

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA
ORLANDO DIVISION

HEMOSTEMIX INC.,

Plaintiff,

Case No.

v.

KYLE MAKOFKA, an individual, JED M. WOOD, an individual, BLAKE WOOD, an individual, RANDI WOOD, an individual, ALAN JACOBS, MD, an individual, REGINALD COOPER, an individual, KINGSMAN SCIENTIFIC MANAGEMENT INC., an Alberta, Canada corporation, ASPIRE HEALTH SCIENCE, LLC, a Florida limited liability company, and AJIA GLOBAL SERVICES, LLC, a Delaware limited liability company,

**JURY TRIAL
DEMANDED**

Defendants.

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COMPLAINT

Plaintiff HEMOSTEMIX INC. (“**Hemostemix**” or “**the Company**”), hereby files this Complaint for damages and injunctive relief against Defendants KYLE MAKOFKA, an individual (“**Makofka**”), JED M. WOOD, an individual (“**Jed Wood**”), BLAKE WOOD, an individual (“**Blake Wood**”), RANDI WOOD, an individual (“**Randi Wood**”), ALAN JACOBS, MD., an individual (“**Jacobs**”), REGINALD COOPER, an individual (“**Cooper**”), KINGSMAN SCIENTIFIC MANAGEMENT INC., an Alberta, Canada corporation (“**KSM**”), ASPIRE

HEALTH SCIENCE, LLC, a Florida limited liability company (“**Aspire**”), and AJIA GLOBAL SERVICES, LLC, a Delaware limited liability company (“**AJIA**”) (collectively, “**Defendants**”) and, in support of same, Hemostemix alleges as follows:

INTRODUCTION

Hemostemix, a biotechnology company, seeks redress for injuries and harm sustained as a direct and proximate result of Makofka and Jed Wood attempting, repeatedly and continuously, to gain control and ownership of Hemostemix and its proprietary therapy and data. Makofka and Jed Wood executed a long-term, broad-ranging scheme and conspiracy to steal Hemostemix’s valuable intellectual property.

As set forth herein, Makofka and Jed Wood had a long-standing business relationship that constituted a Racketeer Influenced and Corrupt Organizations Enterprise (a “RICO Enterprise”) by which they agreed to and did conduct and participate in a pattern of racketeering activity for the unlawful common and similar purpose of impairing Hemostemix financially, stealing Hemostemix’s valuable intellectual property (as defined below) and other assets, and ultimately taking control of Hemostemix and its operations through: (a) fraud; (b) predatory and commercially unreasonable loans and other funding arrangements; (c) self-dealing and related transactions; (d) wire fraud; (e) extortion; (f) theft and misappropriation of assets; and (g) tortiously and unlawfully interfering with and misappropriating

contractual relationships. Makofka and Jed Wood employed this pattern of racketeering activity to acquire and maintain interests in and control over Hemostemix. Makofka and Jed Wood further formed a RICO conspiracy with each other and Blake Wood, Randi Wood, Cooper and Jacobs, all of whom became integral to successful execution of the conspiracy by carrying out acts, including the pattern of racketeering activity, in furtherance of the RICO conspiracy in order to fulfill the unlawful common and similar purpose of impairing Hemostemix financially, stealing Hemostemix's valuable IP and other assets, and ultimately taking control of Hemostemix and its operations. As a result of the malfeasance of all defendants, Hemostemix has sustained substantial monetary, reputational and other harm for which Hemostemix seeks relief.

Since Fall 2016, when they first hatched the scheme to take ownership and control of Hemostemix, Makofka and Jed Wood have used repressive and exploitive financial pressure, abusive litigation, and self-dealing to ultimately weaken Hemostemix and benefit Makofka, Jed Wood and Aspire. Makofka misused and abused his positions of trust and confidence with Hemostemix to gain access to Hemostemix's operations, financial and accounting information, finances, network and servers, valuable IP and other assets which he and Jed Wood eventually misappropriated, and misused. Makofka and Jed Wood carried out the scheme principally by impairing Hemostemix financially, impeding its ability to obtain

outside financing on commercially reasonable terms, and then providing secured financing through related entities they own and control, including KSM, J.M. Wood Investments, Ltd, and Aspire, with the intent of acquiring the rights to Hemostemix's IP related to ACP-01, a promising clinical stage cell-based, blood derived therapy Hemostemix developed for thirteen (13) years prior to the involvement of Makofka and Jed Wood. The scheme and conspiracy, including all acts in furtherance thereof, were directed at and designed to benefit Makofka, Jed Wood and Aspire's interests in Florida.

After obtaining possession and control over Hemostemix's intellectual property (including critical clinical trial data), Makofka and Jed Wood have held it hostage and extorted Hemostemix by threats to indefinitely withhold the data unless Hemostemix pays an exorbitant ransom. Hemostemix is entitled the return of its IP and other assets, actual damages, treble damages, injunctive relief, and attorneys' fees and costs to make itself whole after being victimized by Makofka, Jed Wood and the other individual and corporate defendants who targeted Hemostemix.

THE PARTIES

I. PLAINTIFF HEMOSTEMIX INC.

1. Plaintiff **Hemostemix Inc.** is a Canadian clinical-stage biotechnology company formed under the Business Corporations Act (Alberta). At all times during

the period covered by this Complaint, Hemostemix has conducted business from its headquarters and principal place of business in Alberta, Canada.

2. Hemostemix was targeted for takeover by Makofka and Jed Wood, was subjected to repressive and exploitive financing arrangements, was defrauded, had its assets and other property misappropriated by Defendants, had its contracts breached and stolen, and its business relationships tortiously interfered with by Defendants, all to ultimately benefit Makofka, Jed Wood and their business interests in Aspire.

II. DEFENDANTS

A. Kyle Makofka

3. Defendant **Kyle Makofka** is an individual residing in Blackfalds, Alberta, Canada.

4. Makofka founded and wholly owns and controls Defendant KSM, which provided contracted-for management services to Hemostemix during the period covered by this Complaint.

5. Makofka served first as Chief Restructuring Officer (“CRO”), then as President, and Chief Executive Officer (“CEO”) of Hemostemix during the period covered by this Complaint. He failed in every position. Makofka also engaged in self-dealing transactions in violation of his fiduciary and other duties to Hemostemix.

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