MARY ANN SMITH
Deputy Commissioner
TIMOTHY L. Le BAS (BAR NO. 135565)
Senior Corporations Counsel
Department of Corporations
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Attorneys for Complainant

BEFORE THE DEPARTMENT OF CORPORATIONS

OF THE STATE OF CALIFORNIA

In the Matter of THE CALIFORNIA CORPORATIONS COMMISSIONER, Complainant, v. CONESTOGA SETTLEMENT SERVICES, LLC, CONESTOGA INTERNATIONAL, LLC and MICHAEL C. McDERMOTT Respondents.	STIPULATION TO DESIST AND REFRAIN ORDER

IT IS HEREBY STIPULATED AND AGREED between Conestoga Settlement Services, LLC, Conestoga International, LLC and Michael C. McDermott (hereinafter "Respondents") and the California Corporations Commissioner ("Commissioner") as follows:

WHEREAS, Respondents, without admitting or denying any of the findings contained within the desist and refrain order, stipulate to the issuance of that order, in the form attached hereto as Exhibit A;

WHEREAS, Respondents agree to the finality of the desist and refrain order, and agree that the order shall remain in effect and is public;

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WHEREAS, Respondents shall ensure that its documents and practices comply with any exemption including, but not limited to, revising contracts with life agents to make them agents of the Respondents under section 25209; and

WHEREAS, Respondents waive all rights to any hearing of the desist and refrain order, and waive any review by a court of law of the desist and refrain order;

WHEREAS, Respondents agree that nothing in this Stipulation shall preclude the Commissioner, or her agents or employees, to the extent authorized by law, from assisting or cooperating in any investigation and/or action brought by any other federal, state, or local agency, or from referring the matter to any of those agencies; and Respondents further agree that this Stipulation shall not bind or otherwise prevent any of those agencies from the performance of its duties;

WHEREAS, Respondents agree that the delivery by certified mail of the executed desist and refrain order by the Commissioner to Respondents' counsel, Lauren Schoenbaum, shall constitute valid service of the order;

WHEREAS, Respondents enter into this Stipulation voluntarily and without coercion and acknowledge that no promises, threats, or assurances have been made by the Commissioner or any officer, or agent thereof, about this Stipulation;

WHEREAS, Respondents agree that this Stipulation may be executed in one or more separate counterparts, each of which when so executed, shall be deemed an original; and these counterparts shall together constitute and be one and the same instrument.

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Dated: 02/26/13

JAN LYNN OWEN
California Corporations Commissioner

By_____
Mary Ann Smith
Deputy Commissioner

Dated: 02/12/13

CONESTOGA SETTLEMENT SERVICES, LLC,
CONESTOGA INTERNATIONAL, LLC and
MICHAEL C. McDERMOTT

By_____
Michael McDermott, Manager
Conestoga Settlement Services, LLC and
Conestoga International, LLC

Approved as to Form and Content

Dated: 02/11/13

By_____
Lauren Schoenbaum
Attorney on Behalf of Conestoga Settlement Services, LLC,
Conestoga International, LLC and Michael C. McDermott

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