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STATE OF RHODE ISLAND

AND PROVIDENCE PLANTATIONS

121502

OMNIBUS CALENDAR ASSIGNMENT FORM
SUPERIOR COURT

<input type="checkbox"/> PROVIDENCE/BRISTOL COUNTY <input type="checkbox"/> KENT COUNTY <input checked="" type="checkbox"/> WASHINGTON COUNTY <input type="checkbox"/> NEWPORT COUNTY	
CHARLES S. KINNEY, CHIEF EXECUTIVE OFFICER AND TRUSTEE	CASE NO. 2011-0781
VS WESTERLY HOSPITAL HEALTHCARE, INC., THE WESTERLY HOSPITAL, ATLANTIC MEDICAL GROUP, INC., ET ALS	
REQUESTED CALENDAR ASSIGNMENT <input type="checkbox"/> J JURY TRIAL TRIAL CALENDAR <input type="checkbox"/> N NON-JURY TRIAL	
FORMAL SPECIAL CAUSE CALENDAR	
<input type="checkbox"/> AGA AGENCY APPEAL <input type="checkbox"/> AOD ASSESSMENT OF DAMAGES <input type="checkbox"/> CNA CONFIRM ARBITRATION <input type="checkbox"/> DEJ DECLARATORY JUDGMENT <input type="checkbox"/> EOJ ENTRY of JUDGMENT <input type="checkbox"/> FFR FIRST & FINAL REPORT <input type="checkbox"/> FRR FORCLOSURE of RIGHT of REDEMPTION <input type="checkbox"/> FRS FRIENDLY SUIT <input type="checkbox"/> OPC ORAL PROOF OF CLAIM <input type="checkbox"/> MMN MANDATORY INJUNCTION <input type="checkbox"/> MEL MECHANIC'S LIEN <input type="checkbox"/> MAT MOTION TO ATTACH <input type="checkbox"/> PRT PARTITION PROCEEDINGS <input type="checkbox"/> PAT PETITION TO APPOINT TEMPORARY RECIEVER	<input type="checkbox"/> PEN PETITION TO ENFORCE <input type="checkbox"/> PIN PETITION FOR INSTRUCTIONS <input type="checkbox"/> PRC PETITION TO RECLAIM <input type="checkbox"/> PES PETITION TO SELL <input type="checkbox"/> PPI PRELIMINARY INJUCTION <input type="checkbox"/> PCL PROOF OF CLAIM <input type="checkbox"/> RCP RECEIVERSHIP PROCEEDINGS <input type="checkbox"/> SPP SUPPLEMENTARY PROCEEDINGS <input type="checkbox"/> TPR TEMPORARY RESTRAINING ORDER <input type="checkbox"/> TIP TITLE PROCEEDINGS <input type="checkbox"/> TSP TRUSTEE PROCEEDINGS <input type="checkbox"/> VAR VACATE ARBITRATION <input type="checkbox"/> WOM WRIT OF MANDAMUS <input type="checkbox"/> WOR WRIT OF REPLEVIN
<input checked="" type="checkbox"/> OTH OTHER FSC MATTER: Special Master's First Interim Report	
DISPOSITIVE MOTION CALENDAR	
<input type="checkbox"/> MTD MOTION TO DISMISS UNDER RULE 12 <input type="checkbox"/> MJP MOTION FOR ENTRY OF JUDGMENT ON PLEADINGS <input type="checkbox"/> MPS MOTION FOR PARTIAL SUMMARY JUDGMENT <input type="checkbox"/> MSG MOTION FOR SUMMARY JUDGMENT <input type="checkbox"/> MOT OTHER DISPOSITIVE MOTION :	
HEARING DATE: 1-30-12 FSC/MOTION CLERK: [Signature] DATE: 1-17-12	
SPECIAL MASTER-CALENDAR	
<input type="checkbox"/> OTH OTHER MATTER:	
HEARING DATE: CLERK:	
METHOD OF ASSIGNMENT	
<input type="checkbox"/> MOTION TO ASSIGN <input type="checkbox"/> STIPULATION TO ASSIGN <input type="checkbox"/> COURT ORDER PURSUANT TO TEMPORARY EX PARTE ORDER BASED ON METHQD OF ASSIGNMENT STATE ANY RELEVANT INFORMATION BELOW	
ATTORNEYS DATE DATE/TIME STAMP	
SIGNATURES [Signature] [Signature]	
PRINT NAME 55 Pine St., Providence, RI 02908	

