

At a Term, of Part _____, of the Supreme Court of the State of New York, held in and for the County of New York, at the courthouse located at 60 Centre Street, New York, New York, on the _____ day of July, 2011.

PRESENT: HON. _____, J.S.C.

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

-----X
BORN TO BUILD LLC,

Petitioner,

Index No.

-against-

ORDER TO SHOW CAUSE

1141 REALTY LLC, KUANG CHIH LI
a/k/a KENNY LI, and JOHN DOES 1 through 10,
(the persons intended being other individuals or
entities claiming ownership interests in 1141
Realty LLC),

Respondents.
-----X

FILED
COUNTY CLERK
NEW YORK COUNTY

JUL 14 2011

**Unsigned Order to
Show Cause**

Petitioner, Born to Build LLC, by its attorneys, Kazlow & Kazlow, having commenced this special proceeding for an order judicially dissolving 1141 Realty LLC, appointing a receiver or liquidating trustee to wind up its affairs, and distributing its assets, including its real property located at 1141 Broadway, New York, NY 10001 (Manhattan Block 828, Lot 25) pursuant to Sections 702, 703 and 704 of the Limited Liability Company Law,

NOW, upon reading and filing the Affirmation of Gene R. Kazlow, Esq., dated July 8, 2011, and the Verified Petition, dated July 8, 2011, together with annexed exhibits,

LET respondents 1141 Realty LLC, Kuang Chih Li a/k/a Kenny Lee and John Does 1 through 10, or their attorneys, show cause, before the Hon. _____,

J.S.C., at a motion term of Part _____, of this Court, to be held in and for the County of New

York, in Room _____, at the Courthouse located at _____, New York,
New York, on _____, 2011, at _____ o'clock in the _____
noon of that day, or as soon thereafter as counsel may be heard, why an Order should not be
made and entered pursuant to Sections 702, 703 and 704 of the Limited Liability Company Law:

A. dissolving 1141 Realty LLC;

B. appointing a receiver or liquidating trustee to wind up the affairs of 1141 Realty LLC,
including the taking of all actions necessary to quiet title to the real property located at 1141
Broadway, New York, NY 10001 (Manhattan Block 828, Lot 25) in favor of 1141 Realty LLC;

C. directing that the assets of 1141 Realty LLC, including its real property located at 1141
Broadway, New York, NY 10001 (Manhattan Block 828, Lot 25), be distributed pursuant to
Section 704 of the Limited Liability Company Law;

D. Granting petitioner its costs and disbursements of this special proceeding; and

E. Granting petitioner such other, further or different relief as the Court may deem to be
just and proper; and it is

ORDERED, that, pending the hearing and disposition of the Petition, respondents shall
not transfer, sell, lease, pledge, encumber, assign, or otherwise dispose of the assets of 1141
Realty LLC, including the aforementioned real property; and it is further

ORDERED, that service of copies of this Order to Show Cause, along with the papers on
which it is based, upon respondents on or before _____, 2011, shall be
deemed good and timely service thereof; provided, however, that John Does 1 through 10 shall
be served by the publication of a copy of this Order to Show Cause (without the papers on which
it is based) in a legal advertisement in to appear in _____ on

_____ days.

ENTER,

J.S.C.

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

-----X
BORN TO BUILD LLC,

Petitioner,

Index No.

11/08/28

-against-

VERIFIED PETITION

1141 REALTY LLC, KUANG CHIH LI
a/k/a KENNY LI, and JOHN DOES 1 through 10,
(the persons intended being other individuals or
entities claiming ownership interests in 1141
Realty LLC),

FILED

JUL 14 2011

COUNTY CLERK'S OFFICE
NEW YORK

Respondents.
-----X

Petitioner, Born to Build LLC, by its attorneys, Kazlow & Kazlow, for its Petition against respondents, states as follows:

The Parties

1. Petitioner, Born to Build LLC, is, and at all relevant times was, a domestic limited liability company having an actual place of business at 23 West Avenue, Lawrence, NY 11559.
2. Upon information and belief, respondent, 1141 Realty LLC ("1141 Realty"), is, and at all relevant times was, a domestic limited liability company, having its principal office and place of business at 1141 Broadway, New York, NY 10001 (the "Premises").
3. Upon information and belief, respondent, Kuang Chih Li a/k/a Kenny Li ("K. Li"), is, and at all relevant times was, an individual having an actual place of residence at 23 Daniel Court, Woodcliff Lake, NJ 07677.
4. Defendants, John Does 1 through 10, are such other individuals and/or entities, whose identities are not presently known to petitioner, who may assert an ownership interest in 1141 Realty.

