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BLUMBERG • LORBER • NELSON LLP
137 N. Acacia Avenue
Solana Beach, California 92075
Phone 858.509.0600
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By: Ronald H. Blumberg
CSB No. 130557

Attorneys for Defendant, Payrolling.com

FILED
MAY 31 2005
RICHARD W. WIEKING
CLERK, U.S. DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE

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C/PVT

**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION**

Filed BY FAX

ROBERT A. BROWN, an individual,

Plaintiff,

v.

GOOGLE, INC.; PAYROLLING.COM;
MARISSA MAYER; and DOES 1 through
20, TRUST, AND DOES 1-10,
INCLUSIVE,

Defendants.

Case No. C05 01779 PVT
**DEFENDANT, PAYROLLING.COM'S
ANSWER TO PLAINTIFF, ROBERT A.
BROWN'S COMPLAINT**

COMES NOW Defendant, Payrolling.com ("Payrolling") and hereby answers the
complaint filed by Plaintiff, Robert A. Brown ("Plaintiff") as follows:

INTRODUCTION

1. Payrolling admits that Plaintiff alleges to have brought this Complaint. Except as expressly so admitted, however, Payrolling denies each and every other allegation in Paragraph 1 of the Complaint.

THE PARTIES

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2. Payrolling admits that Plaintiff is a natural person. Payrolling alleges, however, that it has insufficient knowledge or information to form a belief as to the truth of the remaining allegations contained in Paragraph 2 of the Complaint and therefore it denies each and every other allegation contained in paragraph 2 of the Complaint.

3. Because Paragraph 3 is nothing more than a legal conclusion, no response is required, and none will be provided. To the extent that Paragraph 3 requires a response, however, Defendant denies each and every allegation contained therein.

4. Because Paragraph 4 is nothing more than a legal conclusion, no response is required, and none will be provided. To the extent that Paragraph 4 requires a response, however, Payrolling alleges that it has insufficient knowledge or information to form a belief as to the truth of the allegations and therefore it denies each and every allegation contained in Paragraph 4 of the complaint.

5. Payrolling admits that Google is a corporation that is qualified to do business in California and that it maintains its principal executive offices at 1600 Amphitheatre Parkway, in Mountain View, California. Payrolling alleges that is has insufficient knowledge or information to form a belief as to the truth of the remaining allegations contained in Paragraph 5 of the Complaint and therefore it denies each and every other allegation contained in paragraph 5 of the Complaint.

6. Payrolling admits it is a duly organized business, association, or corporation authorized to exist and operate within the State of California and County of San Diego and maintains an office at 8333 Clairemont Mesa Blvd., No. 203, in San Diego, California. Except as expressly so admitted, however, Payrolling denies each and every other allegation in Paragraph 6 of the Complaint.

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7. Payrolling admits that Mayer is a natural person. Payrolling alleges, however, that it has insufficient knowledge or information to form a belief as to the truth of the remaining allegations contained in Paragraph 7 of the Complaint and therefore it denies each and every other allegation contained in Paragraph 7 of the Complaint

8. Because Paragraph 8 is nothing more than a legal conclusion, no response is required, and none will be provided. To the extent that Paragraph 8 requires a response, however, Payrolling denies each and every allegation contained therein.

9. Payrolling denies each and every allegation contained in Paragraph 9 of the Complaint.

10. Payrolling denies each and every allegation contained in Paragraph 10 of the Complaint.

11. Payrolling denies each and every allegation contained in Paragraph 11 of the Complaint.

12. Payrolling denies each and every allegation contained in Paragraph 12 of the Complaint.

13. Payrolling denies each and every allegation contained in Paragraph 13 of the Complaint.

BACKGROUND

14. Payrolling alleges it is without sufficient knowledge or information to form a belief as to the truth of the allegations contained in Paragraph 14 of the Complaint and therefore it denies each and every allegation contained therein.

