



STATE OF MAINE
COMMISSION ON GOVERNMENTAL ETHICS
AND ELECTION PRACTICES
135 STATE HOUSE STATION
AUGUSTA, MAINE
04333-0135

To: Commissioners
From: Jonathan Wayne, Executive Director
Date: October 25, 2016
Re: Request to Investigate Andre Cushing

On October 20, 2016, the Commission received a request to investigate campaign financial activity by State Senator Andre Cushing. The request was filed by Laura Cushing McIntyre, who is Sen. Cushing's sister. Within the last two weeks, Ms. McIntyre also filed a complaint in Maine Superior Court, Penobscot County, alleging that Sen. Cushing has misused the assets of a family company (the Cushing Family Corporation) which was formed in 1995 by their parents for the purpose of owning and managing timberlands and other investments.

Through his attorney, Joshua A. Tardy, Sen. Cushing responded by electronic mail that he would welcome a thorough investigation by the Commission and would fully cooperate with any investigation. The email is attached.

In her October 20 request, Ms. McIntyre requests that the Commission investigate twelve "transfers" made between July 2014 and May 2015 (listed on the second page of her October 20 request) among:

- Respect Maine PAC, a political action committee formed by Andre Cushing,
- his Cushing for Senate re-election campaign committee,
- New England Forest Products, LLC, which is a firm apparently owned by Senator Cushing and the Cushing Family Corporation, and
- Andre Cushing.¹

¹ In a follow-up email, Ms. McIntyre corrected the year of a \$6,000 payment from Cushing for Senate to New England Forest Products, LLC. She says that the date of the payment was 10/2/2014, not 10/2/2016.

With respect to these twelve transfers, I have identified two compliance issues:

- If these transactions occurred, why did Respect Maine PAC and the Cushing for Senate committee not disclose them in campaign finance reports? (My colleagues' preliminary review indicates that these amounts were *not* disclosed in the relevant campaign finance reports.)
- Did Andre Cushing receive any over-the-limit contributions, such as the payment of \$6,000 to the Cushing for Senate committee that Ms. McIntyre alleged was made by check dated November 18, 2014?

The Commission staff recommends an investigation of these issues.

In paragraph 52 of her legal complaint, Ms. McIntyre alleged that Sen. Cushing directed companies within his control to make contributions exceeding \$20,000 to benefit Sen. Cushing's political career. I requested to Ms. McIntyre that she identify those transactions and she provided the following information:

Date of Check	Amount	Paid to
7/11/2003	\$250.00	Cushing for Senate
6/9/2008	\$250.00	Cushing for Senate
7/17/2008	\$200.00	Leadership for Maine's Future
7/22/2008	\$250.00	House Republican Fund
8/26/2008	\$200.00	Leadership for Maine's Future
12/31/2008	\$3,000.00	Citizens for Quality Education
5/7/2009	\$200.00	Maine Republican Party
11/20/2009	\$400.00	Leadership for Maine's Future
4/27/2010	\$500.00	Maine Republican Party
5/6/2010	\$750.00	Abbott for Governor
5/10/2010	\$250.00	Still Fed up with Taxes
6/9/2010	\$200.00	Leadership for Maine's Future
9/21/2010	\$500.00	Maine Senate PAC
9/28/2010	\$750.00	LePage for Governor
9/24/2012	\$300.00	Cushing for Senate
7/2/2013	\$100.00	LePage for Governor
7/11/2013	\$250.00	Respect Maine
11/13/2013	\$125.00	Cushing for Senate

The Commission staff recommends investigating whether these transactions were correctly reported by the recipients. Finally, we would recommend that the Commission's investigation include any reporting discrepancies by Respect Maine PAC or Sen. Cushing's election committees that are discovered during our consideration of this matter.

In an October 23, 2016 email that I received this morning, Ms. McIntyre requested that you consider her request *before* the November 8, 2016 general election. In light of the requirement to consider a request for investigation within two business days, I am scheduling this for your consideration at the meeting tomorrow. Thank you.



