

NINETEENTH JUDICIAL DISTRICT COURT  
THE PARISH OF EAST BATON ROUGE  
STATE OF LOUISIANA

NUMBER: 625,219

SECTION: 22

*State*

JAMES J. DONELON, COMMISSIONER OF INSURANCE  
FOR THE STATE OF LOUISIANA

OCT 24 2013

*RS*

VERSUS

GERTRUDE GEDDES WILLIS LIFE INSURANCE COMPANY

\*\*\*\*\*

CONSENT ORDER OF REHABILITATION

CONSIDERING the consent and stipulation of the parties to enter into rehabilitation under the provisions of LSA-R.S. 22:2001, et seq., as evidenced by the signatures below, and the law and the evidence entitling the parties to the relief sought and stipulated to herein, and the Court being satisfied from the allegations therein and finding that the defendant named herein is an insurer as defined in and under Louisiana law and that the interests of creditors, policyholders, and the public will probably be endangered by delay, and the Court finding that the law and the evidence is in favor of granting the relief prayed for herein,

IT IS ORDERED, ADJUDGED AND DECREED that Gertrude Geddes Willis Life Insurance Company, be and is hereby placed in rehabilitation under the direction and control of the Commissioner of Insurance for the State of Louisiana, his successors and assigns in his office and his agents, designees, and/or employees (the "Commissioner"), subject to the further written orders of this Court.

IT IS ORDERED, ADJUDGED AND DECREED the Commissioner be appointed Rehabilitator and Cara Bostick appointed as Receiver.

IT IS ORDERED, ADJUDGED AND DECREED that the Commissioner be allowed and authorized to appoint a Receiver.

IT IS ORDERED, ADJUDGED AND DECREED that the Commissioner be and hereby is vested by operation of law with the title to all property, business, affairs, accounts, bank accounts, safety deposit boxes, records and other assets of Gertrude Geddes Willis Life Insurance Company, as of the date of this order and he is ordered to direct the rehabilitation of same, until further order of this Court.

IT IS ORDERED, ADJUDGED AND DECREED that pursuant to LSA-R.S.

EBR2060811

22:2006, the Commissioner, his agents and/or employees are directed to immediately take and/or maintain possession and control of the property, business, affairs, transactions, bank accounts, safety deposit boxes, computers, all primary and secondary storage media, documents, claims files, software, electronic data, e-mail, websites, copying rights, trademarks, patents, books, records, accounts, contracts, and rights of action and all other assets of Gertrude Geddes Willis Life Insurance Company, including all of the property real or personal, whether in the possession of Gertrude Geddes Willis Life Insurance Company, or its officers, directors, employees, consultants, attorneys, subsidiaries, affiliates, or agents, and any other person, and of the premises occupied by Gertrude Geddes Willis Life Insurance Company for its business, conduct all of the business and affairs of Gertrude Geddes Willis Life Insurance Company or so much thereof as he may deem appropriate, manage the affairs of Gertrude Geddes Willis Life Insurance Company, and rehabilitate Gertrude Geddes Willis Life Insurance Company, until further order of the Court.

**IT IS ORDERED, ADJUDGED AND DECREED** that the Commissioner may permit such further operation of Gertrude Geddes Willis Life Insurance Company, as he may deem necessary and appropriate.

**IT IS ORDERED, ADJUDGED AND DECREED** that all authority of all officers, directors, and managers of Gertrude Geddes Willis Life Insurance Company, is hereby suspended and vested with the Commissioner until further written order of this Court.

**IT IS ORDERED, ADJUDGED AND DECREED** that Gertrude Geddes Willis Life Insurance Company, shall not engage in any advertising or solicitation whatsoever.

**IT IS ORDERED, ADJUDGED AND DECREED** that Gertrude Geddes Willis Life Insurance Company, and its policyholders, shareholders, officers, directors, agents, attorneys, accountants, actuaries, servants, employees, banks, savings and loan associations, and any other partnership, company, or entity controlled by same and/or persons acting for or on behalf of said individuals and companies, and/or any others acting on its behalf, and any other person be and are hereby ordered to immediately surrender and turn over to the Commissioner property, business, affairs, transactions, bank accounts, all keys to Gertrude Geddes Willis Life Insurance Company premises and to safety deposit boxes, to advise the Receiver of the combinations to any safes,

safe-keeping devices or restricted access entries, any passwords to electronic information or online accounts with vendors,, computers, all primary and secondary storage media, documents, claim files, software, electronic data, e-mail, websites, copyrights, trademarks, patents, books, records, accounts, contracts and rights of action, and all other assets of Gertrude Geddes Willis Life Insurance Company, including all real property, and the premises occupied by Gertrude Geddes Willis Life Insurance Company and are hereby enjoined from the transaction of the business of Gertrude Geddes Willis Life Insurance Company, except with the concurrence of the Commissioner and/or until further order of this Court.

