

CLERK OF THE COURT

Electronically Filed
Jan 26 2016 02:20 p.m.
Tracie K. Lindeman
Clerk of Supreme Court

GARMAN TURNER GORDON LLP
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Attorneys for Plaintiffs

DISTRICT COURT

CLARK COUNTY, NEVADA

NUVEDA, LLC, a Nevada limited liability
company; SHANE M. TERRY, a Nevada
resident; and JENNIFER M. GOLDSTEIN, a
Nevada resident;

Plaintiffs,

vs.

PEJMAN BADY; POUYA MOHAJER; DOE
Individuals I-X and ROE Entities I-X, inclusive;

Defendants.

Case No.: A-15-728510-B
Dept. No.: XI

NOTICE OF APPEAL

TO ALL PARTIES IN INTEREST:

NOTICE IS HEREBY GIVEN that the above-named Plaintiffs, Nuveda, LLC, Shane M. Terry and Jennifer M. Goldstein ("Plaintiffs"), by and through counsel, the law firm of Garman Turner Gordon, hereby appeal the Findings of Fact and Conclusions of Law Denying Plaintiffs' Motion for Preliminary Injunction, Denying Defendant's Countermotion for Preliminary Injunction and Joinder, and Entering Provisional Remedy Pursuant to N.R.S. 38.222 (the "Order") entered on January 13, 2016.

1 A true and correct copy of the Order is attached hereto as **Exhibit 1**.

2 Dated this 19th day of January, 2016.

3
4 GARMAN TURNER GORDON LLP

5
6 By:/s/ Erika Pike Turner
7 ERIKA PIKE TURNER
8 Nevada Bar No. 6454
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10 DYLAN T. CICILIANO
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16 Attorneys for Plaintiffs
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CERTIFICATE OF SERVICE

I hereby certify that the foregoing **NOTICE OF POSTING BOND** was submitted electronically for filing and/or service with the Eighth Judicial District Court on the 19th day of January, 2016. Electronic service of the foregoing document shall be made in accordance with the E-Service List as follows:¹

Kolesar and Leatham

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John Naylor	jnaylor@naylorandbrasterlaw.com

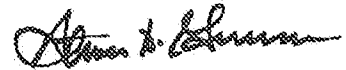
/s/ Rebecca Post

Rebecca Post, an employee of
GARMAN TURNER GORDON LLP

¹ Pursuant to EDCR 8.05(a), each party who submits an E-Filed document through the E-Filing System consents to electronic service in accordance with NRCP 5(b)(2)(D).

EXHIBIT 1

EXHIBIT 1



CLERK OF THE COURT

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DISTRICT COURT

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CLARK COUNTY, NEVADA

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NUVEDA, LLC, a Nevada limited
liability company; SHANE M. TERRY, a
Nevada resident; and JENNIFER M.
GOLDSTEIN, a Nevada resident;

8

Plaintiffs,

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v.

10

PEJMAN BADY; POUYA MOHAJER;
DOE Individuals I-X and ROE Entities I-
X, inclusive;

12

Defendants.

13

CASE NO.: A-15-728510-B

DEPT. NO.: XI

**FINDINGS OF FACT AND CONCLUSIONS
OF LAW DENYING PLAINTIFFS'
MOTION FOR PRELIMINARY
INJUNCTION, DENYING DEFENDANT'S
COUNTERMOTION FOR PRELIMINARY
INJUNCTION AND JOINDER, AND
ENTERING PROVISIONAL REMEDY
PURSUANT TO N.R.S. 38.222**

Hearing Date: December 28, 2015 and
January 6 - 8, 2016

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¹ In addition, Mohajer requested a provisional remedy under NRS 38.222 be made on the pending issues.

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² The complaint alleges that they are representing NuVeda on any derivative claims.

CLERK OF THE COURT

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1 evidentiary hearing; and having heard and carefully considered the testimony of the witnesses
2 called to testify; the Court having considered the oral and written arguments of counsel, and with
3 the intent of deciding the limited issues before the Court related to the Motion and
4 Countermotion.³ The Court makes the following findings of fact and conclusions of law:

5
6 **FINDINGS OF FACT**

7 1. On July 9, 2014, the parties entered into an Operating Agreement for NuVeda,
8 LLC ("NuVeda")⁴ to operate dispensaries, cultivation and processing facilities for medical
9 marijuana ("MME") pursuant to licenses obtained from certain political subdivisions.

10 2. Certain disputes have arisen between the parties over the existence and vesting of
11 certain membership interests, management and control of NuVeda.

12 3. Plaintiffs have alleged that Defendants acted "in concert" in certain actions that
13 they allege are "self dealing".
14

15 4. Section 6.2 of the Operating Agreement permits the expulsion of a member under
16 certain conditions.⁵
17

18 ³ The findings made in this Order are preliminary in nature based upon the limited evidence
19 presented after very limited exchange of documents and may be modified based upon additional
evidence presented to the Court at the ultimate trial (or arbitration) of this matter.

20 ⁴ NuVeda LLC and its subsidiaries are referred to as "NuVeda" collectively for purposes of
21 this decision.

22 ⁵ The Operating Agreement at Section 6.2 provides:

23 A Member's interest in the Company may be terminated or expelled only upon agreement
24 of the Disinterested Voting Members by a vote of 60% or more of Disinterested Voting
25 Interests. Expulsion may only be made by a majority vote of 60% or more of the
26 Disinterested Voting Interests that the expelled member was not acting in the best interest
27 of the Company or was otherwise acting in a manner that was contrary to the purpose of
the Company. For purposes of this provision, the "Disinterested Voting Members" shall
be those Members who's membership in the Company is not then being voted upon, and
"Disinterested Voting Interests" shall be the total percentage of the Ownership Interests
held by the Disinterested Voting Members. By means of example only, if the Members
sought to expel Member A, who owned a 20% Voting Interest, the Disinterested Voting

1 5. In late November 2015, without a meeting,⁶ Plaintiffs and certain other members
2 attempted expulsion by written consent of both Defendants. Issues have arisen about the
3 methodology used by Plaintiffs to calculate the Disinterested Voting Interests.

4 6. In retaliation, the following week, without a meeting, Defendants and certain other
5 members attempted expulsion by written consent of both Plaintiffs. Issues have arisen about the
6 basis used by Defendants as the basis for the expulsion of Plaintiffs.

7 7. The activities of Bady and Mohajer alleged by Plaintiffs to permit the aggregation
8 of the Disinterested Voting Interests do not rise to the level of a conspiracy as argued by Plaintiff.

9 8. The activities of Plaintiffs in attempting to expulse Defendants do not constitute
10 activities which would permit the expulsion of Plaintiffs.

11 9. On November 18, 2015, at a meeting of NuVeda, where Plaintiffs were present,
12 the transaction with CW was discussed.

13 10. In early December 2015, the majority of membership interest approved a
14 transaction with CW which results in the transfer of certain assets but retains the membership
15 interest held currently by NuVeda members in NuVeda. At the time of the evidentiary hearing,
16 not all of the documents for the CW transaction had been finalized.

17 11. If any finding of fact is properly a conclusion of law, it shall be treated as if
18 appropriately identified and designated.

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22 Members would be all Members other than Member A, and the vote would require 60% of
23 the 80% Disinterested Voting Interests to carry. In order to terminate a Member's interest
24 a meeting of the Voting Members must be held in accordance with the provisions of
25 Section 4.3.

26 ⁶ Section 4.3 provides in pertinent part:

27 No regular, annual, special or other meetings of Voting Members are required to be held.
28 Any action that may be taken at a meeting of Voting Members may be taken without a
 meeting by written consent in accordance with the Act. Meetings of the Voting Members,
 for any purpose or purposes, may be called at any time by a majority of the Voting
 Members, or by the President of the Company, if any. . . .

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1 21. However, since additional actions need to be taken by NuVeda to finalize the
2 transaction, the Court declines to grant the Countermotion as all members should have an
3 opportunity to have input on the remaining documents to finalize the CW transaction.

4 22. A security bond is not required for the Court's provisional remedy.

5 23. If any conclusion of law is properly a finding of fact, it shall be treated as if
6 appropriately identified and designated.
7

8 ORDER

9 THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED that the
10 Motion and Countermotion are denied.

11 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that pending the
12 completion of the contemplated arbitration, the parties are to take no further action to expulse
13 each other on the factual basis presented to the Court during the evidentiary hearing.
14

15 IT IS FURTHER ORDERED that the request to seal these proceedings is denied.

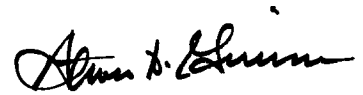
16 Dated this 13th day of January, 2016.

17
18 
19 DISTRICT COURT JUDGE
20

21 Certificate of Service

22 I hereby certify, that on the date filed, this Order was served on the parties identified on
23 Wiznet's e-service list.
24

25 
26 Dan Kutinac
27
28



CLERK OF THE COURT

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DISTRICT COURT

CLARK COUNTY, NEVADA

NUVEDA, LLC, a Nevada limited liability
company; SHANE M. TERRY, a Nevada
resident; and JENNIFER M. GOLDSTEIN, a
Nevada resident;

Case No.: A-15-728510-B
Dept. No.: XI

Plaintiffs,

vs.

