

CAUSE NO. _____

JANE DOE #1

Plaintiff,

vs.

BACKPAGE.COM, LLC D/B/A BACKPAGE,
CARL FERRER, MICHAEL LACEY, JAMES
LARKIN, JOHN BRUNST, SCOTT SPEAR,
MEDALIST HOLDINGS, LLC, LEEWARD
HOLDINGS, LLC, CAMARILLO
HOLDINGS, LLC, DARTMOOR HOLDINGS
LLC, IC HOLDINGS, LLC, ATLANTISCHE
BEDRIJVEN C.V., UGC TECH GROUP C.V.,
AMSTEL RIVER HOLDINGS, LLC, LUPINE
HOLDINGS, LLC, KICKAPOO RIVER
INVESTMENTS, LLC, CF HOLDINGS GP,
LLC, CF ACQUISITIONS LLC, NEW TIMES
MEDIA, LLC, CHOICE HOTELS
INTERNATIONAL, INC. D/B/A QUALITY
INN, RUTIK, LLC D/B/A PALACE INN,
HYATT HOTELS CORPORATION D/B/A
HYATT PLACE AND HYATT REGENCY,
BALAJI HOTELS, INC. D/B/A SYMPHONY
INN, PILOT TRAVEL CENTERS, LLC D/B/A
FLYING J, FLYING J TRANSPORTATION,
LLC, FINEFAIR, INC. D/B/A PORT AUTO
TRUCK STOP, TRAVELCENTERS OF
AMERICA, LLC D/B/A FA TRUCK STOP
#017, TRAVEL CENTERS OF AMERICA
HOLDING COMPANY, LLC, LOVES
TRAVEL STOPS & COUNTRY STORES,
INC. D/B/A LOVE'S TRUCK STOP #401
AND LOVES TRAVEL STOP 3940 N
McCARTY.

Defendants.

IN THE DISTRICT COURT

____ JUDICIAL DISTRICT

HARRIS COUNTY, TEXAS

Unfiled Copy of Chris Daniel District Clerk

PLAINTIFF'S ORIGINAL PETITION

TO THE HONORABLE JUDGE OF SAID COURT:

Comes Now, JANE DOE #1 Plaintiff in the above-styled and numbered cause, complaining of BACKPAGE.COM, LLC D/B/A BACKPAGE, CARL FERRER, MICHAEL LACEY, JAMES LARKIN, JOHN BRUNST, SCOTT SPEAR, MEDALIST HOLDINGS, LLC, LEEWARD HOLDINGS, LLC, CAMARILLO HOLDINGS, LLC, DARTMOOR HOLDINGS LLC, IC HOLDINGS, LLC, ATLANTISCHE BEDRIJVEN C.V., UGC TECH GROUP C.V., AMSTEL RIVER HOLDINGS, LLC, LUPINE HOLDINGS, LLC, KICKAPOO RIVER INVESTMENTS, LLC, CF HOLDINGS GP, LLC, CF ACQUISITIONS LLC, NEW TIMES MEDIA, LLC, CHOICE HOTELS INTERNATIONAL, INC. D/B/A QUALITY INN, RUTIK, LLC D/B/A PALACE INN, HYATT HOTELS CORPORATION D/B/A HYATT PLACE AND HYATT REGENCY, BALAJI HOTELS, INC. D/B/A SYMPHONY INN, PILOT TRAVEL CENTERS, LLC D/B/A FLYING J, FLYING J TRANSPORTATION, LLC, FINEFAIR, INC. D/B/A PORT AUTO TRUCK STOP, TRAVELCENTERS OF AMERICA, LLC D/B/A TA TRUCK STOP #017, TRAVEL CENTERS OF AMERICA HOLDING COMPANY, LLC, LOVES TRAVEL STOPS & COUNTRY STORES, INC. D/B/A LOVE'S TRUCK STOP #401 AND LOVES TRAVEL STOP 3940 N McCARTY, as Defendants, and respectfully shows the Court as follows:

I.

DISCOVERY CONTROL PLAN & RULE 47 STATEMENT

Pursuant to Rule 190.4 of the Texas Rules of Civil Procedure, Plaintiff requests a Level III discovery control plan. Moreover, in accordance with Texas Rule of Civil Procedure 47(c), Jane

Doe #1 seeks monetary relief over \$1,000,000. Plaintiff moreover demands a judgment for all other relief to which Plaintiff shows herself entitled to receive.

II.

PARTIES

Plaintiff Jane Doe #1 was at all relevant times a trafficked person as that term is defined in Texas Civil Practice and Remedies Code Chapter 98. Jane Doe #1 at all relevant times is a resident of Houston, Harris County, Texas. Given the nature of these allegations, this complaint identifies Jane Doe #1 as “Jane Doe #1” throughout. She may be contacted through her lead counsel, whose information is contained below.

THE BACKPAGE DEFENDANTS

(Backpage.Com, LLC D/B/A Backpage, Carl Ferrer, Michael Lacey, James Larkin, John Brunst, Scott Spear, Medalist Holdings, LLC, Leeward Holdings, LLC, Camarillo Holdings, LLC, Dartmoor Holdings, LLC, IC Holdings, LLC, Atlantische Bedrijven C.V., UGC Tech Group C.V., Amstel River Holdings, LLC, Lupine Holdings, LLC, Kickapoo River Investments, LLC, CF Holdings GP, LLC, CF Acquisitions LLC, and New Times Media, LLC)

Defendant Backpage.com, LLC D/B/A www.backpage.com is a Delaware Limited Liability Company registered and doing business in the State of Texas. As a limited liability corporation, Backpage.com, LLC is treated as an unassociated entity for subject matter jurisdiction purposes under the Federal Rules of Civil Procedure and the United States Code. Therefore, Backpage.com, LLC shares citizenship with the states of all its members. *Johnson v. Columbia Properties, LP*, 437 F.3rd 894, 897 (9th Cir. 2006)(noting numerous federal circuits who have emphasized this well-established rule). Backpage.com’s members, including, but not limited to, James Larkin, John Brunst, and Scott Spear, all reside in Texas. Therefore, Backpage.com, LLC is a citizen of Texas. At all times material hereto, Defendant Backpage.com, LLC transacted business in Texas and purposefully availed itself in Texas, including through the operation of the

www.backpage.com website, who had its principal place of business in Dallas County, Texas. Backpage.com, LLC may be served through its registered agent, Cogency Global, Inc., located at 1601 Elm Street, Suite 4360, Dallas, Texas 75201. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

Defendant Medalist Holdings, LLC is a Delaware Limited Liability Corporation doing business in Texas. Medalist Holdings, LLC is the parent corporation of Backpage.com, LLC, which is a wholly owned subsidiary of Medalist Holdings, LLC. As a limited liability corporation, Medalist Holdings, LLC is treated as an unassociated entity for subject matter jurisdiction purposes under the Federal Rules of Civil Procedure and the United States Code. Therefore, Medalist Holdings, LLC shares citizenship with the states of all its members. *Johnson v. Columbia Properties, LP.*, 437 F.3rd 894, 897 (9th Cir. 2006) (noting numerous federal circuits who have emphasized this well-established rule). Upon information and belief, the Plaintiff believes that one or more of Medalist Holdings, LLC's members reside in Texas. At all times material hereto, Defendant Medalist Holdings transacted business in Texas and purposefully availed itself in Texas, including through the operation of the www.backpage.com website, who had its principal place of business in Dallas County, Texas. Medalist Holdings, LLC engages in business in the state of Texas but does not maintain a regular place of business in Texas and has failed to designate a registered agent for service of process in Texas. Because Medalist Holdings, LLC does not maintain a regular place of business or registered agent in Texas, the Texas Secretary of State is Medalist Holdings, LLC agent for service of process under Texas Civil Practice & Remedies Code § 17.044(b). The Texas Secretary of State may be served through certified mail at Service of Process, Secretary of State, P.O. Box 12079, Austin, Texas 78711-2079. Upon service, the Secretary of State shall mail through certified mail, return receipt requested, a copy of this petition

to Medalist Holdings, LLC's registered agent for service of process, The Corporation Trust Company, located at 1209 Orange Street, Wilmington, Delaware 19801. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

Defendant Leeward Holdings, LLC is a Delaware Limited Liability Corporation doing business in the State of Texas. As a limited liability corporation, Leeward Holdings, LLC is treated as an unassociated entity for subject matter jurisdiction purposes under the Federal Rules of Civil Procedure and the United States Code. Therefore, Leeward Holdings, LLC shares citizenship with the states of all its members. *Johnson v. Columbia Properties, LP*, 437 F.3rd 894, 897 (9th Cir. 2006)(noting numerous federal circuits who have emphasized this well-established rule). Upon information and belief, the Plaintiff believes that one or more of Leeward Holdings, LLC's members reside in Texas. At all times material hereto, Defendant Leeward Holdings, LLC transacted business in Texas and purposefully availed itself in Texas, including through the operation of the www.backpage.com website, who had its principal place of business in Dallas, Texas. Leeward Holdings, LLC engages in business in the state of Texas but does not maintain a regular place of business in Texas and has failed to designate a registered agent for service of process in Texas. Because Leeward Holdings, LLC does not maintain a regular place of business or registered agent in Texas, the Texas Secretary of State is Leeward Holdings, LLC agent for service of process under Texas Civil Practice & Remedies Code § 17.044(b). The Texas Secretary of State may be served through certified mail at Service of Process, Secretary of State, P.O. Box 12079, Austin, Texas 78711-2079. Upon service, the Secretary of State shall mail through certified mail, return receipt requested, a copy of this petition to Leeward Holdings, LLC's registered agent for service of process, The National Registered Agents, Inc., located at 160 Greentree Drive, Suite 101, Dover, Delaware 19904. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

Defendant Camarillo Holdings, LLC is a Delaware Limited Liability Corporation doing business in the State of Texas. As a limited liability corporation, Camarillo Holdings, LLC is treated as an unassociated entity for subject matter jurisdiction purposes under the Federal Rules of Civil Procedure and the United States Code. Therefore, Camarillo Holdings, LLC shares citizenship with the states of all its members. *Johnson v. Columbia Properties, LP*, 437 F.3d 894, 897 (9th Cir. 2006)(noting numerous federal circuits who have emphasized this well-established rule). Upon information and belief, the Plaintiff believes that one or more of Camarillo Holdings, LLC's members reside in Texas. At all times material hereto, Defendant Camarillo Holdings, LLC transacted business in Texas and purposefully availed itself in Texas, including through the operation of the www.backpage.com website, who had its principal place of business in Dallas, Texas. Camarillo Holdings, LLC engages in business in the state of Texas but does not maintain a regular place of business in Texas and has failed to designate a registered agent for service of process in Texas. Because Camarillo Holdings, LLC does not maintain a regular place of business or registered agent in Texas, the Texas Secretary of State is Camarillo Holdings, LLC agent for service of process under Texas Civil Practice & Remedies Code § 17.044(b). The Texas Secretary of State may be served through certified mail at Service of Process, Secretary of State, P.O. Box 12079, Austin, Texas 78711-2079. Upon service, the Secretary of State shall mail through certified mail, return receipt requested, a copy of this petition to Camarillo Holdings, LLC's registered agent for service of process, The National Registered Agents, Inc., located at 160 Greentree Drive, Suite 101, Dover, Delaware 19904. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

Defendant Dartmoor Holdings, LLC is a Delaware Limited Liability Corporation doing business in the State of Texas. As a limited liability corporation, Dartmoor Holdings, LLC is

treated as an unassociated entity for subject matter jurisdiction purposes under the Federal Rules of Civil Procedure and the United States Code. Therefore, Dartmoor Holdings, LLC shares citizenship with the states of all its members. *Johnson v. Columbia Properties, LP.*, 437 F.3rd 894, 897 (9th Cir. 2006)(noting numerous federal circuits who have emphasized this well-established rule). Upon information and belief, the Plaintiff believes that one or more of Dartmoor Holdings, LLC's members reside in Texas. At all times material hereto, Defendant Dartmoor Holdings, LLC transacted business in Texas and purposefully availed itself in Texas, including through the operation of the www.backpage.com website, who had its principal place of business in Dallas, Texas. Dartmoor Holdings, LLC engages in business in the state of Texas but does not maintain a regular place of business in Texas and has failed to designate a registered agent for service of process in Texas. Because Dartmoor Holdings, LLC does not maintain a regular place of business or a registered agent in Texas, the Texas Secretary of State is Dartmoor Holdings, LLC agent for service of process under Texas Civil Practice & Remedies Code § 17.044(b). The Texas Secretary of State may be served through certified mail at Service of Process, Secretary of State, P.O. Box 12079, Austin, Texas 78711-2079. Upon service, the Secretary of State shall mail through certified mail, return receipt requested, a copy of this petition to Dartmoor Holdings, LLC's registered agent for service of process, Cogency Global, Inc., located at 850 New Burton Road, Suite 201, Dover, Delaware 19904. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

Defendant IC Holdings, LLC is a Delaware Limited Liability Corporation doing business in the State of Texas. As a limited liability corporation IC Holdings, LLC is treated as an unassociated entity for subject matter jurisdiction purposes under the Federal Rules of Civil Procedure and the United States Code. Therefore, IC Holdings, LLC shares citizenship with the states of all its members. *Johnson v. Columbia Properties, LP.*, 437 F.3rd 894, 897 (9th Cir.

2006)(noting numerous federal circuits who have emphasized this well-established rule). Upon information and belief, the Plaintiff believes that one or more of IC Holdings LLC's members reside in Texas. At all times material hereto, Defendant IC Holdings, LLC transacted business in Texas and purposefully availed itself in Texas, including through the operation of the www.backpage.com website, who had its principal place of business in Dallas, Texas. IC Holdings, LLC engages in business in the state of Texas but does not maintain a regular place of business in Texas and has failed to designate a registered agent for service of process in Texas. Because IC Holdings, LLC does not maintain a regular place of business or a registered agent in Texas, the Texas Secretary of State is IC Holdings, LLC agent for service of process under Texas Civil Practice & Remedies Code § 17.044(b). The Texas Secretary of State may be served through certified mail at Service of Process, Secretary of State, P.O. Box 12079, Austin, Texas 78711-2079. Upon service, the Secretary of State shall mail through certified mail, return receipt requested, a copy of this petition to IC Holdings, LLC's registered agent for service of process, Cogency Global, Inc. located at 850 New Burton Road, Suite 201, Dover, Delaware 19904.

SERVICE OF PROCESS IS REQUESTED AT THIS TIME.

