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UNITED STATES DISTRICT COURT
 DISTRICT OF MARYLAND

<p>GEORGE McMEEN, on Behalf of Himself and All Others Similarly Situated,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">v.</p> <p>V-ONE CORPORATION, DAVID D. DAWSON, STEVE MOGUL and MARGARET GRAYSON,</p> <p style="text-align: center;">Defendants.</p>	<p>CIVIL ACTION NO.</p> <p>CLASS ACTION COMPLAINT FOR VIOLATION OF THE FEDERAL SECURITIES LAWS</p> <p><u>JURY TRIAL DEMANDED</u></p>
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Plaintiff, individually and on behalf of all others similarly situated, alleges the following, after due investigation by his counsel. The investigation included a review and analysis of public statements and documents of the corporate defendant, including its various public filings with the United States Securities and Exchange Commission ("SEC"), and other review and analysis of materials concerning the defendants named herein, such as, *inter alia*, analyst reports, newspaper articles and reports in financial publications.

INTRODUCTION

1. This action is being brought as a class action on behalf of all individuals who purchased or otherwise acquired the common stock of V-One Corporation ("V-One" or the "Company") on November 30, 1999 (the "Class Period"). As is more fully alleged throughout the Complaint, defendants engaged in a scheme and common course of conduct including the knowing and/or reckless dissemination of materially false and misleading statements and/or omissions concerning the business, products, services and expansion plans of the Company which operated as a fraud and deceit on the Class during the Class Period.

SUMMARY OF ACTION

2. V-One develops markets and licenses a comprehensive suite of network security products that enable organizations to conduct secured electronic transactions and information exchange using public switched networks, such as the Internet. The Company's suite of products address network user authentication, perimeter security, access control and data integrity through the use of smart cards, tokens, digital certificates, firewalls and encryption technology. V-One's flagship product, SmartGate, works within a Virtual Private Network or "VPN" and is compatible with Red Hat's Linux operating platform.

3. V-One was founded in February 1993 and introduced its first product in December 1994. It did not generate any significant revenues until 1995 when it commenced sales of its SmartWall firewall product and introduced its SmartGate client/server system. Although revenues increased from \$1,104,000 in 1995 to \$6,260,000 in 1998, they were dwarfed by concurrent expenses and accumulated deficit. As of December 31, 1998, V-One had an accumulated deficit of approximately \$29,692,000. Losses attributable to holders of Common Stock for 1998 were approximately \$9,407,000.

4. By 1999, V-One was a desperate company in need of additional capital to finance its ongoing operations. In September 1999, Nasdaq informed the Company that its common stock would be removed from the Nasdaq National Market to the Nasdaq SmallCap Market because it no longer met the Nasdaq's \$4 million tangible net asset requirement. To make matters worse, V-One was also in danger of being delisted from the Nasdaq SmallCap Market unless it could show it had received more financing by September 30, 1999.

5. Desperate for capital, defendants concocted a plan to obtain public funding. On September 7, 1999, V-One issued a press release linking its products with Red Hat's Linux v6.0 operating system. Red Hat had recently become a hot new computer stock because its Linux operating system offered the first reliable alternative to Microsoft's Windows. Any product linked to Linux, immediately felt the benefit its popularity. Linking V-One's products to Linux and Red Hat caused V-One shares to skyrocket 132% in one day, increasing from \$2.96 7/8 to \$5.21 7/8. V-One stock, typically trading on a daily volume of less than 100,000 shares, traded on a staggering 20.8 million shares on September 7.

6. On September 9, 1999, V-One filed a Form 8-K with the U.S. Securities and Exchange Commission announcing the sale of \$8,793,750 worth of securities. Based on defendants' calculated press release of the day before, the offering was immediately oversubscribed.

7. V-One's glory was short lived as the stock retreated to its pre-announcement trading price two weeks later.

8. Defendants knew the run-up of its stock price in September was directly caused by the press release's link with Linux and not due to the uniqueness or quality of V-One's products.

9. Defendants were still desperate for additional capital and needed to boost the value of their languishing stock. Armed with the knowledge that linking V-One with Linux and Red Hat would cause V-One's stock to increase, on November 30, 1999, defendants issued another release. V-One announced that its product "SmartGate" had no competitors and that it was compatible with "with Red Hat Linux Version 6.0" enabling "End-to-End Linux-Based Virtual Private Networking."