PEJMAN BADY; POUYA MOHAJER; DOE
Individuals I-X and ROE Entities I-X, inclusive;

Defendants.

CASE APPEAL STATEMENT

Plaintiffs, by and through their attorneys of record, Garman Turner Gordon, hereby files
the following Case Appeal Statement relating to its pending Notice of Appeal.

1. Name of appellants filing this Case Appeal Statement:

NuVeda, LLC, Shane M. Terry and Jennifer M. Goldstein

2. Identify the Judge issuing the decision, judgment, or order appealed from:

The Honorable Elizabeth Gonzales

3. Identify each appellant and the name and address of counsel for each appellant:

NuVeda, LLC
c/o Erika Pike Turner, Esq.
Garman Turner Gordon
650 White Drive, Suite 100
Las Vegas, Nevada 89119

Shane M. Terry
c/o Erika Pike Turner, Esq.
Garman Turner Gordon
650 White Drive, Suite 100
Las Vegas, Nevada 89119

Jennifer M. Goldstein
c/o Erika Pike Turner, Esq.
Garman Turner Gordon
650 White Drive, Suite 100
Las Vegas, Nevada 89119

4. Identify each respondent and the name and address of appellate counsel, if known, for each respondent (if the name of a respondent's appellate counsel is unknown, indicated as much and provide the name and address of that respondent's trial counsel):

Pejman Bady
c/o Matthew Dushoff, Esq.
Vincent Aiello, Esq.
Kolesar Leatham
400 S. Rampart Blvd., #400
Las Vegas, Nevada 89145

Pouya Mohajer
c/o William Maupin, Esq.
John Naylor, Esq.
Maupin, Naylor Braster
1050 Indigo Drive, # 112
Las Vegas, Nevada 89145

5. Indicate whether any attorney identified above in response to question 3 or 4 is not licensed to practice law in Nevada and, if so, whether the district court granted that attorney permission to appear under SCR 42 (attach a copy of any district court order granting such permission):

There are no attorneys who are not licensed in Nevada.

6. Indicated whether appellant was represented by appointed or retained counsel in the district court:

Appellants retained counsel in district court.

7. Indicate whether appellant is represented by appointed or retained counsel on appeal:

1 Appellants retained counsel for the appeal.

2 8. Indicate whether appellant was granted leave to proceed in forma pauperis, and
3 the date of entry of the district court order granting such leave:

4 No appellant was granted leave to proceed in forma pauperis.

5 9. Indicate the date the proceedings commenced in the district court (e.g., date
6 complaint indictment, information, or petition was filed):

7 December 3, 2015

8 10. Provide a brief description of the nature of the action and result in the district
9 court, including the type of judgment or order being appealed and the relief granted by the
10 district court:

11 Appellants commenced the action for the purpose of obtaining injunctive relief, and
12 Respondents asserted a counter-motion for injunctive relief. In essence, Appellants Jennifer
13 Goldstein and Shane Terry took action to expel Defendants from NuVeda, LLC for wrongful
14 actions harming NuVeda, LLC pursuant to the terms of the NuVeda, LLC Operating Agreement,
15 and thereafter, Respondents attempted to expel Respondents Jennifer Goldstein and Shane Terry
16 from NuVeda, LLC. Both Appellants and Respondents attempted to enforce their expulsion of
17 the other side. In addition, Appellants sought to enjoin Respondents from transferring the assets
18 of NuVeda, LLC and/or its subsidiaries in violation of the Nuveda, LLC Operating Agreement.
19 The Honorable District Court denied both motions for injunctive relief.

20 11. Indicate whether the case has previously been the subject of an appeal to or
21 original writ proceeding in the Supreme Court and, if so, the caption and Supreme Court docket
22 number of the prior proceeding:

23 The case has not previously been subject of an appeal or writ proceeding in the Supreme
24 Court or Court of Appeals.

25 12. Indicate whether this appeal involves child custody or visitation:

26 The appeal does not involve child custody or visitation.

27 13. If this is a civil case, indicate whether this appeal involves the possibility of
28 settlement:

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Yes.
Dated this 20th day of January, 2016.

GARMAN TURNER GORDON LLP

By: /s/ Erika Pike Turner
ERIKA PIKE TURNER
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Tel: (725) 777-3000/Fax: (725) 777-3112
Attorneys for Plaintiffs/Appellants

CERTIFICATE OF SERVICE

I hereby certify that the foregoing **CASE APPEAL STATEMENT** was submitted electronically for filing and/or service with the Eighth Judicial District Court on the 20th day of January, 2016. Electronic service of the foregoing document shall be made in accordance with the E-Service List as follows:¹

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/s/ Rebecca Post

Rebecca Post, an employee of
GARMAN TURNER GORDON LLP

¹ Pursuant to EDCR 8.05(a), each party who submits an E-Filed document through the E-Filing System consents to electronic service in accordance with NRCP 5(b)(2)(D).

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-15-728510-B

Nuveda, LLC , Plaintiff(s)
vs.
Pejman Bady, Defendant(s)

§
§
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§
§

Location: **Department 11**
Judicial Officer: **Gonzalez, Elizabeth**
Filed on: **12/03/2015**
Case Number History:
Cross-Reference Case Number: **A728510**

CASE INFORMATION

Case Type: **Other Business Court Matters**
Case Flags: **Discovery heard by Department
Appealed to Supreme Court
Filing Fee Balance Due**
*Filing fee balance due for
\$60.00 for additional party
money Plaintiff's. Email sent to
clerk on 12/29/15 to collect.*
Kaye
Other Contract Case

DATE

CASE ASSIGNMENT

Current Case Assignment

Case Number	A-15-728510-B
Court	Department 11
Date Assigned	12/11/2015
Judicial Officer	Gonzalez, Elizabeth



PARTY INFORMATION

		<i>Lead Attorneys</i>
Plaintiff	Goldstein, Jennifer M	Pike, Erika A. <i>Retained</i> 7027965555(W)
	Nuveda, LLC	Pike, Erika A. <i>Retained</i> 7027965555(W)
	Terry, Shane M	Pike, Erika A. <i>Retained</i> 7027965555(W)
Defendant	Bady, Pejman	Aiello III, Vincent J. <i>Retained</i> 702-362-7800(W)
	Mohajer, Pouya	Maupin, Alvin W. <i>Retained</i> 7023660622(W)

DATE

EVENTS & ORDERS OF THE COURT

INDEX

12/03/2015	 Complaint (Business Court) Filed By: Plaintiff Nuveda, LLC <i>Complaint</i>	
12/03/2015	Other Contract Case	
12/04/2015	 Minute Order (3:00 AM) (Judicial Officer: Allf, Nancy)	

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-15-728510-B

12/07/2015	 Summons Filed by: Plaintiff Nuveda, LLC <i>Summons</i>
12/07/2015	 Summons Filed by: Plaintiff Nuveda, LLC <i>Summons</i>
12/07/2015	 Motion Filed By: Plaintiff Nuveda, LLC <i>Plaintiffs' Motion for Preliminary Injunction and Application on Order Shortening Time</i>
12/08/2015	 Motion Filed By: Defendant Bady, Pejman <i>Motion to Recuse the Honorable Nancy L. Allf</i>
12/08/2015	 Initial Appearance Fee Disclosure Filed By: Defendant Bady, Pejman <i>Initial Appearance Fee Disclosure</i>
12/08/2015	 Minute Order (3:00 AM) (Judicial Officer: Allf, Nancy) <i>Minute Order: Recusal</i>
12/08/2015	 Motion Filed By: Plaintiff Nuveda, LLC <i>Plaintiffs' Motion to Seal Exhibit 2-D to Plaintiffs' Motion for Preliminary Injunction and Application for Order Shortening Time</i>
12/09/2015	 Peremptory Challenge Filed by: Plaintiff Terry, Shane M <i>Plaintiffs' Peremptory Challenge</i>
12/09/2015	 Affidavit of Attempted Service Filed By: Plaintiff Nuveda, LLC <i>Affidavit of Attempted Service</i>
12/09/2015	 Affidavit of Attempted Service Filed By: Plaintiff Nuveda, LLC <i>Affidavit of Attempted Service</i>
12/09/2015	 Affidavit of Due Diligence Filed By: Plaintiff Nuveda, LLC <i>Affidavit of Due Diligence</i>
12/09/2015	 Affidavit Filed By: Plaintiff Nuveda, LLC <i>Affidavit of Service</i>
12/09/2015	 Affidavit of Due Diligence Filed By: Plaintiff Nuveda, LLC <i>Affidavit of Due Diligence</i>
12/09/2015	














