

November 15, 2017

**NOTICE TO ALL PENSION PLAN PARTICIPANTS,
CREDITORS AND PARTIES IN INTEREST**

**RE: St. Josephs Health Services of Rhode Island
Retirement Plan, as amended**

As you may be aware, on October 27, 2017, the Rhode Island Superior Court serving Providence County entered an Order appointing the undersigned as Permanent Receiver for St. Josephs Health Services of Rhode Island Retirement Plan, as amended (the "Plan") to take control of the Plan and its assets and pursue claims on its behalf (the "Order"). You may have received notice of these proceedings previously when I was appointed Temporary Receiver on August 18, 2017. A copy of the Order is enclosed for your records and reference.

By way of information, a Receivership is a state court insolvency proceeding which, by analogy, is most similar to a federal bankruptcy proceeding. A Receiver is an independent, unbiased Court-appointed fiduciary and officer, appointed by the Court for the purpose of representing and preserving the interests of all Plan participants, creditors and other interested parties. Neither the Receiver nor the Receiver's law firm have represented the Plan, St. Joseph Health Services of Rhode Island, Inc. or any of their respective principals, boards or trustees, and I have been appointed by the Court as a neutral, impartial Receiver for the purpose of taking control of, assessing and stabilizing the Plan with the intended goal of maximizing the Plan's assets for all Plan participants.

At this time, this process is intended to proceed as a long-term wind down of the Plan as opposed to a short-term liquidation of Plan assets. The Receivership process is a transparent process and no significant action, excluding those things that the Receiver has inherent or Court approved authority to undertake, regarding the Plan or its assets will take place without notice to all Plan participants, creditors and other parties in interest and after a hearing thereon before the Providence County Rhode Island Superior Court.

FOR NON-PENSION PLAN PARTICIPANTS ONLY

In order that all non-pension holder parties interests are protected and to ensure that all non-pension holder parties receive notice of all pleadings in connection with the case, I have enclosed a Proof of Claim form which I suggest any non-pension holder complete, execute before a Notary Public, and return to me at the earliest possible date, but in no event later than March 1, 2018. Please be sure to include any and all documentation in support of your claim.

If you have already filed a Proof of Claim with this office it is not necessary to file an additional claim. All Proofs of Claim should be sent to:

**Stephen F. Del Sesto, Esq., Receiver
St. Josephs Health Services of RI Retirement Plan
c/o Pierce Atwood LLP
One Financial Plaza, 26th Floor
Providence, RI 02903**

****PENSION HOLDERS ARE NOT REQUIRED TO FILE A PROOF OF CLAIM****

If you are actively receiving benefits from the Plan, until further Order of the Court, you will continue to receive your regular benefit payments. These benefit payments should be consistent in amount as to prior benefit payments received. When the reduction of benefits issue is presented to the Court you will be notified of that fact in advance of that hearing.

In addition, the Receiver has established dedicated email and website addresses and has established two (2) dedicated phone lines. Those addresses and phone numbers are as follows:

1. the website address of <https://www.pierceatwood.com/st-joseph-health-services-rhode-island-retirement-plan> to access Court filings, notices, recordings of meetings hosted by the Receiver and other pertinent information related to this proceeding or the Plan;
2. the email address of stjosephretirementplan@pierceatwood.com to contact the Receiver with questions or concerns; and
3. phone lines (401) 490-3436 and (401) 865-6249 to leave a message for the Receiver regarding questions or concerns.

**Please note that email correspondence is preferred over voicemail.*

Lastly, it is important to note that in connection with the Receivership, as set forth in Paragraph 15 of the Order, all parties are restrained and enjoined from taking any action to enforce any and all claims that they may be entitled to assert against the Plan and/or its assets.

Should you have any questions regarding any aspect of the foregoing, please feel free to contact the Receiver at stjosephretirementplan@pierceatwood.com or at (401) 490-3436 or (401) 865-6249.

