

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, ss.

SUPERIOR COURT DEPARTMENT

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)
SILVERLINING HOLDING CORP.)
)
Plaintiff,)
)
v.) CA SUCV 2017-1007-BLS2
)
ADH VENTURES, LLC, LIVIA CHINNERY,)
MAYA CHINNERY, ANDREAS KLAUBE,) COMPLAINT
CHRISTOPHER KLAUBE, JOERG KLAUBE,)
LIAM MITCHELL, MEREDITH MITCHELL,)
TAMBLYN MITCHELL, LOUIS ROSE,)
BRADLEY ROSS, DANIELLE ROSS,)
STRATEGY ADVISORS, LLC, JERRY SWON,)
JOHN SWON, ANNETTE TOEDTMAN,)
JOHN TOEDTMAN, JULIAN TOEDTMAN)
YANNICK TOEDTMAN, and MARY VISEGLIA)
)
Defendants.)
_____)

**PLAINTIFF’S AMENDED COMPLAINT,
JURY TRIAL DEMANDED**

Plaintiff, Silverlining Holding Corp., (“Silverlining” or the “Company”) alleges the following based in part upon the personal knowledge of its founder, Chairman of the Board of Directors and CEO, Daniel A. Potter (“Potter”), and its director Michael J. Vieten (“Vieten”), and in part upon the investigation of Plaintiff’s counsel which included review of Company records, the Company’s stock ledger, emails and correspondence, pleadings from other litigation relating to the Company, interviews of Company employees, and Company records on file with the Delaware Secretary of State. Plaintiff believes that substantial additional evidentiary support will exist for the allegations set forth herein after a reasonable opportunity for discovery.

NATURE OF THE ACTION

1. Since January 2014, defendants Jerry Swon, (“Swon”), John Toedtman (“Toedtman”), and Joerg Klaube (“Klaube”) (“Swon,” “Toedtman,” and “Klaube” are hereinafter called “Principal Defendants”) have been engaged in a systematic campaign of fraud, self-dealing and corporate looting of the plaintiff Silverlining, a Delaware corporation headquartered in Needham, Massachusetts. Silverlining asks this Court: (1) to declare that 2,243,850 shares issued to the Defendants were issued as a result of fraud and hence void; (2) award Silverlining damages in an amount sufficient to compensate it for its losses; (3) award Silverlining its attorneys’ fees and costs; and, (4) enter such other and further relief as the Court deems just.

SUMMARY OF PRINCIPAL ALLEGATIONS

2. By means of a series of false and materially misleading representations to Silverlining’s founder, President and sole director, in January 2014 the Principal Defendants succeeded in installing Toedtman as a second director, Klaube as a “director of finances,” and replacing Silverlining’s general counsel, Bingham McCutchen with Joseph Tomasek, Esq., a New Jersey lawyer.

3. As a result of the Principal Defendants’ false and materially misleading representations, on May 4, 2014 Silverlining issued 2,000,100 shares of its common stock to Defendants. Because those shares were issued as a result of fraud they must be held void. In the alternative substantial portions of those shares were issued to Defendants without consideration and as they are still held by Defendants must be held void.

4. Beginning in the first calendar quarter of 2014, Strategy Advisors LLC (“Strategy Advisors”), Swon and Toedtman in concert with, or aided and abetted

by Klaube, charged Silverlining unlawful, undisclosed, commissions on capital Strategy Advisors had raised for Silverlining.

4. From and after May 4, 2014, Toedtman and Klaube, upon information and belief aided and abetted by Swon, caused Silverlining to issue stock to ADH Ventures LLC, and Strategy Advisors LLC for a stated consideration that was not received by Silverlining, and caused Silverlining to issue 243,750 shares to Louis Rose without consideration.

5. From and after approximately January 2015, Swon, in concert with, or aided and abetted by, Toedtman and Klaube, have misappropriated Silverlining's subscriptions and receivables.