October 17, 2016

Jonathan Wayne, Executive Director
Maine Commission on Governmental Ethics
and Election Practices
135 State House Station
Augusta, ME. 04333

RE: Andre Cushing/Respect Maine PAC

Dear Mr. Wayne:

I am writing to request that Andre Cushing and Respect Maine PAC be investigated by the Ethics Commission.

I have reason to believe that Mr. Cushing has improperly transferred monies between Respect Maine PAC, New England Forest Products, Cushing for Senate, and Andre Cushing himself.

Attached to this letter is a summary of suspicious transactions. They are suspicious because it is unclear what, if any, relationship there is between Mr. Cushing and these entities. The bank accounts involved are from Camden National Bank and Bangor Savings Bank.

Additionally, records from just this past month show that Mr. Cushing received \$8000.00 from Respect Maine PAC, which was deposited into Cushing Family Corporation's account on September 1 and then on September 30 a check was written from the Cushing Family Corporation account to Respect Maine PAC for the same \$8000.00.

Thank you for reviewing this information and investigating these matters. I am also providing a copy of the complaint I have filed against Mr. Cushing, other individuals and the Cushing Family Corporation. As you can see, there are numerous, significant issues with respect to Mr. Cushing and his handling of corporate funds which amount to fraud. While the allegations in the complaint are not the subject of your investigation, I believe they provide some important context of what is going on here.

Thank you.

Sincerely,

A handwritten signature in cursive script that reads "Laura McIntyre".

Laura McIntyre

enc.

DEPOSITS

7/23/14 there was a deposit from Respect Maine PAC into New England Forest Products for \$5,000

7/24/14 there was a deposit from Respect Maine PAC into New England Forest Products for \$2,500

7/25/14 there was a deposit from Respect Maine PAC into New England Forest Products for \$3,000

8/21/14 there was a deposit from Respect Maine PAC into New England Forest Products for \$2,000

10/2/14 there was a deposit from Respect Maine PAC into New England Forest Products for \$6,000

10/2/16 there was a deposit from Cushing for Senate into New England Forest Products for \$6,000

CHECKS WRITTEN

5/13/15 \$2,000 was written to Bangor Saving Escrow Account from New England Forest Products to Respect Maine PAC

10/28/14 \$2,500 check # 80051 was written to Andre Cushing but noted as Respect Maine Pac and deposited into Camden National Bank acct [REDACTED]

11/18/14 \$6,000 check 80076 was written to Cushing for Senate and deposited into Bangor Savings Bank account [REDACTED]

12/17/14 \$10,000 check # 80114 was written to Andre Cushing but noted as Respect Maine Pac and deposited into Camden National Bank acct [REDACTED]

12/28/14 \$6,000 check # 80125 was written to Andre Cushing but noted as Respect Maine Pac and deposited into Bangor Savings Bank acct [REDACTED]

4/24/15 \$1,400 was written to Bangor Saving Escrow Account from New England Forest Products to Respect Maine PAC

MCKEE LAW

133 State Street, Augusta, Maine 04330
207-620-8294 FAX 207-620-8297
Walter F. McKee • Melissa Reynolds O'Dea • Matthew D. Morgan

October 13, 2016

SENT VIA FEDEX

Penny Reckards, Clerk
Penobscot County Superior Courthouse
78 Exchange Street
Bangor, ME 04401

RE: Laura Cushing McIntyre v. Andre Cushing, III., et als.

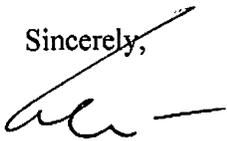
Dear Penny,

Enclosed for filing please find a Complaint and Summary Sheet in the above-referenced matter.
Also enclosed is the filing fee in the amount of \$150.00.

Upon receipt of the return of service, I will file same with your office.

Thank you.

Sincerely,



Walter F. McKee
wmckee@mckeelawmaine.com
WFM/mer/650523

Encl.

cc: Laura McIntyre
Bryan M. Dench, Esq.

