

Exhibit A

1 Jeffrey A. Lipow, Esq. (SBN 82339)
2 LIPOW & HARRIS
3 9952 Santa Monica Boulevard
4 Beverly Hills, California 90212
5 Telephone: (310) 282-0507
6 Facsimile: (310) 286-1171

7 Attorneys for Defendant CF REAL ESTATE
8 LOANS, INC. dba RE/MAX ALL CITIES REALTY

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

13	ALL CITIES REALTY, INC., a)	Case No. SACV05 0615 AHS MLGx
14	California corporation,)	
15)	[Complaint Filed: June 22, 2005]
16	Plaintiff,)	
17	vs.)	DEFENDANT'S RESPONSES
18	CF REAL ESTATE LOANS, INC., a)	TO INTERROGATORIES
19	California Corporation, Doing Business)	
20	As RE/MAX ALL CITIES REALTY, and))	[SET NO. ONE]
21	DOES 1 to 20,)	
22	Defendants.)	

23 PROPOUNDING PARTY: PLAINTIFF, ALL CITIES REALTY, INC.
 24 RESPONDING PARTY: DEFENDANT, CF REAL ESTATE LOANS, INC.
 25 SET NUMBER: ONE
 26 //
 27 //

EXHIBIT 2

1 TO PLAINTIFF AND ITS ATTORNEYS OF RECORD:

2 Defendant, CF REAL ESTATE LOANS, INC. ("Responding Party") and
3 hereby responds to Plaintiffs' ("Propounding Party") Interrogatories (the
4 "Interrogatory"), subject to the foregoing objections and Responding Party's right to
5 amend, supplement or otherwise modify its responses as it may hereafter discovery
6 new information or realize the significance of information in its possession at this
7 time.
8

9 **RESPONSES TO SPECIAL INTERROGATORIES**

10 **INTERROGATORY NO. 1:**

11 IDENTIFY each name that YOU have used that contains the phrase "All Cities
12 Realty" as all or part of the name and for each such name, state all dates that YOU
13 have used the name "All Cities Realty" in the conduct of YOUR business. This
14 interrogatory is intended to include all derivatives of the name, including but not
15 limited to RE/MAX All Cities Realty and all other names that include the phrase All
16 Cities Realty. YOU may respond to this interrogatory by listing the range of dates tha
17 the name was used by YOU, rather than specifying each date individually.
18
19
20

21 **RESPONSE TO INTERROGATORY NO. 1:**

22 RE/MAX All Cities Realty.

23 **INTERROGATORY NO. 2:**

24 For the period of time that YOU have used the phrase "All Cities Realty" in the
25 conduct of YOUR business, IDENTIFY each real estate agent and real estate broker
26 with whom YOU maintained a BUSINESS RELATIONSHIP and the dates during
27 which that relationship was maintained.
28

EXHIBIT 2

1 RESPONSE TO INTERROGATORY NO. 2:

2 Responding Party objects on the grounds that the request is vague, ambiguous
3 and unintelligible and that it assumes facts not in evidence that Responding Party's
4 agents used the phrase "RE/MAX All Cities Realty" in their business. In fact, many,
5 if not most, of Responding Party's agents do not use the phrase "All Cities Realty" in
6 the conduct of their business. Without waiving the foregoing objections, attached
7 hereto and marked "Exhibit A" is a roster of agents who have been associated with
8 Responding Party during the relevant time period.
9
10

11 INTERROGATORY NO. 3:

12 For each person that YOU IDENTIFIED in response to interrogatory no. 2, state
13 in detail the nature of the BUSINESS RELATIONSHIP including but not limited to a
14 detailed description of the contractual terms, the how the person receives compensa-
15 tion, and how YOU receive compensation.
16

17 RESPONSE TO INTERROGATORY NO. 3:

18 Responding Party objects on the grounds that the request is overbroad and
19 unduly burdensome. As a further and separate objection, the Interrogatory seeks
20 confidential financial information and impinges on the privacy rights of third parties.
21 Without waiving the foregoing objections, each person identified in Interrogatory No
22 2 was an independent contractor pursuant to an independent contractor agreement.
23 Responding Party operates on a 100% commission basis, and charges its agents
24 monthly management fees and, for some agents, overrides on commissions.
25
26

27 INTERROGATORY NO. 4:

28 For each person that YOU IDENTIFIED in response to interrogatory no. 2,

EXHIBIT 2

1 IDENTIFY all DOCUMENTS and CONTRACTS that evidence the economic terms
2 of the BUSINESS RELATIONSHIP between YOU and the person IDENTIFIED. As
3 used herein, "economic terms" means the basis of how each party to the BUSINESS
4 RELATIONSHIP is compensated and receives consideration.

