

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

-----X
**In the Matter of
CRISTINA QUAZZO**

Index No. 652282-2010

Petitioner

Against

**9 CHARLTON STREET CORPORATION,
PEARLBUD REALTY CORPORATION, and
ORBIS INTERNATIONAL CORPORATION,**

**and UGO QUAZZO as Officer and Director of
9 CHARLTON STREET CORPORATION,
PEARLBUD REALTY CORPORATION, and
ORBIS INTERNATIONAL CORPORATION,**

**and STEPHEN QUAZZO and MARCO QUAZZO
as Officers, Directors, and Shareholders of
9 CHARLTON STREET CORPORATION,
PEARLBUD REALTY CORPORATION, and
ORBIS INTERNATIONAL CORPORATION,**

Respondents.
-----X

PETITION

**FOR AN ORDER JUDICIALLY DISSOLVING 9 CHARLTON STREET
CORPORATION, PEARLBUD REALTY CORPORATION, AND ORBIS
INTERNATIONAL CORPORATION,**

AND

FOR A DECLARATORY JUDGMENT

AND

**FOR AN ORDER TO COMPEL PRODUCTION OF THE BOOKS AND RECORDS OF 9
CHARLTON STREET CORPORATION, PEARLBUD REALTY CORPORATION, AND
ORBIS INTERNATIONAL CORPORATION,**

AND

**FOR AN ACCOUNTING FROM 9 CHARLTON STREET CORPORATION,
PEARLBUD REALTY CORPORATION, AND ORBIS INTERNATIONAL
CORPORATION,**

AND

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NYS SUPREME COURT - COUNTY OF NEW YORK

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**FOR AN ORDER APPOINTING A RECEIVER FOR 9 CHARLTON STREET
CORPORATION, PEARLBUD REALTY CORPORATION, AND ORBIS
INTERNATIONAL CORPORATION**

TO: THE SUPREME COURT OF THE STATE OF NEW YORK:

The Petition of Cristina Quazzo respectfully shows to this Court and alleges:

1. Petitioner brings this Special Proceeding pursuant to New York Business Corporation Law (“N.Y. Bus. Corp. Law”) §§ 624(b), 624(d), 624(e), 718(a)-(b), 1104-a, 1113, 1202(a)(1), and 1203(a), as well as Petitioner’s common law rights as a shareholder and/or Director of 9 Charlton Street Corporation, Pearlbud Realty Corporation, and Orbis International Corporation (collectively, “Corporations”): (i) to seek the judicial dissolution of the Corporations; (ii) for a declaratory judgment that Petitioner is a shareholder of the Corporations and a Director of 9 Charlton Street Corporation and Pearlbud Realty Corporation; (iii) to access, inspect, and copy the records of the Corporations; (iv) to seek an accounting from the Corporations; (v) for the appointment of a receiver for the Corporations; (vi) for a preliminary injunction and temporary restraining order; and (vii) for the appointment of a temporary receiver or, in the alternative, the issuance of a bond. The amount at issue is in excess of \$150,000.

2. Petitioner brings this Petition because of the repeated refusal of Respondent Ugo Quazzo, in his position as President and/or Chairman of the Board of the Corporations and with the acquiescence of Respondents Stephen Quazzo and Marco Quazzo, to allow Petitioner to exercise her common law and statutory rights as a shareholder and/or director to access, inspect, and copy the books and records of the Corporations. Petitioner seeks judicial dissolution of the Corporations on the grounds that Respondent Ugo Quazzo, with the acquiescence of Respondents Stephen Quazzo and Marco Quazzo, has been guilty of illegal and oppressive actions toward Petitioner and that the assets of the Corporations are being wasted or improperly

diverted. More specifically, Respondent Ugo Quazzo has repeatedly asserted, individually and through his agents, that Petitioner is not a shareholder and/or director of the Corporations in blatant contrast to the record evidence establishing her status as such. Respondent Ugo Quazzo has made these assertions in an attempt to deprive Petitioner of her rights and interests in said Corporations as a minority shareholder, in violation of New York law. Petitioner seeks an accounting because of Petitioner's inability to properly value and protect her interests in the Corporations as a result of the refusals to provide Petitioner with access to information, and because of evidence demonstrating Respondent Ugo Quazzo's attempts to transfer assets out of other entities in which Petitioner has an interest in order to deprive Petitioner of her interests therein. Petitioner seeks the appointment of a receiver to safeguard her rights and interests pending dissolution of the Corporations and in order to prevent further wrongful and oppressive conduct.

