

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

YUSUF YUSUF, derivatively on behalf of
PLESSEN ENTERPRISES, INC.,

Plaintiff,

v.

WALEED HAMED, WAHEED HAMED,
MUFEED HAMED, HISHAM HAMED and
FIVE-H HOLDINGS, INC.,

Defendants,

and

PLESSEN ENTERPRISES, INC.,

Nominal Defendant.

Case No. SX-13-CV-120

CIVIL ACTION FOR DAMAGES
AND INJUNCTIVE RELIEF

JURY TRIAL DEMANDED

ANSWER TO VERIFIED SHAREHOLDER DERIVATIVE COMPLAINT

Waleed Hamed, by and through his undersigned counsel, files this Answer and, in response to the Verified Shareholder Derivative Complaint that commenced the above-captioned civil action, states as follows:

1. This allegation does not require a response as it is simply a description the plaintiff gives to this complaint and hence it is denied.
2. This allegation contains legal conclusions that do not call for a response, but to the extent it does aver anything of substance, it is denied.
3. This allegation contains legal conclusions that do not call for a response, but to the extent it does aver anything of substance, it is denied.
4. Admitted.
5. Admitted.

6. Admitted.
7. Admitted.
8. Admitted.
9. Admitted.
10. Admitted.
11. Admitted.
12. Admitted.
13. Admitted.
14. Denied.
15. Denied.
16. Admitted.
17. Admitted only that plaintiff Yusuf is a shareholder of Plessen; all other allegations set forth in Paragraph 17 of the complaint are denied.
18. Admitted, except as to plaintiff's necessarily remaining a shareholder, which is denied.
19. Denied.
20. Admitted.
21. Admitted.
22. Denied that Mufeed Hamed is a principle beneficial owner of FIVE-H, but admitted that he is an officer thereof.
23. Denied that Hisham Hamed is a principle beneficial owner of FIVE-H, but admitted that he is an officer thereof.

24. Admitted only that Five-H seeks to conduct business in the Virgin Islands, but otherwise denied as worded.

25. Denied for lack of knowledge.

26. Denied for lack of knowledge.

27. Denied for lack of knowledge.

28. Admitted the check was issued and cashed but otherwise denied.

29. Admitted the check was deposited but otherwise deny.

30. Denied.

31. Denied.

32. Denied.

33. Denied.

34. Denied.

35. Denied.

36. Denied.

37. All responses as alleged previously are incorporated herein by reference.

38. Denied.

39. Denied.

40. Denied.

41. Denied.

42. This allegation contains legal conclusions that do not call for a response, but to the extent it does aver anything of substance, it is denied.

43. All responses as alleged previously are incorporated herein by reference.

44. Denied.

45. Denied.

46. Denied.

47. All responses as alleged previously are incorporated herein by reference.

48. This allegation contains legal conclusions that do not call for a response, but to the extent it does aver anything of substance, it is denied.

49. This allegation contains legal conclusions that do not call for a response, but to the extent it does aver anything of substance, it is denied.

50. This allegation contains legal conclusions that do not call for a response, but to the extent it does aver anything of substance, it is denied.

51. Denied.

52. Denied.

53. Denied.

54. All responses as alleged previously are incorporated herein by reference.

55. Denied.

56. Denied.

57. All responses as alleged previously are incorporated herein by reference.

58. Denied.

59. Denied.

60. All responses as alleged previously are incorporated herein by reference.

61. Denied.

62. Denied.

63. Denied.
64. All responses as alleged previously are incorporated herein by reference.
65. Denied.
66. This allegation contains legal conclusions that do not call for a response, but to the extent it does aver anything of substance, it is denied.
67. Denied.
68. Denied.
69. Denied.
70. Denied.

AFFIRMATIVE DEFENSES

1. Plaintiff has failed to state a claim upon which relief can be granted in one or more of the counts asserted in the complaint.
2. The Plaintiff's claims are barred by the equitable doctrine of waiver.
3. The individual Plaintiff is not a real party in interest and does not have standing to assert the claims stated herein.
4. The corporate Plaintiff does not have standing to assert the claims stated herein.
5. Defendant asserts the affirmative defense of failure to mitigate damages.
6. The complaint is barred due to the failure to comply with Rule 23.1, as a demand by the plaintiff prior to filing this case would have mooted the issues now being raised.
7. The plaintiff and those he claims to represent have suffered no damages.
8. There has been accord and satisfaction.
9. The doctrine of estoppel bars this claim.

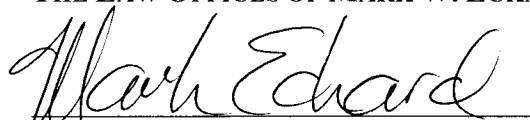
10. The Plaintiff comes to the Court with unclean hands, so that this claim is barred.
11. There exists a failure as to conditions precedent.
12. Plaintiff has failed to join an indispensable party.
13. No funds from Plessen Enterprises, Inc. were used by the defendants for the purchase of any property or assets by the defendants.

WHEREFORE, Waleed Hamed respectfully requests that the Court enter judgment (i) dismissing the complaint with prejudice; (ii) awarding to Waleed Hamed fees and costs to be paid by the plaintiff; and (iii) granting to Waleed Hamed such other and further relief as is just and proper.

THE LAW OFFICES OF MARK W. ECKARD, P.C.

Dated: May 6, 2013

By:



Mark W. Eckard, Esquire

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Counsel to Waleed Hamed

CERTIFICATE OF SERVICE

I hereby certify that on this 6th day of May, 2013, I served a copy of the foregoing answer by hand on:

Nizar A. DeWood
Counsel for Plaintiff
The DeWood Law Firm
2006 Eastern Suburb, Suite 101
Christiansted, VI 00820

And by mail on:

Joseph A. DiRuzzo, III
Co-counsel for Plaintiff
Fuerst Ittleman David & Joseph, PL
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Miami, FL 33131

and

Carl J. Hartmann III, Esq.
*Counsel for Defendants Waheed Hamed, Mufeed Hamed, Hisham Hamed
and Five-H, Inc.*
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Mark Edward