IN THE CHANCERY COURT OF THE STATE OF TENNESSEE
TWENTIETH JUDICIAL DISTRICT, DAVIDSON COUNTY

FILED
DEC 9 2005
DAVIDSON CO. CHANCERY CT.
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STATE OF TENNESSEE, ex rel.,
PAULA A. FLOWERS,
Commissioner of Commerce and
Insurance for the State of Tennessee,

Petitioner,

v.

TENNESSEE RESTAURANT ASSOCIATION
SELF INSURED WORKERS' COMPENSATION
TRUST, a Tennessee workers compensation self-
insurance group,

Respondent.

No. 05-3093-I

RECEIVED
DEC 09 2005
DAV. CO. CHANCERY COURT

CONSENT ORDER APPOINTING COMMISSIONER AS RECEIVER FOR PURPOSES OF LIQUIDATION; AND INJUNCTION

This matter came to be heard upon the request of a Verified Petition filed by Paula A. Flowers, Commissioner of Commerce and Insurance for the State of Tennessee ("Commissioner" or "Department"), by her signature appearing below, and through her counsel, Paul G. Summers, Attorney General of the State of Tennessee, and with the agreement and consent of the parties authorized by Tenn. Code Ann. § 56-9-301(12) to consent and agree for Respondent Tennessee Restaurant Association Self Insured Workers' Compensation Trust, a Tennessee domiciled insurance company located at 720 Cool Springs Boulevard, Suite 150, Franklin, Tennessee 37067 ("TRA-SIWCT", "Respondent" or "insurer"), by its signature appearing below, to the entry of the following order of liquidation. Based on the pleadings, the consent of the parties,

and the record as a whole, this Court FINDS the Commissioner's Petition for an Order of Liquidation and Permanent Injunction should be GRANTED.

The Court further FINDS as follows:

1. This Court has subject matter jurisdiction of this action pursuant to Tenn. Code Ann. § 56-9-104, and venue of this action is properly in the Chancery Court of Davidson County pursuant to Tenn. Code Ann. § 56-9-104(e).

2. The Petitioner, Paula A. Flowers, is the duly appointed Commissioner of Commerce and Insurance for the State of Tennessee. Pursuant to Tenn. Code Ann. §§ 56-9-101, *et seq.*, (The Insurers Rehabilitation and Liquidation Act, the "Act") the rehabilitation, liquidation or conservation of a domestic insurance company is conducted by the Commissioner after her appointment as receiver by the Court. Tenn. Code Ann. §§ 56-9-301, *et seq.*

3. Respondent, Tennessee Restaurant Association Self Insured Workers' Compensation Trust ("Respondent," "TRA-SIWCT" or "the insurer") is a trust organized under the laws of the State of Tennessee whose address and principal place of business is located at 720 Cool Springs Boulevard, Suite 150, Franklin, Tennessee 37067. TRA-SIWCT holds a certificate of approval from the Department as a workers' compensation self-insurance group pursuant to the provisions of Tenn. Code Ann. § 50-6-405(c) and Rules of the Tennessee Department of Commerce and Insurance, Insurance Division, Tenn. Comp. Rules & Regs. Chapter 0780-1-54 (hereinafter "Rules"). Pursuant to this statute, a group of ten (10) or more employers in the same trade or professional association may form a pool for self-insurance by all members collectively against claims made against any member by its employee(s). Under the pertinent statute and Rules, member-employers join the group on the condition that each

member-employer become jointly and severally liable under an indemnity agreement to meet the workers' compensation obligations of the group and each member, and be subject to assessment for deficiencies in the fund. TRA-SIWCT has made the decision voluntarily to stop providing workers' compensation coverage as of January 1, 2006, and to agree to orderly liquidation under the statutory process of the Act. The members were notified of this decision. The Commissioner thus proposes and this Order states that the date to cancel coverage under the liquidation order and Tenn. Code Ann. § 56-9-308 should be January 1, 2006.