3. The Petitioner resides at Flat 11, 77 Cadogan Gardens, London, SW32RB United Kingdom.

4. The Corporations are domestic business corporations duly formed and existing under the laws of the State of New York with their principle offices located at 450 W. 44th Street, New York, New York 10036.

5. Upon information and belief, Respondent Ugo Quazzo is the President and/or Chairman of the Board of the Corporations. He is also Petitioner's father.

6. Upon information and belief, Respondent Stephen Quazzo is a Director and Vice-President of 9 Charlton Corporation, a Director and Vice-President of Pearlbud Realty Corporation, and a one-third (1/3) shareholder of each of the Corporations. He is also Petitioner's brother.

7. Upon information and belief, Respondent Marco Quazzo is a Director, Secretary, and Treasurer of 9 Charlton Corporation, a Director and Vice-President of Pearlbud Realty Corporation, a Director of Orbis International Corporation, and a one-third (1/3) shareholder of each of the Corporations. He is also Petitioner's brother.

8. None of the shares of the Corporations are listed on a national securities exchange, or are regularly quoted in an over-the-counter market by a member of a national or affiliated securities association.

9. Petitioner is the record and beneficial owner and holder of one-third (1/3) of the outstanding shares in each of the Corporations and a Director of 9 Charlton Street Corporation and Pearlbud Realty Corporation. This status is demonstrated by numerous documents, including:

(a) A document dated 2001 entitled "Written Consent of Shareholders to Action Without a Meeting," which claims to represent the consent of all shareholders of Orbis International Corporation to take certain action without a shareholders meeting. This document is signed by Petitioner in her capacity as one-third minority shareholder. Annexed hereto as Exhibit A is a true and correct copy of this document.

(b) A document dated May 1, 2001 entitled "Written Consent of Shareholders to Action Without a Meeting," which claims to represent the consent of all shareholders of 9 Charlton Street Corporation to take certain action without a shareholders meeting. This document notes that Petitioner was elected as a Director. This document is signed by Petitioner in her capacity as one-third minority shareholder. Annexed hereto as Exhibit B is a true and correct copy of this document.

(c) A document dated July 29, 2003 entitled "Certificate of Amendment of Certificate of Incorporation of 9 Charlton Street Corp." This document, which was filed with the New York Secretary of State, purports to be signed by Petitioner in her capacity as one-third minority shareholder. Annexed hereto as Exhibit C is a true and correct copy of this document.

(d) A New York Department of Taxation and Finance CT-6 Form for 9 Charlton Street Corporation listing Petitioner as a shareholder. Annexed hereto as Exhibit D is a true and correct copy of this document.

(e) Internal Revenue Service Schedule K-1 for the years 1996-2001 and 2003-2009 for 9 Charlton Street Corporation, listing Petitioner as a shareholder and sent to Petitioner annually as a one-third shareholder of said corporation. Annexed hereto as Exhibit E are true and correct copies of these documents.

(f) A document dated 2001 entitled "Written Consent of Shareholders to Action Without a Meeting" which claims to represent the consent of all shareholders of Pearlbud Realty Corporation to take certain action without a shareholders meeting. This document notes that Petitioner was elected as a Director. This document is signed by Petitioner in her capacity as one-third minority shareholder. Annexed hereto as Exhibit F is a true and correct copy of this document.

(g) A document dated July 29, 2003 entitled "Certificate of Amendment of Certificate of Incorporation of Pearlbud Realty Corp." This document, which was filed with the New York Secretary of State, purports to be signed by Petitioner in her capacity as one-third minority shareholder. Annexed hereto as Exhibit G is a true and correct copy of this document.

10. On or about September 24, 2010, Respondent Ugo Quazzo wrote Petitioner via e-mail, confirming her one-third shareholder interest and informing her that he would “consider the possibility of giving you [Petitioner] now, in cash, 1/3 of the present market value of the building located at 9 Charlton Street.” Annexed hereto as Exhibit H is a true and correct copy of this e-mail.

