

1 Laurence M. Rosen (SBN 219683)
2 **THE ROSEN LAW FIRM, P.A.**
3 355 South Grand Avenue, Suite 2450
4 Los Angeles, CA 90071
5 Telephone: (213) 785-2610
6 Facsimile: (213) 226-4684
7 Email: lrosen@rosenlegal.com

8 *Counsel for Plaintiff*

9 UNITED STATES DISTRICT COURT
10 CENTRAL DISTRICT OF CALIFORNIA

11 _____, Individually and on
12 behalf of all others similarly situated,

13 Plaintiff,

14 v.

15 SONOMA PHARMACEUTICALS,
16 INC., AMY TROMBLY, and GRANT
17 EDWARDS,

18 Defendants.
19

No.

**CLASS ACTION COMPLAINT
FOR VIOLATIONS OF THE
FEDERAL SECURITIES
LAWS**

CLASS ACTION

(DEMAND FOR JURY TRIAL)

20 Plaintiff _____ (“Plaintiff”), individually and on behalf of all other
21 persons similarly situated, by Plaintiff’s undersigned attorneys, alleges the
22 following based upon personal knowledge as to Plaintiff and Plaintiff’s own acts,
23 and upon information and belief as to all other matters based on the investigation
24 conducted by and through Plaintiff’s attorneys, which included, among other things,
25 a review of U.S. Securities and Exchange Commission (“SEC”) filings by Sonoma
26 Pharmaceuticals, Inc. (“Sonoma” or the “Company”), as well as media and analyst
27 reports about the Company and Company press releases. Plaintiff believes that
28

1 substantial additional evidentiary support will exist for the allegations set forth
2 herein.

3 **NATURE OF THE ACTION**

4 1. This is a federal securities class action on behalf of a class consisting
5 of all persons and entities other than Defendants who purchased the publicly traded
6 securities of Sonoma from August 14, 2020 through November 17, 2020, both dates
7 inclusive (the “Class Period”). Plaintiff seeks to recover compensable damages
8 caused by Defendants’ violations of the federal securities laws and to pursue
9 remedies under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the
10 “Exchange Act”) and Rule 10b-5 promulgated thereunder.

11 **JURISDICTION AND VENUE**

12 2. The claims asserted herein arise under and pursuant to §§10(b) and
13 20(a) of the Exchange Act (15 U.S.C. §§78j(b) and §78t(a)) and Rule 10b-5
14 promulgated thereunder by the SEC (17 C.F.R. §240.10b-5).

15 3. This Court has jurisdiction over the subject matter of this action under
16 28 U.S.C. §1331 and §27 of the Exchange Act.

17 4. Venue is proper in this judicial district pursuant to §27 of the Exchange
18 Act (15 U.S.C. §78aa) and 28 U.S.C. §1391(b) as the alleged misstatements entered
19 and subsequent damages took place within this judicial district.

20 5. In connection with the acts, conduct and other wrongs alleged in this
21 Complaint, Defendants, directly or indirectly, used the means and instrumentalities
22 of interstate commerce, including but not limited to, the United States mail, interstate
23 telephone communications and the facilities of the national securities exchange.
24
25
26
27
28

1 **PARTIES**

2 6. Plaintiff, as set forth in the accompanying Certification, purchased
3 Sonoma's securities at artificially inflated prices during the Class Period and was
4 damaged upon the revelation of the alleged corrective disclosure.

5 7. Defendant Sonoma is a specialty pharmacy company that develops and
6 markets solutions for the treatment of dermatological conditions and advanced tissue
7 care. Sonoma is incorporated in Delaware with its principal executive offices located
8 in Woodstock, Georgia. The Company's securities are traded on NASDAQ under
9 the ticker symbol "SNOA."

10 8. Defendant Amy Trombly ("Trombly") has served as Sonoma's Interim
11 Chief Executive Officer ("CEO") throughout the Class Period.

12 9. Defendant Grant Edwards ("Edwards") served as Sonoma's Chief
13 Financial Officer ("CFO") from the beginning of the Class Period until September
14 8, 2020.

15 10. Defendants Trombly and Edwards are sometimes referred to herein as
16 the "Individual Defendants."

