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IRIS Y. MARTINEZ
CIRCUIT CLERK
COOK COUNTY, IL
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Exhibit 13

**IN THE CIRCUIT COURT OF COOK COUNTY, ILLINOIS
COUNTY DEPARTMENT, CHANCERY DIVISION**

PEOPLE OF THE STATE OF ILLINOIS, <i>ex rel.</i> ,)	<u>This Complaint is</u>
ROBERT H. MURIEL, DIRECTOR OF THE)	<u>Confidential Under</u>
ILLINOIS DEPARTMENT OF INSURANCE,)	<u>215 ILCS 5/188.1</u>
)	
)	
Plaintiffs,)	
)	No. 2020 CH 04431
v.)	
)	Judge Meyerson
NEXTLEVEL HEALTH PARTNERS, INC.)	
An Illinois domestic Health Maintenance Organization,)	
)	
Defendant.)	

ORDER OF CONSERVATION OF ASSETS AND INJUNCTIVE RELIEF

THIS CAUSE COMING TO BE HEARD upon the Verified Complaint for Conservation of Assets and Injunctive Relief, filed herein by the People of the State of Illinois, on the relation of Robert H. Muriel, Director of the Illinois Department of Insurance (the "Director"), for an order authorizing and directing the Director to take possession and control of the property, accounts, assets, records, business, and affairs of NextLevel Health Partners, Inc. ("NextLevel") to conserve the same pursuant to the provisions of Article XIII of the Illinois Insurance Code (the "Code"), 215 ILCS 5/187, *et seq.*, and further to protect the interests of NextLevel's policyholders and creditors, and of the general public; the Court having jurisdiction over the parties hereto and the subject matter hereof; the Court having reviewed the pleadings filed herein and having considered the arguments of counsel thereon, and the Court then being otherwise advised in the premises, and for good cause appearing therefore;

THE COURT FINDS BASED ON THE VERIFIED COMPLAINT:

A. That, by his Verified Complaint, the Director seeks an Order of Conservation against the defendant, NextLevel, pursuant to Section 188.1 of the Code, 215 ILCS 5/188.1, and alleges therein that sufficient cause exists under Section 188 of the Code, 215 ILCS 5/188, for the entry of an order of rehabilitation or liquidation against the Defendant, including, without limitation, the following facts and circumstances:

- (i) NextLevel is insolvent;
- (ii) NextLevel's continued operation constitutes a hazardous condition; and
- (iii) NextLevel's Risk Based Capital level constitutes a mandatory control event under 215 ILCS 5/35A-30(a)-(d).

B. That the Director's Verified Complaint sets forth sufficient allegations of fact for issuance of an order of conservation and injunctive relief pursuant to Section 188.1 of Article XIII of the Code, *id.*

IT IS HEREBY ORDERED THAT:

1. This Order of Conservation is entered as to and against NextLevel.
2. Robert H. Muriel, Director of the Illinois Department of Insurance, and his successors in office, is hereby affirmed as conservator of NextLevel (the "Director" or "Conservator"), and is hereby authorized and directed to immediately take possession and control of the property, books, records, accounts, assets, business and affairs of NextLevel and of the premises currently occupied, or hereafter occupied, by NextLevel for the transaction of business, pursuant to the provisions of Article XIII of the Code, 215 ILCS 5/187, *et seq.*, and to conserve the same for the benefit of the policyholders and creditors of NextLevel and of the public; and, further, to take such actions that the nature of this cause and the interests of the policyholders and creditors of NextLevel, or the public, may require, subject to the further orders of this Court;

3. The Director, as Conservator, is directed to ascertain the condition of NextLevel while he is in possession and control of the property, books, records, accounts, assets, premises, business and affairs of NextLevel and shall make periodic reports to the Court as to the nature and condition of NextLevel while in conservation. The Director, as Conservator, is further directed to file with this Court, reports relating to the administration of the conservation of NextLevel in accordance with Section 202 of the Code, 215 ILCS 5/202; and,

4. NextLevel and its present and former, officers, directors, trustees, agents, managing general agents, third-party administrators, servants, representatives employees and its parent, subsidiary and affiliated companies and persons, and all other persons and entities having knowledge of this order, shall give immediate possession and control to the Director, as Conservator, of all property, business, books, records, accounts, funds, and all other assets of NextLevel and of any and all premises occupied by NextLevel; and,

5. That all directors, officers, trustees, agents, managing general agents, third-party administrators, insurers, reinsurers, retrocessionaires, accountants, auditors, actuaries and attorneys of NextLevel shall deliver to the Director, as Conservator, upon request, copies of all documents in its possession or under its control concerning or relating to NextLevel and to provide the Director, as Conservator, with such information as he may require concerning any and all business and/or professional relationships between them and NextLevel and concerning any and all activities, projects, jobs and the like undertaken and/or performed by them at the request of NextLevel and its officers, directors, agents, servants, representatives and/or employees, or which NextLevel are, or may be, entitled to as the result of its relationship with such agents, managing general agents, third-party administrators, insurers, reinsurers, retrocessionaires, accountants, auditors, actuaries and/or attorneys; and,

6. NextLevel and its officers, directors, principals, trustees, shareholders, partners, agents, servants, administrators, representatives and employees, and its parent, subsidiary and affiliated companies and persons, and all other persons and entities having knowledge of this order, are enjoined and restrained from transacting any business of NextLevel without the prior written approval of the Director, as Conservator, or until further order of the Court, to wit, in the absence of the prior written approval of the Director, as Conservator, or the further order of the Court, NextLevel and all such persons and entities shall not: (i) advertise, solicit, sell, issue, mail or deliver any applications for insurance or reinsurance coverage, insurance policies or contracts, certificates of insurance, contracts or certificates of reinsurance, or any other evidence of insurance or reinsurance coverage or participation by NextLevel; (ii) collect any premiums; (iii) deal with, or dispose any of the property or assets, whether real, personal or mixed of NextLevel; or (iv) do or permit to be done any action which might waste or conceal the property or assets of NextLevel; and,

