



*A Limited Liability Partnership*

88238

March 29, 2019

**NOTICE TO ALL CREDITORS AND PARTIES IN INTEREST**

**RE: Virgin Foodie, Inc. ("Virgin Foodie")**

On March 29, 2019, the Rhode Island Superior Court serving Providence County entered an Order, a copy of which is enclosed, appointing the undersigned as Permanent Receiver of the assets and business of Virgin Foodie (hereafter the Order Appointing Permanent Receiver shall be referred to as the "Order"). You may have received notice of these proceedings previously when I was appointed Temporary Receiver on February 27, 2019.

A Receivership is a state court proceeding. The Receiver is an officer of the Court, appointed for the purpose of representing the interests of all creditors. Our office does not and has not represented Virgin Foodie or its principals, and has been appointed as a neutral, impartial Receiver for the immediate purpose of stabilizing Virgin Foodie's financial affairs. Ultimately, it is my intention to market and sell Virgin Foodie's assets for the highest value, subject to Court approval and after notice to all creditors and parties in interest, with the purpose of maximizing recovery for creditors. To the extent that funds will be available to pay creditors with pre-petition claims, said claims will be paid in the order to which they are entitled in accordance with their respective rights.

In order that your interests be protected and to ensure that you receive notice of all pleadings in connection with this Receivership, I have enclosed a Proof of Claim form which I suggest you complete, under oath and execute before a Notary Public, and return to me at the earliest possible date, but in no event later than July 20, 2019. Please be sure to include any and all documentation in support of your claim.

All Proofs of Claim should be sent to:

**Christopher J. Fragomeni, Esq.**  
**Receiver of Virgin Foodie, Inc.**  
**c/o Shechtman Halperin Savage, LLP**  
**1080 Main Street**  
**Pawtucket, RI 02860**

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV  
2019 APR - 1 PM 3:21

1080 Main Street  
Pawtucket, Rhode Island 02860  
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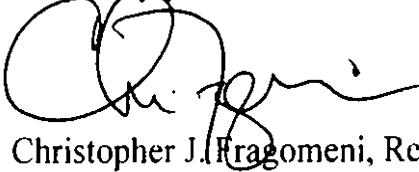
www.shechtmanhalperinsavage.com

*Creditors and Parties in Interest*  
*March 29, 2019*  
*Page Two*

Please be advised that no private sale of assets, no approval of secured or any other 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, which notice will include the date and time at which an interested party may be heard thereon before the Rhode Island Superior Court.

If you have any questions regarding any aspect of the foregoing, please feel free to contact Christopher Fragomeni, Esq. at (401) 272-1400 or [cfragomeni@shslawfirm.com](mailto:cfragomeni@shslawfirm.com).

Very truly yours,

A handwritten signature in black ink, appearing to read 'Chris Fragomeni', written over a horizontal line.

Christopher J. Fragomeni, Receiver  
of Virgin Foodie, Inc.  
and not individually

Enclosures

STATE OF RHODE ISLAND  
PROVIDENCE, SC

SUPERIOR COURT

WEBSTER BANK, N.A.,

v.

VIRGIN FOODIE, INC.,

C.A. No. PC-2019-1904

**ORDER APPOINTING PERMANENT RECEIVER**

This cause came to be heard on the Petition for Appointment of Receiver for the above-captioned defendant, 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

**ORDERED, ADJUDGED AND DECREED:**

1. That Christopher F. Fragomeni, Esq., 1080 Main Street, Pawtucket, Rhode Island, be and hereby is appointed Permanent Receiver (the "Receiver") of the Defendant, Virgin Foodie, Inc. ("Virgin Foodie"), with all the powers conferred upon the Receiver by the Rhode Island General Laws, by this order, or otherwise, and with all powers incidental to the Receiver's said Office.

2. That said Receiver has filed herein a bond in the amount of \$10,000.00 with corporate surety thereon authorized to do business in the State of Rhode Island conditioned that the Receiver will well and truly perform the duties of said office.

3. That said Receiver be and hereby is authorized, empowered and directed to take possession and charge of the assets of Virgin Foodie, including cash surrender value of any insurance related to Virgin Foodie, and to preserve the same, and is hereby vested with title to the same; to collect and receive the debts of Virgin Foodie, including such cash surrender value, with full power to prosecute, defend, adjust and compromise all claims and suits of, by or against Virgin Foodie and to appear, intervene or become a party in all suits, actions or proceedings relating to

Virgin Foodie as may in the judgment of the Receiver be necessary or desirable for the protection, maintenance and preservation of Virgin Foodie's assets.