17 11. Each of the Individual Defendants:

18 (a) directly participated in the management of the Company;

19 (b) was directly involved in the day-to-day operations of the Company at
20 the highest levels;

21 (c) was privy to confidential proprietary information concerning the
22 Company and its business and operations;

23 (d) was directly or indirectly involved in drafting, producing, reviewing
24 and/or disseminating the false and misleading statements and
25 information alleged herein;

26 (e) was directly or indirectly involved in the oversight or implementation
27 of the Company's internal controls;
28

- 1 (f) was aware of or recklessly disregarded the fact that the false and
2 misleading statements were being issued concerning the Company;
3 and/or
4 (g) approved or ratified these statements in violation of the federal
5 securities laws.

6 12. The Company is liable for the acts of the Individual Defendants and its
7 employees under the doctrine of *respondeat superior* and common law principles of
8 agency because all of the wrongful acts complained of herein were carried out within
9 the scope of their employment.

10 13. The scienter of the Individual Defendants and other employees and
11 agents of the Company is similarly imputed to the Company under *respondeat*
12 *superior* and agency principles.

13 14. The Company and the Individual Defendants are referred to herein,
14 collectively, as the “Defendants.”

15 **SUBSTANTIVE ALLEGATIONS**

16 **Background**

17 15. On July 10, 2020, Sonoma filed its annual report on Form 10-K with
18 the SEC for the year ending March 31, 2020. In the annual report, Sonoma stated its
19 internal control over financial reporting was effective, stating in part:
20

21 Our management is responsible for establishing and maintaining
22 adequate internal control over financial reporting, as such term is
23 defined in the Exchange Act Rule 13a-15(f) and 15d-15(f). Under the
24 supervision and with the participation of our management, including
25 our Chief Executive Officer and Chief Financial Officer, we conducted
26 an evaluation of the effectiveness of our internal control over financial
27 reporting based on the framework in the 2013 Internal Control —
28 Integrated Framework issued by the Committee of Sponsoring
Organizations of the Treadway Commission. Based on our evaluation,
our management concluded that our internal control over financial
reporting was effective as of March 31, 2020.

Materially False and Misleading Statements

16. On August 14, 2020, after the market closed, Sonoma filed a Form 10-Q for the quarter ended June 30, 2020 (the “1Q20 10-Q”) with the SEC, which provided the Company’s first quarter 2020 financial statements and position. The 1Q20 10-Q was signed by Defendants Trombly and Edwards. The 1Q20 10-Q contained signed certifications pursuant to the Sarbanes-Oxley Act of 2002 (“SOX”) by Defendants Trombly and Edwards attesting to the accuracy of financial reporting, the disclosure of any material changes to the Company’s internal controls over financial reporting, and the disclosure of all fraud.

17. The 1Q20 10-Q included Sonoma’s financial statements, including the following comprehensive income chart:

SONOMA PHARMACEUTICALS, INC. AND SUBSIDIARIES		Three Months Ended	
Condensed Consolidated Statements of Comprehensive Income (Loss)		June 30,	
(In thousands, except per share amounts)		2020	
		2020	2020
Revenues		\$ 7,254	\$
Cost of revenues		4,292	—
Gross profit		2,962	—
Operating expenses			476
Research and development			2,369
Selling, general and administrative			2,842
Total operating expenses		2,842	—
Income (Loss) from operations		118	—
Interest expense		(2)	—
Interest income		—	2
Other (expense) income, net		(156)	—
Gain on sale of assets		77	—
Income from continuing operations		39	\$
Income from discontinued operations (Note 4)		954	—
Net income		\$ 993	\$
Net income per share: basic			
Continuing operations		\$ 0.02	\$
Discontinued operations		\$ 0.52	\$
Net income per share: diluted			
Continuing operations		\$ 0.02	\$
Discontinued operations		\$ 0.52	\$
Weighted-average number of shares used in per common share calculations: basic		1,339	—
Weighted-average number of shares used in per common share calculations: diluted		1,843	—
Other comprehensive income			
Net income		\$ 993	\$
Foreign currency translation adjustments		159	—
Comprehensive income		\$ 1,152	\$

18. The 1Q20 10-Q discussed Sonoma’s disclosure controls and procedures, stating in part:

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. ***Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that***

1 *our disclosure controls and procedures were effective as of June 30,*
2 *2020.*

3 (Emphasis added).

4 19. The 1Q20 10-Q discussed Sonoma's controls over financial reporting,
5 stating in part:

6 There were no changes in our internal control over financial
7 reporting (as such term is defined in Rules 13a-15(f) and 15d-
8 15(f) under the Exchange Act) during the quarter ended June 30,
9 2020 that have materially affected, or are reasonably likely to
10 materially affect, our internal control over financial reporting.