11. During the past few years, Petitioner sought a distribution from a trust account of which she is a beneficiary and Respondent Ugo Quazzo is the Protector. Respondent Ugo Quazzo orally assured Petitioner during that time that she would receive the requested distribution. Respondent Ugo Quazzo thereafter recanted and refused to approve the requested distribution unless Petitioner agreed to sign a General Release (“Release”). The Release required Petitioner to waive, relinquish, convey, quitclaim, bar, discharge, surrender and release any and all rights, powers, titles, or interests Petitioner has or may acquire in the Corporations. This General Release identified the current shareholders of the Corporations as only Respondents Stephen Quazzo and Marco Quazzo, Petitioner’s brothers. It did not identify Petitioner as a shareholder. Petitioner refused to sign the Release. Annexed hereto as Exhibit I is a true and correct copy of the Release.

12. In light of Respondent Ugo Quazzo’s claim that Petitioner was inexplicably no longer a shareholder of the Corporations, on or about November 2, 2010, Petitioner, in her capacity as a minority shareholder of the Corporations and a Director of 9 Charlton Street Corporation and Pearlbud Realty Corporation, by and through her authorized agents Mishcon de Reya New York LLP (“Mishcon de Reya”), made written demand (“Demand for Inspection”) on the Corporations to be permitted, pursuant to common law and N.Y. Bus. Corp. Law. §§ 624(b), 624(e) and 718(a), access to:

(a) the Corporations' minutes of the proceedings of its shareholders and record of shareholders and a list of the Corporations' beneficial owners;

(b) a copy of an annual balance sheet and profit and loss statement for the proceeding fiscal year, and, if any interim balance sheet or profit and loss statement had been distributed to its shareholders or otherwise made available to the public, the most recent such interim balance sheet or profit and loss statement;

(c) the Corporations' current list of its directors and officers; and

(d) unfettered access to inspect all corporate books and records, including, but not limited to:

(i) articles of incorporation, bylaws, and/or similar corporate governance documents;

(ii) minutes of any and all meetings of the boards of directors;

(iii) minutes of any and all meetings of shareholders;

(iv) stock certificate books, stock ledger books;

(v) all statements of its affairs prepared by each corporation on its behalf;

(vi) all contracts made by the corporations with any person, firm, corporation, partnership, or other entity;

(vii) all documents representing any payments, transfers, and/or distributions of money or real property to any officer, director, shareholder, or other person or entity; and

(viii) all corporate financial records, including, but not limited to, annual balance sheets, profit and loss statements, all books of account, all bank books

and check books, all bank account statements, all receipted bills, vouchers, and cancelled checks.

Annexed to the Demand for Inspection was an Affidavit, sworn to by Petitioner on October 27, 2010, which stated, among other things:

“I hereby affirm that my demand for the information sought is not desired for a purpose which is in the interest of a business or object other than the businesses of Orbis International Corporation, Pearlbud Realty Corporation, 9 Charlton Street Corporation, . . . respectively, and that I have not within five years sold or offered for sale any list of shareholders of any corporation of any type or kind, whether or not formed under the laws of the State of New York, or aided or abetted any person in procuring any such record of shareholders for any such purpose.”

True and correct copies of the Demand for Inspection and accompanying Affidavit are annexed hereto as Exhibit J and incorporated by reference herein.

13. On or about November 10, 2010, an employee of Mishcon de Reya attempted to access, inspect, and copy the documents listed in the Demand for Inspection at the principle offices of the Corporations. The employee was met by Silvia Pizzetti, who identified herself as a Vice-President of the Corporations, and was told that the Petitioner was not a shareholder or Director of the Corporations and thus had no right to access, inspect, or copy the documents demanded. The employee was handed a letter signed by Ugo Quazzo making this same assertion. Annexed hereto as Exhibit K is a true and correct copy of the letter provided by Silvia Pizetti.

14. On or about November 11, 2010, Mishcon de Reya wrote to Ugo Quazzo in his capacity as a representative of the Corporations, requesting any and all documentation supporting his claim that Petitioner is no longer a shareholder or Director of the Corporations. Annexed hereto as Exhibit L is a true and correct copy of this letter.

15. On or about November 15, 2010, Mishcon de Reya was contacted by Charles N. Forchelli, Esq. Mr. Forchelli represented that he was counsel for the Corporations and Respondent Ugo Quazzo, and requested documents supporting Petitioner's claim that she is a shareholder and/or Director of the Corporations.