DEPARTMENT 11
CASE SUMMARY
CASE NO. A-15-728510-B

	 Affidavit of Attempted Service Filed By: Plaintiff Nuveda, LLC <i>Affidavit of Attempted Service</i>
12/09/2015	 Affidavit of Attempted Service Filed By: Plaintiff Nuveda, LLC <i>Affidavit of Attempted Service</i>
12/09/2015	 Notice of Department Reassignment <i>Notice of Department Reassignment</i>
12/10/2015	 Certificate of Service Filed by: Plaintiff Nuveda, LLC <i>Certificate of Service</i>
12/10/2015	 Application Filed By: Plaintiff Nuveda, LLC <i>Application for Order Shortening Time</i>
12/10/2015	 Notice of Department Reassignment <i>Notice of Department Reassignment</i>
12/10/2015	 Filed Under Seal Filed By: Plaintiff Nuveda, LLC; Plaintiff Terry, Shane M; Plaintiff Goldstein, Jennifer M <i>Exhibit 2-D to Plaintiff's Motion for Preliminary Injunction and Application on Order Shortening Time</i>
12/11/2015	 Peremptory Challenge Filed by: Defendant Bady, Pejman <i>Dr. Bady's Peremptory Challenge</i>
12/11/2015	 Notice of Entry of Order Filed By: Plaintiff Nuveda, LLC <i>Notice of Entry of Order Shortening Time and Notice of Hearing</i>
12/11/2015	 Notice of Department Reassignment <i>Notice of Department Reassignment</i>
12/14/2015	 Telephonic Conference (8:45 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Telephonic Conference: Application for Preliminary Injunction</i>
12/14/2015	 Opposition to Motion Filed By: Defendant Bady, Pejman <i>Pejman Bady's Opposition to Plaintiffs' Motion for Preliminary Injunction and Application on Order Shortening Time and Countermotion for Preliminary Injunction</i>
12/14/2015	 Initial Appearance Fee Disclosure Filed By: Defendant Mohajer, Pouya <i>Initial Appearance and Fee Disclosure</i>
12/14/2015	 Opposition to Motion Filed By: Defendant Mohajer, Pouya <i>Pouya Mohajer, MD's Opposition to Plaintiff's Motion for Preliminary Injunction and Application on Order Shortening Time</i>

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-15-728510-B

12/14/2015	 Joinder Filed By: Defendant Mohajer, Pouya <i>Pouya Mohajer, MD's Joinder to Pejmon Bady's Countermotion for Preliminary Injunction</i>
12/15/2015	 Temporary Restraining Order Filed by: Plaintiff Nuveda, LLC <i>Temporary Restraining Order</i>
12/16/2015	 Notice of Entry Filed By: Plaintiff Nuveda, LLC <i>Notice of Entry of Temporary Restraining Order</i>
12/21/2015	 Notice of Posting Bond Filed By: Plaintiff Nuveda, LLC <i>Notice of Posting Bond</i>
12/22/2015	 Motion to Seal/Redact Records Filed By: Defendant Bady, Pejman <i>Defendant Pejman Bady's Motion to Seal Exhibit 20 Attached to Pejman Bady's Opposition to Plaintiffs' Motion for Preliminary Injunction and Application on Order Shortening Time and Countermotion for Preliminary Injunction</i>
12/23/2015	 Supplemental Brief Filed By: Defendant Bady, Pejman <i>Dr. Pejman Bady's Supplemental Brief in Support of His Opposition to Plaintiffs' Motion for Preliminary Injunction and Application on Order Shortening Time and Countermotion for Preliminary Injunction</i>
12/23/2015	 Reply Filed by: Plaintiff Terry, Shane M <i>Plaintiff's Reply to Pejman Bady's Opposition to Plaintiffs' Motion for Preliminary Injunction and Opposition to Countermotion for Preliminary Injunction</i>
12/23/2015	 Appendix Filed By: Defendant Bady, Pejman <i>Appendix of Exhibits to Dr. Pejman Bady's Supplemental Brief in Support of His Opposition to Plaintiffs' Motion for Preliminary Injunction and Application on Order Shortening Time and Countermotion for Preliminary Injunction</i>
12/24/2015	 Supplemental Brief Filed By: Defendant Mohajer, Pouya <i>Pouya Mohajer's Supplemental Opposition to Plaintiffs' Motion for Preliminary Injunction</i>
12/28/2015	Preliminary Injunction Hearing (10:00 AM) (Judicial Officer: Gonzalez, Elizabeth) 12/28/2015, 01/06/2016-01/08/2016 <i>Preliminary Injunction Hearing</i>
12/28/2015	Opposition and Countermotion (10:00 AM) (Judicial Officer: Gonzalez, Elizabeth) 12/28/2015, 01/06/2016-01/08/2016 <i>Pejman Bady's Opposition to Plaintiffs' Motion for Preliminary Injunction and Application on Order Shortening Time and Countermotion for Preliminary Injunction</i>
12/28/2015	Joinder (10:00 AM) (Judicial Officer: Gonzalez, Elizabeth) 12/28/2015, 01/06/2016-01/08/2016 <i>Pouya Mohajer, MD's Joinder to Pejmon Bady's Countermotion for Preliminary Injunction</i>

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-15-728510-B

12/28/2015	CANCELED All Pending Motions (10:00 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Vacated - On in Error</i>
12/28/2015	 All Pending Motions (10:00 AM) (Judicial Officer: Gonzalez, Elizabeth)
12/30/2015	 Telephonic Conference (10:00 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Telephonic Conference: Resumption of Preliminary Injunction Hearing</i>
01/04/2016	 Reporters Transcript <i>Transcript of Proceedings: Preliminary Injunction Hearing - Day 1 December 28, 2015</i>
01/06/2016	 All Pending Motions (10:00 AM) (Judicial Officer: Gonzalez, Elizabeth)
01/07/2016	 All Pending Motions (9:30 AM) (Judicial Officer: Gonzalez, Elizabeth)
01/08/2016	 All Pending Motions (9:00 AM) (Judicial Officer: Gonzalez, Elizabeth)
01/13/2016	 Findings of Fact, Conclusions of Law and Judgment <i>Findings of Fact and Conclusions of Law Denying Plaintiffs' Motion for Preliminary Injunction, Denying Defendant's Countermotion for Preliminary Injunction and Joinder, and Entering Provisional Remedy Pursuant to N.R.S. 38.222</i>
01/14/2016	CANCELED Motion (3:00 AM) (Judicial Officer: Barker, David) <i>Vacated - Moot</i> <i>Motion to Recuse the Honorable Nancy L. Allf</i>
01/19/2016	 Notice of Appeal Filed By: Plaintiff Nuveda, LLC <i>Notice of Appeal</i>
01/19/2016	 Motion to Seal/Redact Records (8:30 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Plaintiffs' Motion to Seal Exhibit 2-D to Plaintiffs' Motion for Preliminary Injunction and Application for Order Shortening Time</i>
01/19/2016	CANCELED Opposition and Countermotion (8:30 AM) (Judicial Officer: Gonzalez, Elizabeth) <i>Vacated - On in Error</i> <i>Pejman Bady's Opposition to Plaintiffs' Motion for Preliminary Injunction and Application on Order Shortening Time and Countermotion for Preliminary Injunction</i>
01/19/2016	 Reporters Transcript <i>Transcript of Proceedings: Preliminary Injunction Hearing - Day 2, January 6, 2016</i>
01/19/2016	 Reporters Transcript <i>Transcript of Proceedings: Preliminary Injunction Hearing - Day 3, January 7, 2016</i>
01/19/2016	 Reporters Transcript <i>Transcript of Proceedings: Preliminary Injunction Hearing - Day 4, January 8, 2016</i>
01/20/2016	 Case Appeal Statement Filed By: Plaintiff Nuveda, LLC <i>Case Appeal Statement</i>
01/22/2016	CANCELED Motion to Seal/Redact Records (3:00 AM) (Judicial Officer: Gonzalez, Elizabeth)

DEPARTMENT 11
CASE SUMMARY
CASE NO. A-15-728510-B

Vacated - per Stipulation and Order

Defendant Pejman Bady's Motion to Seal Exhibit 20 Attached to Pejman Bady's Opposition to Plaintiffs' Motion for Preliminary Injunction and Application on Order Shortening Time and Countermotion for Preliminary Injunction

DATE	FINANCIAL INFORMATION
	Defendant Bady, Pejman
	Total Charges 1,933.00
	Total Payments and Credits 1,933.00
	Balance Due as of 1/22/2016 0.00
	Defendant Mohajer, Pouya
	Total Charges 1,483.00
	Total Payments and Credits 1,483.00
	Balance Due as of 1/22/2016 0.00
	Plaintiff Goldstein, Jennifer M
	Total Charges 30.00
	Total Payments and Credits 0.00
	Balance Due as of 1/22/2016 30.00
	Plaintiff Nuveda, LLC
	Total Charges 1,554.00
	Total Payments and Credits 1,554.00
	Balance Due as of 1/22/2016 0.00
	Plaintiff Terry, Shane M
	Total Charges 480.00
	Total Payments and Credits 450.00
	Balance Due as of 1/22/2016 30.00
	Plaintiff Nuveda, LLC
	Temporary Restraining Order Balance as of 1/22/2016 2,500.00

BUSINESS COURT CIVIL COVER SHEET

Clark County, Nevada
Case No. _____
(Assigned by Clerk's Office)

I. Party Information (provide both home and mailing addresses if different)

Plaintiff(s) (name/address/phone): NUVEDA, LLC a Nevada limited liability company Shane M. Terry and Jennifer M. Terry	Defendant(s) (name/address/phone): PEJMAN BADY and POUYA MOHAJER
Attorney (name/address/phone): ERIKA PIKE TURNER/NV Bar No. 6454 Garman Turner Gordon 650 White Drive, Suite 100 Las Vegas, NV 89119/Phone 725-777-3000	Attorney (name/address/phone):

