

2. Pursuant to OKLA. STAT. tit. 36, § 1918, regarding claimants' proofs of claim against the receivership estate, the Receiver hereby submits the proposed Notice of Liquidation and Deadline for Filing Proof of Claim to be sent to potential claimants (Exhibit A); Proof of Claim and Instruction Form (Exhibit B); and Unconditional Assignment (Exhibit C). The Receiver believes these forms are in compliance with this Court's Orders and the OUILA, as applicable, and requests Court approval of the form of these documents.

3. In addition to the forms, the Receiver requests the Court's approval of the manner of the Notices, as set out therein (Exhibit A). Specifically, directing claimants to the Oklahoma Receivership Office, Inc. website to obtain a proof of claim form, or in the event they do not have Internet access, to the contact the Oklahoma Receivership Office to request said form. Pursuant to OKLA. STAT. tit. 36, § 1930, notice to claimants "shall be given in a manner determined by the Court" and the Receiver believes said process to be appropriate.

4. OKLA. STAT. tit. 36, § 1918, provides that the Court may set a time period within which the Receiver shall report claims filed with the Receiver and to advise the Court of the Receiver's recommendation and evaluation of the claims. The Receiver requests approval of the following claims reporting and evaluation schedule:

<u>Deadline</u>	<u>Activity to Occur On or Before Deadline</u>
1/06/14	Claims filing deadline.
3/06/14	Receiver's Report on Timely-Filed Claims due.
5/06/14	Receiver's First Claims Evaluation and Request for Confirmation due (on claims due to be adjudicated). Receiver's Supplemental Claims Evaluations and Requests for Confirmation (on subsequently evaluated claims ready to be adjudicated) will be submitted within every six (6) months thereafter, beginning with 11/06/14, or earlier if practicable.

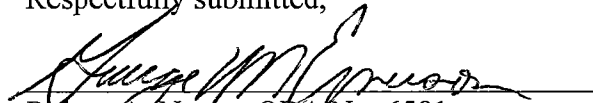
5. The Receiver recommends and requests approval from the Court that the above-detailed notification to potential claimants and proof of claims process satisfies any and all due process requirements as contemplated by the OUILA and under the circumstances of this receivership proceeding. *See, e.g., State ex rel. Crawford v. Indemnity Underwriters Ins. Co.*, 1997 OK CIV APP 37, 943 P.2d 167, 170. (In the special and equitable context of insurer liquidation proceedings under the OUILA, “[t]he essential elements of ‘due process,’ as presently understood and applied, require only that a [claimant] be given notice and an opportunity to be heard in an orderly manner in a proper forum.”).

CONCLUSION

WHEREFORE, pursuant to OKLA. STAT. tit. 36, §§ 1918 and 1930 and the Court's Order of Liquidation, the Receiver respectfully requests the Court to enter the following Orders in conjunction with the administration and liquidation of this receivership estate:

- A. Order approving the Receiver's (a) Notice of Liquidation, Permanent Injunction and Deadline for filing Proof of Claim, (b) Form of Proof of Claim and Instructions and (c) Form of Unconditional Assignment;
- B. Order approving the Receiver's claims reporting and evaluation plan as set forth herein.

Respectfully submitted,



Robert A. Narce, OBA No. 6581
George M. Emerson, OBA No. 13159
RIGGS, ABNEY, NEAL, TURPEN,
ORBISON & LEWIS
5801 Broadway Ext., Suite 101
Oklahoma City, OK 73152-3408
(405) 843-9909
(405) 842-2913 facsimile
ATTORNEYS FOR RECEIVER

NOTICE OF HEARING

Notice is hereby given that the above application is set for hearing before the Honorable Barbara Swinton, District Judge, in her courtroom in the Oklahoma County Courthouse, Oklahoma City, Oklahoma on the 9th day of August, 2013, at 10:00 A.M.