6. In August and September 2016, Swon, Toedtman, and Klaube unsuccessfully sought to take over the Company, to oust the Company's founder, Chairman of the Board, President and CEO, to install Swon's son as President, and move Silverlining's principal office to their New Jersey offices.

7. From and after September 2016, in breach of their fiduciary duty to the Company, Toedtman and Klaube, in concert with, or aided and abetted by Swon, intentionally impeded the Company's efforts to raise capital.

8. In November 2016, Toedtman in concert with, or aided and abetted by Swon and Klaube, commenced a baseless lawsuit seeking to oust both Potter and the third director Vieten.

PARTIES

9. Silverlining is a Delaware corporation which at all times since its incorporation in 2010 by its founder, Daniel Potter, has been headquartered in Needham, Massachusetts. With the assistance of its general counsel Bingham McCutchen, Silverlining over the next few years, raised approximately \$2.5 Million of working capital by private placement of preferred stock.

The Company's initial business had focused on providing services to commercial and municipal property owners with respect to the restoration of pipes. In 2013, the Company began developing a new technology and a proprietary process to restore and/or replace both horizontal and vertical pipes (e.g., drain lines in high-rise buildings) without having to open interior walls or excavate exterior grounds. In or about the third quarter of 2013 Potter sought to raise capital to enable the Company to develop this new technology. In late 2013 Potter had a tentative agreement to buy out all the preferred stockholders.

10. The Defendant Jerry Swon ("Swon") is an individual residing, upon information and belief, at 5 Kerby Lane, Mendham New Jersey 07945. At all material times Swon has acted in concert with Defendants John Toedtman and Joerg Klaube. Swon is a manager of Defendant ADH Ventures LLC, and upon information and belief, has *de facto* power as a manager of Defendant Strategy Advisors LLC.

11. The Defendant John Toedtman ("Toedtman") is an individual, upon information and belief, maintaining a mailing address of PO Box 504, Basking Ridge, New Jersey. Toedtman is a manager of Defendant Strategy Advisors LLC. At all material times Toedtman has acted in concert with Defendants Swon and Joerg Klaube. At all material times after April 1, 2014 Toedtman was a director of the Company. Toedtman resigned as director on May 30, 2017.

12. The Defendant Joerg Klaube ("Klaube") is an individual residing, upon information and belief, at 125 Douglas Road, Brick, New Jersey 08723. Klaube is a manager of Defendant Strategy Advisors LLC. At all material times Klaube has acted in concert with Defendants Swon and Toedtman.

13. The Defendant Strategy Advisors LLC (“Strategy Advisors”) is a limited liability company with a principal place of business at 150 Allen Road, Suite 305 Basking Ridge, New Jersey 07930.

14. The Defendant ADH Ventures LLC (“ADH Ventures”) is a limited liability company with a principal place of business at 150 Allen Road, Suite 305 Basking Ridge, New Jersey 07930. ADH Ventures is the initial and current record holder of stock in the Company that the Company alleges is void. ADH Ventures is a necessary reach and apply defendant pursuant to General Laws chapter 214 §3 (7) from whom the Company seeks a decree under General Laws chapter 214 §3 (1) for return of its stock certificate so improperly issued.

15. The Defendant Livia Chinnery is an individual residing, upon information and belief, at Avenue de Cedres 54, 1640 Rhode St., Genese, Belgium. Livia Chinnery is the initial and current record holder of stock in the Company that the Company alleges is void. Livia Chinnery is a necessary reach and apply defendant pursuant to General Laws chapter 214 §3 (7) from whom the Company seeks a decree under General Laws chapter 214 §3 (1) for return of its stock certificate so improperly issued.

16. The Defendant Maya Chinnery is an individual residing, upon information and belief, at Avenue de Cedres 54, 1640 Rhode St., Genese, Belgium. Maya Chinnery is the initial and current record holder of stock in the Company that the Company alleges is void. Maya Chinnery is a necessary reach and apply defendant pursuant to General Laws chapter 214 §3 (7) from whom the Company seeks a decree under General Laws chapter 214 §3 (1) for return of its stock certificate so improperly issued.