11 20. The statements referenced in ¶¶16-19 above were materially false
12 and/or misleading because they misrepresented and failed to disclose the following
13 adverse facts pertaining to the Company's business, operational and financial results,
14 which were known to Defendants or recklessly disregarded by them. Specifically,
15 Defendants made false and/or misleading statements and/or failed to disclose that:
16 (1) Sonoma's financial statements for the first quarter of 2020 contained material
17 errors and thus could not be relied upon and required restatement; (2) Sonoma had
18 material weaknesses in its internal control over financial reporting; (3) as a result,
19 Sonoma did not have effective disclosure controls and procedures; and (4) as a result,
20 Defendants' public statements were materially false and/or misleading at all relevant
21 times.

22 **The Truth Emerges**

23 21. On November 17, 2020, after the market closed, Sonoma filed a Form
24 8-K with the SEC, announcing that the Company's unaudited condensed
25 consolidated interim financial statements for the quarter ended June 30, 2020 should
26 no longer be relied upon and needed to be restated. The Form 8-K stated in relevant
27 part:

1 **Item 4.02. Non-Reliance on Previously Issued Financial**
2 **Statements or a Related Audit Report or Completed Interim**
3 **Review.**

4 On November 12, 2020, the Audit Committee of the Board of Directors
5 and executive management determined, after review and discussion
6 with our independent public accounting firm, Marcum LLP, *that the*
7 *Company's unaudited condensed consolidated interim financial*
8 *statements for the quarter ended June 30, 2020 should no longer be*
9 *relied upon. The financial statements for the quarter ended June 30,*
10 *2020 as filed with the U.S. Securities and Exchange Commission on*
11 *August 14, 2020, contained material errors. The Audit Committee*
12 *concluded that material adjustments to the financial statements for*
13 *the quarter ended June 30, 2020 are required and that the Company*
14 *will need to restate them.*

15 *Specifically, during the course of preparation of the financial*
16 *statements for the quarter ended September 30, 2020, our Chief*
17 *Executive Officer and our Chief Financial Officer discovered that*
18 *revenues were overstated in the financial statements for the quarter*
19 *ended June 30, 2020 as adequate reserves were not taken for*
20 *wholesaler and specialty pharmacy rebates, distributor fees and*
21 *customer returns and that certain expenses were understated and not*
22 *properly recorded. It was determined that the Europe and Mexico*
23 *financial translations on the profit and loss statement was run twice*
24 *for one month of the quarter which resulted in an overstatement of*
25 *revenue and expenses for that period. Finally, it was determined that*
26 *income from discontinued operations for both years was incorrectly*
27 *calculated.*

28 *At this time, we estimate that these errors resulted in accounts*
receivable being overstated by \$446,000, prepaid expenses being
overstated by \$123,000, accrued expenses being understated by
\$175,000 in the consolidated balance sheet as of June 30, 2020. The
errors further resulted in revenues being overstated by \$1,487,000,
cost of revenue being overstated by \$779,000 and gross profit being
overstated by \$708,000, total operating expenses being understated by
\$75,000, other income (expense) being overstated \$35,000, income
from discontinued operations being overstated 5,000 in the
consolidated statements of comprehensive income (loss) for the

1 *quarter ended June 30, 2020. With the errors being corrected in the*
2 *restated financial statements for the quarter ended June 30, 2020, net*
3 *income (loss) decreased by \$753,000 to \$240,000. Additionally, the*
4 *changes resulted in a decrease of basic and diluted net income (loss)*
5 *per common share of \$0.41.*

6 We are working with our Audit Committee and the Company's
7 independent auditors to determine the full impact of these potential
8 adjustments on the financial statements for the quarter ended June 30,
9 2020. However, until the review is complete and a final determination
10 is made, we cannot provide assurance regarding the complete impact of
11 any adjustments on the financial statements for the affected periods,
12 and we cannot provide assurance that the adjustments identified above
13 are representative of the adjustments that will be required when the
14 review is complete. Furthermore, we cannot provide assurance that the
15 review will not identify further adjustments that may be required.

16 In connection with the Audit Committee's internal review, we are
17 evaluating our internal control over financial reporting to determine if
18 any significant deficiencies or material weaknesses in such controls
19 caused or contributed to any potential adjustments that may be required.

