

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

PRESENT: Hon. Joan B. Carey
Administrative Order

CANDACE CARMEL BARASCH,

Petitioner,

-against-

INDEX NO. 600053/09

WILLIAMS REAL ESTATE CO., INC.,
WILLIAMS CORPORATE REALTY SERVICES,
LTD., WILLIAMS INTERNATIONAL REALTY
SERVICES, LTD., WILLIAMS PM, INC.,
WILLIAMS MANAGEMENT REALTY CORP.,
WILLIAMS U.S.A REALTY SERVICES, INC.,
REALTY PROGRAMS CORPORATION,
MICHAEL T. COHEN, ROBERT L.
FREEDMAN, ANDREW H. ROOS,
FIRSTSERVICE CORPORATION and FS
WILLIAMS ACQUISITION CO, LLC.,

Respondents.

Administrative Order:

By letter dated January 22, 2009, counsel for the petitioner and counsel for respondent Williams Real Estate Co., Inc., its related affiliates and subsidiaries and the three individual respondents, jointly and timely request that this special proceeding be assigned to the Commercial Division pursuant to Uniform Rule 202.70.

This special proceeding, brought pursuant to section 623 of the Business Corporation Law, concerns a complex series of transactions involving Williams Real Estate Co. and its affiliates and subsidiaries (collectively, Williams). Petitioner Barasch, a 10.33% shareholder of Williams, alleges she dissented to certain asset transfers and a merger of the Williams' companies, triggering her right to dissent and receive fair value for her shares pursuant to BCL § 623. She petitions the court to compel the respondents to pay her the fair value of those shares, alleged to be worth more than \$4 million. Thus, this proceeding meets the standards for assignment of cases to the Commercial Division, because it concerns an alleged statutory violation arising out of business dealings (see Uniform Rule 202.70 [b] [1]), as well as the internal affairs of business

corporations (see Uniform Rule 202.70 [b] [7]), and satisfies the \$150,000 monetary threshold for New York County.

The Motion Support Office is directed to reassign this case at random from I.A.S. Part 8 (Shafer, J.) to a Justice of the Commercial Division. (The petition is currently returnable in the Motion Submissions Part on February 27, 2009.)

Dated: January 26, 2009

ENTER: *John J. Care*, A.J.

Check one: FINAL DISPOSITION

NON-FINAL DISPOSITION