



November 12, 2014

«FIRST_NAME» «MIDDLE_NAME» «LAST_NAME» «SUFFIX»
«TITLE»
«COMPANY_NAME»
«ADDRESS»
«CITY», «STATE» «ZIP»

Sale of Mothe Life Insurance Company in Rehabilitation,
DLE Life Insurance Company in Rehabilitation and/or Insurance Business

Dear «FIRST_NAME» «MIDDLE_NAME» «LAST_NAME» «SUFFIX»:

Mothe Life Insurance Company and its wholly owned subsidiary DLE Life Insurance Company (Company or Companies) were placed in Rehabilitation by order of the 19th Judicial District Court (19th JDC) on October 1, 2014. The court ordered that James J. Donelon, Commissioner of Insurance be appointed the Rehabilitator and is vested with the title to all property, business and assets of the Companies. The Rehabilitator through his appointed Receiver, Cara F. Bostick, offers to sell assets and/or insurance business of the Companies along with all rights and obligations attached thereto. Any sales agreement entered into requires approval of the Rehabilitator, the Louisiana Department of Insurance (LDI) and the 19th JDC.

The Receiver hereby informs the above party/parties that she will entertain offers to purchase any of the following:

1. 100% of the stock of Mothe Life Insurance Company in Rehabilitation (Mothe). A successful bidder would directly acquire all of the assets and liabilities of Mothe and indirectly all of the assets and liabilities of DLE Life Insurance Company in Rehabilitation (DLE),
2. 100% of the stock of DLE,
3. Some or all of the insurance policies of Mothe,
4. Some or all of the insurance policies of DLE, or
5. Some or all of the insurance policies of Mothe and DLE.

The Receiver may consider transferring via reinsurance some or all of the policies of Mothe into DLE prior to a sale of DLE. The Receiver will transfer some or all of the assets of one or more of the Companies in support of an approved transaction. The Louisiana Life and Health Insurance Guaranty Association (LLHIGA) may contribute assets in support of an approved transaction. Such contribution is at LLHIGA's complete discretion and may include cash and/or promissory notes, payment terms to be determined at a later date.

Parties interested in bidding must notify Billy Bostick of their interest at billy.bostick@bccg.com. Upon such notification a Non-Disclosure Agreement (NDA) will be provided and must be executed without modification prior to receiving access to pertinent Company data. After the bidder and the Receiver execute the NDA, the interested party will be provided a hyperlink to an electronic data room. The data room will contain information about the Companies that will allow potential bidders to determine if there is a continued interest. Bidders must provide the Receiver with a non-binding Letter of Intent (LOI), such letters will be accepted through 4:00 pm December 5, 2014. Each offeror must provide a LOI that shall include the information described below.

Letter of Intent Format and Contents

The Letter of Intent must describe the proposed transaction and outline the essential terms including the following:

- The proposed purchase price
- Description of what bidder is proposing to purchase, i.e., Numbers 1 through 5 above or combination thereof
- Structure of the transaction, i.e., financing, stock, cash, surplus notes/debentures, payment terms, etc., with amounts of each
- A listing of the assets to be transferred into or out of the Companies
- A description of the purchaser's planned participation in the business, i.e. will the Companies remain Louisiana Domestic Companies, and will the physical location of the Companies change
- A description of any plans to merge, liquidate, consolidate or otherwise alter the corporate structure and/or the management of the Companies
- Disclosure of the identity of the purchaser and all upstream affiliates including the proposed ultimate controlling party or parties. Note: the acquiring party/parties and the ultimate controlling party/parties will be required to provide audited financial statements for a minimum of three (3) years, and if an insurer, a 2013 Annual Statement all required quarterly filings for 2014
- Expiration terms of the offer
- Planned due diligence and timing of same
- Assurance of confidentiality of records reviewed and of the terms of the transaction
- Listing of contingencies or conditions that must be met prior to closure of the transaction
- Estimated closing date

The Receiver will evaluate all offers and a recommendation to the Rehabilitator and the LDI will follow. After preliminary review by the LDI, a recommendation will be made by the Rehabilitator to the 19th JDC. If approval is granted by the Court all statutory requirements must be met and requested information submitted to the LDI, including Form A requirements in accordance with Louisiana R.S. § 22:691.4 et al. The Receiver will not recommend the acceptance of any offer that includes a request that the LDI approve one or more permitted practice letters as a condition of their offer. If you require clarification on any of the above points, please contact the Receiver's designee Billy Bostick at billy.bostick@bccg.com.

Thank you,



Cara F. Bostick, Receiver
Mothe Life Insurance Company in Rehabilitation
DLE Life Insurance Company in Rehabilitation

cc: Billy J. Bostick, Bostick/Crawford Consulting Group, LLC
Phyllis Perron, Louisiana Life and Health Insurance Guaranty Association