

COMMONWEALTH OF KENTUCKY
FRANKLIN CIRCUIT COURT
DIVISION I
CIVIL ACTION NO. 15-CI-1144

**H. BRIAN MAYNARD, in his capacity as
COMMISSIONER OF THE KENTUCKY
DEPARTMENT OF INSURANCE and
REHABILITATOR OF KENTUCKY
HEALTH COOPERATIVE, INC.**

PETITIONER

v.

ORDER OF LIQUIDATION

KENTUCKY HEALTH COOPERATIVE, INC.

RESPONDENT

This matter is before the Court on the Verified Petition for an Order directing the transformation of the Rehabilitation of Kentucky Health Cooperative, Inc. to a liquidation pursuant to KRS 304.33-180. The Court, having reviewed the testimony and having considered the facts presented to it, as well as applicable law, makes the following findings of fact, conclusions of law, and Orders as follows:

Findings of Fact and Conclusions of Law

1. Kentucky Health Cooperative, Inc. ("KYHC") is a Kentucky corporation that holds a health maintenance organization ("HMO") license from the Kentucky Department of Insurance, is organized and doing business and domiciled in the Commonwealth of Kentucky and maintains its home office at 9700 Ormsby Station Road, Louisville, Kentucky 41017-2596.

2. KYHC is subject to the Kentucky Insurers Rehabilitation and Liquidation Law, codified at KRS 304.33-010, et seq.

3. KYHC is a non-profit consumer oriented and operated plan ("Co-Op") organized under federal law. 42 USC 18042 (Pub. Law 111-148, section 1322 of the Patient Protection and Affordable Care Act and 45 CFR section 156.515). Prior to its rehabilitation, KYHC

issued qualified health plans in the individual and small group markets pursuant to the Affordable Care Act and issues health benefit plans in accordance with KRS Chapter 304.

4. The Affordable Care Act (ACA) imposes fees and premium stabilization provisions on health insurance issuers offering commercial health insurance. Three programs known as risk adjustment, reinsurance and risk corridors took effect in 2014. The risk adjustment program is a permanent risk-spreading program (ACA Section 1343). The reinsurance program (ACA Section 1341) and the risk corridors program (ACA Section 1342) are temporary programs for program years 2014, 2015 and 2016.

5. The risk corridors program is based on Section 1342 of the ACA and is effective for benefit years 2014, 2015 and 2016. The risk corridors program applies to qualified health plans (QHPs) in the individual and small group markets whether sold on or off of an exchange.

6. The purpose of the risk corridors program is to provide limitations on issuer losses and gains for QHPs through additional protection against initial pricing risk. The program was initially created to provide a mechanism for sharing the risk for allowable costs between the federal government and the QHP issuers.

7. The original December 31, 2014 annual statement filed by KYHC with the Kentucky Department of Insurance reported a risk corridors receivable of \$76,000,000. On July 31, 2015 KYHC submitted a report to the United States Department of Health and Human Services, Centers for Medicare & Medicaid Services ("CMS") requesting a \$77,005,594 risk corridors payment.

8. On October 1, 2015 the Kentucky Department of Insurance received notification from CMS indicating that KYHC would be receiving a risk corridors payment of \$9,642,095 for the 2014 plan year. The remaining balance of \$67,363,499 cannot be collected until after

the 2015 plan year risk corridors program data is submitted in August 2016. The likelihood of KYHC ultimately collecting all or some of this amount is unknown at this time, but it appears doubtful to the Court that KYHC will receive the entire \$67,363,499.

9. KYHC was placed into rehabilitation by this Court on October 29, 2015.

10. The Court at that time determined that KYHC was insolvent or about to become insolvent; that KYHC was in such condition that the further transaction of business would be hazardous, financially or otherwise, to its policyholders and to the public; and that the KYHC was in a hazardous financial condition.

11. KYHC remains in an extremely hazardous condition. KYHC's projected liabilities exceed its projected assets.

12. KYHC is insolvent as defined by the Kentucky Insurers Rehabilitation and Liquidation Law, KRS 304.33-030 (18).

13. Further attempts to rehabilitate the KYHC would substantially increase the risk of loss to creditors and policyholders and would be futile. Therefore, an Order of Liquidation is appropriate. KRS 304.33-180.

