

IN THE SUPERIOR COURT
FOR THE DISTRICT OF COLUMBIA

JAMES PERICOLA
517 SEWARD SQUARE, SE
WASHINGTON, DC 20003

~and~

THE 10 CAMPAIGN, LLC
517 SEWARD SQUARE, SE
WASHINGTON, DC 20003

Plaintiffs,

v.

SQUIRE PATTON BOGGS (US) LLP
4900 KEYTOWER
127 PUBLIC SQUARE
CLEVELAND, OH 44114

SERVE:

Corporation Service Company
1090 Vermont Avenue, NW
Washington, DC 20005

~and~

JOHN BOEHNER
930 CAPE MARCO DR UNIT 403
MARCO ISLAND, FL 34145-6346

Defendants.

CIVIL ACTION NO.:

JURY TRIAL DEMANDED

CIVIL COMPLAINT

Plaintiffs, James Pericola (“Pericola”) and The 10 Campaign, LLC (“The 10 Campaign”), bring this action against Defendants, Squire Patton Boggs (US) LLP (“SPB”) and John Boehner (“Boehner”), and allege as follows:

NATURE OF THE ACTION

1. Plaintiffs file this Complaint against Defendants Squire Patton Boggs (US) LLP, (“SPB”), and John Boehner: breach of contracts; express and implied; misappropriation of trade secrets in violation of D.C. Code Ann. § 36-401; tortious interference with prospective business relationships; quantum meruit; promissory estoppel, detrimental reliance; unjust enrichment; constructive and/or actual fraud; and breach of fiduciary duty.

2. Plaintiffs contend Defendants “SPB” and former Speaker of the United States House of Representatives and SPB Senior Strategic Advisor John Boehner (“Boehner”) improperly used Plaintiffs’ proprietary strategies, protected by non-disclosure agreements, to secure lucrative revenue streams in the campaign to deregulate the use of marijuana. Moreover, Plaintiffs contend Defendants intentionally mislead Plaintiffs to believe Defendants were advancing the interests of The 10 Campaign with prospective funders, stakeholders and clients to induce Plaintiffs to provide ongoing research, proprietary strategy and talking points.

3. As more fully outlined below, despite Defendants representations of their intentions to work with The 10 Campaign and commitment to maintain the secrecy of Plaintiffs’ proprietary strategy, Defendants misappropriated this proprietary strategy gleaned from Plaintiffs to Defendants commercial benefit. Specifically, Defendants obstructed Plaintiffs’ ability to directly participate in negotiations with potential funders, while Defendants utilized Plaintiffs’

proprietary strategy and talking points to Defendants' sole benefit undercutting Plaintiffs' economic interests and infringing upon Plaintiffs intellectual property rights.

4. Since in or around 2018, Defendants have intentionally, unlawfully and fraudulently continued to exploit Plaintiffs' unique ideas and proprietary initiatives in furtherance of lucrative business dealings with other collaborative partners, funders and clients. By way of example, in 2019, Defendants used Plaintiffs' strategic and proprietary roadmap to form a coalition based national campaign for marijuana reform, the National Cannabis Roundtable. In addition to involving the same structure, a mainstream bipartisan coalition led by credible former policy makers, the National Cannabis Roundtable involves virtually all of the same stakeholders and initiatives identified by Plaintiffs nearly a year earlier, including its Honorary Co-Chair Defendant Boehner. In doing so, Defendants fraudulently stole, replicated and implemented the strategic and proprietary roadmap provided by Plaintiffs without their consent or compensation for their ideas to the financial benefit of Defendants and detriment of Plaintiffs.

5. Through this action, Plaintiffs seek all damages available to them under the law, including but not limited to, an order enjoining the Defendants from using The 10 Campaign's proprietary initiatives; disgorgement as well as compensation for the financial losses and the irreparable damage caused by Defendants' wrongful conduct, including unjust enrichment.

JURISDICTION AND VENUE

6. Jurisdiction of this court is invoked pursuant to D.C. Code § 11-921, and by virtue of the fact that all acts and omissions complained of occurred within the District of Columbia.

7. Venue in this court is proper since the cause of action arose in the District of Columbia.

THE PARTIES

8. Plaintiff, James Pericola, is an adult individual and a resident of Washington, D.C. James Pericola is the sole creator and founder of The 10 Campaign LLC, a private lobbying entity incorporated under the laws of the District of Columbia in January 2018.

9. Plaintiff, The 10 Campaign is a limited liability company, duly organized under the laws of the District of Columbia.

10. Defendant, Squire Patton Boggs (US) LLP (“SPB”) is professional law firm incorporated under the laws of Ohio with a corporate headquarters in Columbus, Ohio and a principal place of business in Washington, D.C.

11. Defendant, John Boehner, is an adult individual and, upon information and belief, a resident of Florida. At all relevant times, John Boehner has been employed as a senior strategic advisor at Squire Patton Boggs; co-founder and Honorary Chair of the National Cannabis Roundtable.

GENERAL FACTUAL ALLEGATIONS

12. On January 4, 2018, then-United States Attorney General Jeff Sessions (“AG Sessions”) rescinded the Cole Memorandum, former United States President Barack Obama’s administration’s policy of non-interference with state marijuana laws¹.

13. Recognizing and anticipating the significance of this policy reversal, specifically the likely widespread public resistance to such a repeal and overreach by the federal government; Plaintiff Pericola envisioned forming a coalition to tap into that energy and shifting attitudes on cannabis use, to shape the debate on legalization. Pericola conceptualized this campaign spurred by AG Sessions’ action infringing upon on the rights conveyed to states by the 10th Amendment to the United States Constitution, and named it The 10 Campaign. Seizing on this unique moment in time and opportunity, Pericola immediately began to identify potential stakeholders and relevant initiatives; working with an attorney to provide an NDA; and less than two weeks later, had filed the paperwork with the District of Columbia to form The 10 Campaign on or about January 17, 2018.