New Times Media, LLC is a Delaware Limited Liability Corporation doing business in the State of Texas. As a limited liability corporation, New Times Media is treated as an unassociated entity for subject matter jurisdiction purposes under the Federal Rules of Civil Procedure and the United States Code. Therefore, New Times Media, LLC shares citizenship with the states of all its members. *Johnson v. Columbia Properties, LP.*, 437 F.3rd 894, 897 (9th Cir. 2006)(noting numerous federal circuits who have emphasized this well-established rule). Upon information and belief, the Plaintiff believes that one or more of New Times Media, LLC's members reside in Texas. At all times material hereto, Defendant New Times Media, LLC

transacted business in Texas and purposefully availed itself in Texas, including through the operation of the www.backpage.com website, who had its principal place of business in Dallas, Texas. New Times Media, LLC engages in business in the state of Texas but does not maintain a regular place of business in Texas and has failed to designate a registered agent for service of process in Texas. Because New Times Media, LLC does not maintain a regular place of business or a registered agent in Texas, the Texas Secretary of State is New Times Media, LLC's agent for service of process under Texas Civil Practice & Remedies Code § 17.044(b). The Texas Secretary of State may be served through certified mail at Service of Process, Secretary of State, P.O. Box 12079, Austin, Texas 78711-2079. Upon service, the Secretary of State shall mail through certified mail, return receipt requested, a copy of this petition to New Times Media, LLC's registered agent for service of process, Cogency Global, Inc., located at 850 New Burton Road, Suite 201, Dover, Delaware 19904. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

Atlantische Bedrijven C.V. is a Dutch limited partnership owned and controlled by Carl Ferrer through five Delaware Limited Liability Corporations and domiciled in Curacao. As a limited partnership, Atlantische Bedrijven C.V. shares citizenship with each of its members, all of who are Delaware limited liability corporations whose members consist exclusively of Texas residents, including Carl Ferrer. Therefore, Atlantische Bedrijven C.V. is a citizen of Texas. At all times material hereto, Defendant Atlantische Bedrijven C.V. transacted business in Texas and purposefully availed itself in Texas, including through the operation of the www.backpage.com website, who had its principal place of business in Dallas, Texas. Atlantische Bedrijven C.V. may be served by serving its owner and majority partner, Carl Ferrer at 2531 Tumbleweed Way, Frisco, Texas 7504, or wherever he may be found. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

UGC Tech Group C.V. is a Dutch limited partnership owned and controlled by Carl Ferrer through five Delaware Limited Liability Corporations and domiciled in Curacao. As a limited partnership, UGC Tech Group C.V. shares citizenship with each of its members, all of who are Delaware limited liability corporations whose members consist exclusively of Texas residents, including Carl Ferrer. Therefore, UGC Tech Group C.V. is a citizen of Texas. At all times material hereto, Defendant UGC Tech Group C.V. transacted business in Texas and purposefully availed itself in Texas, including through the operation of the www.backpage.com website, who had its principal place of business in Dallas, Texas. UGC Tech Group C.V. may be served by serving its owner and majority partner, Carl Ferrer, at 2531 Tumbleweed Way, Frisco, Texas 7504, or wherever he may be found. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

Amstel River Holdings, LLC is a Delaware Limited Liability Corporation doing business in the State of Texas. As a limited liability corporation, Amstel River Holdings, LLC is treated as an unassociated entity for subject matter jurisdiction purposes under the Federal Rules of Civil Procedure and the United States Code. Therefore, Amstel River Holdings, LLC shares citizenship with the states of all its members. *Johnson v. Columbia Properties, LP.*, 437 F.3rd 894, 897 (9th Cir. 2006)(noting numerous federal circuits who have emphasized this well-established rule). Upon information and belief, the Plaintiff believes that one or more of Amstel River Holdings, LLC's members reside in Texas, including Carl Ferrer. At all times material hereto, Amstel River Holdings, LLC transacted business in Texas and purposefully availed itself in Texas, including through the operation of the www.backpage.com website, who had its principal place of business in Dallas, Texas. Amstel River Holdings, LLC engages in business in the state of Texas but does not maintain a regular place of business in Texas and has failed to designate a registered agent for service of process in Texas. Because Amstel River Holdings, LLC does not maintain a regular

place of business or a registered agent in Texas, the Texas Secretary of State is Amstel River Holdings, LLC's agent for service of process under Texas Civil Practice & Remedies Code § 17.044(b). The Texas Secretary of State may be served through certified mail at Service of Process, Secretary of State, P.O. Box 12079, Austin, Texas 78711-2079. Upon service, the Secretary of State shall mail through certified mail, return receipt requested, a copy of this petition to Amstel River Holdings, LLC's registered agent for service of process, Cogency Global, Inc., located at 850 New Burton Road, Suite 201, Dover, Delaware 19904. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

Lupine Holdings, LLC is a Delaware Limited Liability Corporation doing business in the State of Texas. As a limited liability corporation, Lupine Holdings, LLC is treated as an unassociated entity for subject matter jurisdiction purposes under the Federal Rules of Civil Procedure and the United States Code. Therefore, Lupine Holdings, LLC shares citizenship with the states of all its members. *Johnson v. Columbia Properties, LP.*, 437 F.3rd 894, 897 (9th Cir. 2006)(noting numerous federal circuits who have emphasized this well-established rule). Upon information and belief, the Plaintiff believes that one or more of Lupine Holdings, LLC's members reside in Texas, including Carl Ferrer. At all times material hereto, Lupine Holdings, LLC transacted business in Texas and purposefully availed itself in Texas, including through the operation of the www.backpage.com website, who had its principal place of business in Dallas, Texas. Lupine Holdings, LLC engages in business in the state of Texas but does not maintain a regular place of business in Texas and has failed to designate a registered agent for service of process in Texas. Because Lupine Holdings, LLC does not maintain a regular place of business or a registered agent in Texas, the Texas Secretary of State is Lupine Holdings, LLC's agent for service of process under Texas Civil Practice & Remedies Code § 17.044(b). The Texas Secretary

of State may be served through certified mail at Service of Process, Secretary of State, P.O. Box 12079, Austin, Texas 78711-2079. Upon service, the Secretary of State shall mail through certified mail, return receipt requested, a copy of this petition to Lupine Holdings, LLC's registered agent for service of process, Cogency Global, Inc., located at 850 New Burton Road, Suite 201, Dover, Delaware 19904. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

Kickapoo River Investments, LLC is a Delaware Limited Liability Corporation doing business in the State of Texas. As a limited liability corporation, Kickapoo River Investments, LLC is treated as an unassociated entity for subject matter jurisdiction purposes under the Federal Rules of Civil Procedure and the United States Code. Therefore, Kickapoo River Investments, LLC shares citizenship with the states of all its members. *Johnson v. Columbia Properties, LP.*, 437 F.3d 894, 897 (9th Cir. 2006)(noting numerous federal circuits who have emphasized this well-established rule). Upon information and belief, the Plaintiff believes that one or more of Kickapoo River Holdings, LLC's members reside in Texas, including Carl Ferrer. At all times material hereto, Kickapoo River Investments, LLC transacted business in Texas and purposefully availed itself in Texas, including through the operation of the www.backpage.com website, who had its principal place of business in Dallas, Texas. Kickapoo River Investments, LLC engages in business in the state of Texas but does not maintain a regular place of business in Texas and has failed to designate a registered agent for service of process in Texas. Because Kickapoo River Investments, LLC does not maintain a regular place of business or a registered agent in Texas, the Texas Secretary of State is Kickapoo River Investments, LLC's agent for service of process under Texas Civil Practice & Remedies Code § 17.044(b). The Texas Secretary of State may be served through certified mail at Service of Process, Secretary of State, P.O. Box 12079, Austin, Texas 78711-2079. Upon service, the Secretary of State shall mail through certified mail, return receipt

requested, a copy of this petition to Kickapoo River Investments, LLC's registered agent for service of process, Cogency Global, Inc., located at 850 New Burton Road, Suite 201, Dover, Delaware 19904. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

CF Holdings GP, LLC is a Delaware Limited Liability Corporation doing business in the State of Texas. As a limited liability corporation, CF Holdings GP, LLC is treated as an unassociated entity for subject matter jurisdiction purposes under the Federal Rules of Civil Procedure and the United States Code. Therefore, CF Holdings GP, LLC shares citizenship with the states of all its members. *Johnson v. Columbia Properties, LP*, 437 F.3rd 894, 897 (9th Cir. 2006)(noting numerous federal circuits who have emphasized this well-established rule). Upon information and belief, the Plaintiff believes that one or more of CF Holdings GP, LLC's members reside in Texas, including Carl Ferrer. At all times material hereto, CF Holdings GP, LLC transacted business in Texas and purposefully availed itself in Texas, including through the operation of the www.backpage.com website, who had its principal place of business in Dallas, Texas. CF Holding GP, LLC engages in business in the state of Texas but does not maintain a regular place of business in Texas and has failed to designate a registered agent for service of process in Texas. Because CF Holding GP, LLC does not maintain a regular place of business or a registered agent in Texas, the Texas Secretary of State is CF Holding GP, LLC's agent for service of process under Texas Civil Practice & Remedies Code § 17.044(b). The Texas Secretary of State may be served through certified mail at Service of Process, Secretary of State, P.O. Box 12079, Austin, Texas 78711-2079. Upon service, the Secretary of State shall mail through certified mail, return receipt requested, a copy of this petition to CF Holding GP, LLC's registered agent for service of process, Cogency Global, Inc., located at 850 New Burton Road, Suite 201, Dover, Delaware 19904. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

CF Acquisitions, LLC is a Delaware Limited Liability Corporation doing business in the State of Texas. As a limited liability corporation, CF Acquisitions, LLC is treated as an unassociated entity for subject matter jurisdiction purposes under the Federal Rules of Civil Procedure and the United States Code. Therefore, CF Acquisitions, LLC shares citizenship with the states of all its members. *Johnson v. Columbia Properties, LP.*, 437 F.3d 894, 897 (9th Cir. 2006)(noting numerous federal circuits who have emphasized this well-established rule). Upon information and belief, the Plaintiff believes that one or more of CF Acquisitions, LLC members reside in Texas, including Carl Ferrer. At all times material hereto, CF Acquisitions, LLC transacted business in Texas and purposefully availed itself in Texas, including through the operation of the www.backpage.com website, who had its principal place of business in Dallas, Texas. CF Acquisitions, LLC engages in business in the state of Texas but does not maintain a regular place of business in Texas and has failed to designate a registered agent for service of process in Texas. Because CF Acquisitions, LLC does not maintain a regular place of business or a registered agent in Texas, the Texas Secretary of State is CF Acquisitions, LLC's agent for service of process under Texas Civil Practice & Remedies Code § 17.044(b). The Texas Secretary of State may be served through certified mail at Service of Process, Secretary of State, P.O. Box 12079, Austin, Texas 78711-2079. Upon service, the Secretary of State shall mail through certified mail, return receipt requested, a copy of this petition to CF Acquisitions, LLC's registered agent for service of process, Cogency Global, Inc., located at 850 New Burton Road, Suite 201, Dover, Delaware 19904. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

Carl Ferrer is a resident of Denton County, Texas. At all times material hereto, Defendant Carl Ferrer transacted business in Harris County, Texas and was a citizen of Texas. Carl Ferrer

may be served at his home address at 2531 Tumbleweed Way, Frisco, Texas 7504 or wherever he may be found. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

Michael Lacey is a resident of Arizona conducting business in Texas. At all times material hereto, Defendant Lacey transacted business in Harris County, Texas as well as the state of Texas, where Backpage.com, LLC maintains its principal place of business. Michael Lacey may be served with process at Michael Lacey's home address at 3300 E. Stella Lane, Paradise Valley, Arizona 85253 or wherever he may be found. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

James Larkin is a resident of Arizona conducting business in Texas. At all times material hereto, Defendant Larkin transacted business in Harris County, Texas as well as the state of Texas, where Backpage.com, LLC maintains its principal place of business. James Larkin may be served at his home address at 5555 N. Casa Blanca Drive, Paradise Valley, Arizona 85253 or wherever he may be found. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

John Brunst is a resident of Arizona conducting business in Texas. At all times material hereto, Defendant Brunst transacted business in Harris County, Texas as well as the State of Texas, where Backpage.com, LLC maintains its principal place of business. John Brunst may be served at his home address 5830 East Calle Del Medio Phoenix Arizona 85018 or wherever he may be found. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

Collectively, Defendants BACKPAGE.COM, LLC D/B/A BACKPAGE, CARL FERRER, MICHAEL LACEY, JAMES LARKIN, JOHN BRUNST, SCOTT SPEAR, MEDALIST HOLDINGS, LLC, LEEWARD HOLDINGS, LLC, CAMARILLO HOLDINGS, LLC, DARTMOOR HOLDINGS, LLC, IC HOLDINGS, LLC, ATLANTISCHE BEDRIJVEN C.V., UGC TECH GROUP C.V., AMSTEL RIVER HOLDINGS, LLC, LUPINE HOLDINGS,

LLC, KICKAPOO RIVER INVESTMENTS, LLC, CF HOLDINGS GP, LLC, CF ACQUISITIONS LLC, and NEW TIMES MEDIA, LLC will be referred to herein as “The Backpage Defendants.”

THE HOTEL DEFENDANTS

(Choice Hotels International, Inc. D/B/A Quality Inn, Rutik, LLC, D/B/A Palace Inn, Hyatt Hotels Corporation, and Balaji Hotels, Inc. D/B/A Symphony Inn.)

Choice Hotels International, Inc. D/B/A Quality Inn is a for-profit Delaware corporation with its principal place of business in Maryland. Choice Hotels International, Inc. at all relevant times owned, operated, controlled, and managed the Quality Inn located at 114 S. Richey Street, Pasadena, Texas 77506, located in Harris County, Texas. Choice Hotels International, Inc. is duly authorized to conduct business in Texas, conducts substantial business in Texas, and maintains a registered agent and principal office in Texas. Choice Hotels International, Inc. may be served with service of process by serving its registered agent, United States Corporation Company, located at 211 7th Street, Suite 620, Austin, Texas 78701. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

Rutik, LLC D/B/A Palace Inn is a for-profit Texas Limited Liability Corporation doing business in Texas. As a limited liability corporation, Rutik, LLC shares citizenship with each of its members, all of whom are Texas residents. Rutik, LLC at all relevant times owned, operated, controlled, and managed the following Palace Inn’s in Houston, Texas: 15707 Eastex Freeway, Humble, Texas 77396, 542- East Sam Houston Parkway Houston, Texas, 24085 Highway 59 North Houston, Texas, 1960 Champions 4120 Cypress Creek Parkway Houston, Texas, 643 West Little York Road, Houston, Texas, 4221 North Freeway Houston, Texas, 545 FM 1960 East Houston, Texas, 4623 McCarty Street Houston, Texas, and 13001 North Freeway Houston, Texas. Rutik, LLC may be served with service of process by serving its registered agent, Induben Sarollia,

at 15707 Highway 59N, Humble, Texas 76396. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

Hyatt Hotels Corporation d/b/a Hyatt Place and Hyatt Regency, is a for-profit Delaware corporation with its principal place of business in Chicago, Illinois and doing business in the State of Texas. At all relevant times, Hyatt Hotels Corporation owned, operated, and controlled the Hyatt Place Houston/Bush Airport 300 Ronan Park Plane Houston, Texas 77060, Hyatt Regency North Houston, 425 North Sam Houston Parkway, Houston Texas 77060, Hyatt Regency Houston 1200 Louisiana Street Houston, Texas 7702, and the Hyatt Regency Houston 2626 Sage Road Houston, Texas 77056. Hyatt Hotels Corporation engages in business in the state of Texas but does not maintain a regular place of business in Texas and has failed to designate a registered agent for service of process in Texas. Because Hyatt Hotels Corporation does not maintain a regular place of business or a registered agent in Texas, the Texas Secretary of State is Hyatt Hotels Corporation's agent for service of process under Texas Civil Practice & Remedies Code § 17.044(b). The Texas Secretary of State may be served through certified mail at Service of Process, Secretary of State, P.O. Box 12079, Austin, Texas 78711-2079. Upon service, the Secretary of State shall mail through certified mail, return receipt requested, a copy of this petition to Hyatt Hotels Corporation registered agent for service of process, 251 Little Falls Drive Wilmington Delaware 19808. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

Balaji Hotels, Inc. is a for-profit Texas corporation incorporated in Texas and with its principal place of business in Harris County, Texas. At all relevant times, Balaji Hotels, Inc. owned, operated, and controlled the Symphony Inn—Houston North located at 6613 N. Freeway Houston, Texas and the Symphony Inn & Suites located at 1174 Southwest Freeway Houston, Texas. Balaji Hotels, Inc. may be served with process by serving its registered agent, Manish C.

Desai at 6613 N. Freeway Houston, Texas 77040. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

Collectively, Choice Hotels International, Inc. D/B/A Quality Inn, Rutik, LLC D/B/A Palace Inn, Hyatt Hotels Corporation D/B/A Hyatt Place and Hyatt Regency, and Balaji Hotels, Inc. D/B/A Symphony Inn will be referred to herein as “The Hotel Defendants”

THE TRUCK STOP DEFENDANTS

(Flying J Transportation, LLC, Pilot Travel Centers, LLC d/b/a Flying J, Finefair, Inc. d/b/a Port Auto Truck Stop, TravelCenters of America, LLC d/b/a TA Truck Stop #017, Loves Travel Stops & Country Stores, Inc.)

Flying J Transportation, LLC is a Delaware Limited Liability Company doing business in Texas and authorized to do business in Texas. As a limited liability corporation, Flying J Transportation, LLC shares citizenship with each of its members, all of whom are citizens of Tennessee and Texas. At all relevant times, Flying J Transportation, LLC owned, operated, controlled, and managed the Flying J at 1305 Pasadena Freeway, Pasadena, Texas 77506, located in Harris County, Texas. Flying J Transportation, LLC may be served by serving its registered agent in Texas, CT Corporation System, at 1999 Bryan St., Ste. 900, Dallas, Texas 75201.

SERVICE OF PROCESS IS REQUESTED AT THIS TIME.