14. It is in the best interests of the policyholders and creditors of KYHC and the public that KYHC be placed into liquidation pursuant to KRS Chapter 304.33.

15. This Court has jurisdiction over this action pursuant to Kentucky Insurers Rehabilitation and Liquidation Law, KRS Chapter 304.33.

Based on the foregoing Findings of Fact and Conclusions of Law, the Court issues the following Orders:

1. It is hereby Ordered that an Order of Liquidation is entered against Kentucky Health Cooperative, Inc. effective as of _____ a.m./p.m. Eastern Time on January 15, 2016.

2. It is further Ordered that H. Brian Maynard, Commissioner of the Kentucky Department of Insurance, shall be appointed as the Liquidator of KYHC pursuant to KRS 304.33-200, and that Jeff Gaither and David Hurt shall be appointed as Special Deputy Liquidators with such authority, powers, duties and responsibilities as set forth in the Kentucky Insurers Rehabilitation and Liquidation Law, KRS Chapter 304.33, as well as any other applicable state and federal law. Moreover, all reasonable fees and expenses of the Special Deputy Liquidators associated with the proceedings as previously approved by this Court shall be paid out of the assets of KYHC's estate.

IT IS FURTHER ORDERED THAT:

Title and Possession of Assets:

1. Pursuant to KRS 304.33-200(1), upon the Effective Date (as defined below), of this Order of Liquidation, the Liquidator shall be immediately vested with the title to the property, contracts, rights or action, and the books and records of KYHC, wherever such interests may be located.

2. The Liquidator and Special Deputy Liquidators are authorized and directed to immediately take possession of all assets, wherever located, of KYHC and KYHC's estate. For avoidance of any doubt, the assets of KYHC shall be as broadly construed as allowed by applicable law and shall include, but are not limited to, all legal and equitable interests, wherever located, that KYHC has as of the date of this Order of Liquidation. The Liquidator and Special Deputy Liquidators shall administer KYHC's assets under the general supervision of this Court.

3. Any lender, bank, savings and loan association, institution, third-party administrator, or other person or entity which has on deposit in its possession, custody or control any funds, accounts, and any other assets of KYHC shall immediately transfer title, custody, and control of all such funds or assets to the Liquidator and are hereby instructed that the Liquidator or Special Deputy Liquidator has absolute control over such accounts and other assets. The Liquidator or Special Deputy Liquidators may change the name of such accounts and other assets, withdraw them from such bank, savings and loan association, other institution, person or entity, or take any lesser action necessary for the proper conduct of this liquidation.

4. Pursuant to KRS 304.33-200(1), the filing or recording of this Order of Liquidation with the County Clerk of any county in the state is notice as a deed, bill of sale, or other evidence of title duly filed or recorded with the County Clerk. Moreover, it shall also be notice that title to all assets of KYHC's estate vests in the Commissioner as Liquidator of KYHC.

Fixing of Rights and Liabilities

5. Pursuant to KRS 304.33-200(2), and except as provided in KRS 304.33-210 and KRS 304.33-380, upon the effective date of this Order of Liquidation the rights and liabilities of KYHC and of its creditors, policyholders, shareholders, members, and other persons interested in the estate shall become fixed.

Accounting

6. As soon as practical, but no event later than one hundred twenty (120) days from the Effective Date of this Order of Liquidation, the Liquidator shall prepare in duplicate, pursuant to KRS 304.33-280 (1) a list of KYHC's assets and file one copy with the Clerk of the

Franklin Circuit Court and one copy shall be retained by the Liquidator. Any amendments or supplements to this list shall be similarly filed.

7. Beginning on June 1, 2016 and continuing semi-annually thereafter on June 1 and December 1 of each year, the Liquidator shall provide an accounting to the Court. Each accounting shall include all funds received or disbursed by the liquidator during the current accounting period.

Authority and Responsibilities of the Liquidator and Special Deputies

8. This Order of Liquidation shall be deemed to vest the Liquidator and the Special Deputies with all power and authority to the fullest extent allowed by law to conduct and carry out all direct, indirect and/or related aspects of the liquidation of KYHC. Such empowerment includes, but is not exclusively limited to all rights, powers, and authority provided by the Kentucky Insurers Rehabilitation and Liquidation Law as well as all other applicable state and federal law.

