*Mann v. Said*, A152978, at \*8-9 (Cal. Ct. App. Oct. 1, 2019) (“

1. **B. *Alter Ego Instruction***

The jury instruction on alter ego liability provided: "An LLC [limited liability company] designation protects members of the LLC from personal liability for the obligations of the LLC. However, those protections do not apply if the members of the LLC engage in certain conduct that makes the members the 'alter ego' of the LLC. This is called alter ego liability. "To determine whether alter ego liability exists in this case to make Horia Said and Jawad Said personally liable for the obligations of Neighborhood Restoration Fund LLC, you should consider the following list of factors . . . ." The instruction then listed eight factors relevant to the jury's determination. The instruction then continued: "Some—but not all—of the factors may be present when an alter ego finding is made. "If you find that one or more of these factors apply to [Neighborhood Restoration], you may find that [Neighborhood Restoration] is the alter ego of its members Jawad Said and Horia Said and that Jawad Said and Horia Said are personally liable for the indebtedness of the [Neighborhood Restoration], if any, to Vrinderpaul Mann." ”)

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"To determine whether alter ego liability exists in this case to make Horia Said and Jawad Said personally liable for the obligations of Neighborhood Restoration Fund LLC, you should consider the following list of factors . . . ." The instruction then listed eight factors relevant to the jury's determination. The instruction then continued: "Some—but not all—of the factors may be present when an alter ego finding is made.

The eight factors listed in the alter ego instruction included the following:
"1. Commingling of funds and other assets, failure to segregate funds of the separate entities, and the unauthorized diversion of the funds or assets to other than corporate uses;
"2. The treatment by an individual of the assets of the LLC as his or her own;
"3. The use of the same office or business location; the employment of the same employees and/or attorney;
"4. The failure to adequately capitalize an LLC; the total absence of LLC assets, and undercapitalization;
"5. The use of the LLC as a mere shell, instrumentality or conduit for a single venture or the business of an individual or another LLC;
"6. The concealment and misrepresentation of the identity of the responsible ownership, management and financial interest, or concealment of personal business activities;
"7. The diversion of assets from an LLC by or to a member or other person or entity, to the detriment of creditors, or the manipulation of assets and liabilities between entities so as to concentrate the assets in one and the liabilities in another; and
"8. The contracting with another with intent to avoid performance by use of an LLC entity as a shield against personal liability or the use of an LLC as a subterfuge of illegal transactions."

*Mann v. Said*, A152978, at \*8-9 (Cal. Ct. App. Oct. 1, 2019)