



GRANTED

EFiled: Jan 09 2025 11:49AM EST
Transaction ID 75401273
Case No. 2022-0778-JTL

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

LAWRENCE BASS,	:	
	:	
Plaintiff,	:	
	:	C.A. No. 2022-0778-JTL
v.	:	
	:	
GENEVE HOLDINGS, INC., STEVEN B. LAPIN, ROY T.K. THUNG, and TERESA HERBERT,	:	
	:	
Defendants.	:	

[PROPOSED] AMENDED SCHEDULING ORDER

WHEREAS, a stockholder class action is pending in this Court entitled *Lawrence Bass v. Geneve Holdings, Inc. et al.*, C.A. No. 2022-0778-JTL (the “Action”);

WHEREAS, Plaintiff Lawrence Bass (“Plaintiff”), individually and on behalf of the Class (as defined below); (ii) Defendants Geneve Holdings, Inc., Steven B. Lapin, Roy T.K. Thung, and Teresa Herbert (collectively, “Defendants”); and (iii) Independence Holding Company (“IHC”) (and together with Plaintiff and Defendants, the “Settling Parties,” and each a “Settling Party”) have determined to settle all claims asserted against Defendants in the Action with prejudice on the terms and conditions set forth in the Stipulation and Agreement of Settlement, Compromise and Release entered into by the Settling Parties dated November 27, 2024 (the “Stipulation,” and the settlement embodied therein, the “Settlement”);

WHEREAS, in accordance with the Stipulation, the Settling Parties have made an application, pursuant to Court of Chancery Rule 23, for entry of a scheduling order in accordance with the Stipulation, approving the form and content of the notice of the Settlement to the Class, and scheduling the date and time for the Settlement Hearing; and

WHEREAS, the Court having read and considered the Stipulation and the exhibits attached thereto; the Stipulation being sufficient to warrant notice to the Class; and all Settling Parties having consented to the entry of this Order.

NOW THEREFORE, IT IS HEREBY ORDERED, this ___ day of January, 2025_, as follows:

1. **Definitions**: Unless otherwise defined herein, capitalized terms used herein shall have the same meanings given to them in the Stipulation.

2. **Jurisdiction**: The Court has jurisdiction over the subject matter of the Action, and all matters relating to the Settlement, as well as personal jurisdiction over the Settling Parties, and each of the Class Members.

3. **Class Certification**: In accordance with the proposed class definition in the Stipulation, for the purposes of settlement only, the Action preliminarily shall be maintained as a non-opt out class action pursuant to Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2), on behalf of the following class (the “Class”):

All record holders and beneficial owners of shares of IHC common stock whose shares were exchanged for or who

had the right to receive in exchange \$57.00 per share in cash at the closing of the take-private transaction between IHC and Geneve on February 15, 2022 (the “Closing”), including each such Class Member’s heirs, successors, successors in interest, transferees, and assigns.

Excluded from the Class are: (i) Defendants; (ii) any person who was a Geneve officer or director at Closing; (iii) members of the Immediate Family of any of the foregoing, and (iv) any entity in which any of the Defendants has a controlling interest (each of (i)-(iv), an “Excluded Person”).

4. For purposes of the Settlement only, the Court preliminarily finds that:
 - (a) the members of the Class (collectively, the “Class Members”) are so numerous that their joinder in the Action would be impracticable; (b) there are questions of law and fact common to the Class; (c) Plaintiff’s claims are typical of the claims of the other Class Members; (d) in connection with the prosecution of the Action and the Settlement, Plaintiff and Plaintiff’s Counsel have and will fairly and adequately represent and protect the interests of the Class; (e) the prosecution of separate actions by individual Class Members would create a risk of inconsistent adjudications that would establish incompatible standards of conduct for Defendants and, as a practical matter, the disposition of the Action would influence the disposition of any pending or future identical suits, actions, or proceedings brought by other Class Members; and (f) Defendants are alleged to have acted or refused to act on grounds generally applicable to the Class, thereby making appropriate final injunctive relief or corresponding declaratory relief with respect to the Class as a whole.

5. The Court provisionally appoints Plaintiff as the representative for the Class and Block & Leviton LLP as counsel for the Class.

