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SHORT FORM ORDER

SUPREME COURT - STATE OF NEW YORK

Present: ANTONIO I. BRANDVEEN
J. S. C.

In the Matter of the Application
of
EASTMAN MACHINE COMPANY,
Petitioner,
for the Judicial Dissolution
of
THE WOODS KNIFE CORPORATION,
and
JAMES WOODS,
Respondents.

TRIAL / IAS PART 29
NASSAU COUNTY
Index No. 19354/09
Motion Sequence No. 001

Pursuant to § 1104-a of the Business Corporation Law

The following papers having been read on this motion:

Order to Show Cause, Affidavits, & Exhibits	<u>1</u>
Answering Affidavits	<u>2</u>
Replying Affidavits	<u>3</u>
Briefs: Plaintiff's / Petitioner's	_____
Defendant's / Respondent's	_____

The plaintiff manufacturer, a minority shareholder in the respondent corporate supplier, seeks corporate dissolution of the respondent under the Business Corporation Law of the State of New York. The respondents oppose. The issue presented is whether the allegations in the petition and moving papers are sufficient to grant the relief sought in the

face of the respondents' opposition. This Court carefully considered and reviewed the papers submitted by the parties.

The plaintiff alleges the respondents have engaged, among other things, in oppressive conduct by denying access to corporate financial information and corporate assets. The respondents provide detailed sworn statements in opposition, and financial records for review.

The Appellate Division holds a lack of proof of oppressive conduct or a showing of conclusory allegations in such a petition which are factually refuted by the respondent does not provide proof of evidentiary facts showing a *bona fide* issue requiring a trial (*see In re Dissolution of Rencor Controls Inc.*, 263 A.D.2d 845, 693 N.Y.S.2d 717 [3rd Dept., 1999]). The Court determines here the petitioner fails to meet its burden to prove oppressive conduct.

Accordingly, the petition is denied. This decision shall constitute the order and judgment of the Court.

So ordered.

Dated: **March 10, 2010**

ENTER:



J. S. C.

FINAL DISPOSITION xxx

NON FINAL DISPOSITION

ENTERED
MAR 11 2010
NASSAU COUNTY
COUNTY CLERK'S OFFICE