14. The 10 Campaign was formed as a public policy entity with a novel proprietary plan for marijuana reform. Through detailed campaign initiatives, The 10 Campaign sought to shift the debate by highlighting specific poll tested data points evidencing the economic and societal benefits of allowing states to legislate their respective marijuana laws under the 10th Amendment, seizing on a unique historical opportunity to resolve the conflict between the laws

¹ See Jeremy Berke and Associated Press, The Justice Department is Rescinding Critical Rules Directing the Federal Government to Keep its Hands off of States' Legal Marijuana, Business Insider (January 4, 2018).

of a growing number of states and federal law, where marijuana remains classified as an illegal, Schedule I drug.

15. Among other things, The 10 Campaign focused on the significant revenue derived by states that permit marijuana sales such as Colorado, which experienced nearly \$2.25 billion in recreational and medical marijuana sales and generated more than \$247 million in taxes, fees and licensing costs last year alone.²

16. In the weeks prior to its legal formation, Pericola expended considerable time and effort preparing for the launch of The 10 Campaign.

17. Drawing on his extensive experience in politics, law and advocacy, Pericola created a detailed, proprietary plan centered on 10th Amendment state rights to achieve these objectives and began contacting prospective collaborative partners for The 10 Campaign. In addition to the unique timing and opportunity presented by Sessions' rescission of the Cole Memorandum, Pericola recognized that in order to shift the legalization debate to a mainstream audience, he need to identify and recruit credible voices to lend to this effort with a serious and professional advocacy approach. Until 2018, federal legalization efforts were largely driven by fringe, single issue advocacy groups and narrow carve-outs for medical use. Pericola specifically identified, and sought out, Defendant Boehner as an ideal collaborator with the requisite bona fides to serve as the Republican Co-Chair for The 10 Campaign.

² [Colorado Department of Revenue](#) (last accessed on April 11, 2022).

18. Defendant, John Boehner served as a Republican congressman in the U.S. House of Representatives from 1991 to 2015, including a four-year tenure as the 53rd speaker of the House from 2011 to 2015. Following this distinguished career Boehner garnered the attention of various interest groups.

19. While in Congress, Boehner, often described as a “staunch conservative,” steadfastly opposed marijuana reform. In August 2011, Boehner declared he was “unalterably opposed to the legalization of marijuana or any other FDA Schedule I drug” in a letter to a constituent regarding a legalization bill introduced by a Democratic colleague.³

20. In September 2015, a month before his departure from Congress, a spokeswoman for Boehner reiterated Boehner’s opposition to marijuana reform.⁴

21. In January 2018, Pericola met with Mike Sommers, Defendant Boehner’s former Chief of Staff, and high school friend of Pericola’s, to discuss the possibility of Boehner co-chairing The 10 Campaign. During the meeting, Pericola explained why it made strategic sense for Boehner to be the political catalyst for marijuana reform with The 10 Campaign, emphasizing Boehner’s bipartisan influence, detailed political cover for the departure from his lifelong stance against marijuana reform, and the potential for significant financial opportunity.

³ <https://blog.norml.org/2011/09/15/oh-the-irony-speaker-of-the-house-john-boehner-continues-to-support-marijuana-prohibition/> (last accessed on August 26, 2020).

⁴ <https://www.cincinnati.com/story/news/politics/elections/2015/09/13/ohio-delegation-hot-pot-legalization/72067198/> (last accessed on August 26, 2020).

22. During that meeting on or about January 29, 2018, Plaintiff Pericola expressed to Sommers that the time was right for Defendant Boehner to reconsider his position on legalization given the shifting tides and polling data, and the desire to engage relevant stakeholders from Wall Street to Main Street to join The 10 Campaign. At that meeting Plaintiff outlined The 10 Campaign's unique strategy and plan, as well as the specific bipartisan issues supporting legalization, under the promise of only sharing the same with Defendant Boehner to gauge his interest in joining the campaign. Sommers promised to share limited and discreet information with Boehner.

23. Pericola sought the counsel of Sommers as a friend and confidant both to gauge the interest of Speaker Boehner in joining The 10 Campaign, as well as to discuss the engagement of the private equity community, particularly those currently investing in cannabis, to participate and help fund The 10 Campaign.

24. After the meeting with Sommers, Boehner expressed tentative interest and in keeping the lines of communication open to formalize a deal with The 10 Campaign.

25. Throughout February and March, 2018, Plaintiff continued to meet with bipartisan leaders including recruiting high level Republicans and Democrats, including Former Congressman Nick Rahall, to join The 10 Campaign conditioned upon signing an NDA and Non-Compete. Further Plaintiffs Pericola and The Ten Campaign, began to implement their lobbying strategy to lay the basis for future marijuana legislative reform, including a team from 10 Campaign traveling to Ohio, to meet with Senators Sherrod Brown and Cory Booker, as one example.

26. On or about February 28, 2018, Plaintiff met with Taylor Gross, Partner & Co-Founder, The Herald Group (“THG”). Mr. Gross agreed to have the THG participate in The 10 Campaign.

27. In March, 2018, Mr. Gross arranged for Plaintiff to speak with Brett Boyles, Principal at Squire Patton Boggs (“SPB”) to organize a joint meeting to discuss The 10 Campaign. Mr. Gross, a member of The 10 Campaign, learned that Privateer Holdings (“Privateer”) had approached SPB about developing a strategy on marijuana legalization; and given Defendant SPB’s lack of expertise in this area, Mr. Gross suggested that SPB meet with The 10 Campaign to jointly work with Privateer Holdings.

28. In March 2018, Pericola pitched principals of Defendant, SPB, in their D.C. office where Boehner has been employed as a senior strategic advisor since September 2016, to serve as a strategic partner of The 10 Campaign.

29. On March 22, 2018, SPB Co-Chair of Strategic Advocacy Public Policy Practice, Brett Boyles, and SBP Partner, Clark K. Ervin, each entered into non-disclosure agreements (“NDA”) covering The 10 Campaign’s proprietary strategic initiatives.

