

**IN THE CIRCUIT COURT OF THE FIFTEENTH JUDICIAL CIRCUIT
IN AND FOR PALM BEACH COUNTY, FLORIDA
CIVIL DIVISION**

STATE OF FLORIDA
OFFICE OF FINANCIAL REGULATION,

Plaintiff,

v.

CASE NO.: 50-2021-CA-008718-XXXX-MB

NATIONAL SENIOR INSURANCE, INC.
D/B/A SEEMAN HOLTZ,
MARSHAL SEEMAN,
CENTURION INSURANCE SERVICES GROUP, LLC,
BRIAN J. SCHWARTZ,
EMERALD ASSETS 2018, LLC,
INTEGRITY ASSETS 2016, LLC,
INTERGRITY ASSETS, LLC,
PARA LONGEVITY 2014-5, LLC,
PARA LONGEVITY 2015-3, LLC,
PARA LONGEVITY 2015-5, LLC,
PARA LONGEVITY 2016-3, LLC,
PARA LONGEVITY 2016-5, LLC,
PARA LONGEVITY 2018-3, LLC,
PARA LONGEVITY 2018-5, LLC,
PARA LONGEVITY 2019-3, LLC,
PARA LONGEVITY 2019-5, LLC,
PARA LONGEVITY 2019-6, LLC,
PARA LONGEVITY VI, LLC,
SH GLOBAL, LLC N/K/A PARA LONGEVITY V, LLC,
ALTRAI GLOBAL, LLC A/K/A ALTRAI HOLDINGS, LLC,
VALENTINO GLOBAL HOLDINGS, LLC,
AMERITONIAN ENTERPRISES, LLC,
SEEMAN-HOLTZ CONSULTING CORP.,
CENTURION ISG Holdings, LLC,
CENTURION ISG Holdings II, LLC,
CENTURION ISG (Europe) Limited,
CENTURION ISG SERVICES, LLC,
CENTURION ISG FINANCE GROUP, LLC,
CENTURION FUNDING SPV I LLC,
CENTURION FUNDING SPV II LLC,
GRACE HOLDINGS FINANCIAL, LLC,
PRIME SHORT TERM CREDIT INC.,

Defendants.

THE ESTATE OF ERIC CHARLES HOLTZ,

SEEMAN HOLTZ PROPERTY AND CASUALTY, LLC
F/K/A SEEMAN HOLTZ PROPERTY AND CASUALTY, INC.,
SHPC HOLDINGS I, LLC,

Relief Defendants.

CORPORATE MONITOR, DANIEL J. STERMER'S, UNOPPOSED MOTION FOR APPROVAL TO ENTER INTO AGREEMENT WITH BENEFIT PLANS OF AMERICA, LLC, d/b/a GORDON MARKETING

Daniel J. Stermer, as Court-appointed Corporate Monitor (the "Corporate Monitor") for the property, assets, and business of the thirty-two (32) corporate entities pursuant to the *Agreed Order Granting Plaintiff's Consent Motion for Appointment of Corporate Monitor and Related Injunctive Relief*, dated September 14, 2021, and the *Agreed Order Granting Corporate Monitor, Daniel J. Stermer's Unopposed Motion to Expand Corporate Monitorship Estate*, dated January 5, 2022, respectfully moves for entry of the proposed agreed order attached as **Exhibit "B"**, approving the Corporate Monitor's request to enter into agreements with Benefit Plans of America, LLC d/b/a Gordon Marketing ("BPA"). In support of this Motion, the Corporate Monitor states:

1. On September 10, 2021, the Plaintiff, State of Florida, Office of Financial Regulation (the "Plaintiff" or "OFR") filed a *Consent Motion for Appointment of Corporate Monitor*, seeking the appointment of the Corporate Monitor for the property, assets, and business of the following twenty-seven (27) corporate entities listed below (collectively, the "Consenting Corporate Defendants"), as well as a temporary injunction against the Consenting Corporate Defendants and two natural-person Defendants, Marshal Seeman and Brian J. Schwartz (the "Consenting Individual Defendants"):

1. NATIONAL SENIOR INSURANCE, INC. D/B/A SEEMAN HOLTZ,
2. CENTURION INSURANCE SERVICES GROUP, LLC,
3. EMERALD ASSETS 2018, LLC,
4. INTEGRITY ASSETS 2016, LLC,
5. INTERGRITY ASSETS, LLC,
6. PARA LONGEVITY 2014-5, LLC,
7. PARA LONGEVITY 2015-3, LLC,

