

DAS

IN THE SUPERIOR COURT OF THE VIRGIN ISLANDS
DIVISION OF ST. CROIX

MOHAMMED HAMED, by his authorized agent)
WALEED HAMED,)

Plaintiff/Counterclaim Defendant,)

v.)

FATHI YUSUF and UNITED CORPORATION,)

Defendants/Counterclaimants,)

v.)

WALEED HAMED, WAHEED HAMED,)
MUFEED HAMED, HISHAM HAMED, and)
PLESSEN ENTERPRISES, INC.,)

Counterclaim Defendants.)

Case No. SX-12-CV-370

Action for Damages,
Injunctive Relief and
Declaratory Relief

15 MAR -5 P12:40

**MASTER'S ORDER REGARDING TRANSFER OF OWNERSHIP OF
PLAZA EXTRA WEST**

WHEREAS, on September 18, 2014, the undersigned, Honorable Edgar D. Ross (the "Master"), was appointed by the Court to serve as Judicial Master in the above-captioned civil action to direct and oversee the winding up of the Hamed-Yusuf Partnership *also known as* the Plaza Extra Partnership (the "Appointment Order"), a copy of which is attached as Exhibit 1;

WHEREAS, on January 7, 2015, the Court issued its Order Adopting Final Wind Up Plan ("Wind Up Order") providing for the transfer of the business known as Plaza Extra West:

Plaza Extra West

Hamed will purchase from the Partnership the following elements of the existing business operation known as Plaza Extra West: inventory at one half of the landed cost and the equipment at its depreciated value, as mutually determined by the Partners. . . . **Upon payment for the inventory, and upon payment (or auction and distribution of the proceeds) for the equipment, Hamed will assume full ownership and control and may continue to operate Plaza Extra West without any further involvement of Yusuf, Yusuf's sons or United, and free and clear of any claims or interests of Yusuf or United;**

WHEREAS, Hamed has fully complied with and satisfied the foregoing directive of the Wind Up Order such that as of 12:01 AM on March 9, 2015, Hamed will lawfully has sole right, title, interest, ownership and control of the business known as Plaza Extra West to the exclusion of all other persons and entities that may have previously been involved in the operation of Plaza Extra West;

WHEREAS, the parties have also stipulated that this business can operate using the trade name "Plaza Extra West";

WHEREAS, the Court and Master have been informed that Hamed's rights, privileges and powers regarding Plaza Extra West will be exercised by KAC357, Inc., a duly formed and existing Virgin Islands corporation ("KAC357"), using the trade name "Plaza Extra West";

WHEREAS, Plaza Extra West is authorized by the United States Department of Agriculture ("USDA") to accept and transact payments through the USDA Supplemental Nutrition Assistance Program ("SNAP");

WHEREAS, Plaza Extra West is a SNAP superstore, does substantial SNAP transactions and is located in an area of high SNAP participant need;

WHEREAS, Plaza Extra West participates in the Virgin Islands Department of Health Special Supplemental Nutrition Program for Women, Infants, and Children ("WIC") and accepts WIC checks and WIC Cash Value Checks;

WHEREAS, Plaza Extra West is located in an impoverished rural area and significant hardship would ensue to the communities surrounding Plaza Extra West in the event that Plaza Extra West was unable to serve the public and/or accept and transact SNAP payments, WIC checks and WIC Cash Value Checks;

WHEREAS, Plaza Extra West employs a significant number of St. Croix residents who depend on their jobs at Plaza Extra West for their livelihoods and to support their families;

WHEREAS, it is essential that ownership, control and operation of Plaza Extra West be transferred in a smooth and efficient manner in order to prevent cessation of services to the communities surrounding Plaza Extra West and prevent employment interruption; and

WHEREAS, it is therefore necessary (i) that all governmental agencies, persons and businesses doing business with Plaza Extra West act with all deliberate speed to recognize, document and act in accordance with the directives of the Wind Up Order and this Order and (ii) that certain bank accounts remain open to act as trust accounts to hold monies for the benefit of Plaza Extra West for no more than thirty (30) days from March 9, 2015.

NOW THEREFORE, THE MASTER HERBY DECLARES AS FOLLOWS.

A. Recognition of Hameds Full and Sole Ownership of Plaza Extra West

1. Hamed has lawfully and rightfully assumed full and sole ownership and control and may continue to operate Plaza Extra West without any further involvement of any other person or entity, using the trade name "Plaza Extra West."

2. All persons, entities and governmental agencies are hereby directed to recognize KAC357 the operator of Plaza West through KAC357, Inc. and to, assist in this transition to the fullest extent permitted by law and regulation with all matters related to preparation and issuance of documentation necessary to reflect KAC357's operation of Plaza Extra West.

