

STATE OF MICHIGAN
CIRCUIT COURT FOR THE 6TH JUDICIAL CIRCUIT
OAKLAND COUNTY

CONLAN ABU, an individual, RYAN
MOORE, an individual, and JAMES
TERRENCE MOORE, II, an individual,

Case No. 2019-175483-CB

Plaintiffs,

HON. MARTHA D. ANDERSON

v

STANLEY B. DICKSON, JR., an individual,
THE EPICUREAN GROUP; EPIC
CATERING & EVENTS, INC. n/k/a
TROWBRIDGE CATERING, INC.; MILK &
HONEY DETROIT, INC.; NO. VI
CHOPHOUSE DETROIT, INC. n/k/a
TROWBRIDGE CHOPHOUSE, INC.;
NOMAD GRILL, INC. n/k/a TROWBRIDGE
NOMAD, INC.; NORTHERN LAKES
SEAFOOD RESTAURANT, INC. n/k/a
TROWBRIDGE NORTHERN, INC.; PLAZA
DELI SOUTHFIELD, INC. n/k/a
TROWBRIDGE DELI SOUTHFIELD, INC.;
SOUL CAFÉ, LLC n/k/a TROWBRIDGE
SOUL, LLC; and THE BEST TEAM EVER,
INC.,

Defendants.

R. Christopher Cataldo (P39353)
Patrice S. Arend (P56962)
Jaffe Raitt Heuer & Weiss, P.C.
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TaylorD8@michigan.gov
Attorneys for Proposed Intervenor
Plaintiff Dana Nessel

**ATTORNEY GENERAL DANA NESSEL'S MOTION TO
INTERVENE AS PLAINTIFF**

Dana Nessel, in her official capacity as the Attorney General of Michigan, seeks to intervene as Plaintiff in this case pursuant to MCR 2.209(A), MCL 14.28, and MCL 14.101 because, in her judgment, it is necessary in order to protect the rights of the People of the State of Michigan. In support of this motion, the Attorney General states:

1. On January 1, 2019, Plaintiffs and Defendants entered into an Asset Purchase Agreement. (Plaintiffs' complaint, Ex 1.) Under this Agreement, Defendants agreed to sell and transfer all of their assets and interest in everything they owned to Plaintiffs.

2. The sale of assets included the following restaurants: Milk & Honey Detroit, No. VI Chophouse Detroit, Nomad Grill, Northern Lakes Seafood

Restaurant, Plaza Deli Southfield, and Soul Café. These restaurants employed over 50 individuals.

3. The Asset Purchase Agreement also included the transfer of all contracts and service agreements necessary to operate the restaurants and catering facilities that were being transferred to Plaintiffs.

4. Based on information and belief, all of the restaurants listed in paragraph 2 above, closed as of January 21, 2019.

5. On July 26, 2019, Plaintiffs Conlan Abu, Ryan Moore, and James Terrance Moore, II, filed their complaint against Stanley B. Dickson, Jr., The Epicurean Group; Epic Catering & Events, Inc., n/k/a Trowbridge Catering, Inc.; Milk & Honey Detroit, Inc.; No. VI Chophouse Detroit, Inc., n/k/a Trowbridge Chophouse, Inc.; Nomad Grill, Inc., n/k/a Trowbridge Nomad, Inc.; Northern Lakes Seafood Restaurant, Inc., n/k/a Trowbridge Northern, Inc.; Plaza Deli Southfield, Inc., n/k/a Trowbridge Deli Southfield, Inc.; Soul Café, LLC, n/k/a Trowbridge Soul, LLC; and The Best Team Ever, Inc., for breach of contract and rescission of the Asset Purchase Agreement due to fraud and misrepresentation.

6. Plaintiffs contend that Defendants failed and refused to provide the contracts and service agreements as required under the Asset Purchase Agreement, which prevents them from legally operating the restaurants.

7. The Attorney General's office has received complaints from former employees indicating that they have not been fully paid their wages. In addition, the Attorney General was also informed that monies deducted from the employees'

paychecks for insurance premiums for the month of July have not been remitted to the appropriate insurance carrier.

