

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF BRONX

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CORNER FURNITURE DISCOUNT CENTER, INC.
And 2901 FURNITURE OUTLET, INC.,

Plaintiffs,

Index No. 30522/2018E

**VERIFIED PETITION TO
JUDICIALY DISSOLVE
PLAINTIFFS' AND
DEFENDANT
COUNTERCLAIMANT'S
CORPORATE ENTITIES
PURSUANT TO NEW YORK
CONSOLIDATED LAWS,
BUSINESS CORPORATION
SECTION 1104-a**

-against-

GARY SAPIRSTEIN,

Defendant.

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GARY SAPIRSTEIN,

Defendant/Counterclaimant,

-against-

CORNER FURNITURE DISCOUNT CENTER, INC.,

Plaintiffs/Counterclaim
Defendant,

RONGAR REALTY OF N.Y., INC. and
2826 REALTY CORP.,

Additional Counterclaim
Defendants.

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INTRODUCTION

Pursuant to New York Consolidated Laws, BCL Section 1104-a, Defendant/Counterclaimant Gary Saperstein petitions this Court to judicially dissolve the following companies: Corner Furniture Discount Center, Inc., 2901 Furniture Outlet, Inc., 2926 Realty Corp. and Rongar Realty of N.Y. (jointly referred to as the "PCC"). All factual support for this Petition can be found in the Declaration of Gary Saperstein, dated January 22, 2019 and the exhibits attached thereto, all of which are appended to this Petition. A Proposed Order to Show Cause, pursuant to BCL Section 1106 is also appended hereto for execution and dating by the Court.

Jurisdiction for this Petition is pursuant to Sections 1104-1106 of the Business Corporation Law "Petition In Case of Deadlock Among Directors and Shareholders", specifically, Section 1104-a where Defendant Gary Saperstein is a 25% minority shareholder in PCC.

REASONS FOR PETITION

1. Since the founding in 1984 of the PCC company Corner Furniture and through the follow up formation of additional entities, the other PCC parties, Defendant has owned 25% of the stock and has served on the Board of Directors and as Chief Financial Officer from October 1984 until August 9, 2018.
2. All of the PCC are presently owned and operated by the majority shareholders Ronald Stechler ("RS") and Eric Stechler ("ES").
3. As a result of continuing and ongoing disputes regarding the operations of PCC, the majority shareholders RS and ES held a special meeting of the PCC Board of Directors on August 9, 2018.
4. At the August 9, 2018 meeting, RS and ES removed Defendant from the PCC Board of Directors, depriving Defendant of any say or voice in the operation and management of PCC and completely locking him out of access to any of the books or records of the PCC and any of the

day-today business of the PCC. For over 30 years Defendant was in charge of running all of PCC. Defendant was summarily terminated and locked out of all functions of the PCC on August 9, 2018.

5. Because the PCC do not pay any dividends and offered no severance package to Defendant, the actions of RS and ES deprived Defendant of his sole source of income and economic benefit in the form of salary and bonuses.

6. By removing Defendant from the PCC Board of Directors and terminating him as the PCC Chief Financial Officer, RS and ES are guilty of oppressive actions as covered by BCL Section 1104-a, toward Defendant as the minority stockholder.

7. Because the PCC principal assets constitute the real estate they own, Defendant can only be made whole through the dissolution of the PCC and the sale of their assets.

8. Accordingly, and as a result of the oppressive actions of RS and ES toward Defendant, he is entitled to recover damages to be proven at trial equaling twenty five percent (25%) of the value of PCC in an amount no less than \$2,500,000.

Dated: New York New York
January 22, 2019

RIMON, P.C.

By: /s/Maxim H. Waldbaum
Maxim H. Waldbaum
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New York, NY 10167
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*Attorney for
Defendant/Counterclaimant
Gary Sapirstein*

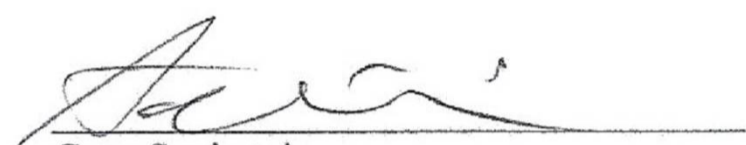
VERIFICATION

STATE OF NEW YORK)

COUNTY OF NEW YORK) ss.:

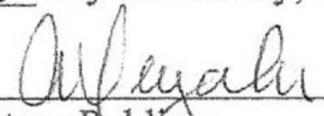
Gary Sapirstein, being duly sworn, deposes and says:

I have read the foregoing Verified Petition to Judicially Dissolve Plaintiffs' and Defendant Counterclaimant's Corporate Entities Pursuant to New York Consolidated Laws, Business Corporation Section 1104-a and know the contents thereof, which are to my knowledge true, except as to those matters stated to be alleged on information and belief, and to these matters I believe them to be true.

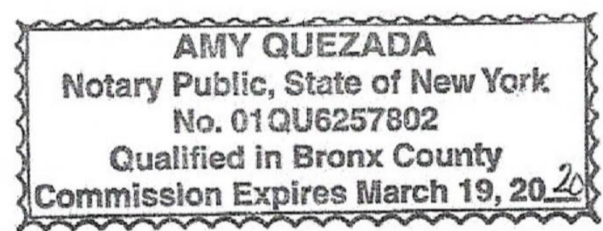


Gary Sapirstein

Sworn to before me this
20 day of January, 2019



Notary Public



CERTIFICATE OF SERVICE

I hereby certify that on January 22, 2019, I authorized the electronic filing of the foregoing with the Clerk of the Court using the NYSCEF system which will send notification of such filing to the registered participants.

I certify under penalty of perjury under the laws of the State of New York that the foregoing is true and correct.

Dated: New York New York
January 22, 2019

RIMON, P.C.

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Gary Sapirstein*