This summary sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by the Maine Rules of Court or by law. This form is required for the use of the Clerk of Court for the purpose of initiating or updating the civil docket. (SEE INSTRUCTIONS ON REVERSE)

I. County of Filing or District Court Jurisdiction: PENOBSHOT		
II. CAUSE OF ACTION (Cite the primary civil statutes under which you are filing, if any.) <i>Pro se</i> plaintiffs: If unsure, leave blank.		
III. NATURE OF FILING		
<input checked="" type="checkbox"/> Initial Complaint <input type="checkbox"/> Third-Party Complaint <input type="checkbox"/> Cross-Claim or Counterclaim <input type="checkbox"/> If Reinstated or Reopened case, give original Docket Number _____ (If filing a second or subsequent Money Judgment Disclosure, give docket number of first disclosure)		
IV. <input type="checkbox"/> TITLE TO REAL ESTATE IS INVOLVED		
V. MOST DEFINITIVE NATURE OF ACTION. (Place an X in one box only) <i>Pro se</i> plaintiffs: If unsure, leave blank.		
<u>GENERAL CIVIL (CV)</u>		
<input type="checkbox"/> Personal Injury Tort <input type="checkbox"/> Property Negligence <input type="checkbox"/> Auto Negligence <input type="checkbox"/> Medical Malpractice <input type="checkbox"/> Product Liability <input type="checkbox"/> Assault/Battery <input type="checkbox"/> Domestic Torts <input type="checkbox"/> Other Negligence <input type="checkbox"/> Other Personal Injury Tort <input type="checkbox"/> Non-Personal Injury Tort <input type="checkbox"/> Libel/Defamation <input type="checkbox"/> Auto Negligence <input type="checkbox"/> Other Negligence <input type="checkbox"/> Other Non-Personal Injury Tort	<input type="checkbox"/> Contract <input type="checkbox"/> Contract <input type="checkbox"/> Declaratory/Equitable Relief <input type="checkbox"/> General Injunctive Relief <input type="checkbox"/> Declaratory Judgment <input type="checkbox"/> Other Equitable Relief <input type="checkbox"/> Constitutional/Civil Rights <input type="checkbox"/> Constitutional/Civil Rights <input type="checkbox"/> Statutory Actions <input type="checkbox"/> Unfair Trade Practices <input type="checkbox"/> Freedom of Access <input type="checkbox"/> Other Statutory Actions <input type="checkbox"/> Miscellaneous Civil <input type="checkbox"/> Drug Forfeitures	<input type="checkbox"/> Other Forfeitures/Property Libels <input type="checkbox"/> Land Use Enforcement (80K) <input type="checkbox"/> Administrative Warrant <input type="checkbox"/> HIV Testing <input type="checkbox"/> Arbitration Awards <input type="checkbox"/> Appointment of Receiver <input type="checkbox"/> Shareholders' Derivative Actions <input type="checkbox"/> Foreign Deposition <input type="checkbox"/> Pre-action Discovery <input type="checkbox"/> Common Law Habeas Corpus <input type="checkbox"/> Prisoner Transfers <input type="checkbox"/> Foreign Judgments <input type="checkbox"/> Minor Settlements <input checked="" type="checkbox"/> Other Civil
<u>CHILD PROTECTIVE CUSTODY (PC)</u>		
<input type="checkbox"/> Non-DHS Protective Custody		
<u>SPECIAL ACTIONS (SA)</u>		
<input type="checkbox"/> Money Judgment <input type="checkbox"/> Money Judgment Request Disclosure		
<u>REAL ESTATE (RE)</u>		
<input type="checkbox"/> Title Actions <input type="checkbox"/> Quiet Title <input type="checkbox"/> Eminent Domain <input type="checkbox"/> Easements <input type="checkbox"/> Boundaries	<input type="checkbox"/> Foreclosure <input type="checkbox"/> Foreclosure for Non-pmt (ADR exempt) <input type="checkbox"/> Foreclosure - Other <input type="checkbox"/> Trespass <input type="checkbox"/> Trespass	<input type="checkbox"/> Misc. Real Estate <input type="checkbox"/> Equitable Remedies <input type="checkbox"/> Mechanics Lien <input type="checkbox"/> Partition <input type="checkbox"/> Adverse Possession <input type="checkbox"/> Nuisance <input type="checkbox"/> Abandoned Roads <input type="checkbox"/> Other Real Estate
<u>APPEALS (AP) (To be filed in Superior Court) (ADR exempt)</u>		
<input type="checkbox"/> Governmental Body (80B) <input type="checkbox"/> Administrative Agency (80C) <input type="checkbox"/> Other Appeals		
VI. M.R.Civ.P. 16B Alternative Dispute Resolution (ADR):		
<input type="checkbox"/> I certify that pursuant to M.R.Civ.P. 16B(b), this case is exempt from a required ADR process because:		
<input type="checkbox"/> It falls within an exemption listed above (i.e., an appeal or an action for non-payment of a note in a secured transaction).		
<input type="checkbox"/> The plaintiff or defendant is incarcerated in a local, state or federal facility.		
<input type="checkbox"/> The parties have participated in a statutory prelitigation screening process with _____ (name of neutral) on _____ (date).		
<input type="checkbox"/> The parties have participated in a formal ADR process with _____ (name of neutral) on _____ (date).		
<input type="checkbox"/> This is a Personal Injury action in which the plaintiff's likely damages will not exceed \$30,000, and the plaintiff requests an exemption from ADR.		