8. Plaintiffs' complaint fails to provide for payment of wages to the former employees and makes no mention of who will be remitting the insurance premiums to the insurance carrier.

9. Under MCL 14.101, the Attorney General is authorized to intervene in any action where "intervention is necessary in order to protect any right or interest of the state, or of the people of the state." Here, intervention is necessary to protect the rights of the people of the state, particularly the former employees of the various restaurants outlined in paragraph 2, above.

10. The Attorney General's motion is timely and will not prejudice the parties, as dispositive pleadings have not yet been filed in this matter.

11. Pursuant to MCR 2.209(C), accompanying this motion is the Intervenor Plaintiff Attorney General's verified complaint that would be filed if this Court permits the Attorney General to intervene.

12. The undersigned sought concurrence from the parties before filing this motion. Plaintiffs and Defendants do not concur in the relief requested in this motion.

For these reasons, the Attorney General respectfully requests that this Court grant her motion to intervene under MCR 2.209(A), enter a notice of intervention into the official record of the captioned case, afford her full party status in these proceedings for all purposes, and authorize the filing of the Intervenor Plaintiff's

Complaint and Motion for Temporary Restraining Order accompanying this Motion
to Intervene.

Respectfully submitted,

Dana Nessel
Attorney General

/s/ Zachary A. Risk
Zachary A. Risk (P75392)
Debbie K. Taylor (P59382)
Assistant Attorneys General
Michigan Department of Attorney
General
Labor Division - Payroll Fraud
Enforcement Unit
P.O. Box 30736
Lansing, MI 48909
(517) 335-1950
Attorneys for Proposed Intervenor
Plaintiff Dana Nessel

Dated: September 4, 2019

STATE OF MICHIGAN
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OAKLAND COUNTY

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premiums were not forwarded to the applicable insurance companies that underwrite the employees' insurance policies.

4. On or around August 13, 2019, upon my inquiry, the Michigan Wage and Hour Division provided me a list of 35 separate complaints their office had received as of that date against The Epicurean Group, Conlan Abu, and related entities.

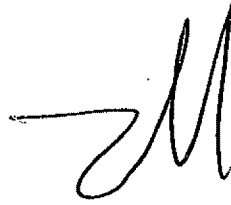
5. The amount allegedly owed to employees based on the initial pre-investigation information provided by the Wage and Hour Division is nearly \$23,000.00.

6. The amount owing to workers above only includes complaints received as of August 13, 2019, and does not include statutory interest, damages, and penalties that the workers may be entitled to receive. Thus, it is expected the amount owing to affected workers will be significantly higher.

7. Based on the facts known as of the date of this Affidavit, the individual Plaintiffs and the individual Defendant may be personally liable, jointly and severally, with the entity Plaintiff and the entity Defendants, for the amounts owing to affected workers.

8. Because this matter involves a determination of the ownership of the liable employers and the available assets that may be used to satisfy the amounts owing to employees, it is essential that Attorney General Dana Nessel be allowed to intervene to protect the interest of the effected employees.

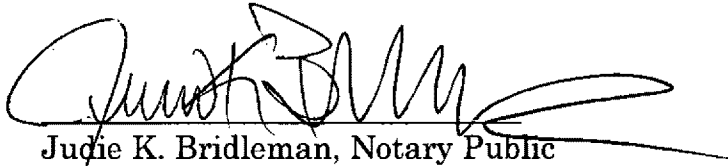
Further, Affiant sayeth not.



Dated: September 4, 2019

Zachary A. Risk (P75392)
Assistant Attorney General

Subscribed and sworn to before me
this 4th day of September, 2019



Judie K. Bridleman, Notary Public
Eaton acting in Ingham County, Michigan
My commission expires on: 11/30/2019

STATE OF MICHIGAN
CIRCUIT COURT FOR THE 6TH JUDICIAL CIRCUIT
OAKLAND COUNTY

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MOORE, an individual, and JAMES
TERRENCE MOORE, II, an individual,

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Attorneys for Proposed Intervenor
Plaintiff Dana Nessel

**ORDER GRANTING ATTORNEY GENERAL DANA NESSEL'S
MOTION TO INTERVENE AS PLAINTIFF**

At a session of said Court held in the City of
Pontiac, County of Oakland, State of Michigan,
on _____, 2019.

