

Exhibit C

1 SUPREME COURT OF THE STATE OF NEW YORK
2 COUNTY OF QUEENS : CIVIL TERM : PART 33

3 -----X

4 IN THE MATTER OF THE APPLICATION OF EDWARD : Index No.
5 A. RADBURN, HOLDER OF SHARES REPRESENTING 24784-2009
6 TWENTY PERCENT OR MORE OF ALL OUTSTANDING :
SHARES ENTITLED TO VOTE IN AN ELECTION OF :
DIRECTORS, :

7 Petitioner (s), :

8 -against- :

9 :
10 FOR THE DISSOLUTION OF MSN AIR SERVICES,
INC. A DOMESTIC CORPORATION, :

11 Respondent (s). :

12 -----X Conference

13 SUPREME COURTHOUSE
14 25-10 Court Square
Long Island City, New York
15 August 3, 2012

15 B E F O R E:

16 THE HONORABLE JAMES J. GOLIA
17 Justice Supreme Court

18 A P P E A R A N C E S:

18 For the Petitioner:
19 LONG, TUMINELLO, BESSO, SELIGMAN,
WERNER and SULLIVAN, LLP
20 120 Fourth Avenue, Suite One
Bay Shore, New York 11706-0420
21 BY: KAREN S. SVENDSEN, ESQ.

22 For the Defendant:
23 PLISKIN, RUBANO AND BAUM
137-11 Northern Boulevard
24 Flushing, New York 11354
BY: JOSEPH D. VITULLI, ESQ.

25 PETER CAPALBO
SENIOR COURT REPORTER

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1 THE CLERK: Come to order. Part 33 now in
2 session. The Honorable James Golia presiding.

3 Calling the case in the matter of the application
4 of Edward A. Radburn, holder of shares representing
5 20 percent or more of all outstanding shares entitled to
6 vote in an election of directors, petitioners, for the
7 dissolution of MSN Air Services Inc., a domestic
8 corporation. Index number 24782 of 2009.

9 Counsel, please state your appearance for the
10 record.

11 MS. SVENDSEN: For the plaintiff, Karen Svendsen
12 of Long, Tuminello, Besso, Seligman, Werner and Sullivan
13 120 Fourth Avenue, Suite One Bay Shore, New York 11706.

14 MR. VITULLI: Joseph Vitulli for respondent MSN
15 Air Services Inc, 137-11 Northern Boulevard Flushing, New
16 York.

17 THE COURT: Good morning. Any statements to be
18 made?

19 MS. SVENDSEN: Your Honor, just by way of a brief
20 history to the Court to refresh your recollection, on
21 July 13 we were here for a date that we, both counselors,
22 and, I believe, the Court had it on their calendar. The
23 Court had it on their calendar for the day previous --

24 THE COURT: We took action on July 12th. Go
25 ahead.

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1 MS. SVENDSEN: Yes. I believe we reinstated the
2 case. The day before we were here on July 12. My client,
3 Mr. Radburn, called me, and we had some discussions about
4 certain matters, and he indicated that he desired me to
5 discontinue all my services on his behalf and that he
6 would be retaining another attorney. I instructed him it
7 was on the Court's calendar for the following day. He
8 must be present before this Court to avoid any possibility
9 of repercussions, either himself or with an attorney. And
10 out of an abundance of caution, I also showed up on that
11 date. I was still the attorney of record on the case. I
12 wanted to make sure his interests were still protected. I
13 came in. My former client did not show up, nor did I hear
14 from an attorney.

15 At that time the Court put this matter on for
16 today's date for a conference date, I believe, in order to
17 give Mr. Radburn an opportunity to obtain new counsel. I,
18 as soon as I got back to the office, sent Mr. Radburn a
19 certified letter indicating it was on for today's date, he
20 needed to obtain counsel, he had to appear on today's
21 date, your Honor. I sent him his consent-to-change
22 attorney form indicating that could he please sign that so
23 that I could be relieved from this case so that I didn't
24 have to appear or charge for today's date. I did not hear
25 from him. I then had another partner in my firm contact

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1 him and indicate that we really needed to be relieved
2 before today's date by formal consent to change attorney.
3 Otherwise, I would have to appear on today's date to make
4 sure his interests are protected until I am relieved from
5 this case.