VII. (a) PLAINTIFFS (Name & Address including county)
or Third-Party, Counterclaim or Cross-Claim Plaintiffs
 The plaintiff is a prisoner in a local, state or federal facility.

LAURA CUSHING MCINTYRE
2337 UNION STREET
HERMON, ME 04401
PENOBSCOT COUNTY

(b) Attorneys (Name, Bar number, Firm name, Address, Telephone Number) If all counsel listed do NOT represent all plaintiffs,
(If pro se plaintiff, leave blank) specify who the listed attorney(s) represent.

Walter F. McKee, Esq. (Bar No. 7848)
McKee Law, LLC, P.A..
133 State St.
Augusta, ME 04330
(207) 620-8294

Matthew D. Morgan, Esq. (Bar No. 5044)
McKee Law, LLC, P.A..
133 State St.
Augusta, ME 04330
(207) 620-8294

VIII. (a) DEFENDANTS (Name & Address including county)
and/or Third-Party, Counterclaim or Cross-Claim Defendants
 The defendant is a prisoner in a local, state or federal facility.

ANDRE E. CUSHING, III.
123 MAPLEWOOD ROAD
NEWPORT, ME 04953
PENOBSCOT COUNTY

ANDRE CUSHING, IV.
123 MAPLEWOOD ROAD
NEWPORT, ME 04953
PENOBSCOT COUNTY

GWEN CUSHING
123 MAPLEWOOD ROAD
NEWPORT, ME 04953
PENOBSCOT COUNTY

GRACE ALYSON MARTIN
8521 EHREN CUTOFF
LAND O LAKES, FL 34639
PASCO COUNTY

**SEE ATTACHED

(b) Attorneys (Name, Bar number, Firm name, Address, Telephone Number)
(If known)

If all counsel listed do NOT represent all
defendants, specify who the listed attorney(s)
represent.

BRYAN M. DENCH, BAR NO. 1005
SKELTON TAINTOR & ABBOTT
95 MAIN STREET
AUBURN, ME 04210
(207) 784-3200
REPRESENTING: CUSHING FAMILY CORPORATION

IX. RELATED CASE(S) IF ANY _____

Assigned Judge/Justice _____

Docket Number _____

Date: OCTOBER 13, 2016

Walter F. McKee

Name of Lead Attorney of Record or Pro se Party



Signature of Attorney or Pro se Party

c:

ATTACHMENT TO SUMMARY SHEET – MCINTYRE V. CUSHING, et als.