II. Nature of Controversy (Please check the applicable boxes for both the civil case type and business court case type)

☐ Arbitration Requested

Civil Case Filing Types		Business Court Filing Types
Real Property Landlord/Tenant <input type="checkbox"/> Unlawful Detainer <input type="checkbox"/> Other Landlord/Tenant Title to Property <input type="checkbox"/> Judicial Foreclosure <input type="checkbox"/> Other Title to Property Other Real Property <input type="checkbox"/> Condemnation/Eminent Domain <input type="checkbox"/> Other Real Property	Torts Negligence <input type="checkbox"/> Auto <input type="checkbox"/> Premises Liability <input type="checkbox"/> Other Negligence Malpractice <input type="checkbox"/> Medical/Dental <input type="checkbox"/> Legal <input type="checkbox"/> Accounting <input type="checkbox"/> Other Malpractice Other Torts <input type="checkbox"/> Product Liability <input type="checkbox"/> Intentional Misconduct <input type="checkbox"/> Employment Tort <input type="checkbox"/> Insurance Tort <input type="checkbox"/> Other Tort	CLARK COUNTY BUSINESS COURT <input type="checkbox"/> NRS Chapters 78-89 <input type="checkbox"/> Commodities (NRS 91) <input type="checkbox"/> Securities (NRS 90) <input type="checkbox"/> Mergers (NRS 92A) <input type="checkbox"/> Uniform Commercial Code (NRS 104) <input type="checkbox"/> Purchase/Sale of Stock, Assets, or Real Estate <input type="checkbox"/> Trademark or Trade Name (NRS 600) <input type="checkbox"/> Enhanced Case Management <input checked="" type="checkbox"/> Other Business Court Matters
Construction Defect & Contract Construction Defect <input type="checkbox"/> Chapter 40 <input type="checkbox"/> Other Construction Defect Contract Case <input type="checkbox"/> Uniform Commercial Code <input type="checkbox"/> Building and Construction <input type="checkbox"/> Insurance Carrier <input type="checkbox"/> Commercial Instrument <input type="checkbox"/> Collection of Accounts <input type="checkbox"/> Employment Contract <input checked="" type="checkbox"/> Other Contract	Civil Writs <input type="checkbox"/> Writ of Habeas Corpus <input type="checkbox"/> Writ of Mandamus <input type="checkbox"/> Writ of Quo Warrant <input type="checkbox"/> Writ of Prohibition <input type="checkbox"/> Other Civil Writ	WASHOE COUNTY BUSINESS COURT <input type="checkbox"/> NRS Chapters 78-88 <input type="checkbox"/> Commodities (NRS 91) <input type="checkbox"/> Securities (NRS 90) <input type="checkbox"/> Investments (NRS 104 Art.8) <input type="checkbox"/> Deceptive Trade Practices (NRS 598) <input type="checkbox"/> Trademark/Trade Name (NRS 600) <input type="checkbox"/> Trade Secrets (NRS 600A) <input type="checkbox"/> Enhanced Case Management <input type="checkbox"/> Other Business Court Matters
Judicial Review/Appeal/Other Civil Filing Judicial Review <input type="checkbox"/> Foreclosure Mediation Case Appeal Other <input type="checkbox"/> Appeal from Lower Court		Other Civil Filing <input type="checkbox"/> Foreign Judgment <input type="checkbox"/> Other Civil Matters

12/3/2015

Date

/s/ Erika Pike Turner, Esq.

Signature of initiating party or representative


CLERK OF THE COURT

FFCL

DISTRICT COURT
CLARK COUNTY, NEVADA

NUVEDA, LLC, a Nevada limited liability company; SHANE M. TERRY, a Nevada resident; and JENNIFER M. GOLDSTEIN, a Nevada resident;

Plaintiffs,

v.

PEJMAN BADY; POUYA MOHAJER; DOE Individuals I-X and ROE Entities I-X, inclusive;

Defendants.

CASE NO.: A-15-728510-B
DEPT. NO.: XI

FINDINGS OF FACT AND CONCLUSIONS OF LAW DENYING PLAINTIFFS' MOTION FOR PRELIMINARY INJUNCTION, DENYING DEFENDANT'S COUNTERMOTION FOR PRELIMINARY INJUNCTION AND JOINDER, AND ENTERING PROVISIONAL REMEDY PURSUANT TO N.R.S. 38.222

Hearing Date: December 28, 2015 and January 6 - 8, 2016

This matter having come on for an evidentiary hearing related to Plaintiffs' Motion for Preliminary Injunction (the "Motion") and Defendant Bady's Countermotion for Preliminary Injunction (the "Countermotion") before the Court on December 28, 2015 and January 6 - 8, 2016.¹ Plaintiffs Terry and Goldstein appeared individually and as representatives of NuVeda, LLC² by and through their counsel of record Erika Pike Turner of the law firm of GARMAN TURNER GORDON; Defendant Bady appeared individually and by and through his counsel of record Vincent Aiello and Matthew Dushoff of the law firm of KOLESAR & LEATHAM; and Defendant Mohajer appeared individually and by and through its counsel of record A. William Maupin and John Naylor of the law firm MAUPIN NAYLOR BRASTER; the Court having read and considered the pleadings filed by the parties; having reviewed the evidence admitted during the

¹ In addition, Mohajer requested a provisional remedy under NRS 38.222 be made on the pending issues.

² The complaint alleges that they are representing NuVeda on any derivative claims.

1 evidentiary hearing; and having heard and carefully considered the testimony of the witnesses
2 called to testify; the Court having considered the oral and written arguments of counsel, and with
3 the intent of deciding the limited issues before the Court related to the Motion and
4 Countermotion.³ The Court makes the following findings of fact and conclusions of law:

5 FINDINGS OF FACT

6
7 1. On July 9, 2014, the parties entered into an Operating Agreement for NuVeda,
8 LLC ("NuVeda")⁴ to operate dispensaries, cultivation and processing facilities for medical
9 marijuana ("MME") pursuant to licenses obtained from certain political subdivisions.

10 2. Certain disputes have arisen between the parties over the existence and vesting of
11 certain membership interests, management and control of NuVeda.

12 3. Plaintiffs have alleged that Defendants acted "in concert" in certain actions that
13 they allege are "self dealing".

14 4. Section 6.2 of the Operating Agreement permits the expulsion of a member under
15 certain conditions.⁵

16
17
18 ³ The findings made in this Order are preliminary in nature based upon the limited evidence
19 presented after very limited exchange of documents and may be modified based upon additional
evidence presented to the Court at the ultimate trial (or arbitration) of this matter.

20 ⁴ NuVeda LLC and its subsidiaries are referred to as "NuVeda" collectively for purposes of
21 this decision.

22 ⁵ The Operating Agreement at Section 6.2 provides:

23 A Member's interest in the Company may be terminated or expelled only upon agreement
24 of the Disinterested Voting Members by a vote of 60% or more of Disinterested Voting
25 Interests. Expulsion may only be made by a majority vote of 60% or more of the
26 Disinterested Voting Interests that the expelled member was not acting in the best interest
27 of the Company or was otherwise acting in a manner that was contrary to the purpose of
28 the Company. For purposes of this provision, the "Disinterested Voting Members" shall
be those Members who's membership in the Company is not then being voted upon, and
"Disinterested Voting Interests" shall be the total percentage of the Ownership Interests
held by the Disinterested Voting Members. By means of example only, if the Members
sought to expel Member A, who owned a 20% Voting Interest, the Disinterested Voting

1 5. In late November 2015, without a meeting,⁶ Plaintiffs and certain other members
2 attempted expulsion by written consent of both Defendants. Issues have arisen about the
3 methodology used by Plaintiffs to calculate the Disinterested Voting Interests.

4 6. In retaliation, the following week, without a meeting, Defendants and certain other
5 members attempted expulsion by written consent of both Plaintiffs. Issues have arisen about the
6 basis used by Defendants as the basis for the expulsion of Plaintiffs.

7 7. The activities of Bady and Mohajer alleged by Plaintiffs to permit the aggregation
8 of the Disinterested Voting Interests do not rise to the level of a conspiracy as argued by Plaintiff.

9 8. The activities of Plaintiffs in attempting to expulse Defendants do not constitute
10 activities which would permit the expulsion of Plaintiffs.

11 9. On November 18, 2015, at a meeting of NuVeda, where Plaintiffs were present,
12 the transaction with CW was discussed.

13 10. In early December 2015, the majority of membership interest approved a
14 transaction with CW which results in the transfer of certain assets but retains the membership
15 interest held currently by NuVeda members in NuVeda. At the time of the evidentiary hearing,
16 not all of the documents for the CW transaction had been finalized.

17 11. If any finding of fact is properly a conclusion of law, it shall be treated as if
18 appropriately identified and designated.

19
20
21
22 Members would be all Members other than Member A, and the vote would require 60% of
23 the 80% Disinterested Voting Interests to carry. In order to terminate a Member's interest
24 a meeting of the Voting Members must be held in accordance with the provisions of
25 Section 4.3.