20 (Emphasis added).

21 22. On November 17, 2020, after the market closed, Sonoma filed a Form
22 10-Q/A to amend the 2Q20 10-Q. In addition to discussing the non-reliance of the
23 previously issued financial statements and the need for a restatement, the Form 10-
24 Q/A disclosed material weaknesses in Sonoma's internal controls over financial
25 reporting as well as in Sonoma's disclosure controls and procedures, stating in part:

26 In connection with the restatements described in this Form 10-Q/A,
27 management with the participation of our Chief Executive Officer and
28 Chief Financial Officer re-evaluated the effectiveness of the
Company's disclosure controls and procedures as of the end of the
period covered by this report. *As a result, management concluded that
as of the end of the period covered by this report, due to material
weaknesses in internal control over financial reporting, the*

1 *Company’s disclosure controls and procedures were not effective. We*
2 *concluded this because of the errors we found in the original Form*
3 *10-Q filing for the quarter ended June 30, 2020. We have determined*
4 *that there were inadequate spreadsheet controls, a lack of separation*
5 *of duties with preparation and review of the reported numbers, and*
6 *inadequate analysis of revenue reporting among other things.*

7 (Emphasis added).

8 23. On this news, Sonoma’s stock price fell \$1.10 per share, or more than
9 14%, over the next three trading days to close at \$6.63 per share on November 20,
10 2020, damaging investors.

11 24. As a result of Defendants’ wrongful acts and omissions, and the
12 precipitous decline in the market value of the Company’s securities, Plaintiff and
13 other Class members have suffered significant losses and damages.

14 **PLAINTIFF’S CLASS ACTION ALLEGATIONS**

15 25. Plaintiff brings this action as a class action pursuant to Federal Rule of
16 Civil Procedure 23(a) and (b)(3) on behalf of a Class, consisting of all those who
17 purchased the publicly traded securities of Sonoma during the Class Period (the
18 “Class”); and were damaged upon the revelation of the alleged corrective disclosure.
19 Excluded from the Class are Defendants herein, the officers and directors of the
20 Company, at all relevant times, members of their immediate families and their legal
21 representatives, heirs, successors or assigns and any entity in which Defendants have
22 or had a controlling interest.

23 26. The members of the Class are so numerous that joinder of all members
24 is impracticable. Throughout the Class Period, the Company’s securities were
25 actively traded on the NASDAQ. While the exact number of Class members is
26 unknown to Plaintiff at this time and can be ascertained only through appropriate
27 discovery, Plaintiff believes that there are hundreds or thousands of members in the
28 proposed Class. Record owners and other members of the Class may be identified

1 from records maintained by the Company or its transfer agent and may be notified
2 of the pendency of this action by mail, using the form of notice similar to that
3 customarily used in securities class actions.

4 27. Plaintiff's claims are typical of the claims of the members of the Class
5 as all members of the Class are similarly affected by Defendants' wrongful conduct
6 in violation of federal law that is complained of herein.

7 28. Plaintiff will fairly and adequately protect the interests of the
8 members of the Class and has retained counsel competent and experienced in class
9 and securities litigation. Plaintiff has no interests antagonistic to or in conflict with
10 those of the Class.

11 29. Common questions of law and fact exist as to all members of the
12 Class and predominate over any questions solely affecting individual members of
13 the Class. Among the questions of law and fact common to the Class are:

- 14 (a) whether Defendants' acts as alleged violated the federal securities laws;
- 15 (b) whether Defendants' statements to the investing public during the Class
16 Period misrepresented material facts about the financial condition,
17 business, operations, and management of the Company;
- 18 (c) whether Defendants' statements to the investing public during the Class
19 Period omitted material facts necessary to make the statements made,
20 in light of the circumstances under which they were made, not
21 misleading;
- 22 (d) whether the Individual Defendants caused the Company to issue false
23 and misleading SEC filings and public statements during the Class
24 Period;
- 25 (e) whether Defendants acted knowingly or recklessly in issuing false and
26 misleading SEC filings and public statements during the Class Period;
- 27
28

1 (f) whether the prices of the Company's securities during the Class Period
2 were artificially inflated because of the Defendants' conduct
3 complained of herein; and

4 (g) whether the members of the Class have sustained damages and, if so,
5 what is the proper measure of damages.