DEFENDANTS: (continued)

GERALD CROMMET CUSHING
123 MAPLEWOOD ROAD
NEWPORT, ME 04953
PENOBSCOT COUNTY

CUSHING FAMILY CORPORATION
c/o GWEN CUSHING, CLERK
123 MAPLEWOOD ROAD
NEWPORT, ME 04953
PENOBSCOT COUNTY

COLONIAL CONTRACTING CORPORATION
c/o JOSHUA A. TARDY, CLERK
159 MAIN STREET
NEWPORT, ME 04953
PENOBSCOT COUNTY

NEW ENGLAND FOREST PRODUCTS, LLC
c/o ANDRE CUSHING, III., REGISTERED AGENT
123 MAPLEWOOD ROAD
NEWPORT, ME 04953
PENOBSCOT COUNTY

NEW ENGLAND FIREWOOD, LLC
c/o ANDRE CUSHING, III., REGISTERED AGENT
123 MAPLEWOOD ROAD
NEWPORT, ME 04953
PENOBSCOT COUNTY

STATE OF MAINE
PENOBSCOT, ss.

SUPERIOR COURT
CIVIL ACTION
DOCKET NO.

LAURA CUSHING MCINTYRE an
individual with a residence in Hermon,
County of Penobscot, State of Maine,

Plaintiff

v.

ANDRE CUSHING, III., an individual with
a residence in Newport, County of
Penobscot, State of Maine,

GWEN CUSHING, an individual with a
residence in Newport, County of Penobscot,
State of Maine,

ANDRE CUSHING, IV, an individual with
a residence in Hampden, County of
Penobscot, State of Maine,

GRACE ALYSON MARTIN, an individual
with a residence in Land O' Lakes, County
of Pasco, State of Florida,

GERALD CROMMETT CUSHING, an
individual with a residence in Newport,
County of Penobscot, State of Maine,

CUSHING FAMILY CORPORATION, a
Maine corporation with a place of business
in Bangor, County of Penobscot, State of
Maine,

COLONIAL CONTRACTING
CORPORATION, a Maine corporation with
a place of business in Newport, County of
Penobscot, State of Maine,

NEW ENGLAND FOREST PRODUCTS,
LLC. a Maine limited liability company
with a place of business in Hampden,
County of Penobscot, State of Maine,

COMPLAINT

NEW ENGLAND FIREWOOD, LLC a
Maine limited liability company with a
place of business in Hampden, County of
Penobscot, State of Maine,

Defendants

NOW COMES Plaintiff and hereby complains against Defendants as follows:

1. Plaintiff is an individual with a residence in Hermon, County of Penobscot, state of Maine.
2. Defendant Andre Cushing, III (hereafter AEC III) is an individual with a residence in Newport, County of Penobscot, state of Maine.
3. Defendant Gwen Cushing (hereafter Gwen Cushing) is an individual with a residence in Newport, County of Penobscot, state of Maine.
4. Defendant Andre Cushing, IV (hereafter AEC IV) is an individual with a residence in Hampden, County of Penobscot, state of Maine.
5. Defendant Grace Alyson Martin (hereafter Grace Martin) is an individual with a residence in Land O' Lakes, County of Pasco, state of Florida.
6. Defendant Gerald Crommett Cushing (hereafter Gerald Cushing) is an individual with a residence in Newport, County of Penobscot, state of Maine.
7. Cushing Family Corporation (hereafter CFC) is a Maine corporation with a place of business in Newport, County of Penobscot, state of Maine.
8. Colonial Contracting Corporation (hereafter CCC) is a Maine corporation with a place of business in Newport, County of Penobscot, state of Maine.
9. New England Forest Products, LLC (hereafter NEFP) is a Maine corporation with a place of business in Hampden, County of Penobscot, state of Maine.
10. New England Firewood, LLC (hereafter NEF) is a Maine limited liability company with a place of business in Hampden, County of Penobscot, state of Maine.