10. This release had the desired effect on V-One's stock which immediately rose 279% on a volume of more than 59 million shares. The stock hit an all time high of 15-1/2 before settling back to close at 13-1/2, up 9-1/2 on the day. Never before had the stock traded in the double digits.

11. Unfortunately for the investing community, V-One's announcement was false and misleading. By November 30, SmartGate had been selling for more than a month. The representation that it was the first VPN product that supported both client and server support for Linux was false. A company called InfoExpress had been marketing a similar product for over a year. V-One's true purpose in releasing the November 30, 1999 announcement was to link V-One to the popularity of Linux and thereby artificially inflate the price of V-One stock.

12. By the next day, December 1, 1999, the price of V-One's stock plummeted 50%. Class members lost millions. However, not everyone lost money on V-One. On November 30, 1999 Steve Mogul, V-One's Vice President, Business Development, sold 5,000 shares of stock at a price of over \$10 per share.

JURISDICTION AND VENUE

13. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. §§1331 and 1337, and §27 of the Securities Exchange Act of 1934 (the "Exchange Act") (15 U.S.C. §78aa).

14. This action arises under §§10(b) and 20(a) of the Exchange Act and Rule 10b-5 promulgated thereunder (17 C.F.R. §240.10b-5).

15. Venue is proper in this district pursuant to §27 of the Exchange Act and 28 U.S.C. 1391(b) because the acts charged herein, including the dissemination of materially false and misleading information, occurred in this district.

16. In connection with the acts alleged in this complaint, defendants, directly or indirectly, used the means and instrumentalities of interstate commerce, including, but not limited to, the mails, interstate telephone communications and the facilities of the national securities markets.

THE PARTIES

17. Plaintiff George McMeen purchased shares of V-One stock as described in the attached certification and was damaged thereby.

18. Defendant V-One develops, markets and licenses network security products that enable organizations to conduct secured electronic transactions and information exchange using public switched networks, such as the Internet. V-One maintains its principal executive offices in this district at 20250 Century Blvd., Suite 300, Germantown, Maryland 20874. The Company, at all relevant times, was listed as a publicly held corporation whose shares were traded in an efficient market on a national exchange.

19. Defendant David Dawson is Chairman and Chief Executive Officer of V-One.

20. Defendant Steve Mogul is V-One's Vice President, Business Development. On November 30, 1999 he sold 5,000 shares of stock at a price of over \$10 per share.

21. Defendant Margaret Grayson is Chief Financial Officer of V-One.

22. Defendants David Dawson, Steve Mogul, and Margaret Grayson, are collectively referred to herein as the "Individual Defendants."

23. As officers, directors and/or controlling persons of a Company registered with the SEC under the federal securities laws, whose common stock is registered with the SEC, and during the Class Period traded on the NASDAQ and governed by the provisions of the federal securities laws, the Individual Defendants each had a duty to disseminate truthful information promptly and accurately with respect to the Company's operations, products, markets, management, earnings and business prospects, to correct any previously issued statements that had become materially misleading or untrue, and to disclose any trends that would materially affect earnings and the financial results of V-One price of the Company's publicly traded securities based upon truthful and accurate information. Under rules and regulations promulgated by the SEC under the Exchange Act, the Individual Defendants also had a duty to report all trends, demands or uncertainties that were likely to influence (a) V-One's liquidity; (b) V-One's net sales, revenues and/or income; and (c) previously reported financial information such that it would not be indicative of operating results. The Individual Defendants' representations during the Class Period violated these specific requirements and obligations.

24. The Individual Defendants, because of their positions with the Company, controlled and/or possessed the power and authority to control the contents of V-One's quarterly and annual reports, prospectuses, registration statements, press releases and presentations to securities analysts, which information was conveyed through the analysts to the investing public. Each defendant was provided with copies of the Company's reports and press releases alleged herein to be misleading prior to or shortly after their issuance and had the ability and opportunity to prevent their issuance or cause them to be corrected.