6 30. A class action is superior to all other available methods for the fair and
7 efficient adjudication of this controversy since joinder of all members is
8 impracticable. Furthermore, as the damages suffered by individual Class members
9 may be relatively small, the expense and burden of individual litigation make it
10 impossible for members of the Class to individually redress the wrongs done to them.
11 There will be no difficulty in the management of this action as a class action.

12 31. Plaintiff will rely, in part, upon the presumption of reliance established
13 by the fraud-on-the-market doctrine in that:

14 (a) Defendants made public misrepresentations or failed to disclose
15 material facts during the Class Period;

16 (b) the omissions and misrepresentations were material;

17 (c) the Company's securities are traded in efficient markets;

18 (d) the Company's securities were liquid and traded with moderate to
19 heavy volume during the Class Period;

20 (e) the Company traded on the NASDAQ, and was covered by multiple
21 analysts;

22 (f) the misrepresentations and omissions alleged would tend to induce a
23 reasonable investor to misjudge the value of the Company's securities;
24 Plaintiff and members of the Class purchased and/or sold the
25 Company's securities between the time the Defendants failed to
26 disclose or misrepresented material facts and the time the true facts
27 were disclosed, without knowledge of the omitted or misrepresented
28 facts; and

1 (g) Unexpected material news about the Company was rapidly reflected in
2 and incorporated into the Company's stock price during the Class
3 Period.

4 32. Based upon the foregoing, Plaintiff and the members of the Class are
5 entitled to a presumption of reliance upon the integrity of the market.

6 33. Alternatively, Plaintiff and the members of the Class are entitled to the
7 presumption of reliance established by the Supreme Court in *Affiliated Ute Citizens*
8 *of the State of Utah v. United States*, 406 U.S. 128, 92 S. Ct. 2430 (1972), as
9 Defendants omitted material information in their Class Period statements in violation
10 of a duty to disclose such information, as detailed above.

11 **COUNT I**

12 **Violation of Section 10(b) of The Exchange Act and Rule 10b-5**

13 **Against All Defendants**

14 34. Plaintiff repeats and realleges each and every allegation contained
15 above as if fully set forth herein.

16 35. This Count is asserted against the Company and the Individual
17 Defendants and is based upon Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b),
18 and Rule 10b-5 promulgated thereunder by the SEC.

19 36. During the Class Period, the Company and the Individual Defendants,
20 individually and in concert, directly or indirectly, disseminated or approved the false
21 statements specified above, which they knew or deliberately disregarded were
22 misleading in that they contained misrepresentations and failed to disclose material
23 facts necessary in order to make the statements made, in light of the circumstances
24 under which they were made, not misleading.

25 37. The Company and the Individual Defendants violated §10(b) of the
26 1934 Act and Rule 10b-5 in that they: employed devices, schemes and artifices to
27 defraud; made untrue statements of material facts or omitted to state material facts
28

1 necessary in order to make the statements made, in light of the circumstances under
2 which they were made, not misleading; and/or engaged in acts, practices and a course
3 of business that operated as a fraud or deceit upon plaintiff and others similarly
4 situated in connection with their purchases of the Company's securities during the
5 Class Period.

6 38. The Company and the Individual Defendants acted with scienter in that
7 they knew that the public documents and statements issued or disseminated in the
8 name of the Company were materially false and misleading; knew that such
9 statements or documents would be issued or disseminated to the investing public;
10 and knowingly and substantially participated, or acquiesced in the issuance or
11 dissemination of such statements or documents as primary violations of the
12 securities laws. These defendants by virtue of their receipt of information reflecting
13 the true facts of the Company, their control over, and/or receipt and/or modification
14 of the Company's allegedly materially misleading statements, and/or their
15 associations with the Company which made them privy to confidential proprietary
16 information concerning the Company, participated in the fraudulent scheme alleged
17 herein.

18 39. Individual Defendants, who are the senior officers and/or directors of
19 the Company, had actual knowledge of the material omissions and/or the falsity of
20 the material statements set forth above, and intended to deceive Plaintiff and the
21 other members of the Class, or, in the alternative, acted with reckless disregard for
22 the truth when they failed to ascertain and disclose the true facts in the statements
23 made by them or other personnel of the Company to members of the investing public,
24 including Plaintiff and the Class.

25 40. As a result of the foregoing, the market price of the Company's
26 securities was artificially inflated during the Class Period. In ignorance of the falsity
27 of the Company's and the Individual Defendants' statements, Plaintiff and the other
28 members of the Class relied on the statements described above and/or the integrity

1 of the market price of the Company's securities during the Class Period in
2 purchasing the Company's securities at prices that were artificially inflated as a
3 result of the Company's and the Individual Defendants' false and misleading
4 statements.