17. The Defendant Andreas Klaube is an individual residing, upon information and belief, at 125 Douglas Road, Brick, New Jersey. Andreas Klaube is the initial and current record holder of stock in the Company that the Company alleges is void. Andreas Klaube is a necessary reach and apply defendant pursuant to General Laws chapter 214 §3 (7) from whom the Company seeks a decree under General Laws chapter 214 §3 (1) for return of its stock certificate so improperly issued.

18. The Defendant Christopher Klaube is an individual residing, upon information and belief, at 125 Douglas Road, Brick, New Jersey. Christopher Klaube is the initial and current record holder of stock in the Company that the Company alleges is void. Christopher Klaube is a necessary reach and apply defendant pursuant to General Laws chapter 214 §3 (7) from whom the Company seeks a decree under General Laws chapter 214 §3 (1) for return of its stock certificate so improperly issued.

19. The Defendant Liam Mitchell is an individual residing, upon information and belief, at 202 E. Hillendale Road, Kennett Square, Pennsylvania. Liam Mitchell is the initial and current record holder of stock in the Company that the Company alleges is void. Liam Mitchell is a necessary reach and apply defendant pursuant to General Laws chapter 214 §3 (7) from whom the Company seeks a decree under General Laws chapter 214 §3 (1) for return of its stock certificate so improperly issued.

20. The Defendant Meredith Mitchell is an individual residing, upon information and belief, at 202 E. Hillendale Road, Kennett Square, Pennsylvania. Meredith Mitchell is the initial and current record holder of stock in the Company that the Company alleges is void. Meredith Mitchell is a necessary reach and apply defendant pursuant to General Laws chapter 214 §3 (7)

from whom the Company seeks a decree under General Laws chapter 214 §3 (1) for return of its stock certificate so improperly issued.

21. The Defendant Tamblyn Mitchell is an individual residing, upon information and belief, at 202 E. Hillendale Road, Kennett Square, Pennsylvania. Tamblyn Mitchell is the initial and current record holder of stock in the Company that the Company alleges is void. Tamblyn Mitchell is a necessary reach and apply defendant pursuant to General Laws chapter 214 §3 (7) from whom the Company seeks a decree under General Laws chapter 214 §3 (1) for return of its stock certificate so improperly issued.

22. The Defendant Louis Rose is an individual residing, upon information and belief, at 3058 E Tremont Avenue, Bronx, New York 10461. At the direction of Defendants Strategy Advisors, Swon, Toedtman and/or Klaube, Louis Rose was issued, and remains the registered holder of, 400,000 shares of stock in the Company when he had only paid for 156,250 shares. Louis Rose is a necessary reach and apply defendant pursuant to General Laws chapter 214 §3 (7) from whom the Company seeks a decree under General Laws chapter 214 §3 (1) for return of its stock certificate so improperly issued.

23. The Defendant Bradley Ross is an individual residing, upon information and belief, at 5 Tysley Avenue, Basking Ridge, New Jersey. Bradley Ross is the initial and current record holder of stock in the Company that the Company alleges is void. Bradley Ross is a necessary reach and apply defendant pursuant to General Laws chapter 214 §3 (7) from whom the Company seeks a decree under General Laws chapter 214 §3 (1) for return of its stock certificate so improperly issued.

24. The Defendant Danielle Ross is an individual residing, upon information and belief, at 5 Tysley Avenue, Basking Ridge, New Jersey. Danielle Ross is the initial and current record holder of stock in the Company that the Company alleges is void. Danielle Ross is a necessary reach and apply defendant pursuant to General Laws chapter 214 §3 (7) from whom the Company seeks a decree under General Laws chapter 214 §3 (1) for return of its stock certificate so improperly issued.

