## SUMMARY OF PLAN OF LIQUIDATION FOR RECIPROCAL OF AMERICA AND THE RECIPROCAL GROUP

(collectively, the "COMPANIES")

## THE COMPANIES' PLAN OF LIQUIDATION:

On September 17, 2003, the State Corporation Commission (the "Commission") held the Other Matters hearing to consider the "Plan of Liquidation" for the Companies as proposed in the Deputy Receiver's Application for Orders Setting Hearing on Liquidation of Reciprocal of America and The Reciprocal Group, Establishing Response Dates, Ordering Liquidation, Approving Claims Bar Dates, and Related Matters (the "Application") filed on April 30, 2003. On October 28, 2003, the Commission entered its Order Setting Final Bar Date and Granting Deputy Receiver Continuing Authority to Liquidate Companies (the "Order") approving the Plan of Liquidation and authorizing the Deputy Receiver to proceed with the liquidation in the manner described generally below. Many of the steps in the liquidation plan are contingent on prior events. For example, and of particular importance, the resumption of claim payments as described in paragraph 4, below, can only occur after certain litigation issues are resolved and the Commission enters an order permitting such payments. Moreover, the payment of claims must proceed in accordance with statutory priorities. Thus, for example, approved general creditor claims can only be paid after approved policyholder claims have been paid in full. In general, the Commission has authorized the Deputy Receiver to continue the liquidation of the Companies, including the power to:

- 1. Continue managing the affairs of the Companies until such time as they are liquidated and dissolved;
- 2. Pay the costs and expenses of administration, pursuant to Va. Code Ann. §§ 38.2-1509(B)(1) and 38.2-1510;
- 3. Adjudicate and pay the claims of all secured creditors with a perfected security interest not voidable under Va. Code Ann. § 38.2-1513 to the extent of the value of their security;
- 4. Following an Order of the Commission so authorizing, adjudicate and pay the claims of the insurance guaranty associations for "covered claims" as defined in Va. Code Ann. § 38.2-1603 and other similar provisions under other applicable statutes, and the claims of other policyholders arising out of Reciprocal of America ("ROA") insurance contracts, apportioned without preference;

- 5. Pay taxes owed to the United States and other debts owed to any person, including the United States, which by the laws of the United States are entitled to priority;
- 6. Adjudicate and pay claims for wages entitled to priority as provided in Va. Code Ann. § 38.2-1514;
- 7. Maintain a reasonable reserve for claims, costs, expenses, unknown claims, and contingencies, over and above any existing reserves for direct insurance obligations, until final liquidation of ROA and The Reciprocal Group ("TRG");
- 8. Adjudicate and pay, on a *pro-rata* basis to the extent assets are available, claims of all other creditors;
- 9. In the event that the Deputy Receiver is unable to find any particular person owed funds by the Companies, deliver such unclaimed funds to the custody of the state of that person's last known address, as shown by the Companies' books and records, pursuant to the procedures established by that state's unclaimed property laws;
- 10. Create a trust to hold any unclaimed funds if the applicable state unclaimed property laws did not permit him to deliver any such unclaimed funds to the relevant states prior to the date that ROA and TRG would cease to exist and the receivership would terminate;
- 11. Cause a third party or contractor of the Companies to assume remaining obligations and contingencies of ROA or TRG in exchange for reasonable consideration, and obtain an independent opinion from an actuarial or accounting firm regarding the reasonableness of consideration paid for the assumption of ROA or TRG obligations or contingencies; and
- 12. Take all steps necessary and appropriate to liquidate and dissolve ROA and TRG as soon as reasonably practicable.