SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

VERIFIED

MEDIANT COMMUNICATIONS INC.,
Plaintiff,

-against-

TWITTER, INC.,
Defendant.

Plaintiff, MEDIANT COMMUNICATIONS INC., by its attorneys, ROBERT H. BROWN P.C., complaining of the Defendant alleges as follows:

1. Plaintiff, MEDIANT COMMUNICATIONS INC., (hereinafter "MEDIANT" or "Plaintiff") is a foreign corporation having an actual place of business located at 3 Columbus Circle, Suite 2110, New York, NY 10019.

2. Upon information and belief, TWITTER, INC., (hereinafter "TWITTER" or "Defendant") is a foreign corporation which maintains offices at 245 West 17th Street, New York, NY 10011 and at 1355 Market Street, Suite 900, San Francisco, CA 94103.

3. Jurisdiction and venue are proper in the State and County of New York as Defendant maintains an office therein.

COMMON ALLEGATIONS

4. Prior to on or about September 13, 2022, TWITTER was a publicly-traded company required by the SEC's Rules and Regulations to hold a special shareholder meeting in the event of a corporate merger.

5. At all times relevant hereto, Plaintiff was and is engaged in the business of
providing corporate and shareholder services (including but not limited to proxy distribution and voting tabulation) to publicly-traded companies and their shareholders.

**AS AND FOR A FIRST CAUSE OF ACTION**

6. On or about September 13, 2022, TWITTER held a special shareholder meeting, the purpose of which was to obtain shareholder approval of a merger between TWITTER and two Delaware corporations to wit, X HOLDINGS I, INC. and X HOLDINGS II, INC.

7. Pursuant to such merger, TWITTER would ultimately become a privately-held company.

8. The merger was approved by a vote of TWITTER’s shareholders and TWITTER subsequently notified the SEC of the results of the vote.

9. Prior thereto and in or about August 2022, Plaintiff and TWITTER entered into an agreement whereby MEDIANT agreed to perform corporate and shareholder services on behalf of TWITTER in connection with such special shareholder meeting.

10. This agreement stems from the SEC’s Rules and Regulations, which require shareholders of publicly-traded corporations to be advised of and be given an opportunity to vote on significant corporate proposals including mergers and acquisitions.

11. In furtherance of such agreement, TWITTER (acting through its broker network) provided MEDIANT with all required information to perform the necessary services for TWITTER.

12. Pursuant thereto, Plaintiff performed services in August and September 2022 on behalf of Defendant which included proxy mailing/distribution, supplying TWITTER
with a “NOBO” list\(^1\) and vote tabulation.

13. The price for the services performed by MEDIANT was set by rates customary within the industry.

14. The underlying agreement was formally approved and ratified by TWITTER on or about October 25, 2022 when TWITTER delivered a "purchase order" confirming the details and pricing of the services previously provided by MEDIANT. A copy of this purchase order is annexed hereto as Exhibit "A".

15. The agreed-upon price of the underlying agreement was $565,930.97 and such pricing was expressly agreed to by TWITTER. Please see Exhibit “A” hereto.

16. Plaintiff fully performed all of the work required to be performed pursuant to the parties' agreement.

17. Upon information and belief, Defendant enjoyed the benefit of Plaintiff's full performance under the parties' agreement as MEDIANT's performance ensured that Defendant's former shareholders were afforded legally-adequate notice of the dates and agenda of the September 2022 special shareholder meeting and had an opportunity to vote thereon.

18. Despite the foregoing, Defendant has failed and refused to pay Plaintiff the amount it agreed to pay pursuant to the parties' agreement.

19. Plaintiff has duly demanded full payment from the Defendant and Defendant has ignored all such demands.

20. As a result thereof, Defendant remains liable to Plaintiff for the sum of $565,930.97 with interest thereon from November 24, 2022.

\(^1\) A list of Non-Objecting Beneficial Owners
AS AND FOR A SECOND CAUSE OF ACTION

21. Plaintiff repeats, reiterates and realleges each and every allegation contained in the paragraphs of this complaint numbered "1" through "20".