9. Upon the Effective Date of this order of Liquidation the Liquidator and the Special Deputy Liquidators shall have all the powers and authority to perform all acts and other matters conferred upon them pursuant to the Kentucky Insurers Rehabilitation and Liquidation Law, including but not limited to, all of the rights set forth in KRS Chapter 304.33 and all powers now held or hereinafter conferred upon them by the laws of the Commonwealth of Kentucky.

10. Pursuant to KRS 304.33-115, the Commissioner, Special Deputy Liquidators, and all other appointed to act on the Commissioner's behalf in connection with these delinquency proceedings shall not be liable for any acts or omissions done in good faith and within their authority during the course of these delinquency proceedings, including but not limited to the

settlement of disputed claims, and shall be immune from any civil or criminal liability that might otherwise be imposed based upon their acts or omissions.

11. The enumeration of powers and authority of the Liquidator and the Special Deputy Liquidators as set forth in this order of Liquidation or the Kentucky Insurers Rehabilitation and Liquidation Law shall not be construed as a limitation upon them, nor shall it exclude in any manner the right to do such other acts not specifically enumerated or otherwise provided for, as may be necessary or appropriate for the liquidation of KYHC.

12. The Liquidator is authorized and directed to wind-down and terminate KYHC's business and affairs and to make the continued expenditure of such wages, rents, and other expenses as are necessary for the administration of the liquidation of KYHC's estate.

13. The Liquidator and the Special Deputies shall Liquidate KYHC, pursuant to the Kentucky Insurers Rehabilitation and Liquidation Law and take such other action as the nature of this cause and the interests of policyholders, creditors, or the public may require, subject to any further necessary Orders of this Court.

14. The Liquidator and the Special Deputies shall administer and liquidate the assets, business and affairs of KYHC's estate under the general supervision of this Court.

15. The Liquidator shall have all the powers of the directors, officers and managers of KYHC, whose authority shall be terminated. The Liquidator and Special Deputy Liquidators shall have authority to appoint any directors, officers, managers or employees or employees of KYHC to such positions within the estate as may be necessary to effectuate an orderly and timely liquidation.

16. The Liquidator and Special Deputy Liquidators shall have full power to direct and manage, to hire and discharge employees of KYHC and others (including third-party professionals) providing services to KYHC.

17. The Liquidator and the Special Deputy Liquidators are hereby authorized to deal with the property, business and affairs of KYHC and KYHC's estate, and in any necessary forum, to sue or defend for KYHC, or for the benefit of KYHC's policyholders, creditors, or shareholders in the courts and tribunal, agencies or arbitration panels of this state and other states or in any applicable federal court in the Liquidator's name as Commissioner of the Kentucky Department of Insurance, in his capacity as Liquidator, or a Special Deputy in his capacity as Special Deputy Liquidator, or in the name of KYHC.

18. The Liquidator and the Special Deputy Liquidators are authorized to take any and all necessary actions (including, but not limited to, seeking specific injunctions against appropriate parties or the seeking of appropriate judicial relief- such as the filing of a declaratory judgment action- in any necessary forum), to prevent or enjoin, among other things, any improper or unlawful set-off of funds owed KYHC, potential preferences, the dissipation of KYHC's assets already paid out as potential preferences or fraudulent conveyances, or any threatened or contemplated action that might lessen the value of KYHC's estate or prejudice the rights of policyholders, creditors or shareholders, or the administration of this proceeding.

19. In accordance with KRS 304.33-240(12), the Liquidator or Special Deputy Liquidators may affirm or disavow any contracts to which KYHC is a party.

