

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NASSAU

Index No.:

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In the matter of the Petition of DALBARA SINGH, a
shareholder of MOHTHI TRANSPORTATION, INC.,

VERIFIED PETITION

Petitioner,

For judicial dissolution of MOHTHI
TRANSPORTATION, INC., pursuant to Article 11 of
the New York State Business Corporation Law,

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DALBARA SINGH, by his undersigned counsel, as and for a Verified Petition, states as follows:

1. Petitioner Dalbara Singh is a shareholder of Monthi Transportation, Inc., holding 50% of all outstanding shares of said corporation. The remaining 50% interest in Monthi Transportation, Inc., is held by MOHANAROOBAN THIYAKARAJAKKURUKKAL (hereinafter "Thiyakara"). A copy of the shareholders' agreement is annexed hereto as Exhibit **A**; and a copy of Mr. Singh's stock certificate is annexed hereto as Exhibit **B**.

2. Pursuant to Business Corporation Law § 1104 (a), Petitioner seeks dissolution of Monthi Transportation, Inc., on the following grounds:

- a. That the directors are so divided respecting the management of the corporation's affairs that the votes required for action by the board cannot be obtained;
- b. That the shareholders are so divided that the votes required for the election of directors cannot be obtained; and/or
- c. That there is internal dissension and two or more factions of shareholders are so divided that dissolution would be beneficial to the shareholders.

3. In addition, pursuant to Business Corporation Law § 1104A(a), Petitioner requests that the Court assess any applicable damages, penalties or surcharges against Thiyakara, on the grounds that:

- a. Thiyakara, a shareholder and officer of the company, in control of the corporation, is guilty of illegal, fraudulent or oppressive actions toward the complaining shareholder; and/or
- b. The property or assets of the corporation are being looted, wasted, or diverted for non-corporate purposes by Thiyakara.

3. Mohthi Transportation, Inc., is a domestic business corporation organized under and existing by virtue of the laws of the State of New York, and was created on December 6, 2006. The corporation is engaged in the business of interstate trucking.

4. Beginning in or around October 2012, Thiyakara, then the sole shareholder of Mohthi Transportation, and Petitioner discussing Petitioner's purchasing a one-half interest the company.

5. Between October 2012 and March 7, 2013, in anticipation of receiving a one-half interest in the company, Petitioner made substantial capital contributions to Mohthi Transportation, Inc., including but not limited to purchase of a 2007 Columbia Freightliner Tractor, purchase of a 2006 utility trailer, and payment of various expenses. In total, Petitioner made contributions of approximately \$100,000 to the company.

6. On March 7, 2013, Thiyakara and Petitioner executed a shareholders' agreement, Exhibit A, through which he acquired a 50% ownership interest in the company.

7. Almost immediately upon Petitioner's acquisition of a one-half interest in Mohthi Transportation, there was irretrievable division and dissension between Thiyakara and Petitioner. The business remained predominantly controlled by Thiyakara, and he continued to behave as the sole owner of the business. The business was generating income, and should have been able to pay its expenses, with a reasonable profit left over. Not only was Petitioner not being given any share of the profits, but Petitioner was being asked to make additional contributions to the

company. At the same time, Petitioner learned that Thiyakara was using corporate funds to pay for his personal expenses.

8. On April 13, 2013, just over one month after Petitioner acquired a one-half interest in the company, Thiyakara's wife, Wignakumary, incorporated a competing business, Krishna Trans., Inc. A NY Department of State printout is annexed hereto as Exhibit C.

9. Krishna Trans, Inc., was used to convert assets, income, and opportunities from Mohthi Transportation, Inc. Among other things, Thiyakara's wife was actively participating in the operation of Mohthi Transportation at the time she incorporated the competing business, and this competing business operates using the same mailing address and phone number as Mohthi Transportation. Annexed hereto as Exhibit D are printouts from the US Department of Transportation's "SAFER" system reflecting both Mohthi Transportation and Krishna Trans using the same mailing address and phone number.

10. On or about May 14, 2013, barely two months after Petitioner acquired an interest in the company, Thiyakara sent a letter attempting to "terminate" Petitioner's relationship with the company, which is annexed hereto as Exhibit E.

11. On July 9, 2013, Petitioner commenced a plenary action entitled Singh v. Thiyakarajakkurukkal, Nassau County Index No. 601281/2013 asserting claims for, *inter alia*, breach of contract, breach of fiduciary duty, and conversion. Petitioner did not seek dissolution in that action.

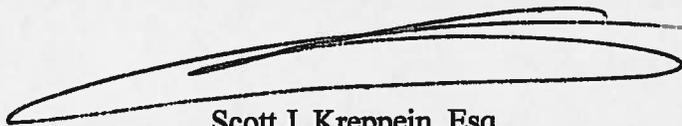
12. Despite good faith efforts, Thiyakara and Petitioner have been unable to reach an amicable resolution, the assets of the company are losing value with time, and Petitioner is not receiving any share of the profits the business is generating.

WHEREFORE, it is respectfully requested that an Order be issued:

- A. Dissolving MOHTHI TRANSPORTATION, INC.;
- B. Appointing a receiver for the purpose of marshalling and liquidating all assets of MOHTHI TRANSPORTATION, INC., and paying all creditors thereof;
- C. Distributing all net assets of MOHTHI TRANSPORTATION, INC., after payment of creditors, expenses, and receivership fees, between the shareholders thereof;
- D. Assessing damages and/or surcharges against MOHANAROOBAN THIYAKARAJAKKURUKKAL, payable from MOHANAROOBAN THIYAKARAJAKKURUKKAL share of any net assets of MOHTHI TRANSPORTATION for breach of fiduciary duty, conversion of corporate assets, waste of corporate assets, or such other matters as the Court may deem appropriate; and
- E. Entering a money Judgment against MOHANAROOBAN THIYAKARAJAKKURUKKAL, in favor of DALBARA SINGH, for any damages and/or surcharges for which there are insufficient assets of the corporation to satisfy;
- F. Together with such other and further relief in Petitioner's favor as is deemed just, equitable, and proper.

Dated: February 2, 2014

Respectfully submitted,

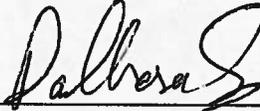


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VERIFICATION

DALBARA SINGH, being duly sworn, deposes and states:

I have reviewed the annexed PETITION and the statements therein are true to my own knowledge, except as to those matters stated upon information and belief, and as to those matters I believe them to be true.


Dalbara Singh

Sworn before me this 2nd
Day of ~~January~~, 2014
Feb.



**KRISHANGOPAL SINGHAL
Notary Public, State of New York
No. 01SI6004660
Qualified in Nassau County
Commission Expires 03-30-20 14.**