Pilot Travel Centers LLC d/b/a Flying J is a Delaware Limited Liability Company doing business in Texas and authorized to do business in Texas. As a limited liability corporation, Pilot Travel Centers, LLC shares citizenship with each of its members, all of whom are citizens of Tennessee and Texas. At all relevant times, Pilot Travel Centers, LLC owned, operated, controlled, and managed the Flying J at 1305 Pasadena Freeway, Pasadena, Texas 77506, located in Harris County, Texas. Pilot Travel Centers, LLC may be served by serving its registered agent

in Texas, CT Corporation System, at 1999 Bryan St., Ste 900, Dallas, Texas 75201. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

FineFair, Inc. d/b/a Port Auto Truck Stop is a Texas corporation incorporated and doing business in the State of Texas. At all relevant times, FineFair, Inc. owned, operated, controlled, and managed the Port Auto Truck Stop at 904 West Barbours Cut Blvd., La Porte, Texas 77571, located in Harris County, Texas. FineFair, Inc. may be served with service of process by serving its registered agent, Akbarall K. Mormin, at 904 W. Barbours Cut Blvd, La Porte, Texas 77571.

SERVICE OF PROCESS IS REQUESTED AT THIS TIME.

TravelCenters of America, LLC D/B/A TA Truck Stop #017 is a Delaware Limited Liability Corporation doing business in Texas. TravelCenters of America, LLC owned, operated, controlled, and managed the TA Truck Stop at 6800 Thompson Road, Baytown, Texas 77521, located in Harris County, Texas. As a limited liability corporation, TravelCenters of America, LLC shares citizenship with each of its members, upon information and belief, several of which are Texas citizens. TravelCenters of America, LLC engages in business in the state of Texas but does not maintain a regular place of business in Texas and has failed to designate a registered agent for service of process in Texas. Because TravelCenters of America, LLC does not maintain a regular place of business or a registered agent in Texas, the Texas Secretary of State is TravelCenters of America, LLC's agent for service of process under Texas Civil Practice & Remedies Code § 17.044(b). The Texas Secretary of State may be served through certified mail at Service of Process, Secretary of State, P.O. Box 12079, Austin, Texas 78711-2079. Upon service, the Secretary of State shall mail through certified mail, return receipt requested, a copy of this petition to TravelCenters of America, LLC to its CEO, Andrew J. Rebholz, at 24601 Center Ridge Road, Westlake, Ohio 44145. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

Loves Travel Stops & Country Stores, Inc. is a for-profit Oklahoma Corporation with its principal place of business in Oklahoma. At all relevant times, Loves Travel Stops & Country Stores, Inc. was registered and doing business in the State of Texas, as well as deriving substantial revenues from the State of Texas. Loves Travel Stops & Country Stores, Inc. owned, operated, controlled, and managed the Loves Truck Stop at 1703 I-10 Freeway, Baytown, Texas 77521, as well as the Love's Truck Stop at 3940 North McCarty Street, Houston, Texas 77013. Loves Travel Stops & Country Stores, Inc. may be served with process by delivering a copy of this Petition and summons to its registered agent for service, CT Corporation System, 1999 Bryan Street, Suite 900, Dallas, Texas 75201. **SERVICE OF PROCESS IS REQUESTED AT THIS TIME.**

Collectively, Flying J Transportation, LLC, Pilot Travel Centers, LLC d/b/a Flying J, Finefair, Inc. d/b/a Port Auto Truck Stop, Travel Centers of America, LLC d/b/a TA Truck Stop #017, Loves Travel Stops & Country Stores, Inc. will be referred to throughout this petition as "The Truck Stop Defendants."

III.

RULE 28 ASSUMED OR COMMON NAME

Jane Doe #1 brings this petition against each Defendant in their assumed or common name and expressly reserves the right under Texas Rule of Civil Procedure 28 to substitute the true name of any Defendant if needed or in response to Court Order. Moreover, Jane Doe #1 expressly invokes the right to amend under doctrine of misnomer if any Defendants are properly served, but done so under the wrong legal name.

IV.

PERSONAL JURISDICTION REGARDING THE BACKPAGE DEFENDANTS

The Backpage Defendants have instructed numerous moderators to “sanitize” advertisements exploiting minors in Texas.

The Backpage Defendants, their owners, members, and subsidiaries all own property in Texas.

The Backpage Defendants own, operate, and lease numerous office buildings in Texas.

The Backpage Defendants target customers in Texas.

The Backpage Defendants target businesses in Texas.

The Backpage Defendants target potential employees in Texas. These include, but are not limited to, managers, moderators, accountants, design specialist, IT support, lawyers, clerks, receptionists, financial advisors, insurance companies, sanitation engineers, purchasing agents, leasing agents, human resources specialists, and other employees who are integral to The Backpage Defendants’ operations throughout Texas and the United States.

The Backpage Defendants hire employees from Texas who reside in Texas.

The Backpage Defendants fire employees from Texas who reside in Texas.

The Backpage Defendants currently have employees who are from and reside in Texas.

The Backpage Defendants sign contracts with Texas businesses.

The Backpage Defendants market to Texas businesses.

The Backpage defendants send advertisements to Texas customers and advertise its services to Texas Customers.

The Backpage Defendants pay taxes in Texas.

The Backpage Defendants' mastermind and key player, Carl Ferrer, resides in Texas, makes corporate decisions from Texas.

The Backpage Defendants have helped advertise exploited minors in Texas.

The Backpage Defendants have sanitized advertisements of exploited minors in Texas to make those advertisements appear legal in Texas.

The Backpage Defendants derive substantial revenue from Texas.

The Backpage Defendants have appeared in lawsuits in Texas.

The Backpage Defendants have not contested jurisdiction in Texas.

The Backpage Defendants have settled lawsuits that arose in Texas.

The Backpage Defendants have purchased insurance in Texas.

The Backpage Defendants have appeared in Court in Texas.

The Backpage Defendants collect data relating to the Strip Term from Ad Filter in Texas, and use that data to improve The Backpage Defendants' sexual exploitation of minors in Texas.

Backpage.com, LLC, the limited liability corporation that runs www.backpage.com, is registered to do business in Texas and has its principal office in Texas.

The Backpage Defendants have trademarks that they enforce in Texas.

The Backpage Defendants hire independent contractors in Texas.

The Backpage Defendants created, own, operate, and control the website www.backpage.com.

The Backpage Defendants have ultimate control over this website.

This website is accessible in Texas.

The Backpage Defendants have disseminated and sanitized advertisements exploiting Jane Doe #1 and other minors on www.backpage.com in Texas.

The Backpage Defendants have sent notice and information to Texas child molesters, traffickers, and johns by sanitizing advertisements posted on www.backpage.com in Texas, as well as trafficking and sexually exploiting minors in Texas.

The Backpage Defendants have had corporate meetings in Texas.

The Backpage Defendants have recorded meeting minutes in Texas.

The Backpage Defendants have enacted corporate policies that resulted in the sexual exploitation of minors, including Jane Doe #1, in Texas, with decision makers including Texas resident Carl Ferrer.

The Backpage Defendants receive and received payment for goods and services from banks in Texas.

The Backpage Defendants make payments to banks in Texas.

Based upon the facts above, as well as those in the facts section of this petition, this Court has personal jurisdiction over The Backpage Defendants. Specific jurisdiction is proper over The Backpage Defendants and are subject to specific jurisdiction (under the stream of commerce plus and/or zippo sliding scale theories) because The Backpage Defendants made decisions to cloak with the appearance of legality instead of remove numerous advertisements exploiting minors, including Jane Doe #1 in Texas, scrubbed numerous advertisements exploiting Jane Doe #1 in Texas, posted those advertisements with the intent of reaching Texas child molesters and johns, and intended for those scrubbed advertisements to reach Texas, and the sexual exploitation of Jane Doe #1 occurred in Texas. Moreover, the sexual exploitation and harm that forms the basis of this suit occurred in Texas.

This Court, moreover, has general jurisdiction over The Backpage Defendants because they are authorized to and do conduct business in the state of Texas and have sufficient contacts with

the State of Texas, both generally and with regard to this specific action, that the exercise of personal jurisdiction over them is proper. More specifically, general jurisdiction is proper over The Backpage Defendants because the Defendants' contacts with Texas are so voluminous, continuous, and systematic the Defendants are essentially at home in Texas.

Moreover, Carl Ferrer, Michael Lacey, James Larkin, John Brunst, Scott Spear, Medalist Holdings, LLC, Leeward Holdings, LLC, Camarillo Holdings, LLC, Dartmoor Holdings, LLC, IC Holdings, LLC, Atlantische Bedrijven C.V., UGC Tech Group C.V., Amstel River Holdings, LLC, Lupine Holdings, LLC, Kickapoo River Investments, LLC, CF Holdings GP, LLC, CF Acquisitions, LLC, and New Times Media operated Backpage.com, LLC, a Texas corporation, as single business enterprises and are therefore subject to the personal jurisdiction of this Court.

Specifically, The Backpage Defendants operate Backpage.com, LLC, the Texas Limited Liability Corporation that operates www.backpage.com, not as separate entities, but rather have integrated their resources to achieve the common business purpose of exploiting minors in the adult ad section for substantial profits. As outlined below in the "Facts" section, the acts of The Backpage Defendants include, but are not limited to, common employees, common offices, centralized accounting, payment of wages by The Backpage Defendants from one corporation to another, using the common business name at www.backpage.com, rendering services by the employees of one corporation on behalf of the others, undocumented transfer of funds among the corporations that form The Backpage Defendants, as well as unclear allocations of profit and losses between The Backpage Defendants. Therefore, The Backpage Defendants are subject to jurisdiction of this Court under the single business enterprise theory.

Furthermore, Carl Ferrer, Michael Lacey, James Larkin, John Brunst, Scott Spear, Medalist Holdings, LLC, Leeward Holdings, LLC, Camarillo Holdings, LLC, Dartmoor Holdings, LLC, IC

Holdings, LLC, Atlantische Bedrijven C.V., UGC Tech Group C.V. Amstel River Holdings, LLC, Lupine Holdings, LLC, Kickapoo River Investments, LLC, CF Holdings GP, LLC, CF Acquisitions, LLC, and New Times Media are nothing more than a mere alter ego of Backpage.com, LLC, their wholly owned subsidiary. Specifically, these Defendants consider the revenue of Backpage.com, LLC as their own, preformed services for Backpage.com, LLC without being charged, controlled, operated, and approved all the actions of Backpage.com, LLC and compensated employees of Backpage.com, LLC.

V.

PERSONAL JURISDICTION REGARDING THE HOTEL DEFENDANTS

The Hotel Defendants own numerous hotels in the State of Texas.

The Hotel Defendants operate numerous hotels in the State of Texas.

The Hotel Defendants manage numerous hotels in the State of Texas.

The Hotel Defendants target business from Texas residents.

The Hotel Defendants derive substantial revenue from Texas residents.

The Hotel Defendants target customers in Texas.

The Hotel Defendants target potential employees in Texas. These include, but are not limited to, managers, bellhops, bartenders, waiters, clerks, human resources specialists, accountants, lawyers, safety directors, officers, receptionists, financial advisors, insurance companies, sanitation engineers, purchasing agents, leasing agents, and other employees who are integral to The Hotel Defendants' operations in the state of Texas.

The Hotel Defendants hire employees from Texas who reside in Texas.

The Hotel Defendants fire employees in Texas who reside in Texas.

The Hotel Defendants currently have employees in Texas who reside in Texas.

The Hotel Defendants hire contractors and construction workers to repair, modify, and build hotels in Texas.

The Hotel Defendants purchase property in Texas.

The Hotel Defendants sign contracts in Texas.

The Hotel Defendants market their hotels to Texas residents.

The Hotel Defendants advertise in Texas.

The Hotel Defendants pay taxes in Texas.

The Hotel Defendants are registered to do business in Texas.

The Hotel Defendants conduct substantial business in Texas.

The Hotel Defendants own property in Texas.

The Hotel Defendants have contracts with Texas suppliers and contractors.

The Hotel Defendants have appeared in lawsuits in Texas.

The Hotel Defendants have failed to contest jurisdiction in Texas.

The Hotel Defendants have moved to transfer venue in Texas.

The Hotel Defendants have resolved lawsuits in Texas.

The Hotel Defendants have purchased insurance for properties located in Texas.

The Hotel Defendants have appeared in Federal Courts in Texas.

The Hotel Defendants are currently involved in litigation other than this case pending in Texas Courts.

The Hotel Defendants maintain principal offices in Texas.

The Hotel Defendants hold trademarks in Texas.

The Hotel Defendants have contractual agreements with Texas companies to use the Hotel Defendants' trademarks in Texas.

The Hotel Defendants have had training sessions in Texas.

The Hotel Defendants receive payment for room rentals in Texas.

The Hotel Defendants receive payment for room rentals from banks in Texas.

The Hotel Defendants make payments to banks located in Texas.

Based upon the facts pled in the above-mentioned paragraphs, as well as the “Facts” section of this petition, this Court has personal jurisdiction over The Hotel Defendants because The Hotel Defendants are authorized to and do conduct business in the State of Texas and have sufficient contacts with the State of Texas, both generally and with regard to this specific action, that the exercise of personal jurisdiction over The Hotel Defendants is proper. Moreover, general jurisdiction is proper over The Hotel Defendants because The Hotel Defendants’ contacts with Texas are so voluminous, continuous, and systematic that The Hotel Defendants are essentially at home in Texas. Moreover, specific jurisdiction is proper over The Hotel Defendants (under the stream of commerce plus theory) because The Hotel Defendants conduct business in Texas and specifically serve Texas as a marketplace for its good, and the sexual assault and trafficking of Jane Doe #1 that formed the basis of this lawsuit occurred in Texas.

VI.

PERSONAL JURISDICTIONAL REGARDING THE TRUCK STOP DEFENDANTS

The Truck Stop Defendants own numerous truck stops in the state of Texas, several of which are hotbeds for human trafficking and sexual exploitation of minors.

The Truck Stop Defendants operate numerous truck stops in the state of Texas.

The Truck Stop Defendants manage numerous truck stops in the state of Texas.

The Truck Stop Defendants target business from Texas residents.

The Truck Stop Defendants derive substantial revenue from Texas residents.

The Truck Stop Defendants target customers in Texas.

The Truck Stop Defendants target potential employees in Texas. These include, but are not limited to, managers, waiters, clerks, human resources specialists, accountants, lawyers, safety directors, officers, receptionists, financial advisors, insurance companies, sanitation engineers, purchasing agents, leasing agents, and other employees who are integral to The Truck Stop Defendants' operations in the state of Texas.

The Truck Stop Defendants hire employees from Texas who reside in Texas.

The Truck Stop Defendants fire employees in Texas who reside in Texas.

The Truck Stop Defendants currently have employees in Texas who reside in Texas.

The Truck Stop Defendants hire contractors and construction workers to repair, modify, and build truck stops in Texas.

The Truck Stop Defendants purchase property in Texas.

The Truck Stop Defendants sign contracts in Texas.

The Truck Stop Defendants market their hotels to Texas residents.

The Truck Stop Defendants advertise in Texas.

The Truck Stop Defendants pay taxes in Texas.

The Truck Stop Defendants are registered to do business in Texas.

The Truck Stop Defendants conduct substantial business in Texas.

The Truck Stop Defendants own property in Texas.

The Truck Stop Defendants have contracts with Texas suppliers and contractors.

The Truck Stop Defendants have appeared in lawsuits in Texas.

The Truck Stop Defendants have failed to contest jurisdiction in Texas.

The Truck Stop Defendants have moved to transfer venue in Texas.

The Truck Stop Defendants have resolved lawsuits in Texas.

The Truck Stop Defendants have purchased insurance for properties located in Texas.

The Truck Stop Defendants have appeared in Federal Courts in Texas.

The Truck Stop Defendants are currently involved in litigation other than this case pending in Texas Courts.

The Truck Stop Defendants maintain principal offices in Texas.

The Truck Stop Defendants hold trademarks in Texas.

The Truck Stop Defendants have contractual agreements with Texas companies to use The Truck Stop Defendants' trademarks in Texas.

The Truck Stop Defendants have had training sessions in Texas.

The Truck Stop Defendants receive payment for goods and services in Texas.

The Truck Stop Defendants receive payment for goods and services from banks in Texas.

The Truck Stop Defendants make payments to banks located in Texas.