Institution or Defense of Actions

20. Pursuant to KRS 304.33-270, within two years or such additional time as applicable law may permit, the Liquidator and/or Special Deputy Liquidators may, after the

Effective Date of this Order of Liquidation, institute in any applicable forum an action or proceeding on behalf of the estate of KYHC upon any cause of action against which the period of limitation fixed by applicable law has not expired at the time of filing of the petition upon which the order is entered. The Liquidator and Special Deputy Liquidators are specifically authorized to institute any necessary legal action in any state or federal forum seeking appropriate relief (such as the filing of a declaratory judgment action) to prohibit any set-off or other adverse action by any party which may claim to have a right of set-off against KYHC. If a period of limitation is fixed by agreement for instituting a claim or proceeding upon a claim, or for filing a claim, proof of claim, proof of loss, demand, notice, or the like, or if in a proceeding, judicial or otherwise, a period of limitation is fixed in the proceeding or pursuant to applicable law for taking an action, filing a claim or pleading, or doing an act, and if the period had not expired at the date of the filing of the Petition, the Liquidator may, for the benefit of the estate, take any action or do any act, required or permitted to the insurer, within a period of one hundred eighty (180) days subsequent to the Effective Date of this Order of Liquidation.

21. The Liquidator shall have no obligation to defend claims or continue to defend claims in any forum other than the Franklin Circuit Court and this proceeding subsequent to the entry of this Order of Liquidation.

22. The Liquidator and the Special Deputy Liquidators shall have the authority pursuant to KRS 304.33-300 and KRS 304.33-310 to avoid fraudulent transfers and preferences.

Retention of Professionals and Payment of Administrative Expense Claims

23. The Liquidator and the Special Deputy Liquidators shall be allowed to retain additional professionals, including lawyers, accountants, consultants, or any other necessary service provider with respect to these proceedings under the general supervision of this Court,

and such professionals and the Special Deputy Liquidators shall be entitled to compensation for their reasonable fees and expenses incurred in the Rehabilitation and/ or Liquidation of KYHC as a Class I administrative expense priority claim.

24. The Liquidator and the Special Deputy Liquidators are authorized to pay as administrative expenses, all Special Deputies' fees, attorneys' fees, accounting fees, consulting fees, the fees of other service providers and other administrative expenses in connection with the rehabilitation and liquidation of KYHC from the assets of KYHC's estate under the general supervision of this Court.

Termination of Policies

25. All KYHC individual policies, and many group policies, terminated on January 1, 2016. Pursuant to KRS 304.33-210, any remaining KYHC policies, which are not covered by the Kentucky Life and Health Guaranty Association, shall terminate at the earlier of:

- (a) a period 30 days from the entry of this Liquidation Order;
- (b) the expiration of the policy coverage;
- (c) the date when the insured has replaced the insurance coverage with equivalent insurance coverage in another insurer or otherwise terminated the policy; or
- (d) the date when the Liquidator has effected a transfer of the policy obligation pursuant to KRS 304.33-240(9).

Notice and Proof of Claim Deadline

26. The Court hereby approves the proposed liquidation notices and proof of claim form which was attached to the Petition for Liquidation.

27. Pursuant to KRS 304.33-250, the Liquidator and Special Deputy Liquidators are hereby directed to give notice of this Order of Liquidation as soon as reasonably possible:

- By first class mail and either e-mail, facsimile, or telephone to the insurance commissioner of each jurisdiction in which KYHC is doing business;
- By first class mail to any guaranty association or foreign guaranty association which is or may become obligated as a result of the liquidation;
- By first class mail to all insurance brokers and agents of KYHC;
- By first class mail to all persons known or reasonably expected to have claims against KYHC, including policyholders and healthcare providers, by mailing a notice to their last known address as indicated by the records of KYHC;
- By publication in a newspaper of general circulation in which KYHC has its principal place of business and in Franklin County and in other locations as the Liquidator deems appropriate.

28. The Liquidator or Special Deputy Liquidators shall notify all individuals, partnerships, corporations, associations, estates, trusts, and governmental entities which KYHC's books and records reveal have, or may have, claims, contingent or otherwise, against KYHC or the property or assets of KYHC, to present and file a proof of claim with the Special Deputy Liquidators.

29. Notice by the Liquidator or the Special Deputy Liquidators to all prospective claimants as may be reasonably determined from KYHC's records, shall specify **October 15, 2016** as the last day for the filing of such Proof of Claim with the Special Deputy Liquidators, or a duly authorized ancillary receiver of KYHC, at the offices designated by either in such notice.