22. After performing the subject services, Plaintiff sent the following invoices to Defendant in or about August and September 2022 demanding payment of the outstanding charges:

<table>
<thead>
<tr>
<th>Invoice</th>
<th>Date</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>BPX22080047</td>
<td>August 5, 2022</td>
<td>$454,687.13</td>
</tr>
<tr>
<td>BPX22080133</td>
<td>August 5, 2022</td>
<td>$6,483.48</td>
</tr>
<tr>
<td>BPX22080134</td>
<td>August 5, 2022</td>
<td>$267.12</td>
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<tr>
<td>BPX22080378</td>
<td>August 19, 2022</td>
<td>$6,334.94</td>
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<tr>
<td>BPX22080526</td>
<td>August 26, 2022</td>
<td>$6,233.72</td>
</tr>
<tr>
<td>BPX22080647</td>
<td>August 31, 2022</td>
<td>$6,145.95</td>
</tr>
<tr>
<td>BPX22090172</td>
<td>September 9, 2022</td>
<td>$5,874.40</td>
</tr>
<tr>
<td>BPX2209N052</td>
<td>September 15, 2022</td>
<td>$76,664.46</td>
</tr>
<tr>
<td>BPV22090144</td>
<td>September 16, 2022</td>
<td>$3,239.77</td>
</tr>
</tbody>
</table>

**TOTAL:** $565,930.97

Copies of these invoices are collectively annexed hereto as **Exhibit “B”**.

23. The subject invoices required Defendant to make payment of the underlying charges within thirty (30) days.

24. Upon information and belief, Defendant received and retained the invoice sent by Plaintiff without objection or protest.

25. By reason of the foregoing, an account stated has been established.

26. By reason of this account stated, TWITTER remains indebted to Plaintiff
for the sum of $565,930.97 with interest thereon from November 24, 2022.

**AS AND FOR A THIRD CAUSE OF ACTION**

27. Plaintiff repeats, reiterates and realleges each and every allegation contained in the paragraphs of this complaint numbered "1" through "26".

28. Defendant has been unjustly enriched to the detriment of the Plaintiff.

29. By reason of this unjust enrichment, Defendant remains liable to Plaintiff for the sum of $565,930.97 with interest thereon from November 24, 2022.

WHEREFORE, Plaintiff, MEDIANT COMMUNICATIONS INC., demands judgment against the Defendant, TWITTER, INC., as follows:

(i) on the First, Second and Third Cause(s) of Action for the sum of $565,930.97 with interest thereon from November 24, 2022; and

(ii) for the costs and disbursements of this action and such additional relief as the Court determines to be proper.

Dated: Forest Hills, New York
January 5, 2023

ROBERT H. BROWN P.C.
Attorneys for Plaintiff

By: ____________________________

Robert H. Brown, Esq.
108-18 Queens Blvd. Suite 401A
Forest Hills, NY 11375
(718) 261-6991
VERIFICATION

Robert H. Brown, an attorney duly admitted to practice law before the Courts of the State of New York, affirms the following under the penalties of perjury:

That he is the attorney for Plaintiffs in the above entitled action, with offices located at 108-18 Queens Blvd. Suite 401A, in the County of Queens and City and State of New York; that he has read the attached Complaint and knows the contents thereof; that the same is true to his knowledge, except as to the matters stated to be alleged upon information and belief, and that as to those matters he believes them to be true.

That the reason why this verification is made by deponent instead of the Plaintiff is that the Plaintiff does not reside/maintain an office within the County of Queens, which is the county where deponent has his office. Deponent further says that the grounds of his belief as to all matters in the Complaint not stated to be upon his knowledge are based upon a review of documents, correspondence and other relevant data in deponent's file and communications with the Plaintiff relative to the within action.

Dated: Forest Hills, New York
January 5, 2023

_____________________________
Robert H. Brown
MEDIAN COMMUNICATIONS INC.,

-against-

TWITTER, INC.,

Plaintiff,

Defendant.

SUMMONS AND VERIFIED COMPLAINT

Robert H. Brown P.C.
Plaintiff

Attorney(s) for

Office and Post Office Address, Telephone
108-18 Queens Boulevard 4th Floor Suite 1A
Forest Hills, NY 11375
(718) 261-6991

To

TWITTER, INC.
245 West 17th Street
New York, NY 10011

Attorney(s) for

Signature (Rule 130-1.1-a)

Print name beneath
Robert H. Brown

Service of a copy of the within is hereby admitted.

Dated:

PLEASE TAKE NOTICE:

☐ NOTICE OF ENTRY
that the within is a (certified) true copy of a
duly entered in the office of the clerk of the within named court on

☐ NOTICE OF SETTLEMENT
that an order
will be presented for settlement to the HON.
within named Court, at

Dated.

Yours, etc.