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Superior Court of California
County of Fresno
By: A. Rodriguez, Deputy

Attorneys for Plaintiff Alex Press

SUPERIOR COURT OF CALIFORNIA, COUNTY OF FRESNO

CIVIL UNLIMITED DIVISION

11 ALEX PRESS, individually and derivatively)
12 on behalf of Sierra Food Group, Inc. a)
13 California corporation;)

Plaintiff,

14 vs.

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NORDHAVEN, LLC, a California limited liability company; INTERNATIONAL GLACE, INC., an Oregon corporation; ALAN SIPOLE, an individual; BILL DAVIS, an individual; DAN INDGJERD, and individual; SIERRA FOOD GROUP, INC., a California corporation, a nominal Defendant; and DOES 1-25,

Defendants.

Case No.: [20CECG02034](#)

COMPLAINT FOR:

1. **BREACH OF FIDUCIARY DUTY**
2. **BREACH OF BYLAWS**
3. **USURPATION OF CORPORATE OPPORTUNITIES**
4. **CONVERSION**
5. **UNFAIR BUSINESS PRACTICES IN VIOLATION OF CAL. BUS. & PROF. CODE §§ 17200, et seq.**
6. **UNJUST ENRICHMENT**
7. **DEMAND FOR CORPORATE RECORDS**

DEMAND FOR JURY TRIAL

Plaintiff ALEX PRESS (*hereinafter* "Plaintiff" or "Press"), hereby alleges as follows:

THE PARTIES

1. At all times mentioned herein, Plaintiff Alex Press is an individual who resided in Fresno County, California and was and is a shareholder of SIERRA FOOD GROUP, INC. ("SFG").

1 2. Nominal Defendant Sierra Food Group, Inc. was incorporated in California in
2 2011, and conducted business in Fresno County, California. Throughout the relative time
3 period, SFG was privately held.

4 3. Based on information and belief, nominal Defendant Sierra Food Group, was a
5 California corporation doing business in Fresno County, California.

6 4. Based on information and belief, Defendant NORDHAVEN, LLC
7 (“Nordhaven”) is a California limited liability company doing business in Fresno County,
8 California.

9 5. Based on information and belief, Defendant INTERNATIONAL GLACE, INC.,
10 (“Glace”) is an Oregon corporation doing business in Fresno County, California.

11 6. Plaintiff is informed and believes, and thereon alleges, that DOES 1 through 12
12 are persons, corporations or other entities which reside or are authorized to do and are doing
13 business in the State of California. The true identities of DOES 1 through 12 are currently
14 unknown to Plaintiff; therefore, Plaintiff now sues DOES 1 through 12 by fictitious names.
15 Plaintiff will amend this Complaint to state the proper names of each Doe Defendant when its
16 identity is discovered.

17 7. Plaintiff is informed and believes, and thereon alleges, that DOES 13 through 25
18 are persons, corporations, or other entities which reside or are authorized to do and are doing
19 business in the State of California. The true identities of DOES 13 through 25 are currently
20 unknown to Plaintiff and therefore Plaintiff pray for leave to amend this Complaint to assert the
21 proper names of each Doe-Defendant when its identity is discovered. Plaintiff is informed and
22 believe and thereon allege that DOES 13 through 25 were the managerial agent, owner, partner,
23 employee, predecessor, subsidiary successor, joint venture, co-conspirator, alter ego, and/or
24 representative of each and every other Defendant named herein or identified as DOES 1
25 through 12, and acted with the permission, authorization and/or ratification and consent of each
26 and every other Defendant at all relevant times herein.

27 8. Plaintiff is informed and believes, and thereon alleges that each fictitiously
28 named Defendant, including Does 9 through 17, are in some way responsible for, participated

1 in, or contributed to the matters of which Plaintiff complains of, and has legal responsibility for
2 those matters.

3 9. Plaintiff is informed and believes, and thereon alleges that, at all relevant times,
4 each of the Defendants, whether named or fictitious, were the agent or employee of each of the
5 other Defendant, the alter ego or successor of each Defendant, and in doing the things alleged
6 to have been done in the complaint, acted within the scope of such agency or employment, or
7 ratified the acts of the other.

8 **GENERAL FACTUAL ALLEGATIONS**

9 10. Shortly after Press moved to Fresno, California in 2003, he met Rodney Walker
10 and started working together in his operation Walker Snack Pack. Press moved some of his
11 equipment from Colorado into Mr. Walker's facility and began working for him. Walker and
12 press set up several new lines using the equipment including oil nut Roasting, Dry Nut
13 Roasting, Nut Butter Milling, Jar filling and Flour Milling.

