

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

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WILLIAM NG and CHOUK NG,

Index No. 114291/10

Plaintiffs,

-against-

**VERIFIED
COMPLAINT**

STEVEN NG, individually and as fiduciary of Chouk King Co. Inc. and Tien Yick Co. Inc.; and WILSON NG, individually and as fiduciary of Chouk King Co. Inc. and Tien Yick Co. Inc.,

Defendants.
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Plaintiffs WILLIAM NG and CHOUK NG (collectively referred to herein as "Plaintiffs"), by their attorneys Agus & Partners, P.C., for their Complaint against Defendants allege as follows:

AS AND FOR A FIRST CAUSE OF ACTION

1. At all times hereinafter mentioned, Plaintiffs were and are residents of the County, City, and State of New York.
2. Upon information and belief, Chouk King Co. Inc is a domestic corporation duly organized and existing under the laws of the State of New York, with its principal offices located at 2 Bowery, New York, New York 10013.
3. Upon information and belief, Tien Yick Co. Inc. is a domestic corporation duly organized and existing under the laws of the State of New York, with its principal offices located at 26 Bowery, New York, New York 10013.
4. Upon information and belief, at all times mentioned, Plaintiffs have legal and equitable ownership interests in Chouk King Co. Inc. and Tien Yick Co. Inc. (hereinafter the "Corporations") and are officers and directors of the Corporations.

5. On or about January 1, 2000, Defendants STEVEN NG and WILSON NG, without authority, seized control, and continue to maintain exclusive control and possession of the books, records, banking records, and other documents pertaining to the Corporations.

6. Plaintiffs have demanded that Defendants STEVEN NG and WILSON NG account to Plaintiffs, furnish the Plaintiffs with financial reports and an accounting of all of the Corporations' affairs, and pay to Plaintiffs their rightful percentage of the Corporations' net profits through the present.

7. Defendants STEVEN NG and WILSON NG have failed and refused to furnish Plaintiffs with any financial records or to make an accounting of the financial affairs of the Corporations or to pay to Plaintiffs any portion of the net profits due them, all without just cause and thus depriving Plaintiffs of their rightful share and interest in the Corporations and concealing Defendants' misconduct.

8. Plaintiffs have no adequate remedy at law.

AS AND FOR A SECOND CAUSE OF ACTION

9. Plaintiffs repeat and reallege the allegations contained in paragraphs 1 through 8 as if fully set forth herein.

10. Upon information and belief, the Defendants have been diverting funds and assets of the Corporations for their own benefit and have deprived Plaintiffs as Shareholders of the Corporations and diminished and/or depleted Plaintiffs net profits.

11. As a result, Plaintiffs have been deprived of their rightful percentage of the Corporations net profits, and have been otherwise irreparably damaged in an amount only capable of being determined following an accounting of the Corporations.

12. Plaintiffs have no adequate remedy at law.

AS AND FOR A THIRD CAUSE OF ACTION

13. Plaintiffs repeat and reallege the allegations contained in paragraphs 1 through 12 as if fully set forth herein

14. Defendants STEVEN NG and WILSON NG, as shareholders, officers, and/or directors of the Corporations and having possession and control of the books, records, and assets of the Corporations, have the primary and sole responsibility of maintaining and keeping books and records of the Corporations.

15. Upon information and belief, Defendants STEVEN NG and WILSON NG wrongfully converted to their own use and benefit or to entities controlled by them, money and assets belonging to Plaintiffs by using this money for their own personal use and enjoyment in activities unrelated to the operation of the business in excess of the amount they were rightfully allowed to take.

16. As a result, Plaintiffs have been damaged in an amount equal to the gross sums wrongfully converted from the Corporations, which amount can only be determined following an accounting.

17. Plaintiffs have no adequate remedy at law.

AS AND FOR A FOURTH CAUSE OF ACTION

18. Plaintiffs repeat and reallege the allegations contained in paragraphs 1 through 17 as if fully set forth herein.

19. From on or about January 1, 2000 to the present date, the Defendants STEVEN NG and WILSON NG seized full control of the operation of the Corporations and when Plaintiffs advised the Defendants that they wanted to return and resume working for the

Corporations, the Defendants refused to allow them to return and refused them access to any of the Corporations' assets.

20. As a result of the foregoing, the Defendants have complete possession and control over all of the assets of the Corporations to the exclusion of Plaintiffs.

21. To prevent the Defendants from liquidating and depleting the assets of the Corporations to a third party entity for their sole use and enjoyment and to maintain the status quo, Plaintiffs seek an injunction prohibiting the transfer, encumbrance, pledge, or sale of any of the assets of the Corporations pending the final disposition of this lawsuit.

22. Plaintiffs have no adequate remedy at law.

WHEREFORE, Plaintiffs demand judgment against Defendants as follows:

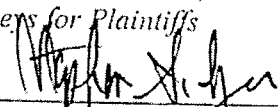
1. On the First Cause of Action, against STEVEN NG and WILSON NG, that an accounting be had of all the corporate affairs for the years 2000 to the present date, so that all financial records and report agreements of the Corporations be released to Plaintiffs, and for compensatory damages in the amount of 50 percent of all the Corporations' net profits for the years of 2000 to the present date.
2. On the Second Cause of Action, against STEVEN NG and WILSON NG, that an accounting be had of all corporate affairs for the years 2000 to the present date.
3. On the Third Cause of Action, against STEVEN NG and WILSON NG, for compensatory damages in an amount equal to 50 percent of the gross sums wrongfully converted from Plaintiffs, plus punitive damages in a just, fair, and equitable amount to be determined by this Court.
4. On the Fourth Cause of Action, against STEVEN NG and WILSON NG, for an injunction restraining Defendants from encumbering, transferring, and/or selling the assets of

the Corporations, and for an order directing that Plaintiffs be allowed to enter the corporate premises of the Corporations to resume their normal work activities.

5. Together with interest from the dates each payment was due, costs, and disbursements of this action, and such other relief as the court deems just and proper.

Dated: New York, New York
March 11, 2011

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