Dusty Button et al v. Micah Humphries et al
8:24-cv-01730-JVS-DFM

TENTATIVE Order Regarding Motions to Dismiss and for Leave to Amend [105, 115]

Before the Court are two motions. First, Defendant Robert Klieger ("Klieger") moves to dismiss Plaintiffs Dusty Button and Mitchell Taylor Button's (collectively, "the Buttons") second amended complaint ("SAC"). (Mot., Dkt. No. 105.) The Buttons did not oppose.[1] Klieger replied. (Reply, Dkt. No. 119.)

Second, the Buttons move for leave to file a third amended complaint ("TAC"). (Motion for Leave to File TAC ("Leave Mot."), Dkt. No. 115.) Klieger opposed. (Klieger Opp'n, Dkt. No. 127.) Defendant Anthony Pellicano ("Pellicano") also opposed. (Pellicano Opp'n, Dkt. No. 126.) The Buttons filed two separate replies to each opposition. (Pellicano Reply, Dkt. No., 129; Klieger Reply, Dkt. No. 130.)

For the below reasons, the Court makes the following rulings:

- **GRANTS** Klieger's Motion to Dismiss the SAC with prejudice. (Dkt. No. 105.)
- **DENIES** the Buttons' Motion for Leave to File a TAC. (Dkt. No. 115.)

I. BACKGROUND

The parties are familiar with the facts of this case, so the Court recites them here only as necessary to resolve this Motion. The following facts are taken from the Buttons' SAC. (SAC, Dkt. No. 67.) The Buttons claim to bring this action "in

[1]In their subsequent motion for leave to file a TAC, the Buttons request that if the motion for leave is denied, they should be granted additional time to file an opposition to Klieger's motion to dismiss. (Leave Mot. at 4.) Regardless of the Court's ruling, the Buttons should have filed an opposition to Klieger's motion by July 21, 2025, three weeks before the scheduled hearing date. L. R. 7-9. Alternatively, if they required more time to file an opposition, they should have filed an ex parte application or a request for an extension as they have previously done. (See Dkt. No. 35.)

the turbulent wake of years of traumatizing harassment and threats of bodily harm deployed as retaliation for [the Buttons'] discovery of a folder of communications [] and as a preemptive suffocation designed to silence [the Buttons] from coming forward." (Id. ¶ 1.) In April of 2017, Sage Humphries ("Sage"), the Humphries' daughter, "aggressively pursued [an open] dating relationship with the Buttons." (Id. ¶ 4.) Disapproving of their daughter's relationship with the Buttons, the Humphries allegedly "fabricated allegations of sexual assault against [the Buttons]," pursued numerous actions against them, made false statements about them, and created a false social media campaign against the Buttons. (Id. ¶ 5.) In August of 2017, the Humphries allegedly forged an affidavit and abuse prevention order application for Sage, "which they forced her to sign against her will." (Id. ¶ 8.)

In July 2021, Sage sued the Buttons in the District Court of Nevada for sexual abuse. (Id. ¶¶ 17–18.) The Buttons claim that the allegations they are being accused of by Sage were actually committed by Daryl Katz ("Katz"), who allegedly paid Sage large amounts of money in exchange for sexual acts. (Id. ¶ 19.) Since then, the Buttons have been intimidated by Katz and other named defendants, specifically Pellicano and Klieger, into dropping their lawsuit. (Id. ¶ 32.) The Buttons also allege that individuals such as Katherine Meyer ("Meyer"), Hannah Stolrow ("Stolrow"), and Katz "colluded and conspired with the Humphries to spread egregious false and defamatory rumors about [the Buttons] and conceal the fraud [they] knew existed." (Id. ¶¶ 243, 387.) The Humphries have also contacted numerous business affiliates of the Buttons and encouraged those businesses to sever ties with the Buttons, impacting the Buttons' livelihoods. (See id. ¶¶ 395–98, 573.) The Buttons believe that they are falling victim to the Humphries' "campaign to destroy the Buttons' lives through the weaponization of the civil justice system." (Id. ¶¶ 6.)

The Buttons filed their SAC on April 23, 2025. (Id.) The Court dismissed the SAC with prejudice with respect to the Humphries, Stolrow, and Meyer on June 9, 2025. (Dkt. No. 94.) The Court entered final judgment in favor of the Humphries, Stolrow, and Meyer on June 13, 2025. (Dkt. No. 97.) The Buttons filed a notice of appeal to the Ninth Circuit as to the motion dismissing their SAC with respect to the Humphries, Stolrow, and Meyer on June 30, 2025. (Dkt. No. 107.) That appeal is now pending.