PRESENT: Honorable Martha D. Anderson, Circuit Court Judge

This matter having come before this Court regarding Attorney General Dana
Nessel's Motion to Intervene as Plaintiff;

And the Court having reviewed the record and having heard oral arguments;

IT IS HEREBY ORDERED for the reasons stated from the Bench that
Attorney General Dana Nessel's Motion to Intervene as Plaintiff is **GRANTED**
under MCR 2.209(A), with full party status in these proceedings for all purposes;

IT IS FURTHER ORDERED that the Court shall enter a notice of
intervention into the official record of the captioned case; and

IT IS FURTHER ORDERED that Intervenor Plaintiff Dana Nessel is authorized to file her Motion for Temporary Restraining Order and Intervenor Plaintiff's Complaint.

This Order does not resolve all pending claims and does not close this case.

Martha D. Anderson
Circuit Court Judge

STATE OF MICHIGAN
IN THE CIRCUIT COURT FOR THE 6TH JUDICIAL CIRCUIT
OAKLAND COUNTY

CONLAN ABU, an individual, RYAN MOORE,
an individual, and JAMES TERRENCE
MOORE, II, an individual,

Case No. 2019-175483-CB

Plaintiffs,

HON. MARTHA D. ANDERSON

and

**INTERVENOR PLAINTIFF'S
VERIFIED COMPLAINT FOR
DECLARATORY AND
INJUNCTIVE RELIEF**

ATTORNEY GENERAL DANA NESSEL,

Proposed Intervenor Plaintiff,

v

**There is no other pending or
resolved civil action arising
out of the transaction or
occurrence alleged in the
complaint.**

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DETROIT, INC.; NO. VI CHOPHOUSE
DETROIT, INC. n/k/a TROWBRIDGE
CHOPHOUSE, INC.; NOMAD GRILL, INC.
n/k/a TROWBRIDGE NOMAD, INC.;
NORTHERN LAKES SEAFOOD
RESTAURANT, INC. n/k/a TROWBRIDGE
NORTHERN, INC.; PLAZA DELI
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DELI SOUTHFIELD, INC.; SOUL CAFÉ, LLC
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Plaintiff Dana Nessel

Attorney General Dana Nessel, as Intervenor Plaintiff, states as follows in support of her complaint:

NATURE OF THE ACTION

1. This is a Complaint for a declaratory judgment that Plaintiffs and Defendants, jointly and severally, are the liable “employer” under MCL 408.471 to dozens of affected workers who the Plaintiffs and Defendants have failed to pay wages to, and who may have made illegal deductions from the affected workers’ paychecks; for a status quo order determining the nature and value of the assets of each Plaintiff and each Defendant to ensure the available assets that may be used to repay the affected workers the amounts properly owed; and for injunctive relief enjoining the Plaintiffs and Defendants from liquidating or otherwise decreasing the value of the available assets to ensure there will be sufficient funds to repay the affected workers the amounts properly owed.

PARTIES

2. Intervenor Plaintiff Dana Nessel is the duly elected Attorney General for the State of Michigan and the State's chief law enforcement officer charged with the duty to ensure that the State's laws are followed. Const 1963, art 5, §§ 3, 21. She maintains that at least some, but maybe all, of the parties in this litigation are liable to the affected workers for unpaid wages, interest, damages, and penalties.

3. Attorney General Nessel is authorized to bring this action. The Attorney General has determined that this case warrants her intervention as a Plaintiff because, in her judgment, it involves matters of significant public interest with far-reaching ramifications upon a significant number of hardworking Michigan residents who have rendered services for one or more of the parties to this litigation, but who have not been paid for those services. MCL 14.28; MCL 14.101.

4. Plaintiff, Conlan Abu, is a California corporation, authorized to conduct business in the State of Michigan. Conlan Abu's principal place of business is in Oakland County, Michigan.

5. Plaintiff, Ryan Moore, is an individual who resides in Oakland County, Michigan. Moore is a 50% sole owner of Conlan Abu.

