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2 [attorney name redacted], Esq. (CSBN ///////////////)
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8 Attorneys for Defendants the DIXON FURNITURE, INC,
9 NANCY DIXON, and MATT DIXON
10 **Note: all names have been changed.**

11 **SUPERIOR COURT OF CALIFORNIA**
12 **COUNTY OF LOS ANGELES**

13 TOM BROWN,
14 Plaintiff,
15 vs.
16 DIXON FURNITURE, INC.;
17 NANCY DIXON;
18 MATT DIXON; and
19 DOES 1 through 100, Inclusive
20 Defendants

Case Number: [redacted]
Action Filed: [redacted]
Trial Date: _____

**DECLARATION OF ATTORNEY
[REDACTED] IN SUPPORT OF
DEFENDANTS NANCY DIXON AND
MATT DIXON'S MOTION FOR
SUMMARY JUDGMENT, OR
ALTERNATIVELY, FOR SUMMARY
ADJUDICATION**

Filed concurrently with Defendants Nancy
Dixon and Matt Dixon's Motion for Summary
Judgment, or Alternatively, for Summary
Adjudication; Separate Statement; and
Declarations of Nancy Dixon, Matt Dixon and
Linda Mason.

Hearing date: _____
Hearing time: _____
Hearing Dept: [redacted]

21 I, [redacted], declare:

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25 1. I am an attorney licensed to practice in the State of California. I am the attorney of
26 record in the above-entitled matter for Defendants DIXON FURNITURE, INC.

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2 (hereinafter the “CORPORATION”), NANCY DIXON (hereinafter “NANCY”),
3 and MATT DIXON (hereinafter “MATT”).
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5 2. I have personal knowledge of the facts stated herein, and, if called upon to testify thereto,
6 I could and would competently do so.

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8 3. In addition to representing the defendants in this action, I have been the attorney for the
9 CORPORATION for the past decade, advising its board of directors on numerous
10 legal matters, including contracts, transactions and corporate formalities.

11 4. In my opinion the CORPORATION has faithfully observed all the corporate formalities
12 required of it. I have examined the corporate records for the CORPORATION back
13 to its incorporation in 1976, and they are in proper order, in compliance with both
14 California law and the Bylaws of the CORPORATION. Everything is in proper,
15 formal order.

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17 5. **Exhibit 1** attached hereto sets forth a true and correct copy of the Articles of
18 Incorporation of the CORPORATION, including a 1990 amendment thereto that
19 changed the CORPORATION’S name from its original name ([redacted]) to its
20 present name. **Exhibit 2** attached hereto sets forth a true and correct copy of the
21 Bylaws of the CORPORATION, including the certificate of adoption of bylaws.

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23 6. **Exhibit 3** attached hereto sets forth true and correct of a printout from Secretary of
24 State’s web site showing the CORPORATION has an “active” status. My office
25 accessed the said web site and made the printout on May 13, 2008.

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3 7. The CORPORATION has exactly one shareholder—the Dixon Family Trust of 1985
4 (hereinafter the “**TRUST**”), which is held in the name of MATT and NANCY as
5 trustees (NANCY’S true first name is [redacted]). **Exhibit 4** attached hereto sets
6 forth a true and correct copy of stock certificate Number 8 for 500 shares of the
7 CORPORATION’S stock, issued on September 12, 1997 to the TRUST. These 500
8 shares are the only outstanding shares of the CORPORATION’S stock. Earlier stock
9 certificates were respectively issued and then cancelled as MATT and NANCY made
10 several changes in the manner in which the stock was held. Certificate Number 1 was
11 issued on August 25, 1977 for 500 shares to MATT and NANCY as husband and
12 wife, as joint tenants. Later the same day the stock was transferred to MATT and
13 NANCY as husband and wife, as community property (certificate Number 2 for 500
14 shares). On November 4, 1988, the stock was transferred to MATT and NANCY as
15 trustees of the TRUST (certificate Number 5 for 500 shares). Certificate Numbers 4
16 and 5 are voided. On March 5, 1997 the stock was transferred to, and split between,
17 MATT individually (certificate Number 6 for 245 shares) and NANCY individually
18 (certificate Number 7 for 255 shares). On September 12, 1997 the stock was
19 transferred to, and merged back into, the TRUST (Number 8 for 500 shares).
20 Certificate Number 8 is the last issued certificate—the remaining certificates in the
21 corporate record book are blank.

