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Document Type: **CIVIL ACTION - MISC**

Document Desc: **ORDER - APPOINTING RECEIVER**

Plaintiff
BRADY BRANDON M

Defendant
BRADY MYRON O BRADY MYRON C

Recorded Information:	
Index #: 000216-2019	

State of New York
County of Livingston

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A handwritten signature in cursive script that reads "Mary F. Strickland".

Livingston County Clerk

This sheet constitutes the Clerk's endorsement required by section 319 of the Real Property Law of the State of New York

STATE OF NEW YORK
SUPREME COURT COUNTY OF LIVINGSTON

In the matter of the Application of
BRANDON M. BRADY,

Petitioner,

ORDER

For the Judicial Dissolution of
BRADY FARMS, INC.,

Index No. 000216-2019

MYRON O. BRADY and MYRON C. BRADY,

Respondents.

Petitioner Brandon M. Brady ("Petitioner"), by his attorneys, Bond, Schoeneck & King, PLLC, having applied by Order to Show Cause for: (1) an Order dissolving Brady Farms, Inc. (the "Company"); (2) an Order permitting discovery with respect to the conduct of respondents Myron O. Brady and Myron C. Brady (together, "Respondents") and imposing a surcharge upon Respondents as a result of dissipation, waste, or transfer of Company assets without just or adequate compensation therefor in an amount to be determined by the Court; (3) an Order appointing a temporary receiver to manage the affairs of the Company while the dissolution proceeding is pending; (4) an Order enjoining Respondents from: (a) using corporate funds to pay counsel fees in defending this dissolution proceeding or the plenary action captioned Brandon M. Brady individually and derivatively as a shareholder of Brady Farms, Inc. v. Myron O. Brady and Myron C. Brady, Index No. 000953-2018, pending in the New York State Supreme Court, County of Livingston (the "Plenary Action"); (b) transferring any monies received

by the Company, including but not limited to monies with respect to any income or accounts receivable of the Company, to any persons except in the ordinary course of business; and (c) otherwise engaging in any conduct outside the course of ordinary business; and (5) an Order granting such other and further relief as the Court deems just and proper, including but not limited to costs, disbursements, attorneys' fees, and applicable interest; and

The Court, having read and considered the Verified Petition of Petitioner, verified by Petitioner on March 6, 2019, with accompanying exhibits 1 through 15; and Petitioner's Memorandum of Law in Support of Application for Judicial Dissolution and Other Omnibus Relief, dated March 7, 2019; all in support of Petitioner's application for relief; and

The Court, on March 18, 2019, having signed an Order to Show Cause, a copy of which is annexed hereto as **Exhibit 1**; and

The Court, having read and considered the Answer and Counterclaim(s), verified by Respondents on April 16, 2019, and Memorandum of Law dated April 18, 2019; all in opposition to Petitioner's application for relief; and

The Court, having read and considered the Reply Affidavit of Petitioner, sworn to on April 29, 2019, with accompanying exhibits A through C; the Attorney Affirmation of Joseph S. Nacca in Further Support of Application for Dissolution and Other Omnibus Relief, dated April 29, 2019, with accompanying exhibits 1 through 3; and Petitioner's Reply Memorandum of Law in Further Support of Application for Judicial Dissolution and Other Omnibus Relief, dated April 29, 2019; all in further support of Petitioner's application for relief; and

The Court, on May 2, 2019, having heard from Joseph S. Nacca of Bond, Schoeneck & King, PLLC in support of Petitioner's application and from Craig D. Chartier, of Dibble & Miller, P.C. in opposition to Petitioner's application; and

The Court, having issued its Decision (the "Decision") with respect to Petitioner's application on September 9, 2019, a copy of which Decision is attached hereto as **Exhibit 2** and incorporated by reference herein; it is hereby

ORDERED that Petitioner's application for dissolution of the Company is GRANTED pursuant to Section 1104-a of the New York Business Corporation Law ("BCL"), and the Company shall be dissolved and its affairs wound up in a judicial dissolution under Article 11 of the BCL; and it is further

ORDERED that Petitioner's application for appointment of a receiver is GRANTED pursuant to BCL Section 1113 and CPLR 6401, and that *Bernard Levine, Esq.* *70 Linden Oaks Site 300 Rochester, NY 14625* is appointed as receiver ("Receiver") to preserve the Company's property; collect and marshal all rents and sale proceeds receivable by the Company on the Company's behalf; otherwise carry on the business and manage the affairs of the Company while this proceeding remains pending; and dissolve the Company in accordance with Article 11 of the BCL; and it is further

ORDERED that Petitioner's request for discovery pursuant to CPLR 408 is GRANTED; and it is further

ORDERED that in connection with the dissolution of the Company, upon receipt of the proceeds of the sale of the Company's properties and assets, and after prompt payment of any expenses related thereto as well as any other debts and expenses of the Company, the Company will promptly distribute the proceeds of any such sale and

all other cash balances held by the Company to its shareholders based on their pro-rata ownership interest in the Company, subject to any surcharge to be imposed against Respondents in connection with their fraudulent and oppressive conduct in an amount to be subsequently determined by the Court; and it is further

ORDERED that commencing with the entry of this Order and the appointment of the Receiver, and continuing thereafter each month until the Company is dissolved, the Receiver will provide Petitioner and Respondents, through counsel, with monthly interim financial statements of the Company promptly following the close of each month; and it is further

ORDERED that Respondents are enjoined from: (a) transferring monies received by the Company except in the ordinary course of business; (b) otherwise engaging in conduct outside the ordinary course of business; and (c) using corporate funds to pay counsel fees in this dissolution matter and in the Plenary Action.

DATED: 10/2, 2019

SO ORDERED:


Hon. Matthew A. Rosenbaum, J.S.C.