6. Plaintiff, James Terrence Moore II, is an individual who resides in Grosse Pointe Park, Wayne County, Michigan.

7. Defendant, Stanley B. Dickson, Jr. is an individual who resides in Grosse Pointe Park, Wayne County, Michigan. Dickson is the owner or member of the Defendant entities.

8. Defendant, The Epicurean Group, is an assumed name that was used by various business in Michigan, including but not limited to Epic Park Brewing, LLC; Coach Insignia, LLC; No. VI Chophouse Detroit, Inc.; Epic Catering & Events, Inc.; Milk & Honey Detroit, Inc.; Epicurean Inc.; The New Northern Lakes Seafood Restaurant, Inc.; and the Best Team Ever, Inc. In January 2019, the assumed name of The Epicurean Group for these business entities was terminated with the State of Michigan. The Epicurean Group conducted business in Oakland County.

9. Epic Catering & Events, Inc. is a Michigan Corporation, and conducted business as The Epicurean Group in Oakland County, Michigan. In February 2019, Epic Catering & Events, Inc. restated its Articles of Incorporation and changed its name to Trowbridge Catering, Inc.

10. Milk & Honey Detroit, Inc. is a Michigan corporation, and conducted business in Oakland County, Michigan. Milk & Honey Detroit, Inc. did business under numerous assumed names, including Epic Kosher Catering and Epicurean Catering & Events, which were terminated in February 2019.

11. No. VI Chophouse Detroit, Inc. is a Michigan corporation, and conducted business in Oakland County, Michigan. No. VI Chophouse Detroit, Inc. did business under numerous assumed names, including Novi Chophouse, Epicurean Catering & Events, The Epicurean Group, Scratch Kitchen, and Matt Prentice Restaurant Group. In February 2019, No. VI Chophouse Detroit, Inc. terminated its assumed names, restated its Articles of Incorporation, and changed its name to Trowbridge Chophouse, Inc.

12. Nomad Grill, Inc. is a Michigan corporation and conducted business in Oakland County, Michigan. In February 2019, Noman Grill, Inc. restated its Articles of Incorporation and changed its name to Trowbridge Nomad, Inc.

13. Northern Lakes Seafood Restaurant, Inc. is a Michigan corporation, and conducted business in Oakland County, Michigan. Northern Lakes Seafood Restaurant, Inc. did business under various assumed names, including Epic Café by Design. In February 2019, Northern Lakes Seafood Restaurant, Inc. restated its Articles of Incorporation and changed its name to Trowbridge Northern, Inc.

14. Plaza Deli Southfield, Inc. is a Michigan corporation, and conducted business in Oakland County. Plaza Deli Southfield, Inc. did business under various assumed names, including Epicurean Catering & Events, The Epicurean Group, and Epic Eats. In February 2019, Plaza Deli Southfield, Inc. terminated its assumed names, restated its Articles of Incorporation, and changed its name to Trowbridge Deli Southfield, Inc.

15. Soul Café, LLC is a Michigan limited liability company, and conducted business in Oakland County. In February 2019, Soul Café, LLC restated its Articles of Organization and changed its name to Trowbridge Soul, LLC.

16. The Best Team Ever, Inc. is a Michigan corporation and conducts business in Oakland County, Michigan. The Best Team Ever, Inc. did business under various assumed names, including The Epicurean Group and Epicurean Catering & Events.

17. Plaintiffs and Defendants owned and operated several restaurant businesses, and the assets used in connection with such businesses, in Oakland County, Michigan.

VENUE

18. Intervenor Plaintiff Attorney General Dana Nessel has her principal place of business in the City of Lansing, Ingham County, Michigan.

19. The Plaintiff entity and the Defendant entities each conduct or conducted business in Oakland County, Michigan.

20. Plaintiff Ryan Moore resides in Oakland County, Michigan.

21. Plaintiff James Terrence Moore, II resides in Wayne County, Michigan.

22. Defendant Stanley B. Dickson, Jr. resides in Wayne County, Michigan.

23. Venue is appropriate in Oakland County.

JURISDICTION

24. Jurisdiction is properly conferred upon this Court under MCL 600.605 and MCR 2.605.

COMMON ALLEGATIONS

25. Upon information and belief, Defendants operated various restaurant establishments in Michigan and employed numerous Michigan residents at these establishments.