The Nature of this Petition

5. This Petition seeks the judicial dissolution of 1141 Realty, the winding up of its affairs by a receiver or liquidating trustee to be appointed by the Court, and the distribution of its assets, including the real property located at the Premises (Manhattan Block 828, Lot 25), pursuant to Sections 702, 703 and 704 of the Limited Liability Company Law.

Jurisdiction and Venue

6. Jurisdiction and venue are proper in this Court pursuant to Section 702 of the Limited Liability Company Law because the office of 1141 Realty is located in the County of New York.

Background Facts

7. Upon information and belief, 1141 Realty was formed on or about August 18, 2006. A certified copy of its Articles of Organization is annexed as Exhibit "A."

8. Upon information and belief, on or about April 13, 2007, 1141 Realty purchased the Premises from Ming Chu Company, Ltd. 1141 Realty's Deed for the Premises (the "Deed") was recorded by the New York City Department of Finance Office of the City Register (the "City Register") on or about May 4, 2007. A true copy of the Deed, as it appears on the Department of Finance's "ACRIS" web site is annexed as Exhibit "B."

9. The supporting papers recorded with the Deed, including the Real Property Transfer Report, the Affidavit Of Compliance With Smoke Detector Requirement For One And Two Family Dwellings, and the Customer Registration Form for Water and Sewer Billing, were signed on behalf of 1141 Realty by Ibrahim Saleh ("I. Saleh"), who, upon information and belief, was then one of 1141 Realty's managers.

10. Upon information and belief, I. Saleh owned a membership interest in 1141 Realty

from the inception of 1141 Realty until June 27, 2011.

11. Upon information and belief, K. Li is, and at all relevant times was, another member and manager of 1141 Realty, as is evidenced by his having signed a mortgage for the Premises on behalf of 1141 Realty, together with I. Saleh, on or about April 13, 2007. A true copy of the mortgage, which was also recorded on or about May 4, 2007, as it appears on the City Register's "ACRIS" web site, is annexed as Exhibit "C."

12. Upon information and belief, the only business of 1141 Realty since its inception has been its acquisition of the Premises and the construction of a hotel thereon. Petitioner was the general contractor for that construction project from April 2007 through December 2008.

13. On or about February 16, 2011, petitioner commenced an action in the Supreme Court, Nassau County, against I. Saleh, 1141 Realty and several other defendants seeking money damages and other relief. A true copy of the Summons and Complaint in that action, which is entitled Born to Build LLC v. Ibrahim Saleh, a/k/a Abraham Saleh, a/k/a Kamel Saleh, a/k/a Kamel Y. Saleh, a/k/a Kamel Youssef Saleh, a/k/a Yaakoub Saleh, a/k/a Yaakoub Y. Saleh, a/k/a Yaakoub Youssef Saleh, et al., Nassau County Index No. 002345/2011 is annexed as Exhibit "D."

14. On or about May 24, 2011, a default judgment in petitioner's favor, in the amount of \$3,563,307.58, was entered by the Nassau County Clerk against I. Saleh (the "Judgment"). A true copy of the Judgment is annexed as Exhibit "E."

15. On or about June 8, 2011, petitioner's attorneys issued an Execution with Notice to Garnishee (the "Execution") to enforce the Judgment. The garnishee named in the Execution was 1141 Realty, and the property which the Execution specifically referenced was the judgment

debtor's, i.e. I. Saleh's, membership interest in 1141 Realty. A true copy of the Execution is annexed as Exhibit "F."

16. On or about June 20, 2011, City Marshal Martin A. Bienstock served copies of the Execution on 1141 Realty and I. Saleh, along with a Marshal's Notice of Levy and Sale (the "Levy"), a copy of which is annexed as Exhibit "G." A true copy of the Marshal's affidavit concerning such service is annexed as Exhibit "H." Among other things, the Levy indicated that I. Saleh's rights, title and interest in 1141 Realty would be sold on the morning of June 23, 2011.

17. On the morning of June 23, 2011, a classified advertisement concerning the Marshal's sale pursuant to the Levy was printed on page A20 of the New York Times. A true copy of the advertisement is annexed as Exhibit "I."

18. The Marshal's sale was held as scheduled on the morning of June 23, 2011, at which time petitioner purchased I. Saleh's rights, title and interest in 1141 Realty for \$100,000.00. A true copy of the Marshal's Bill of Sale is annexed as Exhibit "J."

19. As a result of the Marshal's sale, petitioner is presently the owner of the membership interest in 1141 Realty that was formerly owned by I. Saleh.