26 ⁶ Section 4.3 provides in pertinent part:

27 No regular, annual, special or other meetings of Voting Members are required to be held.
28 Any action that may be taken at a meeting of Voting Members may be taken without a
meeting by written consent in accordance with the Act. Meetings of the Voting Members,
for any purpose or purposes, may be called at any time by a majority of the Voting
Members, or by the President of the Company, if any. . . .

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1 21. However, since additional actions need to be taken by NuVeda to finalize the
2 transaction, the Court declines to grant the Countermotion as all members should have an
3 opportunity to have input on the remaining documents to finalize the CW transaction.

4 22. A security bond is not required for the Court's provisional remedy.

5 23. If any conclusion of law is properly a finding of fact, it shall be treated as if
6 appropriately identified and designated.
7

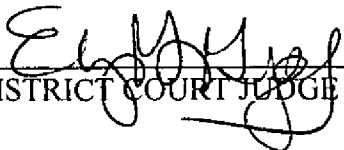
8 **ORDER**

9 THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED that the
10 Motion and Countermotion are denied.

11 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that pending the
12 completion of the contemplated arbitration, the parties are to take no further action to expulse
13 each other on the factual basis presented to the Court during the evidentiary hearing.
14

15 IT IS FURTHER ORDERED that the request to seal these proceedings is denied.

16 Dated this 13th day of January, 2016.
17

18 
19 DISTRICT COURT JUDGE
20

21 **Certificate of Service**

22 I hereby certify, that on the date filed, this Order was served on the parties identified on
23 Wiznet's e-service list.
24

25 
26 Dan Kutinac
27
28

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Other Business Court Matters

COURT MINUTES

December 04, 2015

A-15-728510-B	Nuveda, LLC , Plaintiff(s) vs. Pejman Bady, Defendant(s)
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December 04, 2015 3:00 AM Minute Order

HEARD BY: Allf, Nancy **COURTROOM:**

COURT CLERK: Nicole McDevitt

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- COURT FINDS after review Plaintiffs filed a Complaint on December 3, 2015. COURT FURTHER FINDS after review on December 4, 2015 the Court received a request for Preliminary Injunction on Order Shortening Time.

COURT FURTHER FINDS after review Plaintiff Nuveda, LLC holds registration certificates to dispense medical marijuana in the cities of North Las Vegas and Las Vegas as well as the right to cultivate and process medical marijuana in the cities of North Las Vegas and Pahrump.

This minute order is done pursuant to Nevada Code of Judicial Conduct 2.11(C). Judge Allf makes the following disclosures in case A-15-728510. The Judge s husband is a part owner of a Nevada entity that is licensed in Clark County for the cultivation, production and dispensing of medical marijuana. She has no personal knowledge about any of the allegations made in the complaint, nor of the parties, nor their involvement which would preclude her impartiality. She is not involved in her husband's business interests.

However should any party seek the recusal of the Court, such request may be made via fax to Department 27 by December 8, 2015 at 5:00 pm. Plaintiff s counsel is required to advise counsel for Defendants of the right to seek recusal.

The hearing on the request for Preliminary Injunction will be set for Thursday December 10, 2015 at 10:30 am.

12/10/2015 10:30 AM PRELIMINARY INJUNCTION

CLERK'S NOTE: A copy of this minute order was faxed to: Erika Pike Turner, Esq. (725-777-3112)

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Other Business Court Matters

COURT MINUTES

December 08, 2015

A-15-728510-B	Nuveda, LLC , Plaintiff(s)
	vs.
	Pejman Bady, Defendant(s)

December 08, 2015 3:00 AM Minute Order

HEARD BY: Allf, Nancy **COURTROOM:**

COURT CLERK: Nora Pena

RECORDER:

REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- COURT FINDS after review Plaintiffs filed a Complaint on December 3, 2015. COURT FURTHER FINDS after review on December 4, 2015 the Court received and signed Plaintiff s Motion for Preliminary Injunction and Application on Order Shortening Time. COURT FURTHER FINDS after review the Hearing was set for Thursday December 10, 2015 at 10:30 am.

COURT FURTHER FINDS after review Plaintiff Nuveda, LLC holds registration certificates to dispense medical marijuana in the cities of North Las Vegas and Las Vegas as well as the right to cultivate and process medical marijuana in the cities of North Las Vegas and Pahrump.

COURT FURTHER FINDS after review that pursuant to Nevada Code of Judicial Conduct 2.11(C). Judge Allf made the following disclosures in case A-15-728510 on December 4, 2015. The Judge s husband is a part owner of a Nevada entity that is licensed in Clark County for the cultivation, production and dispensing of medical marijuana. She has no personal knowledge about any of the allegations made in the complaint, nor of the parties, nor their involvement which would preclude her impartiality. She is not involved in her husband s business interests.

COURT FURTHER FINDS after review that parties were provided the opportunity seek recusal of the Court until December 8, 2015 at 5:00 p.m. COURT FURTHER FINDS after review that on

December 8, 2015 at 2:16 p.m. the Court received Defendant's Motion to Recuse the Honorable Nancy L. Alf.

COURT ORDERS for good cause appearing and after review, pursuant to Nevada Code of Judicial Conduct 2.11(C) and the minute order entered on December 4, 2015 this Court hereby disqualifies itself and ORDERS, this case be REASSIGNED at random.

CLERK'S NOTE: The above minute order has been distributed to: Erika Pike Turner, Esq. and Dylan Cicilano, Esq. of Garman Turner Gordon (sent by e-mail) and mailed to address: Pejman Bady, P.O. Box 6255, Pahrump, NV 89041 and FAX to 702-362-9472./np

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Other Business Court Matters

COURT MINUTES

December 14, 2015

A-15-728510-B	Nuveda, LLC , Plaintiff(s) vs. Pejman Bady, Defendant(s)
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December 14, 2015	8:45 AM	Telephonic Conference	Telephonic Conference: Application for Preliminary Injunction
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HEARD BY: Gonzalez, Elizabeth

COURTROOM: RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER: Jill Hawkins

REPORTER:

PARTIES

PRESENT:	Aiello III, Vincent J.	Attorney
	Ciciliano, Dylan T.	Attorney
	Pike, Erika A.	Attorney

JOURNAL ENTRIES

- Also present: Attorney John Naylor and Attorney William Maupin.

Court called Mr. Aiello's office and was transferred to another firm partner, Atty. Nile Leatham. Court directed Mr. Leatham to have Mr. Aiello call Ms. Turner as the Court is trying to accommodate a schedule for a TRO hearing. Matter TRAILED.

Matter RECALLED at 11:37 AM. Court noted, since it did not appear that everyone was willing to come to court this conference call was scheduled. Ms. Turner advised they are under a quick deadline; tomorrow, December 15th, is the deadline for submitting the renewal package to the State of Nevada. Ms. Turner argued in support of maintaining the status quo; Mr. Shane Terry is the only designated representative for the State and they need the package submitted or they will lose the license; they have no idea how far along transfer of the licenses and majority interest have taken

place, but they need a hearing to determine the proprietary vote to expel the Defendants and a retaliatory vote to expel the Plaintiffs; the Defendants purported to expel the Plaintiffs after November 20th. Mr. Aiello responded, counsel's representations involve significant issues; Plaintiffs are trying to interject themselves into the deal; the likelihood of success on the merits is very low because the operating agreement on its face is very clear; the threshold issue of who owns the company and who the rightful actor is needs to be resolved. Mr. Maupin added that the Complaint and petition for injunctive relief are self-executing instruments of surrender. Court inquired as to any administrative or regulatory approval of any transfer of membership interest. Mr. Aiello stated it is his understanding there has been no transfer of any interest that has taken place; this was a conditional agreement.

COURT ORDERED, limited injunctive relief GRANTED, which will restore the current reflection of ownership interest given the current attempts of both sides to remove the other; so, both sides will be reflected as having membership interest; no action by either side to remove the other is currently effective; Mr. Terry is to file the renewal application reflecting membership interest as it existed prior to November 20, 2015. Matter SET for Evidentiary Hearing on December 28, 2015. Parties ORDERED to Mediation prior to that hearing. Bond SET at \$2,500.00. Upon Court's inquiry, Ms. Turner advised the hearing will take two days. Mr. Aiello and Mr. Maupin advised it should not take more than one, as the application centers on documents already in the record.

12-28-15

10:00 AM

PRELIMINARY INJUNCTION HEARING

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Other Business Court Matters

COURT MINUTES

December 28, 2015

A-15-728510-B Nuveda, LLC , Plaintiff(s)
vs.
Pejman Bady, Defendant(s)

December 28, 2015 10:00 AM All Pending Motions

HEARD BY: Gonzalez, Elizabeth

COURTROOM: RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER: Patti Slattery

REPORTER:

PARTIES

PRESENT:	Aiello III, Vincent J.	Attorney
	Dushoff, Matthew T.	Attorney
	Goldstein, Jennifer M	Plaintiff
	Gormley, Ryan	Attorney
	Maupin, Alvin W.	Attorney
	Naylor, John M.	Attorney
	Pike, Erika A.	Attorney
	Terry, Shane M	Plaintiff

JOURNAL ENTRIES

- PRELIMINARY INJUNCTION HEARING... PEJMAN BADY'S OPPOSITION TO PLAINTIFFS' MOTION FOR PRELIMINARY INJUNCTION AND APPLICATION ON ORDER SHORTENING TIME AND COUNTERMOTION FOR PRELIMINARY INJUNCTION...POUYA MOHAJER, MD'S JOINDER TO PEJMON BADY'S COUNTERMOTION FOR PRELIMINARY INJUNCTION

Defendant's Proposed Exhibits 1 through 30 RE-DESIGNATED as 101 through 130. Court RECESSED for parties to review each other's exhibits and see if any can be stipulated to.