CERTIFICATE OF MAILING

I, hereby certify that on this 10th day of July, 2013, I caused to be mailed a true and correct copy of the within and foregoing instrument to:

Matt Petcoff, President
Pride Holdings, Inc.
5217 Maryland Way
Suite 222
Brentwood, TN 37027

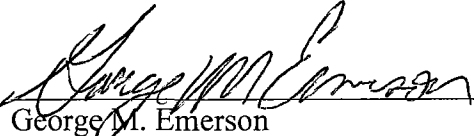
J. Angela Ables
Kerr, Irvine, Rhodes & Ables, P.C.
201 Robert S. Kerr Ave., Suite 600
Oklahoma City, OK 73102

Donna Wilson, CIR.
Assistant Receiver
Oklahoma Receivership Office, Inc.
Three Corporate Plaza
3613 NW 56th Street, Suite 330
Oklahoma City, OK 73112

Susan Loving
Lester Loving & Davies
1701 S. Kelly Avenue
Edmond, OK 73013

Susan Dobbins, General Counsel
Oklahoma Insurance Department
Five Corporate Plaza
3625 NW 56th Street, Suite 100
Oklahoma City, OK 73112

Larry Fitch
Oklahoma Property & Casualty
Insurance Guaranty Association
2601 NW Expressway, Suite 330E
Oklahoma City, OK 73112


George M. Emerson

**IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA**

STATE OF OKLAHOMA, ex rel.)	
JOHN D. DOAK, Insurance Commissioner,)	
)	
Petitioner,)	
)	
v.)	Case No. CJ-2013-1448
)	
PRIDE NATIONAL INSURANCE)	
COMPANY,)	
)	
Defendant.)	

**NOTICE OF LIQUIDATION, PERMANENT INJUNCTION
AND DEADLINE FOR FILING PROOF OF CLAIM**

Notice is given that upon the Petition of John D. Doak, Insurance Commissioner, as Receiver for Pride National Insurance Company and the Application for Order of Receivership, and Order of Liquidation with Finding of Insolvency, the District Court of Oklahoma County, Oklahoma, placed Pride National Insurance Company ("Pride") into receivership and ordered the liquidation of Pride National Insurance Company on July 10, 2013.

In the Liquidation Order, the Court:

1. Enjoined and precluded Pride from conducting any further business;
2. Appointed John D. Doak, Insurance Commissioner, as Receiver of Pride;
3. Appointed Donna Wilson as Assistant Receiver for the Company,
4. Appointed the law firm of Riggs, Abney, Neal, Turpen, Orbison & Lewis, as Counsel for the Receiver,
5. Ordered the assignment and vesting of title as well as the possession of all of Pride's assets in the Receiver.

Additionally, the Court ordered that policyholders, claimants and creditors having

EXHIBIT

A

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claims against Pride must file a proof of claim, together with proof of loss with the Assistant Receiver no later than January 6, 2014. Proof of Claim forms received after January 6, 2014 will lose their statutory priority and may not receive a distribution of assets.

To obtain a proof of claim form, visit the Oklahoma Receivership Office, Inc., website (www.okaro.org) where the form is available. If you do not have access to the website and need to request a form or have any questions, you may contact the Oklahoma Receivership Office, Inc., at the address and phone number shown below.

Oklahoma Receivership Office, Inc.
3613 N.W. 56th, Suite 330
Oklahoma City, Oklahoma 73112
Telephone: (405) 947-0022
Facsimile: (405) 947-0046

Robert A. Nance, OBA No. 6581
George M. Emerson, OBA No. 13159
RIGGS, ABNEY, NEAL, TURPEN
ORBISON & LEWIS
5801 Broadway Extension, Suite 101
Oklahoma City, Oklahoma 73118
Telephone: (405) 843-9909
Facsimile: (405) 842-2913
rnance@riggsabney.com
gemerson@riggsabney.com
ATTORNEY FOR PLAINTIFF
STATE OF OKLAHOMA, EX. REL.
JOHN D. DOAK, INSURANCE
COMMISSIONER, AS RECEIVER OF
PRIDE NATIONAL INSURANCE COMPANY

PRIDE NATIONAL INSURANCE COMPANY,
 (the "Company")
 3613 NW 56, Suite 330
 Oklahoma City OK 73112

PROOF OF CLAIM
 District Court of Oklahoma County
 State of Oklahoma
 Case No. CJ-2013-1448

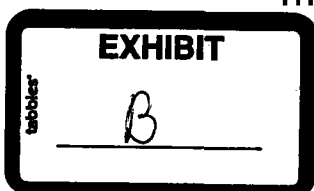
PLEASE READ INSTRUCTIONS CAREFULLY. DEADLINE FOR FILING PROOF OF CLAIM IS JANUARY 6, 2014.

