

FILE



The Public Utilities  
Commission of Ohio

RECEIVED-DOCKETING DIV

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PUCO

Formal Complaint Form

07-156-EL-CSS  
Case Number

Public Utilities Commission of Ohio  
Attn: Docketing  
180 E. Broad St.  
Columbus, OH 43215

Ohio Laff House

24800 Euclid Avenue

Customer Name

Customer Address

Euclid OH 44117

City State Zip

Against

110024099373

Account Number

Customer Service Address (If different from above)

The Illuminating Company

Utility Company Name

City State Zip

Please describe your complaint. (Attach additional sheets if necessary)

(See Attached)

*Gay Coe* Attorney  
Signature

(216) 261-8839

Customer Telephone Number

This is to certify that the images appearing are an  
accurate and complete reproduction of a case file  
document delivered in the regular course of business.

Technician *M*

Date Processed *2/14/07*

## COMPLAINT

During the 1990's Millennium Entertainment (the "Millennium"), a nightclub, was opened by owners Kevin and Dwight Chillious. The tax identification number for the Millennium was 31-1515056. (See Exhibit A.) Sometime in 2002, Dwight Chillious sold his interest in the business to Damien Barile. And in or around October of 2003, Millennium Entertainment, as a business, dissolved.

The Ohio Laff House ("Laff House") is a corporation organized under the laws of the State of Ohio. (See Exhibit B.) The corporation was formed on August 1, 2002 All formalities for incorporation were followed. The corporation's tax identification number is 22-3878830, (see Exhibit C), and its incorporator and sole shareholder is Alecia Chillious. The corporation is in no way related to the Millennium. The only connecting factor is that the incorporators of both entities have the same last name.

In October of 2002, the Laff House started electric services with the Illuminating Company. In October of 2003, a full year after the Laff House account was opened with the Illuminating Company, the Millennium stopped its electricity service. In October of 2006, the Illuminating Company added the final bill from the Millennium to the Laff House's bill. (See Exhibit D.) The amount added was \$4,341.47. The Laff House is not responsible for the Millennium's electric bill.

Although, the businesses are two separate legal entities and have separate tax ID numbers, the Illuminating Company has added Millennium's bill on to the Laff House's account because of Dwight Chillious. The Illuminating Company has determined, that since Dwight Chillious was at one time an owner of the Millennium and he has been an *interested* party on Laff's House's electricity account, as he has inquired about the bill on several occasions, the Millennium and the Laff House are "business partners" and the two companies have engaged in "name switching."

Further, the Illuminating Company finds that "Chillious" is not a common name and as such, the businesses must be the same.

The two entities are not the same. Each company has separate owners, shareholders and tax id numbers. However, because of the Millennium's final bill, the Illuminating Company has notified the Laff House that it will discontinue the Laff House's service until the final bill for the Millennium is paid.

A corporation is a separate legal entity, capable of suing and being sued. *See e.g., Green v. Metropolitan Narcotics Squad*, No. CA-6121, 1983 Ohio App. Lexis 13067 \*1 (Stark County, June 28, 1983). As such it is liable for its own debts and shareholders bear no personal liability for the debts of the corporation. *See e.g., New Vision Investment v. Clauss*, No. CA-8576, 1991 Ohio App. LEXIS 5486, \*1 (Stark County, Nov. 4, 1991). However, the corporate form may be disregarded and individual shareholders held liable for wrongs committed by the corporation. *Id.* Such an action is called "piercing the corporate veil." *Id.*

To impose personal liability on a shareholder, the burden is on the party seeking to pierce the corporate veil to prove, by a preponderance of the evidence that: (1) control over the corporation by those to be held liable was so complete that the corporation has no separate mind, will, or existence of its own, (2) control over the corporation by those to be held liable was exercised in such a manner as to commit fraud or an illegal act against the person seeking to disregard the corporate entity, and (3) injury or unjust loss resulted to the plaintiff from such control and wrong." *Belvedere Condominium Assn. v. R. E. Roark Cos., Inc.* (1993), 67 Ohio St.3d 274, 1993 Ohio 119, 617 N.E.2d 1075, paragraph three of the syllabus.