14 11. One of Walkers' main customers decided to stop doing business with him so
15 Walked formed another company San Juaquin Valley Farms with several other partners. Press
16 continued to work for this company doing research and development, quality control, plant
17 engineering, mechanical and electrical work.

18 12. After approximately one (1) year, the partners decided to sell their portion of the
19 operation to Dan On, and Dan-D-Pack, with Walker retaining his part of the company as a
20 minority shareholder. Soon thereafter, based on information and belief, Mr. Walker went to
21 work for Pacific Grain & Foods. During this time, Press stayed on with Dan-D-Pack in a
22 similar capacity.

23 13. After approximately one (1) year, based on information and belief, Dan On
24 decided to open his own facility in Fresno, and left Walker with some of the equipment so he
25 could maintain his business. Based on information and belief, Walker took some customers and
26 several lines to it make it difficult for Walker to keep the business up and running.

1 14. Press and Walker had several meetings strategizing on how to keep the business
2 afloat. Because Press still had quite a few assets (equipment) in the company, Press decided to
3 go out and look for new opportunities to bring into the business.

4 15. In January 2011, Press decided to attend the Fancy Food Show in San Francisco
5 to look for additional business. A customer was looking for a lemon peel so when Press
6 approached Defendant International Glace's booth, he inquired about their produce line. This
7 was Press's first contact with Alan Sipole.

8 16. During this conversation, Sipole mentioned that Glace lost their supply of glace
9 apricots, as the plant that had supplied them for over twenty years had closed, and they were
10 now selling products from China which were inferior to the high quality product made in
11 Australia. Sipole also mentioned to Press that they were looking for someone to make the
12 product here in California. Press expressed that he believed he had space to put in a new
13 production line for Glace in Walker's plant. Both parties decided to stay in touch to discuss a
14 future opportunity.

15 17. Once Press returned back to Fresno, him and Walker discussed the conversation
16 Press had with Sipole. Thereafter, there were several discussions with Sipole and his partners,
17 Bill Davis and Dan Ingjerd. Davis, Ingjerd, Press, Sipole and Walker decided to start a new
18 entity in the current space to continue the existing business as well as set up the Glace Fruit
19 Line.

20 18. In April of 2011, a new company was formed as Sierra Food Group, with both
21 Walker and Press having each a 25% ownership in the company. The other three (3) individuals
22 were to split the remaining 50%. All owners of SFG were on the board of directors of SFG.
23 Both Walker and Press used their equipment as capital contribution to SFG, while the
24 remaining three (3) individuals contributed cash to get the business started.

25 19. Based on information and belief, because Walker was still working at Pacific
26 Grain and Foods full time, Press was in charge of putting the new line together coupled with
27 running the plant. Press made several arrangements to lease a large kettle to make the Glace
28 Syrup and many tanks for soaking the fruit as part of the Glace process.

1 20. Press also built a blanching tank necessary to cook the fruit enough to absorb the
2 sugar from the syrup, and also installed the kettle and other components. In a few short months,
3 SFG perfected the process and were making Glace Fruit comparable to the fruit from Australia.

4 21. Based on information and belief, in May of 2014, SFG established a business
5 loan with Wells Fargo Bank.

6 22. Over the years and as the company grew to over \$10,000,000 annually, Press put
7 in several new lines. Press also brought in several new clients that he met at various expos.

8 23. Press decided to move back to Colorado to raise his children as they were
9 getting older. Press was to continue with SFG in sales and customer relations, and plant
10 engineering as he had done in the past. Press additionally set up more personal equipment
11 including another stone mill, mixer and packaging lines. The equipment was expensive,
12 however, Press felt it could be utilized to further the business.

13 24. At this point in time, SFG had some financial issues, and Walker was replaced
14 as Chief Executive Office by Keith Kramer, the accountant. Once Kramer became CEO, he
15 requested that Press move his equipment out of the building to make room for other
16 opportunities that never came.

17 25. The board then voted to not allow any person to be an employee if they lived out
18 of state, which based on information and belief, was an intentional act done to remove Press
19 from the company. SFG used this “vote” to justify firing Press as an employee even though
20 Press was traveling to the plant often and generating new sales, in addition to restructuring the
21 company.

22 26. Press believed SFG was spending too much money on personnel in which
23 Walker and Press could replace, so they came up with a plan to eliminate approximately
24 \$250,000.00 a year, which included a reduction in salaries and laying off five (5) managers.
25 Also during this time, SFG was having quality control issues so Press decided to lay off the
26 Quality Manager. After other employees were laid off, SFG continued to struggle.

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