15. Payrolling alleges it is without sufficient knowledge or information to form a belief as to the truth of the allegations contained in Paragraph 15 of the Complaint and therefore it denies each and every allegation contained therein.

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1 16. Payrolling alleges it is without sufficient knowledge or information to form a belief
2 as to the truth of the allegations contained in Paragraph 16 of the Complaint and therefore it
3 denies each and every allegation contained therein.

4 17. Not knowing to what "new hire paperwork" Plaintiff refers, Payrolling is without
5 sufficient knowledge or information to form a belief as to the truth of this allegation. Payrolling is
6 without sufficient knowledge or information to form a belief as to the truth of the remaining
7 allegations contained in Paragraph 17 of the Complaint and therefore it denies each and every
8 other allegation contained therein.

9 18. Payrolling alleges it is without sufficient knowledge or information to form a
10 belief as to the truth of the allegations contained in Paragraph 18 of the Complaint and therefore it
11 denies each and every allegation contained therein.

12 19. Payrolling admits that Plaintiff was an "at-will" employee, and that Plaintiff was
13 paid at an hourly wage. Except as expressly so admitted, Payrolling is without sufficient
14 knowledge or information to form a belief as to the truth of the remaining allegations and therefore
15 denies each and every other allegation contained in Paragraph 19 of the Complaint.

16 20. Payrolling admits that Plaintiff began his assignment at Google on or about
17 September 3, 2002, and that he was paid \$17.00 per hour. Except as expressly so admitted,
18 Payrolling is without sufficient knowledge or information to form a belief as to the truth of the
19 remaining allegations and therefore denies each and every other allegation contained in Paragraph
20 20 of the Complaint.

21 21. Payrolling alleges it is without sufficient knowledge or information to form a
22 belief as to the truth of the allegations contained in Paragraph 21 of the Complaint and therefore it
23 denies each and every allegation contained therein.

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1 22. Payrolling admits that Plaintiff received a wage increase on or about April 21,
2 2003 to \$21.00 per hour. Except as expressly so admitted, Payrolling is without sufficient
3 knowledge or information to form a belief as to the truth of the remaining allegations and therefore
4 denies each and every other allegation contained in Paragraph 22 of the Complaint.

5 23. Payrolling admits that Plaintiff's assignment at Google ended on or about May
6 14, 2004. Except as expressly so admitted, Payrolling is without sufficient knowledge or
7 information to form a belief as to the truth of the remaining allegations and therefore denies each
8 and every other allegation contained in Paragraph 23 of the Complaint.

9 24. Payrolling denies it was Plaintiff's employer. Payrolling admits, however, it was
10 Plaintiff's co-employer with Google, and that Google denied Plaintiff's status as a Google
11 employee. Except as expressly so admitted, Payrolling is without sufficient knowledge or
12 information to form a belief as to the truth of the remaining allegations and therefore denies each
13 and every other allegation contained in Paragraph 24 of the Complaint.

14 **FIRST CAUSE OF ACTION**

15 25. Payrolling repleads and incorporates by reference herein to the same extent as
16 previously pled Paragraphs 1 through 24 of its Answer, above.

17 26. Payrolling admits that Google forwarded Plaintiff's time sheets to Payrolling, but
18 is without sufficient knowledge or information to form a belief as to the truth of the other aspect of
19 this particular allegation. To the extent the allegations in Paragraph 26 of the Complaint purport
20 to state the contents of the time sheets referenced therein, Payrolling is unable to attest to their
21 contents which should speak for themselves. Except as expressly so admitted, Payrolling is
22 without sufficient knowledge or information to form a belief as to the truth of the remaining
23 allegations and therefore denies each and every other allegation contained in Paragraph 26 of the
24 Complaint.

25 27. Payrolling denies each and every allegation contained in Paragraph 27 of the
26 Complaint.

27
28 **DEFENDANT, PAYROLLING.COM'S ANSWER TO PLAINTIFF, ROBERT A. BROWN'S COMPLAINT**

1 28. Payrolling denies each and every allegation contained in Paragraph 28 of the
2 Complaint.

