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10  
11 Attorneys for Defendant and Counterclaimant  
Windermere Real Estate Services Company  
12

13 **UNITED STATES DISTRICT COURT**  
14 **CENTRAL DISTRICT OF CALIFORNIA**

15 BENNION & DEVILLE FINE  
HOMES, INC., a California  
16 corporation, BENNION & DEVILLE  
FINE HOMES SOCAL, INC., a  
17 California corporation, WINDERMERE  
SERVICES SOUTHERN  
18 CALIFORNIA, INC., a California  
corporation,

19 Plaintiffs,

20 v.

21 WINDERMERE REAL ESTATE  
22 SERVICES COMPANY, a Washington  
corporation; and DOES 1-10

23 Defendant.  
24

25  
26 AND RELATED COUNTERCLAIMS  
27  
28

Case No. 5:15-CV-01921 R (KKx)

*Hon. Manual L. Real*

**DECLARATION OF MICHAEL  
TEATHER IN SUPPORT OF  
REPLY IN SUPPORT OF  
COUNTERCLAIMANT  
WINDERMERE REAL ESTATE  
SERVICES COMPANY'S  
APPLICATIONS FOR RIGHT TO  
ATTACH ORDERS AND ORDERS  
FOR ISSUANCE OF WRITS OF  
ATTACHMENT**

Date: December 19, 2016

Time: 10:00 a.m.

Courtroom: 8

Complaint Filed: September 17, 2015

1 I, Michael Teather, declare as follows:

2 1. I am a Co-President of defendant and counterclaimant Windermere  
3 Real Estate Services Company (“WSC”). The statements in this declaration are  
4 based upon my personal knowledge, and if called as a witness, I could testify  
5 competently thereto.

6 2. As stated in my prior declaration filed in support of WSC’s application  
7 for writs of attachment, on June 3, 2014, I sent a letter to plaintiffs’ attorney, Robert  
8 Sunderland, confirming the parties’ agreements on certain issues. I had asked  
9 WSC’s General Counsel, Paul Drayna, to type the letter for me. The first draft was  
10 written on May 30, 2014. I asked Mr. Drayna to finalize the letter and print it for  
11 me to sign on June 3, 2014. After I signed the letter I gave it back to Mr. Drayna,  
12 with instructions for him to scan it to Mr. Sunderland as a PDF file, along with the  
13 proposed amendment to a 2009 promissory note which is referenced in the letter. I  
14 was copied on Mr. Drayna’s June 3, 2014 email, which was attached to his previous  
15 declaration filed in support of this motion. I received the email from Mr. Drayna on  
16 June 3, 2014 at the same time it was sent to Mr. Sunderland.

17 3. On June 10, 2014, Mr. Drayna sent a follow up email to  
18 Mr. Sunderland regarding my June 3 letter. The June 10th email also attached the  
19 same letter and proposed amendment to the promissory note that were attached to  
20 my initial email of June 3rd. I was copied as a “cc” recipient on Mr. Drayna’s June  
21 10th email. I received it on June 10, 2014 at the same time it was sent to Mr.  
22 Sunderland. A copy of the June 10 email is attached Mr. Drayna’s declaration as  
23 Exhibit 3.

24 4. On or about June 24th, 2014, I asked Mr. Drayna if he had received the  
25 signed amendment to the promissory note that was attached to my June 3 letter. He  
26 told me that he had not yet received it, and had not heard any response to his emails  
27 of June 3 and 10 respectively.

28 ///

1 5. On June 24, 2014, I therefore sent an email to Mr. Sunderland. A copy  
2 of this email is attached hereto as Exhibit A.

3 6. Approximately 90 minutes later, on June 24, 2014, Mr. Sunderland  
4 responded to me by email. A copy of this email is attached as Exhibit B. Mr.  
5 Sunderland's June 24th email made it clear to me that he has the document in his  
6 possession, but explains it has not been signed yet because his clients, Bob Bennion  
7 and Bob Deville, have been out of town. The only way that Mr. Sunderland could  
8 have had that paperwork in his possession on June 24, 2014, is if he had in fact  
9 received Paul Drayna's emails of June 3rd and/or 10th.

10 7. As a part of my duties with WSC, I regularly communicate with  
11 WSC's franchisees in Southern California. As a part of those communications, I  
12 have been told that Messrs. Bennion and Deville have been trying for some time to  
13 sell their real estate companies, Bennion & Deville Fine Homes, Inc. and Bennion  
14 and Deville Fines Homes SoCal, Inc. I was also recently told that Messrs. Bennion  
15 and Deville had a deal to sell those companies to a competitor, Better Homes and  
16 Gardens Real Estate, and that a potential sale may be closing on or about February  
17 1, 2017.

18 I declare under penalty of perjury under the laws of the United States of  
19 America that the forgoing is true and correct, executed this 5th day of December,  
20 2016, at Seattle, Washington.

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Michael Teather

# EXHIBIT A

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**From:** Mike Teather  
**Sent:** Tuesday, June 24, 2014 12:07 PM  
**To:** rsunderland@sunmclaw.com  
**Cc:** Paul Drayna  
**Subject:** FW: Bobs payments: status and due dates

Robert,

I asked Paul to prepare a summary of when payments are due from Windermere Southern CA, he will send this to you by separate email. It occurred to me that this may make it easier for payments to be scheduled.

Paul tells me that he has not received the addendum that extends the 2009 loan by three years. Please let me know if there is a problem with this extension.

I would like to schedule a trip to San Diego for the middle of July. Could you let me know when you might be available.

Otherwise, I hope this email finds you well.

Michael J. Teather  
WSC

# EXHIBIT B

## Paul Drayna

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**From:** Robert Sunderland <rsunderland@sunmclaw.com>  
**Sent:** Tuesday, June 24, 2014 13:35  
**To:** Mike Teather  
**Cc:** Paul Drayna; Robert Sunderland  
**Subject:** RE: Bobs payments: status and due dates

Thanks for following up Mike. Bob and Bob are out of town all week and not very reachable so I anticipate getting the paperwork back to you early next week.

I will be in San Diego between the 22<sup>nd</sup> and 31<sup>st</sup> so if you have a few dates that look better than any of the others, let me know and we'll plan to meet then.

Best regards,

Robert

Sent From:  
**Robert J. Sunderland, Esq.**  
SUNDERLAND | MCCUTCHAN, LLP  
11770 Bernardo Plaza Court, Suite 310  
San Diego, CA 92128  
Tel: (858) 675-7800  
Fax: (858) 675-7807  
Web: [www.sunmclaw.com](http://www.sunmclaw.com)

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**From:** Mike Teather [<mailto:mike.teather@windermere.com>]  
**Sent:** Tuesday, June 24, 2014 12:07 PM  
**To:** Robert Sunderland  
**Cc:** Paul Drayna  
**Subject:** FW: Bobs payments: status and due dates

Robert,

I asked Paul to prepare a summary of when payments are due from Windermere Southern CA, he will send this to you by separate email. It occurred to me that this may make it easier for payments to be scheduled.

Paul tells me that he has not received the addendum that extends the 2009 loan by three years. Please let me know if there is a problem with this extension.

I would like to schedule a trip to San Diego for the middle of July. Could you let me know when you might be available.

Otherwise, I hope this email finds you well.

Michael J. Teather  
WSC