25. Because of their positions and access to material non-public information available to them but not to the public, each of these defendants knew or consciously disregarded the fact that the adverse facts specified herein had not been disclosed to and were being concealed from the public and that the positive representations which were being made were then materially false and misleading.

26. Defendants are also each liable as individual participants in a fraudulent scheme and course of conduct that operated as a fraud and/or deceit upon the class. Because of their executive, managerial and/or directorial positions with the Company, each of the defendants had access to the adverse, non-public information about the business, finances and future business prospects of V-One as particularized herein and acted to misrepresent, misstate or conceal such information from plaintiff and the investing public.

27. It is also appropriate to treat the defendants as a group for pleading purposes under the federal securities laws and the Federal Rules of Civil Procedure and to presume that the false and misleading information complained of herein was disseminated through the collective actions of the defendants. Defendants were involved in the drafting, producing, reviewing, and/or disseminating of the false and misleading information detailed herein, knew or consciously disregarded the fact that such materially misleading statements were being issued by the Company, and/or approved or ratified these statements in violation of the federal securities laws. Defendants' false and misleading statements and omissions of fact consequently had the effect of, both on their own and in the aggregate, artificially inflating the price

of V-One securities at all times during the Class Period.

SUBSTANTIVE ALLEGATIONS

28. V-One's primary product line is software that provides authentication and encryption technology and is used by companies that have set up networks that are accessed by customers and employees. These networks are called Virtual Private Networks or "VPN." V-One's software is compatible with Linux, which is a popular operating platform put out by Red Hat, a company which distributes and services its own version of Linux. V-One's principal product is called "SmartGate."

29. Since going public in 1996, V-One has lost money each year. The Company's stock has consistently traded around \$3 a share.

30. In December 1998, V-One's independent auditors, PricewaterhouseCoopers, issued a "going concern" opinion because it did not meet the Nasdaq's \$4 million tangible net asset requirement to stay on the Nasdaq National Market. In response to its auditor's opinion, V-One fired its auditors.

31. By July of 1999, the internal sales force had "turned over" and the company had run low on working capital. Additionally, the Company faced strong competition from Check Point Software Technologies; another authentication and encryption company.

32. On September 1, 1999 the Company received a final determination from the Nasdaq Stock Market ("Nasdaq") regarding the status of the Company's listing on the Nasdaq National Market. Nasdaq informed the Company that it had been moved from the Nasdaq National Market to the Nasdaq SmallCap Market effective September 3, 1999. Furthermore, without a cash infusion, the Company would be delisted from the Nasdaq SmallCap Market on September 30, 1999. In short, V-One was a company in severe distress and was desperately looking for a way to stay afloat.

33. In order to remain listed on the Nasdaq SmallCap Market (and to help it stay in business) defendants agreed in early September, 1999 that V-One would seek \$8.8 million in new equity capital. Under the terms of the offering, V-One sold preferred stock with warrants allowing the holder to purchase V-One common stock at \$2.625 per share.

34. On or about September 7, 1999, V-One issued a press release linking its product with Linux v6.0 from Red Hat. Red Hat had recently become the hot new computer stock because its Linux system offered a competitive alternative to Microsoft's Windows platform. On the announcement, V-One's shares skyrocketed 132% on heavy trading.

35. On September 9, 1999, V-One filed a Form 8-K with the U.S. Securities and Exchange Commission. The Form 8-K announced the sale of 335,000 shares of Series C Preferred Stock and 3,350,000 non-detachable warrants to purchase shares of the Company's common stock to certain accredited investors, for an aggregate price of \$8,793,750. Under the terms of the offering, each warrant allowed the holder to purchase V-One common stock at \$2.625 per share.

36. V-One knew the run-up of its stock price in September was directly caused by the overt linkage to Linux. On September 9, 1999, V-One's local newspaper, *The Washington Post*, in an article entitled V-One Rides the Linux Wave, Then Falters quoted Jim Reed, V-One's marketing director, as saying "'I would assume' the run-up was due to the Linux announcement."

37. The September 7, 1999 press release linking V-One, Linux, and Red Hat was calculated to help V-

One finish selling the warrants it had offered.

38. On September 10, 1999, V-One announced that the "offering was oversubscribed and closed at the maximum." Since there was ultimately no substance to the release, the market adjusted and V-One's stock soon retreated to its pre-announcement price.

