

SHORT FORM ORDER

SUPREME COURT - STATE OF NEW YORK

Present:

HON. STEPHEN A. BUCARIA

Justice

ALESSANDRO ANCONA,

Petitioner,

-against-

O'MICHAEL ZARA a/k/a MICHAEL ZARA,
LA ZARINA FOOD DISTRIBUTOR CORP.
and MI-AL CORP.,

Respondents-Tenants.

TRIAL/IAS, PART 1
NASSAU COUNTY

INDEX No. 600890/14

MOTION DATE: April 24, 2014
Motion Sequence # 001

The following papers read on this motion:

Order to Show Cause..... X
Affirmation in Support..... X
Affidavit in Opposition..... X

Petition for the judicial dissolution of La Zarina Food Distribution Corp. is **denied** with leave to renew after the preliminary conference.

This is a petition for the judicial dissolution of a close corporations on the ground of oppressive conduct. On February 14, 2013, petitioner Alessandro Ancona and respondent O'Michael Zara formed a corporation, respondent MI-AL Corp. Although Ancona claims that the parties were each to be 50 % shareholders, Zara claims that he holds 60 % of the stock of the corporation. In any event, the company was formed for the purpose of purchasing a pasta making business from Viamar Foods, Inc. MI-AL Corp. subsequently entered into a written agreement to purchase Viamar's assets, including its equipment, and

entered into a new lease covering its premises in Glen Cove. It appears that Ancona managed the day to day operation of the business, while Zara was to be in charge of finances. In any event, a dispute has arisen whereby Zara accuses Ancona of looting corporate assets, and Ancona accuses Zara of removing the equipment of the company.

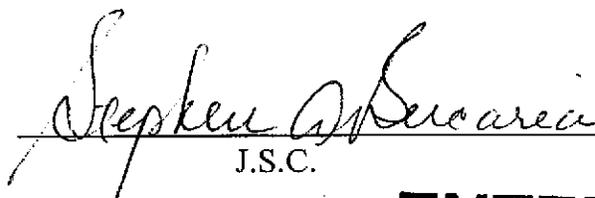
This petition for judicial dissolution of M1-AL Corp. on the ground of oppressive conduct was commenced on March 5, 2014. Ancona seeks dissolution, the imposition of a constructive trust over the company's assets, and an accounting. Although Zara opposes dissolution of M1-AL, he requests an accounting as to assets in Ancona's possession.

"[C]ourts are generally loath to intercede in squabbles between partners that result in piece-meal adjudications, preferring that partners either settle their own differences amicably or dissolve and finally conclude their affairs by a full accounting" (Gramercy Equities Corp. v Dumont, 72 NY2d 560,564-65 [1988]). The same reluctance to intercede absent dissolution applies to disputes between shareholders of a close corporation. While respondent opposes dissolution of M1-AL, his own request for an accounting is dependent upon the granting of that relief. Accordingly, petitioner's motion for dissolution of M1-AL Corp. is **denied** with leave to renew after the preliminary conference.

A Preliminary Conference has been scheduled for June 26, 2014 at 9:30 a.m. in Chambers of the undersigned. Please be advised that counsel appearing for the Preliminary Conference **shall** be fully versed in the factual background and their client's schedule for the purpose of setting **firm** deposition dates.

So ordered.

Dated MAY 13 2014


J.S.C.

ENTERED

MAY 22 2014

NASSAU COUNTY
COUNTY CLERK'S OFFICE