Very truly yours,

Stephen F. Del Sesto, Esq.
Permanent Receiver of the Plan
and not individually

Enclosures

Mail Proofs of Claim to:
Stephen F. Del Sesto, Esq., Receiver
St. Josephs Health Services of RI Retirement Plan
c/o Pierce Atwood LLP
One Financial Plaza, 26th Floor
Providence, RI 02903

FOR NON-PENSION PLAN PARTICIPANTS USE ONLY

RECEIVERSHIP PROOF OF CLAIM FORM

PROOF OF CLAIM MUST BE FILED ON OR BEFORE March 1, 2018

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 on the _____ day of _____, 20____, St. Josephs Health Services of RI Retirement Plan, 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 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 attorney is filing for you).

(Signature of Claimant)

STATE OF _____

COUNTY OF _____

Subscribed and sworn to before me on this _____ day of _____, 20____.

Notary Public

My Commission Expires: _____

*Please attach copies of documentation in support of your claim and mail original claim form to
Stephen F. Del Sesto, Esq., Receiver for St. Josephs Health Services of RI Retirement Plan, c/o Pierce Atwood
LLP, One Financial Plaza, 26th Floor, Providence, RI 02903*

**STATE OF RHODE ISLAND
PROVIDENCE, SC.**

SUPERIOR COURT

St. Joseph Health Services of Rhode Island,
Inc.

Petitioner

vs.

St. Josephs Health Services of Rhode Island
Retirement Plan, as amended

Respondent

Bank of America, in its capacity as Trustee of
Respondent

Nominal Respondent

PC 2017-3856

SUPERIOR COURT
FILED
HENRY S. KINCH, JR.
17 OCT 27 AM 10:51

ORDER APPOINTING PERMANENT RECEIVER

This cause came to be heard on October 27, 2017, on the Appointment of Permanent Receiver for the Respondent, 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 Stephen F. Del Sesto, Esq., of Providence, Rhode Island, be and hereby is appointed Permanent Receiver (the "Receiver") of the Respondent, and of all the estate, assets, effects, property and business of Respondent of every name, kind, nature and description, 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 shall, no later than five (5) days from the date hereof, file herein a bond in the amount of \$1,000,000.00 with any 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. The Receiver shall have all powers, authorities, rights and privileges heretofore possessed by the Respondent's plan administrator, officers, directors and managers under applicable state and federal law, the Plan, as amended, the Trust Agreement, as may have been amended and/or other agreements in addition to all powers and authority of a receiver at equity, and all powers conferred upon a receiver by the provisions of RI Rules of Civil Procedure, Rule 66.

4. The directors, officers, managers, investment advisors, accountants, actuaries, attorneys and other agents of the Respondent shall have no authority with respect to the Respondent, its administration or assets, except to the extent as may hereafter be expressly granted by the Receiver. The Receiver shall assume and control the administration of the Respondent and shall pursue and preserve all of its claims. The Receiver be and hereby is authorized to take any and all actions or expressly delegate the same which, prior to the entry of this Order, could have been taken by the officers, directors, administrators, managers, and agents of the Respondent.

5. That said Receiver be and hereby is authorized, empowered and directed to take control, possession and charge of said Respondent and its assets, wherever located, and manage and continue the administration and oversee the Respondent and to reasonably preserve the same, and is hereby vested with title to the same; to collect and receive the debts, property and other assets and effects of said Respondent, with full power to prosecute, defend, adjust and compromise all claims and suits of, by, against or on behalf of said Respondent and to appear, intervene or become a party in all suits, actions or proceedings relating to said estate, assets, effects and property as may in the judgment of the Receiver be necessary or desirable for the protection, maintenance and preservation of the assets of said Respondent.

6. The past and/or present officers, directors, agents, managers, trustees, attorneys, actuaries, accountants, investment advisors and investment managers of the Respondent, as well as those acting in their place, are hereby ordered and directed to preserve and turn over to the Receiver forthwith all paper and electronic information of, and/or relating to, the Respondent and/or all Respondent's assets or property; such information shall include but not be limited to books, records, documents, accounts and all other instruments and papers.

