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FILED
SUPERIOR COURT OF CALIFORNIA
COUNTY OF ORANGE
CENTRAL JUSTICE CENTER

OCT 19 2006

ALAN SLATER, Clerk of the Court

BY: W. FLORES, DEPUTY

8 Attorneys for PLAINTIFF
9 SHAHRAM AYNEHCHI

10 **SUPERIOR COURT OF CALIFORNIA**
11 **COUNTY OF ORANGE - CENTRAL JUSTICE CENTER**

12 **UNLIMITED CIVIL**

13 SHAHRAM AYNEHCHI, a minority)
14 shareholder of MESHKANI CO.,)
15 INC.)

16 Plaintiffs,)

17 vs.)

18 MESHKANI CO., INC, a California)
19 corporation; AERO MOBILITY,)
20 INC, a California Corporation;)
21 MOHAMMAD H. REHMANISERAJI, an)
22 individual; KAMRAN MESHKANI, an)
23 individual; ESKANDAR MESHKANI,)
24 an individual; and Does 1-10.)
25 Defendants.)

Case No.: **06CC11173**
[UNLIMITED JURISDICTION]

PLAINTIFF'S SHAREHOLDER'S
DERIVATIVE SUIT FOR:

1. BREACH OF FIDUCIARY DUTY
2. VIOLATION OF BUSINESS AND PROFESSIONS CODE §17200 ET SEQ.

JUDGE DEREK W. HUNT
DEPT. C12

Plaintiff Shahram Aynehchi, a shareholder of Meshkani Co. Inc. ("Plaintiff") alleges the following against Defendants Meshkani Co., Inc. ("the Company"), Aero Mobility, Inc. ("Aero"), Mohammad D. Rehmaniseraji ("Rehmaniseraji"), Kamran Meshkani ("K. Meshkani"), and Eskandar Meshkani ("E. Meshkani"), collectively "Defendants" unless individually designated.

1 **GENERAL ALLEGATIONS**

2 1. The allegations of this complaint are stated on information and belief and are
3 likely to have evidentiary support after a reasonable opportunity for further investigation or
4 discovery.

5 2. Plaintiff is and at all times relevant herein a minority shareholder of Meshkani
6 Company and an individual residing in the County of Orange, State of California.

7 3. Plaintiff hereby brings this suit on behalf of Meshkani Co., Inc.

8 4. Plaintiff has not made a demand on the directors of Meshkani Company to rectify
9 the allegations contained herein because it would be futile as all of the remaining directors of
10 Meshkani Company, aside from Plaintiff, are named Defendants in this suit and were all
11 involved in the malfeasance alleged herein.

12 5. Defendant Meshkani Co., Inc. is and was at all times relevant hereto, a California
13 corporation doing business in the County of Orange, California.

14 6. Defendant Aero Mobility is and was at all times relevant hereto, a California
15 corporation doing business in the County of Orange, California.

16 7. Defendants Rehmaniseraji, K. Meshkani and E. Meshkani (“hereinafter Director
17 Defendants”) are, and at all times relevant hereto were, directors/shareholders/officers of
18 Meshkani Company and Aero Mobility, Inc, and individuals residing in the County of Orange,
19 California.

20 8. Director Defendants have a combined seventy-five percent (75%) interest in
21 Meshkani Company, compared to Plaintiff’s twenty-five percent (25%) interest.
22

23 9. The true names or capacities, whether individual, corporate, associate, or
24 otherwise, of defendants DOE 1 to DOE 10 are unknown to Plaintiff, who therefore sues such
25

1 defendants by such fictitious names, and will amend this Complaint to show their true names and
2 capacities when ascertained. Plaintiff is informed and believes and thereon alleges that each of
3 the defendants designated as a DOE is negligently responsible in some manner for the events and
4 happenings herein referred to, and thereby proximately caused injuries and damages to the
5 Plaintiff as herein alleged.

6 10. At all times herein mentioned, each of the Defendants, including the defendants
7 named as DOE herein, was the agent, principal, co-conspirator, affiliate, representative, and/or
8 partner of each of the remaining defendants and, in doing the acts hereinafter alleged, was acting
9 within the scope of such relationship and with the permission, consent and/or ratification of his
10 or its co-defendants.

11 11. To the extent any individual co-defendant is and was conducting business
12 through a corporation, partnership, limited liability company, or other entity, such individual
13 cross-defendant remains personally liable for any and all fraudulent and wrongful conduct carried
14 on through the use of the entity, to further any unlawful acts.

15 FIRST CAUSE OF ACTION

16 **(Breach of Fiduciary Duty Against Director Defendants and Does 1 through 10)**

17 12. Plaintiff repeats and re-alleges each and every allegation contained in paragraph 1
18 through 11 inclusive, and incorporates the same by this reference as though set forth at length
19 herein.
20

21 13. Director Defendants are directors, shareholders and officers of Meshkani
22 Company. Director Defendants have a combined seventy-five percent (75%) interest in Meshkani
23 Company, compared to Plaintiff's twenty-five percent (25%) interest.
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1 14. As directors and officers of Meshkani Company, Director Defendants have a
2 fiduciary duty to safeguard the interests of the Company and to ensure its continued well being
3 for the benefit of **all** of its shareholders.