6. **Settlement Hearing**: The Court will hold a Settlement Hearing (the “Settlement Hearing”) on March 14, 2025 at 11:00 a.m., at the Court of Chancery of the State of Delaware, New Castle County, Leonard L. Williams Justice Center, 500 North King Street, Wilmington, Delaware 19801, or as may be undertaken via a remote proceeding such as Zoom or by telephone, to, among other things:

(a) determine whether the Action may be finally maintained as a non-opt-out class action and whether the Class should be finally certified, for purposes of the Settlement, pursuant to Court of Chancery Rules 23(a), 23(b)(1), and 23(b)(2);

(b) determine whether Plaintiff may be finally appointed as the representative for the Class and Plaintiff’s Counsel finally appointed as counsel for the Class, and whether Plaintiff and Plaintiff’s Counsel have adequately represented the interests of the Class in the Action;

(c) determine whether the proposed Settlement on the terms and conditions provided for in the Stipulation is fair, reasonable, and adequate to the Class, and should be approved by the Court;

(d) determine whether a Judgment, substantially in the form attached as **Exhibit D** to the Stipulation, should be entered dismissing the Action with prejudice against Defendants;

(e) determine whether the proposed Plan of Allocation of the Net Settlement Fund is fair and reasonable, and should therefore be approved;

(f) determine whether the application by Plaintiff's Counsel for an award of attorneys' fees and litigation expenses should be approved; and

(g) consider any other matters that may properly be brought before the Court in connection with the Settlement.

7. Notice of the Settlement and the Settlement Hearing shall be given to Class Members as set forth in Paragraph 8 of this Order. The Court may adjourn the Settlement Hearing without further notice to the Class and may approve the proposed Settlement with such modifications as the Settling Parties may agree to, if appropriate, without further notice to the Class.

8. **Retention of Settlement Administrator and Manner of Notice:** Plaintiff's Counsel are hereby authorized to retain A.B. Data, Ltd. as the settlement administrator (the "Settlement Administrator") to provide notice to the Class and administer the Settlement, including the distribution of the Net Settlement Fund. Notice of the Settlement and the Settlement Hearing shall be given as follows:

(a) In accordance with Section 3(b)(i) of the Stipulation, IHC will use reasonable efforts to provide or cause to be provided to the Settlement Administrator or Plaintiff's Counsel the Class Member Records;

(b) no less than sixty (60) calendar days prior to the Settlement Hearing (the "Notice Date"), the Settlement Administrator shall cause a copy of the Long-Form Notice, substantially in the form attached to the Stipulation as **Exhibit B**, to be mailed by U.S. first-class mail to potential Class Members at the addresses set forth in the Class Member Records or who otherwise may be identified through further reasonable effort;

(c) not later than the Notice Date, the Settlement Administrator shall post a copy of the Long-Form Notice on the website established for the Settlement;

(d) not later than ten (10) business days after the Notice Date, the Settlement Administrator shall cause the Publication Notice, substantially in the form attached to the Stipulation as **Exhibit C**, to be published once in *Investor's Business Daily* and to be transmitted once over the *PR Newswire*; and

(e) not later than seven (7) calendar days prior to the Settlement Hearing, Plaintiff's Counsel shall serve on Defendants' Counsel and file with

the Court proof, by affidavit or declaration, of compliance with Paragraph 8(b)-(d) above.

9. **Approval of Form and Content of Notice:** The Court (a) approves, as to form and content, the Long-Form Notice, attached to the Stipulation as **Exhibit B**, and the Publication Notice, attached to the Stipulation as **Exhibit C**, and (b) finds that the mailing of the Long-Form Notice and publication of the Publication Notice in the manner and form set forth in Paragraph 8 of this Order: (i) are the best notice practicable under the circumstances; (ii) constitute notice that is reasonably calculated, under the circumstances, to apprise Class Members of the pendency of the Action, of the effect of the proposed Settlement (including the Releases to be provided thereunder), of the Proposed Plan of Allocation, of Plaintiff's Counsel's application for an award of attorneys' fees and litigation expenses, of their right to object to the Settlement, and/or their right to appear at the Settlement Hearing; (iii) constitute due, adequate, and sufficient notice to all persons and entities entitled to receive notice of the proposed Settlement; and (iv) satisfy the requirements of Court of Chancery Rule 23, the United States Constitution (including the Due Process Clause), and all other applicable law and rules. The date and time of the Settlement Hearing shall be included in the Long-Form Notice and Publication Notice before they are mailed and published, respectively.