The Illuminating Company bases its determination that the Laff House should be responsible for the Millennium's bill on that the fact that Dwight Chillious has been involved with

both corporations. However, the Illuminating Company can only hold an individual liable for the debts of a corporation under certain circumstances. See *Belvedere Condominium Assn.*, 67 Ohio St.3d at 274, 617 N.E.2d at 1075, paragraph three of the syllabus

Certainly, if it determined that the Laff House was a closely held corporation, then the corporate veil can be pierced and the shareholders may be found liable. In this instance, however, even if the corporate veil could be pierced, Dwight Chillious would not be held liable because he is neither a shareholder of the Millennium, a now defunct corporation, or of the Laff House. By operation of law he has no liability for either company. Piercing the corporate veil of the Laff House would make Alecia Chillious liable for the Millennium's bill even though she had no association with the Millennium.

Further, a corporation cannot be held liable for the other unless the companies are virtually the same. The companies are not the same. The companies have different incorporators, owners, shareholders and tax id numbers.

Because, the Illuminating Company's determination that one corporation is liable for the debts of another corporation is based on the premise the Dwight Chillious has individual liability for the corporation, its success in this matter would fail because Dwight Chillious is not a shareholder in either company and cannot be held responsible for their debts. Furthermore, the Laff House cannot be held liable for the debts of the Millennium.

The Laff house is a for profit corporation. It books comedians, contracts with vendors for supplies, and books the facilities for use for individual parties. Without fulfilling its obligations under these various contracts, the corporation will not only lose money, but is liable for breach for the various contracts it enters each week. In order to perform under the contracts, the Laff House must be open and able to conduct business. It cannot conduct business if the electric power is off.

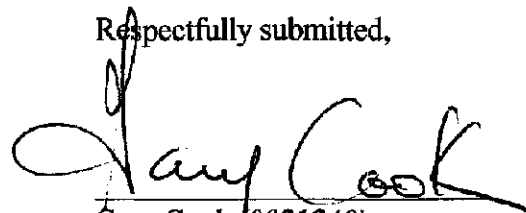
Thus, by holding Dwight Chillious as a responsible party for the Millennium bill and attaching that bill on to the bill for the Laff House would harm Alecia Chillious because her business will have to close if the electricity is disconnected.

In this matter Dwight Chillious does not own the Laff House and did not have any ownership interest in the Millennium when the charges on the final bill were incurred.

Further, if the Illuminating Company could pierce the corporate veil to collect on the debt owed, it would not mean that Dwight Chillious would be liable for the bill. It would make Alecia Chillious liable for the bill, since she is the only shareholder, and Alecia Chillious could not be liable for any bill the Millennium owned as she was never an owner or shareholder of the Millennium.

As such, the Laff House is requesting that the Illuminating Company remove the Millennium's final bill from its bill as it is not responsible for payment of that bill and to forever hold it blameless for the Millennium's electric bill.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Gary Cook", with a stylized flourish at the end.

Gary Cook (0021240)  
27801 Euclid Ave., Ste. 640  
Euclid, Ohio 44132  
(216) 261-8839  
(216) 261-8840 (fax)

a Control number <b>0047-2311</b>		<b>33333</b>		For Official Use Only OMB No. 1545-0046	
b Kind of Payer	941 <input checked="" type="checkbox"/> 942 <input type="checkbox"/> 943 <input type="checkbox"/>	Military		1 Wages, tips, other compensation	2 Federal income tax withheld
	944 <input type="checkbox"/> 945 <input type="checkbox"/> 946 <input type="checkbox"/> 947 <input type="checkbox"/> 948 <input type="checkbox"/> 949 <input type="checkbox"/> 950 <input type="checkbox"/>	Holid. emp. Medicare govt. emp. Third-party sick pay		3 Social security wages	4 Social security tax withheld
c Total number of Forms W-2 <b>25</b>	d Establishment number		5 Medicare wages and tips	6 Medicare tax withheld	
e Employer identification number <b>31-1515056</b>			7 Social security tips	8 Allocated tips	
f Employer's name <b>MILLENNIUM ENTERTAINMENT</b>			9 Advance EIC payments	10 Dependent care benefits	
g Employer's address and ZIP code <b>COMPLEX INC 1012 SUMNER CT CLEVELAND OH 44115</b>			11 Nonqualified plans	12 Deferred compensation	
			13 For third-party sick pay use only		
h Other EIN used this year			14 Income tax withheld by payer of third-party sick pay		
15 State	Employer's state ID number		16 State wages, tips, etc.	17 State income tax	
			18 Local wages, tips, etc.	19 Local income tax	
Contact person			Telephone number	For Official Use Only	
E-mail address			<b>216 263-8000</b>		
			Fax number		

Under penalties of perjury, I declare that I have examined this return and accompanying documents, and, to the best of my knowledge and belief, they are true, correct, and complete.