20. However, petitioner has no relationship with K. Li, and no basis for continuing the operation of 1141 Realty, and the hotel at the Premises, as a going concern.

21. Petitioner has offered, through counsel, to cooperate with K. Li with regard to the operation of 1141 Realty, and the hotel at the Premises, but that offer has been rejected, through counsel, with the suggestion that the Premises are presently operated a different entity.

22. Upon information and belief, however, no deed for the Premises has been recorded with the City Register subsequent to the recording of the Deed by which 1141 Realty acquired

title to the Premises, according to the City Register's ACRIS web site, for which reason the Premises continue to be owned by 1141 Realty.

23. Petitioner does not possess a copy of any operating agreement for 1141 Realty, and is not aware of the existence of any such agreement. Neither is petitioner aware of the existence of members of 1141 Realty other than itself and K. Li.

Petitioner's Entitlement to the Judicial Dissolution of 1141 Realty

24. As a member of 1141 Realty, petitioner is entitled to apply to this Court for the judicial dissolution of 1141 Realty pursuant to Section 702 of the Limited Liability Company Law.

25. 1141 Realty should be judicially dissolved because it is not reasonably practicable to carry on the business in conformity with the Articles of Organization or operating agreement, in that: 1) the Articles of Organization of 1141 Realty does not specify how 1141 Realty is to be managed except to the extent that it is to be "managed by 1 or more members;" 2) no operating agreement is known to exist; and 3) there is no reasonable prospect that K. Li and any other members of 1141 Realty will cooperate with petitioner in the running of the company.

The Relief Sought

26. Petitioner seeks the issuance of an order: a) dissolving 1141 Realty pursuant to Section 702 of the Limited Liability Company Law; b) appointing a receiver or liquidating trustee to wind up the affairs of 1141 Realty pursuant to Section 703 of the Limited Liability Company Law; and c) directing that, upon the winding up of the affairs of 1141 Realty, the assets of 1141 Realty shall be distributed pursuant to Section 704 of the Limited Liability Law.

27. In view of the aforementioned suggestion that a different entity presently owns the

Premises, it is also requested that the Court's order specifically empower the receiver or liquidating trustee to take all actions necessary to quiet title to the Premises in favor of 1141 Realty as part of the process of winding up the affairs of 1141 Realty.

28. No prior applications for the relief sought herein have been made to this, or any other Court.

WHEREFORE, petitioner, Born to Build LLC, respectfully requests that the Court make and enter an Order pursuant to Sections 702, 703 and 704 of the Limited Liability Company Law:

A. dissolving 1141 Realty LLC;


B. appointing a receiver or liquidating trustee to wind up the affairs of 1141 Realty LLC, including the taking of all actions necessary to quiet title to the real property located at 1141 Broadway, New York, NY 10001 (Manhattan Block 828, Lot 25) in favor of 1141 Realty LLC;

C. directing that the assets of 1141 Realty LLC, including its real property located at 1141 Broadway, New York, NY 10001 (Manhattan Block 828, Lot 25), be distributed pursuant to Section 704 of the Limited Liability Company Law

D. Granting petitioner its costs and disbursements of this special proceeding; and

E. Granting petitioner such other, further or different relief as the Court may deem to be just and proper.

Dated: New York, New York
July 8, 2011



Gene R. Kazlow, Esq.
KAZLOW & KAZLOW
Attorneys for Petitioner
237 West 35th Street, 14th Floor
New York, NY 10001
(212) 947-2900

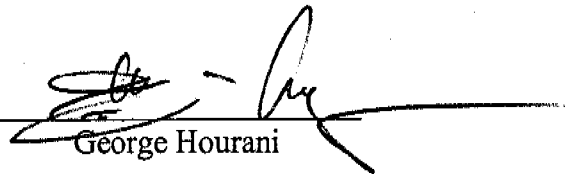
VERIFICATION

STATE OF NEW YORK)
)ss.:
COUNTY OF NEW YORK)

GEORGE HOURANI, being duly sworn, deposes and says:

1. I am the owner and Managing Member of Born to Build LLC, the petitioner named in the foregoing Verified Petition.

2. I have read the foregoing Verified Petition and am familiar with its contents, which are true to my personal knowledge, except for the facts alleged on information and belief, which I believe to be true based on my examination of documents, which I believe to be true and accurate.


George Hourani

Sworn to before me this
14th day of July, 2011


Notary Public

CHRISTOPHER J. COOK
Notary Public, State of New York
No. 01CO6105052
Qualified in New York County
Commission Expires 02/02/2012