Based upon the facts pled in the above-mentioned paragraphs, as well as the "Facts" section of this petition, this Court has personal jurisdiction over The Truck Stop Defendants because The Truck Stop Defendants are authorized to and do conduct business in the State of Texas and have sufficient contacts with the State of Texas, both generally and with regard to this specific action, that the exercise of personal jurisdiction over The Truck Stop Defendants is proper. Moreover, general jurisdiction is proper over The Truck Stop Defendants because The Truck Stop Defendants' contacts with Texas are so voluminous, continuous, and systematic that The Truck Stop Defendants are essentially at home in Texas. Moreover, specific jurisdiction is proper over The Truck Stop Defendants (under the stream of commerce plus theory) because The Truck Stop

Defendants conduct business in Texas and specifically serve Texas as a marketplace for its good, and the sexual assault and trafficking of Jane Doe #1 that formed the basis of this lawsuit occurred in Texas.

VII.

VENUE AND JURISDICTION

Venue is proper in Harris County, Texas pursuant to section 15.002(a)(1) of the Texas Civil Practice & Remedies Code, because a substantial part of the acts and omissions that gave rise to the sexual exploitation, human trafficking, and sexual assault of Jane Doe #1, a minor, occurred in Harris County, Texas. Plaintiff further adopts and incorporates all other factual allegations contained elsewhere in this petition in support of its venue allegations, including, without limitation, such facts alleged in the “FACTS” portion of this petition. Venue is moreover proper as to all Defendants under Texas Civil Practice & Remedies Code §15.005.

Jurisdiction of this case is proper in the District Court of Harris County, Texas, and the case is not subject to removal to Federal Court. Plaintiff has not alleged any claims or causes of action under federal law. Moreover, this case is non-removable under 28 U.S.C. § 1441 because, as demonstrated above, numerous Defendants are citizens of Texas, including Backpage.com, LLC, Rutik, LLC, and Carl Ferrer. Because at least one defendant is a citizen of Texas, there is a lack of complete diversity as required under 28 U.S.C. §1332(a)(2), and the presence of a forum state defendant—either of which is sufficient to prevent removal of this action. Therefore, there is no objective reasonable basis for removal, and Plaintiff invokes the attorney fees’ provision under 28 U.S.C. § 1447(c) for the reasonable and necessary fees that would be required for filing a motion to remand in this action, should this action be improperly removed to federal court.

VIII.

FACTS

A. JANE DOE #1, A MINOR AT THE TIME, IS SEXUALLY EXPLOITED AND, TRAFFICKED AT HOTEL DEFENDANTS' AND TRUCK STOP DEFENDANTS' LOCATIONS THROUGH THE USE OF BACKPAGE.

Right before her sixteenth birthday, in approximately early 2014, Jane Doe #1 was sexually exploited through the use of www.backpage.com (commonly referred to as "Backpage"). Jane Doe #1 was caused by any means, by her exploiter, to prostitute herself out and underwent the worst type of sexual exploitation and abuse to preform sexual acts on countless individuals who sought criminal sexual conduct from a minor in exchange for a fee from 2014 to 2015 at the Hotel Defendant's and Truck Stop Defendant's property. Through The Backpage Defendants' knowing use of advertisement sanitization techniques to masquerade advertisements looking to sexually exploit minors as legal advertisements for escorts, Jane Doe #1 was caused by any means into human trafficking and the sexual exploitation while a minor and suffered as well as continues to suffer significant personal injuries and damages as a result.

B. SEX TRAFFICKING OF MINORS HAS EXPLODED IN THE LAST DECADE AS A RESULT OF THE INTERNET MARKETPLACE OF SEXUAL ASSAULT AND SEXUAL EXPLOITATION CREATED BY THE BACKPAGE DEFENDANTS

According to the United States Department of Homeland Security in 2016, the horrific crime of human trafficking and the sexual exploitation of minors generates billions of dollars each year in illegal proceeds, making it more profitable than any transnational crime except drug trafficking. While precise data concerning the black-market trade is scarce, in 2013 it has been estimated that there were as many as 27 million victims of human trafficking and the sexual exploitation of minors worldwide—including 4.5 million people trapped in sexual exploitation. Too often, the victims of sex trafficking, including Jane Doe #1, are minors caused by any means

into prostitution. The Department of Justice has reported that more than half of the sex-trafficking victims are 17 years old or younger. In 2014, the National Center for Missing and Exploited Children reported an 846% increase from 2010 to 2015 in reports of suspected child sex trafficking—an increase the organization has found to be “directly correlated to the increased use of the internet to sell children for sex.” With the help of online advertising, traffickers can maximize profits, evade law enforcement detection, and maintain control of victims by transporting them quickly between locations. The state of Texas and city of Houston have not escaped this horrific trend. Recent media reports indicate that Texas has the second highest number of calls to the National Human Trafficking Resources Center in the Nation. Moreover, as recent as 2015, Houston was determined to have the highest number of trafficking victims in the nation.

Online advertising has transformed the commercial sex trade, and in the process, has contributed to the explosion of domestic sex trafficking. Sex trafficking previously took place (and continues to through the aid of online advertising) on the streets, casinos, truck stops, and in other physical locations. Now, most child sex trafficking, including the trafficking of Jane Done #1, occurred online. Backpage is the leading online marketplace for human trafficking and the sexual exploitation of minors and commercial sex, including human trafficking and the sexual exploitation of minors. According to the United States Senate Permanent Subcommittee on Homeland Security and Government Affairs, Backpage is involved in 73% of all child trafficking reports that the National Center for Missing and Exploited Children receives from the general public (excluding reports by Backpage itself). The National Association of Attorneys General has aptly described Backpage as a “hub” of “human trafficking, especially the trafficking of minors.”

The Backpage Defendants do not deny that its site is used for criminal activity, including the sale of children for sex. As found by the United States Subcommittee Report, attached as

Exhibit A, internal company documents clearly demonstrate that Backpage has long maintained a practice of altering ads before publication by deleting words, phrases, and images indicative of child sex trafficking and sex trafficking, as well as “educating” users how to make illegal ads for prostitution appear as legal ads for escorts. For example, on July 28, 2011, Backpage co-founder, James Larkin, cautioned Backpage CEO, Carl Ferrer, against publicizing The Backpage Defendants moderation practices, explaining that “we need to stay away from the very idea of editing the posts, as you know.” Backpage had good reason to conceal its editing practices: Those practices served to sanitize the content of innumerable advertisements for illegal transactions, including those prostituting out and trafficking Jane Doe #1—even as The Backpage Defendants represented to the public and the courts that it merely hosted content others had created.

C. THE BACKPAGE DEFENDANTS KNOWINGLY AND SYSTEMATICALLY PARTICIPATED IN HUMAN TRAFFICKING AND SEXUAL EXPLOITATION OF MINORS THROUGH ITS AD SANITIZATION PROCESS

This practice by The Backpage Defendants of systematically editing its adult ads to conceal child human trafficking and the sexual exploitation of minors has been in effect for almost a decade. As early as 2008, The Backpage Defendants and their executives began instructing staff responsible for screening ads (known as moderators) to edit the text of adult ads to conceal the true nature of the underlying transaction. By October 2010, The Backpage Defendants and their executives formalized a process of both manual and automated deletion of incriminating words and phrases, primarily through a feature called the “Strip Term from Ad Filter.” At the direction of CEO Carl Ferrer, the company programmed this electronic filter to “strip”—i.e. delete—hundreds of words indicative of sex trafficking the sex trafficking of minors and prostitution from ads before their publication. The terms that the Backpage Defendants have automatically deleted from ads before publication include “Lolita,” “teenager,” “rape,” “young,” “amber alert,” “little

girl,” “teen,” “fresh,” “innocent,” and “school girl.” When the user (as Jane Doe #1’s trafficker) submitted an adult ad containing one of these “stripped” words, The Backpage Defendants Strip Term from Ad Filter would automatically delete the discrete word and the remainder of the ad would be published. While the Strip Term from Ad Filter changed nothing about the true nature of the advertised transaction or the real age of the person being sold for sex (such as Jane Doe #1 who was 15) thanks to the filter, The Backpage Defendants’ adult ads looked (but were not) “cleaner than ever.” Manual editing entailed the deletion of language similar to the words and phrases that the Strip Term from Ad Filter automatically deleted—including terms indicative of the sexual exploitation and proposed sexual assault of minors, including Jane Doe #1. By The Backpage Defendants’ own internal estimate, by late 2010 the company was editing “70 to 80% of ads” in the adult section either manually or automatically.

Along with its automatic Strip Term Filter and Manual Editing, The Backpage Defendants also reprogrammed its electronic filters to coach human traffickers looking to exploit minors using Backpage on how to post “clean” ads selling minors and other victims, including Jane Doe #1, to be sexually assaulted. Initially, when a user attempted to post an ad with a forbidden word, the user would receive an error message identifying the problematic word choice to “help” the user, as Backpage CEO Carl Ferrer puts it. For example, a user advertising sex with a “teen” would get the error message “sorry, teen is a banned term.” By simply redrafting the ad, the user would be permitted to post a sanitized version. Backpage employed a similarly helpful error message in its “age verification” process of adult ads. In October 2011, Ferrer directed his technology consultant to create an error message when a user supplied an age under 18 years. The message would appear informing the trafficker that “Oops! Sorry, the ad poster must be over 18 years of age.” With a

quick adjustment to the poster's age, the ad would post despite the fact that the advertisement was still that for the sexual exploitation and sexual assault of a minor.

In November of 2010, Ferrer, along with The Backpage Defendants, concluded that the error message method of sanitizing human trafficking and the sexual exploitation of minors advertisements on Backpage was inefficient when the customer itself was responsible for redrafting the ad after the error message appeared. Therefore, instead of having the human trafficker or exploiter posting an advertisement edit the ad after submission, Ferrer ordered Backpage to implement a system to "strip out a term after the customer submits the ad and before the ad appears in the moderation queue." This meant that upon the submission of an advertisement containing one of the banned words related to human trafficking or the sexual exploitation of minors, the banned word would be **automatically deleted** from the advertisement instantaneously *before* any moderator screening. After the term was automatically deleted due to the Strip Term from Ad Filter, the moderator would then be sent the advertisement and given the ability to continue to fix any other signs indicative of the sexual of minors. The Strip Term from Ad Filter concealed the illegal nature of countless ads, including those used to victimize and traffic Jane Doe #1, and systematically delete words indicative of child sex trafficking and the sexual exploitation of minors before the ads even reach moderators.

This sanitization process described above was not done inadvertently by The Backpage Defendants or without knowledge that its sanitization process was encouraging and assisting human traffickers and exploiters to exploit minors and other victims, including Jane Doe #1. Backpage moderators as reported in the Senate Subcommittee Report stated that The Backpage Defendants and everyone working at Backpage knew the adult section ads were for prostitution and that their (the moderators) job was to put lipstick on a pig by sanitizing them. The Backpage

Defendants also knew that advertisers use its site extensively for child sex trafficking. Despite this knowledge, The Backpage Defendants have refused to act in a reasonable and responsible manner to these complaints—but instead use the sanitization process to avoid potential criminal investigations and enhance sex traffickers’ ability to exploit minors while going undetected.

Moreover, this sanitation process was not implemented on an ad hoc basis by The Backpage Defendants but a systematic process that demonstrated a clear company policy to help human traffickers avoid law enforcement detection and continue the victimization and sexual assault of minors, including Jane Doe #1, and other young women against their will. In December of 2009, The Backpage Defendants and their executives prepared a training session for their team of moderators on the sanitization process. The PowerPoint presentation prepared for the session instructed moderators to fully implement by January 1, 2010 the Adult Moderation pre-posting review que. Most importantly, the presentation explained that “Terms and code words indicating illegal activities require removal of ad or words. Backpage executives kept their word and formalized and fully implemented the company-wide sanitation process in early 2010. In an April 2010, Ferrer emailed a note to himself with the subject line “Adult clean up tasks,” Ferrer confirmed that as of April 2010 staff were “moderating ads on a 24/7 basis.” In a section of the note, Ferrer noted that “Ads with bad images or bad test [sic—text] will have the image removed or the offending text removed.” In a section titled “Additional Steps,” Ferrer noted that “text” could be cleaned up more as users become more creative.

Ferrer and The Backpage Defendants did not just discuss ways to make the sanitization process of human trafficking and sexual exploitation of minor advertisements more effective, but actively engaged in updating the word bank of terms to make the adult section appear “cleaner

than ever.” For example, in a December 1, 2010 email addressed to Backpage moderators and Ferrer, Padilla stated that:

- “Between everyone’s manual moderations, both in the queue and on the site, and the Strip Term from Ad Filters, things are cleaner than ever in the Adult section.
- In an effort to strengthen the filters even more and avoid the repetitive task of manually removing the same phrases every day, every moderator starts making a list of phrases you manually remove on a regular basis?
- Included in your lists should be popular misspellings of previously banned terms that are still slipping by.
- To avoid unnecessary duplicates, I’m attaching a spreadsheet with the most current list of coded terms set to be stripped out.”

The spreadsheet attached to Padilla’s email indicates that the following words (among others) were automatically deleted from adult ads by the Strip Term from Ad Filter before ads were published:

- Lolita (and its misspelled variant, lollita)
- Teenage
- Rape
- Young

Moreover, multiple documents and communications from the Backpage Defendants demonstrate the inclusion of these and other terms in the Strip Term from Ad Filter. Over the course of the next several months, Backpage added additional words to the Strip Term from Ad Filter, including:

- Amber alert

- Little girl
- Teen
- Fresh
- Innocent
- School Girl

When a user submitted an adult ad containing one of the above forbidden words, The Backpage Defendants Strip Term from Ad Filter would immediately delete the discrete word and the remainder of the ad *would be published* after moderator review. Of course, the Strip Term from Ad Filter changed nothing about the real age of the person being sold for sex or the real nature of the advertised transaction, nor was this The Backpage Defendants' goal. By July 2010, The Backpage Defendants were praising moderation staff for their editing efforts. Ferrer circulated an agenda for a July 2010 meeting of The Backpage Defendants' Phoenix staff and applauded moderators for their work on "adult content" and encouraging Backpage staff to keep up the good work. Ferrer elaborated in an August 210 email that Backpage currently had a staff of 20 moderators working 24/7 to remove any sex act pics and other code words for sex for money.

D. THE BACKPAGE DEFENDANTS KNOWINGLY CONTINUED TO SANITIZE, INSTEAD OF DELETE, ADVERTISEMENTS SEXUALLY EXPLOITING MINORS IN ORDER TO KEEP ITS CUSTOMER BASE OF THOSE LOOKING TO ENGAGE IN THE HUMAN TRAFFICKING AND SEXUAL EXPLOITATION OF MINORS.

For a brief period in 2010, The Backpage Defendants appeared to have second thoughts about facilitating and encouraging human trafficking and the sexual exploitation of minors through the sanitation of Adult Page advertisements. In September of 2010, in response to pressure from Village Voice executives to "get the site as clean as possible," Backpage "empower[ed]" Phoenix-based moderators "to start deleting ads when the violations are extreme and repeated offenses." On September 4, 2010, when Craigslist, the company's chief competitor, shut down its entire adult

section, The Backpage Defendants recognized it was “an opportunity” and “[a]lso a time when we need to make sure our content is not illegal due to expected public scrutiny” (note: not moral obligation to sexually exploited minors such as Jane Doe #1). The Backpage Defendants initially responded by expanding the list of forbidden terms that could trigger the complete deletion of an entire ad—whether by operation of an automated filter or by moderators. Despite finally taking a step in the right direction, The Backpage Defendants soon began to recognize that the deletion of ads with illegal content was bad for business. Ferrer explained his rationale that ads should be sanitized instead of deleted to the company’s outside technology consultant, DesertNet:

“We are in the process of removing ads and pissing off a lot of users who will migrate elsewhere. I would like to go back to having our moderators remove bad content in a post and then locking the post from being edited.”

This more “consumer friendly” approach chosen by Ferrer and The Backpage Defendants was done in order to ensure that posts were sanitized in a way that avoided law enforcement detection and was used to “teach” the human trafficker or exploiter what they did wrong. This methodical and calculated decision made by The Backpage Defendants to focus all of its efforts on sanitizing instead of removing advertisements of human trafficking and sexual exploitation of minors was done solely for The Backpage Defendants’ own financial gain and with complete disregard for the safety of victims, including Jane Doe #1.