Signature: **REFERENCE COPY PREPARED BY PAYCHEX. FILE > DO NOT FILE**

Date: \_\_\_\_\_

Form **W-3** Transmittal of Wage and Tax Statements **2001**

Department of the Treasury  
Internal Revenue Service

**DO NOT FILE**

**YOUR FEDERAL W-2 & W-3 DATA  
IS FILED ON MAGNETIC MEDIA**

**EXHIBIT A**



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
07/25/2002	200220602420	DOMESTIC ARTICLES/FOR PROFIT (ARF)	125.00	100.00	.00	.00	.00

**Receipt**

This is not a bill. Please do not remit payment.

QUINN LEGAL ASSOCIATES, INC.  
21801 LAKE SHORE BLVD.  
EUCLID, OH 44123

**STATE OF OHIO****Ohio Secretary of State, J. Kenneth Blackwell**

1330880

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**OHIO LAFF HOUSE, INC.**

and, that said business records show the filing and recording of:

Document(s)

**DOMESTIC ARTICLES/FOR PROFIT**

Document No(s):

**200220602420**

United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 25th day of July, A.D.  
2002.

*J. Kenneth Blackwell*  
Ohio Secretary of State

Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State  
 Central Ohio: (614) 466-3910  
 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos  
 e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)

☒ Yes PO Box 1390  
 Columbus, OH 43216  
 \*\*\* Requires an additional fee of \$100 \*\*\*  
☐ No PO Box 670  
 Columbus, OH 43216

**INITIAL ARTICLES OF INCORPORATION**

(For Domestic Profit or Non-Profit)

Filing Fee \$125.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

(1) <input checked="" type="checkbox"/> Articles of Incorporation Profit (113-ARF) ORC 1701	(2) <input type="checkbox"/> Articles of Incorporation Non-Profit (114-ARN) ORC 1702	(3) <input type="checkbox"/> Articles of Incorporation Professional (170-ARP) Profession _____ ORC 1705
---	--	--

Complete the general information in this section for the box checked above.

Name of Corporation	OHIO LAFF HOUSE, INC.	
Location	Euclid (City)	Cuyahoga (County)
Effective Date	08-01-02 (mm/dd/yyyy) Date specified can be no more than 90 days after date of filing.	
<input type="checkbox"/> Check here if additional provisions are attached		

Complete the information in this section if box (2) or (3) is checked. Completing this section is optional if box (1) is checked.

Purpose for which corporation is formed
Own, operate, manage, buy, sell a comedy club and
restaurant and to do all things necessary and
incidental thereto

Complete the information in this section if box (1) or (3) is checked.

The number of shares which the corporation is authorized to have outstanding (Please state if shares are common or preferred and their par value if any)	750 (No. of Shares)	common (Type)	no par (Par Value)
(Refer to instructions if needed)			



Completing the information in this section is optional

The following are the names and addresses of the individuals who are to serve as initial Directors.

Alesia R. Chillious

(Name)

5613 Chickadee Lane

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

Lyndhurst

(City)

OH

(State)

44124

(Zip Code)

(Name)

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(State)

(Zip Code)

(Name)

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(State)

(Zip Code)

#### REQUIRED

Must be authenticated  
(signed) by an authorized  
representative  
(See Instructions)

Authorized Representative

Date

PATRICK D. QUINN, ESQ.

Print Name 21801 Lakeshore Blvd.  
Euclid, OH 44123

Authorized Representative

Date

LYNN BIBBEE

Print Name 21801 Lakeshore Blvd.  
Euclid, OH 44123

Authorized Representative

Date

Print Name


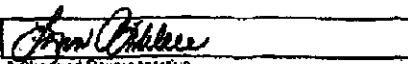
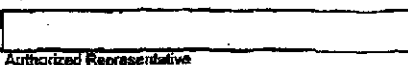
Complete the information in this section if box (1) (2) or (3) is checked.

### ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of OHIO LAFF HOUSE, INC., hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

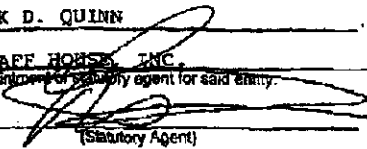
PATRICK D. QUINN, ESQ.  
(Name)  
21801 Lakeshore Blvd.  
(Street) NOTE: P.O. Box Addresses are NOT acceptable.  
Euclid Ohio 44123  
(City) (Zip Code)

Must be authenticated by an authorized representative

 Authorized Representative	<u>7-18-02</u> Date
 Authorized Representative	<u>07-25-02</u> Date
 Authorized Representative	 Date

### ACCEPTANCE OF APPOINTMENT

The Undersigned, PATRICK D. QUINN, named herein as the  
Statutory agent for, OHIO LAFF HOUSE, INC.,  
hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature:   
(Statutory Agent)

**Messages**

By selecting FirstEnergy Solutions Corp as your alternate electric supplier, your current Illuminating Company charges have been reduced by \$573.17. Your total charges from your alternate electric supplier must be less than this amount in order for you to save money.

Illuminating Company Transmission Related Component	\$	107.26
Generation Shopping Credit	\$	465.91
Total Reduced Illuminating Company Charges	\$	573.17

**\*\*\*\*\* REMINDER NOTICE \*\*\*\*\***

When this bill was prepared, your account had an unpaid balance. If you have already made this payment, thank you. If not, please promptly pay the overdue amount. Call us if you have questions or for information on payment arrangements.

Don't miss the enclosed brochure on Co-Op. Return the application form to sign-up for the program and help your neighbors.

**Charges from The Illuminating Company this billing period**

When contacting an Alternate Electric Supplier, please provide the customer numbers below.  
Call The Illuminating Company at 1-800-589-3101 with questions on these charges.

**Basic Charges**

Customer Number: 0801109551 1080001271 - Small General Service - CE-GS125D

Customer Charge	33.34
Delivery Charge	301.48
Transition Charge	233.28
Generation Related Component	703.75
Transmission Related Component	0.00
Generation Shopping Credit	-465.91
<b>Total Charges</b>	<b>\$ 805.92</b>

**Charges from FirstEnergy Solutions Corp this billing period**

Call FirstEnergy Solutions Corp at 1-888-254-6359 with questions on these charges.

Account Number: 21296419 Rate: FES-R950

**Basic Charges**

Basic Charge	8,720 KWH	x 0.050758 per KWH	442.61
Transmission Related Component	8,720 KWH	x 0.012300 per KWH	107.28
<b>Total Charges</b>			<b>\$ 549.87</b>

**Payment Summary and Adjustment Information**

Date	Reference	Amount
<b>Payments:</b>		
10/25/06		-1,296.14
<b>Total Payments</b>		<b>-1,296.14</b>
<b>Adjustments:</b>		
* 10/27/06	Trans fr 110023456095 / 1012 SUMNER AVE	4,341.47
<b>Total Adjustments</b>		<b>4,341.47</b>
<b>Total Payments and Adjustments</b>		<b>\$3,045.33</b>

**Account Balances by Company**

	Previous Balance	Payments/ Adjustments	Current Charges	Please Pay
The Illuminating Company	2,689.49	3,045.33	805.92	6,540.74
FirstEnergy Solutions Corp	886.50	0.00	549.87	1,436.37
<b>Total</b>	<b>3,575.99</b>	<b>3,045.33</b>	<b>1,355.79</b>	<b>7,977.11</b>

**Water Billing Information**

Small General Service

**EXHIBIT D**

CINCINNATI OH 45999-0038

In reply refer to: 0236500000  
Nov. 29, 2006 LTR 544C 0  
22-3878830 200612 14 000  
Input Op: 0410456173 14962  
BODC: SB

OHIO LAFF HOUSE INC  
24900 EUCLID AVE  
EUCLID OH 44117-2602003

Taxpayer Identification Number: 22-3878830  
Tax Period(s): Dec. 31, 2006

Form: 944

Dear Taxpayer:

We sent you Letter 112-B (CG) dated 11/03/2006 in error. It stated we have not received a return for the tax period ending December 31, 2006 and listed "UNKNOWN" as the tax form. Please disregard that letter.

We have corrected our programming error. You do not need to take any action as a result of the errorneous letter.

If you have any questions, please call us toll free at 1-800-829-0115.

If you prefer, you may write to us at the address shown at the top of the first page of this letter.

Whenever you write, please include this letter and, in the spaces below, give us your telephone number with the hours we can reach you. Keep a copy of this letter for your records.

Telephone Number ( ) \_\_\_\_\_ Hours \_\_\_\_\_

**EXHIBIT C**