25. The Defendant John Swon is an individual residing, upon information and belief, at 29 Stonebridge Road, Hampton New Jersey 08827. John Swon was issued, and still is the record holder, of options/warrants to purchase stock in the Company which options/warrants the Company alleges are void. John Swon is a necessary reach and apply defendant pursuant to General Laws chapter 214 §3 (7) from whom the Company seeks a decree under General Laws chapter 214 §3 (1) for return of its options/warrants so improperly issued.

26. The Defendant Annette Toedtman is an individual having a mailing address of PO Box 504, Basking Ridge, New Jersey. Annette Toedtman is the initial and current record holder of stock in the Company that the Company alleges is void. Annette Toedtman is a necessary reach and apply defendant pursuant to General Laws chapter 214 §3 (7) from whom the Company seeks a decree under General Laws chapter 214 §3 (1) for return of its stock certificate so improperly issued.

27. The Defendant Julian Toedtman is an individual residing, upon information and belief, at 2109 17th Street NW, Washington, D.C. Julian Toedtman is the initial and current record holder of stock in the Company that the Company alleges is void. Julian Toedtman is a necessary reach and apply defendant pursuant to General Laws chapter 214 §3 (7) from whom

the Company seeks a decree under General Laws chapter 214 §3 (1) for return of its stock certificate so improperly issued.

28. The Defendant Yannick Toedtman is an individual residing, upon information and belief, 2109 17th Street NW, Washington, D.C. Yannick Toedtman the initial and current record holder of stock in the Company that the Company alleges is void. Yannick Toedtman is a necessary reach and apply defendant pursuant to General Laws chapter 214 §3 (7) from whom the Company seeks a decree under General Laws chapter 214 §3 (1) for return of its stock certificate so improperly issued.

29. The Defendant Mary Viseglia is an individual residing, upon information and belief, at 104 Essex Court, Goodletteville, Tennessee. Mary Viseglia is the initial and current record holder of stock in the Company that the Company alleges is void. Mary Viseglia is a necessary reach and apply defendant pursuant to General Laws chapter 214 §3 (7) from whom the Company seeks a decree under General Laws chapter 214 §3 (1) for return of its stock certificate so improperly issued.

JURISDICTION AND VENUE

30. The Court has subject matter jurisdiction because the events constituting the fraud occurred substantially in Massachusetts, the injury and damage to the Plaintiff corporation from all alleged wrongdoing was suffered in Needham, Norfolk County, Massachusetts.

31. The Court has personal jurisdiction over each of Strategy Advisors, Swon, Toedtman, and Klaube because of their respective actions, dealings with the Plaintiff and conduct in Massachusetts and/or in the alternative because their minimal contacts with the Commonwealth satisfy the requirements of due process.

32. The Court has quasi-in rem jurisdiction over the remaining reach and apply defendants pursuant to General Laws chapter 214 §3 (7) from whom the Company seeks a decree under General Laws chapter 214 §3 (1) for return of its stock certificates improperly issued.

BACKGROUND

33. In or about the last calendar quarter of 2013, Potter was desirous of both buying out the Company's preferred stockholders and raising capital to support both on-going operations and to develop the Company's novel and proprietary technology.

34. In the period September to December 2013 there were a series of meetings in Connecticut and New Jersey, as well as numerous telephone conference calls in which the participants were Potter, on behalf of the Company, and generally Swon, Toedtman, and Klaube and attorney Joseph Tomasek. Swon, Klaube and Toedtman represented to Potter, the Company's CEO and Chairman of its board of directors, they had substantial experience in taking companies public and could raise capital sufficient to take out the Company's initial seed capital investors as well as to both carry its operations and develop its technology to the point of going public. One or more of Swon, Toedtman or Klaube told Potter that attorney Joseph Tomasek had represented a number of companies they worked with to for securities filings and the IPO documentation.

35. In December 2013, Potter informed Swon, Toedtman, and Klaube, that he had a tentative agreement to buy out the Company's preferred stockholders and that John Henry the principal preferred stockholder had resigned as the Company's second director.

