

**IN THE CIRCUIT COURT FOR THE FOURTH JUDICIAL CIRCUIT,
IN AND FOR DUVAL COUNTY, FLORIDA**

IN RE FORTEGRA FINANCIAL
CORPORATION SHAREHOLDER
LITIGATION

Case No. 16-2014-CA-005825-XXXX-MA

ORDER FOR NOTICE AND SCHEDULING OF HEARING ON SETTLEMENT

All parties to the above-captioned action (the “Action”) having made an application pursuant to Rule 1.220 of the Florida Rules of Civil Procedure for an order for notice and scheduling of a hearing with respect to a settlement of this Action in accordance with a Stipulation of Settlement dated as of January 26, 2015 (the “Stipulation”), which, together with the exhibits thereto, sets forth the terms and conditions for the proposed settlement (“Settlement”) of this Action, and which provides for the ultimate dismissal of the Action with prejudice; and the Court having considered the Stipulation and accompanying documents; and plaintiffs Shiva Y. Stein and Carol Hickey (“Plaintiffs”), and defendants John Carroll, Francis M. Colalucci, Frank P. Filippis, Richard S. Kahlbaugh, J.J. Kardwell, Dr. Arun Maheshwari, Ted W. Rollins, Sean Sweeney (collectively, the “Individual Defendants”); Fortegra Financial Corporation (together with its predecessors, successors, parents, subsidiaries, divisions and affiliates, “Fortegra”); Tiptree Operating Company, LLC, Tiptree Financial Inc., Caroline Holdings, LLC, and Carolina Merger Sub, Inc. (together with their predecessors, successors, parents, subsidiaries, divisions and affiliates, “Tiptree”) (the Individual Defendants, together

with Fortegra and Tiptree, "Defendants"), in the Action having consented to the entry of this Order;

NOW, THEREFORE, IT IS HEREBY ORDERED this 6th day of February 2015, that:

1. **Definitions.** Except for terms defined herein (with the definitions to be applicable to both the singular and the plural forms of each term defined if both such forms of such term are used herein), the Court adopts and incorporates the definitions in the Stipulation for purposes of this Order.

2. **Approval of Notice.** The Court approves, in form and content, the "Short-Form Notice," substantially in the form and content annexed as Exhibit B-1 to the Stipulation, and the "Long-Form Notice of the Settlement to Settlement Class Members," substantially in the form and content annexed as Exhibit B-2 to the Stipulation ("Long-Form Notice"), and finds that the mailing and publication of the Short-Form Notice, as set forth in paragraph 3, will fully satisfy the requirements of Rule 1.220 of the Florida Rules of Civil Procedure, due process and applicable law, is the best notice practicable and shall constitute due and sufficient notice of the Settlement and Settlement Hearing (as defined below) and all other matters referred to in the Long-Form Notice to all Persons entitled to receive such Long-Form Notice. Fortegra and/or Tiptree shall, no later than ten (10) calendar days before the Settlement Hearing scheduled herein, file with the Court proof, by affidavit or declaration, of such mailing with respect to the Notice.

3. **Notice Procedures.** Within ten (10) business days of the date of this Order, Fortegra or its successor-in-interest shall at its expense (or the expense of one of its insurers) cause a copy of the Short-Form Notice, substantially in the form annexed as Exhibit B-1 to the

Stipulation to be: mailed on a postcard by United States mail, postage pre-paid, to all members of the Settlement Class (as defined below) who can be identified with reasonable effort, at their last known addresses appearing in the unit transfer records maintained by or on behalf of Fortegra; and published one time over the internet via *Business Wire* or *PR Newswire*. The Short-Form Notice will direct Settlement Class Members to an internet website, which will make available the Long-Form Notice, which shall be provided substantially in the form attached to the Stipulation was Exhibit B-2. All record holders in the Settlement Class who were not also the beneficial owners of common shares (each common share a "Share" and each holder of Shares a "Shareholder") of Fortegra are directed to forward the Short-Form Notice to such beneficial owners of such Shareholders within ten (10) days after receipt of the Short-Form Notice or to provide the notice administrator selected by Fortegra (the "Notice Administrator") with a list of the names and addresses of such beneficial owners within five (5) days of receipt of the Short-Form Notice. Fortegra and Tiptree, by the Notice Administrator, shall use reasonable efforts to give notice to such beneficial owners by (a) making additional copies of the Short-Form Notice available to any record holders who, prior to the Settlement Hearing, request the same for the purpose of distribution to beneficial owners or (b) mailing copies of the Short-Form Notice to beneficial owners whose addresses have been provided to the Notice Administrator by the record holders of such Shareholders. In addition, the Company or its successor-in-interest shall cause the establishment of a toll-free telephone number and an address by which Settlement Class Members may request the Long-Form Notice to be mailed. If any Settlement Class Member requests to receive a copy of the Long-Form Notice by mail, the Company, its successor-in-interest or the Notice Administrator shall cause the Long-Form Notice to be mailed by United States first-class mail, postage pre-paid to each such Settlement Class Member. The Company or

its successor-in-interest shall bear all costs and expenses incurred in providing notice to the Settlement Class.