That same day, Klieger filed his motion to dismiss the SAC. (Mot.) The Buttons did not oppose. Instead, on July 7, 2025, the Buttons filed a motion for leave to file a TAC. (Leave Mot.) The Buttons also filed a proposed TAC ("Proposed TAC"). (Proposed TAC, Dkt. No. 118.) The Proposed TAC alleges six causes of action: (1) intentional infliction of emotional distress against Klieger, Pellicano, and Katz, (2) defamation against Klieger and Katz, (3) civil conspiracy against Klieger, Pellicano, and Katz, (4) abuse of process against Klieger and Katz, (5) witness tampering and interference with legal proceedings against Klieger, Pellicano, and Katz, and (6) violation of the Bane Act against Klieger, Pellicano, and Katz. (Id.) Pellicano, who has not previously appeared in this case, filed an opposition to the Buttons' motion for leave to file a TAC on July 21, 2025. (Pellicano Opp'n.)

II. KLIEGER'S MOTION TO DISMISS

Klieger moves to dismiss the Buttons' SAC. (Mot.)

A. Request for Judicial Notice

Klieger filed a request for judicial notice in support of his motion to dismiss. (RJN, Dkt. No. 106.) Klieger seeks judicial notice of two documents fom Sage Humphries, et al. v. Mitchell Taylor Button, et al., Case No. 2:21-cv-01412-ART-EJY (the "Nevada Action") in the United States District Court, District of Nevada:

1. Defendants' Verified Third Party Complaint and Counterclaim filed in the Nevada Action on July 8, 2022,

2. Notice of Voluntary Dismissal as to Daryl Allan Katz filed in the Nevada Action on August 3, 2022.

Courts "may take [judicial] notice of proceedings in other courts, both within and without the federal judicial system, if those proceedings have a direct relation to matters at issue." Bias v. Monynihan, 508 F.3d 1212, 1225 (9th Cir. 2007) (internal citations and quotation marks omitted). Accordingly, the request for judicial notice is **granted**.

B. Legal Standard

Under Rule 12(b)(6), a defendant may move to dismiss for failure to state a claim upon which relief can be granted. A plaintiff must state "enough facts to state a claim to relief that is plausible on its face." Bell Atl. Corp. v. Twombly, 550 U.S. 544, 570 (2007). A claim has "facial plausibility" if the plaintiff pleads facts that "allow[] the court to draw the reasonable inference that the defendant is liable for the misconduct alleged." Ashcroft v. Iqbal, 556 U.S. 662, 678 (2009).

In resolving a Rule 12(b)(6) motion under Twombly , the Court must follow a two-pronged approach. First, the Court must accept all well-pleaded factual allegations as true, but "[t]hreadbare recitals of the elements of a cause of action, supported by mere conclusory statements, do not suffice." Iqbal, 556 U.S. at 678. Most succinctly stated, a pleading must set forth allegations that have "factual content that allows the court to draw the reasonable inference that the defendant is liable for the misconduct alleged." Id. Courts must "accept as true all well-pleaded allegations of material fact, and construe them in the light most favorable to the non-moving party." Daniels-Hall v. Nat'l Educ. Ass'n, 629 F.3d 992, 998 (9th Cir. 2010) (citation omitted). Courts also "are not bound to accept as true a legal conclusion couched as a factual allegation." Id. (quoting Twombly, 550 U.S. at 555). "In keeping with these principles[,] a court considering a motion to dismiss can choose to begin by identifying pleadings that, because they are no more than conclusions, are not entitled to the assumption of truth." Id. at 679.

Second, assuming the veracity of well-pleaded factual allegations, the Court must "determine whether they plausibly give rise to an entitlement to relief." Id. at 679. This determination is context-specific, requiring the Court to draw on its experience and common sense, but there is no plausibility "where the well-pleaded facts do not permit the court to infer more than the mere possibility of misconduct." Id.