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

5. That the Receiver is authorized, in the Receiver's discretion, to manage and secure the assets of Virgin Foodie until further order of this Court, and to employ such persons as may be desirable for the foregoing purposes (except that the Receiver shall first obtain *ex parte* approval to hire attorneys, accountants and turn around professionals with advance notice to Webster Bank, N.A.) and, in connection therewith, to use such moneys as shall come into the Receiver's hands and possession, as far as the same shall be necessary, for the above purposes until further Order of this Court.

6. That the Receiver is authorized to incur expenses for goods and services and to purchase for cash such merchandise, supplies and materials as in the Receiver's discretion may be desirable or necessary for the management and security of Virgin Foodie.

7. That said Receiver be and hereby is authorized and empowered to sell, transfer and convey said Receiver's right, title and interest and the right, title and interest of Virgin Foodie's assets, including real estate, for such sum or sums of money as to said Receiver appears reasonable and proper, at private sale or sales, provided, however, that approval is first given for such sale or sales by this Court on *ex parte* application by the Receiver, or after such notice as the Court may require.

8. That the Receiver is hereby authorized and empowered to sell at public auction any or all assets of Virgin Foodie. The Receiver is also authorized to engage an auctioneer and to insert such display ads within or without the State of Rhode Island as the Receiver deems proper advertising for such sale. Such a public auction sale conducted by said Receiver in accordance with the provisions of this paragraph shall be considered and is hereby declared to be a

commercially reasonable sale, and such sale shall constitute compliance with the requirements of a commercially reasonable sale as set forth in Article 9 of the Uniform Commercial Code as enacted in Rhode Island.

9. That said Receiver 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.

10. In fulfillment of the reporting requirements set forth in Rule 66 (c) of the Superior Court Rules of Civil Procedure, the Receiver shall file with the Court the Reports referred to in said Rule, as and when the Receiver deems necessary or advisable under the circumstances, or, in any event, as and when required by Order of this Court. In addition, the Receiver shall file with the Court, on or before May 1<sup>st</sup> and October 1<sup>st</sup> of each year, a Receivership Control Calendar Report in accordance with Rhode Island Superior Court Administrative Order No. 98-7.

11. That the Receiver shall continue to discharge said Receiver's duties and trusts hereunder until further order of this Court; that the right is reserved to the Receiver and to the parties hereto to apply to this Court for any other or further instructions to said Receiver 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.

12. 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 is warranted and required because of said Receiver's specialized expertise and experience.

13. All creditors or other claimants hereby are ordered to file under oath with the Receiver at 1080 Main Street, Pawtucket, Rhode Island 02860 on or before the 20<sup>th</sup> day of July, 2019, 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.

14. 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 Virgin Foodie, 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 Virgin Foodie, or the taking or attempting to take into possession any assets of Virgin Foodie, or the cancellation at any time during the Receivership proceeding herein of any insurance policy, lease or other contract regarding Virgin Foodie, 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 Virgin Foodie, 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.

15. If necessary, the Receiver is hereby authorized to conduct tests, remove and/or dispose of any hazardous substance, (collectively, the "Hazardous Substances") located on the Virgin Foodie's property.

16. That the provisions of 42 U.S.C. §9601(20)(A) and (20)(D), §9607 (d)(2) and §9601(35)(A) in tandem with §9607(b)(3) of the Comprehensive Environmental Responsive Compensation and Liability Act ("CERCLA") are applicable to the within Receivership proceeding, and the Receiver is not an "owner" or "operator" as defined under said statutory provisions and falls within the scope of §9601(35)(A) in tandem with §9607(b)(3), and the Receiver, in removing and disposing of the Hazardous Substances, would be acting as one "rendering care or advice" as provided in 42 U.S.C. §9607(d)(1) and (d)(2) and the applicable federal regulations pertaining to the aforesaid statutory provisions set forth in 57 Fed. Reg. 18385, codified at 40 C.F.R. §300.1105(a), as supplemented by the official comments thereto in 57 Fed. Reg. 18344, 19380-18382.

17. That the Receiver is hereby afforded the immunity provided by the aforesaid statutory provisions and regulations, and shall have no personal liability resulting from the removal

and/or disposal of the Hazardous Substance and no liability under CERCLA and/or Resource Conservation and Recovery Act ("RCRA").

18. That the Receiver is hereby authorized to execute, solely in his fiduciary capacity as Receiver of Virgin Foodie, any and all documents necessary to effectuate the removal and disposal of said Hazardous Substances, including but not limited to, Uniform Hazardous Waste Manifests and all documents needed to obtain an Emergency Waste Generator's Certificate and Number, and the execution of any such documents by the Receiver is hereby deemed to be executed by him as an officer of this Court and not as a generator of the Hazardous Substances nor as an "owner" and/or "operator", as those terms are defined in 42 U.S.C. §9601(20)(A) and (20)(D) and applicable federal regulations.