4. **Conditional Certification of the Settlement Class.** Solely for the purposes of the Settlement, pursuant to Rules 1.220(a), (b)(1) and (b)(2) of the Florida Rules of Civil Procedure, the Court conditionally certifies a class consisting of all persons or entities who were record or beneficial owners of the Company's common stock on August 12, 2014 and held such shares through and including December 4, 2014, the closing date of the Merger, including any and all of their respective successors in interest, predecessors, representatives, trustees, executors, administrators, heirs, assigns or transferees, immediate and remote, and any person or entity acting for or on behalf of, or claiming under, any of them, and each of them, and excluding Defendants and any person, firm, trust, corporation or other entity related to or affiliated with any of the Defendants (the "Settlement Class", and each member thereof a "Settlement Class Member").

5. **Designation of Settlement Class Representative and Settlement Class Counsel.** The Court conditionally designates Plaintiffs Shiva Y. Stein and Carol Hickey as representatives of the Settlement Class for the sole purpose of settlement proceedings (the "Settlement Class Representatives"), and their counsel, the law firms of Pomerantz LLP and Levi & Korsinsky LLP, as Co-Lead Settlement Class Counsel ("Co-Lead Counsel").

6. **Preliminary Approval of the Settlement.** The Court preliminarily approves the Stipulation and the Settlement set forth therein, as fair, reasonable and adequate, subject to further consideration at the Settlement Hearing described below.

7. **Settlement Hearing.** A hearing (the "Settlement Hearing") shall be held before this Court on April 20, 2015, at 4:30 p.m., before the Honorable Virginia B. Norton, Duval

County Courthouse, 501 W. Adams St., Jacksonville, FL 32202, to: (i) determine whether, for settlement purposes only, the Court's conditional certification of the Settlement Class, pursuant to Rules 1.220(b)(1) and 1.220(b)(2) of the Florida Rules of Civil Procedure, should be made final; (ii) determine whether the Court should grant final approval of the proposed Settlement on the terms and conditions provided for in the Stipulation as fair, reasonable and adequate; (iii) determine whether judgment should be entered pursuant to the Stipulation, *inter alia*, dismissing the Action with prejudice; and (iv) hear and determine other matters relating to the proposed Settlement. The Court may adjourn the Settlement Hearing without further notice to the Settlement Class Members other than an oral announcement at the Settlement Hearing or any adjournment thereof. Plaintiffs' and Defendants' papers in support of final approval, in support of Plaintiffs' request for attorneys' fees and expenses, and/or in opposition to any objections may be filed with the Court and served upon all parties, and on any persons filing objections or, if they are represented by an attorney, their attorney, no later than seven (7) calendar days before the Settlement Hearing. The Court may approve the Settlement and other related matters, at or after the Settlement Hearing with such modifications as may be consented to by the Parties and without further notice to the Settlement Class Members.

8. **Appearance at Settlement Hearing and Objections to Settlement.** Any Settlement Class Member may appear and show cause, if he, she or it has any reason why the Settlement should or should not be approved, or why the Order and Final Judgment should or should not be entered, provided, however, that no Settlement Class Member shall be heard or entitled to contest the approval of the terms and conditions of the proposed Settlement or, if approved, the Order and Final Judgment to be entered thereon, unless that Person (a) has served on the following counsel, such that they are received by such counsel on or before fourteen (14)

calendar days before the Settlement Hearing, (i) a written notice of objection, including a written notice of his, her or its intention to appear if he, she or it intends to do so, (ii) proof of his, her or its ownership of Fortegra stock as of August 12, 2014, (iii) a written statement of the position he, she or it will assert, (iv) the reasons for his, her or its position, and (v) copies of any papers, briefs or other matter they wish the Court to consider:

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and (b) filed said objections, papers and briefs, and proof of service on the above-listed counsel, with the Clerk of the Circuit Court for the 4th Judicial Circuit, in and for Duval County, Florida, Duval County Courthouse, 501 W. Adams St., Jacksonville, FL 32202 on or before the same date. Any Settlement Class Member who does not make his, her or its objection in the manner provided shall be deemed to have waived such objection (including any right of appeal) and shall forever be foreclosed from making any such objection, including any objection to the fairness or adequacy of the proposed Settlement as incorporated in the Stipulation, unless otherwise ordered by the Court.

9. **Stay of Proceedings.** All proceedings in the Action, other than such proceedings as may be necessary to carry out the terms and conditions of the Settlement, are hereby stayed and suspended until further order of this Court.

10. **Termination of Settlement.** If the Settlement is not approved by the Court or shall not become effective for any reason whatsoever, the Settlement, any Settlement Class certification herein and any actions taken or to be taken in connection therewith (including this Order and any judgment entered herein) shall be terminated and shall become null and void and of no further force and effect, except for Fortegra's or its successor-in-interest's obligation to pay for any expenses incurred in connection with the Short-Form Notice and Long-Form Notice and administration as provided for by this Order.

11. **No Admissions by the Parties.** The provisions contained in the Stipulation shall not be deemed or constitute a presumption, concession or an admission by any party in the Action of any fault, liability or wrongdoing or lack of any fault, liability or wrongdoing, as to any facts or claims alleged or asserted in the Action, or any other actions or proceedings, and shall not be interpreted, construed, deemed, involved, offered, or received in evidence or otherwise used by any Person in the Action, or in any other action or proceeding, whether civil, criminal or administrative, except in connection with any proceeding to enforce the terms of the Stipulation.

12. **Retention of Exclusive Jurisdiction by the Court.** The Court retains exclusive jurisdiction over this Action to consider all further applications arising out of or connected with the proposed Settlement.

Dated:

February 6, 2015


Circuit Court Judge

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