Backpage also programmed the Strip Term from Ad Filter to strip scores of words indicative of prostitution and the sexual exploitation of minors from ads before publication. For ads submitted to the section advertising escorts for hire, the filter deleted words describing every imaginable sex act as well as common terms of the trade such as “full service,” “Pay 2 Play,” and “no limits.” In addition, The Backpage Defendants programmed the filter to edit obvious prostitution price lists by deleting any time increments less than an hour (e.g. \$50 for 15 minutes)

and to strip references to a website called “The Erotic Review” or “TER”—a prominent online review site for prostitution. **The Backpage Defendants thus designed the Strip Term from Ad filter to delete, without a trace, hundreds of words and phrases indicative of prostitution from ads before their publication—cloaking those advertisements with the appearance of legality while concealing their true intent.**

By February 2011, Ferrer was boasting that the Strip out sanitization system “affects almost every adult ad” on Backpage. Ferrer continued to boast that it was “pretty cool” to see how aggressively Backpage was using the strip out function to conceal the advertisements true purpose—human trafficking and the sexual exploitation of minors. The Backpage Defendants and their executives continually praised the results of this extensive content-editing effort: “[T]he consensus is that we took a big step in the right direction” [by editing instead of deleting illegal advertisements], Ferrer told Backpage executive Padilla, and that the “content looks great” and Backpage [The Backpage Defendants] should keep its goal to “tame the content down even further while keeping good content and users.”

The Backpage Defendants’ internal company communications demonstrate The Backpage Defendants and their executives’ actual knowledge that the purpose of Backpage’s systematic editing was to sanitize prostitution and sexual exploitation of minors advertisements to avoid State and Law Enforcement repercussions against Backpage for encouraging and promoting human trafficking as well as the sexual assault and sexual exploitation of minors. As explained in an October 10, 2010 Backpage internal email from Padilla to Backpage moderators regarding Backpage’s sanitation of adult ads: “it’s the language in the ads that is really killing us with the Attorneys General.” Similarly, Ferrer explained the need for a special “Clean Up” of Backpage’s

adult section in advance of a day on which he expected the “Attorney General investigators to be browsing for escorts.”

E. THE BACKPAGE DEFENDANTS AND CARL FERRER PERSONALLY DIRECTED AND APPROVED BACKPAGE’S PARTICIPATION AND FACILITATION OF THE HUMAN TRAFFICKING OF MINORS, INCLUDING JANE DOE #1.

Ferrer personally directed and approved the addition of new words to the Strip Term from Ad Filter related to the trafficking and prostitution of underage victims. For example, Ferrer told Padilla in a November 17, 2011 email that the word “lolita” is code for under aged girl [sic]. A similar understanding led Ferrer to add the words “daddy” and “little girl” to the Strip Term from Ad Filter. In February 2011, CNN ran a story about a 13-year-old girl named Selena who was sold for sex on Backpage. The report noted that “suspect ads with taglines such as “Daddy’s Little Girl” are common” on Backpage.com. Ferrer’s remedy instead of removing this content from Backpage was to email the CNN story to Padilla and instruct him to add “daddy” and “little girl” to the strip out filter. Similarly, in a June 7, 2011 email, Ferrer told a Texas law enforcement official that a word found in one Backpage ad amber alert is “either a horrible marketing ploy or *some kind of bizarre new code word for an under aged person.*” Ferrer told the Texas official that he would forbid the phrase (not remove the advertisements)—without explaining that, inside The Backpage Defendants operations, this meant the word would be automatically deleted from advertisements to conceal their true nature. Ferrer forwarded this email chain to Padilla and instructed Backpage employees to add “amber alert” to the automatic strip out filter. A June 11, 2012 version of the filter word list indicates that “amber alert” was indeed automatically deleted by the Strip Term from Ad Filter before the advertisement reached moderators. In short, Backpage and Ferrer added such terms to the Strip Term from Ad Filter with full awareness of their implications for child sexual exploitation.

These actions by Ferrer included personally ensuring that known sex traffickers' accounts were not blocked on www.backpage.com and that sex traffickers could post on Backpage with impunity and without recourse from Backpage. For example, Backpage locked the account of "Urban Pimp" for posting numerous ads for sex. When his ads were temporarily blocked, Urban Pimp complained to The Backpage Defendants that his advertisements for sex were blocked and that he was trying to post advertisements for sex in 50 cities all across the United States. Rather than report Urban Pimp to law enforcement or ban Urban Pimp from Backpage, Ferrer advised Urban Pimp that he had unlocked his account and that if his account did not work "email me back direct."

As a matter of policy, The Backpage Defendants moreover chose to err against reporting potential child sexual exploitation in favor of retaining its customer base and avoiding law enforcement review of The Backpage Defendants' actions. For example, In June 2012, The Backpage Defendants instructed its outsourced third-party moderators only to delete suspected child-sex advertisements "**IF YOU REALLY VERY SURE THE PERSON IS UNDERAGE.**" In a similar email, a Backpage supervisor instructed internal moderation staff: "**Young ads do not get deleted unless they are clearly a child.**" Backpage supervisors not only encouraged non-deletion of ads involving the sexual exploitation of minors, but actively instructed moderators not to report advertisements exploiting children to the National Center for Missing and Exploited Children. For example, in an email exchange dated July 11, 2013, Vaught, a Backpage supervisor, instructed a moderator that she "probably would not have reported" the advertisement despite the fact that the woman in the ad looked drugged, underage, and had bruises. In chastising the moderator for her decision, Vaught noted that "these are the kind of reports the cops question us

about” and that while she finds ads “like this” (with clear signs of abuse and trafficking) she does not typically send them to the National Center for Missing and Exploited Children.

F. THE BACKPAGE DEFENDANTS ORDERED EMPLOYEES NOT TO DELETE ADVERTISEMENTS THAT CLEARLY EXPLOITED MINOR VICTIMS OF HUMAN TRAFFICKING.

After an advertisement had already been through the Strip Term Filter and passed to moderators, The Backpage Defendants implicitly and explicitly prevented moderators to reject entire ads due to indications of prostitution, child prostitution, and human trafficking. Documents from The Backpage Defendants indicate that the company permitted moderators to delete only a *de minimis* share of adult ads in their entirety. In January 2011, Ferrer estimated that about five adult sex for money postings are removed out of every 1,000—which equates to only five percent of advertisements that promote prostitution as well as human trafficking and the sexual exploitation of minors being removed from Backpage by The Backpage Defendants. This low removal rate of advertisements promoting human trafficking and the sexual exploitation of minors was by design. For example, on October 24, 2010, Padilla emailed the supervisor of Backpage’s contract moderators to inform her of the edit over delete policy. The email subject line read “your crew can edit” and went on to state:

“[Your team] should *stop Failing ads and begin editing*...as long as your crew is editing and not removing the ad entirely, we shouldn't’ upset too many users. Your crew has permission to edit out text violations and images and then approve the ad.”

In editing advertisements that clearly advertised the sexual exploitation of minors and human trafficking, moderators were instructed by The Backpage Defendants to systematically remove words indicative of criminality before publishing an ad (assuming that the ad still appeared criminal after making it through the Strip Word Filter). As stated by Backpage Employee A in the Senate Subcommittee Report who worked as a Backpage moderator from 2009 through 2015, the

moderator's goal was to remove key phrases that made the ad sound like a prostitute ad rather than an escort ad, dancing around the legality of the ad. **As stated by Backpage Employee A, The Backpage Defendants wanted everyone to use the term "escort," even though the individuals placing the ads were clearly prostitutes.** Therefore, The Backpage Defendants were systematically through both explicit and covert means helping its users turn an intended illegal advertisement for human trafficking or the sexual exploitation of a minor into a seemingly legal escort advertisement—all while concealing the users' true intent.

Testimony under oath by former Backpage moderator Adam Padilla, brother of Backpage executive Andrew Padilla, tracks Backpage Employee A's account. In an August 2, 2016 deposition, Adam Padilla testified that deleting ads for illegal conduct, rather than editing out the indicia of illegality to provide a façade of legality, would have cut into company profits:

A: [M]y responsibility was to make the ads okay to run live on the site, because having to get rid of the ad altogether was bad for business. And so you would want to, you know, make it — take out any of the bad stuff in the ad so that it could still run....

Q: When you say that you viewed your job responsibility to be to take out the bad stuff in ads, you're referring to what we discussed earlier with regard to images that suggested that the ad was advertising money for sex or content that suggested the ad was for an advertisement for money for sex, correct?

A: That is exactly correct.²⁰³

Padilla further testified that moderators even edited live ads that were reported for "Inappropriate Content" by users. According to Padilla, if moderators saw an ad that had inappropriate content that suggested sex for money or images that suggested sex for money, they would remove the offending language and repost the ad. This was ordered by The Backpage

Defendants despite it being “common knowledge” that removing sex for money language before posting does not change the illegal nature of the advertised transaction.

A: [I]t would be pretty much common knowledge that it’s still going to run. So a person is still going to ... do what they wanted to do, regardless.

Q: And do you agree with me if you removed language from an ad that blatantly sells—or says that “I’m willing to have sex with you for money,” and then you post the remainder, you know as the person who edited the ad, that the ad is someone who is trying to sell sex for money, correct?

A: Yes.²⁰⁵

Not only did The Backpage Defendants prevent moderators from deleting advertisements, but The Backpage Defendants moderators themselves used Backpage for prostitution services. For example, Backpage Employee C explained that at least one of her coworkers contacted and visited prostitutes using Backpage ads and told his colleagues about the encounters. Similarly, Backpage Employee A related that some Backpage moderators visited massage parlors that advertised on Backpage. Given the clear company policy and corporate culture of Backpage, those employees who felt that the corporate policy to encourage and assist users to disguise their human trafficking and sexual exploitation of minor ads were wrong did not voice their concerns out of fear for retaliation.

Although The Backpage Defendants’ role in facilitating human trafficking as well as the sexual exploitation of minors was apparent to its employees, company management reprimanded employees who memorialized this role in writing. On October 8, 2010, Padilla and a Backpage moderator made that point clear by ordering moderators not to leave notes in user accounts, even

those who are long time term of use violators. Specifically, Padilla states in the October 8, 2010 email:

“Backpage and you in particular, cannot determine if any user on the site in [sic] involved with prostitution. Leaving notes on our site that *imply that we’re aware of prostitution*, or in any position to define it, *is enough to lose your job over*. There was not one mention of prostitution in the power point presentation. That was a presentation designed to create a standard for what images are allowed and not allowed on the site. If you need a definition of “prostitution” get a dictionary. Backpage and you are in no position to re-define it.

This isn’t open for discussion. If you don’t agree with what I’m saying completely, you need to find another job.”

In January 2013, a moderator copied similar notes into an email to a supervisor: “Could not delete ad. An escort ad suggested that they don’t want a non GFE so I am assuming they are promote [sic] prostitution”. After an apparent telephone conversation, the moderator wrote the supervisor to “apologize” saying that she had to remove the offending picture and “didn’t want to lose the notes.” The supervisor suggested that the moderator communicate in gchat while another supervisor stressed via email that the moderator follow the protocol and not go into detailed explanation. These practices have continued as recently as August 2016, when Backpage moderation supervisor Vaught requested that contract moderators not use the phrase promoting sex, but should instead say “adult ad.”

Despite these admonitions to moderators by The Backpage Defendants, as well as their executives and supervisors, the language of adult ads (both edited and unedited) leave little doubt that the underlying transactions involve human trafficking as well as the sexual assault and sexual exploitation of minors. For example, in a March 2016 internal email, Backpage moderator supervisors were reminded that the following terms were being wrongfully removed from ads, including: PSE (Porn Star Experience), Porn Star, Full Pleasure, Full Satisfaction, Full Hour,

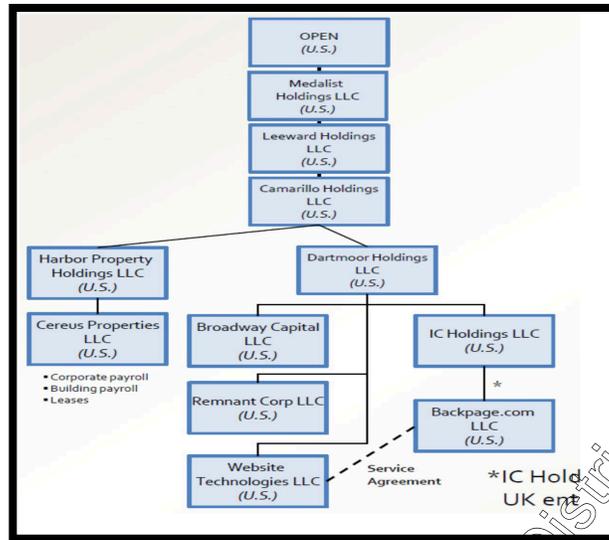
Quickie (even with a price accompanying the term) and GFE—which stands for girlfriend experience—a code word for prostitution.

G. OWNERSHIP STRUCTURE OF THE BACKPAGE DEFENDANTS IS A SMOKE SCREEN TO PROTECT THE SELF-DEALING OF CARL FERRER AND CONCEAL THE TRUE IDENTITY OF WWW.BACKPAGE.COM'S OWNERSHIP INTEREST.

1. The Backpage Defendants' Ownership Structure is Designed to Hide Backpage's True Ownership Through the Use of Shell Limited Liability Corporations.

By 2012, Village Voice Media Holdings changed to Medalist Holdings, LLC, a privately held Delaware entity owned by Lacey, Larkin, Scott Spear, John Brunst, and two of Larkin's children. A February 2015 Agreement and Plan of Recapitalization for Medalist stated that Larkin served as CEO of the company, and Larkin and Lacey retained 42.76% and 45.12% of Medalist shares, respectively. Brunst, who served as CFO, owned 5.67% of the company and Spears owned 4.09%.

At the time, Medalist was Backpage.com, LLC's ultimate corporate parent—five shell companies removed. Medalist owned Leeward Holdings, LLC, which owned Dartmoor Holdings, LLC, which owned IC Holdings, LLC, which owned Backpage.com, LLC. According to Backpage.com, LLC's tax accountant, Medalist and all its subsidiaries filed a single corporate tax return. In addition, Backpage.com, LLC had a service agreement with another of Medalist's ultimate subsidiaries, Website Technologies, LLC, under which Website Technologies performed most of Backpage's outward-facing operations. Prior to its sale in 2014, below is a chart of Backpage.com, LLC's corporate structure.



On December 29, 2014, Medalist entered into a Letter of Intent for the sale of Backpage.com, LLC for \$600 million to a Dutch corporation. The Backpage Defendants have long sought to obscure the identity of the purchaser. According to a contemporaneous report in the *Dallas Business Journal*, the “purchasing company’s name was not disclosed, pending regulatory filings in the European Union.” When questioned about the sale in a June 19, 2015 interview, The Backpage Defendants’ General Counsel, Elizabeth McDougall, claimed she had no information about the transaction except that Backpage had been sold to a Dutch entity. McDougall added that she did not even know the name of the new holding company.

In fact, the purchaser was McDougall’s boss, CEO Carl Ferrer. The December 2014 Letter of Intent listed the buyer as UGC Tech Group C.V., a Dutch partnership headed by Ferrer. The seller was defendant Camarillo Holdings. The transaction was styled as a sale of the membership interest in Defendant Dartmoor Holdings, another shell limited liability corporation that owned Backpage.com, LLC, along with Website Technologies, LLC. The signatories on the Letter of Intent were Brunst, named as “CFO” of Camarillo Holdings, and Ferrer, acting as “Director” of UGC Tech Group C.V. The sale was to be financed with a five-year loan at 7% interest from

Camarillo Holdings to UGC Tech Group C.V. for the full amount of the \$600 million purchase price. A consulting firm engaged by Medalist concluded, however, that the sale was not an arms-length transaction and instead was infected by self-dealing. Rather than an arms-length sale, Lacey and Larkin loaned Ferrer, as Backpage CEO, hundreds of millions of dollars in an entirely seller-financed employee buyout. Under the Letter of Intent, moreover, Lacey and Larkin retained significant financial and operational control over Backpage. The pair, for example, are entitled to amortized loan repayments, earn-outs on future profits, and a 30% participation in any future sale of the company in excess of the purchase price. Moreover, Larkin and Lacey retained a security interest over all Backpage assets, all membership and stock interest in Backpage, and all Backpage bank accounts.