39. Defendants were well aware that "Linux" had become a buzz word and associating with it meant an immediate inflation of a company's stock price. In late November, insiders leaked information that V-One would soon make a big announcement. Trading volume more than quadrupled and the stock price almost doubled in one trading day.

40. On November 30, 1999, V-One released the following announcement:

"V-One Corporation announced the availability of SmartGate for Linux, the first VPN product to ship with both client and server support for Linux." (emphasis added)

"V-One's award-winning SmartGate VPN provides this compatibility with Red Hat Inc.'s (Nasdaq: RHAT) Red Hat Linux version 6.0."

"The growth of Linux as an enterprise solution has made clear the need for Linux compatibility at both ends of the VPN and we're pleased that SmartGate is the first to market with such a solution," said David D. Dawson, CEO of V-One Corporation. "The fact that we are already shipping to customers will continue to maximize our success with the large and expanding Linux enterprise community."

41. As defendants knew it would, the market reacted to the announcement running up the price of V-One 279% in one day. The stock hit a high of 15-1/2 on a volume of 60 million shares before settling back to close at 13-1/2, up 9-1/2 on the day. As reported by *CBS MarketWatch*:

"That heavy volume of shares traded compares with an average daily volume of only 527,000. Tuesday's volume was 60 million shares. On Tuesday, the stock soared to a close at 13 1/2. The 3-year-old security software company had never before traded in the double digits."

42. Later on in the day on November 30, 1999 V-One issued a statement, tying its peculiar stock price activity to its announcement earlier in the day:

"V-One Corporation previously announced that the Company expected to make a number of product announcements during the second half of 1999.

This morning V-One announced the release of the Company's SmartGate VPN supporting Linux on both client and server. Noting the volume and price movement in the Company's stock, Margaret Grayson, CFO of V-One Corporation commented, We know of no other basis for today's market activity in V-One's shares."

43. Not only did defendants know that the market would react to an announcement concerning Linux, defendants also knew the announcement was false and misleading because a competing company, InfoExpress, had a product with the identical features that was already on the market for a year.

44. Defendants also knew that SmartGate had already been for sale for over a month prior to their

announcement. In fact, on November 4, 1999 defendants had announced that Summit DataNet, a division of Blue Cross and Blue Shield of Montana, had purchased a 5,000 seat license for SmartGate. The announcement of November 30, 1999 was just a rehash of old information about SmartGate, this time with the all-important 'Linux' tie-in.

45. When these facts became known in the market, V-One's stock crashed. On December 1, 1999, V-One's stock lost 6 9/16, or 48.6%, to close at 6 15/16 on a volume of 24.5 million shares. As reported by *Reuters* of that day:

Shares of Internet security software maker V-One Corp. fell back sharply on Wednesday from the lofty gains it posted Tuesday after the company announced new products based on Linux software system.

46. Predictably, news that SmartGate was not the first product to offer both client and server support for the Linux operating system began to surface. On December 2, 1999, Herb Greenberg published an article entitled "How V-One May Have Stretched the Truth in Its Stock-Lifting Press Release:"

V-One wasn't the first company to ship a VPN software product that supports both clients and servers. Just ask Stacey Lum, president and founder of InfoExpress, of Los Altos, Calif. He says his company has been shipping a similar product to Fortune 500 companies for more than a year, and he calls the claim in V-One's news release "an absolute lie. And there's nothing they can add to that that makes it truthful."

47. The positive representations made by defendants about SmartGate and V-One during the Class Period were false and misleading. During the Class Period, defendants knowingly or recklessly failed to disclose the following actual facts about SmartGate and V-One:

(a) SmartGate was not the first VPN product to ship with both client and server support for Linux.

(b) SmartGate was not a new product, it had been for sale for over a month.

(c) Defendants knew that including Linux and Red Hat in a press release would mislead investors and cause the stock to sky-rocket, but then come crashing back down.

(d) No new information was contained in the November 30, 1999 press release. The sole purpose of the press release was to inflate the value of the Company's stock.