4 15. Director Defendants have breached their fiduciary duty to the Company by:

- 5 **a.** forming Aero Mobility sometime in 2002 to directly compete with the
6 Company in the handicapped van conversion business;
- 7 **b.** misappropriating business opportunities that rightfully belonged to the
8 Company by diverting clients and business to Aero Mobility from 2002 to
9 the present;
- 10 **c.** misappropriating the Company's trade secrets and proprietary technology
11 and using it for the benefit of Aero Mobility, a direct competitor; and
- 12 **d.** misappropriating several million dollars that belonged to the Company to
13 finance the development and operations of Aero Mobility from 2002 to the
14 present.
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16 16. As a direct and proximate result of Director Defendants' breach of their fiduciary
17 duties towards the Company, the Company has been damaged in the sum of approximately U.S.
18 \$20,000,000.00 or according to proof.

19 17. Plaintiff respectfully requests that the Court issue an order requiring Director
20 Defendants' to reimburse the Company for lost profits, lost business opportunities, the fair
21 market value of the use of its trade secrets and proprietary technology from 2002 to the present,
22 and interests thereon. In addition, Plaintiff requests that the Court grant Plaintiff attorney's fees
23 and costs in bringing this suit on behalf of the Company.
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1 **SECOND CAUSE OF ACTION**

2 **(Violation of Business and Professions Code §17200 et seq., Against All Defendants and**
3 **Does 1 through 10)**
4

5 18. Plaintiff repeats and re-alleges each and every allegation contained in paragraph 1
6 through 11 and 12 through 17 inclusive, and incorporates the same by this reference as though set
7 forth at length herein.

8 19. Plaintiff is informed and believes and thereon alleges that, at all times herein
9 mentioned, Director Defendants were the agent of Defendant Aero Mobility, Inc. and, in doing
10 the things hereinafter alleged, was acting in the scope of such agency and with the permission
11 and consent of Defendant Aero Mobility.

12 20. The court has jurisdiction over this action pursuant to Business and Professions
13 Code Section 17200 et seq., specifically Business and Professions Code Section 17203, which
14 provides any person who engages, has engaged, or proposes to engage in unfair competition may
15 be enjoined in any court of competent jurisdiction; and the court may make such orders or
16 judgments, including the appointment of a receiver, as may be necessary to prevent the use or
17 employment by any person of any practice which constitutes unfair competition, or as may be
18 necessary to restore to any person in interest any money or property, real or personal, which may
19 have been acquired by means of such unfair competition; and Business and Professions Code
20 Section 17204, which provides for actions for any relief pursuant to the Unfair Competition Law
21 to be prosecuted exclusively in a court of competent jurisdiction by any person who has suffered
22 injury in fact and has lost money or property as a result of such unfair competition.
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1 21. Defendant Aero Mobility, Inc. is a business incorporated in the state of California
2 and at all times herein mentioned owned and operated a van conversion business retrofitting vans
3 for elderly and handicapped use.

4 22. Defendant Aero Mobility was secretly formed by Director Defendants, who are
5 the sole shareholders, officers and directors of Defendant Aero Mobility, to directly compete
6 with Meshkani Company.

7 23. Beginning on or about 2002 and continuing to the present time, Director
8 Defendants, using their positions as officers and directors of Meshkani Company, diverted assets
9 and business opportunities away from Meshkani Company to Defendant Aero Mobility, a direct
10 competitor.

11 24. From 2002 and continuing to the present, Director Defendants funneled several
12 millions dollars belonging to Meshkani Company to Defendant Aero Mobility in order to help
13 develop and grow Defendant Aero Mobility's van conversion business in direct competition with
14 Meshkani Company.

15 25. Director Defendants used Meshkani Company's trade secrets and proprietary
16 technology, which was developed at great expense to Meshkani Company, to aid Defendant Aero
17 Mobility in competing with Meshkani Company. Defendant Aero Mobility has not paid for the
18 use of either Meshkani Company's trade secrets or proprietary technology.

19 26. Director Defendants, through their malfeasance, have gutted Meshkani Company
20 of all of its valuable assets and have diverted them for the use of Defendant Aero Mobility.
21


22 27. As a direct, proximate, and foreseeable result of Defendants' wrongful conduct, as
23 alleged above, Meshkani Company has lost valuable business and investment opportunities and
24 been divested of nearly all of its valuable assets and can no longer function as a viable business.
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1 **DEMAND FOR JURY TRIAL**

2 Plaintiff, Shahram Aynehchi, a minority shareholder of Meshkani Company, hereby
3 demands a Trial by Jury in the above entitled matter.
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5 DATED: October 19, 2006

JAFARI LAW GROUP

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10 Tom T. Diep, Esq.
11 Attorneys for Plaintiff SHAHRAM
12 AYNEHCHI, minority shareholder of
13 MESHKANI CO., INC.
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