SR-11 Attorney for Special Master for Westerly Hospital, et als
SUPERIOR-4 (revised August 2010) DISTRIBUTION

WHITE - COURT YELLOW - PLAINTIFF'S ATTORNEY PINK - DEFENDANT'S ATTORNEY GOLD - CALENDAR CLERK

SUPERIOR COURT

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C.A. No. 2011-0781

SUPERIOR COURT
FILED
EDWARD P. MORRONE, CLERK
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This cause came to be heard on the Petition for Appointment of Permanent Special Master for Westerly Hospital Healthcare, Inc., Westerly Hospital, Atlantic Medical Group, Inc., Ocean Myst, MSO LLC, Women's Health of Westerly LLC and North Stonington Health Center, Inc., (hereinafter collectively referenced as the "Westerly Hospital and Related Entities") and it appearing that the notice provided by the Order of this Court previously entered herein has been given, and upon consideration thereof, it is hereby

1. That W. Mark Russo, Esq., of 55 Pine Street, Suite Four, Providence, Rhode Island, be and hereby is appointed Permanent Special Master (the "Special Master") of the Westerly Hospital and Related Entities, and of all the estate, assets, effects, property and business of the Westerly Hospital and Related Entities of every name, kind, nature and description, with all the powers conferred upon the Special Master by the Rhode Island General Laws, by this order, or otherwise, and with all powers incidental to the Master's said Office.

TRUE COPY ATTEST

Edward J. Rine

EDWARD MORRONE, CLERK
WASHINGTON COUNTY SUPERIOR COURT

2. That said Special Master, as previously ordered by this Court shall continue the Special Master's bond in the amount of \$500,000 with a corporate surety thereon authorized to do business in the State of Rhode Island conditioned that the Special Master will well and truly perform the duties of said office.

3. That said Special Master be and hereby is authorized, empowered and directed to take possession and charge of said estate, assets, effects, property and business of the Westerly Hospital and Related Entities, including cash surrender value of any insurance owned by The Westerly Hospital and Related Entities, and to preserve the same, and is hereby vested with title to the same; to collect and receive the debts, property and other assets and effects of the Westerly Hospital and Related Entities, including such cash surrender value, with full power to prosecute, defend, adjust and compromise all claims and suits of, by or against said Westerly Hospital and Related Entities and to appear, intervene or become a party in all suits, actions or proceedings relating to said estate, assets, effects and property as may in the judgment of the Special Master be necessary or desirable for the protection, maintenance and preservation of the property and assets of the Westerly Hospital and Related Entities.

4. That this appointment is made in succession to the appointment of Temporary Special Master heretofore made by order of this Court, and the Special Master shall take and be vested with the title to all assets, property and choses-in-action which have heretofore accrued to the Temporary Special Master with power to confirm and ratify in writing such agreements as are entered into by such Temporary Special Master and to carry out and perform the same.

5. That the Special Master is authorized, in the Master's discretion, to continue the business of the Westerly Hospital and Related Entities until further order of this Court, and to employ such persons as may be desirable for the foregoing purposes and, in connection

therewith, to use such moneys as shall come into the Master's hands and possession, as far as the same shall be necessary, for the above purposes and for continuing the business of said Westerly Hospital and Related Entities until further Order of this Court.

