



ORSON AND BRUSINI LTD

CONSULTORS AT LAW

54706

February 20, 2019

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CORPORATIONS DIV
2019 FEB 21 AM 8:42

(Sent by USPS Priority Mail Express or by Messenger)

TO CREDITORS AND OTHER PARTIES IN INTEREST:

Re: **SPECIALTY PRODUCE CORPORATION d/b/a A.T. SIRAVO & CO.,**
C.A. No.: PC 2019-1239

On February 15, 2019, the Rhode Island Superior Court sitting in Providence County entered an Order appointing the undersigned Temporary Receiver ("Receiver") of the assets of Specialty Produce Corporation d/b/a A.T. Siravo & Co. ("Siravo"). Siravo operates a produce business located at 481 Dyer Avenue, Cranston, Rhode Island.

The Receiver is an Officer of the Court, appointed to represent the interests of all creditors and parties in interest. Our office does not and has not represented Siravo or its equity holders. The Receiver has been appointed as a neutral, impartial Receiver, for the purpose of stabilizing the financial affairs of Siravo, continuing its business operations, and, subject to Court approval, after notice to all creditors, marketing and selling the business and assets for the highest value, in order to maximize recovery for creditors.

Preliminarily, it appears that Siravo has total debt of \$592,000 divided between secured debt, unsecured debt and debt which may have a legal priority under the Perishables Agricultural Commodities Act.

In connection with the Receivership, as set forth in Paragraph 6 of the enclosed Amended Order Appointing Temporary Receiver, all creditors are enjoined and stayed from taking any action to enforce their claims against Siravo and/or its assets.

No claims will be approved 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.

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 that you complete, execute before a Notary Public, and return to me at the earliest possible date.

INTERESTED PARTIES
February 20, 2019
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As indicated in the enclosed Amended Order Appointing Temporary Receiver, the Rhode Island Superior Court has scheduled a Hearing on continuation of the undersigned as Permanent Receiver, for 9:30 a.m. on March 19, 2019. Creditors and other interested parties are welcome to attend, but are not required to do so.

Additionally, on February 15, 2019, the Receiver filed an Emergency Motion to Approve Management Agreement to have Eastland Food Products Inc. ("Eastland") act as Manager of the business for the Receiver. That motion was granted and an Order Approving Emergency Motion to Approve Management Agreement was entered on that day. Copies of both are enclosed herewith.

Finally, on February 19, 2019, the Receiver filed a Petition to Sell Assets Free and Clear of Liens and Encumbrances ("Petition to Sell"). The Petition to Sell seeks approval of a sale of certain assets to Eastland. The Eastland offer is subject to higher and better offers. The Petition to Sell was advertised in the Providence Journal on Sunday, February 17, 2019. The hearing on the Petition to Sell will be held before the Business Calendar in Providence County Superior Court on Monday, February 25, 2019. You 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.

Very truly yours,



Theodore Orson, Receiver of
SPECIALTY PRODUCE CORPORATION
d/b/a A.T. SIRAVO & CO.

Enclosures

STATE OF RHODE ISLAND
PROVIDENCE, SC.

SUPERIOR COURT

EDWARD ANDREWS
STEVEN OLSEN
Petitioners,

v.

SPECIALTY PRODUCE CORPORATION,
D/B/A A.T. SIRAVO & CO.
Respondent.

C.A. No.: PC-2019-1239

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STATE
SECRETARY OF STATE
CORPORATIONS DIV.
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RECEIVERSHIP PROOF OF CLAIM FORM

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

(Check a, b or c)

a. _____ (INDIVIDUAL) I am the claimant herein.

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

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

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

That on February 15, 2019, Specialty Produce Corporation, d/b/a A.T. Siravo & Co., lately doing business at 481 Dyer Avenue, Cranston, RI 02920, did owe and still does owe the claimant a balance of \$ _____, a statement of which account is attached hereto.

(Please attach all invoices, contracts and other documents in support of your claim.)

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 _____, 2019.

Notary Public

My Commission Expires: _____

Please send this Proof of Claim, and any documentation supporting your claim, to: Theodore Orson, Receiver, Orson and Brusini Ltd., 144 Wayland Avenue, Providence, RI 02906.

STATE OF RHODE ISLAND
PROVIDENCE, SC.

SUPERIOR COURT

EDWARD ANDREWS
STEVEN OLSEN

Petitioners,

v.

SPECIALTY PRODUCE CORPORATION,
D/B/A A.T. SIRAVO & CO.

Respondent.

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C.A. No.: PC-2019- 1239

AMENDED 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 Theodore Orson of the law firm Orson and Brusini Ltd. in Providence, Rhode Island be and hereby is appointed Temporary Receiver (the "Receiver") of the Respondent.

2. That said Receiver shall, no later than five (5) days from the date hereof, file a bond in the sum of \$10,000.00 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 effective February 20, 2019 said Receiver is authorized to take possession and charge of the property and assets of the Respondent, to collect the debts and property belonging to it and to preserve the same until further order of this Court.

4. That effective February 20, 2019 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 Respondent, 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 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 expertise and experience in operating businesses in Receivership and in administering non-routine Receiverships which involve unusual or complex legal, financial, or business issues.

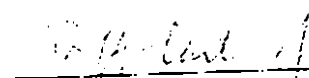
6. That effective February 20, 2019, the commencement, prosecution, or continuance of the prosecution, of any action, suit, arbitration proceeding, hearing, or any foreclosure, reclamation or repossession proceeding, both judicial and non-judicial, or any other proceeding, in law, or in equity or under any statute, or otherwise, against said Respondent 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 said Respondent, or the taking or attempting to take into possession any property in the possession of the Respondent or of which the Respondent has the right to possession, or the cancellation at any time during the Receivership proceeding herein of any insurance policy, lease or other contract with Respondent, 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 Respondent, by any public utility, without 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 Respondent, returnable to the Superior Court sitting at Providence, Rhode Island on **March 19, 2019** 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 **March 5, 2019**, so long as the Receiver's Bond has been filed, and the Receiver shall give further notice by mailing, on or before **March 12, 2019**, a copy of said Order Appointing Temporary Receiver to each of Respondent's creditors and stockholders whose address is known or may become known to the Receiver.

8. 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 19th day of February, 2019.

BY ORDER:



Associate Justice

ENTER: /s/ **Carin Miley**
Deputy Clerk I
February 19, 2019

Clerk, Superior Court