

At IAS Part ⁴ of the Supreme Court of the State of New York, held in and for the County of New York, at the Courthouse located at ⁸⁰ Centre Street, New York, New York, on the 17 day of November 2022

PRESENT: Hon. Frank Nervo, J.S.C

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

<p>ALVIN CLAYTON FERNANDES,</p> <p style="text-align: center;">Petitioner,</p> <p style="text-align: center;">-against-</p> <p>MATRIX MODEL STAFFING, INC.</p> <p style="text-align: center;">Respondent.</p>	<p>Index No. 160294/2021</p> <p>PROPOSED ORDER TO SHOW CAUSE WHY NOTICE OF ELECTION SHOULD NOT BE PERMITTED BY THIS COURT AND HONORED BY PETITIONER</p>
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MS # 4; OTHER - PERMIT + PURCHASE OF SHARES

Upon the annexed Affirmation of Thomas M. Mullaney, dated November 14, 2022, and all papers and proceedings heretofore had herein, and good cause having been shown,

LET Petitioner Alvin Clayton Fernandes ("Fernandes") show cause at IAS Part 4, room 327, to be held at the Courthouse, ⁸⁰ Centre Street, New York, New York on the 20 day of December [^] at _____ A.M./P.M., or as soon thereafter as counsel can

be heard, why: i) pursuant to New York Business Corporation Law § 1118(a), the Notice of Election of the majority shareholder of Respondent Matrix Model Staffing, Inc. ("Matrix"), Ms. Jacquelyn Willard, to purchase the shares owned by Petitioner Alvin Clayton Fernandes at their fair value, should not be permitted by this Court and honored by Petitioner, and ii) the scope of the reference by this Court to the Special Referees Part should not be limited to the determination of the fair value of Petitioner's shares. *and for such other and further relief this Court deems just and proper.*

SUFFICIENT CAUSE THEREFOR BEING ALLEGED, it is hereby

DECLINED
AS THE
ULTIMATE
RELIEF
SOUGHT

JSC

~~ORDERED, that the Notice of Election, served and filed by Respondent on behalf of its majority shareholder, Jacquelyn Willard, on May 3, 2022, is permitted by this Court,~~

DECLINED
AS THE
ULTIMATE
RELIEF
SOUGHT

JSC

~~IT IS FURTHER ORDERED THAT, the scope of the reference to Special Referees Part, as ordered by this Court on April 20, 2022 be limited to the determination of the fair value of Petitioner's shares in Respondent; and~~

IT IS FURTHER ORDERED that service of a copy of this Order, along with the papers ~~personal service with proof of service filed to NYSCEF~~ upon which it is based, on Petitioner's counsel via NYSCEF and ~~independent electronic mail~~ on or before November 23, 2022, shall be deemed good and sufficient service thereof; and

IT IS FURTHER ORDERED that all answering papers, if any, shall be served by NYSCEF on or before December 12, 2022 ~~hand/overnight mail — days before the return date of this order~~ on The Law Office of Thomas

M. Mullaney, at 530 Fifth Avenue, 23rd Floor, New York, New York, 10036.

~~ENTER:~~

~~_____
J.S.C.~~

~~ORAL ARGUMENT
DIRECTED
DECLINED
J.S.C.~~

ORDERED see page 3 for additional directives


ORDERED that papers in reply, if any, shall be served via NYSCEF by December 19, 2022; and it is further

ORDERED that papers in opposition and reply, if any, shall address why the Special Referee/JHO assigned to hear and report on, inter alia, the merits of petition for dissolution and appropriate remedy should not consider an election under BCL § 1118 as a non-exclusive remedy at the BCL § 1109 hearing; and it is further

ORDERED that papers in opposition and reply, if any, shall address why a bond, pursuant to BCL § 1118(c)(2), should not be required as majority shareholder Willard has elected to purchase petitioner's shares beyond 90 days after the petition's filing. Papers in opposition and reply, if any, shall address an appropriate bond value; and it is further

ORDERED that failure to timely file proof of proper service in accordance with this order to show cause shall result in denial of the application.

ENTER:



HON. FRANK P. NERVO
J.S.C.