INSIDER TRADING

48. Furthermore, according to a Form 144 filed with the Securities and Exchange Commission, on November 30, 1999 Steve Mogul, V-One's Vice President, Business Development, sold 5,000 shares of stock at a price of over \$10 per share. Defendant Mogul knew of the November 30, 1999 press release before it was issued and also knew that V-One stock would be artificially inflated by the November 30, 1999 press release. Therefore, defendant Mogul was prepared to file a Form 144 on the day of the press release, and thereby sell his stock.

OPPORTUNITY AND MOTIVE

49. Each defendant had the opportunity and motive to commit the acts alleged herein. By virtue of their positions with V-One and because of the significant reputational and monetary benefits they stood to

gain from a positive public perception of V-One and as a result of artificially inflated stock prices, defendants had both the opportunity and motive to commit the acts alleged herein. Defendants were aware of V-One's true financial condition yet recklessly disregarded the limitations of the Company. The air of accomplishment and success created as a result of defendants' material misrepresentations made V-One more attractive to potential investors, and served to maintain its stock price at artificial levels.

SCIENTER

50. During the Class Period, each of the Individual Defendants who were senior executives and/or directors of CyberMedia were privy to confidential and proprietary information concerning V-One, its operations' finances, financial condition, products and present and future business prospects. These defendants knew, or were reckless in not knowing that, SmartGate was not the first VPN product to ship with both client and server support for Linux. Moreover, by virtue of their September release, defendants knew that mentioning 'Linux' in a press release would artificially inflate the price of the stock. Their representation to the public about SmartGate, its capabilities and its link with Linux were knowingly and/or recklessly deceitful and perpetrated a fraud on the Class.

NO SAFE HARBOR

51. The statutory safe harbor provided for forward looking statements under certain circumstances does not apply to any of the allegedly false statements pleaded in this complaint. The statements alleged to be false and misleading herein all relate to facts and conditions existing at the time the statements were made. In addition, to the extent certain of the statements alleged to be false may be characterized as forward looking, they were not identified as "forward looking" when made, there was no statement made with respect to any of those representations forming the basis of this complaint that actual results "could differ materially from those projected," and there were no meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those in the purportedly forward-looking statements. Alternatively, to the extent that the statutory safe harbor is intended to apply to any forward-looking statements pled herein, defendants are liable for those false forward-looking statements because at the time each of those forward-looking statements was made, the particular speaker had actual knowledge that the particular forward-looking statement was materially false or misleading, and/or the forward-looking statement was authorized and/or approved by an executive officer of V-One who knew that those statements were false when made.

CLASS ACTION ALLEGATIONS

52. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b) (3). Excluded from the Class are the Individual Defendants, members of their families and any entity in which they have an interest.

53. A well-defined community of interest exists in the questions of law and fact affecting the parties and the putative class represented in this action. The questions of law and fact common to each member of the Class which predominate over questions which may affect individual Class members include:

(a) Whether the federal securities laws were violated by defendants' acts and omissions as alleged herein;

(b) Whether defendants misrepresented or omitted material facts during the Class Period as detailed herein;

(c) Whether defendants knew, had reason to know or recklessly disregarded that their statements were false and misleading, or failed to have reasonable basis for those statements;

(d) Whether the market price of V-One's stock was artificially inflated by the omissions and misrepresentations of material fact complained of herein;

(e) The proper measure of damages suffered by plaintiff and the Class.

54. Plaintiff's claims are typical of the claims of other members of the Class. Plaintiff and the Class each sustained damages arising from the same wrongful conduct and violations of Maryland law complained of herein.

55. Plaintiff will fairly and adequately protect the interests of the Class and have chosen counsel experienced in class and securities litigation. Plaintiff has no interests which conflicts with those of the Class.

56. Members of the Class are so numerous that joinder of each member is impractical and disposition of their claims in a class action will provide substantial benefits to the parties and the Court. While the exact number of Class members is unknown to plaintiff at this time, and can only be ascertained through discovery, plaintiff believes that Class members number in the thousands.

57. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy. As the damages suffered by individual members of the Class may be relatively small, the expense and burden of individual litigation makes it impossible for Class members to redress individually the wrongs suffered. Plaintiff anticipates no difficulty in managing this action as a class action.