30. Once the NDAs were signed, Pericola discussed The 10 Campaign strategy, including his belief that Boehner would be the ideal messenger for the campaign. The SPB team discussed its ongoing efforts to devise a marijuana legalization strategy for Privateer, a private equity firm. SPB subsequently used The 10 Campaign’s strategic initiatives to seek funding.

31. On March 23, 2018 Pericola provided SPB with a draft email to send to Privateer regarding The 10 Campaign and its mission. He also included The 10 Campaign’s white paper.

By March 26, 2018, SPB completed its draft of the pitch to Privateer. The SPB team invited comments from Pericola, and with his approval Miller sent the pitch to Christian Groh (“Groh”), Partner at Privateer. On March 28, 2018, Groh asked about a budget for the project. The team spent the next few days putting together a budget and sent it to Groh.. Groh did not respond to Pericola’s budget email, and, as far as Pericola is aware, Privateer never accepted or formally rejected the pitch.

32. Over the next several weeks, Pericola and The 10 Campaign stayed the course. Pericola reached out to potential funding partners for The 10 Campaign and continued to communicate with SPB under the NDA. On April 3, 2018, former Boehner Chief of Staff Mike Sommers introduced Pericola by email to former Boehner Deputy Chief of Staff, Dave Schnittger, who was and is a principal of SPB subject to the NDA.

33. On April 10, 2018, Schnittger emailed Pericola from an SBP account advising “[c]onfidentiality agreements have pretty much bound my hands in terms of what I can say ahead of time, but an announcement is coming soon that will bring everything into focus and permit robust discussion.”

34. In the early morning hours of April 11, 2018, Boehner tweeted “I’m joining the board of #AcreageHoldings because my thinking on cannabis has evolved. I’m convinced de-scheduling the drug is needed so we can do research, help our veterans, and reverse the opioid

epidemic ravaging our communities.⁵” The tweet included a link to a press release from Acreage Holdings, a Canadian New York City based cannabis company, announcing Boehner had joined its advisory board.

35. The Acreage announcement received global media coverage and was described as a “watershed moment” in the movement towards mainstreaming marijuana⁶. Boehner’s self-declared change of heart on cannabis served to “legitimize” the industry in key political circles overnight and paved the way for other politicians, elected officials and influencers to come to the table after years of opposition to cannabis legalization.

36. In explaining the sudden reversal of his stance against marijuana reform, Boehner used proprietary strategic initiatives (talking points) from The 10 Campaign that were subject to the NDA between The 10 Campaign and SPB; devised and provided to SPB for the promotion and advancement of The 10 Campaign.

37. Acreage Holding’s Founder and then-Chief Executive Officer, Kevin Murphy, also parroted key talking points of The 10 Campaign.

38. In a series of media statements following the Acreage announcement, including an April 13, 2018 appearance on the “Today Show,” Boehner directly attributed his change of heart to The 10 Campaign’s proprietary initiatives, including:

- The 10th Amendment of the Constitution which gives the states the power to create and administer their own marijuana laws;⁷

⁵ <https://twitter.com/speakerboehner/status/984022770752290818?lang=en> (last accessed on August 26, 2020).

⁶ <https://www.newsweek.com/boehner-could-payday-evolution-marijuana-882086> (last accessed on August 26, 2020).

- That de-scheduling marijuana would help veterans suffering from physical pain and post-traumatic stress disorder as well as others devastated by the opioid epidemic;⁸
- Marijuana’s therapeutic role in the treatment of epilepsy;⁹
- Polling data reflecting that a growing majority of Americans now support marijuana reform;¹⁰
- Adding momentum to criminal justice reform; and¹¹
- Legal cannabis contributing billions of dollars to the U.S. economy.¹²

39. Significantly, SPB Principal and Boehner’s former Deputy Chief of Staff, David Schnittger, was identified in press accounts as Boehner’s “spokesman” who explained Boehner’s

⁷ <https://abcnews.go.com/Politics/boehner-joins-fight-loosen-marijuana-laws-thinking-evolved/story?id=54390390> (last accessed on December 10, 2019); <https://www.dailytexanonline.com/2019/03/15/john-boehner-kevin-murphy-discuss-national-legalization-of-marijuana-at-sxsw> (last accessed on December 10, 2019).

⁸ *Id.*; see also <https://www.washingtonpost.com/news/work/wp/2018/04/11/john-boehner-was-a-longtime-opponent-of-marijuana-reform-heres-what-changed-his-mind/> (last accessed on December 10, 2019); <https://www.nbcnews.com/news/us-news/john-boehner-backs-marijuana-decriminalization-joins-board-cannabis-company-n865051> (last accessed on December 10, 2019).

⁹ <https://www.wcpo.com/news/local-news/butler-county/west-chester-community/boehner-says-government-should-get-out-of-the-way-of-marijuana> (last accessed on December 10, 2019).

¹⁰ <https://www.wsi.com/articles/washington-needs-to-legalize-cannabis-1541361855> (last accessed on December 10, 2019).

¹¹ <https://www.nvtimes.com/2018/04/11/us/politics/boehner-cannabis-marijuana.html> (last accessed on December 12, 2019).

¹² <https://news.bloombergtax.com/daily-tax-report/john-boehners-pro-marijuana-group-eyes-tax-regulatory-changes> (last accessed on February 5, 2020).

“evolving position” on marijuana legalization had “been the result of close study after leaving office.”¹³

40. In a sign that the 10th Amendment argument gained traction, Senators Elizabeth Warren and Cory Gardner introduced the “Strengthening the Tenth Amendment Act Through Entrusting States Act” seeking to formalize the independent rights of states to regulate marijuana within their borders on June 7, 2018.

41. In a June 13, 2018 meeting with Pericola, SPB expressed a renewed interest in embracing The 10 Campaign, this time with Acreage Holdings as a financial partner of the coalition.

42. On June 28, 2018, Pericola again met with SPB after spending several weeks and considerable expense reworking The 10 Campaign’s pitch.

