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At IAS Part 12 of the Supreme Court
of the State of New York, County of
New York, at the County Courthouse,
80 Centre Steet, New York, on the
5th day of August, 2014

PRESENT:

HON. **BARBARA JAFFE**
J.S.C.

J.S.C.

-----X
KERISON & WILLOUGHBY CAPITAL, LTD.,

Index No. 155976/2013

PETITIONER/JUDGMENT CREDITOR,

-AGAINST-

ROYALE ETENIA, LLC, MORTIMER SINGER,
RACHEL ROY and DAMON DASH,

**ORDER TO SHOW
CAUSE**

RESPONDENTS/JUDGMENT DEBTORS.
-----X

UPON the annexed affirmation of Martin S. Rapaport, Esq.

affirmed on the 31st day of July, 2014 and upon the annexed Affidavit of

Michael J. Deutsch sworn to on the 28th day of July, 2014 and all exhibits thereto,
and upon the Order/Judgment granted by Hon. Barbara Jaffe of this Court on

August 15, 2013, and upon the Judgment in favor of Kerison & Willoughby Capital, Ltd. and against Damon Dash and Damon Dash Enterprises, LLC dated July 26, 2011 in this Court, and upon all pleadings and proceedings had heretofore herein,

LET, the Respondents and/ or counsel therefore, appear and show cause before this Court at IAS Part 12, Room 279, of this Court, to be held at the Courthouse, ~~80~~ Centre Street, New York, New York on the 3rd day of September 2012, at 9:30 in the fore noon, or as soon thereafter as counsel may be heard, why an Order should not be entered herein:

- a) Declaring that the restraining order provided in the Dash Settlement Agreement bars and prohibits Royal Etenia, Rachel Roy and Damon Dash from entering into or implementing any agreement with Tops And Downs Of California, Inc. or any affiliate or subsidiary thereof which undermines or reduces Kerison & Willoughby's ability to satisfy the Judgment by altering the manner or form in which Royale Etenia, LLC obtained or received earnings or distributions heretofore from Rachel Roy Intellectual Property Company LLC; and
- b) Extending the existing restraining order of this Court which now is directed at Royale Etenia LLC and upon the managing members of Respondent Royale Etenia LLC ("Royal Etenia") – Respondent Rachel Roy ("Roy) and Respondent Damon Dash ("Dash") – to Topson Downs and/or any entity conducting business between Topson Downs (or any affiliate thereof) in which Dash may have a direct or indirect interest, ownership or entitlement; and
- c) Granting leave to add Topson Downs Of California, Inc. as a party Respondent to this proceeding ("Topson Downs") and to add Topson

Downs to the caption of this proceeding; and

- d) Granting leave to conduct discovery of Respondent Roy, Royale Etenia and Topson Downs to determine the business relationship which Topson Downs and Rachel Roy (or anyone else) may have or are in the process of formulating with respect to the Rachel Roy business, brands and trademarks and the interest, ownership or entitlement which Dash may have either directly or indirectly in such business; and
- e) Declaring that the Dash Settlement Agreement has been breached by Royale Etenia and/or Dash and that the installment payment provisions and settlement amount provisions therein are of no further force and effect, and that the amount of the Judgment which Damon Dash is required to pay is \$406,370.00 less any amount actually already paid by Royale Etenia to Kerison & Willoughby and that the restraining order and denial of the Dash motion to vacate the Judgment contained in the Order/Judgment of Justice Barbara Jaffe survives the elimination of the said installment payment and settlement amount provisions.

Service of a copy of this Order, and of the papers upon which it is based, upon each of the Respondents and/or Judgment Debtors or to their respective attorneys by overnight mail delivery on or before August 7, 2014, shall be deemed sufficient.

Oral Argument Directed:


J.S.C.

ENTER:


J.S.C.

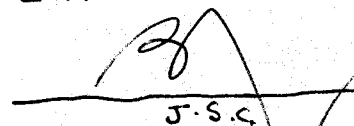
Opposition Papers, if any, shall be efiled with the Court by

August 29, 2014

Oral Argument
Directed:

JSC

ENTER:


J.S.C.

BARBARA JAFFE
J.S.C.