4. TRA-SIWCT is an insurer subject to formal delinquency proceeding provisions of the Act. Pursuant to its authority from the Department to conduct an insurance business in Tennessee as a workers' compensation self-insurance group under Tenn. Code Ann. § 50-6-405(c), TRA-SIWCT has solicited members for its authorized business and has incurred risks so that claims exist against TRA-SIWCT and will arise in the future related to losses incurred during the coverage it has already provided. The proceedings of the Act may be applied to all insurers who are doing, or have done an insurance business in this state, and against whom claims arising from that business may exist now or in the future. Tenn. Code Ann. § 56-9-102(1). Tenn. Code Ann. § 56-9-103(12) defines insurer for purposes of the Act as: "any person who has done, purports to do, is doing or is licensed to do an insurance business, and is or has been subject to the authority of, or to liquidation, rehabilitation, reorganization, supervision, or conservation by, any insurance commissioner."

5. The Commissioner has determined based on information filed by and developed through examination and supervision of TRA-SIWCT, and this Court finds based on the record herein, that TRA-SIWCT is technically insolvent and the continued operation or run-off of TRA-

SIWCT outside of formal liquidation could be hazardous, financially and otherwise, to its policyholders, members, its general creditors and the public. This determination is based upon TRA-SIWCT's 2004 financial statements on file with the Department, in which TRA-SIWCT reported it incurred a deficiency of $188,305 for fund year 2004, and a September 30, 2005 balance sheet indicating the fund balance deficit stood at $182,283. There is reason to believe based on the result of a claim reserve audit that TRA-SIWCT may be under-reserved. The Commissioner avers that it would be imprudent to delay receivership for the development of more complete financial data, and TRA-SIWCT agrees that under these circumstances, it will be of overall benefit to members, creditors and the public to conduct the winddown of the trust through the orderly process of the Act.

6. TRA-SIWCT's Administrator, James R. (Ronnie) Hart, is responsible for the day-to-day management of the trust. Hospitality Management Plus, Inc ("HMP") is a Tennessee for profit corporation with its principal office located in Spring Hill, Tennessee, and the mailing address for which is P.O. Box 682244, Franklin, Tennessee 37068. HMP has been engaged by the trust to provide administrative services to the trust, including providing all safety materials and supervising the safety program instituted by the Trustees. HMP also provides or provided marketing services to the trust. Mr. James R. Hart is the owner of HMP. Claims Management Consultants, Inc. ("CMC"), is a Tennessee for profit corporation with its principal office located at the same address as TRA-SIWCT, 720 Cool Springs Boulevard, Suite 150, Franklin, Tennessee 37067. TRA-SIWCT engaged CMC in 1996 to perform workers' compensation claims management and administration for TRA-SIWCT. These services have included all claims processing, adjustment and payment processing. HMP, Hart and CMC possess records

and information of TRA-SIWCT that will be required in the liquidation of TRA-SIWCT, and are required to be cooperating parties under the statute Tenn. Code Ann. § 56-9-106.

7. Under the required structure for such workers' compensation groups under Tenn. Code Ann. § 50-6-405(c), the members of TRA-SIWCT are jointly and severally liable for the workers' compensation obligations of each of the members, and agree to assessment for deficits. TRA-SIWCT is bound and has the right to assess its members for the liabilities of TRA-SIWCT, and the Commissioner, upon being appointed as receiver, is expected to pursue such recoveries. Tenn. Code Ann. § 56-9-320 provides the liquidator of an insurer on the assessment basis with power to make assessments and sets forth a procedure for enforcement of assessment levies to judgment, if unpaid.