5
6 RESPONSE TO INTERROGATORY NO. 4:

7 Responding Party objects on the grounds that the request is overbroad and
8 unduly burdensome. As a further and separate objection, the request is vague,
9 ambiguous and unintelligible as to what documents are sought to be identified.
10 Without waiving the foregoing objections, the economic relationship between
11 Responding Party and its agents would be set forth in the independent contractor
12 agreements and addendums thereto, if any.

13
14
15 INTERROGATORY NO. 5:

16 For each person that YOU IDENTIFIED in response to interrogatory no. 2, state
17 the commissions that each person earned on a monthly basis. This interrogatory is
18 intended to require that YOU provide this information for each month that each person
19 IDENTIFIED by YOU maintained a BUSINESS RELATIONSHIP with YOU.

20
21 RESPONSE TO INTERROGATORY NO. 5:

22 Responding Party objects on the grounds that the request is overbroad and
23 unduly burdensome. As a further and separate objection, the Interrogatory seeks
24 confidential financial information and impinges on the privacy rights of third parties.

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26 INTERROGATORY NO. 6:

27 For the period of time that YOU have used the phrase "All Cities Realty" in the
28 conduct of YOUR business, state YOUR gross income, all itemized expenses offset

EXHIBIT 2

1 against the income, and your profit on a monthly basis. This interrogatory is intended
2 to require that YOU provide this information for each month that YOU used the name
3 All Cities Realty.
4

5 RESPONSE TO INTERROGATORY NO. 6:

6 Responding Party objects on the grounds that the request is overbroad and
7 unduly burdensome. As a further and separate objection, the interrogatory seeks
8 confidential business information of Responding Party. Without waiving the
9 foregoing objections and upon the execution of an appropriate protective order,
10 Responding Party will permit Plaintiff to inspect periodic financial summaries
11 prepared by Responding Party's accountants during the relevant time period.
12

13 INTERROGATORY NO. 7:

14
15 To the extent not contained in any of the other interrogatories in this set no. 1,
16 state in detail all income that YOU received during the period of time that YOU have
17 used the phrase "All Cities Realty" in the conduct of YOUR business, and the basis as
18 to how that income was obtained and how it was calculated.
19

20 RESPONSE TO INTERROGATORY NO. 7:

21 Responding Party objects on the grounds that the request is overbroad and
22 unduly burdensome. As a further and separate objection, the interrogatory seeks
23 confidential business information of Responding Party. Without waiving the
24 foregoing objections and upon the execution of an appropriate protective order,
25 Responding Party will permit Plaintiff to inspect periodic financial summaries
26 prepared by Responding Party's accountants during the relevant time period. As a
27 further and separate objection, the interrogatory is vague, ambiguous and
28

EXHIBIT 2

1 unintelligible. Without waiving the foregoing objections, and assuming that the
2 request seeks income of Responding Party other than from brokerage operations, there
3 is no such additional income.

4
5 INTERROGATORY NO. 8:

6 During the period of time that YOU have used the phrase "All Cities Realty" in
7 the conduct of YOUR business, for each person or entity that used the name "Re/Max"
8 as part of his, hers, or its business name, state in detail YOUR BUSINESS
9 RELATIONSHIP with said person or entity and the period of time that the
10 BUSINESS RELATIONSHIP existed.

11
12 RESPONSE TO INTERROGATORY NO. 8:

13 The Responding Party objects on the grounds that the request is vague,
14 ambiguous and unintelligible. Without waiving the foregoing objections, all of
15 Responding Party's agents used the name "RE/MAX" whether it was in conjunction
16 with the phrase "All Cities Realty" or with other dba's used by Responding Party in its
17 business.

18
19
20 INTERROGATORY NO. 9:

21 During the period of time that YOU have used the phrase "All Cities Realty" in
22 the conduct of YOUR business, state in detail each geographic area where YOU
23 conducted business and derived income and for each such geographic area the period
24 of time that YOU conducted business and derived income.

