

**SUPREME COURT - STATE OF NEW YORK
I.A.S. Part 39 - SUFFOLK COUNTY**

PRESENT:

Hon. **DENISE F. MOLIA**,
Justice

In the Matter of the Petition of TRACY BOUCHER,

Petitioner,

For the Judicial Dissolution of CARRIAGE HOUSE
REALTY CORP.,

Respondent,

Pursuant to Section 1104 of the Business Corporation
Law.

CASE DISPOSED: NO
MOTION R/D: 8/17/08
SUBMISSION DATE: 4/4/08
MOTION SEQUENCE No.: 001 MG

ATTORNEY FOR PETITIONER
Mark A. Brandoff, PC
227 Main Street
Huntington, New York 11743

ATTORNEYS FOR RESPONDENT
Law Offices of David J. Sutton, PC
1205 Franklin Avenue, Suite 320
Garden City, New York 11530

Upon the following papers filed and considered relative to this matter:

Order to Show Cause dated July 12, 2007; Petition dated July 2, 2007; Affirmation dated July 2, 2007; Exhibit A annexed thereto; Answer to Petition; dated August 13, 2007; Affidavit in Opposition dated August 13, 2007; Exhibits A through K annexed thereto; Respondent's Memorandum of Law; and upon due deliberation; it is

ORDERED, that the motion by petitioner, pursuant to Business Corporation Law §1104(a), for an Order (1) dissolving Carriage House Realty Corp. and directing that schedules be furnished; (2) enjoining the shareholders of Carriage House Realty Corp. from selling, disposing or transferring any assets of the corporation; and (3) appointing a receiver to supervise the winding up of the corporate assets, is granted.

The subject entity is a business corporation organized on November 21, 2003 by petitioner and Joan Gorta and operates as a real estate brokerage. The corporation, which operates at 1087 Smithtown Avenue, Bohemia, New York, is not an investment company as described in the Investment Company Act (15 USC 80-A-1 et seq.) and no shares of the

corporation are listed on any stock exchange or regularly traded or quoted in any over the counter market by one or more members of any securities association. Tracy Boucher and Joan Gorta are the sole shareholders and officers of the corporation, each owning a fifty percent interest. The business and personal relationship between Boucher and Gorta has deteriorated to the point where they can no longer agree upon the continued operation of the business of the corporation. The petitioner alleges that she has approached the respondent to negotiate a buyout, but that the negotiations have proved fruitless. At this point, it appears that the deadlock between the two equal shareholders is preventing the corporation from operating for the mutual benefit of its shareholders. The internal dissension and division between the shareholders is such that dissolution would be beneficial to the shareholders. In light of the foregoing, it is in the best interests of the shareholders that the corporation be dissolved and its affairs liquidated pursuant to the Business Corporation Law §1104(a)(1), (2) and (3), and that a receiver be appointed to supervise the winding up of the corporate assets.

ORDERED, that the shareholders of Carriage House Realty Corp., are hereby enjoined from selling, disposing or otherwise transferring any assets of the corporation without further Order of the Court; and it is further

ORDERED, that Vincent Messina, Jr., Esq., with offices at 267 Carleton Avenue, Suite 301, Central Islip, New York 11722 is hereby appointed as Receiver to supervise the winding up of the affairs and assets of the corporate entity, Carriage House Realty Corp.; and it is further

ORDERED, that by accepting this appointment the Referee certifies that he/she is in compliance with Part 36 of the Rules of the Chief Judge (22 NYCRR Part 36), including, but not limited to, Section 36.2(c) (“Disqualification for appointment”), and Section 36.2(d) (“Limitations on appointments based upon compensation”).

The foregoing constitutes the Order of this Court.

Dated: April 16, 2008

DENISE F. MOLIA

HON. DENISE F. MOLIA
J.S.C.