PART 1 Person Making Claim (Claimant)	
Name _____	Claimant's Telephone Number: Home _____
Mailing Address _____	Claimant's Telephone Number: Work _____
City, State Zip Code _____	Claimant's SSN or Federal Tax ID _____
Policy Number _____	Claim Number _____
Are you represented? _____ State attorney's name, address and telephone number: _____	

PART 2 Claim Information	
a. Insured's Name: _____	Loss Claimant's Name _____ Date of Loss: _____
b. Type of Claim <input type="checkbox"/> Casualty Claim <input type="checkbox"/> Return Premium <input type="checkbox"/> Cost of Defense <input type="checkbox"/> Other _____	c. Amount of Claim \$ _____ \$ _____ \$ _____ \$ _____
TOTAL \$ _____	d. Describe claim: _____ _____ _____ e. Name and address of parties, other than the Company, who may have any responsibility for the claim: _____ _____ _____

- PART 3** a. Have you received any payments on the claim which is the subject of this Proof of Claim from any source? _____ If yes, specify the total amount received: \$ _____ And identify all sources: _____
- b. Do you owe any money to the Company? _____ If yes, specify the amount: \$ _____
 And reason: _____
- c. Is this a secured claim? _____ If yes, specify all security for such claim: _____
- d. Is this claim the subject of legal action? _____ If yes, specify Court: _____
 Case Number: _____ And all parties and attorneys: _____
- e. Is this claim contingent or unliquidated? _____ If yes, specify the reason: _____

THE AFFIRMATION ON THE REVERSE SIDE MUST BE COMPLETED.



PLEASE READ INSTRUCTIONS CAREFULLY. THE REVERSE SIDE MUST BE COMPLETED.

PROOF OF CLAIM
PRIDE NATIONAL INSURANCE COMPANY
In Receivership (the "Company")

District Court of Oklahoma County, State of Oklahoma; Case No. CJ-2013-1448

AFFIRMATION

State of _____)
County of _____) ss:

The undersigned subscribes and affirms as true under the penalties of perjury as follows: that he or she has read the foregoing Proof of Claim and knows the contents thereof; that this claim in total amount of \$_____ against the Company is justly owing to the Claimant; that the matters set forth and in any accompanying statements and supporting documents are true and correct; that no payment of or on account of the aforesaid claim has been received except as above stated; and that there are no set offs or counterclaims thereto except as above stated.

Claimant (signature)

Title or Official Capacity (if any)

Subscribed and sworn to before me this _____ day of _____, 20_____.

(SEAL)

Notary Public

Commission No.: _____

My Commission Expires: _____

IMPORTANT NOTICES

- A. Proof of Claim must be properly signed and sworn to before a Notary Public or person authorized to administer oaths.
- B. Deadline for filing Proof of Claims is **January 6, 2014**.
- C. **If you have a change of address, you are required to inform the Receiver of the new address in order to receive any payment that might be due.**
- D. Return your completed form to: DONNA L. WILSON, CIR-ML
ASSISTANT RECEIVER
PRIDE NATIONAL INSURANCE COMPANY, IN RECEIVERSHIP
3613 NW 56, SUITE 330
OKLAHOMA CITY, OK 73112

PROOF OF CLAIM INSTRUCTIONS

General

1. The Proof of Claim must be typed or legibly printed in ink.
2. The Proof of Claim must have all items completed and questions answered. If an item is not applicable, indicate so by writing "N/A" in blank. Your Proof of Claim will be returned to you if any items are left blank. Please review the entire form for completion prior to mailing.
3. If you need additional space to fully answer any question, please do so on a separate sheet of paper and attach to your Proof of Claim.
4. You must attach to the Proof of Claim documents or evidence supporting your proof of loss. **FAILURE TO PROVIDE SUFFICIENT DOCUMENTS OR EVIDENCE SUPPORTING YOUR CLAIM IS GROUNDS FOR DENIAL THEREOF.**
5. You have an ongoing duty to supplement your Proof of Claim with supporting documentation as additional information is received. This requirement includes notice of any change of address.
6. The Proof of Claim must be signed by the Claimant who is named in Part 1, or by a representative of the Claimant who has knowledge of the matters set forth in the Proof of Claim and in any accompanying statement and supporting documents.
7. If you are a beneficiary or an assignee of the insured's rights to distribution from the receivership, you should complete a Proof of Claim and cause the insured to execute an Unconditional Assignment and deliver same to the address reflected in paragraph 13. Unconditional Assignment forms can be downloaded from www.okaro.org.
8. All Proofs of Claim must be sworn to before a notary public or person authorized to administer oaths.
9. All Proofs of Claim must be postmarked no later than January 6, 2014. The Receiver is not responsible for undelivered mail. To protect your claim, the Receiver recommends certified mail.
10. The Receiver suggests you keep a copy of the completed Proof of Claim for your records.
11. All future correspondence, amendments, or attachments must include the Policy Number from the front of the Proof of Claim form to ensure proper identification. For a claim for other than policy benefits, a copy of the Proof of Claim form should be attached to the correspondence.
12. The Receiver may, at her discretion, permit a claimant to file a Proof of Claim after the deadline. However, such late-filed claims are subject to certain provisions of Oklahoma's Insurance Code, including, but not limited to, provisions discussing the possible loss of priority.
13. Mail your completed Proof of Claim and supporting documentation to Donna L. Wilson, CIR-ML Assistant Receiver, Pride National Insurance Company in Receivership, 3613 NW 56, Suite 330, Oklahoma City, OK 73112. Telefaxes of Proof of Claims and supporting documentation will not be accepted.
14. If you have any questions about the Proof of Claim procedure, you may call (405) 947-0022.