43. On July 2, 2018, Pericola was informed that Boehner would serve as The 10 Campaign’s co-chair and that Acreage Holdings only needed to sign onto The 10 Campaign as a formality.

44. Over the next couple weeks, Pericola was advised that financial support in the range of \$1 million from Acreage Holdings was a forgone conclusion.

45. On July 25, 2018, Trademark 8805030 was issued for The 10 Campaign.

¹³ See <https://www.washingtonpost.com/news/wonk/wp/2018/04/11/john-boehner-was-a-longtime-opponent-of-marijuana-reform-heres-what-changed-his-mind/> (last accessed on December 10, 2019).

46. In a stark reversal, on August 7, 2018, SPB informed Pericola that Boehner would no longer co-chair The 10 Campaign. In sum and substance, Pericola was told “why would we pay you when we can do it ourselves?”

47. Upon information and belief, from in or around April, 2018 through August, 2018 Defendants misappropriated Plaintiffs strategic and proprietary ideas to promote their self-interests as an alternative advocacy campaign to The 10 Campaign, while purporting to promote The 10 Campaign.

48. Defendants spent months cultivating relationships within the cannabis industry and establishing themselves as credible thought leaders by parroting the ideas and strategy created by Plaintiffs. In doing so, while purporting to advance Plaintiff initiatives, Defendants deprived Plaintiffs of the market opportunity by using Plaintiffs’ ideas to fill that market space themselves; something they were unable to do prior to meeting with Plaintiffs in March, 2018.

49. As of August 2018, Pericola was cut out of all future dealings between Boehner, SPB, Acreage Holdings and other collaborative partners while Boehner and SPB continued to exploit The 10 Campaign’s proprietary initiatives for marijuana reform in furtherance of other lucrative business dealings.

50. Pericola reasonably relied to his detriment on representations by Defendants of their intention to join, raise funds and promote The 10 Campaign. Defendants intentionally mislead Plaintiffs to induce them to continue to share their proprietary strategy in furtherance of Defendants’ interests.

51. On August 15, 2018, Constellation Brands, a beer and wine production company, announced a \$4 billion investment in Canadian cannabis company, Canopy Growth, in a media statement that included coordinated statements from Acreage Holdings CEO, Kevin Murphy and Defendant, Boehner.¹⁴

52. On or about October 3, 2018, Acreage Holdings hired Saphira Galoob, Principal and CEO of the Liaison Group.

53. On November 14, 2018, with Boehner's backing, Acreage Holdings raised \$314 million dollars from approximately 30-35 institutional investors as part of a reverse takeover that made Acreage Holdings one of the most valuable companies in the U.S. marijuana industry¹⁵.

54. On February 8, 2019, Boehner agreed to serve as honorary chairman of the National Cannabis Roundtable. The National Cannabis Roundtable's reform agenda, which was developed with strategic guidance from Boehner and SPB, again echoed The 10 Campaign's proprietary initiatives of lifting federal restrictions that prohibit cannabis research, combatting the opioid epidemic and helping veterans suffering from PTSD. Saphira Galoob was named Senior Public Policy Advisor and Executive Director of the National Cannabis Roundtable.

55. As Pericola envisioned, the "National Cannabis Roundtable," a bipartisan cannabis coalition, was formed. Boehner serves as co-chair, Acreage provides funding, Boyles

¹⁴ <https://money.cnn.com/2018/08/15/news/companies/constellation-brands-cannabis-canopy-growth/index.html> (last accessed on December 12, 2019).

¹⁵ <https://www.investors.com/news/marijuana-stocks-acreage-holdings-canada-john-boehner/> (last accessed on August 26, 2020).

coordinates for SPB, Galoob acts as Executive Director with her law firm also participating, and Holt works as national spokesperson. The National Cannabis Roundtable was a repackaged version of The 10 Campaign. As Pericola predicted, this coalition proved lucrative for the parties involved.

YEAR	FIRM	FEES PAID
2019	SPB	\$450,000
2019	The Liaison Group	\$245,000
2020	SPB	\$360,000
2020	The Liaison Group	\$220,000
2021	SPB	\$240,000
2021	The Liaison Group	\$186,500

See Client Profile: National Cannabis Roundtable, Open Secrets, 2019-2021 Hired Firms, <https://www.opensecrets.org/federal-lobbying/clients/hired-firms?cycle=2021&id=E317570> (last accessed January 5, 2022). Accordingly, from the National Cannabis Roundtable fees alone, SPB has earned \$1,050,000.00 in three years, and the Liaison Group has earned \$651,500.00 in three years.

56. On March 15, 2019, Boehner and Acreage Founder and then-CEO Kevin Murphy delivered the Convergence Keynote at South by Southwest (SXSW) at the Hilton Austin

Downtown. In that presentation, Acreage was described as “a major political think tank” and the leading cannabis company in the United States. Murphy described where he was when the key event occurred that changed the future of Acreage: “I can tell you exactly where I was when Jeff Sessions rescinded the Cole memo. I was taking anti-nausea medication. I was thinking... after all these years ... it’s come to this. I can also say that the Speaker joined us after that moment. And to me ... I can tell you it was a simple change ... frankly ... in our trajectory.”¹⁶

57. Since in or around March, 2018 until present day, after recruiting Plaintiffs for their unique approach to cannabis legalization and expertise in this area; Defendants have misappropriated Plaintiffs’ detailed proprietary and legislative plan and have been unjustly enriched by plagiarizing this plan to establish themselves as the preeminent thought-leaders in the cannabis space; to their exclusive benefit and Plaintiffs’ detriment.

COUNT I
BREACH OF CONTRACT

58. Plaintiffs incorporate by reference the preceding paragraphs as if fully set forth herein.

59. The March 22, 2018 NDAs are valid contracts between Plaintiffs, James Pericola and The 10 Campaign and Defendants, SBP and Boehner, who, at all relevant times, was a principal of SPB.

¹⁶ <https://www.youtube.com/watch?v=M3o3TEmlQWI> (last accessed on August 27, 2020).