5 41. Had Plaintiff and the other members of the Class been aware that the
6 market price of the Company's securities had been artificially and falsely inflated
7 by the Company's and the Individual Defendants' misleading statements and by the
8 material adverse information which the Company's and the Individual Defendants
9 did not disclose, they would not have purchased the Company's securities at the
10 artificially inflated prices that they did, or at all.

11 42. As a result of the wrongful conduct alleged herein, Plaintiff and other
12 members of the Class have suffered damages in an amount to be established at trial.

13 43. By reason of the foregoing, the Company and the Individual Defendants
14 have violated Section 10(b) of the 1934 Act and Rule 10b-5 promulgated thereunder
15 and are liable to the Plaintiff and the other members of the Class for substantial
16 damages which they suffered in connection with their purchases of the Company's
17 securities during the Class Period.

18
19 **COUNT II**

20 **Violation of Section 20(a) of The Exchange Act**

21 **Against The Individual Defendants**

22 44. Plaintiff repeats and realleges each and every allegation contained in
23 the foregoing paragraphs as if fully set forth herein.

24 45. During the Class Period, the Individual Defendants participated in the
25 operation and management of the Company, and conducted and participated, directly
26 and indirectly, in the conduct of the Company's business affairs. Because of their
27 senior positions, they knew the adverse non-public information regarding the
28 Company's business practices.

1 46. As officers and/or directors of a publicly owned company, the
2 Individual Defendants had a duty to disseminate accurate and truthful information
3 with respect to the Company's financial condition and results of operations, and to
4 correct promptly any public statements issued by the Company which had become
5 materially false or misleading.

6 47. Because of their positions of control and authority as senior officers,
7 the Individual Defendants were able to, and did, control the contents of the various
8 reports, press releases and public filings which the Company disseminated in the
9 marketplace during the Class Period. Throughout the Class Period, the Individual
10 Defendants exercised their power and authority to cause the Company to engage in
11 the wrongful acts complained of herein. The Individual Defendants therefore, were
12 "controlling persons" of the Company within the meaning of Section 20(a) of the
13 Exchange Act. In this capacity, they participated in the unlawful conduct alleged
14 which artificially inflated the market price of the Company's securities.

15 48. Each of the Individual Defendants, therefore, acted as a controlling
16 person of the Company. By reason of their senior management positions and/or
17 being directors of the Company, each of the Individual Defendants had the power to
18 direct the actions of, and exercised the same to cause, the Company to engage in the
19 unlawful acts and conduct complained of herein. Each of the Individual Defendants
20 exercised control over the general operations of the Company and possessed the
21 power to control the specific activities which comprise the primary violations about
22 which Plaintiff and the other members of the Class complain.

23 49. By reason of the above conduct, the Individual Defendants are liable
24 pursuant to Section 20(a) of the Exchange Act for the violations committed by the
25 Company.

26 **PRAYER FOR RELIEF**

27 **WHEREFORE**, Plaintiff, on behalf of himself and the Class, prays for
28 judgment and relief as follows:

1 (a) declaring this action to be a proper class action, designating plaintiff
2 as Lead Plaintiff and certifying plaintiff as a class representative under Rule 23 of
3 the Federal Rules of Civil Procedure and designating plaintiff's counsel as Lead
4 Counsel;

5 (b) awarding damages in favor of plaintiff and the other Class members
6 against all defendants, jointly and severally, together with interest thereon;

7 (c) awarding plaintiff and the Class reasonable costs and expenses
8 incurred in this action, including counsel fees and expert fees; and

9 (d) awarding plaintiff and other members of the Class such other and
10 further relief as the Court may deem just and proper.

11 **JURY TRIAL DEMANDED**

12 Plaintiff hereby demands a trial by jury.

13 Dated: _____

14 **THE ROSEN LAW FIRM, P.A.**

15 _____
16 Laurence M. Rosen (SBN 219683)
17 355 South Grand Avenue, Suite 2450
18 Los Angeles, CA 90071
19 Telephone: (213) 785-2610
20 Facsimile: (213) 226-4684
21 Email: lrosen@rosenlegal.com

22 *Counsel for Plaintiff*

23
24
25
26
27
28