6. That the Special Master is authorized to incur expenses for goods and services and to purchase for cash such merchandise, supplies and materials as in the Master's discretion may be desirable or necessary for continuance of the business of the Westerly Hospital and Related Entities.

7. That said Special Master be and hereby is authorized and empowered to market, advertise, sell, transfer and convey said Special Master's right, title and interest and the right, title and interest of said Westerly Hospital and Related Entities in and to any real property or personal property, tangible or intangible, subject to prior notice and Court approval after a hearing thereon. The Special Master shall have the powers and authority of a Receiver pursuant to Rhode Island law.

8. That said Special Master be, and hereby is, authorized and empowered, as soon as there are sufficient funds available, to pay all City, State and United States taxes of any kind, nature and description, including withholding taxes, as well as wages due employees, with such employees being relieved of the necessity of filing claims with the Special Master unless the amount paid or shown on the books of the Westerly Hospital and Related Entities is not acceptable to any employee, in which case said employee may file his/her claim in the same manner as other creditors.

9. In fulfillment of the reporting requirements set forth in Rule 53 (e) as well as Rule 66 (e) of the Superior Court Rules of Civil Procedure, the Special Master shall file with the Court the reports referred to in said rule, as and when the Special Master deems necessary or advisable

under the circumstances, or, in any event, as and when required by Order of this Court. In addition, the Special Master shall file with the Court, on or before May 1 and October 1 of each year, a Mastership Control Calendar Report in accordance with Rhode Island Superior Court Administrative Order No. 98-7. Notwithstanding, the Special Master shall submit interim reports on thirty (30) day intervals beginning on January 9, 2012, with said interim reports being set down for hearing in coordination with the Court's calendar. In addition, the Special Master shall circulate to interested parties cash reports on Westerly Hospital on seven (7) day intervals and on a thirty (30) day interval for the Related Entities.

10. That the Special Master shall continue to discharge said Master's duties and trusts hereunder until further order of this Court; that the right is reserved to the Special Master and to the parties hereto to apply to this Court for any other or further instructions to said Special Master and that this Court reserves the right, upon such Notice, if any, as it shall deem proper, to make such further orders herein as may be proper, and to modify this Order from time to time.

11. All creditors or other claimants hereby are ordered to file under oath with the Special Master at 55 Pine Street, Providence, Rhode Island 02903 on or before MAY 18th, 2012, a statement setting forth their claims, including, but without limiting the generality of the foregoing, the name and address of the claimant, the nature and amount of such claim, a statement of any security or lien held by the claimant to which such claimant is or claims to be entitled, and also a statement as to any preference or priority which the claimant claims to be entitled to over the claims of any other or all other claimants or creditors.

12. 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 Westerly Hospital and Related Entities or any of its 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 the Westerly Hospital and Related Entities, or the taking or attempting to take into possession any property in the possession of the Westerly Hospital and Related Entities or of which the Westerly Hospital and Related Entities has the right to possession, or the cancellation at any time during the Mastership proceeding herein of any insurance policy, lease or other contract with the Westerly Hospital and Related Entities, by any of such parties as aforesaid, other than the Special Master designated as aforesaid, or the termination of telephone, electric, gas or other utility service to the Westerly Hospital and Related Entities, by any public utility, without obtaining prior approval thereof from this Honorable Court, in which connection said Special Master shall be entitled to prior notice and an opportunity to be heard, are hereby restrained and enjoined until further Order of this Court.

13. That for cause to be determined by this Court, the deadline for Payor reimbursement of the Westerly Hospital and/or Related Entities be tolled and/or extended as required for timely reimbursement of services provided. That licensure of the Westerly Hospital and/or Related Entities be kept in force and effect to allow for the Mastership Estate to provide acute hospital health care for the community. That the charitable mission of the Westerly Hospital is to provide acute hospital care to the community, including to those in need thereof, and unable, in whole or in part, to pay for such service.