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23 8. **Exhibit 5** attached hereto sets forth true and correct copies of all the minutes of the
24 CORPORATION’S shareholders and the board of directors for its entire thirty-year
25 span of existence, from 1977 to 2007 (hereinafter the “**MINUTES**”). The
26 CORPORATION has exactly two directors—NANCY and MATT, and this is

1
2 obvious from perusing the MINUTES. The CORPORATION has exactly officers—
3 NANCY, who is both President and Chief Financial Officer, and MATT, who is both
4 Vice-President and Secretary, and this is also obvious from perusing the MINUTES
5 (however, in the earlier years, these roles were reversed—MATT was both President
6 and Chief Financial Officer, and NANCY was is both Vice-President and Secretary).
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9 9. On December 14, 2007, the CORPORATION sold all its assets to [redacted] (hereinafter
10 the “SALE”). Prior to consummation of the SALE, I reviewed the legal document
11 pertinent thereto and advised NANCY and MATT thereon. The last page of the
12 MINUTES is for a special meeting of the CORPORATION’S Board of Director
13 Action taken on December 14, 2007 by unanimous consent and approving the SALE.
14 **Exhibit 6** attached hereto sets forth a true and correct copy of pertinent pages from
15 the CORPORATION’S Agreement of Sale and Purchase of Assets—this is the
16 agreement that transacted the SALE. **Exhibit 7** attached hereto sets forth a true and
17 correct copy of the Bill of Sale executed by CORPORATION pursuant to the SALE.
18

19 10. On February 14, 2008, I attended three depositions that were noticed by counsel for the
20 Plaintiff. The deponents were NANCY, MATT and Linda Mason. **Exhibit 8**
21 attached hereto sets forth a true and correct copy of pertinent pages of the transcript
22 of the deposition of NANCY DIXON. **Exhibit 9** attached hereto sets forth a true and
23 correct copy of pertinent pages of the transcript of the deposition of MATT DIXON.
24 **Exhibit 10** attached hereto sets forth a true and correct copy of pertinent pages of the
25 transcript of the deposition of Linda Mason.
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3 11. I propounded the following discovery on the Plaintiff: Form Interrogatories, Special
4 Interrogatories, Production Demands and Requests for Admissions. On or about
5 April 17, 2008, I received timely responses to each from Plaintiff's counsel, and each
6 response was verified by Plaintiff TOM BROWN.

7 12. **Exhibit 11** attached hereto sets forth a true and correct copy of pertinent pages of the
8 Form Interrogatories Set One propounded on Plaintiff. **Exhibit 12** attached hereto
9 sets forth a true and correct copy of pertinent pages of Plaintiff's Responses to Form
10 Interrogatories Set One.

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12 13. **Exhibit 13** attached hereto sets forth a true and correct copy of pertinent pages of the
13 Special Interrogatories Set One propounded on Plaintiff. **Exhibit 14** attached hereto
14 sets forth a true and correct copy of pertinent pages of Plaintiff's Responses to
15 Special Interrogatories Set One.

16 14. **Exhibit 15** attached hereto sets forth a true and correct copy of pertinent pages of the
17 Requests for Admissions Set One propounded on Plaintiff. **Exhibit 16** attached hereto
18 sets forth a true and correct copy of pertinent pages of Plaintiff's Responses to
19 Requests for Admissions Set One.

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21 I declare under penalty of perjury that the foregoing is true and correct and that this
22 declaration has been executed on _____, 2008 at Los Angeles, California.

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[redacted]

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Exhibit 1
Articles of Incorporation

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Exhibit 2
Bylaws

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Exhibit 3
Printout from Secretary of State's Web Site

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Exhibit 4
Stock Certificate

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**Exhibit 5
MINUTES**

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Exhibit 6
Pertinent pages from Agreement of Sale and Purchase of Assets

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Exhibit 7
The Bill of Sale

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Exhibit 8
Pertinent pages of the deposition of NANCY DIXON

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Exhibit 9
Pertinent pages of the deposition of MATT DIXON

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Exhibit 10
Pertinent pages of the deposition of Linda Mason

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Exhibit 11
Pertinent pages of the Form Interrogatories Set One

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Exhibit 12
Pertinent pages of plaintiff's Responses to Form Interrogatories Set One

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Exhibit 13
Pertinent pages of the Special Interrogatories Set One

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Exhibit 14
Pertinent pages of plaintiff's Responses to Special Interrogatories Set
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Exhibit 15
Pertinent pages of the Requests for Admissions Set One

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Exhibit 16
Pertinent pages of plaintiff's Responses to Requests for Admissions Set
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