19. That in addition to the foregoing statutory provisions, the Receiver is hereby declared to be acting pursuant to 42 U.S.C. §9607(d)(1) and (d)(2) and all applicable federal regulations as "rendering care and advice" in removing and disposing of the Hazardous Substances, and is entitled to the protections from liability afforded by said statutory provisions and applicable federal regulations in addition to any other defenses and protections that may be available to the Receiver, and falls within the scope of 42 U.S.C. §9601(35)(A) in tandem with §9607(b)(3) and all applicable federal regulations.

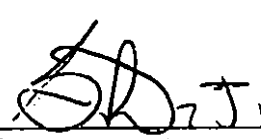
20. Notice will be given of the entry of the Order Appointing Permanent Receiver by the Clerk of this Court by publication in The Providence Journal on 8<sup>TH</sup> day of APRIL 2019, and by the Receiver mailing on the 15<sup>TH</sup> day of APRIL 2019, a copy of said Receivership Notice to each creditor of said Real Estate known as such to the Receiver, or appearing as such on the books related to said Real Estate, addressed to each such creditor at last known address.

21. 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 29<sup>TH</sup> day of March, 2019.

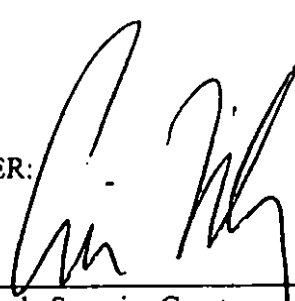
Case Number: PC-2019-1904  
Filed In: Providence/Bristol County Superior Court  
Submitted: 3/25/2019 4:52 PM  
Envelope: 1987235  
Reviewer: Carol M.

ENTERED:

  
Associate Justice

3/29/19

BY ORDER:

  
Deputy Clerk, Superior Court

3/29/19

Presented by:

/s/ Christopher J. Fragomeni  
Christopher J. Fragomeni, Esq. (#9476)  
Shechtman Halperin Savage, LLP  
1080 Main Street  
Pawtucket, Rhode Island 02860  
(401) 272-1400 (telephone)  
cfragomeni@shslawfirm.com



STATE OF RHODE ISLAND  
PROVIDENCE, SC

SUPERIOR COURT

WEBSTER BANK, N.A.,

v.

VIRGIN FOODIE, INC.,

C.A. No. PC-2019-1904

**RECEIVERSHIP NOTICE**

Please take Notice that on March 29, 2019, an Order appointing Permanent Receiver was entered by the Providence County Superior Court in the above-captioned matter. Said Order appointed Christopher J. Fragomeni, Esq., as Permanent Receiver (the "Receiver") of the Respondent, Virgin Foodie, Inc. ("Respondent"), and specified that said Receiver was to give a Surety Bond in the amount of \$10,000.00, with respect to the faithful performance of the duties conferred upon said Receiver by said Order.

Said Order, the original of which is on file in the Office of the Clerk of the Providence County Superior Court, and which Order is incorporated herein by reference as if it were set forth in full in this Receivership Notice, contains, *inter alia* the following provisions:

"13. All creditors or other claimants hereby are ordered to file under oath with the Receiver at 1080 Main Street, Pawtucket, Rhode Island 02860 on or before the 20<sup>th</sup> day of July, 2019, 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.


14. 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 Virgin Foodie, in any Court, agency, tribunal, or elsewhere, or

Filed in PSC Court  
Date 3/29/19  
Carin Miley Deputy Clerk

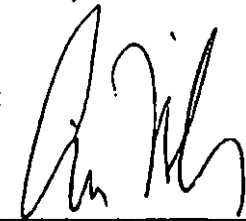
before any arbitrator, or otherwise by any creditor, stockholder, corporation, partnership or any other person, or the levy of any attachment, execution or other process upon or against Virgin Foodie, or the taking or attempting to take into possession any assets of Virgin Foodie, or the cancellation at any time during the Receivership proceeding herein of any insurance policy, lease or other contract regarding Virgin Foodie, 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 Virgin Foodie, 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.”

ENTERED as an Order of this Court on this 29<sup>th</sup> day of March, 2019.

ENTERED:

  
\_\_\_\_\_  
Stern, J. 3/29/19

BY ORDER:

 3/29/19  
\_\_\_\_\_  
Deputy Clerk, Superior Court

Presented by:

\_\_\_\_\_  
Christopher J. Fragomeni, Esq. (#9476)  
Shechtman Halperin Savage, LLP  
1080 Main Street  
Pawtucket, Rhode Island 02860  
(401) 272-1400 (telephone)  
cfragomeni@shslawfirm.com  
Date: March 29, 2019