7. 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 reject or confirm and ratify in writing such agreements as are entered into by such Temporary Receiver and to carry out and perform the same.

8. That the Receiver is authorized, in the Receiver's discretion, to monitor, manage and continue the administration of Respondent until further order of this Court, and to engage and employ such persons, including, without limitation, actuaries, investment advisors, investment managers, benefit administrators and any other professionals as may be desirable, in the Receiver's sole discretion, for the foregoing purposes and, in connection therewith, to use such assets of the Respondent and other monies as shall come into the Receiver's hands and possession, as far as the same shall be necessary, for the above purposes and for continuing the administration of the Respondent until further Order of this Court. The Court recognizes and acknowledges that prior to the entry of this Order the Receiver had sought and obtained this Court's authority to engage the Providence, RI law firm of Wistow Sheehan & Loveley, PC ("WSL") to serve as special litigation counsel to the Receiver for the purpose of investigating and, if necessary and appropriate, settling or litigating possible claims against third parties related to the prior management, administration and oversight of the Respondent. To the extent necessary, the Court here confirms and ratifies the Receiver's authority to engage WSL for that purpose.

9. That the Receiver is authorized to incur expenses for goods and services as in the Receiver's discretion may be desirable or necessary for continued management, investment, assessment and administration of the Respondent and its assets. To the extent that the Receiver incurs, directly or indirectly, any hard costs and expenses in furtherance of his obligations and duties hereunder, until further order of this Court, the Receiver shall be authorized to pay or reimburse the pre-payment of such expenses without the need to first obtain prior approval from this Court. Any and all such expenses paid or reimbursed shall be reported to the Court as part of the Receiver's formal reports filed with the Court. The Receiver's authority as set forth in this paragraph 9 shall be *nunc pro tunc* as of August 18, 2017.

10. That said Receiver be and hereby is authorized and empowered to sell, transfer convert, invest, monetize or convey said Receiver's right, title and interest and the right, title and interest of the Respondent in and to any investment, interest or property, tangible or intangible, for such sum or sums of money as to said Receiver appears reasonable and proper, provided, however, that approval is first given by this Court on *ex parte* application by the Receiver, or after such notice as the Court may require.

11. In fulfillment of the reporting requirements set forth in Rule 66 (e) 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 1st and October 1st of each year, a Receivership Control Calendar Report in accordance with Rhode Island Superior Court Administrative Order No. 98-7.

12. 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.

13. 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.

14. Excluding the vested participants of Respondent, all other creditors or other claimants of Respondent, if any, hereby are ordered to file under oath with the Receiver at 72 Pine Street, 5th Floor, Providence, Rhode Island 02903 on or before the 1st day of March, 2018, 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.

15. 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 the Respondent or any of its assets or property, in any Court, agency, tribunal, or elsewhere, or before any arbitrator, or otherwise by any creditor, corporation, partnership or any other entity or person, or the levy of any attachment, execution or other process upon or against any asset or property of the Respondent, or the taking or attempting to take into possession any asset or 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 the Respondent, by any of such parties as aforesaid, other than the Receiver designated as aforesaid, 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.

16. That Notice be given of the entry of this Order by the Clerk of this Court by publication of a copy of this Order in The Providence Journal on or before the 10th day of November, 2017, and by the Receiver mailing on or before the 17th day of November, 2017 a copy of this Order to each of Respondent's vested participants and creditors known as such to the Receiver, or appearing as such on the books or records of the Respondent, addressed to each such vested participant or creditor at his/her/its last known address.

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.

ENTERED as an Order of this Court this 27th day of October, 2017.

ENTERED:

BY ORDER:

B. J.

Stern, J. BRIAN P. STERN
October 27, 2017 ASSOCIATE JUSTICE

Carin Meley

Clerk, Superior Court CARIN MELEY
October 27, 2017 DEPUTY CLERK