C. Discussion

1. Rule 8

Under Rule 8, a complaint must contain a "short and plain statement of the claim showing that the pleader is entitled to relief," and "[e]ach allegation must be

simple, concise, and direct." Fed. R. Civ. P. 8(a), (d). "[T]he short and plain statement must provide the defendant with fair notice of what the plaintiff's claim is and the grounds upon which it rests." Dura Pharms., Inc. v. Broudo, 544 U.S. 336, 346 (2005) (internal quotations and citations omitted). A complaint violates Rule 8 when it is "needlessly long, or [is] highly repetitious, or confused, or consisted of incomprehensible rambling." Cafasso, U.S. ex rel. v. General Dynamics C4 Sys, Inc., 637 F.3d 1047, 1059 (9th Cir. 2011) (citation omitted) (finding that "a 733-page pleading prejudices the opposing party and may show bad faith of the movant, both valid grounds to deny leave to amend."); see McHenry v. Renne, 84 F.3d 1172, 1177 (9th Cir. 1996) (affirming the dismissal of a complaint under Rule 8 for being "argumentative, prolix, replete with redundancy, and largely irrelevant."); see also Bautista v. Los Angeles Cnty., 216 F.3d 837, 841 (9th Cir. 2000) (providing specific policy reasons for dismissing excessively lengthy complaints).

The Court has already dismissed the SAC with prejudice with respect to the Humphries, Meyer, and Stolrow after the Humphries filed their motion to dismiss. (Humphries Order, Dkt. No. 94.) Klieger argues that the SAC "no more complies with Rule 8 with respect to its claims against Klieger than its claims against the Humphries." (Mot. at 19.) The Court agrees. The identical analysis of the SAC in the Humphries motion to dismiss applies here. (See Humphries Order.)

The SAC is 160 pages long consisting of more than 800 paragraphs, albeit 70 pages shorter than the First Amended Complaint. (See generally SAC.) The first 90 pages are dedicated to the background of the instant action. The length of this SAC alone does not warrant dismissal in violation of Rule 8(a). See Hearns v. San Bernardino Police Dept., 530 F.3d 1124, 1131–32 (9th Cir. 2008). The numerous defendants, accusations, litigations across various districts surrounding the Buttons and the Humphries may require a detailed complaint. However, the complexity of the case does not warrant repeating grievances or bringing wholly unsupported causes of action.

For instance, the Buttons' third cause of action, interference with legal proceedings or obstruction of justice, does not confer a private cause of action in California. See Najarro v. Wollman, 2012 WL 1945502, at *2 (N.D. Cal. May 30, 2012); see also DeHaven v. Schwarzenegger, 123 F. App'x 287, 289 (9th Cir. 2005). Similarly, conspiracy, the fifth cause of action, cannot be an independent

cause of action. Applied Equipment Corp. v. Litton Saudi Arabia Ltd., 7 Cal. 4th 503, 510-11, 28 Cal. Rptr. 2d 475, 869 P.2d 454 (1994). Moreover, the Buttons state a claim for breach of "confidential and fiduciary" duty, solely based on their "trust, confidence, and reliance" in the Humphries. (SAC ¶ 587–89.) The Buttons fail to cite any controlling law allowing them to proceed with these noncognizable causes of action. Cf. Hearns v. San Bernardino Police Dep't, 530 F.3d 1124, 1130 (9th Cir. 2008) (reversing dismissal pursuant to Rule 8 where the defendants did not assert that the complaint fails to set forth cognizable causes of action).

Furthermore, even a cursory look at the SAC indicates that it cannot meet the pleading standard under Rule 12(b)(6). In the Court's previous order granting leave to amend, the Court noted that the Buttons must "allege all elements of [a claim]." (Order, Dkt. No. 65, at 4.) However, the Buttons have failed to do so again in their SAC. For example, California's Bane Act requires a plaintiff to show specific intent to interfere "by threat, intimidation, or coercion . . . with the exercise or enjoyment by any individual or individuals of rights secured by the Constitution or laws of the United States." Cal. Civ. Code § 52.1; see Reese v. County of Sacramento, 888 F.3d 1030, 1044–45 (9th Cir. 2018). However, the Buttons simply repeat that they were "forced," "threatened and intimated" by the Humphries, "harassed" by the Katz, and "scared" into dropping their Nevada lawsuit. (See, e.g., SAC ¶ 414, 416–24.") Consequently, they were "afraid to leave their residence" and "deprived [] of their due process." (Id. ¶¶ 426–27.) These broad allegations are no more than "[t]hreadbare recitals of the elements of a cause of action, supported by mere conclusory statements." See Iqbal, 556 U.S. at 678. Instead of providing information to meet the elements of the alleged claims, the Buttons sprinkle phrases such as "intentionally and knowingly" or sentences like "allowing the Defendants to [assert the statute of limitation defense] would be unjust." (See, e.g., SAC ¶¶ 427, 446, 463.)