Part 1

15. State the name and address of party completing Proof of Claim.

INSTRUCTIONS CONTINUED ON REVERSE SIDE

INSTRUCTIONS CONTINUED FROM REVERSE SIDE

Part 1 (continued)

16. List the SSN or Federal Tax ID and telephone numbers for party completing the Proof of Claim.

17. If the party completing the Proof of Claim is represented, you must state the attorney's name, address and telephone number.

Part 2

18. Indicate the type of claim you are submitting and the amount of your claim. If the claim is contingent or unliquidated, indicate the amount of claim as "undetermined".

19. You must indicate the total amount due to you. If claim is contingent or unliquidated, indicate the amount of claim as "undetermined".

20. If there are any other persons, insurance coverage, health plans, or other entities who may have any responsibility for your claim, identify as completely as possible such persons(s) or entity(ies) in Part 2(e).

Part 3

21. If you have received any payments from any source relating to your claim, you must identify the source in Part 3(a).

22. If you owe the company any money, whether related to this claim or not, you must identify the reason in Part 3(b).

23. A "secured claim" is one for which you hold an interest in Company property as collateral for such claim. If you assert your claim is secured by any assets or property of the Company, you must attach all documents evidencing your security interest.

24. If your claim is the subject of legal action, you must specify the Court, case number and parties and their attorneys in Part 3(d).

25. If all or any portion of your claim is contingent or unliquidated (for example, the amount of your claim can not yet be determined), you must answer yes to the first portion of Part 3(e) and provide a brief explanation why your claim is contingent or unliquidated in any respect.

Affirmation

26. You *must* insert the total amount of your claim as indicated in Part 2(c) in the affirmation. If your claim is contingent or unliquidated, indicate the amount of claim as "undetermined".

27. You are signing the Proof of Claim under penalties of perjury. Please read the affirmation carefully before signing the Proof of Claim.

Allowance Procedures

28. Within such period as the Court may establish, the Receiver will prepare and file a report setting forth the claimant, amount and Receiver's recommendation with respect to each Proof of Claim.

29. Upon filing of report, the Court will schedule a time for hearing the report. If you file a Proof of Claim, you will receive notice of the hearing and other information concerning the report and hearing as the Court deems appropriate under the circumstances. In addition to other information which may be provided, if, for any reason, the Receiver does not recommend acceptance of a claim as filed by the claimant, claimant will be advised of the Receiver's recommendation regarding claim.

30. After all claims have been allowed, disallowed or estimated, the Receiver will seek Court approval to begin making distributions to the claimants from the assets of the Company.

PRIDE NATIONAL INSURANCE COMPANY, in Receivership
3613 NW 56, Suite 330
Oklahoma City, Oklahoma 73112

UNCONDITIONAL ASSIGNMENT

In consideration of \$1.00 and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, _____, hereinafter referred to as "Claimant", does hereby grant, bargain, sell, convey and unconditionally assign to _____, hereinafter referred to as "Agent", all of his right, title, and interest in and to Claimant's claim against Pride National Insurance Company in Receivership, and claimant does hereby authorize the Receiver to deal directly with the Agent in this matter, and the Receiver is hereby relieved of any and all duties to deal with Claimant relative to this claim, and the Receiver may deal with the Agent in all matters relating to this claim.

Claimant

STATE OF OKLAHOMA)
) SS.
COUNTY OF _____)

This instrument was acknowledged before me on this ____ day of _____, 20__ by _____.

Notary Public

(S E A L)

Commission Expires: _____
Commission No.: _____