8. TRA-SIWCT is calculated to have insufficient assets available currently to pay all of its workers' compensation claims until fully discharged, and may need to assess to obtain sufficient assets for full provision of benefits and administration. Given the current financial status of TRA-SIWCT, the Commissioner has requested and this Court finds that provisional authority should be granted the liquidator to pay only certain types of workers' compensation payments under the liquidator's reservation of rights, and subject to later review and adjustment or reduction in reaching final award pursuant to an approved proof of claim, from TRA-SIWCT funds. The payment authority requested extends *only* to liquidator-approved TTD (Temporary Total Disability) and ongoing medical benefits payments. These payments are of a critical nature and necessary to avoid further harm to injured employees and may serve to conserve the resources of TRA-SIWCT. The liquidator will be making no other provisional distributions as payments of benefits without further authority from the Court. The liquidator and this Court

retain the right to adjust any such payments to avoid inequitable distribution of the assets of TRA-SIWCT under the liquidation statutory scheme. The liquidator will report to the Court on an annual basis about disbursements made under this authority, and will report on the liquid assets available. If circumstances develop requiring a modification of this payment authority, the liquidator shall seek the Court's approval for such modifications consistent with maintenance of the appropriate priorities under the liquidation statutes.

9. Under Tenn. Code Ann. § 56-9-105, the Court has power to issue injunctions, for the protection of the receivership process, against actions that might lessen the value of the insurer's assets or prejudice the rights of policyholders, enrollees, creditors or shareholders, or the administration of any proceeding under the Act. The Court may enjoin activities that interfere with the power of the receiver, or that would waste resources or disturb the orderly process for maintenance of claims against the insurer. This Order is worded to provide such injunctions as the Commissioner has found necessary to protect the receivership process and to designate the exclusive forum for claims that will be made against or satisfied out of the TRA-SIWCT estate.

10. **Consent:** TRA-SIWCT's consent has been given to entry of this Order of Liquidation and there is a proper sufficient basis for the following order pursuant to Tenn. Code Ann. §§ 56-9-306, and 301(1) and (12), due to such consent. TRA-SIWCT waives summons and the right to be heard before entry of this Consent Order, and this Court has subject matter jurisdiction of this action with venue properly within the Chancery Court of Davidson County pursuant to Tenn. Code Ann. § 56-9-104, and;

11. Accordingly the Commissioner has demonstrated that the grounds for liquidation exist, under Tenn. Code Ann. § 56-9-306, and therefore there is good cause for immediate entry of a Final Order of Liquidation and Permanent Injunction of Respondent Tennessee Restaurant Association Self Insured Workers' Compensation Trust, as follows:

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED, that:

1. The Commissioner of Commerce and Insurance for the State of Tennessee, Paula A. Flowers, in her official capacity or her successors in office, is appointed Liquidator of **Tennessee Restaurant Association Self Insured Workers' Compensation Trust**, a Tennessee trust that was authorized as a self insurance group or pool under Tenn. Code Ann. § 50-6-405(c) and rules thereunder, ("TRA-SIWCT" "Respondent" or "insurer") for purposes of liquidation as provided by Tenn. Code Ann. §§ 56-9-306, and 307 with all the powers conferred by law on receivers and liquidators of insurers appointed under those statutes. In addition to those powers specifically enumerated in this Final Order of Liquidation and by operation of law under Tenn. Code Ann. §§ 56-9-101 *et seq.* for liquidators of insurers, the Liquidator shall have the power to exercise all powers now held or hereafter conferred upon receivers by the laws of this state not inconsistent with Tenn. Code Ann. §§ 56-9-101, *et seq.;*

2. Pursuant to Tenn. Code Ann. § 56-9-307, the Commissioner, as Liquidator, is authorized and directed forthwith (1) to take possession of all accounts, assets, monies, and property (both tangible and intangible) belonging to, held by and/or in the name of **Tennessee Restaurant Association Self-Insured Workers' Compensation Trust**, both within and without the State of Tennessee, (2) to be vested by operation of law with the title to all of the property, contracts and rights of action, and all of the accounts, assets, monies, books and records of the insurer, wherever located, as of the date of entry of the liquidation order, and any further title or rights in property gained by the Commissioner by virtue of such receivership, and (3) to have the right to recover the same and reduce the same to possession and to administer them under the general supervision of the Court with all the powers granted a Liquidator and receivers under Tenn. Code Ann. §§ 56-9-101 *et seq.* The Commissioner shall have immediate access to and shall occupy and control the premises and all records, databases, and computer files used to carry out the business of TRA-SIWCT, regardless of their location and possession;

