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UNITED STATES DISTRICT COURT

EASTERN DISTRICT OF CALIFORNIA

SACRAMENTO DIVISION

BUENA VISTA RANCHERIA OF ME-WUK INDIANS, a federally recognized Indian tribe, Plaintiff, v. Rhonda Morningstar Pope Flores, Pati Gonsalves, Ron Piña, Little Big Time Child Development Center, and Grand Prince Odeum LLC, Defendants.	Case No. 2:24-CV-01853-DC-JDP **Defendants' Reply Brief in Support of Motion to Dismiss** Hearing Date Vacated – New Date Pending Hon. Dena M. Coggins

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Introduction

Plaintiff's responsive briefing can't cure the inadequacies in its Complaint, but does showcase why the Complaint does not belong in federal court. The Complaint does not contain the necessary allegations, and therefore does not meet the required pleading standards, to subject three individuals and two entities to a RICO lawsuit. Because of this, the Court should grant Defendants' Motion to Dismiss.

Argument

I. The Complaint does not meet the required standards for establishing the existence of a RICO enterprise or a pattern of racketeering activity, and Count I must be dismissed.

As thoroughly argued in Defendants' Motion to Dismiss, Plaintiff's Count I, "Federal RICO," should be dismissed under Rule 12(b)(6) for failure to state a claim on which relief can be granted, as it fails to meet both the general pleadings standards governing civil RICO claims and the specific pleading standards for the alleged predicate acts. *See generally* Dkt. 23 at 5-16; Fed. R. Civ. P. 12(b)(6).[1] Plaintiff's response does little to mask the legal deficiency of its Complaint, and instead restates conclusory allegations and relies on unpersuasive caselaw. Although Plaintiff may have convinced itself that its Complaint checks every RICO box, it does not. The pleading standards in the Federal Rules of Civil Procedure exist in part to avoid the exploitation of statutes that Plaintiff seeks to accomplish here.

A. Plaintiff has not sufficiently pleaded a RICO enterprise.

Plaintiff's Complaint alleges that Defendants have formed an association-in-fact

[1] Page-number references in "Dkt." cites are to ECF page numbers.

affecting interstate commerce, therefore constituting an "enterprise" within the meaning of 18 U.S.C. § 1961(4). Dkt. 1 at ¶ 70. Plaintiff agrees that a qualifying RICO enterprise must meet certain structural requirements—namely a common purpose, relationships among those associated with the enterprise, and sufficient longevity of the enterprise—but spends much of its brief arguing that those standards are minimal enough to excuse its threadbare allegations. *Boyle v. United States*, 556 U.S. 938, 946 (2009); Dkt. 28 at 14. Plaintiff has failed to plausibly allege a RICO enterprise because the vast majority of allegations relate to Defendant Pope Flores *alone* and the Complaint provides almost no insight to the structure or longevity of the alleged enterprise. *See* Dkt. 23 at 13-14.

First, Plaintiff cites to *Gilbert v. MoneyMutual, LLC*, for the proposition that "the definition of enterprise is not a demanding one to meet." Dkt. 28 at 13 (quoting *Gilbert v. MoneyMutual, LLC*, No. 13-cv-01171-JSW, 2018 WL 8186605, at *10 (N.D. Cal. Oct. 30, 2018)). Even so, the *Gilbert* court emphasized RICO's requirement that "each Defendant 'must participate in the operation or management of the enterprise itself.'" *Id.* at *11 (quoting *Reves v. Ernst & Young*, 507 U.S. 178, 185 (1993)).

In its response brief, Plaintiff restates numerous allegations from its Complaint that relate only to alleged conduct by Defendant Pope Flores. *See, e.g.*, Dkt. 28 at 14. The only allegations related to Defendants Gonsalves and Piña specifically are that they sat on the board of directors with LBT and conducted basic job duties consistent with those roles. Dkt. 28 at 14 (stating that Defendant Piña attempted to secure funding for LBT from the Tribe and Defendant Gonsalves sent an email to the Tribal Chairwoman). And in responding to the reality that Plaintiff has pleaded virtually no allegations specific to Defendants LBT and GP Odeum, Plaintiff claims that LBT and GP Odeum "must act

through the individual or individuals who control it." Dkt. 28 at 15. But the Complaint does not allege *any action* by LBT or GP Odeum—independent of the reference to the lumped-together "Defendants"—regardless of who they may act through. The Supreme Court has specified that civil RICO allegations must identify both an individual actor and the enterprise in which the individual participates that is "not simply the same person referred to by a different name." *Cedric Kushner Promotions, Ltd. v. King*, 533 U.S. 158, 161 (2001).