B. SNAP (Food Stamps) and WIC

3. With regard to USDA Food and Consumer Service Food Stamp Program Permit Number 4443411, all persons, entities and agencies presented with this Order are hereby informed that, consistent with the Wind Up Order and this Order, Maher Yusuf has disassociated

from Plaza Extra West and it is now fully operated by KAC357, with Waleed ("Wally") Hamed as President.

4. With regard to WIC Vendor Agreement dated October 31, 2012, regarding "Plaza Extra" with ID number 66-0391237, all persons, entities and agencies presented with this Order are hereby informed that, consistent with the Wind Up Order and this Order, Maher Yusuf has disassociated from Plaza Extra West. To the extent necessary and in accordance with all applicable law and regulation, a new WIC Vendor Agreement may be executed by Plaza Extra West, acting by and through Waleed ("Wally") Hamed as President, and the Virgin Islands Department of Health.

C. Bank Accounts to Remain Open During Transition as Trust Accounts

5. In order to provide for a smooth transition of ownership and to provide time for the preparation and issuance of documentation necessary to memorialize KAC357's operation of Plaza Extra West, the two bank accounts (the "Bank Accounts") designated as follows:

- a. BANCO POPULAR CREDIT CARD ACCOUNT
No. 191-063789
- b. SCOTIA TELECHECK ACCOUNT
No. 058-600929218

15
MAR -5
12:40

shall be handled as follows:

- (1) All transactions to be deposited into these Bank Accounts as of 11:59 PM on March 8, 2015, shall belong to the partnership and shall be turned over to the Master and the Liquidating Partner to be deposited into the Claim Reserve Account.
- (2) All transactions occurring after 12:01 AM on March 9, 2015, shall belong to Hamed or his assignee, KAC357, Inc., and are thereafter declared to be trust accounts to hold in trust for Hamed or his assignee, KAC357, Inc.

6. Thereafter, no person or entity other than (i) Waleed ("Wally") Hamed; (ii) Waheed ("Willie") Hamed; (iii) Mufeed ("Mafi") Hamed; and/or (iv) Hisham ("Shawn")

Hamed, is or shall be permitted to withdraw any Plaza Extra West Funds from either or both of the Bank Accounts.

7. The parties shall cooperate with requests for execution and completion of all required forms, signature cards and other documentation necessary to effect the directives hereof concerning the Bank Accounts.

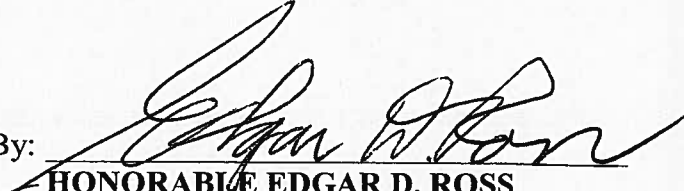
D. Business License and Permits

8. All governmental agencies, including but not limited to the Virgin Islands Department of Health, Fire Service, Bureau of Internal Revenue, Department of Labor and Department of Licensing and Consumer Affairs are requested to act with all deliberate speed in connection with any required inspection(s) or diligence necessary to approve and permit KAC357 to operate Plaza Extra West and shall, upon satisfaction of all such inspections and diligence, forthwith issue any and all permits, licenses or permissions necessary for KAC357 to operate and exercise full operational control of Plaza Extra West.

E. Further Information

9. Any and all persons having questions or concerns regarding this Order shall contact **Mark W. Eckard, Esquire, at 340.514.2690**, who shall, upon receipt of any questions or concerns regarding this Order, (i) forthwith inform the Master of all such questions or concerns and (ii) respond to all such questions or concerns as directed by the Master.

Dated: MARCH 5, 2015

By: 
HONORABLE EDGAR D. ROSS
Judicial Master

15
MAR -5
12:28

ORDERED that the Master's duties will commence forthwith with a review of such portions of the Court's file as are deemed necessary and helpful to provide background information relative to the Partnership, its businesses, assets and operations; and the scope and structure of the winding up process, which review shall include the previously filed submissions of the Parties presenting their respective plans for winding up the Partnership. It is further

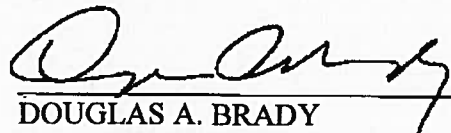
ORDERED that the Master will be compensated at the rate of \$400.00 per hour according to a monthly payment schedule and process to be agreed between the Master and the Liquidating Partner (to be named) (or, prior to the designation of the Liquidating Partner, between the Master and the Parties, through counsel). It is further

ORDERED that in conjunction with the Master's review, the Court will present to the Parties a proposed plan for the winding up of the Partnership in advance of the status conference scheduled by this Order, and will solicit comments, objections and recommendations. It is further

ORDERED that this matter will come on for telephonic status conference on **Tuesday, October 7, 2014 at 11:30 a.m.** with the Master in attendance. The parties are directed to attend the conference by calling (559) 546-1200 and entering access code 920025025. It is further

ORDERED that upon consideration of the Parties' presentations, the Court will adopt the final plan for winding up the Partnership to be overseen by the Master.