**IT IS ORDERED, ADJUDGED AND DECREED** that Gertrude Geddes Willis Life Insurance Company, its policyholders, shareholders, officers, directors, agents, accountants, attorneys, servants, employees, banks, savings and loan associations, actuaries and any other partnership, company or entity controlled by same and/or other persons acting for or on its behalf and any other person be and hereby are enjoined from disposing of the property or assets of Gertrude Geddes Willis Life Insurance Company, and from the transaction of its business except with the concurrence of the Commissioner, until further order of this Court.

**IT IS ORDERED, ADJUDGED AND DECREED** that all persons and entities are enjoined and stayed from obtaining preferences, judgments, attachments or other like liens or the making of any levy against Gertrude Geddes Willis Life Insurance Company, its property and assets while in the Commissioner's possession and control as of this date of this Order until further orders.

**IT IS ORDERED, ADJUDGED AND DECREED** that Gertrude Geddes Willis Life Insurance Company, its policyholders, shareholders, officers, directors, agents, attorneys, accountants, actuaries, servants, employees, banks, savings and loan associations and any other partnership, company or entity controlled by same and/or other persons acting for or on behalf of said individuals and companies, or subject to their control, and all other persons or entities who have access to, control or possession of the property, assets, and affairs of Gertrude Geddes Willis Life Insurance Company, be and hereby are enjoined further as follows:

- 1) from disposing of or encumbering any of the property or assets of Gertrude

Geddes Willis Life Insurance Company

- 2) from disposing of any records or other documents belonging to Gertrude Geddes Willis Life Insurance Company, or relating to the business and affairs of Gertrude Geddes Willis Life Insurance Company
- 3) from the transaction of any business by, for, or on behalf of Gertrude Geddes Willis Life Insurance Company including, but not limited to:
  - a) the writing, issuance or renewal of any certificate of coverage, insurance policy, binder, or endorsement to an existing policy or certificate of coverage;
  - b) the payment of claims and of any policy or certificate of coverage benefits;
  - c) the incurring of any claim or loss adjustment expense;
  - d) the incurring of any debt or liability, except with the concurrence of the Commissioner or the Receiver or until further order of this Court;
  - e) the interfering with the acquisition of possession by the exercise of dominion and control over the property of Gertrude Geddes Willis Life Insurance Company by the Commissioner or the Receiver, or the Commissioner's or the Receiver's conduct of the business and affairs of Gertrude Geddes Willis Life Insurance Company

**IT IS ORDERED, ADJUDGED AND DECREED** that the Commissioner or the Receiver be and hereby is entitled to permit such further operation of Gertrude Geddes Willis Life Insurance Company, as he may deem necessary to be in the best interests of the policyholders and creditors of Gertrude Geddes Willis Life Insurance Company

**IT IS ORDERED, ADJUDGED AND DECREED** that the Receiver be allowed and authorized to:

- 1) Employ and authorize the compensation of accountants, clerks, and such assistants as he deems necessary, and authorize the payment of the expenses of these proceedings and the necessary incidents thereof, as approved by the Court, to be paid out of the funds or assets of Gertrude Geddes Willis Life Insurance Company in the possession of the Receiver or coming into the possession of the Receiver or Gertrude Geddes Willis Life Insurance Company or;
- 2) Defend or not defend legal actions wherein Gertrude Geddes Willis Life Insurance Company or the Receiver is a party defendant, commenced prior to or subsequent to the entry of the order herein, without the authorization of the Court, except, however, in actions where Gertrude Geddes Willis Life Insurance Company is a nominal party, as in certain foreclosure actions and the action does not affect a claim against or adversely affect the assets of Gertrude Geddes Willis Life Insurance Company, the Receiver may file appropriate pleadings in his discretion;
- 3) Commence and maintain all legal actions necessary, wherever necessary, for the proper administration of this receivership proceeding;
- 4) Collect all debts, which are economically feasible to collect and which are

due and owing to Gertrude Geddes Willis Life Insurance Company;