36. Swon, Toedtman and Klaube represented to the Company that for a 40% stock interest in the Company, Swon, Toedtman and Klaube would: (i) raise \$2 Million of capital no

later April 30, 2014; (ii) raise such additional capital as reasonably necessary to finance the Company to the point of an IPO; and (iii) Toedtman would serve as a second director with Potter; and (iv) Klaube would oversee the Company's finances and planning.

37. In reliance on these representations in December 2013, the Company entered into agreements, upon information and belief prepared by attorney Joseph Tomasek, with each of Strategy Advisors, Toedtman and Klaube.

38. In reliance on the representations of one or more of Swon, Toedtman or Klaube about Joseph Tomasek, the Company discharged Bingham McCutchen as its corporate counsel, effective late January 2014, and effective January 2014 engaged attorney Joseph Tomasek as its general counsel for among other things to oversee all corporate governance, to prepare necessary documentation to redeem the preferred stockholders, to oversee the Company's recapitalization of the Company, to prepare and document all necessary corporate actions both to effect the recapitalization and to thereafter issue stock and other securities to new investors, to prepare necessary private placement documentation for the offering of the Company's securities, and to make all necessary SEC filings.

39. In March 2014, the Company, represented by attorney Joseph Tomasek, purchased the interests of the preferred stockholders for \$1.2 Million. The buyout was funded by a combination of Company funds and funds raised by Toedtman, Swon, and Klaube.

40. On April 1, 2014, upon information and belief Potter and Toedtman executed a unanimous written consent action of the Directors of the Company, prepared by attorney Joseph Tomasek, resolving, subject to approval of the stockholders, to effect a recapitalization of the Company's common stock to effect a forward 300 to 1 split.

41. While the Company had not received \$2 Million of capital, Swon, Toedtman, and Klaube insisted they were entitled to 6,667 shares of stock, pre-split, and 2,000,100 shares post-split for their past and future services.

42. On April 7, 2014, the Company filed with the Secretary of State for the State of Delaware, a Certificate of Amendment of the Company's Certificate of Incorporation. The Certificate of Amendment, upon information and belief prepared by attorney Joseph Tomasek, was signed by Defendant Joerg Klaube, in a stated capacity of "Finance Director." According to the April 7, 2014 Certificate of Amendment sometime between the April 1, 2014 written consent action of directors and approximately 4:00pm on April 7, 2014, a special meeting of the stockholders of the Company had been duly called and held upon notice in accordance with Section 222 of the Delaware corporation statute at which meeting the necessary number of shares voted in favor of the Amendment of the Company's Certificate of Incorporation. The Company has no record of any such action by stockholders.

43. Upon information and belief with the advice and counsel of attorney Joseph Tomasek and as directed by Klaube, without adequate consideration, on or about May 4, 2014, the Company issued certificates for 2,000,100 shares of its common stock to all Defendants excluding Louis Rose and John Swon. Other than a copy of the April 1, 2014 "unanimous written consent of directors" signed by Potter, Plaintiff's counsel is without knowledge of the existence, or not, of any other action by directors authorizing issuance of any stock, whether pre-split or post-split, to the Defendants.

44. At all times thereafter until through August 31, 2016, as Toedtman, Swon, Klaube, and Strategy Advisors sporadically raised capital, Tomasek documented the transactions

and prepared all corporate actions and governance documentation for the Company's issuance and sale of each security.

45. Upon information and belief based in part on interviews with the Company's secretary and Potter, at all material times through August 31, 2016, Toedtman, Swon, Klaube, and Strategy Advisors raised capital for the Company by issuance of: (i) Company promissory notes with equity features, either convertible on certain terms or with warrant like features; and, (ii) common stock at a price of Eighty Cents (\$0.80) per share.