60. The March 22, 2018 NDA established a clear duty on Defendants, SPB, and Boehner, not to disclose “nonpublic information” for any purpose other than furthering the interests of The 10 Campaign.

61. Pursuant to the March 22, 2018 NDAs, “nonpublic information” included proprietary information such as marketing materials, campaign strategy, logos or other intellectual property, whether or not registered with the U.S. Patent and Trademark Office at such time the material is provided, trade secrets and other confidential business information, attorney work product, information protected by the Privacy Act, and other sensitive information that related to the current or future business operations of The 10 Campaign.

62. Defendants, SPB and Boehner breached the March 22, 2018 NDAs by disclosing nonpublic information to unauthorized third parties, including but not limited to, Acreage Holdings and various media outlets for purposes antagonistic to The 10 Campaign, and in furtherance of their own financial gain.

63. Defendants further breached and continue to breach the NDA which states in pertinent part “the Interested Party will not use or disclose the information for any personal or other commercial purpose”. Defendants used and continue to monetize Plaintiffs’ strategic and proprietary legalization campaign for their own personal financial and commercial gain through stock options, speaking opportunities, monthly client retainers directly related to cannabis legalization.

64. Defendants, SPB and Boehner's breach of the March 22, 2018 NDAs caused significant harm to Plaintiffs, including financial losses and irreparable damage to The 10 Campaign.

WHEREFORE, Plaintiffs James Pericola and The 10 Campaign demand judgment in an amount believed to be in excess of \$100,000.00 against Defendants, Squire Patton Boggs and John Boehner, for such damages as may be permitted pursuant to the laws of the District of Columbia, together with interest thereon, costs of suit and attorneys' fees.

COUNT II
MISAPPROPRIATION OF TRADE SECRETS UNDER
DISTRICT OF COLUMBIA UNIFORM TRADE SECRETS ACT
D.C. CODE ANN. § 36-401, *ET SEQ.*

65. Plaintiffs incorporate by reference the preceding paragraphs as if fully set forth herein.

66. The 10 Campaign's proprietary strategic initiatives qualify as a "trade secret" under the DCUTSA because their actual value or potential independent economic value derives from not being generally known to, and not being readily ascertainable by, proper means by another who can obtain economic value from their disclosure or use.

67. The 10 Campaign's proprietary strategy was not generally known or readily ascertainable by others in part because the timing of AG Sessions' repeal of the Cole Memorandum presented a watershed moment in January, 2018 which inspired the idea of a 10th Amendment campaign applied to the legalization of cannabis, which had not previously been done. Additionally the strategy, messaging and holistic approach included in the slides and white

papers provided to Defendants, went beyond the publicly available data and research surrounding cannabis use and the 10th Amendment. The 10 Campaign laid out a replicable roadmap providing an inventive approach, methodology and stakeholders to lend bona fides and credibility to professionalize the debate around cannabis legalization.

68. Plaintiff took reasonable efforts to maintain the secrecy of The 10 Campaign's proprietary strategic initiatives, including but not limited to, entering into an NDA before disclosing proprietary information to third parties, including Defendant, SPB, and obtaining a trademark.

69. Pericola required partners at SPB to sign NDAs, believing that those NDAs would protect against SPB misusing his proprietary information. Defendants, SPB and John Boehner, a principal of SPB, were under a legal duty not to disclose or misuse The 10 Campaign's proprietary initiatives pursuant to the March 22, 2018 NDAs. SPB and Boehner improperly used the information gained through the NDAs to their benefits

70. Defendants, SPB and Boehner, violated the DCUTSA by misappropriating and using The 10 Campaign's proprietary initiatives to their own financial benefit, specifically appropriating and implementing Plaintiffs' initiatives and campaign strategy as if they were Defendants' capabilities for unauthorized third parties, including, but not limited to Acreage Holdings, Canopy Growth and numerous media outlets as described herein.

71. The value derived from its secrecy: once the key coalition members used The 10 Campaign's propriety ideas with the right financial backers, the National Cannabis Roundtable formed, occupying space The 10 Campaign sought to fill.

WHEREFORE, Plaintiffs, James Pericola and The 10 Campaign, demand judgment in an amount believed to be in excess of \$100,000.00 against Defendants, Squire Patton Boggs and John Boehner, for such damages as may be permitted pursuant to the laws of the District of Columbia, together with interest thereon, costs of suit and attorneys' fees.

COUNT III
TORTIOUS INTERFERENCE WITH PROSPECTIVE BUSINESS RELATIONSHIPS

72. Plaintiffs incorporate by reference the preceding paragraphs as if fully set forth herein.

73. Following numerous meetings, the exchange of significant proprietary information pursuant to the March 22, 2018 NDAs, and concrete actions taken in furtherance of the proposed collaboration, as described above, Plaintiff, James Pericola, had a valid business expectancy in having Defendant, SPB, serve as a strategic partner and Defendant, Boehner, serve as co-chair of The 10 Campaign.

74. Defendants, SPB and Boehner, had knowledge of Plaintiff's valid business expectancies.

75. Defendants, SPB and Boehner, intentionally interfered with Plaintiff's valid business expectancies by improperly disclosing, using and/or replicating The 10 Campaign's proprietary initiatives to unauthorized third parties and reneging on plans to collaborate with The 10 Campaign.

76. As a direct result of Defendants' intentional interference with Plaintiff's valid business expectancies, Plaintiffs suffered significant damages, including, but not limited to the loss of \$2 million of organizational costs, the loss of substantial lobbying funds and irreparable damage to The 10 Campaign.

WHEREFORE, Plaintiffs, James Pericola and The 10 Campaign, demand judgment in an amount believed to be in excess of \$100,000.00 against Defendants, Squire Patton Boggs and John Boehner, for such damages as may be permitted pursuant to the laws of the District of Columbia, together with interest thereon, costs of suit and attorneys' fees.