16. On or about November 17, 2010, Mishcon de Reya sent Mr. Forchelli documents establishing Petitioner's status as a shareholder and/or Director of the Corporations. Covering these documents was a letter that again requested documents supporting Respondent Ugo Quazzo's claim that Petitioner is no longer a shareholder and/or Director of the Corporations. Annexed hereto as Exhibit M is a true and correct copy of the letter to Mr. Forchelli.

17. To date, notwithstanding the Demand for Inspection, Petitioner has not been provided access to any of the documents requested in the Demand for Inspection.

18. To date, the Corporations, Respondents Ugo, Stephen, and Marco Quazzo, and Mr. Forchelli have not provided any documentation to support the claim that Petitioner is no longer a shareholder and/or Director of the Corporations.

19. Additionally, Petitioner has recently learned that Respondent Ugo Quazzo has attempted to exclude her from benefiting from a trust account in which she is a co-beneficiary. Upon information and belief, the trust, known as the Piedmont Trust ("Trust"), was set up with funds from Petitioner's grandparents for the benefit of Petitioner, Respondents Stephen and Marco Quazzo, and their children (if any). This intent is demonstrated by the Original Letter of Wishes from the Settlor of the Trust. Annexed hereto as Exhibit N is a true and correct copy of the Original Letter of Wishes. Recently, the Settlor issued a new Letter of Wishes which attempts to entirely exclude the Petitioner or any of her children -- should she have any -- from receiving any benefits from the Trust. The new Letter of Wishes names only Respondents

Stephen and Marco Quazzo and their children as intended beneficiaries. Annexed hereto as Exhibit O is a true and correct copy of the revised Letter of Wishes. Upon information and belief, Respondent Ugo Quazzo caused the issuance of the new Letter of Wishes which attempts to prevent Petitioner and her children from receiving any benefits from the Trust. Respondent Ugo Quazzo's intentions in this regard are further evidenced by correspondence between Respondent Ugo Quazzo and the trustees of the Trust. This correspondence demonstrates Respondent Ugo Quazzo's attempt to have assets of the Trust distributed to him and a Vermont Corporation called Ada Chester Corporation. Upon information and belief, Respondent Ugo Quazzo is an officer and/or Director of Ada Chester Corporation. Annexed hereto as Exhibit P is a true and correct copy of correspondence between the trustees of the Trust and Respondent Ugo Quazzo.

20. Upon information and belief, Petitioner alleges that each of the Corporations should have substantial assets from the collection of monthly rents from the real properties owned by the Corporations and other business conducted by the Corporations.

21. To date, Petitioner has not received any remuneration or distributions from her ownership in the Corporations.

22. The inspection sought of the record of shareholders of the Corporations and the minutes of the proceedings of the shareholders of the Corporations is not for the purpose of communicating with shareholders in the interest of a business or object other than the business of the Corporations. Further, Petitioner has not within five years sold or offered for sale any list of shareholders of any corporation of any type or kind, whether or not formed under the laws of the State of New York, or aided or abetted any person in procuring any such record of shareholders for any such purpose.

23. Petitioner respectfully submits that she is entitled to judicial dissolution of the Corporations pursuant to N.Y. Bus. Corp. Law § 1104-a and the common law because the Directors or those in control of the Corporations have been guilty of illegal or oppressive actions toward Petitioner. More specifically, Petitioner is a minority shareholder owning at least twenty percent (20%) of the outstanding shares of the Corporations and has been oppressed in that she has been denied access to all corporate information and records, has never received any remuneration or distributions from her ownership in the Corporations, and her very status as a minority shareholder has been denied. The actions of the Corporations and their officers and Directors towards Petitioner constitute a freeze-out from the business and affairs of the Corporations, and the Directors and those in control of the Corporations have been and are guilty of oppressive, harsh, and wrongful actions towards Petitioner. The Corporations through their officers and Directors acting in concert have engaged in oppressive action to defeat the reasonable expectations of Petitioner that she is entitled to a share of corporate earnings, a place in corporate management, and other financial security attendant to the ownership of the aforementioned minority shares in the Corporations. The Corporations through their officers and Directors knew, or in the exercise of reasonable judgment should have known, of the expectations of Petitioner referred to herein. No remedy exists to protect the rights and interests of Petitioner, and Petitioner has no adequate means of recovering her equity, short of dissolution.

