



GRANTED

EFiled: Oct 09 2015 03:38PM EDT
Transaction ID 57997404
Case No. 6712-VCP

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN THE MATTER OF)
 THE LIQUIDATION OF)
 FMC INSURANCE COMPANY, INC.)
 AND FEDERAL MOTOR CARRIERS) C.A. No. 6712-VCP
 RISK RETENTION GROUP, INC.)

**ORDER TO SHOW CAUSE CONCERNING AND
 ORDER GRANTING THE RECEIVER’S VERIFIED
 PETITION FOR APPROVAL OF THE FINAL
 REPORT OF THE RECEIVERSHIP; AND, ABSENT
 OBJECTION BY THE OBJECTION DEADLINE,
 AUTHORIZATION FOR DOCUMENT
 DESTRUCTION; RELEASE AND DISCHARGE OF
 THE RECEIVER, DEPUTY RECEIVERS, AND
 ASSISTANTS; DISSOLUTION OF FMC INSURANCE
 COMPANY, INC. IN LIQUIDATION AND FEDERAL
 MOTOR CARRIERS RISK RETENTION GROUP,
 INC. IN LIQUIDATION PURSUANT TO 18 DEL. C. §
 5911(b); AND CLOSURE OF THE ESTATES AND
DISMISSAL OF THE ABOVE-CAPTIONED MATTER**

*PLEASE NOTE THAT ANY OBJECTIONS TO THE
 RECEIVER’S PETITION MUST BE FILED BY
 OCTOBER 29, 2015. PLEASE SEE PARAGRAPHS 1
 AND 2 OF THIS ORDER FOR FURTHER DETAILS.*

**PLEASE READ THIS ENTIRE ORDER CAREFULLY AS IT
 MIGHT AFFECT YOUR RIGHTS CONCERNING FMC
 INSURANCE COMPANY, INC. IN LIQUIDATION (“FMC-
 CAPTIVE”) AND FEDERAL MOTOR CARRIERS RISK
 RETENTION GROUP, INC. IN LIQUIDATION (“FMC-RRG”). IF**

YOU DO NOT FILE A TIMELY RESPONSE TO THE RECEIVER'S PETITION FOLLOWING THE INSTRUCTIONS IN THIS ORDER, ANY OBJECTION TO OR COMMENTS YOU HAVE CONCERNING THE RELIEF SOUGHT BY THE RECEIVER OF FMC-CAPTIVE AND FMC-RRG WILL BE DEEMED WAIVED AND THE COURT WILL GRANT THE RECEIVER'S PETITION AND THE RELIEF SOUGHT THEREIN. (If you have no objection or comment concerning the Petition or the relief sought therein, you do not need to take any further action in response to this Order.)

The Honorable Karen Weldin Stewart, CIR-ML, Insurance Commissioner of the State of Delaware, in her capacity as the Receiver of FMC-Captive and FMC-RRG, has petitioned the Court pursuant to 18 DEL. C. §§ 5902, 5911, 5918, and 6918, and, with respect to FMC-RRG, 18 DEL. C. §§ 8011 for an Order (1) approving the Final Report of the Receivership (the "Final Report") submitted through the Petition; (2) authorizing the destruction of the two estates' remaining records to avoid waste of the estates' assets; (3) releasing and discharging the Receiver, her Deputy Receivers, Eugene T. Reed and Michael J. Johnson, and their predecessor, George J. Piccoli (the "Deputy Receivers") and their assistants, employees,

consultants, accountants, attorneys, and other authorized professionals and agents, including but not limited to employees of the Delaware Insurance Department who have assisted the Receiver concerning the receivership (the “Assistants”) upon completion of the steps set forth herein to close the FMC-Captive and FMC-RRG estates; (4) approving the dissolution of FMC-Captive and FMC-RRG pursuant to 18 *Del. C.* §5911(b); (5) authorizing closure of the FMC-Captive and FMC-RRG estates and dismissing the above-captioned matter upon completion of the steps set forth in the Petition; and (6) granting such other relief relating to the termination of the Receivership as may be just, equitable, necessary, and proper.

In support thereof the Receiver has supplied the Court with information supporting the conclusion that the relief sought in the Petition is in the best interests of the estate, the policyholders, other creditors, the stockholders or members, and the public. Having considered the matter and concluding that the relief sought in the Petition is in the best interests of the estate, the policyholders, other creditors, the stockholders or members, and the public,

NOW, THEREFORE, IT IS HEREBY ORDERED that:

1. ANY INTERESTED PARTY WHO HAS AN OBJECTION TO THE PETITION MUST FILE SUCH OBJECTION WITH THE COURT SO THAT THE OBJECTION IS ACTUALLY RECEIVED BY THE COURT ON OR BEFORE THURSDAY, OCTOBER 29, 2015 (THE “OBJECTION DEADLINE”). IF AN INTERESTED PARTY DOES NOT FILE AN OBJECTION ON OR BEFORE THE OBJECTION DEADLINE, ANY OBJECTION WHICH SUCH PARTY HAS TO THE PETITION OR THE RELIEF SOUGHT THEREIN WILL BE DEEMED TO HAVE BEEN WAIVED, AND THE COURT WILL GRANT THE RECEIVER’S PETITION AND THE RELIEF SOUGHT, INCLUDING BUT NOT LIMITED TO APPROVAL OF THE CLOSURE OF THE ESTATES; DISSOLUTION OF FMC-CAPTIVE AND FMC-RRG; RELEASE AND DISCHARGE OF THE RECEIVER, DEPUTY RECEIVERS, AND ASSISTANTS; AND DESTRUCTION OF THE RECORDS OF FMC-CAPTIVE AND FMC-RRG.