58. Plaintiff relies, in part, upon the presumption of reliance established by the fraud-on-the-market doctrine in that, among other things:

(a) V-One stock met the requirements for listing, and was listed, on the NASDAQ, a highly efficient market;

(b) As a regulated issuer, the Company filed periodic public reports with the SEC;

(c) The trading volume of the Company's securities was substantial, reflecting numerous trades each day;

(d) V-One was followed by securities analysts employed by several major brokerage firms who wrote reports which were distributed to the sales force and certain customers of such firms and which were available to various automated data retrieval services;

(e) The misrepresentations alleged herein would tend to induce a reasonable investor to misjudge the value of V-One securities; and

(f) Plaintiff and the Class purchased or otherwise acquired V-One securities during the Class Period without knowledge of the omitted or misrepresented facts.

59. Based upon the foregoing, plaintiff and the Class are entitled to a presumption of reliance upon the integrity of the market for the purpose of class certification as well as for ultimate proof of their claims

on the merits. Plaintiff will also rely, in part, upon the presumption of reliance established by material omissions and upon the actual reliance of the Class members.

**FIRST CLAIM FOR RELIEF FOR VIOLATION OF SECTION 10(b) OF THE
EXCHANGE ACT AND SEC RULE 10b-5
(Against All Defendants)**

60. Plaintiff repeats and realleges each and every allegation contained in the paragraphs above of the Complaint as if fully set forth herein.

61. Each of the defendants: (a) knew or had access to the material adverse non-public information about V-One's financial results and then-existing business conditions, which was not disclosed; and (b) participated in drafting, reviewing and/or approving the misleading statements, releases, reports and other public representations of and about V-One.

62. During the Class Period, defendants, with knowledge of or conscious disregard for the truth, disseminated or approved the false statements specified above, which were misleading in that they contained misrepresentations and failed to disclose material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

63. Defendants violated §10(b) of the Exchange Act and Rule 10b-5 in that they:

(a) Employed devices, schemes and artifices to defraud;

(b) Made untrue statements of material facts or omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or

(c) Engaged in acts, practices and a course of business that operated as a fraud or deceit upon plaintiff and others similarly situated in connection with their purchases of V-One securities during the Class Period.

64. Plaintiff and the Class suffered damages in that, in reliance on the integrity of the market, they paid artificially inflated prices for their V-One securities. Plaintiff and the Class would not have purchased or otherwise acquired V-One securities at the prices they paid, or at all, if they been aware that the market prices had been artificially and falsely inflated by defendants' misleading statements.

**SECOND CLAIM FOR RELIEF FOR VIOLATION
OF SECTION 20(a) OF THE EXCHANGE ACT
(Against the Individual Defendants)**

65. Plaintiff repeats and realleges each and every allegation set forth in the paragraphs above, as if set forth fully herein.

66. Each of the Individual Defendants, by virtue of their offices, directorships, and specific acts was, at the time of the wrongs alleged herein, a controlling person of V-One within the meaning of §20(a) of the Exchange Act. The Individual Defendants had the power and influence and exercised the same to cause V-One to engage in the illegal conduct and practices complained of herein by causing the Company to disseminate to the public, directly or through intermediaries, the materially false and misleading information referred to herein.

67. The Individual Defendants' positions made them privy to, and provided them with, actual knowledge of the material facts concealed from plaintiff and the Class by V-One during the Class Period.

68. By reason of the conduct alleged in the First Claim for Relief, the Individual Defendants are liable for the aforesaid wrongful conduct and liable to plaintiff and the Class for the substantial damages suffered in connection with their purchases of V-One securities during the Class Period.

PRAYER FOR RELIEF

WHEREFORE, plaintiff prays for judgment as follows:

1. Declaring this action to be a proper class action on behalf of the Class defined herein;
2. Awarding proper damages in favor of plaintiff and the Class against each defendant;
3. Awarding punitive damages in favor of plaintiff and the Class against each defendant;
4. Awarding plaintiff and the Class costs, including reasonable attorneys' and experts' fees;
5. Awarding pre-judgment and post-judgment interest; and
6. Awarding such other further relief as this Court may deem just and proper.

JURY DEMAND

Plaintiff demands a trial by jury.

Dated: January 24, 2000

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