

EXHIBIT W

Debtmerica, intermingled support, used threats to stop financial aid in order to coerce Defendant, Sophie Torres to change her will.

The specific counts against the Defendant are as follows:

1. Count V alleges tortious interference by Debtmerica with a contract by and between Sophie Torres and Plaintiff, Jesse Torres, III. A review of the statements leading up to this Count does not reference any action taken by Debtmerica, which would constitute an tortious interference between Defendant, Sophie Torres and Plaintiff, Jesse Torres, III. The implication contained within the Count is that the Defendant intermingled support with the other Defendants to accomplish a tortious interference.
2. Count VI alleges the same cause of action as Count V but changes the reference of the "interference" from tortious to deliberate. It appears by way of pleading that the Plaintiff believes this interference rises to criminal culpability, which certainly cannot be pled here.
3. Count VII alleges a malicious intent but only references Debtmerica as intermingling support with the other Defendants. The Count suggests that there was a conspiracy but sets forth no information or allegations setting forth Debtmerica's relationship to the conspiracy or its involvement with same. It is unclear what cause of action the Plaintiff seeks in this Count as malicious intent does not rise to a recognized cause of action.
4. Count VIII alleges conspiracy to commit fraud that does not set forth the specific fraud. Once again that Count only involves the Defendant, Debtmerica by saying it intermingled support with the other Defendants. It is unclear as to what conspiracy or fraud the Defendant, Debtmerica, is involved in under this Count.
5. Count IX alleges slander on the part of Defendant, Debtmerica, but does not indicate anywhere within the Complaint what statements were made by Debtmerica to constitute slander.

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6. Count X alleges defamation against Defendant, Debtmerica, but fails to state what statements this specific Defendant made and how they were at fault and how they harmed the Plaintiff's reputation.

7. Count XI alleges intentional infliction of emotional distress by the Defendant, Debtmerica, against the Plaintiffs. This Count or any other statements contained within the Complaint does not set forth what actions this Defendant took to inflict emotional distress.

ARGUMENT

The subject matter of the within Complaint is arguably an issue over a Will that the Plaintiffs drafted and had the Defendant, Sophie Torres, sign on or about April 24, 2009. Disregarding the circumstances under which this Will was created and ultimately executed, the claims against the Defendant, Debtmerica, LLC, simply cannot be sustained as pled.

A corporation or in this case a Limited Liability Company has no capacity to commit a tort. Tortious acts of its agents are not corporate acts. There is no reference within the Plaintiffs' Complaint that any of the Defendants were acting as an agent of Debtmerica, LLC. In fact, the Complaint attempts to establish the Defendant as its own legal person committing acts. There is no reference to the Defendant having any agent and thus the Defendant, Debtmerica, cannot be held responsible by itself. A corporation is liable for the torts of its agents done in its behalf or at the order of the stockholders or corporate management. See *Nims v. Mount Herman Boys School*, 160 Mass. 177 (1893). There is no allegations that Debtmerica's agents committed any acts that the Defendant could be held responsible for and there is no allegation that any of the stockholders or corporate management instructed the Defendant to act in a certain way.

Further, a corporation is liable for torts of its agents acting within the scope of their authority in corporate business but is not liable for totally unauthorized acts or for the torts of

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those agents committed at other times, simply because they are its agents or employees. There is no clear statement or understanding within the Complaint of how Debtmerica, LLC has committed the acts alleged. There is no reference to agents, times or how these acts were carried out.

The Defendant, Debtmerica, cannot by itself interfere with a contractual arrangement. Therefore, without more Count V must be dismissed.

Count VI alleges a deliberate interference by Debtmerica and under corporate law, Debtmerica cannot be held liable by itself without alleging an agent committed such an act.

Count VII does not reference a legal recognizable civil cause of action and therefore, the Plaintiffs cannot be allowed to go forward against Debtmerica under this Count.

Count VIII attempts to make the Defendant responsible for an act not committed by its agent or under a corporate order. Debtmerica is a Limited Liability Company and does not have the ability by itself to commit a conspiracy.

Count IX and X allege that Debtmerica made statements that both slandered and defamed the Plaintiffs. No statements have been referenced and the corporation alone cannot make such statements.

Lastly, Count XI alleges an intentional infliction of emotional distress which is again a specific count against an individual and attempts to portray the Defendant corporation as a person.

In sum, the allegations made against Debtmerica fail to state a cause of action for which relief can be granted. There is no reference that Debtmerica has any contacts with the Commonwealth of Massachusetts nor is there any statements regarding actions made by its agents or corporate board that rise to the counts set forth in the Plaintiffs' Complaint.

CONCLUSION

For the foregoing reasons, the Defendant, Debtmerica, LLC, requests that this Honorable Court dismiss all the Plaintiffs' counts against the Defendant.

Respectfully submitted,
Debtmerica, LLC
By their attorney

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Dated: September 7, 2011

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the Memorandum of Law has been sent via first class mail, postage prepaid this 9th day of September, 2011 to the Plaintiffs:

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