

At a Special Term, Part 7, of the Supreme Court, State of New York, held in and for the County of New York, at the Courthouse thereof, located at 60 Centre Street, New York, on the 1st day of ~~July~~ ^{July} 1981.

P R E S E N T :

Hon. Thomas V. Sinclair, Jr.
Judge



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In the Matter of the Application of :
Jerome H. Barr and Citibank, N.A., as :
Executors of the Will of Milton :
Kaufman, Holder of One-Quarter of All :
Outstanding Shares of Puccini :
Clothes, Ltd. Entitled to Vote in an :
Election of Directors, :

Index No. 01816/80

ORDER WITH NOTICE
OF SETTLEMENT

Petitioners, :

For the Dissolution of Puccini :
Clothes, Ltd. :

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The petitioners above-named, having moved by Notice Of Motion dated June 19, 1981 for an order pursuant to Business Corporation Law §1006 modifying the Order and Judgment of this Court dated June 4, 1980, to the extent of providing that the Board of Directors be appointed to liquidate Puccini Clothes, Ltd. or, alternatively, for an order appointing a receiver to replace the Hon. John V. Lindsay, who has declined appointment, and respondent Hyman Raffe, having moved by Notice of Cross-Motion dated July 2, 1981 for an order staying all proceedings, and the



respondent Hyman Raffe, having moved by Notice of Cross-Motion dated July 2, 1981 for an order appointing Hyman Raffe as receiver of Puccini Clothes, Ltd., and the respondents Eugene Dann, Robert Sorrentino and Puccini Clothes, Ltd., having moved by Notice of Cross-Motion dated July 28, 1981 for an order disqualifying George Sassower, Esq., or any attorneys affiliated with him, as attorney for Hyman Raffe in this action, and in all other matters wherein he represents an interest adverse to Eugene Dann, Robert Sorrentino and Puccini Clothes, Ltd., due to a conflict of interest, and said Motion and Cross-Motions having duly come to be heard before the Hon. Thomas V. Sinclair, Jr., a Justice of this Court, on August 4, 1981, and this Court, having rendered its decision dated October 16, 1981 as hereinafter set forth;

NOW, upon reading and filing the Notice of Motion dated June 19, 1981, the affidavit of Jerome H. Barr sworn to June 19, 1981 and the exhibits annexed thereto, the affidavit of Jerome H. Barr sworn to July 21, 1981 and the exhibits annexed thereto, all with proof of service thereof and all submitted in support of petitioners' motion for modification of the order of this Court dated June 4, 1980, and in opposition to the cross-motions of the respondent Hyman Raffe, the notice of motion dated July 2, 1981, the affidavit of Hyman Raffe sworn to June 30, 1981 and the exhibits annexed thereto, the notice of cross-motion dated July 2, 1981, the affidavit of Hyman Raffe sworn to June 30, 1981 and the

exhibits annexed thereto, the affidavit of Hyman Raffe sworn to June 30, 1981, the affirmation of George Sassower dated June 30, 1981, the affirmation of George Sassower dated August 2, 1981 and the exhibits annexed thereto, all with proof of service thereof and all submitted in opposition to petitioners' motion and respondents Eugene Dann, Robert Sorrentino and Puccini Clothes, Ltd.'s cross-motion, and in support of respondent Hyman Raffe's cross-motions, the notice of cross-motion dated July 28, 1981, the affidavit of Eugene Dann sworn to July 28, 1981 and the exhibits annexed thereto, the affirmation of Barton Nachamie dated June 24, 1981, the affirmation of Arthur Goldstein dated July 28, 1981, all with proof of service thereof and all submitted in support of petitioners' motion for the modification of the June 4, 1980 order and judgment, and in support of respondents Eugene Dann, Robert Sorrentino and Puccini Clothes, Ltd.'s cross-motion for disqualification of George Sassower, Esq., and all submitted in opposition to respondent Hyman Raffe's cross-motions, and due deliberation having been had thereon, and upon the filing of the decision of the Court;

NOW, on motion of Kreindler & Relkin, attorneys for petitioners, it is

ORDERED, that the motion by petitioners for an order appointing a Board of Directors of Puccini Clothes, Ltd., or, alternatively appointing a replacement for John V. Lindsay as receiver, is granted to the extent of appointing a third-party

replacement for John V. :

Arthur

ORDERED, that

Hyman Raffes cross-motion to

appoint Hyman Raffe as receiver and respondent Hyman Raffe's cross-motion for a stay of all proceedings, are denied, and it is further

ORDERED, that the respondents Eugene Dann, Robert Sorrentino and Puccini Clothes, Ltd's motion for an order disqualifying George Sassower as attorney for Hyman Raffe in this proceeding, and all other proceedings wherein Mr. George Sassower represents an interest adverse to Eugene Dann, Robert Sorrentino and Puccini Clothes, Ltd., is granted, and it is further

ORDERED, that the order and judgment of this Court dated June 4, 1980 is modified to the extent that the last decretal paragraph on page 4 is modified so as to provide that *LEFFERMAN, IS* of *55 F.A. 52.00 BY NEW YORK NY 10555 (37-15634)* is appointed permanent receiver of all of the assets and property of Puccini Clothes, Ltd. with all of the powers and duties conferred by law and specifically by Article 12 of the Business Corporation Law upon permanent receivers, and the first decretal paragraph on page 5 is modified to the extent that the receiver shall post a bond with the Clerk of the Court in the sum of \$ *500,000.00* *FOR AN ADDITIONAL UNDERTAKING* and it is further

ORDERED, that George Sassower, Esq., or any attorney affiliated or in any way associated with him, is disqualified from representing Hyman Raffe in this action, and in all other actions or matters wherein George Sassower, Esq. represents an interest adverse to the respondents Eugene Dann, Robert Sorrentino and Puccini Clothes, Ltd., and it is further

ORDERED, that a copy of this Order With Notice of Entry shall be served personally upon the defendant Hyman Raffe, and that service of this Order shall constitute notice pursuant to CPLR §321.

E N T E R

by

J.S.C.

*Filed
Feb 4, 1982
New York County
Clerk's Office*