3 29. Payrolling denies each and every allegation contained in Paragraph 29 of the
4 Complaint.

5 **SECOND CAUSE OF ACTION**

6 30. Payrolling repleads and incorporates by reference herein to the same extent as
7 previously pled Paragraphs 1 through 24 of its Answer, above.

8 31. Payrolling denies each and every allegation contained in Paragraph 31 of the
9 Complaint.

10 32. Payrolling denies each and every allegation contained in Paragraph 32 of the
11 Complaint.

12 33. Payrolling denies each and every allegation contained in Paragraph 33 of the
13 Complaint.

14 34. Payrolling denies each and every allegation contained in Paragraph 34 of the
15 Complaint.

16 35. Payrolling denies each and every allegation contained in Paragraph 35 of the
17 Complaint.

18 **THIRD CAUSE OF ACTION**

19 36. Payrolling repleads and incorporates by reference herein to the same extent as
20 previously pled Paragraphs 1 through 24 of its Answer, above.

21 37. Payrolling alleges it is without sufficient knowledge or information to form a
22 belief as to the truth of the allegations contained in Paragraph 37 of the Complaint and therefore it
23 denies each and every allegation contained therein.

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1 38. Payrolling admits that Google forwarded Plaintiff's time sheets to Payrolling.
2 Except as expressly so admitted, Payrolling is without sufficient knowledge or information to form
3 a belief as to the truth of the remaining allegations and therefore denies each and every other
4 allegation contained in Paragraph 38 of the Complaint.

5 39. Payrolling alleges it is without sufficient knowledge or information to form a
6 belief as to the truth of the allegations contained in Paragraph 39 of the Complaint and therefore it
7 denies each and every allegation contained therein.

8 40. Payrolling alleges it is without sufficient knowledge or information to form a
9 belief as to the truth of the allegations contained in Paragraph 40 of the Complaint and therefore it
10 denies each and every allegation contained therein.

11 41. Payrolling alleges it is without sufficient knowledge or information to form a
12 belief as to the truth of the allegations contained in Paragraph 41 of the Complaint and therefore it
13 denies each and every allegation contained therein.

14 42. Payrolling denies each and every allegation contained in Paragraph 42 of the
15 Complaint.

16 43. Payrolling denies each and every allegation contained in Paragraph 43 of the
17 Complaint.

18 **FOURTH CAUSE OF ACTION**

19 44. Payrolling repleads and incorporates by reference herein to the same extent as
20 previously pled Paragraphs 1 through 24 of its Answer, above.

21 45. Because Paragraph 45 is nothing more than a legal conclusion, no response is
22 required, and none will be provided. To the extent that Paragraph 45 requires a response,
23 however, Payrolling denies each and every allegation contained therein.

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1 46. Payrolling admits that Plaintiff's assignment at Google ended on or about May
2 14, 2004. Except as expressly so admitted, Payrolling is without sufficient knowledge or
3 information to form a belief as to the truth of the remaining allegations and therefore denies each
4 and every other allegation contained in Paragraph 46 of the Complaint.

5 47. Payrolling denies each and every allegation contained in Paragraph 47 of the
6 Complaint.

7 48. Payrolling denies each and every allegation contained in Paragraph 48 of the
8 Complaint.

9 **FIFTH CAUSE OF ACTION**

10 49. Payrolling replcads and incorporates by reference herein to the same extent as
11 previously pled Paragraphs 1 through 24 of its Answer, above.

12 50. Payrolling denies it was Plaintiff's employer. Payrolling admits, however, it was
13 Plaintiff's co-employer with Google, and that Google denied Plaintiff's status as a Google
14 employee. Except as expressly so admitted, Payrolling denies each and every other allegation
15 contained in Paragraph 50 of the Complaint.

16 51. Payrolling denies each and every allegation contained in Paragraph 51 of the
17 Complaint.

18 52. Payrolling denies each and every other allegation contained in Paragraph 52 of
19 the Complaint.