Nor has Plaintiff sufficiently pleaded the longevity of the alleged enterprise. The Complaint alleges that the RICO enterprise began "in or about 2020" but only discusses actions taken by Pope Flores individually until May of 2024. Dkt. 1 at ¶¶ 5, 46, 54, 60. In response to Defendant's arguments on this point, Plaintiff argues in its opposition brief that the alleged "illegal activities involving one common purpose" actually began in 2016. Dkt. 28 at 13. The Court should disregard Plaintiff's attempts to alter the allegations in its Complaint through briefing. In any event, these allegations against Pope Flores alone are insufficient to demonstrate the existence of an enterprise or its longevity. *Cf. Comm. to Protect Our Agric. Water v. Occidental Oil & Gas Corp.*, 235 F. Supp. 3d 1132, 1173-74 (E.D. Cal. 2017) (a plaintiff must allege "some participation in the operation or management of the enterprise" by each member).

Finally, Plaintiff argues that the requisite interstate nexus between the enterprise and its conduct is satisfied because it alleged that "Pope Flores generated e-mails to 'various representatives' of Caesar's Entertainment," a business Plaintiff now alleges for the first time is based outside of California. Dkt. 28 at 16. But the actual paragraph from the Complaint merely accuses a non-party of sending an email to representatives of

Caesar's Entertainment, and provides no information as to where that email was sent from or received, regardless of the company's alleged location. Dkt. 1 at ¶ 45; *see also Bainbridge Taxpayers Unite v. City of Bainbridge Island*, No. 3:22-CV-05491-TL, 2022 WL 17176843, at *11 (W.D. Wash Nov. 23, 2022) (interstate nexus insufficient where plaintiff alleged involvement of out-of-state entities in briefing but not in allegations of the complaint). Plaintiff also argues that alleging mail fraud through use of the U.S. mail is enough to provide an interstate nexus. Dkt. 28 at 16. But such an allegation still requires an appropriate level of pleading, which does not exist here. *See* Dkt. 23 at 17-18; *see also Bainbridge Taxpayers*, 2022 WL 17176843 at *11. Finally, Plaintiff argues that Pope Flores herself acknowledged that the Tribal property allegedly being misappropriated "includes federal funds" sufficient to allege the required interstate-commerce nexus. Dkt. 28 at 16 (quoting Dkt. 1 at ¶ 49). The cited paragraph of the Complaint does no such thing; it references only a Facebook post about a non-party's alleged oversight of federal funds. Dkt. 1 at ¶ 49.

Plaintiff has not plausibly alleged the existence of a RICO enterprise, the conduct of a RICO enterprise, or the effect of that conduct on interstate commerce. Its "Federal RICO" claim is legally insufficient and should be dismissed.

B. Plaintiff has not sufficiently pleaded a pattern of racketeering activity.

Plaintiff has also failed to sufficiently plead a pattern of racketeering activity through the commission of predicate acts. *See* Dkt. 23 at 15-22; 18 U.S.C. § 1961(1). Two of the predicate acts alleged here, mail fraud and wire fraud, require heightened pleading standards that require Plaintiff to identify the role of *each* defendant in *each* allegedly fraudulent scheme. *Lancaster Cmty. Hosp. v. Antelope Valley Hosp. Dist.*, 940

F.2d 397, 405 (9th Cir. 1991); Fed. R. Civ. P. 9(b). Plaintiff's allegations, which focus almost exclusively on individual conduct by Pope Flores, do not meet this high bar.

In defending its claims of mail and wire fraud, Plaintiff again cites to allegations from its Complaint that identify actions by Pope Flores, but none of the remaining four defendants, by name. Plaintiff then relies on two cases involving criminal prosecutions that implicate neither Federal Rule of Civil Procedure 9(b) or the RICO statute itself. *See* Dkt. 28 at 18 (citing *Schmuck v. United States*, 489 U.S. 705, 711-15 (1989) and *United States v. Brugnara*, 856 F.3d 1198, 1208 (9th Cir. 2017)). Neither this irrelevant caselaw nor Plaintiff's conclusory statements regarding the sufficiency of its fraud allegations can overcome the high bar set by Rule 9(b). *See U.S. ex rel. Chunie v. Ringrose*, 788 F.2d 638, 643 n.2 (1986) (on a 12(b)(6) motion, the court need not assume the truth of legal conclusions plaintiffs assert in the form of factual allegations).