25
26 RESPONSE TO INTERROGATORY NO. 9:

27 Attached hereto and marked "Exhibit B" is a map depicting the geographic
28 areas where Responding Party has done business during the relevant time period.

EXHIBIT 2

1 INTERROGATORY NO. 10:

2 If YOU ever registered or filed the name or phrase All Cities Realty or any
3 business name containing the words All Cities Realty with any government or quasi-
4 government agency, identify the government or quasi-government agencies and each
5 date that YOU received the registration.
6

7 RESPONSE TO INTERROGATORY NO. 10:

8 Responding Party has used the phrase "All Cities Realty" in its filings with the
9 Department of Real Estate and in Fictitious Business Name Statements.
10

11 INTERROGATORY NO. 11:

12 IDENTIFY each advertisement or other promotion that YOU caused to be made
13 known to the public that contained or contains the phrase All Cities Realty.
14

15 RESPONSE TO INTERROGATORY NO. 11:

16 Responding Party objects on the grounds that the request is overbroad and
17 unduly burdensome.
18

19 INTERROGATORY NO. 12:

20 For each denial of an allegation and each affirmative defense contained in
21 YOUR answer to the complaint in this action, state in detail all facts upon which YOU
22 base the denial.
23

24 RESPONSE TO INTERROGATORY NO. 12:

25 Responding Party objects on the grounds that the request is overbroad and

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EXHIBIT 2

1 unduly burdensome. As a further objection, the interrogatory is compound.
2

3

4 DATED: January 19, 2006

LIPOW & HARRIS

5

6

By: 

JEFFREY A. LIPOW
Attorneys for Defendant
CF REAL ESTATE LOANS, INC.
dba RE/MAX ALL CITIES REALTY

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EXHIBIT 2

VERIFICATION

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

I have read the foregoing DEFENDANT'S RESPONSES TO INTERROGATORIES and know its contents.

CHECK APPLICABLE PARAGRAPHS

I am a party to this action. The matters stated in the foregoing document are true of my own knowledge except as to those matters which are stated on information and belief, and as to those matters I believe them to be true.

I am an Officer a partner a President of CF REAL ESTATE LOANS, INC.

a party to this action, and am authorized to make this verification for and on its behalf, and I make this verification for that reason. I am informed and believe and on that ground allege that the matters stated in the foregoing document are true. The matters stated in the foregoing document are true of my own knowledge, except as to those matters which are stated on information and belief, and as to those matters I believe them to be true.

I am one of the attorneys for a party to this action. Such party is absent from the county of aforesaid where such attorneys have their offices, and I make this verification for and on behalf of that party for that reason. I am informed and believe and on that ground allege that the matters stated in the foregoing document are true.

Executed on January 30, 2006, at Beverly Hills, California. I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

KELLI AMUNDSON
Type or Print Name

[Handwritten Signature]
Signature

PROOF OF SERVICE
1013a (3) CCP Revised 5/1/05

STATE OF CALIFORNIA, COUNTY OF

I am employed in the county of State of California. I am over the age of 18 and not a party to the within action; my business address is:

On, I served the foregoing document described as in this action

by placing the true copies thereof enclosed in sealed envelopes addressed as stated on the attached mailing list
by placing the original a true copy thereof enclosed in sealed envelopes addressed as follows:

BY MAIL

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

Executed on, at California. (BY PERSONAL SERVICE) I delivered such envelope by hand to the offices of the addressee. Executed on, at California.

(State) I declare under penalty of perjury under the laws of the State of California that the above is true and correct.
(Federal) I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made.

Type or Print Name

Signature

(BY MAIL SIGNATURE MUST BE OF PERSON DEPOSITING ENVELOPE IN MAIL BOX, BOX, OR BAG).
(FOR PERSONAL SERVICE SIGNATURE MUST BE THAT OF MESSENGER)

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Rev. 7/99

PROOF OF SERVICE

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STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

I am employed in the County of Los Angeles, State of California. I am over the age of eighteen (18) years and not a party to the within action; my business address is: 333 S. Hope Street, 36th Floor, Los Angeles, CA 90071.