10. **Nominees Procedures:** Brokers and other nominees that held shares of IHC common stock as record holders for the benefit of another person or entity shall either (a) within seven (7) calendar days of receipt of the Long-Form Notice, request from the Settlement Administrator sufficient copies of the Long-Form Notice to forward to all such beneficial owners and within seven (7) calendar days of receipt of those Long-Form Notices forward them to all such beneficial owners; or (b) within seven (7) calendar days of receipt of the Long-Form Notice, send a list of the names, addresses, and, if available, email addresses, of all such beneficial owners to the Settlement Administrator, in which event the Settlement Administrator shall promptly mail or email the Long-Form Notice to such beneficial owners. Upon full compliance with this Order, such nominees may seek reimbursement of their reasonable expenses actually incurred in complying with this Order by providing the Settlement Administrator with proper documentation supporting the expenses for which reimbursement is sought. Such properly documented expenses incurred by nominees in compliance with the terms of this Order shall be paid from the Settlement Fund, with any disputes as to the reasonableness or documentation of expenses incurred subject to review by the Court.

11. Brokers and other nominees that hold securities in their name on behalf of a beneficial owner are hereby ordered to provide information deemed necessary by the Settlement Administrator to assist Eligible Class Members in connection with

determining their entitlement to the Net Settlement Fund and to distribute the Net Settlement Fund consistent with the terms of the Plan of Allocation (or such other plan of allocation approved by the Court).

12. **Appearance at Settlement Hearing and Objections:** Unless the Court orders otherwise, any Class Member may enter an appearance in the Action, at his, her, or its own expense, individually or through counsel of his, her, or its own choice, by filing with the Register in Chancery and delivering a notice of appearance to Plaintiff's Counsel and Defendants' Counsel, at the addresses set forth in Paragraph 13 below, such that it is received no later than fifteen (15) calendar days prior to the Settlement Hearing, or as the Court may otherwise direct. Any Class Member who does not enter an appearance will be represented by Plaintiff's Counsel and shall be deemed to have waived and forfeited any and all rights he, she, or it may otherwise have to appear separately at the Settlement Hearing.

13. Any Class Member may file a written objection to the proposed Settlement, Plan of Allocation, and/or Plaintiff's Counsel's application for an award of attorneys' fees and litigation expenses, and appear and show cause, if he, she, or it has any cause why the proposed Settlement, the proposed Plan of Allocation, and/or the application for attorneys' fees and litigation expenses should not be approved; *provided, however*, that, unless otherwise directed by the Court for good cause shown, no Class Member shall be heard or entitled to contest the approval of

the terms and conditions of the proposed Settlement, the proposed Plan of Allocation, and/or the application for attorneys' fees and litigation expenses unless that person or entity has filed a written objection with the Register in Chancery and served copies of such objection on Plaintiff's Counsel and Defendants' Counsel at the physical and email addresses set forth below, such that they are received no later than fifteen (15) calendar days prior to the Settlement Hearing.

Plaintiff's Counsel

Kimberly A. Evans, Esq.
BLOCK & LEVITON LLP
222 Delaware Ave., Suite 1120
Wilmington, DE 19801
kim@blockleviton.com

Defendants' Counsel

Daniel A. Mason, Esq.
PAUL, WEISS, RIFKIND,
WHARTON & GARRISON LLP
1313 North Market Street, Suite 806
Wilmington, DE 19801
dmason@paulweiss.com

Counsel for the Settling Parties are directed to promptly furnish each other with copies of any and all objections that might come into their possession.

14. Any objections, filings, and other submissions by the objecting Class Member: (a) must state the name, address, and telephone number of the person or entity objecting and, if represented by counsel, the name, address, and telephone number of his, her, or its counsel; (b) must be signed by the objector; (c) must contain a written, specific statement of the Class Member's objection or objections, and the specific reasons for each objection, including any legal and evidentiary support the Class Member wishes to bring to the Court's attention; (d) must state the objection is being filed with respect to "*Lawrence Bass v. Geneve Holdings, Inc. et*

al., C.A. No. 2022-0778-JTL”); and (e) must include documentation sufficient to prove that the objector is a member of the Class. Documentation establishing membership in the Class must consist of copies of monthly brokerage account statements or an authorized statement from the objector’s broker containing the transactional and holding information found in an account statement.

15. Unless the Court orders otherwise, any Class Member who or which does not make his, her, or its objection in the manner provided herein shall (a) be deemed to have waived and forfeited his, her, or its right to object to any aspect of the proposed Settlement, the proposed Plan of Allocation, or Plaintiff’s Counsel’s application for an award of attorneys’ fees and litigation expenses; (b) be forever barred and foreclosed from objecting to the fairness, reasonableness, or adequacy of the Settlement, the Judgment to be entered approving the Settlement, the Plan of Allocation, or the attorneys’ fees and litigation expenses requested or awarded; and (c) be deemed to have waived and forever barred and foreclosed from being heard, in this or any other proceeding, with respect to any matters concerning the Settlement, the Plan of Allocation, or the requested or awarded attorneys’ fees and litigation expenses.