20 53. Payrolling denies each and every allegation contained in Paragraph 53 of the
21 Complaint.

22 54. Payrolling denies each and evcry allegation contained in Paragraph 54 of the
23 Complaint.

24 55. Payrolling denies each and every allegation contained in Paragraph 55 of the
25 Complaint.

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27 DEFENDANT, PAYROLLING.COM'S ANSWER TO PLAINTIFF, ROBERT A. BROWN'S COMPLAINT

1 56. Payrolling denies each and every allegation contained in Paragraph 56 of the
2 Complaint.

3 57. Payrolling denies each and every allegation contained in Paragraph 57 of the
4 Complaint.

5 **SIXTH CAUSE OF ACTION**

6 58. Payrolling repleads and incorporates by reference herein to the same extent as
7 previously pled Paragraphs 1 through 24 of its Answer, above.

8 59. Payrolling alleges it is without sufficient knowledge or information to form a
9 belief as to the truth of the allegations contained in Paragraph 59 of the Complaint and therefore it
10 denies each and every allegation contained therein.

11 60. Payrolling alleges it is without sufficient knowledge or information to form a
12 belief as to the truth of the allegations contained in Paragraph 60 of the Complaint and therefore it
13 denies each and every allegation contained therein.

14 61. Payrolling alleges it is without sufficient knowledge or information to form a
15 belief as to the truth of the allegations contained in Paragraph 61 of the Complaint and therefore it
16 denies each and every allegation contained therein.

17 62. Payrolling alleges it is without sufficient knowledge or information to form a
18 belief as to the truth of the allegations contained in Paragraph 62 of the Complaint and therefore it
19 denies each and every allegation contained therein.

20 63. Payrolling alleges it is without sufficient knowledge or information to form a
21 belief as to the truth of the allegations contained in Paragraph 63 of the Complaint and therefore it
22 denies each and every allegation contained therein.

23 64. Payrolling alleges it is without sufficient knowledge or information to form a
24 belief as to the truth of the allegations contained in Paragraph 64 of the Complaint and therefore it
25 denies each and every allegation contained therein.

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27 **DEFENDANT, PAYROLLING.COM'S ANSWER TO PLAINTIFF, ROBERT A. BROWN'S COMPLAINT**

1 65. Payrolling denies each and every allegation contained in Paragraph 65 of the
2 Complaint.

3 66. Payrolling denies each and every allegation contained in Paragraph 66 of the
4 Complaint.

5 67. Payrolling denies each and every allegation contained in Paragraph 67 of the
6 Complaint.

7 68. Payrolling denies each and every allegation contained in Paragraph 68 of the
8 Complaint.

9 69. Payrolling denies each and every allegation contained in Paragraph 69 of the
10 Complaint.

11 70. Payrolling alleges it is without sufficient knowledge or information to form a
12 belief as to the truth of the allegations contained in Paragraph 70 of the Complaint and therefore it
13 denies each and every allegation contained therein.

14 71. Payrolling alleges it is without sufficient knowledge or information to form a
15 belief as to the truth of the allegations contained in Paragraph 71 of the Complaint and therefore it
16 denies each and every allegation contained therein.

17 72. Payrolling alleges it is without sufficient knowledge or information to form a
18 belief as to the truth of the allegations contained in Paragraph 72 of the Complaint and therefore it
19 denies each and every allegation contained therein.

20 73. Payrolling alleges it is without sufficient knowledge or information to form a
21 belief as to the truth of the allegations contained in Paragraph 73 of the Complaint and therefore it
22 denies each and every allegation contained therein.

23 74. Payrolling alleges it is without sufficient knowledge or information to form a
24 belief as to the truth of the allegations contained in Paragraph 74 of the Complaint and therefore it
25 denies each and every allegation contained therein.

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28 DEFENDANT, PAYROLLING.COM'S ANSWER TO PLAINTIFF, ROBERT A. BROWN'S COMPLAINT

1 75. Payrolling denies each and every allegation contained in Paragraph 75 of the
2 Complaint.

