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At an IAS Part 72 of the Supreme Court of  
the State of New York, County of Kings,  
360 Adams Street, Brooklyn, New York, on  
the 25 day of October, 2006,

PRESENT: IAW: ALLEN HURKIN-TORRES

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

In the Matter of JACOB MOVTADY,  
Petitioner,

-against-

16 AVENUE Z LLC, and 587 DEVELOPMENT  
INC.,

Respondents.

X  
: **ORDER TO SHOW CAUSE FOR**  
: **PETITION TO DISSOLVE A**  
: **LIMITED LIABILITY**  
: **CORPORATION**

Index No. 32078/06

**NO FEE**  
OCT 20 2006

X  
KINGS COUNTY CLERK

Upon reading and filing the Petition of Jacob Motvady, duly verified on the 16th day of October, 2006, whereby it appears that the Petitioner is the owner of 70% of the outstanding and issued shares of 16 Avenue Z LLC, that said corporation is a limited liability corporation organized and existing by virtue of the laws of the State of New York, and that said corporation has its principle business located at 1513 Avenue Z, Brooklyn, New York,

And that the shareholders of said corporation are deadlocked in the management of the corporation and its activities, and that there is internal dissention and division between the Petitioner as 70% shareholder and the minority shareholder, 587 Development Inc. and its President, Lazar Levitin,

And it further appearing that the corporation is inactive and has no reasonable prospect of engaging in any commercial activity in the future so as to render the further conduct of business under this LLC as reasonably impractical, as set forth under Limited Liability

Company Law § 702, and that de minimus funds remain in the LLC for the satisfaction of its obligations and that the votes required for action by the LLC for the financing of the development of the commercial parcel, the single asset of this LLC, cannot be obtained and it further appearing that there exists a material conflict of interest between the majority shareholder and 587 Development Inc., with 587, the minority shareholder "challenging the entire transaction" (Petition, Ex. B),

And as it is in the best interest of these shareholders, pursuant to LLCL § 703, that a Receiver, as asked for herein, be appointed to conduct the sale of the single asset parcel of property owned by this LLC, subject to the order of this Court;

~~IT IS ORDERED~~ that 16 Avenue Z LLC and all persons interested in said

corporation show cause before an IAS Part of this Court <sup>57</sup> \_\_\_\_\_, to be held at the

→ Courthouse, 360 Adams Street, Brooklyn, New York, IAS Part on the <sup>57</sup> 29 day of NOVEMBER 2006, at <sup>9:30</sup> \_\_\_\_\_ o'clock in the forenoon of that day or as soon thereafter as counsel can be heard

**WHY** said corporation should not be dissolved pursuant to the Limited Liability Company Law of the State of New York, and that single asset of this LLC be sold under the supervision of a Receiver, and it is further

~~ORDERED~~ that a copy of this Order be published in New York, a

newspaper published in Kings County, New York, once a week on each of the three weeks immediately preceding <sup>hear. by</sup> ~~said return~~ <sup>Order to show cause</sup> date of this ~~Petition~~, and that a copy thereof be served upon

✓ the New York State Tax Commission, pursuant to CPLR 307(1), by service upon the Attorney General of the State of New York at 120 Broadway, New York, New York; and upon service on the New York City Department of Finance and The New York City Environmental Control Board, pursuant to CPLR 311(A)(2) by service upon the Corporation Counsel of the City of New York and upon 16 Avenue Z LLC, pursuant to CPLR 311-A and 587 Development Inc.,

*NEWSPAPER*  
*LET*  
*Petitioner & supporting papers*  
*New York Law Journal*

pursuant to CPLR 311 with all service made at least <sup>ten</sup>~~twenty~~ days before

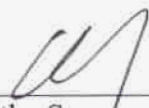
~~RETURN DATE~~  
~~return date of~~

→ OF OR BY THE COURT, and it is further

**ORDERED** that 16 Avenue Z LLC, its officers, directors and shareholder furnish the Court, at least <sup>10 days thereafter</sup>~~five days before the return date~~, with a schedule of the accounts of said corporation, together with a statement of the corporate assets and liabilities, and the name and address of each shareholder and each creditor and claimant, including any with whom the corporation has unfilled contracts.

BCL 11063  
A  
JSC

ENTER

  
\_\_\_\_\_  
Justice of the Supreme Court of the  
State of New York