BACKGROUND FACTS

11. Plaintiff and AEC III are siblings and shareholders in CFC.
12. Plaintiff owns about 11% of the CFC shares.

13. AEC III and Gwen Cushing are husband and wife.
14. AEC III owns about 8% of the CFC shares.
15. Gwen Cushing owns about 1.5% of the CFC shares.
16. AEC IV, Grace Alyson Martin, and Gerald Crommett Cushing (hereafter the Cushing children) are the children of AEC III and Gwen Cushing.
17. The Cushing children each own about 1.5% of the shares of CFC.
18. In 1995, CFC was formed by the parents of Plaintiff and AEC III, Andre Cushing, Jr. and Jane Cushing, for the purpose of owning and managing timberlands, and was also authorized to own and trade in securities listed on a national securities exchange or issued by a United States or state government entity or agency.
19. Andre Cushing, Jr. died on or about December 4, 2013. His shares were distributed when his estate was probated.
20. Jane Cushing owns or controls about 45% of the shares of CFC.
21. AEC III exerts control and undue influence over Jane Cushing.
22. There are eight other shareholders in CFC.
23. The corporate bylaws provide that all loans from CFC must be authorized by a 2/3 vote of the series A common voting shares.
24. There are nine owners of series A common voting shares of CFC, each owning one share (except for Jane Cushing who owns two): AEC III, Gwen Cushing, AEC IV, Grace Martin, Gerald Cushing, Jane Cushing, Vincent, Plaintiff and Peter Noble.
25. This provision of the bylaws was repeatedly restated in correspondence from CFC's Corporate Counsel, Samuel W. Lanham, Jr. Copies were provided to the individual Defendants.
26. AEC III was the Managing Director for CFC until January 2013. He was the Vice President, Assistant Treasurer, Secretary, and Treasurer for CFC during various years.
27. In his capacity as the Managing Director of CFC, AEC III was in charge of the CFC Real Estate Division. His roles included the acquisition, planning, construction and marketing for CFC real estate development.
28. AEC III was the sole shareholder and President of Colonial Contracting Corporation (CCC).

29. CFC and CCC do not have identical shareholders; Plaintiff is not a shareholder in CCC but she is a shareholder in CFC.
30. AEC III is a licensed real estate agent with ERA Dawson Bradford.
31. AEC III received a fee from CFC as Managing Director. He also received a real estate commission for acquiring and selling properties for CFC, including transactions involving both CFC and CCC, and AEC III made self-serving real estate transactions involving CFC assets, including having mortgages he owed discharged without consideration.
32. On or about July 19, 2007 CFC acquired a Line of Credit (LOC) from Farm Credit in the amount of \$1,500,000.00.
33. At that time, there were already outstanding loans from CFC to CCC, titled CCC Spec and CCC 2.
34. CFC made additional loans to CCC. During the time period November 28, 2005 to November 28, 2011, the total amount paid to CCC was \$1,370,289.27. The promissory notes issued total \$550,000.00. Corporate documents indicated that there were a total of \$900,000.00 of promissory notes signed.
35. However, the only loan approval by the shareholders was on June 30, 2009. At that time the shareholders approved a loan to CCC of up to \$150,000.00.
36. These loans were made at the behest of and approval of the individual Defendants.
37. NEFP was owned by AEC III and Kelly Paul from August 5, 2008 until November 1, 2009 when CFC purchased Kelly Paul's shares for \$50,000.00 at the request of AEC III.
38. During the time period August 28, 2008 through June 30, 2009 CFC and/or Farm Credit (using CFC assets as collateral) issued checks totaling \$482,828.95 to NEFP.
39. On November 1, 2009, when CFC purchased Kelly Paul's shares, the \$482,828.95 was gone and unaccounted for.
40. NEF is owned 50% by AEC III and 50% by CFC.
41. During a shareholder meeting on August 5, 2008, AEC III asked for a loan of \$30,000.00 to start a firewood business, which AEC, III made into NEF, again with the Paul family. AEC III made the motion for the loan and it was approved by the CFC Board of Directors (hereafter the Board). There are two promissory notes listed for NEF for \$5,000.00 each, dated January 12, 2008 and November 11, 2009.
42. During the time period September 8, 2008 through August 2, 2011, CFC issued checks

totaling \$249,000.00 to NEF.

