

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF INDIANA  
INDIANAPOLIS DIVISION**

In re: ) Chapter 11  
)  
TWG CAPITAL, INC., ) Case No. 12-11019-BHL-11  
)  
Debtor. )

**SECOND NOTICE OF CLAIMS SATISFIED IN FULL**

TO: THE OFFICE OF THE UNITED STATES TRUSTEE, HOLDERS OF SATISFIED CLAIMS (AS DEFINED HEREIN), ALL COUNSEL OF RECORD, LONG TERM PREFERRED CARE, INC., IMAGINE INTERNATIONAL REINSURANCE LIMITED, AND THE LION 2004 RECEIVABLES TRUST, AND ALL PARTIES WHO HAVE REQUESTED NOTICE

**Your rights may be affected. You should read these papers carefully and discuss them with your attorney. If you do not have an attorney, you may wish to consult one.**

TWG Capital, Inc., as debtor and debtor-in-possession (the "Debtor"), files this second notice (the "Second Satisfaction Notice") identifying certain scheduled claims in the above-captioned Chapter 11 case, which have been satisfied in full (the "Satisfied Claims").<sup>1</sup> Each of the Satisfied Claims is listed on Exhibit A attached hereto. As background for this Second Satisfaction Notice, the Debtor states as follows:

1. Chapter 11 Filing - On September 14, 2012 (the "Petition Date"), the Debtor filed with the United States Bankruptcy Court for the Southern District of Indiana, Indianapolis Division (the "Court"), its respective voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* as amended (the "Bankruptcy Code") commencing the above-captioned chapter 11 case (the "Chapter 11 Case"). The Debtor has remained in possession of its assets and has continued to operate its business as a debtor-in-possession in accordance with 11 U.S.C. §§ 1107 and 1108. The Debtor has all of the rights and powers of a trustee in bankruptcy pursuant to 11 U.S.C. § 1107(a).

2. Satisfaction Procedures. On January 15, 2013, the Debtor filed its *Motion for Entry of an Order Establishing Procedures for Expunging Satisfied Claims* [Docket No. 182] (the "Satisfied Claims Motion"), pursuant to which the Debtor sought entry of an order authorizing and approving procedures for expunging Satisfied Claims. On February 4, 2013, the Court entered its order authorizing and approving the notice procedures set forth in the Satisfied Claims Motion [Docket No. 194].

3. Settlement – On November 5, 2012, the Debtor filed a *Motion for Approval of Settlement of Claims Pursuant to Rule 9019* [Docket No. 123], whereby the Debtor

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<sup>1</sup> On February 6, 2013, the Debtor filed its first *Notice of Claims Satisfied In Full* [Doc. No. 204]. The Satisfied Claims listed on Exhibit A to this Second Satisfaction Notice are in addition to the Satisfied Claims listed in the first notice, which have already been expunged from the Debtor's list of creditors.

sought approval of a settlement (the "Settlement") by and between the Debtor, the LION 2004 Receivables Trust ("Lion Trust"), and Imagine International Reinsurance Limited ("Imagine"). Pursuant to the Settlement, Lion Trust warranted that it had paid in full the Downline Claims (as defined in the Satisfied Claims Motion) and agreed to cause to be paid future commissions to the Downlines (largely consisting of insurance agents who sold policies on behalf of Long Term Preferred Care, Inc. ("LTPC") and as further defined in the Satisfied Claims Motion) as and when due. The Court entered its order approving the Settlement on November 29, 2012 [Doc. No. 162].

4. Designation as Satisfied Claim. The parties set forth on Exhibit A hereto were scheduled on the Debtor's Schedule F based on the Debtor's belief that certain sums, as set forth in Schedule F filed in the Chapter 11 Case, were due and owing to the Downlines by the Debtor pursuant to the Debtor's agreements with Lion Trust, Imagine, and LTPC. Due to the Settlement, the Debtor is advised that all parties listed on Exhibit A hereto have been fully paid by Lion Trust and thus have no pre-petition or post-petition claims against the Debtor or its estate. Accordingly, the Debtor intends to designate the claims of the parties listed on Exhibit A (the "Satisfied Claims") as fully satisfied and to expunge the Satisfied Claims from its schedules.

5. Objections. Any holder of a Satisfied Claim who disputes the Debtor's determination that its claim has been satisfied must file a written objection (the "Objection") with the Office of the Clerk of this Court and must serve the Objection on the undersigned attorney for the Debtor so that the Objection is received no later than April 11, 2013 at 5:00 p.m. EDT (the "Objection Deadline"), which is at least twenty-one (21) days after service of this Second Satisfaction Notice. Those not required or not permitted to file electronically must deliver any Objection by U.S. mail, courier, overnight/express mail, or in person at: Clerk, U.S. Bankruptcy Court, 116 U.S. Bankruptcy Court, 46 E. Ohio Street, Indianapolis, Indiana 46204.