Proceedings resumed. Pursuant to parties' stipulation, COURT ORDERED the following exhibits ADMITTED: Defendant's Exhibits 101, 103 - 107, 111 - 123, and Plaintiffs' Exhibits 1, 5, 7, 13, 15 - 17, 22, 24, and 30. Opening statements by Ms. Turner, Mr. Maupin, and Mr. Dushoff.

Pantea Stevenson, SWORN and TESTIFIED. Exhibits presented. (See worksheet.)

Letter offered by Mr. Dushoff MARKED as Defendant's Proposed Exhibit 200 and, there being no objection, ADMITTED into evidence.

LUNCH RECESS.

Proceedings resumed. Testimony and exhibits continued.

Shane Terry, SWORN and TESTIFIED. Exhibits presented. (See worksheet.) Court RECESSED for the afternoon break.

Testimony and exhibits continued. Witness retrieved notes from his laptop, emailed them to the Law Clerk; copies distributed to all parties.

Testimony and exhibits continued. (See worksheet.) Hearing CONTINUED.

COURT ORDERED, telephonic conference SET on December 30, 2015 at 10:00 AM to discuss resumption of the preliminary injunction hearing. Mr. Dushoff volunteered to distribute the call-in information. COURT FURTHER ORDERED, the Escrow documents will be PRODUCED. Temporary Restraining Order (TRO) entered on December 15, 2015 will REMAIN IN PLACE until the conclusion of the hearing.

Mr. Maupin requested a two-week extension to answer the Complaint. Ms. Turner agreed. Ms. Turner further requested that since the TRO is still in place Defendants produce the Nuveda books and records. Mr. Aiello advised, to the extent they have those, they will be provided; his understanding is that they are stored in a Google Drive. Colloquy regarding Google Drive access. COURT ORDERED, parties to also discuss due diligence on the DW transaction.

12-30-15 10:00 AM TELEPHONIC CONFERENCE: RESUMPTION OF THE
PRELIMINARY INJUNCTION HEARING

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Other Business Court Matters

COURT MINUTES

December 30, 2015

A-15-728510-B Nuveda, LLC , Plaintiff(s)
vs.
Pejman Bady, Defendant(s)

**December 30, 2015 10:00 AM Telephonic Conference Telephonic
Conference:
Resumption of
Preliminary
Injunction Hearing**

HEARD BY: Gonzalez, Elizabeth

COURTROOM: RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER: Patti Slattery

REPORTER:

PARTIES

PRESENT: Dushoff, Matthew T. Attorney
Maupin, Alvin W. Attorney
Naylor, John M. Attorney
Pike, Erika A. Attorney

JOURNAL ENTRIES

- Pursuant to the Court's and parties' availability, COURT ORDERED, hearing to RESUME on Wednesday, January 6, 2016, at 10:00 AM.

Mr. Naylor inquired whether there has been a motion to advance the trial on the merits. Court NOTED there has not, and the Court has not advanced trial on the merits. Mr. Naylor advised they will not stipulate to it.

1-6-16 10:00 AM PRELIMINARY INJUNCTION HEARING... PEJMAN BADY'S
OPPOSITION TO PLAINTIFFS' MOTION FOR PRELIMINARY INJUNCTION AND APPLICATION
ON ORDER SHORTENING TIME AND COUNTERMOTION FOR PRELIMINARY
INJUNCTION...POUYA MOHAJER, MD'S JOINDER TO PEJMON BADY'S COUNTERMOTION

FOR PRELIMINARY INJUNCTION

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Other Business Court Matters

COURT MINUTES

January 06, 2016

A-15-728510-B	Nuveda, LLC , Plaintiff(s) vs. Pejman Bady, Defendant(s)
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January 06, 2016 10:00 AM All Pending Motions

HEARD BY: Gonzalez, Elizabeth

COURTROOM: RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER: Jill Hawkins

REPORTER:

PARTIES

PRESENT:	Aiello III, Vincent J.	Attorney
	Bady, Pejman	Defendant
	Dushoff, Matthew T.	Attorney
	Goldstein, Jennifer M	Plaintiff
	Gormley, Ryan	Attorney
	Maupin, Alvin W.	Attorney
	Mohajer, Pouya	Defendant
	Naylor, John M.	Attorney
	Pike, Erika A.	Attorney
	Terry, Shane M	Plaintiff

JOURNAL ENTRIES

- PRELIMINARY INJUNCTION HEARING... PEJMAN BADY'S OPPOSITION TO PLAINTIFFS' MOTION FOR PRELIMINARY INJUNCTION AND APPLICATION ON ORDER SHORTENING TIME AND COUNTERMOTION FOR PRELIMINARY INJUNCTION...POUYA MOHAJER, MD'S JOINDER TO PEJMON BADY'S COUNTERMOTION FOR PRELIMINARY INJUNCTION

Exclusionary rule INVOKED. Shane Terry, SWORN and TESTIFIED. Exhibits presented. (See worksheet.) LUNCH RECESS.

Testimony and exhibits continued. RECESS.

Proceedings resumed. Testimony and exhibits presented.

Mr. Aiello offered to use a demonstrative exhibit, a copy in larger print of section 6.2 and which includes 6.3. Objection by Ms. Turner for lack of foundation. Court DIRECTED Mr. Aiello to address the issue of the information contained in the proposed demonstrative exhibit. Following Mr. Aiello's explanation, COURT noted it does not think it will need this to make its decisions.

Testimony and exhibits continued. RECESS.

Testimony and exhibits resumed. At the hour of 4:23 PM, Plaintiffs RESTED. Colloquy regarding scheduling. COURT ORDERED, hearing continued tomorrow at 9:30 AM.

Mr. Maupin requested the application be converted to a motion for provisional remedies to accurately describe the status of this procedure. Ms. Turner objected to the request and argued a section of the operating agreement providing for enforcement through injunction or other equitable relief. Mr. Maupin further argued, Plaintiffs do not have enough votes to raise the question of all the accusations, and renewed his request that the Court enter provisional remedies similar to a TRO. Joinder by Mr. Dushoff. Following further argument, COURT ORDERED, given the standard under Rule 52(c), the Defendant's motion is DENIED; it does not appear 6.2 is ambiguous; however, there are factual issues that the Court will be hearing argument on regarding interested vs. disinterested expulsion; it does not need parol evidence on the meaning of 6.2; it needs counting.

EVENING RECESS.

1-7-16 9:30 AM PRELIMINARY INJUNCTION HEARING... PEJMAN BADY'S
OPPOSITION TO PLAINTIFFS' MOTION FOR PRELIMINARY INJUNCTION AND APPLICATION
ON ORDER SHORTENING TIME AND COUNTERMOTION FOR PRELIMINARY
INJUNCTION...POUYA MOHAJER, MD'S JOINDER TO PEJMON BADY'S COUNTERMOTION
FOR PRELIMINARY INJUNCTION

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Other Business Court Matters

COURT MINUTES

January 07, 2016

A-15-728510-B Nuveda, LLC , Plaintiff(s)
vs.
Pejman Bady, Defendant(s)

January 07, 2016 9:30 AM All Pending Motions

HEARD BY: Gonzalez, Elizabeth

COURTROOM: RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER: Jill Hawkins

REPORTER:

PARTIES

PRESENT:	Aiello III, Vincent J.	Attorney
	Bady, Pejman	Defendant
	Ciciliano, Dylan T.	Attorney
	Dushoff, Matthew T.	Attorney
	Goldstein, Jennifer M	Plaintiff
	Gormley, Ryan	Attorney
	Maupin, Alvin W.	Attorney
	Mohajer, Pouya	Defendant
	Naylor, John M.	Attorney
	Pike, Erika A.	Attorney
	Terry, Shane M	Plaintiff

JOURNAL ENTRIES

- PRELIMINARY INJUNCTION HEARING... PEJMAN BADY'S OPPOSITION TO PLAINTIFFS' MOTION FOR PRELIMINARY INJUNCTION AND APPLICATION ON ORDER SHORTENING TIME AND COUNTERMOTION FOR PRELIMINARY INJUNCTION...POUYA MOHAJER, MD'S JOINDER TO PEJMON BADY'S COUNTERMOTION FOR PRELIMINARY INJUNCTION

Joseph Kennedy, SWORN and TESTIFIED. Exhibits presented. (See worksheet.)

Colloquy regarding scheduling. COURT ORDERED, hearing CONTINUED tomorrow at 9:00 AM.
EVENING RECESS.