COUNT IV
QUANTUM MERUIT

77. Plaintiffs incorporate by reference the preceding paragraphs as if fully set forth herein.

78. Plaintiff rendered valuable services to the Defendants at great expense, expecting to be fully, timely, and properly compensated therefor by the Defendants.

79. The Defendants received those valuable services, benefited from those valuable services, and, enjoyed those valuable services, with the knowledge that Plaintiffs rightfully expected to be compensated therefor.

80. The services were rendered under such circumstances that the Defendant had reasonable notice that Plaintiffs expected to be compensated for the services rendered.

81. Plaintiffs are, therefore, entitled to judgment for the value, quantum meruit, of the services rendered.

WHEREFORE, Plaintiffs, James Pericola and The 10 Campaign, demand judgment in an amount believed to be in excess of \$100,000.00 against Defendants, Squire Patton Boggs and John Boehner, for such damages as may be permitted pursuant to the laws of the District of Columbia, together with interest thereon, costs of suit and attorneys' fees.

COUNT V
PROMISSORY ESTOPPEL

82. Plaintiffs incorporate by reference the preceding paragraphs as if fully set forth herein.

83. On numerous occasions in 2018, in the District of Columbia, in person and via e-mail and telephone, the Defendants promised and represented to Plaintiffs that Defendants would be joining The 10 Campaign, that Defendants would promote The 10 Campaign and secure funding for The 10 Campaign, including \$1,000,000.00 from Acreage.

84. These representations were made intentionally in order to induce Plaintiffs to provide services, including targeted messaging to the Defendants and to induce Plaintiffs to share their proprietary information and market share with Defendants. Defendants intentionally mislead Plaintiffs to believe these actions were in furtherance of the coalition effort to benefit The 10 Campaign; when in fact Defendants misappropriated Plaintiffs' work for their own financial gain.

85. Defendants reasonably expected that Plaintiff would rely on the foregoing promises and representations.

86. Plaintiffs reasonably relied on the foregoing promises and representations when they agreed to, provide, and did provide, services to Defendants.

87. These promises and representations were highly material to Plaintiffs' decision to provide information and services to Defendants.

88. Defendants have received valuable services and have benefited therefrom and should, therefore, pay Plaintiffs the value thereof.

89. Defendants have failed to compensate Plaintiffs for the services provided.

90. Defendants did intentionally act in consort, confederate, and conspire, with the purpose, intent, and result of injuring Plaintiff.

91. As a result of such actions, Plaintiff suffered damages and sustained losses.

WHEREFORE, Plaintiffs, James Pericola and The 10 Campaign, demand judgment in an amount believed to be in excess of \$100,000.00 against Defendants, Squire Patton Boggs and John Boehner, for such damages as may be permitted pursuant to the laws of the District of Columbia, together with interest thereon, costs of suit and attorneys' fees.

COUNT VI
DETRIMENTAL RELIANCE

92. Plaintiffs incorporate by reference the preceding paragraphs as if fully set forth herein.

93. On numerous occasions in 2018, in the District of Columbia, in person and via e-mail and telephone, the Defendants promised and represented to Plaintiffs that Defendants would be joining The 10 Campaign, that Defendants would promote The 10 Campaign and secure funding for The 10 Campaign, including \$1,000,000.00 from Acreage.

94. Defendants further represented that they would only utilize the information and strategy provided in connection with The 10 Campaign to jointly pitch potential funders in the cannabis space.

95. Plaintiffs relied on Defendants' representations that they would utilize the proprietary campaign to jointly pitch potential funders in the cannabis space. In relying on these representations, Plaintiffs lost the key window of time to become the thought leader and coalition to lead these discussions. Moreover, Plaintiffs reliance was reasonable and induced by Defendants ongoing representations to Plaintiffs about the status of the coalition over a period of six months.

96. These representations were made intentionally in order to induce Plaintiffs to provide services, including targeted messaging to the Defendants and to induce Plaintiffs to share their proprietary information and market share with Defendants. Defendants intentionally mislead Plaintiffs to believe these actions were in furtherance of the coalition effort to benefit The 10 Campaign; when in fact Defendants misappropriated Plaintiffs' work for their own financial gain.

97. Defendants reasonably expected that Plaintiff would rely on the foregoing promises and, representations.

98. Plaintiffs reasonably relied on the foregoing promises and representations when they agreed to, provide, and did provide, services to Defendants.

99. These promises and representations were highly material to Plaintiffs' decision to provide information and services to Defendants.

100. Defendants have received valuable services and have benefited therefrom and should, therefore, pay Plaintiffs the value thereof.

101. Defendants have failed to compensate Plaintiffs for the services provided.

102. Defendants did intentionally act in consort, confederate, and conspire, with the purpose, intent, and result of injuring Plaintiff.

103. As a result of such detrimental reliance, Plaintiff suffered damages and sustained losses

WHEREFORE, Plaintiffs, James Pericola and The 10 Campaign, demand judgment in an amount believed to be in excess of \$100,000.00 against Defendants, Squire Patton Boggs and John Boehner, for such damages as may be permitted pursuant to the laws of the District of Columbia, together with interest thereon, costs of suit and attorneys' fees.

COUNT VII
ACTUAL AND/OR CONSTRUCTIVE FRAUD

104. Plaintiffs incorporate by reference the preceding paragraphs as if fully set forth herein.

105. From in or around March, 2018 until August, 2018 Defendants led Plaintiffs to believe they were working together to launch The 10 Campaign while undercutting Plaintiffs proposals with themselves as a cheaper alternative and intentionally misrepresenting these communications between Defendants and potential funders to Plaintiffs while holding themselves out as transparent.

106. From in or around January, 2018 until August, 2018, Defendants, individually and collectively, personally and via their agents made repeated, intentionally misleading and inaccurate representations to Plaintiffs that they knew or should have known were materially false.