16. **Stay and Temporary Injunction:** Until otherwise ordered by the Court, the Court stays all proceedings in the Action other than proceedings necessary to carry out or enforce the terms and conditions of the Stipulation. Pending final

determination by the Court of whether the Settlement should be approved, the Court bars and enjoins Plaintiff, and all other members of the Class or other Releasing Plaintiff Parties, from instituting, commencing, or prosecuting any and all of the Released Plaintiff Claims against any and all of the Released Defendant Parties.

17. **Settlement Fund:** The Settlement Fund and the Account shall be deemed and considered to be *in custodia legis* of the Court and shall remain subject to the exclusive jurisdiction of the Court, until such time as the Settlement Fund shall be distributed pursuant to the Stipulation and/or further order(s) of the Court.

18. **Notice and Administrative Costs:** All Notice Costs and Administrative Costs shall be paid as set forth in the Stipulation without further order of the Court.

19. **Taxes:** Plaintiff's Counsel are authorized and directed to prepare any tax returns and any other tax reporting form for or in respect to the Settlement Fund, to pay from the Settlement Fund any Taxes owed with respect to the Settlement Fund, and to otherwise perform all obligations with respect to Taxes and any reporting or filings in respect thereof without further order of the Court in a manner consistent with the provisions of the Stipulation.

20. **Effectiveness of Judgment:** If the Settlement is approved by the Court following the Settlement Hearing, the Court shall enter the Judgment substantially in the form attached to the Stipulation as **Exhibit D**. The effectiveness of the

Judgment shall not be conditioned upon the approval of an award of attorneys' fees, costs, and/or expenses, either at all or in any particular amount, by the Court.

21. **Termination of Settlement:** If the Settlement is terminated as provided in the Stipulation, this Order shall be vacated, rendered null and void and be of no further force and effect, except as otherwise provided by the Stipulation, and this Order shall be without prejudice to the rights of Plaintiff, the other Class Members, and Defendants, and Plaintiff and Defendants shall revert to their respective positions in the Action immediately before September 25, 2024, as provided in the Stipulation; Plaintiff and Defendants shall negotiate a new case schedule in good faith; Plaintiff and Defendants shall proceed as if the Stipulation had not been executed and the related orders had not been entered; all of their respective claims and defenses as to any issue shall be preserved without prejudice; and any cash amounts in the Settlement Fund (less any Taxes paid, due, or owing with respect to the Settlement Fund and less any Notice Costs and Administrative Costs actually incurred, paid, or payable) shall be returned in accordance with the Stipulation.

22. **Supporting Papers:** Plaintiff's Counsel shall file and serve the opening papers in support of the proposed Settlement, Plan of Allocation, and Plaintiff's Counsel's application for an award of attorneys' fees and litigation expenses no later than January 30, 2025. Any objections to the Settlement, Plan of

Allocation, and/or the application for an award of attorneys' fees and litigation expenses shall be filed and served no later than fifteen (15) calendar days prior to the Settlement Hearing. If reply papers are necessary, they are to be filed and served no later than five (5) calendar days prior to the Settlement Hearing.

23. **Retention of Jurisdiction**: The Court retains exclusive jurisdiction to consider all further applications arising out of or connected with the proposed Settlement.

24. **No Admission**: The Stipulation shall not be deemed to evidence or constitute an admission or concession by any Released Defendant Party as to (i) the truth of any fact alleged by Plaintiff; (ii) the validity of any claims or other issues raised, or which might be or might have been raised, in the Action or in any other litigation; (iii) the deficiency of any defense that has been or could have been asserted in the Action or in any litigation; or (iv) any wrongdoing, breach, fault, or liability of any kind by any of them.

Vice Chancellor J. Travis Laster

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: J Travis Laster

File & Serve

Transaction ID: 75399944

Current Date: Jan 09, 2025

Case Number: 2022-0778-JTL

Case Name: CONF ORD - Lawrence Bass v. Geneve Holdings, Inc., et al.

Court Authorizer: J Travis Laster

Court Authorizer

Comments:

Thank you for flagging and addressing this issue.

/s/ Judge J Travis Laster