

At IAS Part 53 of the Supreme Court of the State of New York, County of New York, at the Courthouse, 60 Centre Street, New York, New York, on the 30 day of June, 2016.

P R E S E N T:

Hon. CHARLES E. RAMOS,

Justice.

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

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TESS HALEY WACHS, Individually and as Successor Trustee of THE ROBERT D. WACHS IRREVOCABLE TRUST OF 2013 and Trustee of THE TESS HALEY WACHS TRUST, : Index No. 651292/2016
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Petitioner, :

-against- :

COMIC STRIP PROMOTIONS, INC., and RICHARD TIENKEN, :
:

Respondents. :
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ORDER

On June 9, 2016, the Petition for Inspection of the Business Records of Respondent Comic Strip Promotions, Inc. ("Petition") filed on March 11, 2016 by Petitioner Tess Haley Wachs, Individually and as Successor Trustee of the Robert Wachs Irrevocable Trust of 2013 and Trustee of the Tess Haley Wachs Trust (hereinafter "Petitioner") duly came on for hearing before the Hon. Charles E. Ramos of the Supreme Court of the State of New York, County of New York.

Ira Daniel Tokayer, Esq. appeared on behalf of Petitioner.

Donald Cameron, Esq. appeared for Respondents Richard Tienken and Comic Strip Promotions, Inc. (collectively "Respondents").

NOW, upon reading and consideration of the moving and opposition papers in support of and in opposition to the Petition, and oral argument of counsel having been duly heard, and upon all the papers and proceedings had herein, and the court, on June 9, 2016, having granted the Petition and provided that an Order be submitted on notice in the event the parties could not agree on the language of such Order, and the parties having agreed, and good cause appearing therefor,

NOW upon motion of Ira Daniel Tokayer, Esq., attorney for Petitioner, it is hereby ORDERED and ADJUDGED that:

- 1) The Petition is GRANTED.
- 2) Respondents are hereby ORDERED, jointly, pursuant to CPLR Art. 4, N.Y. Bus Corp. L. § 624 and New York common law, to produce to Petitioner's counsel, within ten days of service of Notice of Entry of this Order, the following books and records of Comic Strip that exist and are within Respondents' possession, custody, and/or control, or in the possession, custody, or control of any agent, employee, officer, accountant, or attorney of any of the Respondents.
 - a. An electronic copy of the entire Comic Strip QuickBooks file from 2006 through the present.
 - b. Continuing electronic access (for viewing purposes only) to the Comic Strip QuickBooks file beginning ten days after service of Notice of Entry of this Order and continuing until Petitioner ceases to be a shareholder of Comic Strip.
 - c. All monthly financial statements of Comic Strip from June 2010 through the present, including, but not limited to, balance sheets, profit and loss statements, statements of changes in equity, and cash flow statements.

- d. All annual financial statements of Comic Strip from June 2010 through the present, including, but not limited to, balance sheets, profit and loss statements, statements of changes in equity, and cash flow statements.
- e. All Comic Strip point of sale records from June 2010 through the present.
- f. Continuing electronic access to the Comic Strip point of sale records (for viewing purposes only) beginning ten days after service of Notice of Entry of this Order and continuing until Petitioner ceases to be a shareholder of Comic Strip.
- g. A copy of every bank statement for every account with any financial institution from June 2010 through the present: (1) that is in the name of Comic Strip, whether solely or jointly with others; (2) on which Comic Strip is a signatory; (3) or in which Comic Strip has any possessory interest.
- h. Continuing electronic access (for viewing purposes only) beginning ten days after service of Notice of Entry of this Order to all accounts with any financial institution: (1) that are in the name of Comic Strip, whether solely or jointly with others; (2) on which Comic Strip is a signatory; (3) or in which Comic Strip has any possessory interest. This access shall be permitted on an ongoing basis until Petitioner ceases to be a shareholder of Comic Strip.
- i. A list of all liabilities for Comic Strip, with records sufficient to support each liability.
- j. A list of all outstanding accounts payable for Comic Strip, with documents sufficient to establish each account payable.
- k. All federal and state income tax returns for Comic Strip for the years 2010 through the present, including supporting schedules.

- l. All Comic Strip sales tax returns filed for the years 2010 through the present.
 - m. Continuing electronic access to Comic Strip sales tax returns (for viewing purposes only) beginning ten days after service of Notice of Entry of this Order.
 - n. Copies of any and all insurance policies of any type.
 - o. All resolutions of Directors and/or resolutions of any meeting of Comic Strip shareholders from December 2006 through the present.
 - p. Documents sufficient to show payments of any kind (by check or cash) made to Richard Tienken or Jeanne Tienken from June 2010 through the present.
 - q. Documents sufficient to show payments of any kind, via cash or check, for the benefit of Richard Tienken or Jeanne Tienken (such as payment of car expenses, telephone bills, health insurance, etc.) from June 2010 through the present.
 - r. Annual payroll tax returns for Comic Strip, 2010 through 2014.
 - s. All documents reflecting, or reporting upon all Comic Strip cash receipts and cash transactions from December 2013 through the present.
- 3) To the extent that any of the foregoing books and records are not within Respondents' possession, custody, and/or control, or in the possession, custody, or control of any agent, employee, officer, accountant, or attorney of any of the Respondents, Respondents shall (1) identify every person or third party that is in possession of each record, by providing the name, address, telephone number, email address, and representative contact information for each person or third party in possession of each specific record, (2) shall specify what records are in the possession of each person or third party, and (3) authorize those records to be released and made available to Petitioner.

- 4) This Order shall be enforceable ten days after service of Notice of Entry of this Order.

ENTER:

A handwritten signature in black ink, appearing to be 'C. Ramos', written over a horizontal line.

J.S.C.

HON. CHARLES E. RAMOS