46. Upon information and belief based in part on interviews with the Company's secretary and Potter, at all material times through August 31, 2016, Klaube controlled the issuance of stock; and, only upon his determination that the Company had received cleared funds for the facially stated consideration for the individual stock subscription did Klaube instruct the secretary of the Company to proceed to issue the stock. Upon information and belief based in part on interviews with the Company's secretary, Klaube's instructions for the issuance of stock specified the name of the registered owner, the number of shares to be registered on each certificate and the address for the registered owner.

47. Upon information and belief based in part on interviews with the Company's secretary and Potter, at all material times through August 31, 2016, while the two directors Potter and Toedtman had agreed to the issuance of Company securities for the consideration to be paid for the promissory notes and the common stock, Plaintiff's counsel is unaware of any written director authorizations for any one or more of such security issuances.

48. At all times from January 2014 through August 31, 2016, Swon and Toedtman insisted that portions of the subscription price paid by their investors had to be disbursed or kicked back to Strategy Advisors. Upon information and belief based in part on interviews with

Potter and Vieten, Swon would threaten to withhold the funds of an investor unless Potter paid a commission or a fabricated consulting fee.

49. Upon information and belief based from January 2014 through June 30, 2016, the Company paid or transferred to Strategy Advisors a total of \$481,000.

50. In the summer of 2016, Swon and Toedtman nominated Michael J. Vieten to be the Company's third director to become a tie-breaking vote; and, on August 16, 2016, Potter and Toedtman duly appointed Vieten a director of the Company. At all times from August 16, 2016 to May 30, 2017, the Company's Board of Directors has consisted of Potter, Toedtman and Vieten.

51. In late August 2016, Swon demanded that unless Strategy Advisors was paid approximately \$38,000 of an expected \$46,000 receivable due from a customer of the Company, Swon would block a \$40,000 investment in the Company from one of his investors and take over control of the Company.

52. In late August the third director Vieten conducted a preliminary investigation and determined the Company should have an independent financial and legal investigation of the Company's payments to Strategy Advisors. Vieten and Potter informed Swon and Toedtman that the Company would not pay Strategy Advisors anything pending at a minimum an inquiry by the Board of Directors.

53. On September 13, 2016, a meeting of the three members of the Company's Board of Directors was convened at the Company's Needham headquarters. Vieten made a presentation demanding that the Company conduct a formal investigation to determine the financial damage caused the Company by Strategy Advisors's actions and apparent misappropriation of Company funds. Toedtman delivered to the Board written consents of

Company stockholders purporting to remove Potter as director and appoint Klaube as his successor.

54. The written consents that Toedtman delivered to the September 13, 2016 Board of Directors meeting did not represent a majority of the Company's issued and outstanding stock.

55. On November 16, 2016, Toedtman filed a Verified Complaint in the Delaware Chancery Court seeking a judgment that a majority of the Company's shareholders had removed both Potter and Vieten.

56. When he filed his Verified Complaint Toedtman knew he did not have a majority of the Company's issued and outstanding stock.

57. In December 2016, Toedtman filed an affidavit in the Chancery Court making a false representation of material facts about his unsuccessful September 13, 2016 attempt to oust Potter.

58. On January 26, 2017, Potter and Vieten filed a motion for judgment on the pleading contending Toedtman's theory was unsupported by Delaware law. On March 27, 2017, following the hearing on the motion, the Delaware Chancery Court issued a bench ruling granting the motion for judgment on the pleadings and dismissed with prejudice Toedtman's control action.

COUNT I- FRAUD
(Against Swon, Toedtman and Klaube)

59. The Plaintiff incorporates the foregoing paragraphs herein by reference.

60. Swon, Toedtman and Klaube made false representations of material fact for the purpose of inducing the Company to rely upon those representations.

61. The Company reasonably relied on those false representations to its detriment.

62. As a direct and proximate result of the Company's reliance on those false representations, 2,243,850 shares of the Company's stock should be declared void.

63. As a direct and proximate result of the Company's reliance on those false representations, the Company suffered benefit of the bargain damages in an amount to be determined at trial.