30. Third-party healthcare service providers shall not file proofs of claims against the KYHC estate but rather shall continue submitting claims for payment to KYHC (or any third-

party administrator) in the normal course of business. The deadline for those third-party healthcare service providers to submit any and all claims to KYHC shall be **October 15, 2016**.

31. The Liquidator shall provide brokers and agents of KYHC notice of the amount of any commission claim they may have against KYHC as reflected on the books and records of KYHC. Brokers and agents at KYHC are not required to submit a proof of claim against KYHC unless they dispute the amount of their claim as reflected on the books or records of KYHC or they did not receive notice from the Liquidator of any such claim. The deadline for any brokers and agents to submit any such proof of claim is **October 15, 2016**.

32. The Liquidator has determined that it would be in the best interest of KYHC enrollees to receive consistent notice and information regarding these proceedings from the Liquidator. The Liquidator does not believe that the brokers or agents of record for the enrollees need to provide additional notice. Therefore, the Court directs that the agents and brokers of record of KYHC enrollees are not required to provide any additional notice of KYHC's liquidation to enrollees, as may be required by KRS 304.33-260.

Hardship Claims

33. The Liquidator may seek Court approval for payment of hardship claims. The manner and method by which hardship claims will be handled shall be addressed in any such future motion.

Prohibited Action

34. KYHC's current and former officers, directors, managers, agents, and employees are hereby prohibited from disposing of any of KYHC's property or business records or transacting any business for or on behalf of KYHC except upon permission of the Liquidator, Special Deputy Liquidators, or further Order by the Court.

35. Any lawyer, accountant or other service provider who previously provided services for KYHC is prohibited from destroying or disposing of any records or other documents directly relating to the services they provided for KYHC.

36. Any party involved with KYHC is prohibited from making any settlement with any claimant or policyholders of KYHC other than the Liquidator or Special Deputy Liquidators.

37. Any and all general agents, agents, or brokers of KYHC, as well as any banks, brokerage houses, reinsurers, third-party administrators, or other companies or persons having in their possession assets or unearned commissions which are or may be the property of KYHC, are prohibited by this Order of Liquidation from setting-off, disposing of or destroying the same or disposing of or destroying any records pertaining to any business transactions between KYHC and its insureds, policyholders, general agents, agents, brokers, banks, brokerage houses, reinsurers, third-party administrators, or other companies or persons having done business with KYHC or having in their possession assets which are or were the property of KYHC.

38. All agents, general agents, third-party administrators and brokers of KYHC are prohibited by this Order of Liquidation from returning any unearned premiums, or any monies in their possession collected from premiums, to policyholders or others, and that said agents, general agents, third-party administrators and brokers are directed to turn over all such funds in their possession or under their control, of which they may hereafter acquire, to the Liquidator.

39. No lender, banks, savings and loan association, other institution (including any state or federal governmental entity), person or other entity 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 or Special Deputies' control without further order of this Court.

40. Any party that has contracted with KYHC is prohibited from declaring a default of terminating the existing contract on account of any contractual provisions which provides that insolvency, these liquidation proceedings, or any action by the Commissioner with respect to KYHC constitutes an event of default. Any party that has contracted with KYHC who has not received notice of these proceedings may petition the Court for relief from this paragraph of this Order.

41. To the extent that the Liquidator determines that continued performance of a contract is necessary to the orderly liquidation of KYHC, the non-debtor party to that contract shall be entitled to receive payment as a Class 1 administrative expense claim for the actual and continued performance under the contract to the extent that such actual and necessary costs benefitted the estate.

42. KYHC, its officers, directors, agents, brokers, general agents, employees, and all other persons having notice of these proceedings or of this Order of Liquidation are prohibited from transacting any business of KYHC's estate, or doing or permitting to be done any action which might waste, diminish or deplete the property or assets of KYHC's estate.

43. Until further Order of this Court, all policyholders, claimants, agents, officers, directors, corporations, partnerships, individuals or any other entity or person are hereby prohibited from asserting or maintaining in any forum or venue, other than this Court, any existing or future action at law, equity, or in arbitration against KYHC, the Liquidator or Special Deputy Liquidators or any action or proceeding at law, equity, or in arbitration which might lessen the value of KYHC's assets, or prejudice the rights of its policyholders, creditors, shareholders, or the administration of this proceeding.

