

STATE OF NEW YORK
SUPREME COURT COUNTY OF ALBANY

ORIGINAL

MATTHEW J. O'CONNOR
709 Second Avenue
Troy, New York 12180,

Petitioner/Plaintiff,

-against-

COCCADOTTS, INC.
1179 Central Avenue
Albany, New York 12205,

ORDER TO SHOW CAUSE

Index No.: A01191/2014

COCCADOTTS EXPRESS, INC.
1179 Central Avenue
Albany, New York 12205,

PANAJI, INC.
1179 Central Avenue
Albany, New York 12205,

RACHEL DOTT
30 Maria Drive
Albany, New York 12211

LUCAS DOTT
30 Maria Drive
Albany, New York 12211

Respondents/Defendants.

Upon reading and filing of the Verified Petition/Complaint of Matthew J. O'Connor, a minority shareholder of Respondents Coccadotts, Inc., Coccadotts Express, Inc., and Panaji, Inc. (collectively, the "Coccadotts Entities") verified on November 21, 2014 seeking the judicial dissolution of Coccadotts, Inc., Coccadotts Express, Inc., and Panaji, Inc., which are domestic business corporations organized and existing of Laws of the State of New York with principal offices located at 1179 Central Avenue, Albany, New York 12205, the Affidavit of Matthew J.

O'Connor, dated November 21, 2014, the Attorney Affirmation of Peter A. Lauricella, Esq. dated November 20, 2014, and the Affirmation pursuant to 22 N.Y.C.R.R. §202.7(f) by Benjamin F. Neidl, Esq. dated November 21, 2014, let the above-captioned Respondents/Defendants (hereinafter "Respondents"), the State Tax Commission, and all other persons interested in the corporation, show cause before the Hon. Richard ^{M.} Platkin, a Justice of this Court, at a hearing held in the County of Albany at the Albany County Supreme Court, located at 16 Eagle Street, Albany, New York 12207, on January 5, 2014 (the "Return Date") at 9:30am, why an order should not be made: (1) dissolving the Coccadotts Entities pursuant to Business Corporation Law §1104-a and the rules of practice of this court; and (2) pending final determination of this litigation, an order enjoining and restraining the Respondents, pursuant to Business Corporation Law §1115 and/or C.P.L.R. Article 63, from taking any actions to change or affect the business, structure, management or value of the Coccadotts Entities prior to dissolution, including but not limited to the misappropriation, disbursement, expenditure, transfer, modification or alienation of corporate funds or property, other than the routine production and sale of baked good products in the ordinary course of business and expenditures incidental thereto, , together with such other and further relief as the Court deems just and proper.

ORDERED that pending the hearing and determination of the motion for a preliminary injunction, the above captioned Respondents are hereby enjoined and restrained, pursuant to Business Corporation Law §1115 and C.P.L.R. §6313, from taking any actions to change or affect the corporate business, structure, management or value of the Coccadotts Entities, including but not limited to the misappropriation, disbursement, expenditure, transfer, modification, or alienation of corporate funds or property, other than the routine production and

sale of baked good products in the ordinary course of business and expenditures incidental thereto.) Except pursuant to a written agreement with it or further order of Court

ORDERED that a copy of this Order to Show Cause and the supporting papers be filed with the Albany County Clerk's Office within ten (10) days after the order is entered in accordance with BCL §1106(d). (10)

ORDERED that and a copy of this order be served personally upon the State Tax Commission, and Respondents Coccadotts, Inc. ("CI"), Coccadotts Express, Inc. ("CEI"), and Panaji, Inc. at least ten (10) days before the hearing date, in accordance with BCL §1106(c).

ORDERED, that answering papers in response to the motion for preliminary injunction, offered by the Respondents or any other interested party, shall be served upon Petitioner's counsel and filed with the Court on or before

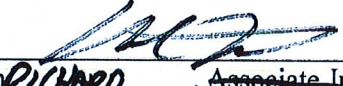
December 12, 2014.

ORDERED, that answering papers in response to the Petition/Complaint, offered by the Respondents or any other interested party, shall be served upon Petitioner's counsel and filed with the Court on or before December 19, 2014.

IT IS FURTHER ORDERED that a copy of this order shall be published, by the Respondents Coccadotts, Inc., Coccadotts Express, Inc., and Panaji, Inc. at least once a week in each of the three weeks immediately preceding the time fixed herein for the hearing thereon in the Albany Times Union, a newspaper published in Albany, New York.

Signed on this 25th day of November, 2014 at Albany, New York

ENTER:


Hon. RICHARD, Associate Justice
PLATKIN A.J.S.C.

Any reply papers to be served one week prior to return date (10)