3. Any bank, savings and loan association, financial institution or other person, which has on deposit, in its possession, custody or control any funds, accounts and any other assets of TRA-SIWCT, including financial institution accounts held in the name of other account holders, shall immediately transfer title, custody and control of all such funds, accounts, or assets to the Liquidator, and are hereby instructed that the Liquidator has absolute control over such funds, accounts and other assets. The Liquidator 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 any lesser 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 Liquidator's control without the permission of this Court;

4. Pursuant to Tenn. Code Ann. § 56-9-307, the rights and liabilities of TRA-SIWCT and of its creditors, policyholders, shareholders, members and all other persons interested in its estate shall become fixed as of the date of the entry of this Order of Liquidation, except as provided in Tenn. Code Ann. §§ 56-9-308 and 326;

5. Pursuant to Tenn. Code Ann. § 56-9-308, all policies, including bonds and other noncancellable business, in effect at the time of issuance of this Order of Liquidation shall continue in force only for the lesser of: (1) a period of thirty (30) days after the date of entry of the Order of Liquidation, (2) the expiration of the policy coverage; (3) the date when the insured has replaced the insurance coverage with equivalent insurance in another insurer or otherwise terminated the policy, (4) the liquidator has effected a transfer of the policy obligation pursuant to Tenn. Code Ann. § 56-9-310(a)(10), or, (5) the date proposed by the liquidator and approved by the Court to cancel coverage, and that date is January 1, 2006;

6. This Order of Liquidation shall terminate coverage at the time specified in Tenn. Code Ann. § 56-9-308(a) for purposes of any other statute;

7. The Liquidator shall have all the powers enumerated in Tenn. Code Ann. § 56-9-310, including the power to appoint a special deputy or deputies to act for her and to determine their reasonable compensation. One such special deputy to be appointed is Joseph Keane. The special deputy shall have all powers of the Liquidator as granted by this Order and as enumerated in Tenn. Code Ann. § 56-9-310. The special deputy shall serve at the pleasure of the Liquidator;

8. The Liquidator shall have the power to employ employees and agents, legal counsel, actuaries, accountants, appraisers, consultants and such other personnel as the Liquidator may deem necessary to assist in the liquidation;

9. The Liquidator shall have the power to fix reasonable compensation of employees and agents, legal counsel, actuaries, accountants, appraisers and consultants with the approval of the Court, and shall have power to pay reasonable compensation to persons appointed and to defray from the funds or assets of the insurer all expenses of taking possession of, conserving, conducting, liquidating, disposing of, or otherwise dealing with the business and property of the insurer;

10. The Liquidator shall have the power to hold hearings, to subpoena witnesses to compel their attendance, to administer oaths, to examine any person under oath, and to compel any person to subscribe to his or her testimony after it has been correctly reduced to writing; and in connection therewith to require the production of any books, papers, records or other documents which he deems relevant to the inquiry;

11. The Liquidator shall have the power to audit the books and records of all agents of the insurer insofar as those records relate to the business activities of the insurer;

12. The Liquidator shall have the power to acquire, hypothecate, encumber, lease, improve, sell, transfer, abandon or otherwise dispose of or deal with, any property of the insurer at its market value or upon such terms and conditions as are fair and reasonable. The Liquidator shall also have power to execute, acknowledge and deliver any and all deeds, assignments, releases and other instruments necessary or proper to effectuate any sale of property or other transaction in connection with the liquidation;

13. The Liquidator shall have the power to enter into such contracts as are necessary to carry out the Order of Liquidation, and to affirm or disavow any contracts to which the insurer is a party;

14. The Liquidator shall have the power to continue to prosecute and to institute in the name of the insurer or in the Liquidator's own name any and all suits and other legal proceedings, in this state or elsewhere, and to abandon the prosecution of claims the Liquidator deems unprofitable to pursue further;

