

IN THE COURT OF COMMON PLEAS  
FRANKLIN COUNTY, OHIO

Mary Taylor, Ohio Superintendent of	:	
Insurance, in her Capacity as Liquidator of	:	
Credit General Insurance Company and	:	
Credit General Indemnity Company,	:	
	:	
Plaintiff,	:	Case No. 00 CVH 11-9867
	:	
v.	:	Judge Mark Serrott
	:	
Credit General Insurance Company, et al.,	:	
	:	
Defendants.	:	
	:	
	:	

**ORDER GRANTING LIQUIDATOR’S MOTION FOR APPROVAL AND  
AUTHORIZATION OF AGREEMENT OF MERGER AND RELATED ACTIONS  
BETWEEN CREDIT GENERAL INSURANCE COMPANY  
AND PRS INSURANCE GROUP, INC.**

This matter came to be heard upon the Liquidator’s Motion for Approval and Authorization of Agreement of Merger and Related Actions Between Credit General Insurance Company and PRS Insurance Group, Inc., filed pursuant to R.C. 3903.18(A), R.C. 3903.21 and related sections. Upon consideration of the Liquidator's Motion, Memorandum in Support and Exhibit A, Agreement of Merger, the Court finds that good grounds exists for the Motion and that the Motion is well-taken, and, it is hereby ORDERED, ADJUDGED and DECREED as follows:

1. The Liquidator’s Motion is GRANTED in its entirety.
2. The merger of PRS Insurance Group, Inc. with and into Credit General Insurance Company (“CGIC”), pursuant to the terms of the Agreement of Merger at Exhibit A, upon which the separate existence of PRS will terminate, and it will continue only as part of the merged entity thereby bringing all of its tax attributes,

including its net operating losses of approximately \$736 million as of 2012, into CGIC, is hereby approved.

- 3. The Liquidator is authorized to enter into the Agreement of Merger and take all actions necessary to effectuate the merger.

It is so ORDERED.

Date: \_\_\_\_\_,2013

\_\_\_\_\_  
Mark Serrott, JUDGE

APPROVED:

**MIKE DEWINE**  
**Attorney General of Ohio**

By Special Counsel:  
**KOHRMAN, JACKSON & KRANTZ, PLL**

/s/ Valoria C. Hoover

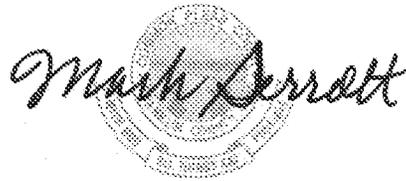
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*Attorneys for Mary Taylor, in her capacity as  
Liquidator of Credit General insurance Company*

Franklin County Court of Common Pleas

**Date:** 11-26-2013  
**Case Title:** OHIO STATE DEPT INSURANCE SUPERINTENDENT J L -VS-  
CREDIT GENERAL INSURANCE COMPANY  
**Case Number:** 00CV009867  
**Type:** ORDER

It Is So Ordered.

A handwritten signature in cursive script, "Mark Serrott", is written over a circular official seal. The seal is partially obscured by the signature and contains some illegible text around its perimeter.

/s/ Judge Mark Serrott

Court Disposition

Case Number: 00CV009867

Case Style: OHIO STATE DEPT INSURANCE SUPERINTENDENT J  
L -VS- CREDIT GENERAL INSURANCE COMPANY

Motion Tie Off Information:

1. Motion CMS Document Id: 00CV0098672013-11-0899980000

Document Title: 11-08-2013-MOTION

Disposition: MOTION GRANTED