2. Any objection must be filed in writing on or before the Objection Deadline by Delaware counsel through electronic service as required by the Court's Rules or by unrepresented individuals with the Court at the Court's address at:

Register in Chancery
Court of Chancery of the State
of Delaware
New Castle County Courthouse
500 North King Street
Wilmington, Delaware 19801

and shall include the following information:

- a. The caption of these proceedings:

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN THE MATTER OF)
THE LIQUIDATION OF)
FMC INSURANCE COMPANY, INC.)
AND FEDERAL MOTOR CARRIERS) C.A. No. 6712-VCP
RISK RETENTION GROUP, INC.)

- b. the nature of the document being filed (i.e., Objection to the Receiver's Petition to Close the Estate);
- c. the name, address, and telephone number of the person filing the document;
- d. the date the document is being filed; and
- e. the grounds for such party's objection to the Petition and the relief sought therein.

Please note that corporations and other entities are required to be represented by Delaware counsel to appear before the Court.

3. A hearing on the Petition will be scheduled only if there are any objections filed on or before the Objection Deadline set forth in Paragraph 1 above.

4. Subject to the provisions herein, the Petition is hereby GRANTED. If no objections are filed by the Objection Deadline of October 29, 2015, all of the provisions of this Order shall be self-executing and no further Order of this Court shall be required to implement the closing of the FMC-Captive and FMC-RRG estates.

5. The Final Report in the Petition is hereby APPROVED in its entirety.

6. All prior accountings of the Receiver are hereby APPROVED.

7. The Receiver shall file the Final Accounting of the Receiver on or before December 31, 2015.

8. Subject to Paragraphs 12 through 14 below, the Receiver is authorized to pay from the FMC-Captive estate's remaining cash of \$2,670 the administrative expenses associated with the dissolution of FMC-Captive,

the destruction of FMC-Captive's records, and the closing of the FMC-Captive estate.

9. Subject to Paragraphs 12 through 14 below, the Receiver is authorized to pay from the FMC-RRG estate's remaining cash of \$1,147 the administrative expenses associated with the dissolution of FMC-RRG, the destruction of FMC-RRG's records, and the closing of the FMC-RRG estate.

10. The Receiver shall publish her Petition and this Order on the estates' web pages on the Delaware Department of Insurance website on or before October 9, 2015. As there are insufficient assets to send further notices, the Receiver shall not be required to notify the claimants of the Petition, this Order, or the closing of the estates by mail.

11. The Court adopts the Receiver's finding that there are insufficient assets and potential asset recoveries remaining for any distributions to creditors of the FMC-Captive and FMC-RRG estates and that, therefore, closure of the FMC-Captive and FMC-RRG estates is appropriate at this point.

12. Provided that no objection is filed on or before the October 29, 2015, Objection Deadline, effective November 2, 2015, or thereafter the Receiver shall file Certificates of Dissolution of the corporate charters of

FMC-Captive and FMC-RRG with the Delaware Secretary of State pursuant to 18 *Del. C.* § 5911(b). A copy of this Order shall be filed by the Receiver with the Delaware Secretary of State for each such company. Pursuant to 18 *Del. C.* §5922, the Receiver is exempt from and shall not be required to pay any fee to the Delaware Secretary of State for filing, recording, or issuing a transcript or certificate authenticating this Order.

13. Upon completion of all of the steps outlined herein, the Receiver shall file a Notice of Completion of all acts directed or authorized by this Order, and upon filing such Notice of Completion, the Honorable Karen Weldin Stewart, CIR-ML, Insurance Commissioner of the State of Delaware, in her capacity as Receiver, George J. Piccoli, Eugene T. Reed, and Michael J. Johnson, in their capacity as Deputy Receivers, and their assistants, employees, consultants, accountants, attorneys, and other authorized professionals and agents, including but not limited to employees of the Delaware Insurance Department who have assisted the Receiver concerning the receivership, shall be RELEASED and DISCHARGED from any and all claims, demands, duties, and obligations relating in any way to the above-captioned proceeding. Furthermore, upon the filing of such Notice of Completion, this proceeding shall be dismissed, and the FMC-

Captive and FMC-RRG estates shall be closed, without further notice or further application to this Court.

14. Provided that no objection is filed on or before the October 29, 2015, Objection Deadline, effective November 2, 2015, or thereafter the Receiver is hereby authorized to destroy the records of the FMC-Captive and FMC-RRG estates, provided, however, that in her discretion the Receiver may retain such records as she deems necessary to implement this Order.

15. This Court shall retain jurisdiction in this cause for the purpose of granting such other and further relief as this cause and the interests of the policyholders, members, creditors, stockholders, and the public may require.

16. Within three (3) business days of receipt of this signed Order, the Receiver shall serve a copy of this Order by U.S. first class mail, postage prepaid, on the firm which represented the former management in this matter.

17. There is no just reason for delay, and this Order, pursuant to Chancery Court Rule 54(b), is entered as a final judgment.

IT IS SO ORDERED as of the date this Order is docketed in the above-captioned matter.

Vice Chancellor

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Donald F Parsons

File & Serve

Transaction ID: 57970445

Current Date: Oct 09, 2015

Case Number: 6712-VCP

Case Name: CONF ORD - State Of Delaware et al vs FMC Insurance Co Inc et al

Court Authorizer: Parsons, Donald F

/s/ **Judge Parsons, Donald F**