1-8-16 9:00 AM PRELIMINARY INJUNCTION HEARING... PEJMAN BADY'S
OPPOSITION TO PLAINTIFFS' MOTION FOR PRELIMINARY INJUNCTION AND APPLICATION
ON ORDER SHORTENING TIME AND COUNTERMOTION FOR PRELIMINARY
INJUNCTION...POUYA MOHAJER, MD'S JOINDER TO PEJMON BADY'S COUNTERMOTION
FOR PRELIMINARY INJUNCTION

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Other Business Court Matters

COURT MINUTES

January 08, 2016

A-15-728510-B	Nuveda, LLC , Plaintiff(s) vs. Pejman Bady, Defendant(s)
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January 08, 2016 9:00 AM All Pending Motions

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER: Jill Hawkins

REPORTER:

PARTIES

PRESENT:	Aiello III, Vincent J.	Attorney
	Bady, Pejman	Defendant
	Dushoff, Matthew T.	Attorney
	Gormley, Ryan	Attorney
	Maupin, Alvin W.	Attorney
	Mohajer, Pouya	Defendant
	Naylor, John M.	Attorney
	Pike, Erika A.	Attorney
	Terry, Shane M	Plaintiff

JOURNAL ENTRIES

- PRELIMINARY INJUNCTION HEARING... PEJMAN BADY'S OPPOSITION TO PLAINTIFFS' MOTION FOR PRELIMINARY INJUNCTION AND APPLICATION ON ORDER SHORTENING TIME AND COUNTERMOTION FOR PRELIMINARY INJUNCTION...POUYA MOHAJER, MD'S JOINDER TO PEJMON BADY'S COUNTERMOTION FOR PRELIMINARY INJUNCTION

Brian Padgett, SWORN and TESTIFIED. Exhibits presented. (See worksheet.) RECESS.

Testimony and exhibits continued. LUNCH RECESS.

Proceedings resumed. At the hour of 1:17 PM, Defendants RESTED.

Plaintiffs' rebuttal. Shane Terry, SWORN and TESTIFIED. (See worksheet.)

With regards to Defendant's countermotion, counsel advised they are not offering any witnesses.

Closing arguments by Ms. Turner, Mr. Maupin, and Mr. Dushoff.

Upon inquiry of the Court, parties advised they have no objection to leaving proposed exhibits that were not offered during the hearing with the Court. Mr. Terry's notes were returned to counsel.

Matter taken under advisement. Decision will ISSUE.

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Other Business Court Matters

COURT MINUTES

January 19, 2016

A-15-728510-B	Nuveda, LLC , Plaintiff(s) vs. Pejman Bady, Defendant(s)
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January 19, 2016	8:30 AM	Motion to Seal/Redact Records	Plaintiffs' Motion to Seal Exhibit 2-D to Plaintiffs' Motion for Preliminary Injunction and Application for Order Shortening Time
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HEARD BY: Gonzalez, Elizabeth

COURTROOM: RJC Courtroom 14C

COURT CLERK: Dulce Romea

RECORDER: Jill Hawkins

REPORTER:

PARTIES

PRESENT: Ciciliano, Dylan T. Attorney

JOURNAL ENTRIES

- No appearance by Defendants. Mr. Ciciliano advised he sent an email with a stipulation and order on Friday (1/15/16) to opposing counsel. COURT ORDERED, motion DENIED because the Exhibit was admitted at the hearing.

VAULT EXHIBIT FORM

CASE NO: A728510 – B	HEARING DATE: DECEMBER 28, 2015
DEPT. NO: XI	JUDGE : HON. ELIZABETH GONZALEZ
	CLERK: DULCE ROMEA
	RECORDER: PATRICIA SLATTERY; JILL HAWKINS
PLAINTIFF: NUVEDA, LLC	JURY FEES: N/A
	COUNSEL FOR PLAINTIFF: ERIKA PIKE TURNER
DEFENDANT: PEJMAN BADY	
	COUNSEL FOR DEFENDANT POUYA MOHAJER: ALVIN MAUPIN & JOHN NAYLOR COUNSEL FOR DEFENDANT PEJMAN BADY: MATTHEW DUSHOFF; VINCENT AIELLO III; RYAN GORMLEY

[illegible]

PLAINTIFFS EXHIBIT INDEX

VOLUME I

EXHIBITS 1-34

CASE NO.: A-15-728510-B	HEARING DATE: December 28, 2015
DEPT: XI	TIME: 10:00 A.M.
PLAINTIFF: NuVeda, LLC, Shane Terry and Jennifer Goldstein	Attorney for Plaintiffs: Erika Pike Turner, Esq. And Dylan T. Ciciliano
DEFENDANTS: Pejman Bady and Pouya Mohajer	Attorney for Defendant Pejman Bady: Veincent Aiello, Esq.
	Attorney for Defendant Pouya Mohajer: William Maupin, Esq.

	Description	Bates Nos.	Offered	Object Yes/No	Admitted
1	NuVeda, LLC Operating Agreement, dated July 9, 2014	NUVEDA 0000001- 000028	DEC 2 8 2015	STIP	DEC 2 8 2015
2	NuVeda, LLC Ownership Interest	NUVEDA 000029- 000030	DEC 2 8 2015	OBJ	DEC 2 8 2015
3	August 11, 2015 Email from Pejman Bady to Shane Terry Re: Percentage	NUVEDA 000031 -000034	DEC 2 8 2015	OBJ	DEC 2 8 2015
4	December 15, 2015 email from Pejman Bady to Shane Terry Re: % Change for Phil	NUVEDA 000035- 000047	DEC 2 8 2015	OBJ	DEC 2 8 2015
5	Letter of Intent to Purchase Real Property	NUVEDA 000048- 000049	DEC 2 8 2015	STIP	DEC 2 8 2015
6	October 14, 2015 email from Pejman Bady to the "Team"	NUVEDA 000050- 000052	DEC 2 8 2015	NO	DEC 2 8 2015
7	Action by Written Consent of the Disinterested Voting Members of NuVeda, LLC, dated November 20, 2015	NUVEDA 000053- 000057	DEC 2 8 2015	STIP	DEC 2 8 2015
8	November 8, 2015 email from Joe Kennedy to Shane Terry Re: K-1's	NUVEDA 000058- 000067	JAN 0 6 2016	NO	JAN 0 6 2016
9	November 8, 2015 email from Jennifer Goldstein to John Penders Re: NuVeda K-1's	NUVEDA 000068- 000070			
10	November 8, 2015 email from Pejman Bady Re: Meeting on October 6	NUVEDA 000071- 000076			
11	November 12, 2015 email from Joe Kennedy to Pouya Mohajer Re: NuVeda Members Meeting	NUVEDA 000077- 000078			
12	November 4, 2015 email from Pejman Bady to Shane Terry Re: Timeline for	NUVEDA 000079- 000081			

PLAINTIFFS EXHIBIT INDEX

VOLUME I

EXHIBITS 1-34

	Description	Bates Nos.	Offered	Object Yes/No	Admitted
	Vesting Documents				
13	November 2015 Project LV Preliminary Indicative Terms and Conditions	NUVEDA 00082- 000085	DEC 2 8 2015	STP	DEC 2 8 2015
14	November 23, 2015 email from Shane Terry to Pejman Bady Re: Minutes of the Meeting	NUVEDA 000086- 000091	JAN 0 7 2016	NO	JAN 0 7 2016
15	Written Consent in Lieu of Special Meeting of the Members of NuVeda, LLC, A Nevada Limited Liability Company, dated November 24, 2015	NUVEDA 000092- 000097	DEC 2 8 2015	STP	DEC 2 8 2015
16	Written Consent in Lieu of Special Meeting of the Members of NuVeda, LLC, A Nevada Limited Liability Company	NUVEDA 000098- 000109	DEC 2 8 2015	STP	DEC 2 8 2015
17	November 24, 2015 email between Mr. Aiello and Ms. Stevenson, Re: NuVeda, LLC - Removal and Invitation to Meet	NUVEDA 000110- 000113	DEC 2 8 2015	STP	DEC 2 8 2015
18	November 25, 2015 email from Jin Ho to Shane Terry Re: NuVeda	NUVEDA 000114- 000115			
19	Letter to Shane Terry from Mohsen Bahri	NUVEDA 000116- 000118	DEC 2 8 2015	OBJ	DEC 2 8 2015
20	December 2, 2015 correspondence from Ms. Knight to Ms. Stevenson Re: Mohsen Bahri v. NuVeda, LLC	NUVEDA 000119- 000133	DEC 2 8 2015	OBJ	DEC 2 8 2015
21	December 2015 Project LV- Cultivation Preliminary Indicative Terms and Conditions	NUVEDA 000134- 000137	DEC 2 8 2015	OBJ	DEC 2 8 2015
22	Membership Purchase Agreement, dated December 6, 2015	NUVEDA 000138- 000178	DEC 2 8 2015	STP	DEC 2 8 2015
23	Notice of Agenda City of North Las Vegas Planning Commission, dated December 9, 2015	NUVEDA 000179- 000187	DEC 2 8 2015	OBJ	DEC 2 8 2015
24	Renewal application submitted on December 9, 2015 by Pej Bady	NUVEDA 000188- 000238	DEC 2 8 2015	STP	DEC 2 8 2015
25	Email from Erika Pike Turner to Counsel Re: Preliminary Injunction Hearing, dated December 14, 2015	NUVEDA 000239- 000241			
26	Email from Erika Pike Turner to Counsel Re: Transfer of Ownership dated December 15, 2015	NUVEDA 000242- 000243			