15. The Liquidator shall have the power to prosecute any action at law or in equity which may exist on the Liquidator's behalf, and/or on behalf of the creditors, members, policyholders or shareholders of the insurer against any person or entity. Pursuant to Tenn. Code Ann. § 56-9-313(b)(1), the Liquidator may, within two (2) years or such other longer time as applicable law may permit, institute an action or proceeding on behalf of the estate of the insurer upon any cause of action against which the period of limitation fixed by applicable law has not expired at the time of the filing of the instant petition for liquidation;

16. The Liquidator shall have the power to collect all debts and moneys due and claims belonging to the insurer.

17. **Assessments of Members of TRA-SIWCT.** The Liquidator shall have the power to and shall serve an assessment or assessments on the members for any deficits, and enforce assessments, in accordance with Tenn. Code Ann. § 56-9-320.

18. **Temporary Benefits Payment Authority.** The Liquidator shall have the power to pay, from TRA-SIWCT funds, only certain types of workers' compensation payments which shall be made under the Liquidator's reservation of rights, and subject to later review and adjustment or reduction in reaching a final award pursuant to an approved proof of claim: that is, only Liquidator-approved TTD (Temporary Total Disability) and ongoing medical benefits payments. The Liquidator will be making no other provisional payments of benefits without further authority from the Court. The Liquidator and the Court retain the right to adjust any such payments to avoid inequitable distribution of the assets of TRA-SIWCT under the liquidation statutory scheme. The Liquidator shall report to the Court on an annual basis about disbursements made under this authority, and will report on liquid assets available. If

circumstances develop requiring a modification of this payment authority, the Liquidator shall seek the Court's approval for such modifications, consistent with maintenance of the appropriate priorities under the liquidation statutes;

19. The Liquidator shall have the power to remove any or all records and property of the insurer to the offices of the Commissioner or to such other place as may be convenient for the purposes of efficient and orderly execution of the liquidation;

20. The Liquidator shall have the power under Tenn. Code Ann. §§ 56-9-315, 316, and 317 to avoid fraudulent and preferential transfers;

21. The enumeration of the powers and authority of the Liquidator shall not be construed as a limitation upon the Commissioner or Special Deputy, nor shall it exclude in any manner any right to do such other acts not herein specifically enumerated or otherwise provided for, as may be necessary or appropriate for the accomplishment of or in aid of the purpose of liquidation;

22. The amounts held in the custodial deposit account established by TRA-SIWCT with the Commissioner under Tenn. Code Ann. § 50-6-405, shall be furnished to the Liquidator for its statutory purposes in the liquidation of TRA-SIWCT, for which the Liquidator may draw down such funds;

23. **Notice.** The Liquidator shall give or cause to be given notice of the Order of Liquidation in accordance with Tenn. Code Ann. § 56-9-311 as soon as possible: (1) by first class mail and either by telegram or telephone to the insurance commissioner of each jurisdiction in which the insurer is doing business; (2) by first class mail to any guaranty association or foreign guaranty association which is or may become obligated as a result of liquidation; (3) by first class mail to all insurance agents of the insurer; (4) by first class mail to all persons known or reasonably expected to have claims against the insurer including all policyholders, at their last known address as indicated by the records of the insurer; and (5) by publication in a newspaper of general circulation in the county in which the insurer has its principal place of business and in such other locations as the liquidator deems appropriate;

24. **Claims Deadline** - Except as otherwise established by the Liquidator with approval of the Court, notice to potential claimants under Tenn. Code Ann. § 56-9-311(a) shall specify in the notice and require claimants to file with the Liquidator their claims together with proper proofs thereof under Tenn. Code Ann. § 56-9-324, on or before 4:30 p.m., Central Time, **JUNE 30, 2006**, for purposes of participating in any distribution of assets that may be made on timely filed claims that are allowed in these proceedings;

