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STATE OF RHODE ISLAND
PROVIDENCE, SC.

SUPERIOR COURT

Rico A. Conforti and
Abigail M. Cabral
Plaintiffs

vs.

P.B. # 11-6943

RAC Group, Inc.
Defendant

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 *Richard Laird*, 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 \$ *10,000* 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 all of the estate, assets, effects, property and business of the Defendant, to collect all of 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 Defendant, 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
HENRY S. KING JR., CLERK

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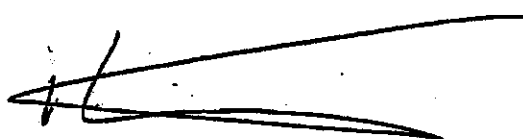
expertise and experience in operating businesses in Receivership and in administrating non-routine Receiverships which involve unusual or complex legal, financial, or business issues.

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 Defendant 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 Defendant, or the taking or attempting to take into possession any property in the possession of the Defendant or of which the Defendant has the right to possession, or the interference with the Receiver's taking possession of or retaining possession of any such property, or the cancellation at any time during the Receivership proceeding herein of any insurance policy, lease or other contract with Defendant, 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 Defendant, 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 Defendant, returnable to the Superior Court sitting at 250 Benefit Street, Providence, Rhode Island on the 3rd day of JANUARY, 2012 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 the 16th day of December, 2011, and the Receiver shall give further notice by mailing, on or before the 23rd day of December, 2011, a copy of said Order Appointing Temporary Receiver to each of Defendant's creditors and stockholders whose address is known or may become known to the Receiver.

ENTER:

BY ORDER:



Michael A. Silverstein
Associate Justice/Business Calendar
Dated: 12/9/2011



Stephen M. Johnson, Esq.
Clerk, Superior Court



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December 15, 2011

TO CREDITORS AND OTHER PARTIES IN INTEREST:

Re: RAC Group, Inc., d/b/a Down City Diner
50 Weybosset Street, Providence, RI

On December 9, 2011, the Rhode Island Superior Court entered an Order appointing the undersigned Receiver of the assets of RAC Group, Inc., d/b/a Down City Diner ("RAC").

A Receivership is a State Court insolvency proceeding. 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 RAC or their principals. The Receiver has been appointed as a neutral, impartial Receiver, for the purpose of stabilizing the financial affairs of RAC, and, subject to Court approval, after notice to all creditors, seeking to market and sell the business and assets of RAC for the highest value, in order to maximize recovery for creditors.

We are advised that RAC owes approximately \$375,000 in secured debt, which is claimed to be secured by a first lien on the assets and approximately \$102,000 to vendors and all other general, unsecured creditors.

The business operations of the company have ceased, and the Receiver will be marketing the assets of the company for sale in order to maximize the return from the liquidation of the assets for the benefit of creditors.

In connection with the Receivership, as set forth in Paragraph 6 of the enclosed Order, all creditors are enjoined and stayed from taking any action to enforce their claims against RAC 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

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SECRETARY OF STATE
CORPORATIONS DIV
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INTERESTED PARTIES

December 15, 2011

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Claim form which I suggest you complete, execute before a Notary Public, and return to me at the earliest possible date.

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 January 3, 2012. 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 counsel to the Receiver.

Very truly yours,

A handwritten signature in black ink, appearing to be 'R. Land', written over a horizontal line.

Richard J. Land, Receiver of
RAC Group, Inc.

Enclosures