- 5) Take possession of all Gertrude Geddes Willis Life Insurance Company's securities and certificates of deposit on deposit with the Treasurer of the State of Louisiana or any other person or entity, if any, and convert to cash so much of the same as may be necessary, in his judgment, to pay the expenses of administration of this receivership; and
- 6) Issue endorsements on existing policies, subscriber agreements, or certificates of coverage.

**IT IS ORDERED, ADJUDGED AND DECREED** that any officer, director, manager, trustee, agent or adjustor of Gertrude Geddes Willis Life Insurance Company and any person who possesses or possessed any executive authority over, or who exercises or exercised any control over any segment of Gertrude Geddes Willis Life Insurance Company's affairs is required to fully cooperate with the Receiver and the Commissioner, notwithstanding their dismissal pursuant to the order entered herein.

**IT IS ORDERED, ADJUDGED AND DECREED** that all attorneys employed by Gertrude Geddes Willis Life Insurance Company as of the date of the order entered herein shall, within ten (10) days notice of this order, report to the Receiver the name, company, claim number and status of each file they are handling on behalf of Gertrude Geddes Willis Life Insurance Company. Said report shall also include an account of any funds received from or on behalf of Gertrude Geddes Willis Life Insurance Company. All attorneys described herein are hereby discharged as of the date of the order entered herein unless the Receiver retains their services in writing. All attorneys employed by Gertrude Geddes Willis Life Insurance Company who are in possession of litigation files or other material, documents or records belonging to or relating to work performed by the attorney on behalf of Gertrude Geddes Willis Life Insurance Company shall deliver such litigation files, material, documents or records intact and without purging to the Receiver notwithstanding any claim of a retaining lien, which, if otherwise valid, shall not be extinguished by such turn-over of documents.

**IT IS ORDERED, ADJUDGED AND DECREED** that reinsurance premiums due to or payable by Gertrude Geddes Willis Life Insurance Company shall be remitted to, or disbursed by the Receiver or to another party at the Receiver's discretion. The Receiver shall handle reinsurance losses recoverable or payable by Gertrude Geddes Willis Life Insurance Company. All correspondence concerning reinsurance shall be

between the Receiver and the reinsuring company or intermediary unless requested by the Receiver.

**IT IS ORDERED, ADJUDGED AND DECREED** that upon request by the Receiver, any company providing telephone services to Gertrude Geddes Willis Life Insurance Company shall provide a reference of calls from the number presently assigned to Gertrude Geddes Willis Life Insurance Company to any such number designated by the Receiver or perform any other services or changes necessary to the conduct of the receivership of Gertrude Geddes Willis Life Insurance Company

**IT IS ORDERED, ADJUDGED AND DECREED** that any bank, savings and loan association, financial institution, and any other person which has on deposit, in its possession, custody or control any funds, accounts and any other assets of Gertrude Geddes Willis Life Insurance Company, shall immediately transfer title, custody and control of all such funds, accounts, or assets to the Receiver, and are hereby instructed that the Receiver has absolute control over such funds, accounts and all other assets. The Receiver may change the name of such accounts and other assets, withdraw them from such bank, savings and loan association or other financial institution or take such action necessary for the proper conduct of this receivership. No bank, savings and loan association, or other financial institution shall exercise any form of set-off, alleged set-off, lien, any form of self help whatsoever, or refuse to transfer any funds or assets to the Receiver's control without the permission of this Court.

**IT IS ORDERED, ADJUDGED AND DECREED** that any entity furnishing telephone, water, electric, cable, internet, sewage, garbage or trash removal services to Gertrude Geddes Willis Life Insurance Company shall maintain such service and transfer any such accounts to the Receiver as of the date of the order entered herein, unless instructed to the contrary by the Receiver.

