

IN THE SUPREME COURT OF THE STATE OF NEVADA

SCOTT J. WEBB, AN INDIVIDUAL,
Appellant,
vs.
CELEBRATE PROPERTIES, LLC, A
NEVADA LIMITED LIABILITY
COMPANY; AND HARRY H. SHULL,
AN INDIVIDUAL,
Respondents.

No. 62480

FILED

MAR 12 2015

TRACIE K. LINDEMAN
CLERK OF SUPREME COURT
BY S. Young
DEPUTY CLERK

ORDER OF AFFIRMANCE

This is an appeal from a district court judgment, entered on remand, in a breach of contract and tort action. Eighth Judicial District Court, Clark County; Valerie Adair, Judge. Appellant Scott J. Webb challenges the district court's determination that respondent Harry H. Shull is not the alter ego of Celebrate Properties, LLC.

A determination regarding an allegation of alter ego will be upheld if based on substantial evidence. *Webb v. Shull*, 128 Nev. ___, ___, 270 P.3d 1266, 1271 (2012) (citing *Lorenz v. Beltio, Ltd.*, 114 Nev. 795, 807, 963 P.2d 488, 496 (1998)). When the evidence on which a district court's judgment is based is not properly included in the record on appeal, however, we presume that the evidence supports the district court's findings. *Raishbrook v. Estate of Bayley*, 90 Nev. 415, 416, 528 P.2d 1331, 1331 (1974). Here, no trial transcript and only a few out of several exhibits were provided in the record on appeal. Thus, to the extent that the exhibits do not show otherwise, we presume that the evidence supports the district court's findings.

Webb nevertheless argues that the court's findings established as a matter of law that Shull is the alter ego of Celebrate. In determining

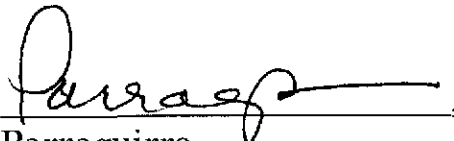
whether an alter ego relationship exists, courts consider whether the corporate entity is influenced and governed by the person asserted to be its alter ego, whether there is such unity of interest and ownership that the entity and the person are inseparable, and whether adherence to the fiction of a separate entity would sanction fraud or promote injustice.¹ *Lorenz*, 114 Nev. at 807, 963 P.2d at 496; see NRS 78.747(2).


Here, while the court found that Shull formerly managed and owned Celebrate and other entities, that Celebrate was financed on \$100, and that Celebrate engaged in financial transactions with Shull and other LLCs managed by Shull, the court also found that Celebrate had other managers and employees and functioned separately from them, that the financial records showed disbursements to numerous creditors and suppliers in the ordinary course of business, and that no evidence was provided to show that Celebrate was inadequately financed, that Celebrate commingled or misused funds, or that any financial inadequacy was connected to a fraud or injustice. Moreover, the district court concluded that there was no evidence showing that Shull or Celebrate intentionally misrepresented the facts. These findings adequately support the district court's determination that Webb failed to demonstrate that Shull was Celebrate's alter ego. *Cf. Greenhunter Energy, Inc. v. W. Ecosystems Tech., Inc.*, 337 P.3d 454, 465-70 (Wyo. 2014) (upholding an alter ego determination when evidence showed inadequate capitalization due to the managing member's manipulation of the entity's finances, the

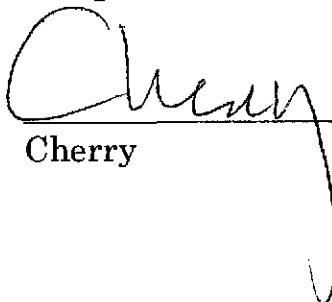
¹As the parties have not argued otherwise, we assume without deciding that the alter ego doctrine applies to limited liability companies in Nevada, in the same manner as to corporations.

overlap of employees, addresses, finances, and tax returns, and misuse of the business form to avoid paying for services rendered). Therefore, we

ORDER the judgment of the district court AFFIRMED.


_____, J.
Parraguirre


_____, J.
Douglas


_____, J.
Cherry

cc: Hon. Valerie Adair, District Judge
Salvatore C. Gugino, Settlement Judge
Maddox, Isaacson & Cisneros, LLP
Coleman Law Associates
Eighth District Court Clerk