On January 30, 2006, I served the following described as: DEFENDANT'S RESPONSES TO INTERROGATORIES on the interested parties in this action by placing a true copy thereof enclosed in a sealed envelope addressed as follows:

LAW OFFICES OF JEFFREY F. SAX
Jeffrey F. Sax
333 South Hope Street, 36th Floor
Los Angeles, CA 90071
Facsimile: (213) 217-5490

LAW OFFICES OF H. JOSEPH
NOURMAND
A PROFESSIONAL CORPORATION
H. Joseph Nourmand
660 South Figueroa Street, Suite 2400
Los Angeles, CA 90017
Facsimile: (213) 688-2848

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

(BY FACSIMILE) I caused such document to be delivered by telescope transmission to the offices of the addressee.

(BY PERSONAL DELIVERY) I caused such envelope to be delivered by hand to the offices of the addressee.

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

(FEDERAL) I declare that I am employed in the offices of a member of this Court at whose direction the service was made.

Executed on January 30, 2006, at Beverly Hills, California.


SHANNON KING EXHIBIT 2

Exhibit B

RE/MAX

All Cities Realty

www.RealEstateLosAngeles.com

From the desk of

Holly M. Thomas

400 S. Sepulveda Blvd
Suite 100
Manhattan Beach, CA 90266
Office: 310.376.2225 x308
Fax: 310.798.6822
eMail:
hthomas@realestatelosangeles.com

OFFICE LOCATIONS

1
Manhattan Beach
310.376.2225

2
Brentwood
310.979.4000

3
West L.A.
310.559.5570

4
El Segundo
310.322.1425

5
Torrance
310.540.6060

6
Westchester
310.645.6455

7
Santa Monica
310.264.2225

8
Beverly Hills
310.205.0050

9
Lake Arrowhead
909.337.6111

10
Venice/Marina
310.577.5300

11
Commercial Brokerage - Valley
818.596.5558

12
Commercial Brokerage - L.A.
310.826.2221

14
Hollywood Hills
323.876.2456

15
Crestline
909.338.1841

MEMORANDUM

TO: Agents

FROM: Holly M. Thomas

DATE: August 25, 2006

RE: All Cities Realty, Inc. v. Mark Aandrues et al. (state case version of All Cities Realty, Inc v. C.F. Real Estate Loans, Inc.)

Dear Agents,

As I mentioned to you in several memos and in my voicemail to you on Friday, August 25, 2006, we are going to court on Friday, September 1st to ask the state court to stay the state action against our agents and us. In order to best represent you in this hearing, we are asking all agents to execute a notice to C.F. Real Estate Loans, Inc. requesting that it defend each of you. This is called a tender of your defense (i.e. giving your defense over to us to handle).

Attached is the notice tendering your defense. *We are asking that all agents execute the notice and return it to your front desk by 5:00pm Tuesday, August 29th.* I know that some of you have not been named in the lawsuit and others of you that were named were not on the service list; however, we are asking ALL agents to tender their defense in the event All Cities Realty, Inc. amends their complaint and later includes those that were previously missed.

It continues to be Kelli's position that C.F. Real Estate Loans, Inc. is ready and willing to defend you in this action and indemnify you for any damages that may be incurred as a result of any judgment against you in this action. However, we continue to be confident that this action is solely for harassment purposes and will only lead to a judgment against the plaintiff.

We appreciate your continued support in this matter and sincerely apologize for any inconvenience this may cause you.

If you have any questions, please do not hesitate to contact me.

Holly

Exhibit C

Exhibit D

1 **LAW OFFICES OF JEFFREY F. SAX**

2 Jeffrey F. Sax (SBN: 109902)
3 660 South Figueroa Street, 24th Floor
4 Los Angeles, CA 90017
5 Telephone: (213) 623-5700
6 Facsimile: (213) 623-5900

7 Attorneys for Defendants
8 All Cities Realty,TM Inc., Joseph Miner and Lillian Dunlop

9 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**
10 **COUNTY OF LOS ANGELES**
11 **UNLIMITED JURISDICTION**

12 C.F. REAL ESTATE LOANS, INC., a) Case No: YC056028
13 California Corporation, KELLI TODD, and)
14 individual,) Hon. Bob Hight, Judge Presiding,
15) Department D
16)
17) **NOTICE OF DEPOSITION AND**
18) **REQUEST TO PRODUCE**
19) **DOCUMENTS THEREAT**
20)
21) **DATE: October 30, 2007**
22) **TIME: 9:30 a.m.**
23)
24)
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23 **TO ALL PARTIES AND THEIR ATTORNEYS OF RECORD:**
24 **PLEASE TAKE NOTICE** that Defendants shall take the deposition of Michael
25 Hubbard before a certified shorthand reporter. The deposition shall take place on October
26 30, 2006 at 9:30 a.m. at the Law Offices of Jeffrey F. Sax, located at 660 S. Figueroa
27 Street, Suite 2600, Los Angeles, California 90017 and shall continue from day thereafter
28

1 until fully completed. The deposition may be videotaped and provisions will be available
2 for use of "real time."