25. With notice given in accordance with Tenn. Code Ann. § 56-9-311, the distribution of assets of the insurer under Tenn. Code Ann. §§ 56-9-101, et seq. shall be conclusive with respect to all claimants, whether or not they receive notice;

INJUNCTIONS AND COOPERATION

26. **Protection from Suit.** Pursuant to Tenn. Code Ann. § 56-9-313, no action at law or equity or in arbitration shall be brought against the insurer or Liquidator, whether in Tennessee or elsewhere, nor shall any such existing actions be maintained or further presented or prosecuted after issuance of the Order of Liquidation. All claims must be submitted through the claims process as set forth in the Act, and as further defined in this Order. Whenever, in the Liquidator's judgment, protection of the estate of the insurer necessitates intervention in an action against the insurer that is pending outside this state, the Liquidator may intervene in the action. The Liquidator may defend any action in which the Liquidator intervenes under this section at the expense of the estate of the insurer;

27. **Injunctions.** Pursuant to Tenn. Code Ann. § 56-9-105(a)(1-11), all persons, firms, corporations and associations, including, but not limited to, Respondent TRA-SIWCT and its officers, directors, members, subscribers, agents, attorneys, accountants, contractors, subcontractors and all other persons with authority over or in charge of any segment of TRA-SIWCT's affairs, including, without prejudice to the generality, its Administrator James Hart, its claims administrators past and present, including but not limited to Hospitality Management Plus, Inc. ("HMP"), Claims Management Consultants, Inc. ("CMC"), TRA-SIWCT's owners, members, directors, agents, employees and officers, and any others, are prohibited and permanently enjoined from:

(1) the transaction of TRA-SIWCT's business, except as to those activities as may be expressly authorized in writing by the Liquidator to aid in the liquidation,

(2) the waste or disposition of its property,

(3) the destruction, deletion, modification, concealment or waste of its records, databases or computer files,

(4) the commencement or prosecution of any actions, or the obtaining of preferences, judgments, attachments or other liens, or the making of any levy against the insurer, the member companies, i.e. the insureds of TRA-SIWCT, or against their assets or any part thereof to recover any claim for which a proof of claim form was or is filed, by anyone, with the Liquidator, until further order of this Court, and

(5) any other threatened or contemplated action, not permitted under the Act, that might lessen the value of the insurer's assets or prejudice the rights of policyholders, enrollees, creditors or shareholders, or the administration of any proceeding under the Act;

and this Court further authorizes the Liquidator to apply outside of Tennessee for the relief described in Tenn. Code Ann. § 56-9-105(a);

28. **Cooperation.** Pursuant to Tenn. Code Ann. § 56-9-106, the officers, managers, directors, trustees, owners, employees, agents, attorneys, accountants, contractors or subcontractors of TRA-SIWCT, and any other persons with authority over or in charge of any segment of TRA-SIWCT's affairs, including, without prejudice to the generality, its

Administrator Hart, its claims administrators past and present, including but not limited to HMP and CMC, their directors, agents, employees and officers, and any others, are ordered and required to cooperate with the Commissioner in the carrying out of the liquidation. The term "person" shall include any person who exercises control directly or indirectly over activities of the TRA-SIWCT. Further, the term "person" shall include any person who exercises control or who participates in the activities of the TRA-SIWCT, including through the record-keeping, claims administration and adjustment, financial management, payments, and computer systems operation relating to the activities of the TRA-SIWCT. "To cooperate" shall include, but shall not be limited to, the following: (1) to reply promptly in writing to any inquiry from the Commissioner requesting such a reply; and (2) to preserve and to make available to the Commissioner any and all books, bank and investment accounts, pension accounts, documents, or other records or information or computer programs and databases or property of or pertaining to TRA-SIWCT wheresoever located and in his or her possession, custody or control. No person shall obstruct or interfere with the Commissioner in the conduct of this liquidation;

29. Pursuant to Tenn. Code Ann. § 56-9-307(e), the Liquidator shall make financial reports to the Court, which shall be filed within one (1) year of the Order of Liquidation, and at least annually thereafter. Financial reports shall include the assets and liabilities of the insurer and all funds received or disbursed by the Liquidator during the current period;