PLAINTIFFS EXHIBIT INDEX

VOLUME I

EXHIBITS 1-34

	Description	Bates Nos.	Offered	Object Yes/No	Admitted
27	June 17, 2015 email from Pejman Bady to Jennifer Goldstein Re: Mknight Lease with Comments	NUVEDA 000244- 000245			
28	July 22, 2015 email from Jennifer Goldstein to Pejman Bady Re: Mknight Lease	NUVEDA 000246- 00248			
29	Complaint Re: McKnight v. Bady et al, filed on December 14, 2015	NUVEDA 000249- 000287	DEC 2 8 2015	OBJ	DEC 2 8 2015
30	Renewal Applications forms for Medical Marijuana Establishments, dated December 15, 2015	NUVEDA 000288- 000336	DEC 2 8 2015	STP	DEC 2 8 2015
31	Corporate & Personal Liabilities Chart	NUVEDA 000338- 000340	DEC 2 8 2015	OBJ	DEC 2 8 2015
32	The record of NuVeda financial obligations known by Plaintiffs.	NUVEDA 000341- 000342	DEC 2 8 2015	OBJ	DEC 2 8 2015
33	December 9, 2015 Guidance	NUVEDA 000343- 000355	DEC 2 8 2015	OBJ	
34	Pejman Bady's agreement alleged failure to report litigation	NUVEDA 000356- 000372			

* 33A. CLEAN COPY OF EXHIBIT 33

12-28-15 NO 12-28-15

PLAINTIFF'S EXHIBITS (CONTINUED)

CASE NO. A 728510

[illegible]

*DEFENDANTS POUYA
MOHAJER VS*
INDEX OF EXHIBITS

EXHIBIT	DOCUMENT
10 1	NuVeda Operating Agreement
10 2	Loan Agreement between Joe Kennedy and Pejman Bady*
10 3	Nye LLC and Clark LLC Articles of Incorporation
10 4	Promissory Note between Shane Terry and Pejman Bady*
10 5	August 28, 2015 letter to Shane Terry showing different ownership percentages
10 6	Promissory Note between 2Prime and Shane Terry (Dated October 15, 2015)*
10 7	November 17 and 18, 2015 E-mails from Brian Padgett to Pejman Bady*
10 8	November 18, 2015 E-mail transmitting Jaccarino Demand Letter to Pejman Bady
10 9	November 18, 2015 Jaccarino Demand Letter to Pejman Bady
1 10	November 18, 2015 Jaccarino Demand Letter to Pouya Mohajer*
1 11	CWNebraska Letter of Intent (Executed November 23, 2015)
1 12	4Front Letter of Intent
1 13	AFS Nevada Letter of Intent
1 14	November 20, 2015 Vote to Expel Pejman Bady and Pouya Mohajer
1 15	November 23, 2015 Vote to Terminate Terry and Goldstein Pursuant to 4.1
1 16	November 24, 2015 E-mail from Stevenson
1 17	November 24, 2015 Vote to Expel Terry pursuant to 6.2
1 18	November 24, 2015 Vote to Expel Goldstein pursuant to 6.2
1 19	November 25, 2015 NuVeda Articles of Incorporation Amended by Stevenson*
1 20	November 25, 2015 (maybe 23) Vote to Terminate Bady and Mohajer
1 21	CWNebraska and NuVeda Purchase Agreement (Executed December 6, 2015) (sealed)
1 22	December 9, 2015 License Renewal Forms submitted by Pejman Bady
1 23	December 15, 2015 License Renewal Forms submitted by Terry
1 24	December 23, 2015 E-mail to Erika Turner demanding access to NuVeda e-mail*
1 25	Declaration of Shane Terry
1 26	Declaration of Pantea Farhi Stevenson
1 27	Declaration of Pejman Bady
1 28	Declaration of Brian C. Padgett
1 29	Declaration of Thomas Frank
1 30	Declaration of Joseph Kennedy

please see pages 2 and 3 for exhibits admitted into evidence.

DEPENDANT
BOUYA MOHAJER'S EXHIBITS

CASE NO. A728510

* Please see page 1 for the description of
exhibits 101-120.

	Date Offered	Objection	Date Admitted
101.	DEC 2 8 2015	STP	DEC 2 8 2015
102.			
103.	DEC 2 8 2015	STP	DEC 2 8 2015
104.			
105.			
106.			
107.	DEC 2 8 2015	STP	DEC 2 8 2015
108.			
109.	DEC 2 8 2015	OBJ	DEC 2 8 2015
110.			
111.	DEC 2 8 2015	STP	DEC 2 8 2015
112.			
113.			
114.			
115.			
116.			
117.			
118.			
119.			
120.			
121.			
122.			
123.	DEC 2 8 2015	STP	DEC 2 8 2015

DEFENDANT
POUYA MOHAJER'S EXHIBITS

CASE NO. A 728510

* Please see page 1 for the description of exhibits 101 through 130.

[illegible]

DEFENDANT'S EXHIBITS
(PEJMAN BADA)

CASE NO. *A 728510*

[illegible]



EIGHTH JUDICIAL DISTRICT COURT CLERK'S OFFICE
NOTICE OF DEFICIENCY
ON APPEAL TO NEVADA SUPREME COURT

ERIKA PIKE TURNER
650 WHITE DR., SUITE 100
LAS VEGAS, NV 89119

DATE: January 22, 2016
CASE: A728510

RE CASE: NUVEDA, LLC; SHANE M. TERRY; JENNIFER M. GOLDSTEIN vs. PEJMAN BADA; POUYA MOHAJER

NOTICE OF APPEAL FILED: January 19, 2016

YOUR APPEAL HAS BEEN SENT TO THE SUPREME COURT.

PLEASE NOTE: DOCUMENTS NOT TRANSMITTED HAVE BEEN MARKED:

- ☐ \$250 – Supreme Court Filing Fee (Make Check Payable to the Supreme Court)**
 - If the \$250 Supreme Court Filing Fee was not submitted along with the original Notice of Appeal, it must be mailed directly to the Supreme Court. The Supreme Court Filing Fee will not be forwarded by this office if submitted after the Notice of Appeal has been filed.
- ☐ \$24 – District Court Filing Fee (Make Check Payable to the District Court)**
- ☒ \$500 – Cost Bond on Appeal (Make Check Payable to the District Court)**
 - NRAP 7: Bond For Costs On Appeal in Civil Cases
- ☐ Case Appeal Statement
 - NRAP 3 (a)(1), Form 2
- ☐ Order
- ☒ Notice of Entry of Order

NEVADA RULES OF APPELLATE PROCEDURE 3 (a) (3) states:

"The district court clerk must file appellant's notice of appeal despite perceived deficiencies in the notice, including the failure to pay the district court or Supreme Court filing fee. **The district court clerk shall apprise appellant of the deficiencies in writing**, and shall transmit the notice of appeal to the Supreme Court in accordance with subdivision (e) of this Rule with a notation to the clerk of the Supreme Court setting forth the deficiencies. Despite any deficiencies in the notice of appeal, the clerk of the Supreme Court shall docket the appeal in accordance with Rule 12."

Please refer to Rule 3 for an explanation of any possible deficiencies.

****Per District Court Administrative Order 2012-01, in regards to civil litigants, "...all Orders to Appear in Forma Pauperis expire one year from the date of issuance." You must reapply for in Forma Pauperis status.**

Certification of Copy

State of Nevada }
County of Clark } SS:

I, Steven D. Grierson, the Clerk of the Court of the Eighth Judicial District Court, Clark County, State of Nevada, does hereby certify that the foregoing is a true, full and correct copy of the hereinafter stated original document(s):

NOTICE OF APPEAL; CASE APPEAL STATEMENT; DISTRICT COURT DOCKET ENTRIES; CIVIL COVER SHEET; FINDINGS OF FACT AND CONCLUSIONS OF LAW DENYING PLAINTIFFS' MOTION FOR PRELIMINARY INJUNCTION, DENYING DEFENDANT'S COUNTERMOTION FOR PRELIMINARY INJUNCTION AND JOINDER, AND ENTERING PROVISIONAL REMEDY PURSUANT TO N.R.S. 38.222; DISTRICT COURT MINUTES; EXHIBITS LIST; NOTICE OF DEFICIENCY

NUVEDA, LLC; SHANE M. TERRY;
JENNIFER M. GOLDSTEIN,

Plaintiff(s),

vs.

PEJMAN BADY; POUYA MOHAJER,

Defendant(s),

Case No: A728510

Dept No: XI

now on file and of record in this office.

IN WITNESS THEREOF, I have hereunto
Set my hand and Affixed the seal of the
Court at my office, Las Vegas, Nevada
This 22 day of January 2016.

Steven D. Grierson, Clerk of the Court



Heather Ungermann, Deputy Clerk

1526

GTG LLP

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Las Vegas, NV 89119
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94-77/1224

20 Jan 2016

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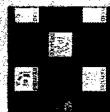
Nevada Supreme Court

\$250⁰⁰~~xx~~

Two Hundred-Fifty Dollars even

DOLLARS

2 SIGNATURES REQUIRED OVER \$500



[Signature]

AUTHORIZED SIGNATURE

MEMO

⑈00001526⑈ ⑆122400779⑆ 979892858⑈

GTG LLP

1526

00649 - Notice of Appeal

GTG LLP

1526