3 The deponent shall bring to the deposition for inspection and copying the documents
4 described in Attachment A hereto

5 Dated: October 11, 2007

LAW OFFICES OF JEFFREY F. SAX

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9 By: _____
10 Jeffrey F. Sax, Attorneys for Defendants
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Exhibit E

Case Summary

Case Number: YC056028

C.F. REAL ESTATE LOANS INC. VS. ALL CITIES RALTY INC.

Filing Date: 10/04/2007

Case Type: Contractual Fraud (General Jurisdiction)

Status: Dismissed - Other 10/19/2007

Future Hearings

None

[Documents Filed](#) | [Proceeding Information](#)

Parties

ALL CITIES REALTY - Deft's DBA

ALL CITIES REALTY INC. - Defendant

C.F. REAL ESTATE LOANS INC. - Plaintiff

DOES 1-50 - Defendant

DUNLOP LILLIAN - Defendant

MINER JOSEPH - Defendant

SPILE SIEGAL LEFF & GOOR LLP - Attorney for Plaintiff

TODD KELLI - Plaintiff

[Case Information](#) | [Party Information](#) | [Proceeding Information](#)

Documents Filed (Filing dates listed in descending order)

10/19/2007 Request for Dismissal (ENTIRE ACTION WITHOUT PREJUDICE)
Filed by Attorney for Plaintiff

10/09/2007 OSC-Failure to File Proof of Serv
Filed by Clerk

10/04/2007 Complaint Filed

10/04/2007 Summons Filed
Filed by Attorney for Plaintiff

10/04/2007 Notice-Case Management Conference

Filed by Attorney for Plaintiff

[Case Information](#) | [Party Information](#) | [Documents Filed](#)

Proceedings Held (Proceeding dates listed in descending order)

None

[Case Information](#) | [Party Information](#) | [Documents Filed](#) | [Proceeding Information](#)

Exhibit F

Jeffrey F. Sax

From: Steve Spile [sspile@spile-siegal.com]
Sent: Wednesday, August 06, 2008 5:40 PM
To: Jeffrey F. Sax
Subject: RE: Sax's Offer

Hi Jeff. Below, please find my client's response. Please advise how you and your client would like to proceed. Best- Steve

Steven D. Spile**SPILE, SIEGAL, LEFF & GOOR, LLP**Email: SSpile@spile-siegal.com

818-784-6899 Phone

818-784-0176 Fax

CONFIDENTIALITY NOTICE -- PRIVILEGED AND CONFIDENTIAL

This communication and any accompanying documents are confidential and privileged. They are intended for the sole use of the addressee. If you receive this transmission in error, you are advised that any disclosure, copying, distribution, or the taking of any action in reliance upon this communication is strictly prohibited. Moreover, any such inadvertent disclosure shall not compromise or waive the attorney-client privileges as to this communication or otherwise. If you have received this communication in error, please contact me at the above internet e-mail address. Thank you.

Steve,

We appreciate that plaintiff is interested in reopening the negotiation discussion before we all start down another round of litigation and incur more fees. That being said, given the fact that plaintiff's representatives have seen our books and the current real estate market, the number Mr. Sax has proposed far exceeds the realms of reality. However, as stated before, we appreciate his attempt so although he said no counteroffer, we want to propose an amount that we feel we can actually pay. Our offer is [REDACTED] [REDACTED] no interest. Per Mr. Sax's email below, this settlement would resolve all pending actions and include mutual releases and standard settlement language. Mr. Miner must also take down all references on websites that address the litigation, infringement, principals or agents of the principals as well as remove any metadata that is being picked up by search engines regarding the same. The terms of the settlement are to be confidential, with the proviso that the parties may publicly state that the cases have settled on mutually amicable terms. We will unilaterally advise our agents that the state court suit has been amicably settled on confidential terms. Each party will bear its own attorney's fees and costs.

This remains part of the confidential settlement negotiations.

Thank you.

Holly M. Thomas