6 On Wednesday or yesterday or the day before, I
7 filed a motion in Jamaica, an order to show cause to be
8 relieved as counsel. I did not hear from my client, get a
9 phonecall back or a return of the consent-to-change form,
10 nor have I heard from subsequent counsel. The motion
11 clerk told us we couldn't walk it through, and we needed
12 to leave it there and they would bring it over to you. I
13 am not sure whether this Court has it or not. It is my
14 position, your Honor, I do not have the authority of my
15 client to represent him in any kind of hearing or anything
16 else. As I am still attorney of record. I felt obligated
17 to come today and make sure the Court was aware what was
18 going on. And I wouldn't be proceeding today with any
19 matter.

20 So, your Honor, it is my request that without the
21 formal motion that the Court can relieve me as attorney of
22 record for this case. I am not sure whether Mr. Radburn
23 has gotten my messages or whether he is out of the
24 country. I have no idea. I have had absolutely no
25 contact with him. At this point I really have my hands

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1 tied, and I am not sure how to proceed and I ask this
2 Court for guidance.

3 THE COURT: Defense, what do you have to say?

4 MR. VITULLI: Well, your Honor, this case has
5 been before the Court since 2009. The respondent has
6 always been ready to move forward in this matter. It
7 really got to the point where it was just a valuation
8 hearing to determine the valuation of the shares for
9 buyout out in this matter. Being the petitioner has been
10 negligent in being responsive, not through counsel,
11 individually since the last developments over the last
12 couple of weeks, I would present to the Court that an
13 application be made to dismiss this action.

14 But I am a little concerned upon that remedy.
15 And my concern is based on, that under this action the
16 commencement date is very important in determining the
17 valuation for any future buyout or any future action. So
18 if this is just strategic or a tactic on behalf of the
19 petitioner and he seeks to commence this action a year
20 later, the valuation date would be a year later. And the
21 value of the company increased since 2009. My
22 recommendation on my application before this Court is that
23 perhaps maybe go back to this Court's original
24 determination of July 12th that the matter be dismissed
25 without prejudice to restore same action to the calendar

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1 within one year. However, if the Court is inclined, I
2 would like to just modify that to the extent that if the
3 petitioner does not restore this case to the calendar
4 within one year, that it is dismissed with prejudice.

5 As I stated, this has been on about twenty one
6 times or twenty times before the Court. Many conferences
7 or all of the issues have been discussed. So that if it
8 is now within one year and the party is inclined to
9 commence the action based on a strategic or tactical
10 maneuver, he be denied, and perhaps the theories of res
11 judicata or collateral estoppel may apply at that point.
12 I am trying to protect my client's interests at this
13 juncture.

14 THE COURT: At this time the only issue is
15 whether we are going forward with this. Having heard the
16 statement by counsel for petitioner, it looks like we are
17 not going forward. Consequently, I am going to
18 reconstitute the decision I made on July 12th. I will
19 read it into the record.

20 This is a special proceeding in which the
21 petitioner has requested judicial dissolution of MSN Air
22 Services, Inc. Since its commencement and at the request
23 of counsel, the Court has sought to assist the parties in
24 settling the matter, and, to that end, this matter has
25 been conferenced with counsel from both sides and

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1 adjourned on numerous occasions in anticipation of
2 settlement.

3 In light of the fact that the petitioner has
4 failed to appear as directed, the proceeding is marked off
5 calendar without prejudice to restore the proceeding to
6 the calendar upon motion on notice, with an affirmation
7 from counsel stating that the matter is ready to proceed.

8 And that is the decision of the Court. Have a
9 good day.

10 New short form order will be issued.

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14 I hereby certify that the foregoing is a true
15 and accurate transcript of the proceedings recorded
16 by me and reduced to computer-aided transcription.

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Peter Capalbo
Senior Court Reporter