24. Petitioner respectfully submits she is entitled to access, inspect, and copy the documents sought in the Demand for Inspection for the following reasons:

- (a) That as a matter of common law right and pursuant to N.Y. Bus. Corp. Law §§ 624(b) and 624(e), the Petitioner, as a minority shareholder in the Corporations, is

absolutely entitled to an examination of the books and records of the Corporations, which are, upon information and belief, currently in the possession of Mr. Forchelli.

(b) That as a matter of common law right and pursuant to N.Y. Bus. Corp. Law § 718(a), the Petitioner, as a Director of said corporations, is absolutely entitled to an examination of the books and records of 9 Charlton Street Corporation and Pearlbud Realty Corporation, which are, upon information and belief, currently in the possession of Mr. Forchelli.

(c) Because Petitioner has brought a Petition for judicial dissolution under N.Y. Bus. Corp. Law § 1104-a, she is automatically entitled to inspect and copy “the corporate financial books and records for the three preceding years.”

25. Petitioner respectfully submits that she is entitled to an accounting from the Corporations for the following reasons:

(a) That, upon information and belief, the assets of the Corporations have been wasted, misappropriated, and/or misapplied, in that Petitioner has never received any remuneration or distributions from her ownership in the Corporations.

(b) That the officers and Directors of the Corporations have breached their fiduciary obligations to treat Petitioner, as a minority shareholder, fairly.

(c) That Petitioner, as a Director of two of the Corporations, is entitled to know and in fact needs to know what financial transactions have occurred and what the current financial statuses of the two Corporations are.

26. Petitioner respectfully submits that she is entitled to appointment of a receiver to manage the affairs of the Corporations pursuant to N.Y. Bus. Corp. Law §§ 1113, 1202(a)(1) and 1203(a) while their business is wound up and terminated for the following reasons:

(a) So that her interests in the Corporations may be safeguarded pending dissolution.

(b) To prevent further oppressive, harsh, and wrongful conduct by the Corporations and their officers and Directors towards Petitioner.

(c) Because, upon information and belief, Respondent Ugo Quazzo, with the acquiescence of Respondents Stephen and Marco Quazzo, may try to dissipate the assets of the Corporations during the pendency of this Action in order to prevent Petitioner from obtaining the true value of her interests in the Corporations.

27. It is respectfully requested that the Court permit Petitioner to bring the instant proceeding by Order to Show Cause because such procedure is required by N.Y. Bus. Corp. Law. § 624(d) and time is of the essence.

28. No previous application has been made for the relief herein sought.

WHEREFORE, Petitioner requests that a Judgment be granted:

(1) ordering judicial dissolution of the Corporations pursuant to N.Y. Bus. Corp. Law § 1104-a and the common law;

(2) declaring that Petitioner is a shareholder of the Corporations and a Director of 9 Charlton Street Corporation and Pearlbud Realty Corporation, with all rights inherent thereto;

(3) ordering the Corporations to permit Petitioner and/or her agents to inspect, examine, make extracts from and copies of the Corporations' books, records, and papers, without interference from Respondents, their agents, representatives or employees and affording Petitioner and/or her agents all necessary facilities for

such inspection and the making of extracts and/or copies at such times and at such places as may be appointed and directed by this Court, including:

(a) the Corporations' minutes of the proceedings of its shareholders and record of shareholders and a list of the Corporations' beneficial owners;

(b) a copy of an annual balance sheet and profit and loss statement for the proceeding fiscal year, and, if any interim balance sheet or profit and loss statement has been distributed to its shareholders or otherwise made available to the public, the most recent such interim balance sheet or profit and loss statement;

(c) the Corporations' current list of its directors and officers; and

(d) unfettered access to inspect all corporate books, records, and papers, including, but not limited to:

(i) articles of incorporation, bylaws, and/or similar corporate governance documents;

(ii) minutes of any and all meetings of the boards of directors;

(iii) minutes of any and all meetings of shareholders;

(iv) stock certificates, stock certificate books, stock ledger books, stock transfer books;

(v) all statements of its affairs prepared by each corporation on its behalf;

(vi) all contracts made by the Corporations with any person, firm, corporation, partnership, or other entity;

(vii) all documents representing any payments, transfers, and/or distributions of money or real property to any officer, director, shareholder, or other person or entity; and

(viii) all corporate financial records, including, but not limited to, balance sheets, profit and loss statements, all books of account, all bank books and check books, all bank account statements, all receipted bills, vouchers, cancelled checks, wire transfers, income and franchise tax records and/or tax returns, correspondence, and any other documentary data which deals, in any way, with any entry on the financial books and records of the Corporations.