26. Upon information and belief, On January 1, 2019, Plaintiff Conlan Abu and Defendants enter into an Asset Purchase Agreement, whereby Defendants agreed to “sell, assign, convey, transfer, set over and deliver” to Conlan Abu “all of the assets, rights and interest of every conceivable kind or character, whether tangible or intangible” that were owned by Defendants or in which Defendants had an interest.

27. Upon information and belief, subsequent to the January 1, 2019 transaction, Plaintiffs Conlan Abu, Ryan Moore, and/or James Terrence Moore, II continued to operate the business previously operated by Defendants and continued to employ some or all of the same individuals at the subject restaurants.

28. Upon information and belief, Plaintiffs, Defendants, and/or nonparty Apple Orchard Note Holdings, LLC, a Michigan limited liability company, d/b/a Big Red Orchard in Washington Township, Michigan, has been responsible for paying the employees' wages and handling the payroll associated with the restaurants.

29. Upon information and belief, Plaintiffs, Defendants, and/or nonparty Big Red Orchard deducted insurance premiums from various employees' paychecks in July 2019, which were intended to be remitted to the employees' insurance provider to ensure the employees' insurance policies remained active.

30. Upon information and belief, Plaintiffs, Defendants, and/or nonparty Big Red Orchard failed to remit those insurance premium deductions to the employees' insurance provider.

31. Upon information and belief, on or around January 21, 2019, Plaintiffs, Defendants, and/or nonparty Big Red Orchard abruptly closed each of the

restaurants and notified all employees by email late that night that their services were no longer needed.

32. Upon information and belief, Plaintiffs, Defendants, and/or nonparty Big Red Orchard failed to pay employees' wages for all hours of services performed prior to the closure of the restaurants, including but not limited to the period of July 8, 2019, through July 14, 2019.

33. On or around August 13, 2019, the Department of Attorney General received at least one complaint regarding the Plaintiffs, Defendants, and/or nonparty Big Red Orchard for failure to pay wages and illegal deductions from paychecks.

34. Upon information and belief, nonparty Wage and Hour Division within the Department of Labor and Economic Opportunity, has received at least 35 complaints against Plaintiffs, Defendants, and/or nonparty Big Red Orchard for nonpayment of wages.

35. Upon information and belief, the unpaid wages alleged in the 35 complaints total at least \$23,000.00, not including statutory interest, damages, and penalties, and subject to nonparty Wage and Hour Division's final determination pending conclusion of its investigations.

36. Attorney General Dana Nessel represents the interest of the public and is entrusted to protect the rights of all individuals, including the affected workers previously employed by Plaintiffs, Defendants, and/or nonparty Big Red Orchard. This Court's declaration of the true owner(s) of the restaurants, and thus the true liable employer(s), that previously employed the affected workers during

the pertinent time period has serious implications for the affected workers, and consequently, for all of Michigan's citizens.

COUNT I—DECLARATORY JUDGMENT

37. Intervenor Plaintiff incorporates paragraphs 1 through 36 of this Complaint.

38. MCL 408.471(d) defines who an "employer" is for purposes of the Payment of Wages and Fringe Benefits Act, MCL 408.471 *et seq.*, which governs the enforcement of the payment of wages, among others.

39. The true employer will ultimately be liable to the affected workers for the unpaid wages, interest, damages, and penalties, plus any other amounts determined by this Court, or pursuant to any other administrative, civil, or criminal proceeding.

40. Upon information and belief, Plaintiffs operated the subject restaurants during the pertinent period in which affected workers were not paid.

41. Plaintiffs now dispute ownership of the subject restaurants and request rescission of the Asset Purchase Agreement, which could potentially allow Plaintiffs to evade liability to the affected workers.

42. Defendants are likely to also dispute ownership and seek specific performance of the Asset Purchase Agreement, which could potentially allow Defendants to evade liability to the affected workers.