DATED: September 18, 2014


DOUGLAS A. BRADY
Judge of the Superior Court

ATTEST:

ESTRELLA GEORGE
Acting Clerk of the Court

By: 
Court Clerk Supervisor

CERTIFIED TO BE A TRUE COPY
This 18th day of Sept 2014

CLERK OF THE COURT
By: 
Court Clerk

**IN THE SUPERIOR COURT OF THE VIRGIN ISLANDS
DIVISION OF ST. CROIX**

15 MAR -6 P4:39

MOHAMMED HAMED, by his authorized agent))	
WALEED HAMED,))	Case No. SX-12-CV-370
)	
Plaintiff/Counterclaim Defendant,))	Action for Damages,
)	Injunctive Relief and
v.))	Declaratory Relief
)	
FATHI YUSUF and UNITED CORPORATION,))	
)	
Defendants/Counterclaimants,))	
)	
v.))	
)	
WALEED HAMED, WAHEED HAMED,))	
MUFEED HAMED, HISHAM HAMED, and))	
PLESSEN ENTERPRISES, INC.,))	
)	
Counterclaim Defendants.))	

**MASTER’S ORDER REGARDING TRANSFER OF OWNERSHIP OF
PLAZA EXTRA EAST**

WHEREAS, on September 18, 2014, the undersigned, Honorable Edgar D. Ross (the “Master”), was appointed by the Court to serve as Judicial Master in the above-captioned civil action to direct and oversee the winding up of the Hamed-Yusuf Partnership *also known as* the Plaza Extra Partnership (the “Appointment Order”), a copy of which is attached as Exhibit 1;

WHEREAS, on January 7, 2015, the Court issued its Order Adopting Final Wind Up Plan (“Wind Up Order”) providing for the transfer of the business known as Plaza Extra East:

Plaza Extra East

Yusuf will purchase from the Partnership the following elements of the existing business operation known as Plaza Extra East: inventory at one half of the landed cost and the equipment at its depreciated value, as mutually determined by the Partners. . . . **Upon payment for the inventory, and upon payment (or auction and distribution of the proceeds) for the equipment, Yusuf will assume full ownership and control and may continue to operate Plaza Extra East without any further involvement of Hamed, Hamed’s sons, and free and clear of any claims or interests of Hamed;**

WHEREAS, Yusuf has fully complied with and satisfied the foregoing directive of the Wind Up Order such that as of 12:01 AM on March 9, 2015, Yusuf will lawfully ¹⁵ ~~has sole right~~ title, interest, ownership and control of the business known as Plaza Extra East to the exclusion of all other persons and entities that may have previously been involved in the operation of Plaza Extra East;

WHEREAS, the parties have also stipulated that this business can operate using the trade name "Plaza Extra East";

WHEREAS, the Court and Master have been informed that Yusuf's rights, privileges and powers regarding Plaza Extra East will be exercised by United Corporation, a duly formed and existing Virgin Islands corporation, using the trade name "Plaza Extra East";

WHEREAS, Plaza Extra East is authorized by the United States Department of Agriculture ("USDA") to accept and transact payments through the USDA Supplemental Nutrition Assistance Program ("SNAP");

WHEREAS, Plaza Extra East is a SNAP superstore, does substantial SNAP transactions and is located in an area of high SNAP participant need;

WHEREAS, Plaza Extra East participates in the Virgin Islands Department of Health Special Supplemental Nutrition Program for Women, Infants, and Children ("WIC") and accepts WIC checks and WIC Cash Value Checks;

WHEREAS, Plaza Extra East is located in an impoverished rural area and significant hardship would ensue to the communities surrounding Plaza Extra East in the event that Plaza Extra East was unable to serve the public and/or accept and transact SNAP payments, WIC checks and WIC Cash Value Checks;

WHEREAS, Plaza Extra East employs a significant number of St. Croix residents who depend on their jobs at Plaza Extra East for their livelihoods and to support their families;

WHEREAS, it is essential that ownership, control and operation of Plaza Extra East be transferred in a smooth and efficient manner in order to prevent cessation of services to the communities surrounding Plaza Extra East and prevent employment interruption; and

WHEREAS, it is therefore necessary that all governmental agencies, persons and businesses doing business with Plaza Extra East act with all deliberate speed to recognize, document and act in accordance with the directives of the Wind Up Order and this Order.

NOW THEREFORE, THE MASTER HERBY DECLARES AS FOLLOWS:

Recognition of Fathi Yusuf's Full and Sole Ownership of Plaza Extra East

1. Yusuf has lawfully and rightfully assumed full and sole ownership and control and may continue to operate Plaza Extra East without any further involvement of any other person or entity, using the trade name "Plaza Extra East."