43. Subsequently, Plaintiff discovered the \$249,000 issued to NEF was gone and unaccounted for.
44. AEC III formed both NFP and NEF using a different law firm from corporate counsel to handle the filing of the paperwork. That law firm was used instead of Lanham & Blackwell. CFC did not authorize the creation of these entities.
45. On December 10, 2011, Plaintiff became the Treasurer of CFC.
46. In early 2012, Gayle Davis, CPA replaced Frank Martin as the corporate accountant for CFC.
47. AEC, III and Frank Martin were close confidants. Frank Martin answered only to AEC, III, and Frank Martin withdrew corporate funds from CFC without Board approval.
48. The CFC Stock Portfolio account started with a net value in 1999 of \$1,439,549.44. By 2009, it had been reduced to \$325,558.62. As of December 31, 2013, the value was down to \$85,225.62. By December 31, 2014, the value was down to \$16,751.42.
49. Funds from the CFC Stock Portfolio account were transferred into some shareholders' personal accounts, including some or all of the individual Defendants, without authorization by the Board, but excluding Plaintiff.
50. AEC III was elected to the Maine House of Representatives in 2008. He served two 2 year terms. He was elected to the Maine Senate in 2012. He is currently serving his second 2 year term. He is also the Assistant Republican leader of the Maine Senate.
51. On information and belief, funds were disbursed from NEFP to the AEC III senate campaign and a political action committee controlled by AEC III.
52. Various corporate Defendants also disbursed funds, in excess of \$20,000.00, to individuals for the benefit of AEC III's political career.
53. On August 30, 2007, the CFC office was relocated to AEC III's residence at 54 Constitutional Avenue, Hampden, Maine. On September 1, 2009 the Board authorized AEC III to expend funds to create an office at his house not to exceed \$15,000.00.
54. Shareholder meetings were then held in the dining room at AEC III's house or in this new office.
55. The individual Defendants controlled the agenda and CFC.
56. At some point in time, the shareholder and director meetings that took place in AEC III's home became hostile toward Plaintiff, with individual Defendants interfering with

Plaintiff's rights to participate in the meetings, including but not limited to AEC III holding up his hand as if to shield Plaintiff from making any remarks when AEC III was promoting his agenda. AEC III's sons would use profanity directed at Plaintiff at the meetings.

57. Plaintiff received her last shareholder disbursement in October 2014, while other individual Defendants and other shareholders have continued to receive shareholder disbursements quarterly.

58. Board meetings were subsequently moved to the office at Lanham & Blackwell.

59. The individual Defendants, or some of them, misused a facsimile signature of Andre Cushing, Jr., to obtain loans from Farm Credit, which were secured by CFC assets.

COUNTS OF THE COMPLAINT

I. CORPORATE DISSOLUTION

Plaintiff reasserts the information in paragraphs 1 – 59 above as if fully set forth herein.

60. Plaintiff has been oppressed as a minority shareholder by the individual Defendants.

61. Corporate assets have been and continue to be misapplied and wasted by the individual Defendants.

62. The individual Defendants have committed fraud, and *ultra vires* and illegal acts that have subjected Plaintiff and CFC to potential liability.

63. Under 13-C M.R.S. section 1430, such oppressive, fraudulent, illegal, and *ultra vires* acts constitute grounds for an action for judicial dissolution of the corporate Defendants, including CFC.

II. BREACH OF FIDUCIARY DUTY OF OFFICERS AND DIRECTORS

Plaintiff reasserts the information in paragraphs 1 – 63 above as if fully set forth herein.

64. Defendants breached the applicable standard for officers and directors of a closely held corporation.

65. Such breaches include but are not limited to: misappropriating corporate assets for personal use; misappropriating corporate opportunities; dealing on both sides of transaction where a conflict of interest was present; failing to make disclosures of conflicts of interest or potential conflicts of interest; acting beyond any standard of reasonable care that a person in a like position would operate under; acting in ways that clearly were not in the best interest of CFC; and failing to act with good faith toward Plaintiff.

66. Such breaches caused Plaintiff harm.

III. EQUITABLE ACCOUNTING

Plaintiff reasserts the information in paragraphs 1 – 66 above as if fully set forth herein.

67. Defendants have used corporate funds for their own personal benefit and without appropriate corporate authority.

68. It is unknown to Plaintiff what Defendants have done with the monies and other assets they took from the corporations.

69. It is unknown to what extent the monies and other assets taken from the corporations by Defendants have yielded profits and/or proceeds to the Defendants from their inequitable conduct.

