

May 20, 2019

Dear American Pain Society Members,

It is with heavy hearts that we write to inform you that it is the recommendation of the Board of Directors that American Pain Society (APS) should no longer continue its business operations.

As we have shared with you in messages from President Bill Maixner over the past six months, the Society's precarious financial position had been compounded and complicated by spurious lawsuits and subpoenas. Despite our best efforts to negotiate and collaborate on getting dismissal of these lawsuits, APS has been unable to accomplish that and remains subject to current and potential future litigation. This, combined with the declining membership and meeting attendance, has created the perfect storm. We do not believe APS can continue to fulfill its mission and meet the needs of our members and community.

After painstaking legal review and lengthy Board discussions and examination of alternative scenarios that would allow APS to continue, it is the recommendation of the APS Board of Directors (11 for and 1 against) that the membership vote in favor of filing a voluntary petition under Chapter 7 of the Bankruptcy Code. Chapter 7 is a process whereby a trustee is appointed under bankruptcy court approval to take possession of the assets of APS and, in accordance with the bankruptcy code distribute those assets to creditors of APS. Concluding APS' operations in this manner ends any future legal exposure to APS.

In order to proceed, at least 10% of our eligible membership (115 voting members) must vote with the majority of responses approving the Resolution in the ballot.

So many of you have dedicated your time, energy, passion, and expertise to building and sustaining this organization - from founders who continue to be members to early-career professionals who have committed to the field of pain science and served the Society dutifully. Many of us have grown our professional careers through our interactions and participation with APS.

Your vote to approve the Resolution which follows the recommendation of the Board does not in any way signify that you are happy about bringing APS to the conclusion of its current life cycle. However, the Board recommends this Chapter 7 as a needed and appropriate manner to complete this chapter of APS and the good works that it has done.

We request your vote by Tuesday, May 28th so that we may advance the process and mitigate further legal risk to APS.

Thank you,
The APS Board of Directors

RESOLUTION REGARDING FILING CHAPTER 7 BANKRUPTCY PROCEEDING
FOR AMERICAN PAIN SOCIETY

The members of American Pain Society, a non-profit professional association organized under the law of the District of Columbia (“APS”) having received a recommendation from its Board of Directors that APS promptly file a voluntary petition pursuant to Chapter 7 of title 11, United States Code (the “Bankruptcy Code”) wherein a Trustee in accordance with the Bankruptcy Code will be appointed to take possession of APS assets for distribution to creditors holding allowed claim against APS, it is hereby:

RESOLVED, that the members of the Executive Committee of the Board of Directors of APS (William Maixner, President; Gary A. Walco, President-elect, Tonya Palermo, Treasurer or Yenisel Cruz-Almeida, Secretary) are each authorized and directed on behalf of APS to execute and verify a petition in the name of APS under chapter 7 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Illinois (or any other location where venue is proper under the Bankruptcy Code);

FURTHER RESOLVED, that the members of the Executive Committee of the Board of Directors of APS are each authorized (i) to execute and to file or to cause to be executed and to be filed (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other filing needed for the Chapter 7 case, (ii) in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and (iii) to take any and all action which they deem necessary and proper in connection with the chapter 7 case;

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the members of the Executive Committee of the Board of Directors of APS, they are each authorized and directed to take or to cause to be taken all such further actions, to

execute and to deliver or cause to be executed and to be delivered all such further certificates, agreements, instruments and documents in the name and on behalf of the APS and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them.

May 20, 2019