Plaintiff's attempted-extortion claim, while not governed by Rule 9(b), is equally flawed. *See* Dkt. 23 at 18-21. Plaintiff begins its defense of its attempted-extortion-related allegations by reciting legal conclusions from its Complaint that it says support a claim of attempted extortion by "actual or threatened force, violence, or fear" including "arranging for e-mails to be sent to executives at the Tribe's business partner challenging the 'good faith' of the Tribe." Dkt. 28 at 12 (citing Dkt. 1 at ¶ 45). The Complaint does not allege that any of the Defendants directed the concerned parent what to write; and even if they had, this Court should not stretch the definition of "threatened force, violence or fear" to include the sending of an email allegedly focused on concerns over the closing of a preschool. Dkt. 1 at ¶¶ 45, 60; *see United States v. Zemek*, 634 F.2d 1159, 1174 (9th Cir. 1980) ("To prove the substantive act of attempted

extortion there must be proof of an attempt to instill fear."); *Salas v. Int'l Union of Op. Eng'r*, No. CV 12-10506 DDP VBKx, 2015 WL 728365, at *3 (C.D. Cal. Feb. 18, 2015) ("Although fear of economic loss can suffice, such fear must be reasonable.").

Plaintiff also highlights that Defendant Gonsalves allegedly sent an email to the Tribal Chairwoman stating she had "worries of a serious nature" about the closure of LBT and was "worried for the Chairwoman and her family," *Id.* at 13 (citing Dkt. 1 at ¶ 60), as though Ms. Gonsalves was threatening the Chairwoman and her family. First, the language as alleged does not show an attempt to instill fear. Second, the language is misquoted.

Although a Court must take factual allegations as true when considering a Rule 12(b)(6) motion, the Court is "not required to accept as true conclusory allegations which are contradicted by documents referred to in the complaint." *Steckman v. Hart Brewing, Inc.*, 143 F.3d 1293, 1295-9 (9th Cir.1998). Examining Ms. Gonsalves's email to the Tribal Chairwoman, it is obvious that Ms. Gonsalves *did not* say she was "worried for the Chairwoman and her family," and did not attempt to instill fear. Rather, she said she would

> be happy to discuss [her concerns] with you and [the other Council members] at any time, just open and honest discussions about what I've learned and how you need to protect your interests. . . . My intentions solely revolve around your well-being and that of your family.

See Decl. of P. Gonsalves, Ex. 1. Plaintiff's dishonest attempt to stretch this email—the only alleged individual action by Ms. Gonsalves in the entire Complaint—into an attempt to instill fear shows just how thin its racketeering allegations are.

Plaintiff also cites *United States v. Ward*, a criminal case, for the contention that it need not allege an injury to its relationship with its business partner when claiming attempted, versus actual extortion. Dkt. 28 at 19 (citing *United States v. Ward*, 914 F.2d 1340, 1345 (9th Cir. 1990)). Plaintiff's conflation of civil pleading standards and criminal liability "fail[s] to appreciate the difference between civil liability and the much broader criminal laws." *United Bhd. of Carpenters and Joiners of America v. Building and Const. Trades Dept.*, 911 F.Supp.2d 1118, 1134 (E.D. Wash. 2012). Unlike the criminal prosecution in *Ward*, plaintiffs alleging attempted extortion as a predicate act in a civil RICO suit must "articulate a compensable injury that flows from attempted extortion for which the RICO laws provide a remedy." *Id.* (finding that plaintiff failed to adequately plead the "wrongful use of economic fear that would amount to extortion, as opposed to hard bargaining.") As stated in Defendants' opening brief, the requisite "compensable injury" is simply not present here. Dkt. 23 at 19, n.2.

