

At Commercial Division, Part 1, of the Supreme Court of the State of New York held in and for the County of Kings, at the Courthouse, at Civic Center, Brooklyn, New York, on the 13<sup>th</sup> day of January 2011

SUPREME COURT OF THE STATE OF NEW YORK  
COUNTY OF KINGS

Index No.: 10164/10

In the Matter of the Application of DINA DICENSO, as a Member,

ORDER

Petitioner,

For the Dissolution of EIGHT OF SWORDS LLC, a New York Limited Liability Company, Pursuant to Section 702 of the Limited Liability Company Law,

-against-

DAVID WALLIN,

Respondent.



Petitioner, having commenced an action for dissolution by filing an Order to Show Cause and Petition with the Court on April 23, 2010, and after testimony before this court from both parties concluding on December 13, 2010, now therefore, it is:

*made by*  
**ORDERED** that petitioner's Order to Show Cause for the dissolution of Eight of Swords, LLC, is denied, and the petition is dismissed as the business purpose has been met and continues to be met, and can continue to be met under the operation and management by respondent DAVID WALLIN as the managing member; and it is further

*CJP/JS*  
**ORDERED** that respondent DAVID WALLIN is the sole managing member of Eight of Swords, LLC, and DAVID WALLIN as the sole managing member is in control of the premises, and that petitioner DINA DICENSO's interest in EIGHT OF SWORDS, LLC, is minimal, and that DINA DICENSO's interest is certainly less than 20%, and may be as little as 1% to 5%; and it is further

*Ordered that the temporary restraining order against petitioner is vacated, however, it is further*  
**ORDERED** that unless DAVID WALLIN permits DINA DICENSO's day-to-day participation on the premises, DINA DICENSO does not have the authority to go to the business

and run it or manage it in any way at all; and it is further

ORDERED that the approximate \$31,000.00 to \$32,000.00 is a loan from DINA DICENSO to EIGHT OF SWORDS, LLC., and is not a measure of her membership interest and is strictly a loan; and it is further

*Ordered that petitioner has the right to examine the books and records of the business on a quarterly basis and it is further*  
ORDERED that petitioner DINA DICENSO is entitled to 30% of the ~~profit of~~ <sup>revenue from</sup> merchandise sold and 30% of the ~~profit from~~ <sup>revenue generated</sup> guest artist revenue generated at EIGHT OF

SWORDS, LLC, and that DAVID WALLIN will make an accounting for all of this merchandise sold, for any art shows held, and for the income generated by guest artists at EIGHT OF SWORDS, LLC, on a monthly basis beginning February 1, 2011

*for the period April 21, 2010 through January 31, 2011 and monthly thereafter on the first day of the month.*

Dated: New York, NY  
January 2, 2011

ENTER

*CJD*  
JSC

HON. CAROLYN E. DEMAREST