44. Except without prior leave of this Court, KYHC and all customers, principals, investors, creditors, stockholders, lessors, other entities (including state and federal governmental entities) and other persons, except for the Liquidator, seeking to establish or enforce any claim, right or interest against or on behalf of KYHC, and all others acting for or on behalf of such persons, including attorneys, trustees, agents, sheriffs, constables, marshals, and other officers and their deputies and their respective attorneys, servants, agents and employees are hereby prohibited from:

- Commencing, prosecuting, continuing or enforcing any claim, suit or proceeding against KYHC or against any of its assets except the filing of any claim with the Liquidator or Special Deputy Liquidators and this Court in accordance with the Kentucky Insurers Rehabilitation and Liquidation Law;
- Commencing, prosecuting, or continuing or enforcing any suit or proceeding in the name of or on behalf of KYHC;
- Accelerating the due date of any obligation or claimed obligation, sending notices of cancellation or termination of any agreements, enforcing any lien upon, or taking or attempting to take possession of, or retaining possession of, any property of KYHC, or attempting to foreclose, forfeit, alter, or terminate any interest of KYHC in any of its property or assets whether such acts are part of a judicial proceeding or otherwise;
- Using any self-help remedy (including but not limited to, setting-off monies owed) or executing or issuing or causing the execution or issuance of any court attachment, subpoena, replevin, execution or other process for the purpose of impounding or taking possession of, or interfering with, or creating or enforcing

a lien upon, any property or assets of KYHC's estate wherever located, owned by or in the possession of KYHC or the Liquidator or Special Deputy Liquidators or any agents appointed by the Liquidator or Special Deputy Liquidators; and

- Doing any act or thing whatsoever to interfere with the taking control of, possession or management by the Liquidator or Special Deputy Liquidators appointed herein of the property subject to this liquidation, or to in any way harass or interfere with the Liquidator or Special Deputy Liquidators, or to interfere, in any manner, with the exclusive jurisdiction of this Court over the property and assets of KYHC's estate.

45. Upon the entry of this Order of Liquidation, no action or proceeding in the nature of an attachment, garnishment, levy of execution, or attempt to enforce any judgment against KYHC, its assets, the Liquidator, Special Deputy Liquidators, or predecessors in interest, shall be commenced or maintained in any forum or venue other than this Court.

46. No person may serve or cause to be served upon the Liquidators any legal process, including attachments, garnishments, subpoenas, writs of replevin, writs of execution and every other form of process whether described specifically herein or not, without first securing the authorization of this Court or the specific written consent of the Liquidator or Special Deputy Liquidators. Persons endeavoring to secure documentation from the Liquidator or Special Deputy Liquidators shall in all instances first attempt to secure such information by submitting a formal written request to the Special Deputy Liquidators and, if such request has not been responded to within thirty (30) days, such person may thereafter seek an order of this Court with regard to the relief requested.

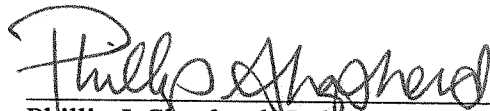
47. Any creditor of KYHC is prohibited from asserting any attachment, lien, garnishment, constructive trust, or any other claim on any bank account of KYHC following any transfer or assignment as may be authorized by this Court.

Retention of Jurisdiction

48. This Court shall retain jurisdiction in this matter for the purpose of granting such other and further relief as the nature of this cause and the interests of the Liquidator, Special Deputy Liquidators, policyholders, creditors and stockholders of KYHC or other parties in interest may require.

49. Upon request of the Liquidator and the Special Deputy Liquidators, the Court finds that there is no just reason to delay the entry of judgment, and hereby directs that this Order of Liquidation shall constitute a final and appealable judgment which shall become immediately effective at 2:30 a.m. Eastern Standard Time on January 15, 2016 (the "Effective Date").

So Ordered this 15th day of January, 2016.


Phillip J. Shepherd, Judge
Franklin Circuit Court
Division I

CLERK'S CERTIFICATE

It is hereby certified that a true copy of the foregoing Order was mailed to the following this ___ day of January, 2016:

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