8. PARA LONGEVITY 2015-5, LLC,
9. PARA LONGEVITY 2016-3, LLC,
10. PARA LONGEVITY 2016-5, LLC,
11. PARA LONGEVITY 2018-3, LLC,
12. PARA LONGEVITY 2018-5, LLC,
13. PARA LONGEVITY 2019-3, LLC,
14. PARA LONGEVITY 2019-5, LLC,
15. PARA LONGEVITY 2019-6, LLC,
16. PARA LONGEVITY VI, LLC,
17. SH GLOBAL, LLC N/K/A PARA LONGEVITY V, LLC,
18. VALENTINO GLOBAL HOLDINGS, LLC,
19. AMERITONIAN ENTERPRISES, LLC,
20. SEEMAN-HOLTZ CONSULTING CORP.,
21. CENTURION ISG Holdings, LLC,
22. CENTURION ISG Holdings II, LLC,
23. CENTURION ISG (Europe) Limited,
24. CENTURION ISG SERVICES, LLC,
25. CENTURION ISG FINANCE GROUP, LLC,
26. CENTURION FUNDING SPV I LLC, and
27. CENTURION FUNDING SPV II LLC.

2. On September 14, 2021, the Court entered an *Agreed Order Granting Plaintiff's Consent Motion for Appointment of Corporate Monitor and Related Injunctive Relief* (the "September 14, 2021 Order"), thereby approving and appointing, *inter alia*, Daniel J. Stermer as the Corporate Monitor for the Consenting Corporate Defendants and their affiliates, subsidiaries, successors, and assigns, until further Order of the Court.

3. Consenting Corporate Defendant National Senior Insurance, Inc. d/b/a Seeman Holtz ("NSI"), based in Boca Raton, Florida, is an insurance and financial services firm which historically sold and serviced life insurance, annuity, long term care, and disability products ("Insurance Products") to its clients. NSI's operations, however, including the sale and servicing of Insurance Products, have ceased substantially as a result of the OFR's investigation and other contributing factors, including the death of Eric Holtz and the Complaint in this case. Accordingly, as part of the Corporate Monitor's investigation and fulfilment of his duties pursuant to the September 14, 2021 Order, the Corporate Monitor has determined that it is the best interest of the

Monitorship, and NSI's Insurance Product clients, for the servicing of NSI's Insurance Products clients to resume -- solely with respect to Insurance Products.

4. However, given that NSI's operations have substantially wound down, the Corporate Monitor has identified a prospective insurance agency to provide NSI's Insurance Products clients with Insurance Products and related services. To that end, after seeking proposals from several potential service providers and insurance professionals, the Corporate Monitor has identified the Indiana-based insurance agency, BPA (who is a registered agency with the Florida Department of Financial Services under License No. L080564), as a suitable insurance agency to provide Insurance Products and related services to NSI's clients.

5. Paragraphs 13.F, and 13.Z, of the September 14, 2021 Order, provide the Corporate Monitor with the ability to request the Court's authority to enter contracts in situations such as this:

13.F. To take any action which, prior to the entry of this Order, could have been taken by the officers, directors, member managers, shareholders, employees, affiliates, agents, servants, attorneys, and custodians of the Consenting Corporate Defendants with respect to maintaining the Consenting Corporate Defendants ordinary operations;

13.Z. To apply to this Court for authority to enter contracts consistent with the authority granted by this Order;

6. Accordingly, the Corporate Monitor respectfully requests the Court's approval for the Corporate Monitor to cause NSI to enter into an agreement with BPA, on the terms set forth more fully below.

7. As proposed, NSI will provide as necessary certain back-office support services, including certain information and data, such as customer and/or client lists and certain administrative services, to assist BPA in its sale and servicing of Insurance Products to NSI's Insurance Products clients. Rather than continue to serve as a consumer-facing insurance agency, NSI will now solely serve as a back-office resource to BPA in exchange for fees for services on a

commission-based schedule. To be clear, NSI itself will not be operating or selling Insurance Products to consumers, but rather BPA will be acting as an independent contractor/agency, carrying the necessary/required insurance coverage(s), each offering only those Insurance Products for which they are authorized to sell/place; neither NSI nor BPA will be permitted to sell any other product, including those referenced in the Complaint in this matter, and will report to the Corporate Monitor and/or his designee, which shall not include Marshal Seeman.

8. Further, the Corporate Monitor has provided BPA with a list of individuals who acted as NSI Advisors and advised BPA that BPA cannot utilize any of the individuals listed on the list of NSI Advisors on a go forward basis and BPA has agreed to not utilize any of the individuals on the list of NSI Advisors. Further, based upon review of information and documentation available to the Corporate Monitor and discussions with BPA, it does not appear that BPA provided any services to and had no previous relationship with NSI and/or NSI clients.

9. As more fully described in the proposal from BPA to the Corporate Monitor, attached hereto as **Exhibit “A”** (the “Proposal”), NSI will earn revenue through BPA’s sale and servicing of Insurance Products to NSI’s Insurance Products client base.

10. Pursuant to the Proposal, BPA will split the compensation/commissions on all new business and renewals with an entity of the Corporate Monitor’s choosing.

