

E mail: [rgemma@wdglaw.com](mailto:rgemma@wdglaw.com)

July 6, 2016

486881

TO: CREDITORS AND OTHER PARTIES IN INTEREST

RE: US BANK NATIONAL ASSOCIATION, et al. vs. 380 WESTMINSTER STREET, LLC  
("Respondent") / PC-2016-1947

On June 30, 2016, the Rhode Island Superior Court in Providence County entered an Order, a copy of which is enclosed, appointing William Howell of HAI Advisors, LLC as Special Master of certain real property located at 380 Westminster Street, Providence, Rhode Island ("Providence Property"). Please be advised that a Special Master is a Court appointed fiduciary responsible for the custody and care of the Providence Property. The Special Master is overseeing, inter alia, the ongoing management of the Providence Property through this Court proceeding.

If you are owed any money as of May 19, 2016 by 380 Westminster Street, LLC arising from and/or relating in any way to the Providence Property, enclosed is a Proof of Claim form for you to complete and forward to the undersigned. Please attach all supporting documents to the Proof of Claim and be sure to have the original executed Proof of Claim returned to the undersigned on or before **October 28, 2016** ("Deadline"). Again, as a reminder and as set forth in Paragraph 14 of the enclosed Order, all creditors are enjoined and stayed from taking, commencing and/or prosecuting any action to enforce their claims against the Providence Property.

If you have any questions regarding any aspect of the foregoing, please feel free to contact either the Special Master at 310-642-0480 or Special Master's Rhode Island counsel, Richard L. Gemma at 401-454-8706.

Thank you.

Very truly yours,



Richard L. Gemma, Attorney for  
Special Master, William Howell of HAI Advisors, LLC

RLG:mvg  
Enclosures

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500 Boylston Street  
Providence, Rhode Island 02903

Richard L. Gemma  
Special Master

Thomas D. Sullivan  
Christina L. Bishop

401-454-8706  
www.wdglaw.com

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BUSINESS CALENDAR

STATE OF RHODE ISLAND  
PROVIDENCE, SC

SUPERIOR COURT

U.S. BANK NATIONAL ASSOCIATION, as :  
Trustee, as successor-in-interest to Bank of :  
America, National Association, as Trustee, as :  
successor by merger to LaSalle Bank National :  
Association, as Trustee for the Registered Holders :  
of Wachovia Bank Commercial Mortgage Trust, :  
Commercial Mortgage Pass-Through Certificates, :  
Series 2005-C20, by and through CW Capital :  
Asset Management LLC, its special service, :  
Petitioner, :

vs.

PC-2016-1947

380 WESTMINSTER STREET, LLC, :  
Respondent. :

**ORDER APPOINTING PERMANENT SPECIAL MASTER OF PROPERTY  
LOCATED AT 380 WESTMINSTER STREET, PROVIDENCE, RHODE ISLAND**

This cause came on to be heard on the Petition for Appointment of Special Master for the Respondent Property, 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 William Howell of HAI Advisors, LLC, be and hereby is appointed Permanent Special Master (the "Special Master") of the property located at 380 Westminister Street, Providence, Rhode Island, more specifically described as follows:

All that certain lot or parcel of land, together with all the buildings and improvements thereon, located on the southerly side of Westminister Street and extending southeasterly therefrom to Chapel Street, in the City of Providence, County of Providence and State of Rhode Island, bounded and described as follows:

Beginning at a point in the southeasterly line of Westminister Street, at the northeasterly corner of the parcel herein described, said point being located 93.50 feet southwesterly of the southerly corner of Westminister and Snow Streets;

Thence turning and running southeasterly bounded northeasterly by land now or formerly of Federal Parking Corporation, a distance of 181.65 feet to the

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PROVIDENCE, RHODE ISLAND  
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northwesterly line of Chapel Street, said point being 93.50 feet from the westerly corner of said Chapel and Snow Streets;

Thence turning an interior angle of  $91^{\circ} 57' 00''$  and running southwesterly along said northwesterly line of Chapel Street a distance of 155.94 feet to the northeasterly line of Swansons Gangway, so-called, owned by Empire Associates;

Thence turning an interior angle of  $89^{\circ} 25' 00''$  and running northwesterly along said Swansons Gangway a distance of 181.55 feet to a point in said southeasterly line of Westminster Street;

Thence turning an interior angle of  $90^{\circ} 35' 00''$  and running northeasterly along said southeasterly line of Westminster Street a distance of 160.27 feet to the point and place of beginning.

The last course forms an interior angle of  $88^{\circ} 03' 00''$  with the intersection of the first described course.

Together with the rights in Swansons Gangway, so called, as established by Agreement by and between Empire Associates and Reynolds Gilbane Realty Associates as set forth in Book 1489 at Page 323.

The real property includes, any and all buildings and improvements now or hereafter situated thereon; together with all fixtures now or hereafter placed in or upon the said real property; all easements, licenses, privileges, hereditaments and appurtenances belonging to or inuring to the benefit of the real property; all fixtures, machinery, equipment or other personal property of every kind, description and nature whatsoever now or hereafter located on the real property and owned by 380 Westminster Street, LLC; all insurance proceeds, awards, and other amounts paid for any damages or loss to the real property; all issues, benefits and profits of the real property; all of the right, title and interest in and to the leases, subleases, occupancy agreements, licenses, concession agreements, and all other tenancy agreements; all rents and other payments of any kind due and to become due and payable by virtue of any lease, use possession or occupancy; and all records and books of account now or hereafter maintained in connection with the real property (collectively "Respondent") 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 Special Master's said office.