Finally, beyond the insufficiency of the alleged predicate acts, Plaintiff has failed to properly plead the pattern of racketeering activity itself. *See* Dkt. 23 at 21-22. As acknowledge by Plaintiff, a civil RICO claim must establish continuity of the alleged predicate acts by showing either "a series of related predicates extending over a substantial period of time" or "past conduct that by its nature projects into the future with a threat of repetition." Dkt. 28 at 20 (citing *Nevada Fleet LLC v. Fedex*, No. 2:17-cv-01732-TLN-KJN, 2022 WL 891245, at *12 (E.D. Cal. Mar. 25, 2022)). Neither type of continuity is met here. There is little to no relation between the alleged predicate acts, which relate to vastly different conduct. *Compare* Dkt. 1 at ¶¶ 27-32 (relating to payment of legal fees for GP Odeum), *with* ¶¶ 44-60 (relating to attempts to keep the preschool

operated by LBT running). Nor is there a threat of future repetition of these alleged acts. In an apparent attempt to remedy the lack of pleaded continuity, Plaintiff's responsive brief claims – for the first time – that Pope Flores "continues to live in the Victorian House." Dkt. 28 at 20. This statement is plainly contradicted by the allegations in the Complaint. Dkt. 1 at ¶ 9 ("Pope Flores resides in Elk Grove, California"), ¶ 40 ("[t]he Victorian House is located at 1412 20th Street, Sacramento, CA"). The Court need only "accept as true" the well-pleaded allegations in the complaint. *Hishon v. King & Spalding*, 467 U.S. 69, 73 (1984). The Court should disregard the new, contradictory allegations in Plaintiff's response brief. *See generally Indian Hills Holdings, LLC v. Frye*, No. 3:20-cv-00461-BEN-AHG, 2021 WL 5994036, at *3 (S.D. Cal. Dec. 17, 2021). In considering the allegations in the Complaint, there is no indication that any of the alleged predicate acts, related to specific and isolated events that have since passed, will "by their nature" continue. The preschool at the center of the allegations of wire fraud and attempted extortion is now closed, Dkt. 1 at ¶ 53, and Plaintiff's allegations of mail fraud largely center on Pope Flores' alleged use of her influence as Tribal Chairwoman, a position she no longer holds, *id.* at ¶¶ 31, 36, 43 n.1.

Because Plaintiff has failed to sufficiently allege qualifying predicate acts and failed to sufficiently allege a pattern of racketeering activity involving those predicate acts, its civil RICO claim should be dismissed.

II. The Complaint fails to plead a conspiracy to violate the RICO statute and Count II must be dismissed.

Because the Complaint fails to appropriately plead any substantive violation of the RICO statute against the Defendants, this Court must dismiss Count II of the

Complaint as it cannot sustain a conspiracy to violate RICO. *See Howard v. Am. Online Inc.*, 208 F.3d 741, 751 (9th Cir. 2000). But even if the Court were to find that Plaintiff properly pleaded any substantive RICO violation (it has not), the Court must nevertheless dismiss Count II of the Complaint for failure to allege a conspiracy. Defendants' opening brief detailed the sparse allegations in the Complaint on this point, especially the paucity of facts relating to the involvement of defendants Piña and Gonsalves. *See* Dkt. 23 at 23-25.

Plaintiff claims in its response brief that the Complaint includes the necessary allegations to allow this Court to find an inference from "the words, actions, or interdependence of activities and persons involved." Dkt. 28 at 21 (citing *Oki Semiconductor Co. v. Wells Fargo Bank*, 298 F.3d 768, 775 (9th Cir. 2002)). In particular, Plaintiff highlights the Complaint's allegations that Defendants Piña and Gonsalves allegedly "admitted to contemporaneous communications among the group of three" (citing ¶¶ 46 and 60 of the Complaint), and that the long-standing relationship between the Defendants Piña, Gonsalves, and Pope Flores, and their operation of Defendant LBT, "demonstrate the required 'interdependence'" under *Oki*. As thoroughly explained in Defendants' opening brief, paragraphs 46 and 60 of the Complaint are not enough to sustain a conspiracy claim against Defendants Piña and Gonsalves. *See* Dkt. 23 at 23-24. Two paragraphs containing vague allegations—recast as "contemporaneous communications," Dkt. 28 at 21—are not enough to satisfy the pleading standards, even at the motion-to-dismiss stage.[2] No matter the Plaintiff's gloss,