11. The Corporate Monitor believes that the limited-scope of tasks to be performed by NSI pursuant to the Proposal will serve the best interests of the Monitorship at this time. This arrangement preserves NSI’s assets and will allow NSI to monetize its existing book of business without engaging in consumer sales or such other conduct as may be within the scope of the conducted enjoined by the September 14, 2021 Order.

12. Notably, prior to seeking Court approval, the Corporate Monitor has presented the Proposal with BPA to the OFR. OFR has informed the Corporate Monitor that it does not oppose this proposed arrangement.

13. Similarly, counsel for individual defendant, Marshal Seeman, does not oppose the relief sought by this Motion.

WHEREFORE, Daniel J. Stermer, as Corporate Monitor, respectfully requests entry of the proposed agreed Order attached as **Exhibit “B”**, authorizing him to enter into an agreement with BPA as described above, and for such other and additional relief as the Court deems just and proper.

Dated: January 24, 2022

Respectfully submitted,

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By: /s/ Brian G. Rich

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CERTIFICATE OF SERVICE

I **HEREBY CERTIFY** that on January 24, 2022, the foregoing was filed using the Florida Court's E-Filing Portal, which served a copy of the foregoing electronically upon all electronic service parties. I further certify that a true and correct copy of the foregoing was served by electronic transmission and first class, U.S. Mail upon all parties on the attached Service List.

By: /s/ Brian G. Rich
Brian G. Rich

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Holtz Property and Casualty LLC

EXHIBIT “A”



1/19/2022

Daniel J. Sterner
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500 W. Cypress Creek Road, Suite 400
Fort Lauderdale, FL 33309

RE: Seeman Holtz Life & Health Business

Daniel,

We appreciate your organization taking the time to review the following proposal regarding Seeman Holtz's Life & Annuity Business. We have looked at the database you provided along with other aspects of this opportunity. After our review, we are highly interested and believe that we can be a valuable partner to your organization. We're hopeful that you'll agree after reviewing our proposal and doing your own due diligence.

So that you get to know us a bit, here is some information about our company. We're a reputable Brokerage General Agency that's licensed in all 50 states and that has been operating with a spotless record for over 40 years. Benefit Plans of America is an Indiana-based insurance agency registered with the Florida Department of Financial Services under License No. L080564. Benefit Plans of America does business as Gordon Marketing LLC. All licensed activities will be conducted pursuant to Benefit Plans of America's applicable licensure. Our main office is in Noblesville, IN. However, we have a satellite office close to Tampa, FL. We have advisors under contract all over the country, but most of our expert advisors are in Florida and California. We're told that many of the Seeman Holtz clients are in those two states. As a national Brokerage General Agency, we have relationships with over 200 insurance carriers, and we employ 120+ professionals who assist our advisors with all aspects of their business.

Given the opportunity, we envision that our expert advisors would contact each of the Seeman Holtz clients to help them with their financial and insurance needs. These expert advisors are trained to complete a thorough client profile, including an in-depth review of their existing life insurance products, annuity products, long term care products, disability products, and health insurance products. Our advisors will also look for new opportunities to help the client, including an in-depth review of their current financial plan, estate plan, retirement plan, risk management plan, etc. Once this client profile and in-depth review are completed, our advisors will determine if there are products and/or services which are better suited for the client given their stated objectives. If any new services and/or products are sold through this process, there will be revenue generated. We would expect to split such revenue equitably between all the interested parties (e.g., your company, our company, and the advisor). We will utilize our resources to assist your organization and our advisors with all the back-office administration involved in this business venture, including all of the compliance, licensing, contracting, case management, marketing, case design, etc. Upon your request, we can also utilize our resources to provide you with access to business reports and updates on a regular schedule. We believe in total

transparency and will provide any information regarding this business venture, so long as we are not violating any laws.

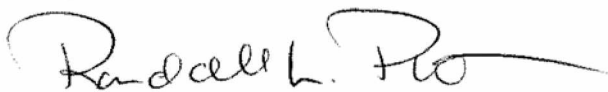
That said, it would be our preference to put a written agreement together should you decide that we are a good fit for the opportunity. If you are willing to form a written agreement, below are several items we would like to include in the agreement. However, we do not want to put the opportunity at risk, so please let us know if any of the following items are unacceptable or need to be amended.

