

WINOGRAD, SHINE & ZACKS, P.C.

ATTORNEYS AT LAW  
123 DYER STREET  
PROVIDENCE, RHODE ISLAND 02903-3980  
(401) 273-8300  
FAX: (401) 272-5728  
EMAIL: firm@wszlaw.com

June 25, 2008

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MAX WINOGRAD  
(1921-1970)  
ALLAN M. SHINE  
RICHARD W. ZACKS  
CARY J. COEN  
E. MARTIN STUTCHFIELD  
DIANE FINKLE  
MELISSA M. HORNE  
RICHARD J. LAND  
MACRINA G. HJERPE  
  
OF COUNSEL  
S. MICHAEL LEVIN  
BARBARA S. COHEN  
MICHAEL R. GOLDENBERG  
MELVIN L. ZURIER

**TO CREDITORS, EMPLOYEES, MEMBERS, PROGRAM PARTICIPANTS, CONTRIBUTORS,  
SCHOLARSHIP RECIPIENTS, AND ALL OTHER PARTIES IN INTEREST:**

Re: **THE EDUCATION PARTNERSHIP, INC.**  
345 South Main Street, Providence, Rhode Island

On June 18, 2008, the Rhode Island Superior Court entered an Order, a copy of which is enclosed, appointing the undersigned Receiver of the assets and business of The Education Partnership, Inc., which is headquartered in Providence, Rhode Island.

A Receivership is a State Court insolvency proceeding. The Receiver is an Officer of the Court, appointed for the purpose of representing the interests of all creditors and parties in interest.

In order that your interests be protected and that you make sure that you receive notice of all appropriate court filings in connection with this case, I am taking the liberty of enclosing a Proof of Claim form which I suggest you complete, execute before a Notary Public, and return to me at the earliest possible date.

We do not and have never represented Education Partnership, but have been appointed to serve as a neutral, impartial fiduciary to supervise and manage the assets through this Court proceeding. In view of these proceedings, creditors, including employees, members, program participants, scholarship recipients, contributors and all other parties who may be owed money by or have claims against The Education Partnership, have been enjoined and ordered by the Court to hold off on any further collection efforts and to protect their interests by filing a Proof of Claim with the Receiver, as indicated above.

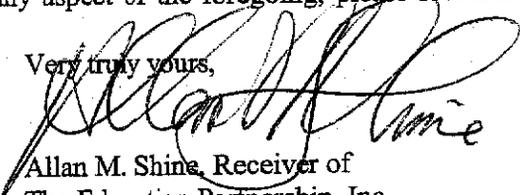
**Even if you have previously e-mailed information about your claim or faxed invoices to the Receiver, this is not sufficient to protect your interests and you must complete the enclosed Proof of Claim form, sign and notarize it and file it with the Receiver for your claim to be recognized by the Court.**

No approval of claims and no distribution to creditors will take place without notice to all creditors and other parties in interest who file a Proof of Claim with the Receiver, after a Hearing thereon before the Rhode Island Superior Court.

As indicated in the enclosed Order, the Rhode Island Superior Court has scheduled a Hearing on continuation of the undersigned as Permanent Receiver, for 9:30 a.m. on July 8, 2008. Creditors and other interested parties are welcome to attend, but are not required to do so.

If you have any questions regarding any aspect of the foregoing, please feel free to contact the undersigned Receiver.

Very truly yours,

  
Allan M. Shine, Receiver of  
The Education Partnership, Inc.

STATE OF RHODE ISLAND  
PROVIDENCE, SC.

SUPERIOR COURT

REBECCA E. BOOK, In Her Capacity As Chair Of  
Board Of Directors Of The Education Partnership, Inc.  
Plaintiff

VS:

THE EDUCATION PARTNERSHIP, INC.  
Defendant.

P.B.  
~~Case~~ No. 08- 4185

**ORDER APPOINTING TEMPORARY RECEIVER**

This cause came on to be heard upon the Plaintiff's Petition for Appointment of a Receiver and, upon consideration thereof, it is hereby

**ORDERED, ADJUDGED AND DECREED**

1. That Allan M. Shine Esq of Providence, Rhode Island be and hereby is appointed Temporary Receiver (the "Receiver") of the Defendant.

