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STATE OF RHODE ISLAND  
KENT, SC.

SUPERIOR COURT

MARK W. ASADORIAN, ROLAND  
F. MESSIER AND MICHAEL A. MESSIER

v.

KM. No: 2008- 1288

POWER BROKERS, INC. AND  
2680 PROPERTIES, LLC

ORDER APPOINTING SPECIAL MASTERS

This cause came on for hearing before this Honorable Court, Mr. Justice Clifton presiding, on September 26, 2008 upon the Plaintiffs Voluntary Petition for the Appointment of Special Masters and, upon consideration thereof, it is hereby

ORDERED, ADJUGED AND DECREED

1. That Jason D. Monzack of Cranston, Rhode Island and William J. Delaney of Providence, Rhode Island be and are hereby appointed Special Masters (collectively, the "Master") of each of the Defendants.

2. That said Master shall, no later than five (5) days from the date hereof, each 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 Master will well and truly perform the duties of said office and duly account for all monies and property which may come into the Master's hands and abide by and perform all things which the Master will be directed to do by this Court.

3. That said Master <sup>are et c</sup> is authorized to take possession and charge of the property and assets of each of the Defendants, to collect the debts and property belonging to each of them and to preserve the same until further order of this Court. Further, the Master is authorized to conduct discussion with the secured creditors of Power Brokers, Inc. for purposes of determining the

*David E. Perry*  
DAVID E. PERRY, CLERK  
KENT COUNTY SUPERIOR COURT

financial wherewithal of Power Brokers, Inc. to deal with the obligations of the said secured creditors including, but not limited to this formulation/development of a liquidation plan for the assets of Power Brokers, Inc.

4. That said Master <sup>see CV</sup> is authorized until further Order of this Court, in the Master's discretion and as said Master 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 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.

5. 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 either of the said Defendants or any of their respective property(ies), 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 either of the said Defendants, or the taking or attempting to take into possession any property in the possession of either of the said Defendants or of which either of the Defendants has the right to possession, or the cancellation at any time during the proceeding herein of any insurance policy, lease or other contract with either of the Defendants, by any of such parties as aforesaid, other than the Master designated as aforesaid, or the termination of telephone, electric, gas or other utility service to each of the Defendants, by any public utility, without prior approval thereof from this Honorable Court, in which connection said Master shall be entitled to prior notice and an opportunity to be heard, are hereby restrained and enjoined until further Order of this Court.

6. That the Master, and each of them, shall appear before this Court on ~~October 14~~ <sup>TRUE</sup> ~~October 14~~ <sup>ATTEST</sup> 2008 at 9:30 a.m., at which time and place this cause shall be set down for Hearing on the Master's Status Report (the "Report"), which Report shall be filed with this Court on or before ~~October 6~~ <sup>October 6</sup> 2008. The Master shall cause a copy of said Order Appointing Special Masters to each of the Defendants' creditors and stockholders whose address is known or may become known to the Master on or before October 1, 2008.

DAVID [Signature] CLERK  
COUNTY SUPERIOR COURT

7. 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 20<sup>th</sup> day of September, 2008.

BY ORDER:

ENTER:

Clyford S.  
Associate Justice

Sara Sommers  
Deputy  
Clerk, Superior Court

TRUE COPY ATTEST

David E. Perry

DAVID E. PERRY, CLERK  
KENT COUNTY SUPERIOR COURT



**DELANEY DEMERCHANT & HEITKE LLC**  
ATTORNEYS AND COUNSELORS AT LAW

September 19, 2011

William J. Delaney  
Richard A. DeMerchant  
Kevin D. Heitke  

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Tracy J. Herman

Division of Business Services  
Rhode Island Secretary of State  
148 West River Street  
Providence, RI 02904

**Re: 2680 Properties, LLC (the "Company")**  
**Date of Revocation Certificate: June 15, 2009**  
**Identification No. 122187**

Dear Clerk:

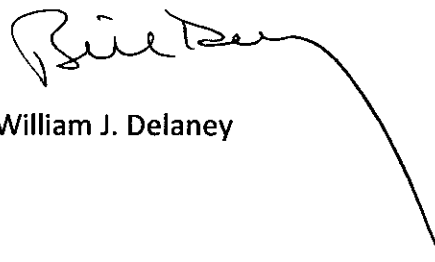
Please be advised that Jason Monzack and I have been, pursuant to an Order entered by the Kent County Superior Court, Receiver, Special Masters and Co-Examiners of the Company from 2008 going forward. A copy of our appointment is attached herewith for your files.

We had previously forwarded on to your attention a copy of the above-referenced pleading for filing purposes. Toward that end, we respectfully submit that the revocation of the Company by the Rhode Island Secretary of State's Office was improper and should be corrected immediately.

If you have any questions concerning the points raised herein, please do not hesitate to contact me.

Thank you.

Very truly yours,



William J. Delaney

WJD/tjd

Enclosure

cc: Jason D. Monzack, Esq.  
Richard A. DeMerchant, Esq.

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