Furthermore, the Letter of Intent subjects Ferrer to significant restrictions on his management of the company until the loan is repaid. Ferrer cannot sell Backpage, assign the loan to another borrower, or even change accountants or outside counsel without approval from Lacey and Larkin. The sale was conditional on Ferrer providing a “five-year business plan satisfactory to the Seller in its sole and absolute discretion.” Ferrer, moreover, also committed to submit to Lacey and Larkin for approval an annual budget, monthly and quarterly balance sheets, and annual audited financial statements. Ferrer also made covenants to give Lacey and Larkin electronic access to The Backpage Defendant’s bank accounts and full access to The Backpage Defendant’s books and records. In addition, Ferrer could not, without approval, change the company’s organizational structure, salaries, banking relationships, or place of domicile. Moreover, according to a loan agreement later executed in connection with the sale, Ferrer could not “engage in any line of business other than the business engaged in on the date of the sale.

Recent reports confirm the significant level of operations control—as well as financial interest—Lacey and Larkin retain over Backpage. The declaration supporting the September 2016 California arrest warrants for Lacey, Larking, and Ferrer, for example, state that “while Ferrer currently runs the day to day operations for Backpage, he and other high-level personnel in Backpage’s structure report regularly to Larkin and Lacey. According to the declaration, moreover, Lacey and Larking also “regularly receive bonuses from Backpage bank accounts. For instance, in September of 2014, Lacey and Larkin each received a \$10 million bonus.” Therefore, it is undeniable that Lacey and Larkin from 2014-2015 played a significant role in The Backpage Defendants actions and continue to have a significant stake in Backpage’s operations.

2. These Transactions make clear that Backpage is a mere Alter Ego of Ferrer, Lacey, and Larkin.

The sale contemplated in the December 29, 2014 Letter of Intent was executed in a series of transactions on April 22, 2015 for a total purchase price of \$603 million. With the help of a consultant called the Corpag Group, a fiduciary and trust company based in Curacao, Ferrer actually created two entities to serve as the direct buyers of Backpage domestic and foreign operations, respectively. Atlantische Bedrijven C.V. (a partnership that purchased Backpage’s U.S. Operations) and UGC Tech Group C.V. (a partnership that purchased Backpage’s foreign operations). Both of these companies are owned, operated, controlled, and managed by Ferrer, through five Delaware-based limited liability companies—Defendants Amstel River Holdings, Lupine Holdings, Kickapoo River Investments, CF Holdings GP, and CF Acquisitions.

Atlantisch Bedrijven bought Backpage’s domestic operations for \$526 million by purchasing the assets of Dartmoor Holdings (one of Backpage’s shell limited liability corporation parents) from Defendant Vermillion Holdings, LLC, which also loaned money to Atlantische Bedrijven for the purchase. As a consequence, Atlantische Bedrijven as of today owns Backpage

and Website Technologies, among other entities. For the sale of Backpage’s foreign operations, the parties executed a similar series of transactions, involving slightly different corporate entities on the buyer’s side, for a purchase price of approximately \$77 million. For the purposes of these transactions, the buyer and borrower was UGC Tech Group, whose sole general partner was CF Holdings, GP a Delaware-based limited liability corporation owned and operated by Ferrer, the managing member.

According to a tax partner at a consulting firm engaged on Backpage-related matters, this unusual structure—involving multiple layers of holding companies, both domestic and foreign—provide no tax benefit to The Backpage Defendants. In fact, all profits within the corporate structure flow up to the U.S. based Amstel River holdings (of which Ferrer is the only member) for tax purposes and all Dutch entities are ignored. Brunst confirmed in an email to the consulting firm, obtained by the United States Subcommittee investigating The Backpage Defendants’ long history of human trafficking, that Atlantisch Bedrijven is subject to United State tax on its earnings and serves as nothing more than a “pass through” entity owned by Carl Ferrer, a United States citizen.

THE TRUCKSTOP DEFENDANTS— KNOWINGLY BENEFITTING FROM THE TRAFFICKING AND SEXUAL EXPLOITATION OF JANE DOE #1, AS WELL AS THE SEXUAL EXPLOITATION OF OTHER CHILDREN

A. TRUCK STOPS ARE HOTBEDS FOR THE SEXUAL ASSAULT AND SEXUAL EXPLOITATION OF MINORS

It is well recognized that sex trafficking, also known as trafficking of persons, is present at commercially-operated truck stops due to their remote locations as well as a male dominant-customer base that use the facilities. These locations are often insulated from local communities and authorities, making commercial truck stops a convenient place for transient customers to purchase sex with minimal concerns of detection. Because these locations are also geographically

isolated, it is difficult for victims to leave their situations and allows traffickers to quickly and frequently move victims without interference or undue attention. Additionally, traffickers reap significant profits by making commercial sex accessible to a largely transient customer base that is willing to pay. While sex trafficking also occurs at state-operated rest areas and welcome centers, as noted by the human trafficking hotline, sex trafficking is often most prevalent in commercially-operated truck stops where truckers are offered more privacy and access to amenities such as lodging, dining, and entertainment.

The issue of human trafficking and the sexual exploitation of minors at commercial truck stops has become so rampant that the organization Truckers Against Trafficking was formed to help raise awareness of the issue. Recent raids of commercial truck stops in the United States have resulted in the arrest of over 120 traffickers at commercial truck stops. Moreover, cities such as Oklahoma City, Oklahoma have filed (and succeeded) in lawsuits against commercially operated truck stops that are known for human trafficking. For example, District Judge Bryan Dixon of Oklahoma City in a 2010 lawsuit issued that a commercial truck stop notorious for prostitution take the following steps:

- Post and maintain “No Trespassing” and “No Soliciting” signs in conspicuous places on the property;
- Repair, replace, and enhance fencing around the truck stop and maintain that fencing;
- Increase lighting or improve video camera capabilities on the property and purchase, maintain, and monitor video equipment in a manner sufficient to provide continuous surveillance of the truck parking lot for prostitution, and provide copies

of all video surveillance data in usable form to the police department upon requests;
and

- Immediately hire CLEET (Council on Law Enforcement, Education, and Training) certified security guards.

B. JANE DOE #1 WAS CONTINUALLY TRAFFICKED, AND SEXUALLY EXPLOITED AT THE TRUCK STOP DEFENDANTS' LOCATIONS AS A RESULT OF THE TRUCK STOP DEFENDANTS' WILLINGNESS TO ACCEPT THE UNSPOKEN BENEFITS OF CATERING TO THOSE WHO LOOK TO SEXUALLY EXPLOIT MINORS.

In response to the advertisements by Jane Doe #1's exploiter, who by any means caused Jane Doe #1 to advertise for sex on Backpage, Jane Doe #1 on multiple occasions was taken to the locations of the Truck Stop Defendants, which were hotbeds for human trafficking and sexual exploitation, and was exploited for sex. While at the locations of the Truck Stop Defendants, Jane Doe #1 would often see several woman engaging in blatant acts of prostitution at the Truck Stop Defendants' locations. These blatant acts of prostitution were never questioned by the Truck Stop Defendants' owners, employees, and/or security guards, who upon information and belief, had actual knowledge of human trafficking, including the sexual exploitation of minors, occurring at their truck stop locations.

For example, despite seeing employees on numerous occasions at the Truck Stop Defendants' locations, Jane Doe #1 was rarely, if ever, approached and/or stopped by employees— at any of the Truck Stop Defendants' locations from 2014 to 2015, the time in which Jane Doe #1 was being exploited. Moreover, security guards or employees never came to the rescue of Jane Doe #1, a minor, by using proven human trafficking and the sexual exploitation of minors' awareness techniques to interview Jane Doe #1, a minor. Moreover, the Truck Stop Defendants failed to take any action to implement security measures such as enhanced fencing, increased

lighting, and improved surveillance and video monitoring equipment in order to control access to the property and observe travelers sitting for hours at the Truck Stop Defendants' locations. For example, Jane Doe #1's exploiter would sit in the car while Jane Doe #1 was sexually exploited at the Truck Stop Defendants' locations.

C. THE TRUCK STOP DEFENDANTS KNOWINGLY ALLOWED AND BENEFITED FROM THE REPEATED HUMAN TRAFFICKING AND SEXUAL EXPLOITATION OF MINORS, INCLUDING JANE DOE #1 ON THEIR PROPERTY.

Given the prevalence of human trafficking and the sexual exploitation of minors at commercial truck stops and the clear industry knowledge that truck stops are a hotbed for human trafficking and sexual exploitation activity, the Truck Stop Defendants, all commercial truck-stop operators, are in a unique and important position to stop human trafficking and the sexual exploitation of minors and take preventative measures, such as those ordered by the Court in Oklahoma City, to prevent human trafficking and the sexual exploitation of minors. Upon information and belief, given the abuse suffered by victims like Jane Doe #1, the Truck Stop Defendants have failed to take proper preventative measures to combat human trafficking and the sexual exploitation of minors because doing so would discourage those seeking to sexually exploit minors from staying at their truck stops. Upon information and belief, the Truck Stop Defendants knowingly benefit from human trafficking and the sexual exploitation of minors by allowing human trafficking and the sexual exploitation of minors to occur on their premise in order to secure the loyalty of truck stop customers who routinely seek to pay for sex. Therefore, while not overtly, the Truck Stop Defendants have knowingly participated in the venture of human trafficking and the sexual exploitation of minors by allowing (without recourse, restraint, or care for the welfare of minors who were victims of sexual exploitation, including Jane Doe #1) human trafficking and the sexual exploitation of minors on their premise.

THE HOTEL DEFENDANTS—HOTEBEDS OF SEXUAL EXPLOITATION

A. HUMAN TRAFFICKING AND THE SEXUAL EXPLOITATION OF MINORS IS A RAMPANT AND KNOWN PROBLEM IN THE HOTEL INDUSTRY.

According to the Polaris Project, one of the most commonly reported venues for sex trafficking to the National Human Trafficking Hotline is hotels and motels. It has long been recognized that exploiters and traffickers use hotel and motel rooms when setting up “dates” between victims of sex trafficking and those individuals purchasing sex. Traffickers have long capitalized on the hotel industries’ refusal to adopt companywide anti-trafficking policies, train staff on what to look for and how to respond, establish a safe and secure reporting mechanism, as well as the seclusion and privacy of hotel rooms. As aptly stated in a publication by Cornell University on the issue, “the hospitality industry is undoubtedly involved in the sex trafficking industry...and therefore have an inherent responsibility to deter the crime and can be liable for failing to do so.” According to a 2012 BEST study, 63% of trafficking incidents happen in hotels, ranging from luxury to economy, with the majority of victims being children. The ease of access and anonymity of hotels coupled with the internet websites like www.backpage.com has led to an explosion in child sexual exploitation nationwide and particularly in Houston.

In response to this horrific trend in the hotel industry, several industry leaders and municipalities, including the City of Baltimore and State of Connecticut, now require mandatory training on how to recognize and respond to the signs of human trafficking and the sexual exploitation of minors. In spotting signs of human trafficking and the sexual exploitation of minors, such as paying for a room with cash or a pre-paid credit card, another guest lingering outside the room for long periods of time, several guests coming and going from the hotel without

checking into a room, and minor children paying for rooms, a responsible hotel is able to train staff that can mitigate and prevent human trafficking and the sexual exploitation of minors from occurring on their premise.

This sentiment is re-affirmed by the United States Department of Homeland Security's Blue Campaign to end human trafficking. In a recent Blue Campaign bulletin, the Department of Homeland Security outlines that traffickers have long used the hotel industry as a hotbed for human trafficking and has recommended policies and procedures that the industry can take to help prevent human trafficking and the sexual exploitation of minors.

B. Jane Doe #1 was Repeatedly Exploited in The Hotel Defendants' Hotels and Motels.

Jane Doe #1, from 2014 to 2015, was repeatedly exploited at the Hotel Defendants' locations by her trafficker. Jane Doe #1 would be instructed by her trafficker to meet child molesters at The Hotel Defendants' locations. Jane Doe #1, who was a minor at the time, was instructed to rent out a room or have her exploiters rent out a room at the Hotel Defendants' location using payment methods without any identification, name, or other information being requested by The Hotel Defendants. Once a room was rented, numerous johns would come and go from the hotel room sexually exploiting Jane Doe #1. Despite this constant flow of male customers (who were not hotel guest) to and from Jane Doe #1's (who was a minor showing clear signs of abuse and sexual exploitation) hotel room (which was purchased with a pre-paid credit card or cash), The Hotel Defendants refused to take any steps to alert the authorities, properly intervene in the situation, or take reasonable security steps to improve awareness of sex trafficking and/or prevent the sexual exploitation of minors at their properties. This failure lead to Jane Doe #1's continued sexual exploitation and sexual assaulted while The Hotel Defendants turned a blind eye to the plague of human trafficking and the sexual exploitation of minors at their locations. Upon

information and belief, this was done to maximize profits by (a) reducing the cost of training employees and managers of how to spot the signs of human trafficking and the sexual exploitation of minors and what steps to take (b) not refusing room rentals in order to fill vacant rooms, even if those rentals were to minors who were being exploited by human traffickers, including Jane Doe #1, (c) lowering security cost for not having proper security measures, including a CLEET certified security guard to help prevent human trafficking on The Hotel Defendants' locations, and (d) cutting down on the cost of employing lawyers to properly respond to law enforcement subpoenas requesting security footage and other information to assist in the prosecution of human traffickers.

IX.

CAUSES OF ACTION

I. CAUSES OF ACTION AGAINST THE BACKPAGE DEFENDANTS

A. Violation of Texas Civil Practice and Remedies Code Chapter 98

Plaintiff incorporates the facts and allegations stated in the preceding paragraphs as if fully restated herein. The Backpage Defendants' acts, omissions, and commissions, taken separately and/or together outlined above constitute a violation of Texas Civil Practice and Remedies Code § 98.002. Specifically, The Backpage Defendants had a duty not to knowingly benefit from trafficking of persons, including Jane Doe #1.

At all relevant times, The Backpage Defendants breached this duty by knowingly participating in the facilitation of trafficking minors, including Jane Doe #1, by acts and omissions including, but not limited to:

- Accepting advertising fees from www.backpage.com from human traffickers, including Jane Doe #1's trafficker, despite actual and/or constructive knowledge

that those advertisements were for illegal activities, such as, but not limited to human trafficking, prostitution, and/or sexual exploitation of minors;

- Designing and implementing The Strip Term from Ad Filter to automatically sanitize advertisements intended to promote human trafficking, prostitution, and/or the sexual exploitation of minors in an effort to maximize advertising revenue, customer satisfaction, and avoid law enforcement detection of illegal acts;
- Designing and implementing in order to maximize revenue a manual moderation system intended to sanitize posted content advertising human trafficking, prostitution, and/or the sexual exploitation of minors to give those ads the appearance of promoting legal escort services as opposed to illegal services;
- Implementing a corporate policy to maximize revenue of sanitizing advertisements promoting human trafficking, prostitution, and/or sexual exploitation of minors instead of removing those advertisements from www.backpage.com or reporting those advertisements to the proper law enforcement officers;
- Knowingly implementing a corporate policy in order to maximize profit from the adult section of Backpage.com that discouraged moderators and employees of [Backpage](http://Backpage.com) from contacting the authorities and/or advocacy groups when advertisements on Backpage.com clearly promoted human trafficking, prostitution, and/or sexual exploitation of minors;
- Knowingly refusing to pull down advertisements (after [Backpage](http://Backpage.com) had internally sanitized the ad either manually or with the use of the Strip Term from Ad Filter) that clearly demonstrated minors were being exploited and trafficked for sex; and

- Knowingly refusing to pull down advertisements after reports and/or complaints that the advertisement was being used to exploit a minor.

As described throughout this petition and above, The Backpage Defendants received substantial financial benefits as a result of these acts and/or omissions. Moreover, The Backpage Defendants received a direct financial benefit of the advertising fee paid by Jane Doe #1's trafficker on www.backpage.com sexually exploiting Jane Doe #1, while she was a minor. These acts, omissions, and/or commissions were the producing, but for, and proximate cause of Jane Doe #1 injuries and damages. Therefore, The Backpage Defendants are in violation of Texas Civil Practice and Remedies Code § 98.002.