2. That said Special Master's bond requirement has been waived.

3. That said Special Master be and hereby is authorized, empowered and directed to take possession and charge of the said Respondent real estate, and to preserve the same, and is hereby vested with title to the same; to collect and receive all the rents, and otherwise manage the Respondent real estate, with full power to prosecute, defend, adjust and compromise all claims and suits of, by or against said Respondent and to appear, intervene or become a party in

all suits, actions or proceedings relating to said Respondent as may in the judgment of the Special Master be necessary or desirable for the protection, maintenance and preservation of the Respondent real estate.

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 of the estate, assets, effects, property, business 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 said Special Master is authorized, until further Order of this Court, in the Special Master's discretion and as said Special Master deems appropriate and advisable, to collect the rents and otherwise manage the Respondent real estate until further Order of this Court, and to employ such persons as may be desirable for the foregoing purposes and, in connection therewith, so use such monies as shall come into his hands and possession, as far as the same shall be necessary, for the above purposes until further Order of this Court, to conduct the management of and 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 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. Said Special Master is further authorized to enter into vendor agreements for the ongoing benefit of the Respondent real estate as it relates to any obligations of 380 Westminster Street, LLC contained in the lease for the Respondent real estate and/or to enter into leases, contracts and agreements with respect to the maintenance, management and improvement of the Respondent real estate.

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 Special Master's discretion may be desirable or necessary for continuance of the management of the Respondent real estate.

7. That upon motion, notice and Court approval, the Special Master is hereby authorized and empowered to sell the Respondent real estate as part of a portfolio of properties listed in Paragraph 13 of the Amended Verified Petition for Appointment of Special Master through a "private" sale, as that term is defined by analogous bankruptcy and federal receivership law.

8. That the Special Master is hereby authorized and empowered to sell the Respondent real estate at public auction. The Special Master is also authorized to engage an auctioneer and to insert such display ads within or without the State of Rhode Island as the Special Master deems proper advertising for such sale. Such a public auction sale conducted by said Special Master 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

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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 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 relating to the Respondent real estate is not acceptable to any employee, in which case said employee may file his/her claim in the same manner as other creditors.

10. In fulfillment of the reporting requirements set forth in 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.

11. That the Special Master shall continue to discharge said Special 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.

12. That, pursuant to and in compliance with Rhode Island Supreme Court Executive Order No. 2000-2, this Court finds that the designation of the aforescribed person for appointment as Special Master herein is warranted and required because of said Special Master's specialized expertise and experience in operating businesses in Mastership proceedings and in administrating non-routine Masterships which involve unusual or complex legal, financial, or business issues.

13. All creditors or other claimants hereby are ordered to file under oath with the Special Master's legal counsel, Richard L. Gemma, Esq. of Wieck DeLuca & Gemma Incorporated, 56 Pine Street, Suite 700, Providence, Rhode Island 02903 **on or before the 20<sup>th</sup> day of OCTOBER, 2016**, 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.

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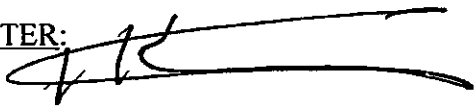
14. That the commencement, prosecution, or continuance of the prosecution, of any action, suit, arbitration proceeding, hearing, or any foreclosure, reclamation or repossession proceeding, both judicial and non-judicial, or any other proceeding, in law, or in equity or under any statute, or otherwise, against said Respondent real estate, 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 said Respondent real estate, or the taking or attempting to take into possession any property in the possession of the Respondent real estate or of which the Respondent real estate has the right to possession, or the interference with the Special Master's taking possession of or retaining possession of any such property, or the cancellation at any time during the Mastership proceeding herein of any insurance policy, lease or other contract relating to the Respondent real estate, 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 Respondent real estate, 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.

15. 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 in The Providence Journal on or before the 9<sup>th</sup> day of JULY, 2016, and by the Special Master mailing on or before the 26<sup>th</sup> day of OCTOBER 2016, a copy of said Mastership Notice to each creditor of the Respondent real estate known as such to the Special Master, or appearing as such on the books relating to said Respondent real estate, addressed to each such creditor at his/her last known address.

16. This matter is hereby continued for a status report at such time as to be set by this Court.

17. 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.

ENTER:



Michael Silverstein  
Associate Justice  
Dated: June 30, 2016

BY ORDER:

151 Bearee Henglatsamy  
Clerk, Superior Court 6/30/2016

Presented by:

Richard L. Gemma, legal counsel to  
Court appointed Special Master

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Mail Proofs of Claim to:  
Richard L. Gemma, Esq.  
Attorney to Special Master, William Howell of HAI Advisors, LLC  
Wieck DeLuca & Gemma Incorporated  
56 Pine Street, Suite 700  
Providence, RI 02903

**PROOF OF CLAIM MUST BE FILED WITH THE SPECIAL MASTER'S LEGAL COUNSEL ON OR BEFORE  
OCTOBER 28, 2016.**

SPECIAL 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 as of the 19<sup>th</sup> day of May, 2016, **380 Westminster Street, LLC**, lately doing business at 380  
Westminster Street, Providence, Rhode Island, 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.

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).

Check this box if your claim is secured and attach copies of supporting documents.

Check this box if you believe you have an unsecured priority claim, and specify the amount  
of the claim entitled to priority \$ \_\_\_\_\_, and the legal basis and/or authority to  
claim such priority: \_\_\_\_\_.

\_\_\_\_\_  
(Signature of Claimant)

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

Subscribed and sworn to before me on this \_\_\_\_\_ day of \_\_\_\_\_, 2016.

\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_