(a); 28 U.S.C. section 1332 - Removal of state court action based on diversity; Recovery of Preferential Transfers, Recovery of Fraudulent transfers

II. NATURE OF SUIT (Place an X in one box only.)

OTHER STATUTES	CONTRACT	TORTS: PERSONAL INJURY	TORTS: PERSONAL PROPERTY	PRISONER PETITIONS	LABOR
<input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce/ICC Rates/etc. <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations <input type="checkbox"/> 480 Consumer Credit <input type="checkbox"/> 490 Cable/Sat TV <input type="checkbox"/> 810 Selective Service <input type="checkbox"/> 850 Securities/Commodities/Exchange <input type="checkbox"/> 875 Customer Challenge 12 USC 3410 <input type="checkbox"/> 890 Other Statutory Actions <input type="checkbox"/> 891 Agricultural Act <input type="checkbox"/> 892 Economic Stabilization Act <input type="checkbox"/> 893 Environmental Matters <input type="checkbox"/> 894 Energy Allocation Act <input type="checkbox"/> 895 Freedom of Info. Act <input type="checkbox"/> 900 Appeal of Fee Determination Under Equal Access to Justice <input type="checkbox"/> 950 Constitutionality of State Statutes	<input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable Instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loan (Excl. Veterans) <input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits <input type="checkbox"/> 160 Stockholders' Suits <input type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability <input type="checkbox"/> 196 Franchise REAL PROPERTY <input type="checkbox"/> 210 Land Condemnation <input type="checkbox"/> 220 Foreclosure <input type="checkbox"/> 230 Rent Lease & Ejectment <input type="checkbox"/> 240 Torts to Land <input type="checkbox"/> 245 Tort Product Liability <input type="checkbox"/> 290 All Other Real Property	<input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault, Libel & Slander <input type="checkbox"/> 330 Fed. Employers' Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury <input type="checkbox"/> 362 Personal Injury-Med Malpractice <input type="checkbox"/> 365 Personal Injury-Product Liability <input type="checkbox"/> 368 Asbestos Personal Injury Product Liability IMMIGRATION <input type="checkbox"/> 462 Naturalization Application <input type="checkbox"/> 463 Habeas Corpus-Alien Detainee <input type="checkbox"/> 465 Other Immigration Actions	<input type="checkbox"/> 370 Other Fraud <input type="checkbox"/> 371 Truth in Lending <input type="checkbox"/> 380 Other Personal Property Damage <input type="checkbox"/> 385 Property Damage Product Liability BANKRUPTCY <input type="checkbox"/> 422 Appeal 28 USC 158 <input type="checkbox"/> 423 Withdrawal 28 USC 157 CIVIL RIGHTS <input type="checkbox"/> 441 Voting <input type="checkbox"/> 442 Employment <input type="checkbox"/> 443 Housing/Accommodations <input type="checkbox"/> 444 Welfare <input type="checkbox"/> 445 American with Disabilities - Employment <input type="checkbox"/> 446 American with Disabilities - Other <input type="checkbox"/> 440 Other Civil Rights	<input type="checkbox"/> 510 Motions to Vacate Sentence Habeas Corpus <input type="checkbox"/> 530 General <input type="checkbox"/> 535 Death Penalty <input type="checkbox"/> 540 Mandamus/Other <input type="checkbox"/> 550 Civil Rights <input type="checkbox"/> 555 Prison Condition FORFEITURE/PENALTY <input type="checkbox"/> 610 Agriculture <input type="checkbox"/> 620 Other Food & Drug <input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC 881 <input type="checkbox"/> 630 Liquor Laws <input type="checkbox"/> 640 R.R. & Truck <input type="checkbox"/> 650 Airline Regs <input type="checkbox"/> 660 Occupational Safety/Health <input type="checkbox"/> 690 Other	<input type="checkbox"/> 710 Fair Labor Standards Act <input type="checkbox"/> 720 Labor/Mgmt. Relations <input type="checkbox"/> 730 Labor/Mgmt. Reporting & Disclosure Act <input type="checkbox"/> 740 Railway Labor Act <input type="checkbox"/> 790 Other Labor Litigation <input type="checkbox"/> 791 Empl. Ret. Inc. Security Act PROPERTY RIGHTS <input type="checkbox"/> 820 Copyrights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 840 Trademark SOCIAL SECURITY <input type="checkbox"/> 861 HIA (1395ff) <input type="checkbox"/> 862 Black Lung (923) <input type="checkbox"/> 863 DIWC/DIWW (405(g)) <input type="checkbox"/> 864 SSID Title XVI <input type="checkbox"/> 865 RSI (405(e)) FEDERAL TAX SUITS <input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 871 IRS - Third Party 26 USC 7609

R OFFICE USE ONLY: Case Number:

CV10 0353

AFTER COMPLETING THE FRONT SIDE OF FORM CV-71, COMPLETE THE INFORMATION REQUESTED BELOW.

