

MAY 29 2009

MOLLY C. DWYER, CLERK  
U.S. COURT OF APPEALS

NOT FOR PUBLICATION

UNITED STATES COURT OF APPEALS

FOR THE NINTH CIRCUIT

ELVIS PRESLEY ENTERPRISES, INC.,  
a Tennessee corporation; NATIONAL  
BANK OF COMMERCE, Trustee of the  
Promenade Trust; SOFA  
ENTERTAINMENT INC., a California  
corporation; JANE MEADOWS ALLEN,  
Trustee of the Allen Family Revocable  
Living Trust; JERRY LEIBER,  
individually d/b/a JERRY LEIBER  
MUSIC; MIKE STOLLER, individually  
d/b/a MIKE STOLLER MUSIC; JULIAN  
J. ABERBACH, an individual; ALFRED  
WERTHEIMER, an individual,

Plaintiffs - Appellees,

v.

PASSPORT VIDEO, a business of  
unknown form and origin; PASSPORT  
INTERNATIONAL PRODUCTIONS,  
INC.; PASSPORT INTERNATIONAL  
PRODUCTIONS OF CALIFORNIA,  
INC., a California corporation; DANTE J.  
PUGLIESE, an individual,

Defendants

No. 08-55084

D.C. No. CV-02-07042-RSWL

MEMORANDUM \*

---

\* This disposition is not appropriate for publication and is not precedent except as provided by 9th Cir. R. 36-3.

and

PASSPORT INTERNATIONAL  
ENTERTAINMENT, LLC,

Defendant - Appellee.

Appeal from the United States District Court  
for the Central District of California  
Ronald S.W. Lew, District Judge, Presiding

Argued and Submitted May 5, 2009  
Pasadena, California

Before: RYMER, KLEINFELD and SILVERMAN, Circuit Judges.

Passport International Entertainment, LLC (PIE) appeals the district court's order adding it as a judgment debtor. We affirm.

The district court did not abuse its discretion in amending the judgment. See Cigna Prop. & Cas. Ins. Co. v. Polaris Pictures Corp., 159 F.3d 412, 421 (9th Cir. 1998). Substantial evidence supports the district court's finding that PIE is a successor corporation to Passport International Productions (PIP) and Passport International Productions of California (PIP-CA), and that the asset transfers were fraudulent and undertaken for the purpose of escaping liability. See Cal. Civ. Code §§ 3439.04, .07; McClellan v. Northridge Park Townhome Owners Ass'n, 107 Cal.

Rptr. 2d 702, 707–08 (Cal. Ct. App. 2001). PIE has the same shareholder, same directors, same assets, and same business as PIP and PIP-CA did. The timing of the assets transfer also supports the district court’s conclusion that PIE is “merely a continuation” of PIP and PIP-CA. See McClellan, 107 Cal. Rptr. 2d at 707. At most, Florence Pugliese’s<sup>1</sup> supposed foreclosure of her security interests was one part of a series of fraudulent transfers undertaken to avoid liability to creditors. See id.; cf. Katzir’s Floor & Home Design, Inc. v. M-MLS.com, 394 F.3d 1143, 1150–51 (9th Cir. 2004).

**AFFIRMED.**

---

<sup>1</sup> Assuming without deciding that PIE may challenge whether joinder of Florence Pugliese is necessary, it failed to do so in its opening brief. See Martinez-Serrano v. INS, 94 F.3d 1256, 1259–60 (9th Cir. 1996). The district court effectively resolved the issue by denying her motion to intervene, and even were we to consider a joinder claim now, cf. UOP v. United States, 99 F.3d 344, 347 (9th Cir. 1996), we see no basis for holding differently. See Fed. R. Civ. P. 19, 24(a)(2).