**IT IS ORDERED, ADJUDGED AND DECREED** that any data processing service which has custody or control of any data processing information and records, including, but not limited to, source documents, data processing cards, input tapes, all types of storage information, master tapes or any other recorded information relating to Gertrude Geddes Willis Life Insurance Company shall transfer custody and control of such

records to the Receiver. The Receiver shall compensate any such entity for the actual use of hardware and software, which the Receiver finds to be necessary to this proceeding. Compensation shall be based upon the monthly rate provided for in contracts or leases with Gertrude Geddes Willis Life Insurance Company which were in effect when this proceeding was instituted, or based upon such contracts as may be negotiated by the Receiver, for the actual time such equipment and software is used by the Receiver.

**IT IS ORDERED, ADJUDGED AND DECREED** that the United States Postal Service is directed to provide any information requested by the Receiver regarding Gertrude Geddes Willis Life Insurance Company and to handle future deliveries of Gertrude Geddes Willis Life Insurance Company's mail as directed by the Receiver.

**IT IS ORDERED, ADJUDGED AND DECREED** that the Receiver may conduct an investigation of Gertrude Geddes Willis Life Insurance Company and its subsidiaries and affiliates to uncover and make fully available to the Court the true state of Gertrude Geddes Willis Life Insurance Company's financial affairs. In furtherance of this investigation, Gertrude Geddes Willis Life Insurance Company and its parent corporations, its subsidiaries, its affiliates and its third party administrators, and any other persons shall make all books, documents, accounts, records and affairs, which either belong to or pertain to Gertrude Geddes Willis Life Insurance Company, available for full, free and unhindered inspection and examination by the Receiver during normal business hours (9:00 a.m. to 5:00 p.m.) Monday through Friday, from the date of the order entered herein. Gertrude Geddes Willis Life Insurance Company and the above-specified entities shall fully cooperate with the Commissioner and the Receiver. Such cooperation shall include, but not be limited to, the taking of oral testimony under oath of Gertrude Geddes Willis Life Insurance Company's policyholders, shareholders, officers, directors, agents, accountants, actuaries, attorneys, servants, managers, trustees, adjusters, employees, or independent contractors of Gertrude Geddes Willis Life Insurance Company, its parent, affiliates and subsidiaries and any other person or entity who possesses or possessed any authority over, or who exercises or exercised any control over, any segment of the affairs of Gertrude Geddes Willis Life Insurance

Company in either their official, representative, or individual capacities and the production of all documents needed to disclose the true state of Gertrude Geddes Willis Life Insurance Company's affairs.

**IT IS ORDERED, ADJUDGED AND DECREED** that any and all individuals and entities be and hereby are enjoined from instituting and/or taking further action in any suits, proceedings, and seizures against Gertrude Geddes Willis Life Insurance Company, the Commissioner in his capacity as rehabilitator of Gertrude Geddes Willis Life Insurance Company, the Receiver, and any affiliates, subsidiaries, insurers, officers, directors, representatives, agents, employees, accountants, or attorneys of same, to prevent any preference, judgment, seizure, levy, attachment, or lien being rendered against Gertrude Geddes Willis Life Insurance Company, its estate and assets, and/or its and policyholders, the Commissioner in his capacity as rehabilitator, the Receiver, any affiliates, subsidiaries, insurers, officers, directors, representatives, agents, employees, or attorneys of same, and the making of any levy against Gertrude Geddes Willis Life Insurance Company, its property or assets until further order of this Court.

**IT IS ORDERED, ADJUDGED AND DECREED** that, except with the concurrence of the Commissioner or Receiver or until further written order of this Court, all suits, proceedings, and seizures against Gertrude Geddes Willis Life Insurance Company and/or its respective policyholders are hereby stayed in order to prevent the obtaining of any preference, judgment, seizure, levy, or lien, and to preserve the property and assets of Gertrude Geddes Willis Life Insurance Company, including, but not limited to, suits and proceedings and all litigation where:

- 1) Gertrude Geddes Willis Life Insurance Company is a party;
- 2) A policyholder or any other person who is named as a party to the litigation or claims insurance coverage under any policy of insurance, subscriber agreement or certificate of coverage issued or assumed by Gertrude Geddes Willis Life Insurance Company;
- 3) The litigation involves or may involve the adjudication of liability or determines any possible rights or obligations of any member, subscriber, enrollee, policyholder or person as to any insurance policy, subscriber agreement, or certificate of coverage issued or assumed by Gertrude Geddes Willis Life Insurance Company, or determines any possible future liability of Gertrude Geddes Willis Life Insurance Company with regard to any insurance policy, subscriber agreement or certificate of coverage issued or assumed by Gertrude Geddes Willis Life Insurance Company;