IV. RESTITUTION / UNJUST ENRICHMENT

Plaintiff reasserts the information in paragraphs 1 – 69 above as if fully set forth herein.

70. Defendants, and in particular AEC III, were in a close and confidential relationship with Plaintiff, being family members and joint shareholders in a closely held family corporation.

71. Defendants have benefited by their inequitable conduct.

72. Defendants have been benefited and unjustly enriched by their acquisition of money and property at the expense of Plaintiff.

V. FRAUD

Plaintiff reasserts the information in paragraphs 1 – 72 above as if fully set forth herein.

73. Defendants, in obtaining corporate funds, made misstatements of fact to Plaintiff, including, but not limited to: misstating the authority for obtaining loans from Farm Credit; misstating the amounts taken, which greatly exceeded those approved; concealing the true purposes and uses of the funds taken; and using a facsimile signature of AEC, Jr. to obtain funds.

74. Defendants made these statements knowing that they had no intention of doing what they said and intending that Plaintiff would rely on their misrepresentations.

75. Defendants were in a confidential relationship with Plaintiff.

76. In reliance on Defendants' misrepresentations, Plaintiff, as Treasurer, approved access to corporate assets and accounts by Defendants.
77. Defendants knew or should have known that Plaintiff would rely on their misrepresentations or concealments.
78. Plaintiff's reliance on the misrepresentations of Defendants was justified.
79. Defendants' representations and acts were intentional or made with reckless disregard for the truth or falsehood of the statements that they made to Plaintiff.
80. Plaintiff has been damaged by Defendants' misrepresentations.

VI. CONVERSION

Plaintiff reasserts the information in paragraphs 1 – 80 above as if fully set forth herein.

81. Plaintiff had an ownership interest in the loan amounts, stock portfolio funds, and other corporate assets referred to above.
82. Plaintiff has made demand upon Defendants for return of the loan principal and interest, stock portfolio funds, and other wasted corporate assets, and Defendants have refused same.
83. Defendants have converted and wrongfully retained possession of the loan amounts, stock portfolio funds, and other corporate assets referred to above and have refused to repay same.

VII. PUNITIVE DAMAGES

Plaintiff reasserts the information in paragraphs 1 – 83 above as if fully set forth herein.

84. The individual Defendants, or some of them, have acted with actual malice toward Plaintiff.
85. The actions of Defendants are so outrageous that malice can be implied.
86. Plaintiff is entitled to punitive damages.

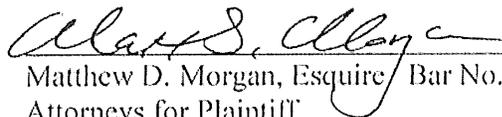
WHEREFORE, for the foregoing reasons, Plaintiff respectfully requests this Court enter judgment in her favor against each Defendant and award damages, including punitive damages, order the purchase of Plaintiff's shares in the corporations for fair value by Defendants, or in the alternative, (a) order the corporations named herein dissolved with an equitable division of the

proceeds of a liquidation; (b) order the corporations named herein sold with an equitable division of the proceeds; or (c) order an equitable accounting of the affairs of the parties and order the repayment to the corporations and/or Plaintiff of any sums wrongfully obtained by Defendants; and whatever other relief this Court deems just and equitable under the circumstances.

Dated at Augusta, Maine this 13th day of October, 2016.



Walter F. McKee, Esquire Bar No. 7848



Matthew D. Morgan, Esquire Bar No. 5044

Attorneys for Plaintiff
McKee Law, L.L.C., P.A.
133 State Street
Augusta, ME 04330
(207) 620-8294

From: [Joshua Tardy](#)
To: [Wayne Jonathan](#)
Cc: [Andre Cushing](#)
Subject: Response to request for transaction detail
Date: Tuesday, October 25, 2016 12:26:21 PM

Dear Jonathan,

As we discussed, I am representing Senator Cushing and the Respect Maine PAC. Please be advised that Senator Cushing has no objection, and in fact, invites your staff's thorough review of the allegations made by Ms. McIntyre. Senator Cushing looks forward to fully cooperating with you and your staff.

Regards,

Josh