B. Negligence

Plaintiff incorporates the facts and allegations stated in the preceding paragraphs as if fully restated herein. The Backpage Defendants had a duty of care to operate www.backpage.com in a manner that did not sexually exploit minor children, including Jane Doe #1. Moreover, The Backpage Defendants had a duty of care to take reasonable steps to protect the foreseeable victims of the danger created by their acts and omissions, including the danger created by their online marketplace for sex trafficking and their actions in perpetuating that marketplace by helping sex traffickers sanitize ads to avoid law enforcement detection and post their ads.

The Backpage Defendants breached the foregoing duties because they knew, or should have known, that adults working as sex traffickers were using their website to post advertisements of minor children for sex, including such advertisements of Jane Doe #1. Despite this knowledge, the Backpage Defendants took no steps to protect those children, including Jane Doe #1.

As a direct and proximate result of The Backpage Defendants' wrongful acts and omissions, Jane Doe #1 suffered, and continues to suffer, severe injuries and damages including but not limited to:

- (a) Past and future conscious physical pain and mental anguish;
- (b) Past and future medical expenses, including the expenses that in reasonable probability will be incurred in the future; and
- (c) Past and future pain and suffering.

C. Gross Negligence

Plaintiff incorporates the facts and allegations stated in the preceding paragraphs as if fully restated herein. Jane Doe #1 will show that the acts and/or omissions of The Backpage Defendants constitute gross negligence. The Backpage Defendants acted with willful, wanton, disregard, both before and at the time of the incidents in question, given the extreme degree of risk of potential harm to Jane Doe #1 and others, of which the Backpage Defendants were aware. Despite this knowledge, the Backpage Defendants proceeded with the acts and omissions described above with conscious indifference to the rights, safety, or welfare of others, including Jane Doe #1. Accordingly, Jane Doe #1 seeks an award of exemplary damages against The Backpage Defendants.

D. Outrage

Plaintiff incorporates the facts and allegations stated in the preceding paragraphs as if fully restated herein. The Backpage Defendants engaged in extreme and outrageous conduct, when viewed from an objective person in the community, by knowingly allowing sex traffickers to advertise children for sex on their website, including Jane Doe #1, and by assisting sex traffickers in creating and developing the content of those ads in a way that was meant to avoid law enforcement detection.

As a result of this extreme and outrageous conduct, many men used www.backpage.com to gain access to Jane Doe #1 and sexually exploit her. The Backpage Defendants knew that this extreme and outrageous conduct would inflict severe emotional and psychological distress on others, including Jane Doe #1, and Jane Doe #1 did, in fact, suffer severe emotional and psychological distress as a result. Jane Doe #1's damages and injuries which are the producing, direct, and proximate cause of these actions include severe mental anguish, humiliation, and emotional and physical distress.

E. Aiding and Abetting

Plaintiff incorporates the facts and allegations stated in the preceding paragraphs as if fully restated herein. By the course of conduct, acts, and omissions alleged herein, The Backpage Defendants intentionally aided and abetted, by assisting and participating with, and by assisting or encouraging each other as well as the other Defendants to commit the tortious result—including, but not limited to, violation of Texas Civil Practice & Remedies Code §98.002, negligence, outrage, and gross negligence.

By the course of conduct, acts, and omissions alleged herein, The Backpage Defendants also intentionally aided and abetted, by assisting and participating with and by assisting or encouraging each other as well as Jane Doe #1's trafficker in the commitment of the tortious acts between themselves and along with each other Defendant.

With respect to assisting or encouraging, The Backpage Defendants tortious acts, when viewed individually and separate apart from each other and the other defendants and Jane Doe #1's trafficker, were a breach of duty to Jane Doe #1 and a substantial factor in causing the tortious activity alleged herein.

Moreover, each of The Backpage Defendants (a) had knowledge that each member of The Backpage Defendants and Jane Doe #1's trafficker's conduct constituted a tort; (b) had the intent to assist the other Backpage Defendants and Jane Doe #1's trafficker in committing a tort; (c) gave the other Backpage Defendants and Jane Doe #1's trafficker assistance or encouragement; and (d) assistance by the Backpage Defendants of Jane Doe #1 trafficker's torts was a substantial factor in causing the tort.

With respect to assisting and participating, Jane Doe #1's trafficker's tortious result (a) The Backpage Defendants provided substantial assistance to Jane Doe #1's trafficker and the other defendants in accomplishing the tortious result; (b) The Backpage Defendants own conduct, separate from Jane Doe #1's trafficker and the other defendants' conduct, was a breach of duty to Jane Doe #1 and (c) The Backpage Defendants' participation was a substantial factor in causing the tortious result.

Jane Doe #1 therefore seeks damages and remedies against each of The Backpage Defendants individually for the aiding and abetting alleged herein. As aiders-and-abettors, all of the Backpage Defendants are jointly and severally responsible with one another for the injuries and damages suffered by Jane Doe #1.

F. Civil Conspiracy

Plaintiff incorporates the facts and allegations stated in the preceding paragraphs as if fully restated herein. Each of The Backpage Defendants entered into a civil conspiracy with the other Defendants herein. The acts of this conspiracy clearly demonstrate that the result was to accomplish an unlawful purpose by unlawful means, including but not limited to, promoting and assisting human traffickers in promoting sexual exploitation of minors, including Jane Doe #1. The Backpage Defendants had a meeting of the minds on the object of the conspiracy and its course

of action, and at least one or more of The Backpage Defendants, as alleged herein, committed at least one or more unlawful, over acts to further the object or course of action of the conspiracy.

Jane Doe #1 suffered injury and damages as a direct and proximate result of the wrongful act. The civil conspiracy alleged herein, and the individual predicate misconduct, wrongful acts and omissions alleged, were a direct, producing, and proximate cause of the injuries and damages to Jane Doe #1. The civil conspiracy alleged herein, and the individual predicate misconduct, wrongful acts, and omissions alleged were moreover a substantial factor in bringing about the injury and damages to Jane Doe #1, and without such civil conspiracy alleged herein, and the individual predicate misconduct, wrongful acts, and omissions alleged, the injury and damages would not have occurred. Moreover, a person of ordinary intelligence in The Backpage Defendants' position would have foreseen that the damages alleged herein might result from the civil conspiracy alleged herein, and the individual predicate misconduct, wrongful acts, and omissions alleged.

The damages and remedies sought by Jane Doe #1 for the civil conspiracy alleged herein, and the individual predicate misconduct, wrongful acts, and omissions alleged include the following:

- (a) actual damages;
- (b) direct damages;
- (c) consequential damages;
- (d) exemplary damages;
- (e) that a constructive trust be placed upon proceeds, funds, property, or anything else of value obtained by or as a result of the civil conspiracy;
- (f) equitable remedy of disgorgement – that all profits of the defendants from the misconduct be disgorged in favor of Plaintiff;

- (g) that the Court grant a receivership and appoint a receiver to inventory all proceeds, funds, property, or anything else of value obtained by or as a result of the conspiracy, trace any funds, and administer a trust (constructive or otherwise) for the benefit of Plaintiff;
- (h) reasonable and equitable attorney fees;
- (i) prejudgment and post judgment interest;
- (j) court costs; and
- (k) that Plaintiff be awarded and granted all other and further relief to which she may be justly entitled.

As co-conspirators, The Backpage Defendants are jointly and severally with one another for the injuries and damages suffered by Jane Doe #1.

G. Fraud by The Backpage Defendants

The Backpage Defendants intentionally misrepresented to Texans, including Jane Doe #1, the general public, United States Senate, and law enforcement in Houston (1) its intent to work law enforcement in connection with the trafficking and sexual exploitation of minors, including Jane Doe #1; (2) the validity of the advertisements sanitized and then posted on www.backpage.com as advertisements for escorts—when the advertisements were really those exploiting minors; (3) its intent and promise to the public, law enforcement, and organizations designed to combat the sexual exploitation and sexual assault of minors, including Jane Doe #1, to act as the “sheriff” of the internet and; (4) its intent to act only as a “poster” of content, instead of an active participant in manipulating ads through the Strip Term from Ad Filter and moderator practices to give advertisements exploiting minors the façade of lawfulness.

The Backpage Defendants were aware that the statements made to law enforcement in Houston, Texans, human trafficking organizations, and the United States Senate, were false and/or intentionally omitted to disclose the fact that The Backpage Defendants were actively engaging in

conduct to façade advertisements exploiting minors, including Jane Doe #1, as advertisements for escorts. These representations include, but are not limited to, (a) The Backpage Defendants are merely “host” of third party content—not active participants in concealing the sexual exploitation of minors, including Jane Doe #1, (b) The Backpage Defendants intended to work with law enforcement, including the Houston Police Department and Harris County Sheriff’s Office to stop the sexual exploitation of minors, and (c) The Backpage Defendants did not intend to use www.backpage.com as a marketplace to profit from the sexual exploitation and sexual assault of minors, including Jane Doe #1. Further and in the alternative, The Backpage Defendants made the misrepresentations and omissions recklessly, without any knowledge of the truth.

Law Enforcement in Harris County and the City of Houston reasonably relied upon The Backpage Defendants’ representations to their detriment and therefore were prevented from identifying Jane Doe #1, and other minors, on www.backpage.com as a minor being exploited for sex by her trafficker. Jane Doe #1 has suffered severe damages and injuries as a result of The Backpage Defendants fraud upon the public and law enforcement.

The Backpage Defendants actions alleged herein by and through the course of action, conduct, acts, and omissions alleged were a direct, producing and proximate cause of injury and damages to Jane Doe #1. Such breach was a substantial factor in bringing about injury and damages that would not have occurred. Moreover, a person of ordinary intelligence would have foreseen that the injury and damages alleged herein might result from the tortious interference alleged herein. Damages and remedies sought by Plaintiff for fraud committed by the trust include the following:

- (a) actual damages;
- (b) direct damages;

- (c) incidental and consequential damages;
- (d) unjust enrichment damages;
- (e) that a constructive trust be imposed on the The Backpage Defendants and that the Court sequester hold any benefits or money wrongfully received by the defendant for the benefit of the Plaintiff. Moreover, Plaintiff prays that any and all money by The Backpage Defendants that was received in furtherance of this fraud be traced and that all ill-gotten gains by The Backpage Defendants be placed in a constructive trust;
- (f) Mental anguish and emotional distress damages;
- (g) reasonable and necessary attorney's fees that are equitable and just;
- (h) prejudgment and post-judgment interest;
- (i) court costs; and
- (j) that Plaintiff be awarded and granted all other and further relief to which it may be justly entitled.

H. Joint and Several Liability of the Backpage Defendants

The Backpage Defendants conduct violated Texas Civil Practice & Remedies Code §98.005. Therefore, each of The Backpage Defendants is jointly and severally liable for the entire amount of damages awarded by a jury in this case under Texas Civil Practice & Remedies Code § 98.005

I. Ratification/Vicarious Liability

Plaintiff incorporate the facts and allegations stated in the preceding paragraphs as if fully restated herein. The use of www.backpage.com for advertising minors for sex was so pervasive and known to The Backpage Defendants that it cannot be said such conduct was so unforeseen so as to prevent the Backpage Defendants from being liable for such conduct. Rather, the Backpage Defendants knowingly aided and assisted sex traffickers, including the sex trafficker who posted

the advertisements of Jane Doe #1 on www.backpage.com. Backpage knowingly profited from this illegal and immoral activity.

The Backpage Defendants are therefore liable of the conduct of the sex traffickers on www.backpage.com, including the sex trafficker who posted advertisements of Jane Doe #1, because they ratified this conduct and knowingly reaped the benefits. The Backpage Defendants knew that the sex traffickers were sexually abusing and exploiting children, including Jane Doe #1, yet did nothing because of their financial motive. Given these circumstances, The Backpage Defendants should be held vicariously liable for the actions of the sex traffickers, including the sex trafficker of Jane Doe #1.

J. Alter Ego

To the extent any of The Backpage Defendants assert that they are not liable for the claims of Jane Doe #1 because of their status as a corporation, limited liability corporation, or other business entity, or because they were acting on behalf of a corporation, limited liability corporation, or other business entity, any such protections must be disregarded because The Backpage Defendants have intentionally tried to use those protections to avoid liability for their knowingly illegal conduct, including profiting from conduct that they knew was illegal. The only way to prevent an unjustified loss to Jane Doe #1 is to hold each of The Backpage Defendants liable and to disregard any protections that might otherwise be available because of the effort by The Backpage Defendants to abuse those protections. This is particularly true where The Backpage Defendants have taken significant profits from conduct that they know is illegal, yet they would attempt to use those protections in order to avoid any liability or accountability for their knowingly illegal conduct, and for knowingly accepting illegal profits. It is black letter law that individuals and entities, including corporate officers and owners, may be held liable if they participate in

wrongful conduct or have knowledge of wrongful conduct and approve of the wrongful conduct. Jane Doe #1 alleges that each of The Backpage Defendants knew all of the facts that are alleged in this complaint, including the fact they were accepting significant profits from the illegal advertisements for sex on www.backpage.com, including the advertisements for sex of Jane Doe #1, a minor.

To the extent any of The Backpage Defendants assert that they are not liable for the claims of The Backpage Defendants because of their status as a corporation, limited liability corporation, or other business entity, or because they were acting on behalf of a corporation, limited liability corporation, or other business entity, any such protections must be disregarded because The Backpage Defendants are the alter ego of one another. As more detailed in the “Facts” section of this Petition, The Backpage Defendants tried to use a wide range of entities to deflect the fact that a few individuals and entities owned and controlled www.backpage.com and took the profits from its illegal operations. There has been such unity of ownership and interest that the separateness of the corporation has ceased to exist.

II. CAUSES OF ACTION AGAINST THE TRUCK STOP DEFENDANTS

A. Violation of Texas Civil Practice & Remedies Code §98.002

Plaintiffs incorporate the facts and allegations stated in the preceding paragraphs as if fully restated herein. The Truck Stop Defendants acts, omissions, and commissions, taken separately and/or together outlined above constitute a violation of Texas Civil Practice and Remedies Code § 98.002. Specifically, The Truck Stop Defendants had a duty not to knowingly benefit from trafficking of persons, including Jane Doe #1.

At all relevant times, The Truck Stop Defendants breached this duty by knowingly participating in the facilitation of trafficking minors, including Jane Doe #1, by acts and omissions including, but not limited to:

- Increased profit margins due to lower operation cost by refusing to implement proper training of The Truck Stop Defendants regarding the signs of human trafficking and the sexual exploitation of minors;
- Increased profit margins due to lower operations cost by refusing to install proper fences and other security devices that would control ingress and egress of human traffickers from the Truck Stop Defendants property;
- Increased profit margins due to lower operations cost by refusing to install adequate lighting and security cameras to monitor ingress and egress from The Truck Stop Defendants property of human traffickers and those sexually exploiting minors;
- Increased profit margins due to lower operation cost by refusing to hire qualified security officers who would actively combat human trafficking and the sexual exploitation of minors;
- Increased profit margins due to lower operation cost by refusing to implement proper security measures to prevent the sexual exploitation of minors of the Truck Stop Defendants' property;
- Increased profit margins as a result of continued customer loyalty by child molesters and johns who sought to sexually exploit minors, including Jane Doe #1, due to the Truck Stop Defendants' lack of measures against human trafficking. This customer loyalty lead to continued gasoline, food, shower token, and convenience store purchases;

- Benefit of avoiding law enforcement officials and spending the time to address and properly solve human trafficking and the sexual exploitation of minors on the Truck Stop Defendants' premise. This prevented the Truck Stop Defendants from having to spend time and money filing out all proper and necessary law enforcement reports and information;
- Benefit by avoiding criminal liability by corporations and/or employees who failed to report child abuse—which is a violation of the Texas Penal Code;
- Increased profit margins as a result of presenting a more “marketable brand” to child molesters and johns looking to sexually exploit minors by being known as truck stops with “underage girls”—which in turn leads to higher gasoline, food, and convenience store sales when these child molesters and johns shop at the Truck Stop Defendants' locations;
- Benefiting from lower supplier cost from gasoline suppliers as a result of higher volume at the Truck Stop Defendants locations by johns and child molesters seeking “underage girls”, including Jane Doe #1; and
- Increased profit margins by knowingly catering to the needs of a criminal sub-culture that is looking for locations that will not actively enforce laws against human trafficking and the sexual exploitation of minors or take active security measures to prevent human trafficking and the sexual exploitation of minors on their property.