(4) ordering an accounting of the financial state and affairs, assets, income, and disbursements of the Corporations;

(5) ordering the appointment of a receiver to manage the affairs of the Corporations while their business is being wound up and terminated;

(6) granting a Temporary Restraining Order pending a hearing on a preliminary injunction enjoining Respondents, their agents and employees from transferring, selling, disposing, altering, or otherwise manipulating the assets of the Corporations;

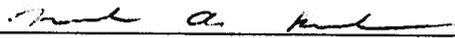
(7) granting a Preliminary Injunction enjoining Respondents, their agents and employees from transferring, selling, disposing, altering, or otherwise manipulating the assets of the Corporations;

- (8) appointing a temporary receiver to manage the affairs of the Corporations or requiring Respondents to post a bond in an amount sufficient to protect Petitioner's interests in the Corporations;
- (9) awarding Petitioner her attorneys' fees and costs; and
- (10) granting such other and further relief as the Court may deem just and proper.

Dated: New York, New York
December 16, 2010

Respectfully submitted,

MISHCON DE REYA NEW YORK LLP

By: 

Mark A. Berube
Mishcon de Reya New York LLP
200 Park Avenue, 44th Floor
New York, NY 10166
Telephone (212) 612-3270
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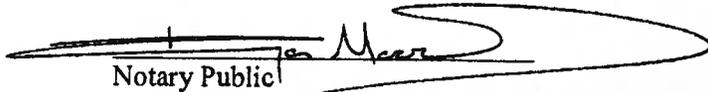
*Attorneys for Petitioner
Cristina Quazzo*

LONDON)
)
UNITED KINGDOM) ss.

I, Cristina Quazzo, am the Petitioner in the above entitled action. I have read the foregoing petition and know the contents thereof. The contents are true to my knowledge except as to matters therein stated to be alleged upon information and belief, and as to those matters I believe them to be true.

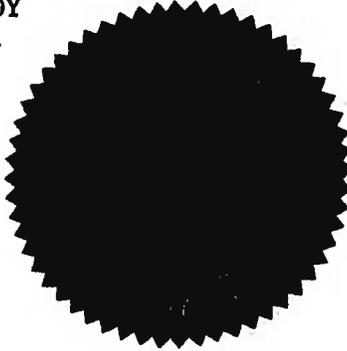

Cristina Quazzo

Subscribed and Sworn to before me
on 16th day of December, 2010



Notary Public

RYAN EDWARD RONALD MOODY
Notary Public of London, England
My commission expires with life



APOSTILLE

(Hague Convention of 5 October 1961 / Convention de La Haye du 5 octobre 1961)

UNITED KINGDOM OF GREAT BRITAIN AND NORTHERN IRELAND

1. Country: United Kingdom of Great Britain and Northern Ireland
Pays: Royaume-Uni de Grande-Bretagne et d'Irlande du Nord
This public document / Le présent acte public
2. Has been signed by **Ryan Edward Ronald Moody**
a été signé par
3. Acting in the capacity of **Notary Public**
agissant en qualité de
4. Bears the seal/stamp of **The Said Notary Public**
est revêtu du sceau/timbre de
5. at London/à Londres
6. Certified/Attesté
the/le **16 December 2010**
7. by Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs /
par le Secrétaire d'Etat Principal de Sa Majesté aux Affaires Etrangères et du Commonwealth.
8. Number/sous No **I723298**
9. Stamp:
timbre:
10. Signature: **J Crook**

JMC



For the Secretary of State / Pour le Secrétaire d'Etat

If this document is to be used in a country which is not party to the Hague Convention of 5th October 1961, it should be presented to the consular section of the mission representing that country.

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Index No.

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

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-Against-

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and UGO QUAZZO as Officer and Director of
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ORBIS INTERNATIONAL CORPORATION,

and STEPHEN QUAZZO and MARCO QUAZZO
as Officers, Directors, and Shareholders of
9 CHARLTON STREET CORPORATION,
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Respondents.

PETITION FOR AN ORDER FOR
JUDICIAL DISSOLUTION

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