For intentional misrepresentation, the Buttons simply assert that "Daryl Katz, Robert Kleiger and Anthony Pellicano made intentionally and materially false statements to the media." (SAC ¶ 486.) Misrepresentation requires a plaintiff to plead "(1) a misrepresentation, (2) knowledge of falsity, (3) intent to induce reliance, (4) actual and justifiable reliance, and (5) resulting damage." Chapman v. Skype, Inc., 220 Cal. App. 4th 217, 230–31, 162 Cal.Rptr.3d 864 (2013). Moreover, fraud claims must be accompanied by "the who, what, when, where, and how" of the fraudulent conduct charged. Vess v. Ciba-Geigy Corp.

USA, 317 F.3d 1097, 1106 (9th Cir. 2003) (quoting Cooper, 137 F.3d at 627). Here, however, the Buttons do not even provide this Court with the false statements. Instead, they go on only to explain how these statements "misled the court" or how the Humphries and Katz continued to harass them. (See id. ¶¶ 486–98.)

The Court finds ample examples where SAC is prolix and conclusory. Throughout the SAC, the Buttons make broad allegations that all named defendants in the instant lawsuit conspired "to commit fraud" and "defame them" at every instance without providing a "short and plain" statement of the exact nature of the fraudulent act entitling the Buttons to relief. (See, e.g., id. 193, 227, 243, 342, 665); Fed. R. Civ. P. 8(a). The SAC is reminiscent of Cafasso, where the Circuit Court affirmed the district court's denial of a motion to amend on the grounds that the complaint would burden the court and the opposing party "with the onerous task of combing through a 733-page pleading just to prepare an answer that admits or denies such allegations, and to determine what claims and allegations must be defended or otherwise litigated." 637 F.3d at 1059. Similar to Cafasso, the Buttons essentially puts the onerous burden on the Court to sift through the first 90 pages in the background to find the facts necessary to support each element of a claim. See id.

The Court may dismiss a complaint as to defendants who have not moved to dismiss where "such defendants are in a position similar to that of moving defendants or where claims against such defendants are integrally related." Silverton v. Dep't of Treasury, 644 F.2d 1341, 1345 (9th Cir. 1988). The SAC "no more complies with Rule 8 with respect to its claims against Klieger than its claims against the Humphries." (Mot. at 19.) Nor are Pellicano and Katz adequately put on notice as to what claims are being brought against them. Accordingly, the Court dismisses the SAC with prejudice with respect to Klieger, Pellicano, and Katz.

2. Leave to Amend

Given that the Buttons have had three opportunities to plead and two opportunities to substantively cure their deficiencies, the Court dismisses the complaint with prejudice. The Court denies leave to amend also on the grounds

that the amended complaint would also be subject to dismissal. (See infra Section III.)

3. Attorneys' Fees

Klieger's motion to dismiss includes a request for attorneys' fees. (Mot. at 20.) Klieger should not attempt to circumvent Rule 54(d), which requires a claim for attorney's fees to be made by a motion, no later than 14 days after the entry of judgment. Accordingly, the Court declines to address his request at this time. Klieger should file a separate motion for attorney's fees.

D. Conclusion

For the reasons stated above, the Court **GRANTS** Klieger's Motion to Dismiss the SAC with prejudice with respect to Klieger, Pellicano, and Katz.

III. THE BUTTONS' MOTION FOR LEAVE TO FILE A TAC

The Buttons move for leave to file a TAC. (Mot. for Leave to File a TAC.)

A. Legal Standard

"A party may amend its pleading once as a matter of course within: (A) 21 days after serving it, or (B) if the pleading is one to which a responsive pleading is required, 21 days after service of a responsive pleading or 21 days after service of a motion under Rule 12(b), (e), or (f), whichever is earlier." Fed. R. Civ. P. 15(a)(1). In all other cases, a party may amend its pleading only with written consent from the opposing party or the court's leave, which should be "freely give[n] . . . when justice so requires." Fed. R. Civ. P. 15(a)(2); see Morongo Band of Mission Indians v. Rose, 893 F.2d 1074, 1079 (9th Cir. 1990) (requiring that policy favoring amendment be applied with "extreme liberality").