As described throughout this petition and above, The Truck Stop Defendants have received financial benefits as a result of these acts and/or omissions by continuing to turn a blind eye to human trafficking and the sexual exploitation of minors and the sexual exploitation of minors to keep security and operating cost low while maintaining the loyalty the segment of their customer base that seek to exploit minors, including Jane Doe #1. These acts, omissions, and/or commissions alleged in this pleading were the producing, but for, and proximate cause of Jane Doe #1's injuries

and damages. Therefore, The Truck Stop Defendants are in violation of Texas Civil Practice and Remedies Code § 98.002.

B. Negligence of The Truck Stop Defendants

Plaintiff incorporates the facts and allegations stated in the preceding paragraphs as if fully restated herein. The Truck Stop Defendants had a duty of care to operate each of their truck stops in a manner that did not endanger minor children, including Jane Doe #1. Moreover, The Truck Stop Defendants had a duty of care to take reasonable steps to protect the foreseeable victims of the danger created by their acts and omissions, including the danger created by The Truck Stop Defendants of human trafficking and sexual exploitation of minors' due to The Truck Stop Defendants fostering an environment that encouraged this behavior.

The Truck Stop Defendants breached the foregoing duties because they knew, or should have known, that adults working as sex traffickers were causing by any means minors, including Jane Doe #1, to be sexually exploited and trafficked at the Truck Stop Defendants locations on a repeated basis. Despite this knowledge, The Truck Stop Defendants accepted the unspoken financial benefit mentioned above of allowing human trafficking and the sexual exploitation of minors to occur at their truck stop locations and failed to take reasonable steps to protect children being trafficked or exploited, including Jane Doe #1.

As a direct and proximate result of The Truck Stop Defendants wrongful acts and omissions, Jane Doe #1 suffered, and continues to suffer, severe injuries and damages including but not limited to:

- (a) Past and future conscious physical pain and mental anguish;
- (b) Past and future medical expenses, including the expenses that in reasonable probability will be incurred in the future; and
- (c) Past and future pain and suffering.

C. Joint and Several Liability of The Truck Stop Defendants Under Texas Civil Practice & Remedies Code §98.005

The Truck Stop Defendants' conduct violated Texas Civil Practice & Remedies Code §98.005. Therefore, each of The Truck Stop Defendants is jointly and severally liable for the entire amount of damages awarded by a jury in this case against each of The Truck Stop Defendants, The Backpage Defendants, and/or The Hotel Defendants, under Texas Civil Practice & Remedies Code § 98.005.

D. Common Law Aiding and Abetting Liability

Plaintiff incorporates the facts and allegations stated in the preceding paragraphs as if fully restated herein. By the course of conduct, acts, and omissions alleged herein, The Truck Stop Defendants intentionally aided and abetted, by assisting and participating with, and by assisting or encouraging each other as well as the other Defendants to commit the tortious result—including, but not limited to, violation of Texas Civil Practice & Remedies Code §98.002, negligence, outrage, and gross negligence.

By the course of conduct, acts, and omissions alleged herein, The Truck Stop Defendants also intentionally aided and abetted, by assisting and participating with and by assisting or encouraging each other, as well as Jane Doe #1's trafficker, in the commitment of the tortious acts between themselves and along with each other Defendant.

With respect to assisting or encouraging, The Truck Stop Defendants' tortious acts, when viewed individually and separate apart from each other and the other Defendants, and Jane Doe #1's trafficker, were a breach of duty to Jane Doe #1 and a substantial factor in causing the tortious activity alleged herein.

Moreover, each of The Truck Stop Defendants (a) had knowledge that the actions of Jane Doe #1's trafficker, and the johns who sexually assaulted Jane Doe #1 at the Truck Stop

Defendants' locations, constituted a crime and a tort; (b) had the intent to assist the other Defendants and Jane Doe #1's trafficker in committing a tort by allowing such conduct to go unchecked at The Truck Stop Defendants' location; (c) gave the other Defendants and Jane Doe #1's trafficker assistance or encouragement; and (d) the assistance by The Truck Stop Defendants of Jane Doe #1 traffickers torts was a substantial factor in causing the tort.

With respect to assisting and participating, Jane Doe #1's trafficker's tortious result (a) The Truck Stop Defendants provided substantial assistance to Jane Doe #1's trafficker and the other defendants in accomplishing the tortious result; (b) The Truck Stop Defendants' own conduct, separate from Jane Doe #1's trafficker and the other defendants' conduct, was a breach of duty to Jane Doe #1, and (c) The Truck Stop Defendants' participation was a substantial factor in causing the tortious result.

Jane Doe #1 therefore seeks damages and remedies against each of The Truck Stop Defendants individually for the aiding and abetting alleged herein. As aiders-and-abettors, all of The Truck Stop Defendants are jointly and severally responsible with all other defendants for the injuries and damages suffered by Jane Doe #1.

III. CAUSES OF ACTION AGAINST THE HOTEL DEFENDANTS

A. Violation of Texas Civil Practice & Remedies Code §98.002

Plaintiff incorporates the facts and allegations stated in the preceding paragraphs as if fully restated herein. The Hotel Defendants acts, omissions, and commissions, taken separately and/or together outlined above constitute a violation of Texas Civil Practice and Remedies Code § 98.002. Specifically, The Hotel Defendants had a duty not to knowingly benefit from trafficking of persons, including Jane Doe #1. At all relevant times, The Hotel Defendants breached this duty by

knowingly participating in the facilitation of trafficking minors, including Jane Doe #1, by acts and omissions including, but not limited to:

- Profit from renting rooms to those looking to sexually exploit Jane Doe #1 and other minors;
- Increased profit margins due to lower operation cost by refusing to implement proper training of The Hotel Defendants' employees and managers regarding the signs of human trafficking and the sexual exploitation of minors;
- Increased profit margins due to lower operations cost by refusing to install proper security devices in the Hotel Defendants' lobby, hallways, and parking lots that would help (a) deter human trafficking and the sexual exploitation of minors and (b) be used to identify potential human trafficking and the sexual exploitation of minors situations and alert the proper authorities and/or intervene in an appropriate way;
- Increased profit margins due to lower operations cost by refusing to install adequate lighting and security cameras to monitor ingress and egress from The Hotel Defendants' property of human traffickers and suspicious males looking to sexually exploit minors;
- Increased profit margins due to lower operation cost by refusing to hire qualified security officers who would actively combat human trafficking and the sexual exploitation of minors;
- Increased profit margins due to lower operation cost by refusing to implement proper security measures to prevent the sexual exploitation of minors of The Hotel Defendants' properties;
- Increased profit margins as a result of continued customer loyalty by child molesters and johns who sought to sexually exploit minors, including Jane Doe #1, due to The Hotel

Defendants' lack of measures against the sexual exploitation of minors and human trafficking. This customer loyalty lead to continued alcohol, food, and room sales;

- Benefit of avoiding law enforcement officials and spending the time to address and properly solve human trafficking and the sexual exploitation of minors on The Hotel Defendants premise. This prevented The Hotel Defendants from having to spend time and money filing out all proper and necessary law enforcement reports and information as well as responding to proper and necessary subpoena requests;
- Benefiting by avoiding criminal liability by corporations and/or employees who failed to report child abuse—which is a violation of the Texas Penal code;
- Increased profit margins as a result of presenting a more “marketable brand” to child molesters and johns looking to exploit minors by being known as hotels with “underage girls”—which in turn leads to higher alcohol, food, and room sales when these child molesters and johns visit The Hotel Defendants' locations; and
- Increased profit margins by knowingly catering to the needs of a criminal sub-culture that is looking for locations that will not actively enforce laws against human trafficking and the sexual exploitation of minors or take active security measures to prevent human trafficking and the sexual exploitation of minors on their property.

As described throughout this petition and above, The Hotel Defendants have received financial benefits as a result of these acts and/or omissions by continuing to turn a blind eye to human trafficking and the sexual exploitation of minors to keep security and operating cost low while maintaining the loyalty the segment of their customer base that seek to exploit minors, including Jane Doe #1. Moreover, The Hotel Defendants directly benefited from the sexual exploitation and trafficking of Jane Doe #1 on numerous occasions by receiving payment for

rooms Jane Doe #1 was caused by any means to rent at The Hotel Defendants' locations. These acts, omissions, and/or commissions alleged in this pleading were the producing, but for, and proximate cause of Jane Doe #1 injuries and damages. Therefore, The Hotel Defendants are in violation of Texas Civil Practice and Remedies Code § 98.002.

B. Negligence of the Hotel Defendants

Plaintiff incorporates the facts and allegations stated in the preceding paragraphs as if fully restated herein. The Hotel Defendants had a duty of care to operate each of their hotels in a manner that did not endanger minor children, including Jane Doe #1. Moreover, The Hotel Defendants had a duty of care to take reasonable steps to protect the foreseeable victims of the danger created by their acts and omissions, including the danger created by The Hotel Defendants of human trafficking and sexual exploitation of minors' due to The Hotel Defendants fostering an environment that encouraged this behavior.

The Hotel Defendants breached the foregoing duties because they knew, or should have known, that adults working as sex traffickers were causing by any means minors, including Jane Doe #1, to be sexually exploited and trafficked at The Hotel Defendants locations on a repeated basis. Despite this knowledge, The Hotel Defendants accepted the unspoken financial benefit mentioned above of allowing human trafficking and the sexual exploitation of minors to occur at their hotels and failed to take reasonable steps to protect children being trafficked or exploited, including Jane Doe #1.

As a direct and proximate result of The Hotel Defendants wrongful acts and omissions, Jane Doe #1 suffered, and continues to suffer, severe injuries and damages including but not limited to:

- (a) Past and future conscious physical pain and mental anguish;

- (b) Past and future medical expenses, including the expenses that in reasonable probability will be incurred in the future; and
- (c) Past and future pain and suffering.

C. Joint and Several Liability of The Hotel Defendants Under Texas Civil Practice & Remedies Code §98.005

The Hotel Defendants conduct violated Texas Civil Practice & Remedies Code §98.005. Therefore, each of The Hotel Defendants is jointly and severally liable for the entire amount of damages awarded by a jury in this case against each of The Hotel Defendants, The Backpage Defendants, and/or The Truck Stop Defendants under Texas Civil Practice & Remedies Code § 98.005.

D. Common Law Aiding and Abetting Liability.

Plaintiff incorporates the facts and allegations stated in the preceding paragraphs as if fully restated herein. By the course of conduct, acts, and omissions alleged herein, The Hotel Defendants intentionally aided and abetted, by assisting and participating with, and by assisting or encouraging each other as well as the other Defendants to commit the tortious result—including, but not limited to, violation of Texas Civil Practice & Remedies Code §98.002, negligence, outrage, and gross negligence.

By the course of conduct, acts, and omissions alleged herein, The Hotel Defendants also intentionally aided and abetted, by assisting and participating with and by assisting or encouraging each other as well as Jane Doe #1's trafficker in the commitment of the tortious acts between themselves and along with each other Defendant.

With respect to assisting or encouraging, The Hotel Defendants tortious acts, when viewed individually and separate apart from each other and the other Defendants, and Jane Doe #1's

trafficker was a breach of duty to Jane Doe #1 and a substantial factor in causing the tortious activity alleged herein.

Moreover, each of The Hotel Defendants (a) had knowledge that the actions of Jane Doe #1's trafficker and the johns who sexually assaulted Jane Doe #1 at The Hotel Defendants' locations constituted a crime and a tort; (b) had the intent to assist the other Defendants and Jane Doe #1's trafficker in committing a tort by allowing such conduct to go unchecked at The Hotel Defendants' location and at some locations of The Hotel Defendants intentionally creating an atmosphere conducive to sexual assault and sexual exploitation of Jane Doe #1 and other minors; (c) gave the other Defendants and Jane Doe #1's trafficker assistance or encouragement; and (d) the assistance by The Hotel Defendants of Jane Doe #1's trafficker's torts as well as the other Defendants was a substantial factor in causing the tort.

With respect to assisting and participating, Jane Doe #1's trafficker's, as well as the other Defendants, tortious result (a) The Hotel Defendants provided substantial assistance to Jane Doe #1's trafficker and the other Defendants in accomplishing the tortious result; (b) The Hotel Defendants' own conduct, separate from Jane Doe #1's trafficker and the other Defendants' conduct, was a breach of duty to Jane Doe #1, and (c) The Hotel Defendants participation was a substantial factor in causing the tortious result.

Jane Doe #1 therefore seeks damages and remedies against each of The Hotel Defendants individually for the aiding and abetting alleged herein. As aiders-and-abettors, all of The Hotel Defendants are jointly and severally responsible with all other Defendants for the injuries and damages suffered by Jane Doe #1.

E. Gross Negligence of Balaji Hotels, Inc. D/B/A The Symphony Inn and Rutik, LLC D/B/A Palace Inn.

Plaintiff incorporates the facts and allegations stated in the preceding paragraphs as if fully restated herein. Jane Doe #1 will show that the acts and/or omissions of Balaji Hotels, Inc. and Rutik, LLC constitute gross negligence. Balaji Hotels, Inc. and Rutik, LLC each individually acted with willful, wanton, disregard, both before and at the time of the incidents in question, given the extreme degree of risk of potential harm to Jane Doe #1 and others, of which Balaji Hotels, Inc. and Rutik, LLC were aware. For example, countless google reviews for both hotels demonstrate that they are hotbeds for sexual exploitation and human trafficking and that neither Balaji Hotels, Inc. or Rutik, LLC took any measures to even curtail, much less prevent, sexual exploitation of minors and human trafficking at their hotels. Despite this knowledge, Balaji Hotels, Inc. and Rutik, LLC proceeded with the acts and omissions described above with conscious indifference to the rights, safety, or welfare of others, including Jane Doe #1. Accordingly, Jane Doe #1 seeks an award of exemplary damages against Balaji Hotels, Inc. and Rutick, LLC.

X.

CONDITIONS PRECEDENT

In accordance with Rule 54 of the Texas Rules of Civil Procedure, all conditions precedent to Plaintiff's claims and causes of action have been performed or have occurred or are otherwise waived or excused.

XI.

DAMAGES

Plaintiff adopts and re-alleges each paragraph above as if set forth herein. Including the damages specifically alleged above, Jane Doe #1 seeks the following damages from all Defendants.

A. Damages for Violation of Texas Civil Practice and Remedies Code § 98.002 Against All Defendants

Plaintiff prays for all damages as allowed under Texas Civil Practice & Remedies Code § 98.003 including, but not limited to:

- a. actual damages;
- b. mental anguish;
- c. court cost;
- d. reasonable attorney's fees; and
- e. exemplary damages

Plaintiff seeks the award of exemplary damages against Defendants as recoverable under Texas law.

Plaintiff also seeks recovery of costs of court and attorneys' fees to the extent permissible under Texas law.

Plaintiff also requests that the Court award pre-judgment and post-judgment interest in accordance with the prevailing rates of interest under Texas law.

The damages sought are greatly in excess of the minimum jurisdictional limits of this Court, as the jury determines to be just and fair.

B. Exemplary Damages Unlimited for all Defendants for Violations of Texas Civil Practice and Remedies Code §41.008(c)

Plaintiff incorporates all of the paragraphs above herein. The Defendants' acts, omissions, and/or commissions outlined above constitute a knowing violation of Texas Penal Code §22.04, injury to a child. Therefore, under Texas Civil Practice & Remedies Code §41.008(c) exemplary damages are unlimited.

XII.

JURY DEMAND

In accordance with Rule 216 of the Texas Rules of Civil Procedure, Plaintiffs hereby make application for a jury trial and request that this cause be set on the Court's Jury Docket. In support of their application, the appropriate jury fee has been paid to the Clerk at least thirty-days (30) in advance of the trial setting.

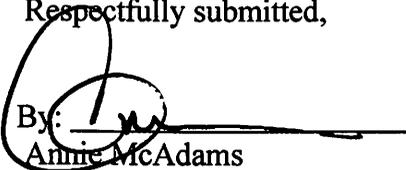
XIII.

PRAYER

WHEREFORE, PREMISES CONSIDERED, Plaintiff prays that the Defendants be cited to appear and answer herein, that this case be set for trial before a jury, and that upon a final hearing of the cause, judgment be entered for Plaintiff against Defendants jointly and severally, for the actual, compensatory, and punitive damages as the evidence may show and the jury may determine to be proper, together with the costs of suit, prejudgment interest, post-judgment interest, and such other and further relief to which Plaintiff may, in law or in equity, show herself to be justly entitled.

Unofficial Copy Office of Chris Daniel District Clerk

Respectfully submitted,

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