3 76. Payrolling denics each and every allegation contained in Paragraph 76 of the
4 Complaint.

5 77. Payrolling denies each and every allegation contained in Paragraph 77 of the
6 Complaint.

7 78. Payrolling denies each and every allegation contained in Paragraph 78 of the
8 Complaint.

9 79. Payrolling denies each and every allegation contained in Paragraph 79 of the
10 Complaint.

11 80. Payrolling denies each and every allegation contained in Paragraph 80 of the
12 Complaint.

13 81. Payrolling denies each and every allegation contained in Paragraph 81 of the
14 Complaint.

15 82. Payrolling denies each and every allegation contained in Paragraph 82 of the
16 Complaint.

17 83. Payrolling denics each and every allegation contained in Paragraph 83 of the
18 Complaint.

19 84. Payrolling denies each and every allegation contained in Paragraph 84 of the
20 Complaint.

21 **SEVENTH CAUSE OF ACTION**

22 85. Payrolling repleads and incorporates by reference herein to the same extent as
23 previously pled Paragraphs 1 through 24 of its Answer, above.

24 86. Payrolling denies each and every allegation contained in Paragraph 86 of the
25 Complaint.

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27 **DEFENDANT, PAYROLLING.COM'S ANSWER TO PLAINTIFF, ROBERT A. BROWN'S COMPLAINT**

1 87. Payrolling denies each and every allegation contained in Paragraph 87 of the
2 Complaint.

3 88. Payrolling denies each and every allegation contained in Paragraph 83 of the
4 Complaint.

5 89. Payrolling denies each and every allegation contained in Paragraph 89 of the
6 Complaint.

7 90. Payrolling denies each and every allegation contained in Paragraph 90 of the
8 Complaint.

9 **EIGHTH CAUSE OF ACTION**

10 91. Payrolling has filed a Joinder to Co-Defendant Google's Motion to Dismiss
11 Plaintiff's Eighth Cause of Action because it fails to state a claim upon which relief can be granted
12 under Federal Rules of Civil Procedure, Rule 12(b)(6) and because Plaintiff failed to exhaust the
13 applicable administrative remedies. Accordingly, Payrolling is not required to respond to
14 Paragraphs 91-106 of the Complaint at this time, and therefore provides no substantive response
15 herein.

16 **NINTH CAUSE OF ACTION**

17 92. Payrolling repleads and incorporates by reference herein to the same extent as
18 previously pled Paragraphs 1 through 24 of its Answer, above.

19 93. Payrolling alleges it is without sufficient knowledge or information to form a
20 belief as to the truth of the allegations contained in Paragraph 108 of the Complaint and therefore
21 it denies each and every allegation contained therein.

22 94. Payrolling alleges it is without sufficient knowledge or information to form a
23 belief as to the truth of the allegations contained in Paragraph 109 of the Complaint and therefore
24 it denies each and every allegation contained therein.

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DEFENDANT, PAYROLLING.COM'S ANSWER TO PLAINTIFF, ROBERT A. BROWN'S COMPLAINT

1 95. Payrolling alleges it is without sufficient knowledge or information to form a
2 belief as to the truth of the allegations contained in Paragraph 110 of the Complaint and therefore
3 it denies each and every allegation contained therein.

4 96. Payrolling alleges it is without sufficient knowledge or information to form a
5 belief as to the truth of the allegations contained in Paragraph 111 of the Complaint and therefore
6 it denies each and every allegation contained therein.

7 97. Payrolling denies each and every allegation contained in Paragraph 112 of the
8 Complaint.

9 98. Payrolling denies each and every allegation contained in Paragraph 113 of the
10 Complaint.

11 99. Payrolling denies each and every allegation contained in Paragraph 114 of the
12 Complaint.

13 100. Payrolling denies each and every allegation contained in Paragraph 115 of the
14 Complaint.