30. Any person, firm, corporation or other entity having notice of this Order that fails to abide by its terms shall be directed to appear before this Court to show good cause, if any they may have, as to why they should not be held in contempt of Court for violation of the provisions of this Order;

31. No bond is required of the Commissioner as a prerequisite for the filing of this petition or entry of this liquidation order or for the issuance of any injunction, restraining order, or additional order issued as provided by Tenn. Code Ann. § 20-13-101;

32. The Commissioner may apply to the Court for any further orders and injunctive relief which may be necessary to implement the terms of this order, or in aid thereof, to which the Commissioner may be entitled. This Court retains jurisdiction for the purpose of granting such further relief as from time to time shall be deemed appropriate;

33. That this Liquidation Order is permanent and a final order and entitled to full faith and credit, pursuant to U.S. Const. Art. IV, § 1 and 28 U.S.C. § 1738, in the state and federal courts of each of the United States.

IT IS SO ORDERED.

CHANCELLOR

Agreed and approved for entry by:

[This Consent Order may be signed in counterparts.]
STATE OF TENNESSEE

PAULA A. FLOWERS
Commissioner, Department of Commerce
and Insurance

PAUL G. SUMMERS (BPR 6285)
Attorney General and Reporter

SARAH A. HIESTAND (BPR14217)
Senior Counsel, Financial Division
P.O. Box 20207
Nashville, TN 37202
(615) 741-6035

Tennessee Restaurant Association Self Insured Workers' Compensation Trust,
a Tennessee workers' compensation self-insurance group

By: JAMES R. HART
Title: ADMINISTRATOR

Waverly D. Crenshaw, ~~Jr.~~ (BPR 9942
WALLER LANSDEN DORTCH & DAVIS, PLLC
511 Union Street, Suite 2700
Nashville, TN 37219
(615) 850-8909
Attorneys for Respondent Tennessee Restaurant Association Self-Insured
Workers' Compensation Trust

By execution hereof, Tennessee Restaurant Association Self Insured Workers' Compensation Trust consents to entry of this Consent Order of Liquidation. Tennessee Restaurant Association Self Insured Workers' Compensation Trust agrees without reservation to all of the above terms and conditions and shall be bound by all provisions herein. The undersigned represents that he/she has the authority to bind the Tennessee Restaurant Association Self Insured Workers' Compensation Trust to the terms and conditions of this Consent Order.

Tennessee Restaurant Association Self Insured Workers' Compensation Trust

By: _____
(signature)

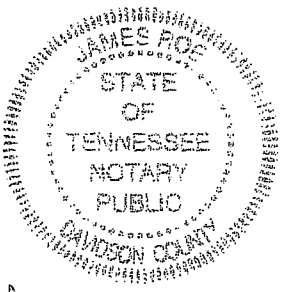
JAMES R. HART
(printed or typed name)

Title: ADMINISTRATOR

Date: 12-7-05

89362

Seal



My Commission Expires
3/21/09

CERTIFICATE OF SERVICE

I hereby certify that a true and exact copy of the foregoing Consent Order Appointing the Commissioner Receiver for Purposes of Liquidation has been delivered by U.S. Mail postage prepaid to: Tennessee Restaurant Association Self Insured Workers' Compensation Trust, 720 Cool Springs Blvd., Suite 150, Franklin, Tennessee 37067 and James Weaver, Esq., Waller Lansden Dortch & Davis, PLLC, P.O. Box 198966, Nashville, Tennessee 37219; Hospitality Management Plus, Inc., James R. Hart, P.O. Box 682244, Franklin, Tennessee 37068, and Claims Management Consultants, Inc., Agent: Meredia Carpenter -Wheeler, 720 Cool Springs Blvd., Suite 150, Franklin, Tennessee 37067, this 7 day of December, 2005.

SARAH ANN HIESTAND