



**EIGHTH JUDICIAL DISTRICT COURT
CLERK OF THE COURT**

REGIONAL JUSTICE CENTER
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LAS VEGAS, NEVADA 89155-1160
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Electronically Filed
Jan 28 2016 03:58 p.m.
Tracie K. Lindeman
Clerk of Supreme Court

Steven D. Grierson
Clerk of the Court

Brandi J. Wendel
Court Division Administrator

January 28, 2016

Tracie Lindeman
Clerk of the Court
201 South Carson Street, Suite 201
Carson City, Nevada 89701-4702

RE: NUVEDA, LLC; SHANE M. TERRY; JENNIFER M. GOLDSTEIN vs. PEJMAN BADY; POUYA
MOHAJER
S.C. CASE: 69648
D.C. CASE: A728510

Dear Ms. Lindeman:

On January 22, 2016 we submitted a Notice of Appeal, filed January 19, 2016, for the above referenced case. The packet included a Notice of Deficiency. Enclosed is a certified copy of the Notice of Entry of 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 that satisfies the deficiency.

If you have any questions regarding this matter, please contact me at (702) 671-0512.

Sincerely,
STEVEN D. GRIERSON, CLERK OF THE COURT

A handwritten signature in black ink, appearing to read "Heather Ungermann", with a long horizontal flourish extending to the right.

Heather Ungermann, Deputy Clerk


CLERK OF THE 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.: XXV

**NOTICE OF ENTRY OF 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**

Please Take Notice that a 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 was entered
on the 13th day of January, 2016, a copy of which is attached hereto.

...

...

...

...

1 Dated this 27th day of January, 2016.

2 GARMAN TURNER GORDON LLP

3 /s/ Dylan Ciciliano

4 ERIKA PIKE TURNER

5 Nevada Bar No. 6454

6 DYLAN T. CICILIANO

7 Nevada Bar No. 12348

8 Attorneys for Plaintiffs

9 650 White Drive, Suite 100

10 Las Vegas, Nevada 89119

11 Tel: (725) 777-3000/Fax: (725) 777-3112

12 Attorneys for Plaintiffs

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CERTIFICATE OF SERVICE

I hereby certify that the foregoing Notice of Entry of 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 was submitted electronically for filing and/or service with the Eighth Judicial District Court on the 27th 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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13
14
Kolesar and Leatham

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Vincent J. Aiello	vaiello@klnevada.com

15 I further certify that I served a copy of this document by mailing a true and correct copy
16 thereof, postage prepaid, addressed to:

17 Pouya Mohajer
2700 Las Vegas Blvd, #2709
18 Las Vegas, Nevada 89109

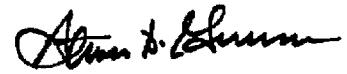
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Pouya Mohajer
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24
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26
/s/ Robyn Campbell
An employee of GARMAN TURNER GORDON

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28
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).



CLERK OF THE COURT

1 **FFCL**

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4 **DISTRICT COURT**
5 **CLARK COUNTY, NEVADA**

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

10 Plaintiffs,

11 v.

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

15 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**

16 This matter having come on for an evidentiary hearing related to Plaintiffs' Motion for
17 Preliminary Injunction (the "Motion") and Defendant Bady's Countermotion for Preliminary
18 Injunction (the "Countermotion") before the Court on December 28, 2015 and January 6 - 8,
19 2016.¹ Plaintiffs Terry and Goldstein appeared individually and as representatives of NuVeda,
20 LLC² by and through their counsel of record Erika Pike Turner of the law firm of GARMAN
21 TURNER GORDON; Defendant Bady appeared individually and by and through his counsel of
22 record Vincent Aiello and Matthew Dushoff of the law firm of KOLESAR & LEATHAM; and
23 Defendant Mohajer appeared individually and by and through its counsel of record A. William
24 Maupin and John Naylor of the law firm MAUPIN NAYLOR BRASTER; the Court having read and
25 considered the pleadings filed by the parties; having reviewed the evidence admitted during the

26
27 ¹ In addition, Mohajer requested a provisional remedy under NRS 38.222 be made on the
28 pending issues.

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

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CLERK OF THE COURT

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
28 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 **Certificate of Service**

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

25 
26 Dan Kutinac
27
28



Clerk of the Courts
Steven D. Grierson

200 Lewis Avenue
Las Vegas, NV 89155-1160
(702) 671-4554

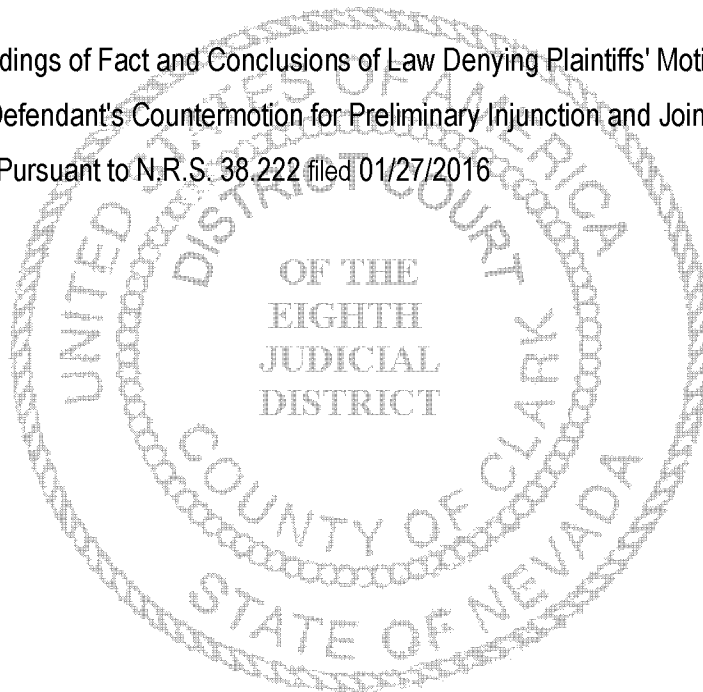
January 28, 2016

Case No.: A728510

CERTIFICATION OF COPY


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 Entry of 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 filed 01/27/2016



now on file and of

In witness whereof, I have hereunto set my hand and affixed the seal of the Eighth Judicial District Court at my office, Las Vegas, Nevada, at 3:37 PM on January 28, 2016.


STEVEN D. GRIERSON, CLERK OF THE COURT