107. Such material misrepresentations included ongoing reassurances encouraging Plaintiffs to believe that:

- a. Defendants would be joining The 10 Campaign,
- b. Defendants were actively promoting The 10 Campaign;
- c. Defendants were securing funding for The 10 Campaign, including \$1,000,000.00 from Acreage;
- d. Defendant Boehner intended to serve on the board of The 10 Campaign;
- e. Defendants were acting in concert with The 10 Campaign and an engaged partner with The 10 Campaign;
- f. Plaintiffs should continue to share ideas, strategy and messaging with Defendants to promote The 10 Campaign and a path towards legalization; and
- g. Defendants would not misappropriate, misuse or other monetize to their benefit Plaintiffs proprietary strategy.

108. Defendants knew or should have known these representations were false and that Plaintiffs were relying on these representations to inform their interactions with Defendants.

109. These representations were made intentionally in order to induce Plaintiffs to provide services, including targeted messaging to the Defendants and to induce Plaintiffs to share their proprietary information and market share with Defendants. Defendants intentionally mislead Plaintiffs to believe these actions were in furtherance of the coalition effort to benefit The 10 Campaign; when in fact Defendants misappropriated Plaintiffs' work for their own financial gain.

110. Defendants reasonably expected that Plaintiff would rely on the foregoing false promises and representations.

111. For example, as alleged above, Defendants, after learning about Plaintiffs' proprietary and strategic campaign and signing an NDA, provided potential funders and clients with alternative proposals identifying themselves, Defendant SPB, as a cheaper alternative to The 10 Campaign while plagiarizing Plaintiffs' roadmap for a coalition based approach.

112. Defendants' failure to disclose material facts to Plaintiffs, and their efforts to conceal accurate communications with potential funders from Plaintiffs and/or mischaracterize their actions to Plaintiffs were intentionally deceptive.

113. Because they reposed trust and confidence in the integrity of Defendants, particularly as officers of the Court, and had an NDA in place preventing Defendants from utilizing the campaign strategy for their benefit, Plaintiffs reasonably relied upon the Defendants' statements and representations that they were acting in Plaintiffs' best interests in their communications with potential funders, as opposed to undermining Plaintiffs interest and exploiting Plaintiffs' ideas to the sole benefit of Defendants.

114. Had Plaintiffs known the truth, they would have taken steps to prevent the Defendants' actions and protect their rights and interests.

115. By virtue of this conduct, Defendants secured a substantial commercial advantage to the detriment of Plaintiffs, in that they gained market share and established themselves as thought leaders in the cannabis industry based on Plaintiffs' strategic and proprietary campaign to the exclusion of Plaintiffs.

116. As a direct and foreseeable result of these deceptive practices by Defendants, Plaintiffs have sustained damages in an amount according to proof within the jurisdiction of this Court.

117. The aforementioned conduct was intentional on the part of Defendants, to thereby deprive Plaintiffs of property and legal rights and otherwise cause injury. This intentional, despicable conduct subjected Plaintiffs to unjust hardship and oppression in conscious disregard of his rights, so as to justify an award of exemplary and punitive damages.

WHEREFORE, Plaintiffs, James Pericola and The 10 Campaign, demand judgment in an amount believed to be in excess of \$100,000.00 against Defendants, Squire Patton Boggs and John Boehner, for such damages as may be permitted pursuant to the laws of the District of Columbia, together with interest thereon, costs of suit and attorneys' fees.

COUNT VIII
UNJUST ENRICHMENT

118. Plaintiffs incorporate by reference the preceding paragraphs as if fully set forth herein.

119. As described above, Plaintiff, James Pericola conferred a benefit on Defendants, SPB and Boehner, in the form of substantial business revenues, profits and notoriety derived as a direct result of the unlawful use of The 10 Campaign's proprietary strategic initiatives.

120. To date, Defendants, SPB and Boehner retain the benefits described above.

121. Under the circumstances described herein, it is unjust for Defendants, SPB and Boehner, to retain the benefits described above.

WHEREFORE, Plaintiffs, James Pericola and The 10 Campaign, demand judgment in an amount believed to be in excess of \$100,000.00 against Defendants, Squire Patton Boggs and John Boehner, for such damages as may be permitted pursuant to the laws of the District of Columbia, together with interest thereon, costs of suit and attorneys' fees.

COUNT IX
BREACH OF EXPRESS JOINT VENTURE AGREEMENT

122. Plaintiffs incorporate by reference the preceding paragraphs as if fully set forth herein.

123. In or around March, 2018, the Parties entered into a valid oral joint venture agreement to commercialize The Ten Campaign and jointly work together to pursue potential stakeholders including Acreage and Privateer. Their collaboration, budget and joint presentation to Privateer evidenced the Parties intention to form a Joint Venture.

124. At all times, Plaintiffs performed all conditions, covenants and promises required to be performed on their part in accordance with the terms of the joint venture agreement.

125. Defendants breached this joint venture agreement by, among other things, depriving Plaintiffs of their share in the joint venture, including the past, present, and future proceeds therefrom, and by obstructing Plaintiffs' ability to directly participate in negotiations with potential funders, while utilizing Plaintiff The 10 Campaign's proprietary strategy and talking points to Defendants' sole benefit undercutting Plaintiffs' economic interests.

126. Other wrongful acts and/or omissions constituting breach by Defendants of the joint venture are presently unknown. Plaintiffs will seek leave of Court in order to amend this Complaint once such additional facts are ascertained through discovery.

127. As a direct and foreseeable result of the breaches of the joint venture agreement by Defendants, Plaintiffs have been damaged in an amount according to proof within the jurisdiction of this Court.

WHEREFORE, Plaintiffs, James Pericola and The 10 Campaign, demand judgment in an amount believed to be in excess of \$100,000.00 against Defendants, Squire Patton Boggs and John Boehner, for such damages as may be permitted pursuant to the laws of the District of Columbia, together with interest thereon, costs of suit and attorneys' fees.

