

July 17, 2015

Via Email: jack.hohengarten@texasattorneygeneral.gov

Mr. John M. Hohengarten
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Via Email: MNapoli@dykema.com

Mr. Michael Napoli
Dykema Cox Smith
1201 Elm Street, Suite 3300
Dallas, TX 75270

Re: Cause No. D-1-GN-15-002396; Michael C. McDermott v. Texas State Securities Board, et al.; In the 201th Judicial District Court of Travis County, Texas

Dear Messrs. Hohengarten and Napoli:

This will serve as Rule 11 Agreement in the above-styled and numbered cause (the "Travis County Civil Lawsuit").

1. A hearing has been set for August 20, 2015, at 1:00 p.m. on Michael C. McDermott's ("McDermott") *Motion to Disqualify Special Prosecutors and Dismiss Indictments* (the "Motion to Disqualify and Dismiss") in Cause Nos. 380-80437-2015, 380-80439-2015, 380-80440-2015, and 380-80441-2015; *The State of Texas v. Michael Charles McDermott*; In the 380th Judicial District Court of Collin County, Texas (the "Collin County Criminal Action"). The parties hereto agree that the Travis County Civil Lawsuit shall be abated until such time that The Hon. Benjamin N. Smith, 380th Judicial District Court Judge of Collin County, Texas, enters a formal order (the "Order") on the Motion to Disqualify and Dismiss in the Collin County Criminal Action, *i.e.*, the parties hereto will not set any hearings, make any filings, or take any other action in the Travis County Civil Lawsuit until Judge Smith enters an Order on the Motion to Disqualify and Dismiss.

2. The parties hereto agree that the deadline for Defendants, Texas State Securities Board ("TSSB"); John Morgan, In His Official Capacity as Commissioner of the TSSB ("Commissioner Morgan"); Retirement Value, LLC ("RV"); and Eduardo S. Espinosa, Receiver for RV (the "RV Receiver")¹, to file their Original Answer to McDermott's Original Petition, Request for Injunctive Relief, and Request for Declaratory Judgment shall be extended to twenty (20) days after Judge Smith enters an Order on the Motion to Disqualify and Dismiss in the Collin County Criminal Action.

¹ The TSSB, Commissioner Morgan, RV, and the RV Receiver will be collectively referred to hereinafter as the "Defendants".

3. The parties hereto agree that the deadline for Defendants to file any motion to dismiss under TEX. R. CIV. P. 91a, the Anti-SLAPP statute, or any other Texas statute or rule, shall be extended to sixty (60) days after Judge Smith enters a formal order on the Motion to Disqualify and Dismiss; and that the deadline for McDermott to file his response in opposition to any motion to dismiss filed by Defendants shall be extended to no later than seven (7) days before the date of the hearing on such motion to dismiss.

4. Within seven (7) days of the date Judge Smith enters an Order on the Motion to Disqualify and Dismiss in the Collin County Criminal Action, the parties hereto further agree that they will jointly seek to have the Travis County Civil Lawsuit assigned to The Hon. Gisela D. Triana, 200th Judicial District Court Judge of Travis County, Texas, pursuant to Travis County District Court Local Rule 2.6.

5. The terms herein may not be amended, modified, or supplemented without the written, dated agreement of all parties hereto.

If the above accurately sets forth our agreement, please sign in the blanks below. Afterwards, I will file it with the Court as a Rule 11 Agreement.

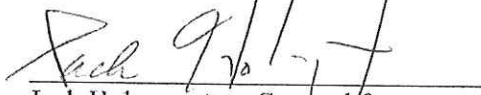
Thank you for your prompt and courteous attention to this correspondence. If you should require anything further, please don't hesitate to contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read "Ben De Leon", with a long horizontal line extending to the right.

Benjamin S. De Leon
For the Firm

AGREED to this 17 day of July, 2015:



Jack Hohengarten, Counsel for
Defendants, the Texas State Securities Board;
and John Morgan, In His Official Capacity of
Commissioner of the Texas State Securities Board

AGREED to this ____ day of July, 2015:

Michael Napoli, Counsel for Respondent,
Eduardo S. Espinosa, Receiver for
Retirement Value, LLC