- 4) Where Gertrude Geddes Willis Life Insurance Company would otherwise be obligated to provide a defense to any party in any court pursuant to any policy of insurance, subscriber agreement, or certificate of coverage issued or assumed by Gertrude Geddes Willis Life Insurance Company;
- 5) Where the ownership, operations, management and/or control of Gertrude Geddes Willis Life Insurance Company is at issue; and
- 6) Any party is seeking to create, perfect or enforce any preference, judgment, attachment, lien, or levy against Gertrude Geddes Willis Life Insurance Company or its assets or against any member, subscriber, enrollee and/or policyholder of Gertrude Geddes Willis Life Insurance Company

**IT IS ORDERED, ADJUDGED AND DECREED** that there shall be no liability on the part of and that no cause of action of any nature shall exist against the Commissioner in his capacity as rehabilitator, receiver and/or regulator of Gertrude Geddes Willis Life Insurance Company and/or the Attorney General of the State of Louisiana in his capacity as attorney for the Commissioner in his capacity as rehabilitator, receiver and/or regulator of Gertrude Geddes Willis Life Insurance Company, and/or the Receiver, their representatives, agents, employees, or attorneys, for any action taken by them when acting in accordance with the orders of this Court and/or as rehabilitator, receiver, liquidator and/or regulator of Gertrude Geddes Willis Life Insurance Company, and that such actions shall be barred.

**IT IS ORDERED, ADJUDGED AND DECREED** that after payment of all administrative expenses of rehabilitation, receivership, and/or liquidation all obligations of Gertrude Geddes Willis Life Insurance Company will be paid pursuant to the orders of this Court, according to the applicable law.

**IT IS ORDERED, ADJUDGED AND DECREED** that all contracts between Gertrude Geddes Willis Life Insurance Company and any and all persons or entities providing services to Gertrude Geddes Willis Life Insurance Company and its and policyholders remain in full force and effect unless cancelled by the Receiver.

**IT IS ORDERED, ADJUDGED AND DECREED** that any and all individuals and entities be and hereby are enjoined from interfering with these proceedings, or with the Commissioner's or Receiver's possession and control or title, rights or interest; from interfering with the conduct of the business of Gertrude Geddes Willis Life Insurance Company by the Commissioner or Receiver; from wasting the assets of Gertrude

Geddes Willis Life Insurance Company, and from obtaining preferences, judgments, attachments or other like liens or the making of any levy against Gertrude Geddes Willis Life Insurance Company or its property and assets while in the possession and control of the Commissioner or Receiver, until further order of this Court.

**IT IS ORDERED, ADJUDGED AND DECREED** that all authority of all officers, directors, and managers of Gertrude Geddes Willis Life Insurance Company is hereby suspended and is vested in the Commissioner and Receiver until further written order of this Court.

**IT IS ORDERED, ADJUDGED AND DECREED** that Gertrude Geddes Willis Life Insurance Company, and its respective officers, directors, policyholders, shareholders, agents, attorneys, accountants, actuaries, servants, adjusters, employees, independent contractors, its parent, affiliates and subsidiaries and all those acting in concert with or in participation with them or subject to their control, and all other persons or entities who have access to control or possession of the property, assets and affairs of Gertrude Geddes Willis Life Insurance Company be and hereby are enjoined further, as follows:

- 1) from disposing of or encumbering any of the property or assets of Gertrude Geddes Willis Life Insurance Company;
- 2) from disposing of any records or other documents belonging to Gertrude Geddes Willis Life Insurance Company or relating to the business and affairs of Gertrude Geddes Willis Life Insurance Company;
- 3) from the transaction of any business by, for, or on behalf of or relating to Gertrude Geddes Willis Life Insurance Company, including, but not limited to:
  - a) the writing, issuance, or renewal of any insurance policy, subscriber agreement and/or certificate of coverage, binder, or endorsement to an existing policy, subscriber agreement, or certificate; and
  - b) the incurring of any debt or liability of Gertrude Geddes Willis Life Insurance Company except with the concurrence of the Commissioner or the Receiver.