In the absence of an "apparent or declared reason," such as undue delay, bad faith, dilatory motive, repeated failure to cure deficiencies by prior amendments, prejudice to the opposing party, or futility of amendment, it is an abuse of discretion for a district court to refuse to grant leave to amend a complaint. Foman

v. Davis, 371 U.S. 178, 182 (1962); Moore v. Kayport Package Express, Inc., 885 F.2d 531, 538 (9th Cir. 1989). The consideration of prejudice to the opposing party "carries the greatest weight." Eminence Capital, LLC v. Aspeon, Inc., 316 F.3d 1048, 1052 (9th Cir. 2003). "Although there is a general rule that parties are allowed to amend their pleadings, it does not extend to cases in which any amendment would be an exercise in futility, or where the amended complaint would also be subject to dismissal." Steckman v. Hart Brewing, 143 F.3d 1293, 1298 (9th Cir. 1998) (internal citations omitted). The legal standard for when a complaint would be subject to dismissal is discussed below. See infra, Section III.A.

B. Discussion

As an initial matter Court notes that since the Court entered judgment in favor of the Humphries, Meyer, and Stolrow, the TAC should not address these defendants. The redlined copy of the TAC also shows that the Buttons have not amended the complaint to substantiate their claims against the remaining Defendants. The Proposed TAC is not much substantively different than the SAC and it is unclear what more they can allege to cure the deficiencies. It only clarifies which counts are brought against which defendants, without incorporating the necessary paragraphs in support each claim. (See Proposed SAC at 166–169.) This unfairly places an onerous burden not only on Klieger, Pellicano, and Katz, but this Court to comb through the Proposed TAC to determine which allegations satisfy the elements of the each claim.

Nevertheless, each of the six causes of action alleged in the Proposed TAC, with respect to Klieger, Pellicano, and Katz, is either inherently futile or subject to a motion to dismiss such that it is appropriate for this Court to deny the Buttons' motion for leave to file a TAC. See Steckman, 143 F.3d at 1298.

1. Claims for Civil Conspiracy and Witness Tampering and Interference with Legal Proceedings are Futile

Two of the Proposed TAC's claims are futile, and therefore subject to denial of leave to amend. The Proposed TAC accuses Klieger, Pellicano, and Katz of civil conspiracy. (Proposed TAC ¶¶ 38–39.) This Court has previously held that civil conspiracy is not an independent cause of action under California law.

(Order, Dkt. No. 94, at 4 (citing Applied Equipment Corp. v. Litton Saudi Arabia Ltd., 7 Cal. 4th 503, 510–11 (1994)).) It is inherently futile for the Buttons to amend a claim which does not exist. See Hooper v. Shinn, 985 F.3d 594, 622 (9th Cir. 2021) ("Amendment is futile if the claim sought to be added is not viable on the merits.") (citing Murray v. Schriro, 745 F.3d 984, 1015 (9th Cir. 2014)); Goziker v. Wells Fargo Bank, N.A., 2023 WL 8872294, at *6 (E.D. Cal. Oct. 17, 2023) ("Because this cause of action simply does not exist in a civil case, the claim is subject to dismissal and amendment would be futile.") (citing Ctr. for Biological Diversity v. United States Forest Serv., 80 F.4th 943, 956 (9th Cir. 2023)). Therefore, amendment of the civil conspiracy claim is futile with respect to Klieger, Pellicano, and Katz.

The Proposed TAC also accuses Klieger, Pellicano, and Katz of witness tampering and interference with legal proceedings. (Proposed TAC ¶¶ 43–44.) This Court has again previously held that witness tampering and interference with legal proceedings is not a private cause of action in California. (Order, Dkt. No. 94, at 4 (citing Najarro v. Wollman, 2012 WL 1945502, at *2 (N.D. Cal. May 30, 2012); DeHaven v. Schwarzvenegger, 123 F. App'x 287, 289 (9th Cir. 2005)).) For identical reasoning as to the civil conspiracy claim, amendment of the witness tampering and interference with legal proceedings claim is futile with respect to Klieger, Pellicano, and Katz.

2. Claims for Intentional Infliction of Emotional Distress, Defamation, Abuse of Process, and Violation of the Bane Act Cannot Withstand a Motion to Dismiss

The Proposed TAC accuses Klieger, Pellicano, and Katz of intentional infliction of emotional distress and violation of the Bane Act. (Proposed TAC ¶¶ 33–34, 45–46.) It accuses only Klieger and Katz of defamation and abuse of process. (Id. ¶¶ 35–37, 40–42.) These four claims cannot withstand a motion to dismiss, justifying the Court in denying leave to amend. Steckman, 143 F.3d at 1298.

Klieger correctly raises the argument that most, if not all, of the claims against him are barred by the applicable statute of limitations. (Klieger Opp'n at 3–4.) For instance, in California, claims for intentional infliction of emotional distress carry a statute of limitations of two years. Cal. Code. Civ. Proc. § 335.1.