64. In the alternative, as a direct and proximate result of the Company's reliance on those false representations, it suffered out of pocket damages in an amount to be determined at trial.

65. Each of Swon, Toedtman and Kluabe is liable jointly and severally for the fraud damages suffered by the Company.

**COUNT II-BREACH OF FIDUCIARY DUTY
(Against Swon, Toedtman, and Klaube)**

66. The Plaintiff incorporates the foregoing paragraphs herein by reference.

67. From the nature of their individual and collective interactions with the Company each of Swon, Toedtman and Klaube stood in a fiduciary relationship with the Company.

68. Each of Swon, Toedtman and Klaube acted in their own individual interests and failed to act in the best interests of the Company.

69. Each of Swon, Toedtman and Klaube knowingly participated in and/or knowingly aided and abetted the breach of fiduciary duty by the other two.

70. Swon, Toedtman and Klaube are liable to the Company for breach of their respective fiduciary duty in amounts to be determined at trial.

**COUNT III-ACTING IN CONCERT
(Against Swon, Toedtman and Klaube)**

71. The Plaintiff incorporates the foregoing paragraphs herein by reference.

72. Each of Swon, Toedtman and Klaube separately committed tortious acts in concert with the other two or pursuant to a common design.

73. In the alternative each of Swon, Toedtman and Klaube knew that the other's conduct constitutes a breach of duty owed to the Company and gave substantial assistance or encouragement to the others.

74. Each of Swon, Toedtman, and Klaube is liable to the Company for damages in an amount to be determined at trial.

**COUNT III-MONEY HAD AND RECEIVED
(Against Strategy Advisors)**

75. The Plaintiff incorporates the foregoing paragraphs herein by reference.

76. From January 29, 2014 through June 30, 2016, Strategy Advisors has received \$481,000 which in equity and good conscience should be paid to the Company.

77. Strategy Advisors is liable to the Company for money had and received plus prejudgment interest from the date of each wrongful payment to the entry of judgment.

**COUNT IV-CONSTRUCTIVE TRUST
(Against all defendants)**

78. The Plaintiff incorporates the foregoing paragraphs herein by reference.

79. The Defendants obtained stock in the Company by means of the fraud and/or breach of fiduciary duty of one or more of Swon, Toedtman and Klaube. Accordingly the Plaintiff Company is entitled to a constructive trust over that stock.

**COUNT V-DECLARATORY JUDGMENT
(Against all defendants)**

80. The Plaintiff incorporates the foregoing paragraphs herein by reference.

81. The Plaintiff requests the Court to declare the rights of the parties and to determine:

(i) whether some or all of the 2,243,850 shares of the Company stock issued to the Defendants should be declared void;

(ii) whether the April 7, 2014 amendment of the Company's Articles of Incorporation is void for lack of stockholder action; and,

(iii) whether some or all of the Company securities issued from and after May 4, 2014 are void for want of director authorization and in equity whether such issuances may be ratified.

WHEREFORE the Plaintiff, Silverlining Holding Corp. prays for judgment: (1) to declare that 2,243,850 shares issued to the defendants were issued as a result of fraud and hence void; (2) award Silverlining damages in an amount sufficient to compensate it for its losses; (3) award Silverlining its attorneys' fees and costs; and, (4) enter such other and further relief as the Court deems just.

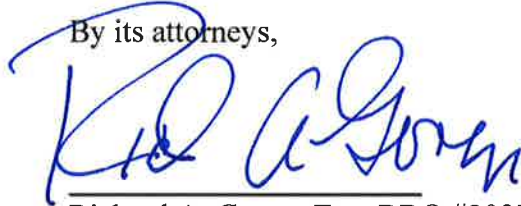
JURY DEMAND

THE PLAINTIFF DEMANDS A TRIAL BY JURY ON ALL ISSUES SO TRIABLE

SILVERLINING HOLDING CORP
Plaintiff,

By its attorneys,

DATE: June 8, 2017



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