7. That all directors, officers, trustees, third-party administrators, banks, brokerage houses, financial institutions, investment advisors and any and all other companies, persons or entities having knowledge of this order, having in its possession accounts and any other assets which are, or may be, the property of NextLevel are enjoined and restrained from disbursing or disposing of said accounts and assets, without the express written consent of the Director, as Conservator, and, the aforesaid directors, officers, trustees, third-party administrators, banks, brokerage houses, financial institutions, investment advisors, companies, persons and entities are further enjoined and restrained from disposing of, or destroying, any records pertaining to any business transaction between NextLevel and such directors, officers, trustees, banks, brokerage houses, financial institutions, investment advisors, companies, persons or entities having done

business, or doing business, with NextLevel; and that each such director, officer, trustee, third-party administrator, bank, brokerage house, financial institution, investment advisor, company, person or entity are ordered and directed to immediately turn over and deliver possession and control of any and all such accounts, assets and/or records to the Director, as Conservator; and,

8. That all directors, officers, trustees, beneficiaries, agents, managing general agents, third-party administrators and brokers of NextLevel and its agents, servants, representatives and employees, and all other persons and entities having knowledge of this order, are enjoined and restrained from returning any premium, earned or unearned, or any other money in its possession, or under its control to claimants, creditors, insureds, beneficiaries, insurers or any others; and said directors, officers, trustees, agents, managing general agents, third-party administrators and brokers, and its respective agents, servants, representatives and employees, and all other persons and entities having knowledge of this order, are ordered and directed to immediately turn over all such funds in its possession or under its control, or to which they may hereafter acquire possession or control, to the Director, as Conservator, in gross and not net of any commissions which may be due thereon; and,

9. That all directors, officers, trustees, third-party administrators, principals, shareholders, partners, members, agents, servants, representatives, employees, parents, subsidiaries and affiliates of NextLevel and all other persons, companies and entities having knowledge this order, are enjoined and restrained from: (i) bringing, asserting or further prosecuting any claim, action or proceeding, at law or in equity or otherwise, whether in this State or elsewhere, against NextLevel, or its property or assets, or against the Director as its Conservator, except insofar as those claims, actions or proceedings arise in or are brought in the conservation proceedings prayed for herein; (ii) obtaining, asserting or enforcing preferences, judgments,

attachments, garnishments, or other like liens or encumbrances, including common law retaining liens, or the making of any levy against NextLevel or its property or assets while in the possession and control of the Director, as Conservator; (iii) interfering, in any way, with the Director's conduct of the conservation of NextLevel; and (iv) interfering, in any way, with the Director, as Conservator, in his possession and control of the property, business, books, records, accounts, premises and all other assets of NextLevel, until further order of the Court; and,

10. That a moratorium is hereby issued and established enjoining and prohibiting NextLevel from paying any claims, loss adjustment expenses, or other contractual obligations incurred by it, unless, prior to the issuance of any such payment, such payments are approved in writing by the Director, as Conservator, or until further order of the Court; and,

11. That a moratorium is hereby issued and established enjoining and prohibiting NextLevel and its directors, officers, trustees, principals, shareholders, partners, agents, managing general agents, third-party administrators, servants, representatives, employees, parents, subsidiaries and affiliated companies, and all other persons and entities having knowledge of this order, from paying any contractual obligations of NextLevel owing to its creditors, insurers, and/or vendors, or its assignees, or any other persons, except insofar that such payments are necessary in the administration of the conservation of NextLevel, as contemplated by Section 202 of the Code, *supra*, and as authorized in writing by the Director, as Conservator, until further order of the Court; and,

12. That all persons, companies and entities are enjoined and restrained from construing this order as an anticipatory breach of any contract, including, but not limited to, agreements, treaties, certificates or contracts of insurance or reinsurance, heretofore entered into with NextLevel; and,

13. The Director, as Conservator, is authorized to pay from the assets of NextLevel those expenses incurred during the course of its conservation, including but not limited to, attorneys' fees, accounting fees and consulting fees, as administrative expenses, pursuant to and in a manner consistent with the provisions of Section 202 of the Code, *id.*; and,

14. That all costs of these proceedings are taxed and assessed against the NextLevel; and,

15. That the caption in this cause and all pleadings filed in this matter shall hereafter read:

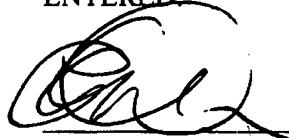
"IN THE MATTER OF THE CONSERVATION OF NEXTLEVEL HEALTH PARTNERS, INC."

16. The Conservator shall make immediate service, by email, of both the Verified Complaint for Conservation and this Order of Conservation of Assets and Injunctive Relief on counsel for NextLevel.

17. That this Court shall retain jurisdiction in this cause for the purpose of granting such further relief as the nature of the cause, and the interests of NextLevel, its creditors or of the public, may require, and as the Court may deem proper in the premises.

18. This cause is set for status, by remote hearing, on June 18, 2020, at 2:00 p.m.

ENTERED:



Judge Presiding

KWAME RAOUL
Attorney General of the
State of Illinois
Atty. Code 99000

Attorney for the People of
the State of Illinois

ENTERED
Judge Pamela Meyerson
JUN 09 2020
DOROTHY BROWN
CLERK OF THE CIRCUIT COURT
OF COOK COUNTY, IL
DEPUTY CLERK

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