PROPOSAL

- DSI and/or DSI Controlled Entity provides GM with exclusive access to SH client info and exclusively authorizes GM, and only GM, to contact each SH client. DSI changes the login info for the SH database or takes other measures to prevent anyone other than GM and DSI from accessing SH client info.
- GM uses its advisors to contact SH clients to complete a profile, perform a thorough review, and sell new products and/or services when suitable for the client
- GM commits to recruiting, training, and supervising advisors to perform client review and other functions described above with only the best interests of the client in mind. We, in partnership with our insurance carriers, will monitor the agents' sales practices and products sold to make certain, to the best of our abilities, that no unsuitable or unnecessary sales occur. GM further commits to the highest degree of compliance with all applicable laws, regulations, and rules of conduct with any and all interactions with SH clients.
- GM uses its resources to assist with all the administrative duties involved with this business venture
- GM provides DSI and/or a DSI Controlled Entity with access to business reports, business updates, compensation grids, and any other information pertaining to this opportunity on a regular basis or upon DSI's request
- GM adds DSI or DSI Controlled Entity as an insured on GM's E&O insurance policy
- DSI and/or DSI Controlled Entity gets contracted with each carrier and licensed in each state where a sale is made. DSI and/or DSI Controlled Entity along with GM advisors will go on each application as 50%/50% splitting agents at 100% of street level compensation. This will ensure that DSI and/or DSI Controlled Entity is receiving its share of the compensation directly from the carriers, which means DSI and/or DSI Controlled Entity will get paid more promptly and accurately than any BGA would be able to. This will also ensure that DSI and/or DSI Controlled Entity is receiving renewal compensation, since almost no BGA has the ability to pay renewal compensation
- DSI and/or DSI Controlled Entity will repay the portion of compensation received by DSI and/or DSI Controlled Entity in the event that a policy incurs a compensation chargeback
- DSI and/or DSI Controlled Entity will not terminate the agreement with GM so long as certain agreed conditions are met

Please let me know if you have any questions or concerns.

Regards,



Randy Pierson
VP of Life & Annuity Sales
Benefit Plans of America dba Gordon Marketing

EXHIBIT “B”

**IN THE CIRCUIT COURT OF THE FIFTEENTH JUDICIAL CIRCUIT
IN AND FOR PALM BEACH COUNTY, FLORIDA
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STATE OF FLORIDA
OFFICE OF FINANCIAL REGULATION,

Plaintiff,

v.

CASE NO.: 50-2021-CA-008718-XXXX-MB

NATIONAL SENIOR INSURANCE, INC.
D/B/A SEEMAN HOLTZ,
MARSHAL SEEMAN,
CENTURION INSURANCE SERVICES
GROUP, LLC, BRIAN J. SCHWARTZ,
EMERALD ASSETS 2018, LLC,
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PARA LONGEVITY VI, LLC,
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LONGEVITY V, LLC, ALTRAI GLOBAL,
LLC A/K/A ALTRAI HOLDINGS, LLC,
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CENTURION FUNDING SPV I LLC,
CENTURION FUNDING SPV II LLC,
GRACE HOLDINGS FINANCIAL, LLC,
PRIME SHORT TERM CREDIT INC.,

Defendants.

THE ESTATE OF ERIC CHARLES HOLTZ,
SEEMAN HOLTZ PROPERTY AND CASUALTY, LLC

F/K/A SEEMAN HOLTZ PROPERTY AND CASUALTY,
INC., SHPC HOLDINGS I, LLC,

Relief Defendants.

**AGREED ORDER GRANTING CORPORATE MONITOR, DANIEL J. STERMER'S
UNOPPOSED MOTION FOR APPROVAL TO ENTER INTO AGREEMENT WITH
BENEFIT PLANS OF AMERICA, LLC D/B/A GORDON MARKETING**

THIS CAUSE came before the Court upon the *Corporate Monitor, Daniel J. Stermer's Unopposed Motion for Approval to Enter into Agreement With Benefit Plans of America, LLC d/b/a Gordon Marketing* (the "Motion") filed by the Corporate Monitor, Daniel J. Stermer (the "Corporate Monitor") on January 21, 2022. The Motion seeks authorization for the Corporate Monitor to, in his sole discretion and the exercise of his professional business judgment, to enter into an agreement with Benefit Plans of America, LLC d/b/a Gordon Marketing to provide Insurance Products¹ and related services to the Corporate Monitor. The Court, having considered the Motion and the Proposal attached thereto as Exhibit "A", having noted that there is no opposition to the Motion by any party affected by the relief requested in the Motion, having reviewed the Court file, and being otherwise fully advised in the premises, it is thereupon,

ORDERED and ADJUDGED:

1. The Motion is **GRANTED**.
2. The Corporate Monitor is authorized to enter into the Proposal with Benefit Plans of America, LLC d/b/a Gordon Marketing, upon the terms and conditions set forth therein.
3. The Court retains jurisdiction to enforce the terms and conditions of the Proposal.

DONE AND ORDERED, in Chambers at West Palm Beach, Florida.

Bradley G. Harper
Circuit Judge

¹ Capitalized terms used but not defined herein shall have the meanings ascribed in the Motion.

Copies to: Counsel of Record and Corporate Monitor

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