[2] Recent decisions from a neighboring district have gone even further and suggested that where the alleged predicate acts are based in fraud, "Rule 9(b) applies to RICO

the Complaint still must allege facts to support that Pope Flores, Piña, and Gonsalves all "conspire[d] to violate" the provisions of the RICO statute, which it has failed to do. 18 U.S.C. § 1962(d). Similarly, neither alleged long-standing personal relationships, nor joint service on a non-profit's board of directors are enough to demonstrate the interdependence "of activities and persons involved" required to infer an "illegal agreement" to violate the RICO statute. *Oki*, 298 F.3d at 775. Even in *Salinas v. United States*, where the Supreme Court considered and upheld a lenient reading of the conspiracy statute in the criminal context, the Supreme Court detailed there was evidence that the defendant "knew about and agreed to facilitate the scheme." 522 U.S. 52, 65 (1997). The Complaint contains no similar specifically pleaded facts.

Finally, it is only in the response to Defendants' Motion to Dismiss—and not in the Complaint itself—that Plaintiff allege that "Defendants have used LBT to mask their participation in the RICO enterprise." Dkt. 28 at 21. While Rule 12(b)(6) requires the Court to take the facts plead in the Complaint as true, its "inquiry is limited to the allegations in the complaint." *Lazy Y Ranch LTD v. Behrens*, 546 F.3d 580, 588 (9th Cir. 2008). Because the Complaint does not include the factual allegations necessary for this Court to find that the Defendants could have conspired to violate the RICO statute,

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conspiracy claims as well." *Wolov v. Duel*, No. CV-21-9839-DSF, 2023 WL 2780369, at *4 (C.D. Cal. Feb. 28, 2023). "This means plaintiffs must allege with particularity (1) an agreement to participate in an unlawful act[;] and (2) an injury caused by an unlawful overt act performed in furtherance of the agreement. Conclusory allegations that RICO defendants entered into an agreement are insufficient." *In re ZF-TRW Airbag Control Units Prods. Liabl. Litig.*, 601 F. Supp. 3d 625, 758 (C.D. Cal. 2022) (internal quotations omitted); *see also Henry's Bullfrog Bees v. Sunland Trading, Inc.*, No. 2:21-cv-00582-TLN-CKD, 2022 WL 583639, at *2 (E.D. Cal. Feb. 25, 2022) (dismissing claims for violation of RICO and conspiracy to violate RICO on basis that they were grounded in fraud and were not pleaded with specificity).

Plaintiffs are unable to establish any possible violation of 18 U.S.C. § 1962(d), and Count II must be dismissed.

III. Plaintiff has provided no additional support for its non-RICO claims to remain in federal court, and they must be dismissed or stayed.

As Defendants explained, this Court lacks jurisdiction over Plaintiff's conversion claim because it does not share the requisite common nucleus of operative facts with their federal RICO claims. Dkt. 23 at 26-27. Plaintiff acknowledges that its conversion claim is against only Pope Flores, Dkt. 28 at 23, but claims that the common nucleus of facts is "Pope Flores'[s] misuse of Tribal government funds for her personal benefit." *Id.* "Misuse of government funds" is not an "operative fact," however. It is simply Plaintiff's *characterization* of alleged facts. Plaintiff utterly failed to show that the same nucleus of *actual facts* support the conversion claim and the federal claims. They don't. Dkt. 23 at 26-27.

Even if the Court were to conclude that it has jurisdiction over the conversion claim, the Court should decline to exercise supplemental jurisdiction over any of Plaintiff's state-law claims (civil conspiracy, conversion, and unjust enrichment) if it dismisses Plaintiff's federal claims. As Defendants explained, federal courts typically decline to retain jurisdiction when federal-law claims are eliminated before trial. Dkt. 23 at 27-28. Plaintiff's only response is that a federal court *can* retain jurisdiction, and that because they chose to file in federal court, the federal court should retain jurisdiction. Dkt. 28 at 23. While Defendants do not dispute that this Court *could* retain supplemental jurisdiction over state-law claims with a common nucleus of facts to the federal claims, there is simply no reason for it to do so, and because this is the "usual case," *Carnegie-*

Mellon Univ. v. Cohill, 484 U.S. 343, 350 n.7 (1988), *superseded on other grounds by statute as recognized in Fent. v. Okla. Water Res. Bd.*, 235 F.3d 553, 557 (10th Cir. 2000), dismissal is appropriate.