43. Some, and likely all, of the parties must be liable to the affected workers for unpaid wages, interest, damages, and penalties, provided nonparty

Wage and Hour Division determines that the parties have failed to pay wages as required by MCL 408.471 *et seq.*

44. Intervenor Plaintiff requests that this Court declare the Plaintiffs and Defendants are the employers of record to the affected workers, jointly and severally, subject to the final determination issued by nonparty Wage and Hour Division as to the amounts owing.

COUNT II—STATUS QUO ORDER

45. Intervenor Plaintiff incorporates paragraphs 1 through 44 of this Complaint.

46. Plaintiffs and Defendants each possess assets of varying degree of value.

47. This pending action is likely to incur significant financial costs to the parties.

48. The parties, in anticipation of liability, may attempt to liquidate, transfers, or otherwise decrease the value of their respective assets.

49. In order to adequately protect the interests of the affected workers, this Court must account for the value of each Plaintiff's and each Defendant's assets and issue a status quo order directing the Plaintiffs and Defendants to not liquidate, transfer, or otherwise decrease the value of their assets.

COUNT III—INJUNCTIVE RELIEF

50. Intervenor Plaintiff incorporates paragraphs 1 through 49 of this Complaint.

51. Injunctive relief is required to enjoin Plaintiffs and Defendants, their agents, and anyone acting in concert or participation with them from taking any action to liquidate, transfer, dispose of, or otherwise decrease their available assets that may be used to repay the affected workers.

52. Allowing Plaintiffs and Defendants to liquidate or otherwise decrease their available assets will cause significant harm to the affected workers, who may be otherwise unable to recoup.

53. Justice requires a permanent injunction, enjoining Plaintiffs and Defendants, their agents, and anyone acting in concert or participation with them from taking any action to liquidate or otherwise decrease their available assets.

54. There is a real and imminent danger of irreparable injury to the affected workers if Plaintiffs and Defendants are not permanently enjoined.

55. Intervenor Plaintiff has no adequate remedy at law to ensure there are available funds to repay the affected workers.

PRAYER FOR RELIEF

56. Attorney General Dana Nessel respectfully requests this Court enter judgment in her favor and against the Plaintiffs and Defendants as follows:

A. Declare the Plaintiffs and Defendants to be the employers of record to the affected workers, jointly and severally, subject to the final

determination issued by nonparty Wage and Hour Division as to the amounts owing;

B. Issue a status quo order that accounts for the value of each Plaintiff's and each Defendant's assets and directs the Plaintiffs and Defendants to not liquidate, transfer, or otherwise decrease the value of their assets;

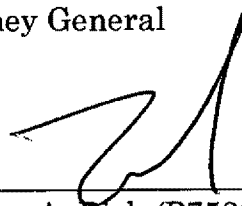
C. Enjoin Plaintiffs and Defendants from taking any action to liquidate, transfer, dispose of, or otherwise decrease their available assets that may be used to repay the affected workers;

D. Award Intervenor Plaintiff her costs, including a reasonable attorney fee; and

E. Order such other general and equitable relief as this Court deems fit and proper.

Respectfully submitted,

Dana Nessel
Attorney General

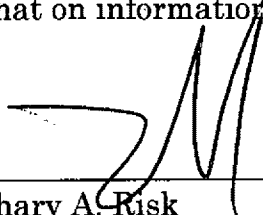


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Dated: September 4, 2019

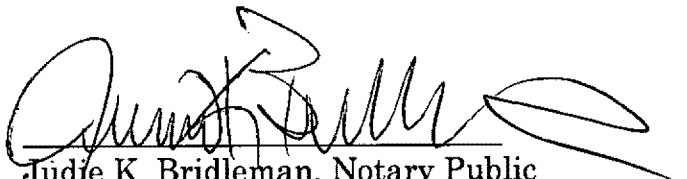
VERIFICATION

I, Zachary Risk, Assistant Attorney General for the Michigan Attorney General, being first duly sworn, depose and say that I have read this verified complaint and attest that the assertions in this complaint are either facts stated of my own knowledge that are true or are matters that on information and belief I believe to be true after reasonable inquiry.



Zachary A. Risk
Assistant Attorney General

Subscribed and sworn to before me
this 4th day of September, 2019



Judge K. Bridleman, Notary Public
Eaton acting in Ingham County, Michigan
My commission expires on: 11/30/2019