**IT IS ORDERED, ADJUDGED AND DECREED** that all individuals and entities are enjoined from instituting or taking further action in any suit or proceeding against Gertrude Geddes Willis Life Insurance Company, the Commissioner in his capacity as Rehabilitator of Gertrude Geddes Willis Life Insurance Company, the Receiver, any affiliates, subsidiaries, insurers, officers, directors, representatives, agents, employees, or attorneys of the Commissioner or Gertrude Geddes Willis Life Insurance Company,

its estate and assets, and its and policyholders, and from making any levy or seizure against Gertrude Geddes Willis Life Insurance Company or its estates and assets while under the rehabilitation of the Commissioner until further written order of this Court.

**IT IS ORDERED, ADJUDGED AND DECREED** that all premiums and other debts due to Gertrude Geddes Willis Life Insurance Company shall be paid to the Commissioner or Receiver as directed, until further order of this Court.

**IT IS ORDERED, ADJUDGED AND DECREED** that the Commissioner or Receiver shall notify every holder of a certificate of coverage, subscriber agreement, or contract of insurance issued by Gertrude Geddes Willis Life Insurance Company and every known provider and other creditor of Gertrude Geddes Willis Life Insurance Company of this order of rehabilitation and injunction within sixty (60) days of the date of this order, notwithstanding the provisions of LSA-R.S. 22:2011.

**IT IS ORDERED, ADJUDGED AND DECREED** that an immediate moratorium is placed on policy loans, cash surrenders, sick claims and coupon payments on all policies issued by Gertrude Geddes Willis Life Insurance Company until further order of the Court. Furthermore, any and all company employees and/or directors, or agents are barred from attempting to sale the book of business of Gertrude Geddes Willis Life Insurance Company without consent of the Commissioner, Receiver and the Louisiana Insurance Guaranty Association.

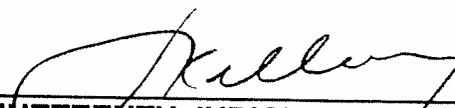
**IT IS ORDERED, ADJUDGED AND DECREED** that the Commissioner shall be granted all legal and equitable relief as may be necessary to fulfill his duties as rehabilitator and for such other relief as the nature of the case and the interest of Gertrude Geddes Willis Life Insurance Company's policyholders, creditors, or the public,

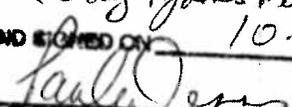
may require

Order read and signed at Baton Rouge, Louisiana, this 24 day of

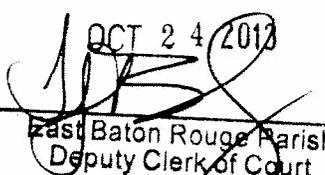
October 2013.

**FILED**  
**OCT 24 2013**  
DEPUTY CLERK OF COURT

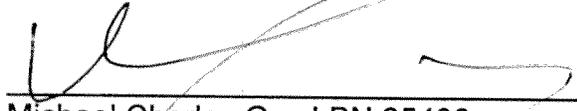
  
\_\_\_\_\_  
**JUDGE, NINETEENTH JUDICIAL DISTRICT COURT**

I HEREBY CERTIFY THAT ON THIS DAY A COPY OF THE WRITTEN REASONS FOR JUDGMENT / JUDGMENT / ORDER / WAS MAILED BY ME, WITH SUFFICIENT POSTAGE AFFIXED TO:  
*Mitchell Day, James Perry, Silvio Pitaro*  
DONE AND SIGNED ON 10-24-13  
  
\_\_\_\_\_  
DEPUTY CLERK OF COURT

CERTIFIED TRUE AND CORRECT COPY

**OCT 24 2013**  
  
\_\_\_\_\_  
East Baton Rouge Parish  
Deputy Clerk of Court

The foregoing Consent Order of Rehabilitation has been agreed to by:



Michael Charles Guy LBN 25406  
Assistant Attorney General  
Post Office Box 94005  
Baton Rouge, Louisiana 70802  
Tel: (225) 326-6400  
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Attorney for the Commissioner as Rehabilitator  
Of Gertrude Geddes Willis Life Insurance Company

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Attorney for Belva Pichon and Gertrude Geddes  
Willis Life Insurance Company

FILED  
EAST ORLEANS PARISH

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Rachel Stapp  
DEPUTY CLERK OF COURT