IV. Defendants' Motion to Dismiss adequately establishes the existence of an arbitrable claim over the issue of legal fees.

Finally, if the Court does not dismiss Plaintiffs' claims in their entirety, it must stay the portion of Count I, and all of Count V, relating to the issue of legal fees as subject to a valid arbitration clause. The arbitrability of the claims relating to the legal fees is only relevant for this Court to decide if it denies the remainder of Defendants' arguments and allows this litigation to proceed. *See Smith v. Spizzirri*, 601 U.S. 472, 476 n.2 (2024) (acknowledging that courts are not barred from dismissing a suit, even if it involves an arbitrable claim "if there is a separate reason to dismiss, unrelated to the fact that an issue in the case is subject to arbitration" such as jurisdiction).

Along with their Motion to Dismiss, Defendants submitted the affidavit of Rhonda Pope Flores and documentary evidence to support that Defendant Pope Flores intended for certain legal fees relating to the Grand Prince Odeum building to be added to the loan agreement she had with Plaintiff. *See* Dkts. 23-1, 23-2, 23-3. And because as the promissory note contained an arbitration clause for "any dispute or claim that is directly *or indirectly related to*" the note, requested the Court stay any claims subject to the arbitration clause. Dkt. 23-2 at ¶ 18 (emphasis added); Dkt. 23 at 28-29. In response, Plaintiff provided declarations that attempt to create a factual dispute regarding whether the legal fees were added to, or were repaid, under the promissory note. *See* Dkts. 29-30. Notably, however, Plaintiff does not dispute that the legal-fees

issue complained of in the Complaint related to permitting for the GP Odeum building, or that the promissory note initially included the amount necessary to purchase the GP Odeum building. Dkt. 28 at 10; Dkt. 1 at ¶ 26-27.

In light of the "presumption of arbitrability" and that a district court's role is "strictly limited to determining arbitrability and enforcing agreements to arbitrate," this Court should stay the arbitrable claims of the Complaint. *Republic of Nicaragua v. Standard Fruit Co.*, 937 F.2d 469, 478 (9th Cir. 1991); *Moses H. Cone Mem'l Hosp. v. Mercury Constr. Corp.*, 460 U.S. 1, 24-25 (1983) ("[A]ny doubts concerning the scope of arbitrable issues should be resolved in favor of arbitration."). That the parties had a promissory note for the purchase of the GP Odeum building, and Pope Flores has provided the Court with an affidavit that she agreed with a recommendation to hire a law firm to resolve permitting issues "with the condition that the legal fees be added to [her] existing loan," Dkt. 23-1 at ¶ 7, is enough for this Court to find that the issue of the legal fees is a claim at least "indirectly related to," Dkt. 23-2 at ¶ 18, the promissory note and subject to arbitration. Because "[t]o require arbitration, [a party's] factual allegations need only 'touch matters' covered by the contract containing the arbitration clause," Pope Flores' affidavit and exhibits satisfy this liberal standard. *Simula, Inc. v. Autoliv, Inc.*, 175 F.3d 716, 721 (9th Cir. 1999). Any other factual disputes created through the dueling affidavits on the issue of the legal fees are focused on "the merits of the claim and any defenses" and must be left to the arbitrator. *Standard Fruit Co.*, 937 F.2d at 478.

Conclusion

Plaintiff simply has not pleaded proper RICO claims. Rather, it has stretched a grievance with a former tribal leader into a purported conspiracy among a preschool board trying to save its school. The Court should grant the Defendants' Motion to Dismiss, and dismiss Counts I and II for failure to state a claim as required by Rule 12(b)(6), dismiss Count IV for lack of subject-matter jurisdiction under Rule 12(b)(1), and dismiss Counts III – V under 28 U.S.C. § 1367(c)(3). If the Court does not grant the Motion to Dismiss in full, it should stay portions of Count I, and all of Count V, as subject to a valid arbitration clause.

Dated: October 15, 2024

Respectfully submitted,

By: /s/ Vanya S. Hogen
Vanya S. Hogen

By: /s/ Little Fawn Boland
Little Fawn Boland

Attorney for Defendants Rhonda Morningstar Pope Flores, Pati Gonsalves, Ron Piña, Little Big Time Child Development Center, and Grand Prince Odeum LLC