COUNT X
BREACH OF IMPLIED JOINT VENTURE AGREEMENT

128. Plaintiffs incorporate by reference the preceding paragraphs as if fully set forth herein.

129. In performing the acts and engaging in the conduct of co-marketing The 10 Campaign together, as described above, Plaintiffs and Defendants manifested an intention to enter into a joint venture agreement to do those things and to share in the profits and losses therefrom. Such acts and conduct included, but were not limited to, combining their efforts and resources to develop the a media strategy and talking points for Defendant Boehner based on the proprietary campaign developed by Plaintiffs; to implement and jointly meeting with prospective

funders to market the campaign, as alleged above. Their collaboration, budget and joint presentation to Privateer further evidenced the Parties intention to form a joint venture.

130. Defendants and Plaintiffs held themselves out to potential funders a joint venture to represent the cannabis industry as integral parts of the coalition to make up The 10 Campaign.

131. Defendants performed these acts and conduct with the intent to manifest their intention to form the described joint venture with Plaintiff Pericola, who understood said intent and acted with his own intent to enter into the joint venture.

132. At no time prior to August, 2018 did Defendants conclusively manifest an intent to Plaintiff Pericola that they did not intend to remain in the joint venture with Plaintiff, until their betrayal of Plaintiff as alleged above. In fact, a few weeks prior they conclusively manifested their intent to remain in the joint venture.

133. At all times beginning in January, 2018, Plaintiffs performed all conditions, covenants and promises required to be performed in accordance with the intentions of the implied joint venture agreement.

134. Defendants breached this joint venture agreement by, among other things, depriving Plaintiffs of their share in the joint venture, including the past, present, and future proceeds therefrom, and by obstructing Plaintiffs' ability to directly participate in negotiations with potential funders, while utilizing Plaintiff 10 Campaign's proprietary strategy and talking points to Defendants' sole benefit undercutting Plaintiffs' economic benefits.

135. Other wrongful acts and/or omissions constituting breach by Defendants of the joint venture are presently unknown. Plaintiffs will seek leave of Court in order to amend this Complaint once such additional facts are ascertained through discovery.

136. As a direct and foreseeable result of the breaches of the joint venture agreement by Defendants, Plaintiffs have been damaged in an amount according to proof within the jurisdiction of this Court.

WHEREFORE, Plaintiffs, James Pericola and The 10 Campaign, demand judgment in an amount believed to be in excess of \$100,000.00 against Defendants, Squire Patton Boggs and John Boehner, for such damages as may be permitted pursuant to the laws of the District of Columbia, together with interest thereon, costs of suit and attorneys' fees.

COUNT XI
BREACH OF FIDUCIARY DUTY

137. Plaintiffs incorporate by reference the preceding paragraphs as if fully set forth herein.

138. Plaintiff repeats and adopts the above paragraphs of this Complaint as though fully set forth herein.

139. As alleged above, Plaintiffs and Defendants entered into a joint venture to develop and implement the Campaign for commercial purposes. As a joint venturer of the joint venture, Defendants at all times owed Plaintiffs the fiduciary duties of disclosure, loyalty and care. Pursuant to such fiduciary duties, Defendants were required to act in the utmost good faith towards Plaintiffs, and to avoid acts and omissions adverse to Plaintiffs. By virtue of this

fiduciary relationship, Plaintiffs reposed trust and confidence in the integrity of Defendants. Plaintiffs provided no cause for Defendants to act in any manner inconsistent with this fiduciary relationship.

140. Defendants breached their fiduciary duties, including the duties of disclosure, loyalty, and care to Plaintiffs by engaging in the acts and omissions alleged above.

141. Defendants induced Plaintiffs to rely on their fiduciary relationship, and in reasonable reliance thereon, Plaintiffs were induced to and did continue their fidelity to Defendants while unbeknownst to Plaintiffs, Defendants were utilizing their proprietary campaign and strategy to pitch the very targets of their joint venture for the sole benefit of Defendants, intentionally excluding Plaintiffs and mischaracterizing to Plaintiffs their communications with these potential funders.

142. As a direct and foreseeable result of these breaches of fiduciary duty by Defendants, Plaintiffs have sustained damages in an amount according to proof within the jurisdiction of this Court.

143. The aforementioned conduct was intentional on the part of Defendants, to thereby deprive Plaintiffs of property and legal rights and otherwise cause injury. This intentional, despicable conduct subjected Plaintiffs to unjust hardship and oppression in conscious disregard of his rights, so as to justify an award of exemplary and punitive damages.

WHEREFORE, Plaintiffs, James Pericola and The 10 Campaign, demand judgment in an amount believed to be in excess of \$100,000.00 against Defendants, Squire Patton Boggs and

John Boehner, for such damages as may be permitted pursuant to the laws of the District of Columbia, together with interest thereon, costs of suit and attorneys' fees.

PRAYER FOR RELIEF

Plaintiff, James Pericola, respectfully requests that this Court enter judgment against the Defendants, Squire Patton Boggs and John Boehner, as follows:

A. An order pursuant to D.C. Code § 36-402 enjoining Defendants, Squire Patton Boggs and John Boehner, from violating Plaintiff's rights under the D.C. Uniform Trade Secrets Act and ordering that steps be taken to preserve Plaintiff's information;

B. An award of damages representing the full sum of Plaintiff's damages resulting from Defendants' breach of the March 22, NDA, violation of the D.C. Uniform Trade Secrets Act, intentional interference with prospective business relationship and unjust enrichment, including but not limited to, profits derived by the Defendants as a result thereof;

C. An award of attorney's fees pursuant to D.C. Code § 36-404; and

D. Such other relief as may be appropriate under the circumstances.

Dated: April 12, 2022

Respectfully submitted,

PAULSON & NACE, PLLC

/s/ Christopher T. Nace
Christopher T. Nace

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Motion to Appear *Pro Hac Vice* forthcoming

*Attorneys for Plaintiffs, James Pericola and
The 10 Campaign, LLC*

JURY DEMAND

Plaintiffs, by and through the undersigned counsel and pursuant to Rule 38 of the District of Columbia Rules of Civil Procedure, hereby demands trial by jury of all issues in this matter.

/s/ Christopher T. Nace
Christopher T. Nace, Esq.