2. That said Receiver shall, no later than five (5) days from the date hereof, file a bond in the sum of \$ 100,000 with any surety company authorized to do business in the State of Rhode Island as surety thereon, conditioned that the Receiver will well and truly perform the duties of said office and duly account for all monies and property which may come into the Receiver's hands and abide by and perform all things which the Receiver will be directed to do by this Court.

3. That said Receiver is authorized to take possession and charge of the property and assets of the Defendants, to collect the debts and property belonging to it and to preserve the same until further Order of this Court.

4. That said Receiver is authorized, until further Order of this Court, in the Receiver's discretion and as said Receiver deems appropriate and advisable, to conduct the business of said Defendants, to borrow money from time to time, to purchase, for cash or upon credit, merchandise, materials and other property, to engage appraisers and/or employees and assistants, clerical or otherwise, and to pay all such individuals and entities in the usual course of business, and to do and perform or cause to be done and performed all other acts and things as are appropriate in the premises.

5. That, pursuant to and in compliance with Rhode Island Supreme Court Executive Order No. 95-01, this Court finds that the designation of the aforescribed person for appointment as Receiver herein is warranted and required because of the Receiver's specialized

SUPERIOR COURT  
FILED  
CHRY G. FINCH JR., CLERK

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expertise and experience in operating businesses in Receivership and in administering non-routine Receiverships which involve unusual or complex legal, financial, or business issues.

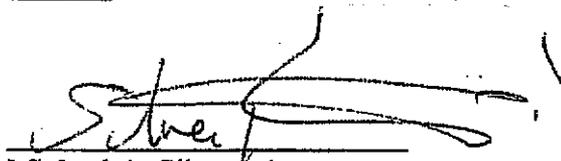
6. That the commencement, prosecution, or continuance of the prosecution, of any action, suit, arbitration proceeding, hearing, or any foreclosure, reclamation or repossession proceeding, both judicial and non-judicial, or any other proceeding, in law, or in equity or under any statute, or otherwise, against said Defendants or any of their property, in any Court, agency, tribunal, or elsewhere, or before any arbitrator, or otherwise by any creditor, stockholder, corporation, partnership or any other person, or the levy of any attachment, execution or other process upon or against any property of said Defendants, or the taking or attempting to take into possession any property in the possession of the Defendants or of which the Defendants have the right to possession, or the cancellation at any time during the Receivership proceeding herein of any insurance policy, lease or other contract with Defendants, by any of such parties as aforesaid, other than the Receiver designated as aforesaid, or the termination of telephone, electric, gas or other utility service to Defendants, by any public utility, without obtaining prior approval thereof from this Honorable Court, in which connection said Receiver shall be entitled to prior notice and an opportunity to be heard, are hereby restrained and enjoined until further Order of this Court.

7. That a Citation be issued to said Defendants, returnable to the Superior Court sitting at 250 Benefit Street, Providence, Rhode Island on July 8, 2008, at 9:30 a.m. at which time and place this cause is set down for Hearing on the prayer for the Appointment of a Permanent Receiver; that the Clerk of this Court shall give Notice of the pendency of the Petition herein by publishing this Order Appointing Temporary Receiver once in The Providence Journal on or before June 25, 2008, and the Receiver shall give further notice by mailing, on or before July 25, 2008, a copy of said Order Appointing Temporary Receiver to each of Defendants' creditors and stockholders whose address is known or may become known to the Receiver.

ENTERED as an Order of this Court this 8<sup>th</sup> day of June, 2008.

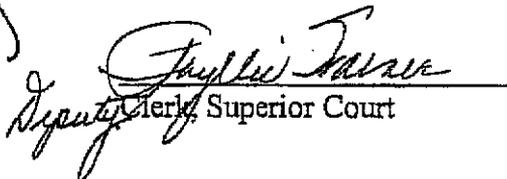
ENTER:

BY ORDER:

  
Michael A. Silverstein  
Associate Justice/Business Calendar

Dated:

6/18/08

  
Deputy Clerk, Superior Court