The Proposed TAC accuses Klieger of making threatening statements and engaging in malicious conduct in 2022. (Proposed TAC ¶¶ 10–11, 12–14, 16.) Klieger was added as a defendant in this action with the Buttons' SAC, filed on April 23, 2025. (Dkt. No. 67.) The TAC's claim for intentional infliction of emotional distress is based wholly on conduct that occurred since 2017. (Proposed TAC ¶ 693.) Therefore, that claim is barred by the applicable statute of limitations. Cal. Code. Civ. Proc. § 335.1. Amendment is futile if the potentially amended claims are barred by the statute of limitations. Platt Elec. Supply, Inc. v. EOFF Elec., Inc., 522 F.3d 1049, 1060 (9th Cir. 2008). Klieger makes similar statute of limitations arguments for the defamation, abuse of process, and violation of the Bane Act claims. (Klieger Opp'n at 3–4.)

The Court declines to address them, however, because all four of these claims could not withstand a motion to dismiss. The redlined Proposed TAC is even longer: it is 193 pages and many of the deficiencies the Court warned the Buttons of are still present. While a pro se complaint "must be held to less stringent standards," pro se plaintiffs such as the Buttons are not excused where the Court has explicitly noted the serious deficiencies of complaint in its previous order. (Order, Dkt. No. 94, at 4–5 (collecting cases).) The Court has already told the Buttons that they must "allege all elements of [a claim]." (Order, Dkt. No. 65, at 4.) The Court again put the Buttons on notice of this requirement in its order dismissing the SAC with respect to the Humphries, Stolrow, and Meyer. (Order, Dkt. No. 94, at 5.) The TAC has again failed to cure these deficiencies.

For instance, in its order dismissing the SAC, the Court went through the elements of a California Bane Act claim. (Id.) The Court found that the Buttons' allegations were broad, "[t]hreadbare recitals of the elements of a cause of action, supported by mere conclusory statements." (Id. (citing Iqbal, 556 U.S. at 678).) Simply alleging that "Defendants interfered with Plaintiffs' constitutional rights" and that "[t]hese acts were intentional, repeated, and executed with malice" fails to put Klieger, Pellicano, or Katz on adequate notice of what actions satisfy the elements of the Bane Act, including which constitutional rights were violated by what act. (Proposed TAC ¶¶ 45–46.) These conclusory statements are not the well-pleaded allegations of material fact the Court is required to accept as true for purposes of a motion to dismiss. See Iqbal, 556 U.S. at 678.

Under their defamation claim, the Buttons vaguely refer to a "fabricated

retraction." (Id. ¶¶ 28, 35.) The Buttons do not provide the Court with this fabricated retraction. Instead, they broadly state that these "[false] statements were made with actual malice and republished." (Id. ¶ 36.) These conclusory allegations simply cannot withstand a motion to dismiss. See Iqbal, 556 U.S. at 678.

To state a claim for abuse of process, "a litigant must establish that the defendant (1) contemplated an ulterior motive in using the process, and (2) committed a willful act in the use of the process not proper in the regular conduct of the proceedings." Rusheen v. Cohen, 37 Cal.4th 1048, 1057 (2006) (citation omitted). Conclusory statements that Katz and klieger "misused court processes" while "lack[ing] proper purpose," (Proposed TAC ¶¶ 40–42), are again the type of threadbare recitals of the elements of a claim that cannot withstand a motion to dismiss. See Iqbal, 556 U.S. at 678.

The Court finds an abundance of examples where the Buttons make conclusory allegations, merely repeating the language of the elements of a claim. Moreover, as Pellicano argues, while the Proposed TAC does "implausibly assert" numerous vague allegations against Pellicano, "***it does not attribute any of [them] to [Pellicano].***" (Pellicano Opp'n, Dkt. No. 26, at 11 (emphasis in original).) Therefore, the Court denies leave to amend. Steckman, 143 F.3d at 1298.

C. Conclusion

All of the Buttons' claims in the Proposed TAC are all either futile or conclusory, leaving the Proposed TAC entirely vulnerable to a motion to dismiss. Therefore, the Court **DENIES** the Buttons' Motion for Leave to File a TAC.

IV. CONCLUSION

For the foregoing reasons, the Court **GRANTS** Klieger's Motion to Dismiss with prejudice as to all remaining defendants. The Court **DENIES** the Buttons' Motion for Leave to File a TAC.

IT IS SO ORDERED.