15 101. Payrolling denies each and every allegation contained in Paragraph 116 of the
16 Complaint.

17 102. Payrolling denies each and every allegation contained in Paragraph 117 of the
18 Complaint.

19 **TENTH CAUSE OF ACTION**

20 103. Payrolling has filed a Joinder to Co-Defendant Google's Motion to Dismiss
21 Plaintiff's Tenth Cause of Action because it fails to state a claim upon which relief can be granted
22 under Federal Rules of Civil Procedure, Rule 12(b)(6) because it is wholly duplicative of
23 Plaintiff's Second, Third and Fourth Causes of Action. Accordingly, Payrolling is not required to
24 respond to Paragraphs 118-120 of the Complaint at this time, and therefore provides no
25 substantive response herein.

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27 **DEFENDANT, PAYROLLING.COM'S ANSWER TO PLAINTIFF, ROBERT A. BROWN'S COMPLAINT**

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ELEVENTH CAUSE OF ACTION

104. Payrolling repleads and incorporates by reference herein to the same extent as previously pled Paragraphs 1 through 24 of its Answer, above.

105. Because Paragraph 122 is nothing more than a legal conclusion, no response is required, and none will be provided. To the extent that Paragraph 122 requires a response, however, Payrolling denies each and every allegation contained therein.

106. Payrolling denies each and every allegation contained in Paragraph 123 of the Complaint.

107. Payrolling denies each and every allegation contained in Paragraph 124 of the Complaint.

108. Payrolling denies each and every allegation contained in Paragraph 125 of the Complaint.

109. Payrolling denies each and every allegation contained in Paragraph 126 of the Complaint.

110. Payrolling denies each and every allegation contained in Paragraph 127 of the Complaint.

111. Payrolling denies each and every allegation contained in Paragraph 128 of the Complaint.

112. Payrolling denies that Plaintiff is entitled to any of the relief sought in his Complaint for which he prays at page 17, lines 12-16.

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DEFENDANT, PAYROLLING.COM'S ANSWER TO PLAINTIFF, ROBERT A. BROWN'S COMPLAINT

1 Further answering the Complaint, Payrolling pleads the following separate and additional
2 defenses:

3 **DEFENSES**

4
5 **FIRST DEFENSE**

6 (Failure to State a Claim)

7 1. Plaintiff has failed to state a claim for which relief can be granted.

8 **SECOND DEFENSE**

9 (Late Filed Complaint)

10 2. Plaintiff's claims are barred in whole or in part by the applicable statutes of
11 limitation, including, but not limited to, California Code of Civil Procedure §§ 335.1, 338, 339
12 and 340 and California Business and Professions Code § 17208.

13 **THIRD DEFENSE**

14 (Federal Preemption)

15 3. Plaintiff's claims are barred in whole or in part as preempted or exclusively
16 governed by the Employee Retirement Income Security Act ("ERISA") of 1974, 29 U.S.C. §
17 1001, *et seq.*

18 **FOURTH DEFENSE**

19 (Failure to Exhaust Administrative Remedies)

20 4. Plaintiff's claims are barred in whole or in part to the extent Plaintiff failed to
21 exhaust the required administrative remedies.

22 **FIFTH DEFENSE**

23 (Improper Party)

24 5. With respect to plaintiff's claim for ERISA benefits, Payrolling is not a proper
25 party herein.

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27 **DEFENDANT, PAYROLLING.COM'S ANSWER TO PLAINTIFF, ROBERT A. BROWN'S COMPLAINT**

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SIXTH DEFENSE

(Necessity of Arbitration)

6. Plaintiff's claims are barred in whole or in part to the extent that Plaintiff has failed to meet his contractual obligations to arbitrate this dispute.

SEVENTH

(Duplicative Claims)

7. Plaintiff is precluded from asserting his fraud claims to the extent they are entirely duplicative of his breach of contract claims.

EIGHTH DEFENSE

(Failure to Plead Fraud with Particularity)

8. Plaintiff is barred from recovering on his purported fraud claims because he has failed to plead with the requisite particularity.