**UNITED STATES DISTRICT COURT, CENTRAL DISTRICT OF CALIFORNIA
CIVIL COVER SHEET**

VIII(a). IDENTICAL CASES: Has this action been previously filed in this court and dismissed, remanded or closed? No Yes

If yes, list case number(s): _____

VIII(b). RELATED CASES: Have any cases been previously filed in this court that are related to the present case? No Yes

If yes, list case number(s): _____

Civil cases are deemed related if a previously filed case and the present case:

(Check all boxes that apply)

- A. Arise from the same or closely related transactions, happenings, or events; or
 B. Call for determination of the same or substantially related or similar questions of law and fact; or
 C. For other reasons would entail substantial duplication of labor if heard by different judges; or
 D. Involve the same patent, trademark or copyright, and one of the factors identified above in a, b or c also is present.

IX. VENUE: (When completing the following information, use an additional sheet if necessary.)

(a) List the County in this District; California County outside of this District; State if other than California; or Foreign Country, in which **EACH** named plaintiff resides.

Check here if the government, its agencies or employees is a named plaintiff. If this box is checked, go to item (b).

County in this District:*	California County outside of this District; State, if other than California; or Foreign Country
Los Angeles	

(b) List the County in this District; California County outside of this District; State if other than California; or Foreign Country, in which **EACH** named defendant resides.

Check here if the government, its agencies or employees is a named defendant. If this box is checked, go to item (c).

County in this District:*	California County outside of this District; State, if other than California; or Foreign Country

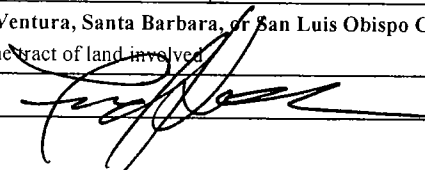
(c) List the County in this District; California County outside of this District; State if other than California; or Foreign Country, in which **EACH** claim arose.

Note: In land condemnation cases, use the location of the tract of land involved.

County in this District:*	California County outside of this District; State, if other than California; or Foreign Country

* Los Angeles, Orange, San Bernardino, Riverside, Ventura, Santa Barbara, or San Luis Obispo Counties

Note: In land condemnation cases, use the location of the tract of land involved.

X. SIGNATURE OF ATTORNEY (OR PRO PER):  Date 1/15/2010

Notice to Counsel/Parties: The CV-71 (JS-44) Civil Cover Sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law. This form, approved by the Judicial Conference of the United States in September 1974, is required pursuant to Local Rule 3-1 is not filed but is used by the Clerk of the Court for the purpose of statistics, venue and initiating the civil docket sheet. (For more detailed instructions, see separate instructions sheet.)

Key to Statistical codes relating to Social Security Cases:

Nature of Suit Code	Abbreviation	Substantive Statement of Cause of Action
861	HIA	All claims for health insurance benefits (Medicare) under Title 18, Part A, of the Social Security Act, as amended. Also, include claims by hospitals, skilled nursing facilities, etc., for certification as providers of services under the program. (42 U.S.C. 1935FF(b))
862	BL	All claims for "Black Lung" benefits under Title 4, Part B, of the Federal Coal Mine Health and Safety Act of 1969. (30 U.S.C. 923)
863	DIWC	All claims filed by insured workers for disability insurance benefits under Title 2 of the Social Security Act, as amended; plus all claims filed for child's insurance benefits based on disability. (42 U.S.C. 405(g))
863	DIWW	All claims filed for widows or widowers insurance benefits based on disability under Title 2 of the Social Security Act, as amended. (42 U.S.C. 405(g))
864	SSID	All claims for supplemental security income payments based upon disability filed under Title 16 of the Social Security Act, as amended.
865	RSI	All claims for retirement (old age) and survivors benefits under Title 2 of the Social Security Act, as amended. (42 U.S.C. (g))