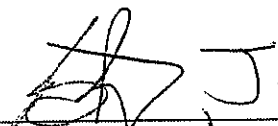
14. That Notice be given of the entry of this order by the Clerk of this Court by publication of a copy of the annexed Mastership Notice once in The Providence Journal and once

in the Westerly Sun on or before the day of January 31, 2012, and by the Special Master mailing on or before the day of January 31, 2012, a copy of said Mastership Notice to each creditor and stockholder of said Westerly Hospital and Related Entities known as such to the Special Master, or appearing as such on the books of the Westerly Hospital and Related Entities, addressed to each such stockholder or creditor at his last known address.

15. This Order is entered by virtue of and pursuant to this Court's equity powers and pursuant to its powers as authorized by the laws and statutes of the State of Rhode Island.

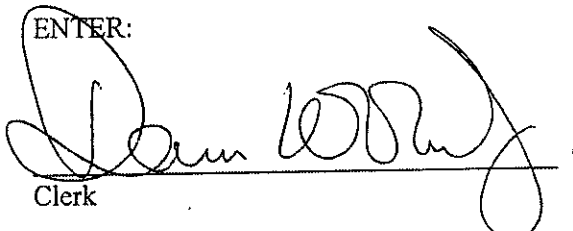
ENTERED, as an Order of this Court this 17th day of January, 2012.

BY ORDER:



Associate Justice

ENTER:



Clerk

MASTERSHIP PROOF OF CLAIM FORM

I, _____, being duly sworn, depose and say:

_____ (INDIVIDUAL) I am the claimant herein.

_____ (PARTNERSHIP) I am a partner of _____ which is the claimant herein.

_____ (CORPORATION) I am an officer, to wit, _____,
of _____ which is the claimant herein.

The full address of the claimant is _____
(complete address, including zip code) _____.

That on the _____ day of _____, _____, **Westerly Hospital Healthcare, Inc.**, (*or it's related entities being the Westerly Hospital; Atlantic Medical Group, Inc.; Ocean Myst, MSO; Women's Health of Westerly, LLC; and North Stonington Health Center, Inc.*) did owe and still does owe the claimant a balance of \$ _____ dollars, a statement of which account is attached hereto.

That such account is just, true and correct, and said balance is now due claimant from debtor.

That no part thereof has been paid or satisfied, and that there are no set-offs, or counterclaims thereto, to the knowledge or belief of deponent and that no security exists for said debt.

That the attorneys named on this Proof of Claim are hereby made and constituted attorneys for all purposes whatsoever in connection with this claim with full power of substitution (if an attorney is filing for you).

(Signature of Claimant)

STATE OF _____

COUNTY OF _____

Subscribed and sworn to before me on this _____ day of _____, _____.

Notary Public

My Commission Expires: _____

STATE OF RHODE ISLAND
WASHINGTON, SC.

SUPERIOR COURT

CHARLES S. KINNEY, CHIEF
EXECUTIVE OFFICER AND TRUSTEE
Plaintiff,

v.

WESTERLY HOSPITAL HEALTHCARE, INC.,
THE WESTERLY HOSPITAL, ATLANTIC
MEDICAL GROUP, INC., OCEAN MYST, MSO
LLC, WOMEN'S HEALTH OF WESTERLY,
LLC, AND NORTH STONINGTON HEALTH
CENTER, INC.
Defendants.

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C.A. No. 2011-0781

ELECTION OF ELECTRONIC NOTIFICATION

1. For all creditors and/or other interested parties wishing to receive future notifications of all pleadings, filings and hearing dates in the above captioned matter, please send your e-mail contact information to the Special Master's office via e-mail to: receiver@firlawri.com.
2. By requesting e-mail notifications, please be advised that you will receive **only** electronic notification of all filings, pleadings, and hearing dates going forward.
3. For further information, please contact the Special Master at (401) 455.1000.

January 18, 2012