NINTH DEFENSE

(Good Faith Effort)

9. Plaintiff's claims are barred in whole or in part because Payrolling and its agents acted in good faith at all times.

TENTH DEFENSE

(Informed Consent)

10. Plaintiff's claims are barred in whole or in part to the extent that Plaintiff consented to the alleged conduct of Payrolling.

ELEVENTH DEFENSE

(Failure to Mitigate)

11. Plaintiff failed to mitigate his damages and thus Payrolling is not responsible for any damages Plaintiff could have avoided.

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DEFENDANT, PAYROLLING.COM'S ANSWER TO PLAINTIFF, ROBERT A. BROWN'S COMPLAINT

TWELFTH DEFENSE

(Equitable Doctrines)

12. Plaintiff's claims are barred in whole or in part by the doctrines of waiver, release, payment, accord and satisfaction, estoppel, unclean hands and/or laches.

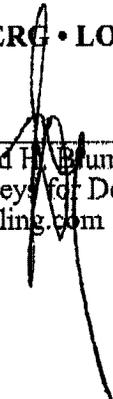
Payrolling reserves the right to amend its Answer to allege any additional defenses as may later become available or apparent. Further, Payrolling reserves the right to withdraw any defenses that it subsequently determines to be inapplicable. Nothing stated in the foregoing defenses constitutes a concession that Payrolling bears any burden of proof on any issue on which it would not otherwise bear such burden.

WHEREFORE, Defendant, Payrolling.com prays for judgment as follows:

1. That all relief requested in the Complaint be denied;
2. That Plaintiff take nothing by virtue of this action;
3. That the Complaint be dismissed;
4. For costs of suit and attorney's fees incurred herein; and
5. For such other and further relief as the Court may deem proper.

BLUMBERG • LORBER • NELSON LLP

Dated: 05/31/05

By: 

By: Ronald H. Blumberg
Attorney for Defendant,
Payrolling.com

DEFENDANT, PAYROLLING.COM'S ANSWER TO PLAINTIFF, ROBERT A. BROWN'S COMPLAINT

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PROOF OF SERVICE

1013A (3) CCP Revised 5/1/88

STATE OF CALIFORNIA, COUNTY OF SAN DIEGO:

I am employed in the county of San Diego, State of California. I am over the age of 18 and am a party to the within action. My business address is 137 N. Acacia Avenue, Solana Beach, California

On May 31, 2005, I served the foregoing document, described as **DEFENDANT, PAYROLLING.COM'S ANSWER TO PLAINTIFF, ROBERT A. BROWN'S COMPLAINT** on the interested parties in this action by placing the original true copies thereof enclosed in a sealed envelope, addressed as follows:

SEE ATTACHED LIST

By mail, I deposited such envelope(s) in the mail at Solana Beach, California, with postage prepaid.

I am readily familiar with the firm's practice of collection and processing correspondence for mailing. Under that practice it would be deposited with the U.S. postal service on that same day with postage thereon fully prepaid at Solana Beach, California, in the ordinary course of business. I am aware that on motion of party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after the date of deposit for mailing in affidavit.

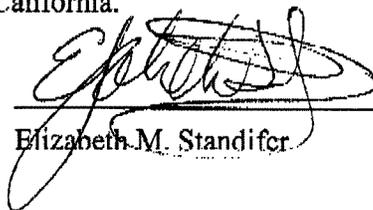
By facsimile, I transmitted such documents from Solana Beach, California, to the office(s) of the addressee(s).

By personal service, I delivered such envelope(s) by hand to the office(s) of the addressee(s).

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

(Federal) I declare that I am employed in the office of a member of the Bar of this Court, in whose direction the service was made.

Executed on May 31, 2005 at Solana Beach, California.


Elizabeth M. Standifer

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SERVICE LIST

Gregory M. Sheffer, Esq. Attorneys for Plaintiff, Robert A. Brown
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