2. All persons, entities and governmental agencies are hereby directed to recognize Fathi Yusuf as the operator of Plaza East through United Corporation and to, assist in this transition to the fullest extent permitted by law and regulation with all matters related to preparation and issuance of documentation necessary to reflect United Corporation's operation of Plaza Extra East.

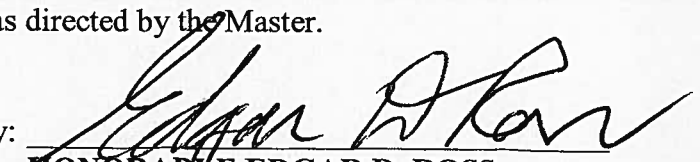
Further Information

3. Any and all persons having questions or concerns regarding this Order shall contact **Gregory Hodges, Esquire, at 340.774.4422**, who shall, upon receipt of any questions or concerns regarding this Order, (i) forthwith inform the Master of all such questions or concerns and (ii) respond to all such questions or concerns as directed by the Master.

Dated:

March 4, 2015
EDR

By:


HONORABLE EDGAR D. ROSS
Judicial Master

IN THE SUPERIOR COURT OF THE VIRGIN ISLANDS
DIVISION OF ST. CROIX

15 MAR -6 P4:39

MOHAMMED HAMED by his authorized agent)
WALEED HAMED,)
Plaintiff/Counterclaim Defendant,)
v.)
FATHI YUSUF and UNITED CORPORATON,)
Defendants/Counterclaimants)
v.)
WALEED HAMED, WAHEED HAMED,)
MUFEED HAMED, HISHAM HAMED, and)
PLESSEN ENTERPRISES, INC.)
Counterclaim Defendants.)

CIVIL NO. SX-12-CV-370
ACTION FOR DAMAGES, etc.

ORDER APPOINTING MASTER

THIS MATTER is before the Court on Plaintiff/Counterclaim Defendant and Defendant/Counterclaimants' Stipulation Regarding Appointment of Master ("Stipulation"), filed September 10, 2014 and the same Parties' Joint Notice re Suggested Compensation of Master ("Notice"), filed September 17, 2014.

By Order dated August 28, 2014, the Parties were ordered to confer and jointly select a Master acceptable to both. By the Stipulation and the Notice, the Parties have agreed to the appointment of the Honorable Edgar D. Ross to serve as Master, to be compensated for services at the rate of \$400.00 per hour, which is acceptable to the Master. In light of the foregoing, it is hereby

ORDERED that the Honorable Edgar D. Ross is appointed to serve as judicial Master in this action, to direct and oversee the winding up of the Hamed-Yusuf Partnership. It is further



15 MAR -6 P4:39

ORDERED that the Master's duties will commence forthwith with a review of such portions of the Court's file as are deemed necessary and helpful to provide background information relative to the Partnership, its businesses, assets and operations; and the scope and structure of the winding up process, which review shall include the previously filed submissions of the Parties presenting their respective plans for winding up the Partnership. It is further

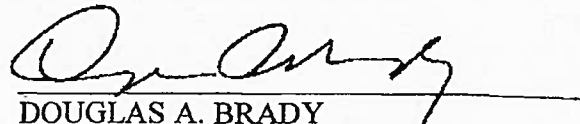
ORDERED that the Master will be compensated at the rate of \$400.00 per hour according to a monthly payment schedule and process to be agreed between the Master and the Liquidating Partner (to be named) (or, prior to the designation of the Liquidating Partner, between the Master and the Parties, through counsel). It is further

ORDERED that in conjunction with the Master's review, the Court will present to the Parties a proposed plan for the winding up of the Partnership in advance of the status conference scheduled by this Order, and will solicit comments, objections and recommendations. It is further

ORDERED that this matter will come on for telephonic status conference on **Tuesday, October 7, 2014 at 11:30 a.m.** with the Master in attendance. The parties are directed to attend the conference by calling (559) 546-1200 and entering access code 920025025. It is further

ORDERED that upon consideration of the Parties' presentations, the Court will adopt the final plan for winding up the Partnership to be overseen by the Master.

DATED: September 18, 2014


DOUGLAS A. BRADY
Judge of the Superior Court

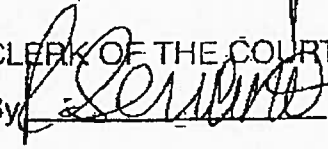
ATTEST:

ESTRELLA GEORGE
Acting Clerk of the Court

By: 
Court Clerk Supervisor

CERTIFIED TO BE A TRUE COPY
This 18th day of Sept 2014

CLERK OF THE COURT

By: 
Court Clerk