6. Content of Objections. Every Objection must contain, at a minimum, the following information: (i) the name of the holder of the claim designated as a Satisfied Claim (the "Satisfied Claim Holder"), (ii) a description of the basis and the amount of the Satisfied Claim, (iii) the specific factual basis and any supporting documentation upon which the Satisfied Claim Holder relies in opposing this Second Satisfaction Notice and the Debtor's determination that the claim is a Satisfied Claim, (iv) the name, address, telephone number, and email address of the person(s) (which may be the Satisfied Claim Holder or the Satisfied Claim Holder's legal representative) with whom counsel for the Debtor should communicate with respect to the Satisfied Claim or this Second Satisfaction Notice and who possesses authority to reconcile, settle, or otherwise resolve any issues related to the Satisfied Claim on behalf of the Satisfied Claim Holder.

7. Failure to File Objection. If a Satisfied Claim Holder fails to file and serve an Objection on or before the Objection Deadline, the Satisfied Claim Holder is deemed to have consented to this Second Satisfaction Notice and the Debtor's determination with respect to its Satisfied Claim, and the Satisfied Claim Holder (or any subsequent holder of the Satisfied Claim) will be forever barred, estopped, and enjoined from asserting any claim against the Debtor or its estate related to the Satisfied Claim or any claim related to other past or future commissions owing to the Satisfied Claim Holder by the Debtor. The Satisfied Claim will be expunged from the Debtor's schedules of

**liabilities; the Satisfied Claim Holder will be removed from the Debtor's creditor list and will receive no further notice in the Chapter 11 Case; and the Satisfied Claim Holder will receive no distribution in the Chapter 11 Case or any subsequent case as a result of the Satisfied Claim or any claim related to other past or future commissions owing to the Satisfied Claim Holder by the Debtor. The Debtor will be discharged from any and all indebtedness or liability with respect to the Satisfied Claim.**

8. **Hearing. If Objections are filed and served on or before the Objection Deadline, the Court shall conduct a hearing on such Objection(s) on April 30, 2013 at 3:00 p.m. EDT, along with any other matters scheduled for hearing at such time, at 46 E. Ohio Street, Room 310, Indianapolis, Indiana 46204.**

9. Reservation of Rights. The Debtor reserves the right to file objections to any claims in the Chapter 11 Case on any basis and at any time, including without limitation, the Satisfied Claims.

10. Copies - Copies of any of the documents identified herein can and will be made available upon request directed to counsel for the Debtor at the address noted below.

Respectfully submitted,

FAEGRE BAKER DANIELS LLP

By: /s/ Kayla D. Britton

*Counsel for the Debtor and Debtor in Possession*

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## Exhibit A

<u>Satisfied Claim Holder</u>	<u>Address</u>	<u>Address 2</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Rae-Nani K Stokes	2055 Venus Drive		Sacramento	CA	95864
LTC Solutions	16310 NE 80th Street	Suite 300	Redmond	WA	98052
Anoka Health & Life Services, LLC	2003 Northdale Blvd NW		Coon Rapids	MN	55433-3004
Master Care, Inc	10260 SW Greenburg, STE 375		Portland	OR	97223
Bud Marcus & Associates, Inc	105 Beech Bark Lane		Towson	MD	21286-1616
First Insurance Brokerage Svcs	27 Overlook Drive		Little Rock	AR	72207
Ceasor Insurance Consult Inc	Bell Plaza Professional Build S	7220 Boswell Boulevard Suite 111	Sun City	AZ	85373
Financial Insurance, Inc	104 E 5th		Augusta	KS	67010
Ernest Dill	2009 Idlewild Blvd.		Fredericksburg	VA	22401
Gerald P. Gicewicz	c/o Jer Corp.	2049 Collett Lane	Flossmoor	IL	60422-1304
Puget Sound Benefit Services	601 Union Street	Suite 300	Seattle	WA	98101
Carney Cargill, Inc	Suite 200	400 Winslow Way NE	Bainbridge Island	WA	98110
The Gjurasic/Story Group	2121 31st Avenue South		Seattle	WA	98144
Roddey Edwards II	3921 Old Furnace Road		CHESNEE	SC	29323
Rena Bouchard	14059 Southeast 63rd		Bellevue	WA	98006-4337
Health & Pension Services Inc	5210 68th Dr NE		Marysville	WA	98270
Michael L E King & Associates	29115 SW Mountain Rd.		West Linn	OR	97068-9687
MS Linderman & Associates	517 N Wolf Rd		Wheeling	IL	60090
MJ Kahn & Associates	223 140th Ave NE		Bellevue	WA	98005
Approved Health And Life Service	220 N Zapata Hwy, Suite 11		Laredo	TX	78043-4464
Whitten Ins. Agency	1208 Main		Duncan	OK	73533
Golden Yrs Insurance Agcy Inc	P. O. Box 43365		Cleveland	OH	44143
Sue Kaupa	4015 Hosford Hills Rd		Eagan	MN	55123
Lisa K Grodin	c/o Dreyfuss & Birke, LTD	340 Madison Avenue, 21st Floor	New York	NY	10173
Dwight Kieser	130 Riverview Drive		Suwanee	GA	30024