



Texas Department of Insurance

Legal Services, Mail Code 110-1A
333 Guadalupe, P.O. Box 149104, Austin, Texas 78714-9104
512-475-1821 telephone, 512-475-1843 facsimile, www.tdi.state.tx.us

May 13, 2008

Via Fax No. 482-8628

Hector De Leon
De Leon, Boggins & Icenogle, P.C.
221 West 6th Street, Suite 1050
Austin, Texas 78701

RE: Cause No. D-1-GV-08-000945, State of Texas v. Memorial Service Life Insurance Company, Lincoln Memorial Life Insurance Company, and National Prearranged Services, Inc., in the 250th Judicial District of Travis County, Texas
Rule 11 Agreement

Dear Mr. De Leon:

Memorial Service Life Insurance Company, Lincoln Memorial Life Insurance Company, and National Prearranged Services, Inc. have entered into the following agreement:

1. Memorial Service Life Insurance Company, Lincoln Memorial Life Insurance Company, and National Prearranged Services, Inc. have consented to receivership in Texas;
2. The boards of directors of National Heritage Enterprises, Inc. and Forever Enterprises, Inc. have issued resolutions authorizing you to sign the order consenting to receivership, and the resolutions are attached to this agreement as Exhibits A & B;
3. You have signed the Agreed Order Appointing Rehabilitator and Permanent Injunction showing the consent of Memorial Service Life Insurance Company, Lincoln Memorial Life Insurance Company, and National Prearranged Services, Inc. to receivership in Texas; and
4. In return, the Receiver of Memorial Service Life Insurance Company, Lincoln Memorial Life Insurance Company, and National Prearranged Services, Inc. agrees that neither he nor any Special Deputy Receiver of Memorial Service Life Insurance Company, Lincoln Memorial Life Insurance Company, and National Prearranged Services, Inc. will file suit in any Texas state court or Texas federal court against any of the entities on the List of Entities attached to this agreement as Exhibit C.

Filed in The District Court
of Travis County, Texas

JL MAY 14 2008
At 1:37 P
Amalia Rodriguez-Mendoza, Clerk

Rule 11 Agreement
May 13, 2008
Page 2 of 2

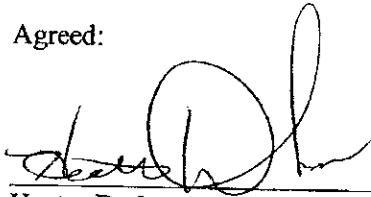
If this agreement accurately sets out your understanding of our agreement, please sign this agreement in the space below and return it to me.

Sincerely,



Rachel Giani
State Bar No. 24059818
Attorney for the Receiver
PO Box 149104
MC 110-1A
Austin, TX 78714-9104
Phone: (512) 305-7194
Fax: (512) 475-1843
rachel.giani@tdi.state.tx.us

Agreed:



Hector De Leon
State Bar No. 05650800
De Leon, Boggins & Icenogle, P.C.
221 West 6th Street, Suite 1050
Austin, Texas 78701
Phone: (512) 478-5308
Fax: (512) 482-8628
Attorneys for National Heritage Enterprises,
Inc., Forever Enterprises, Inc., Memorial
Service Life Insurance Company, Lincoln
Memorial Life Insurance Company, and
National Prearranged Services, Inc.

EXHIBIT

A

**CERTIFICATE OF BOARD OF DIRECTORS OF
NATIONAL HERITAGE ENTERPRISES, INC.**

May 12, 2008

COMES NOW Nekol Province on this 13th day of May, 2008, and states that on this date the Board of Directors ("Board") constituting Brent Cassity, Tyler Cassity and James Crawford of National Heritage Enterprises, Inc. ("National Heritage") hereby unanimously make the following resolutions.

RESOLVED, National Heritage is the direct parent company of Forever Enterprises, Inc. and the direct parent of National Prearranged Services, Inc.; Forever Enterprises, Inc. is the direct parent company of Memorial Service Life Insurance company, which is the direct parent of Lincoln Memorial Life Insurance Company.

RESOLVED, National Heritage has control over National Prearranged Service, Inc. and Forever Enterprises, Inc., the parent of Lincoln Memorial Life Insurance Company and Memorial Service Life Insurance Company. National Heritage has complete authority to authorize National Prearranged Services, Inc. and to authorize Forever Enterprises, Inc. to authorize Lincoln Memorial Life Insurance Company and Memorial Service Life Insurance Company to consent to receivership under Chapter 443 of the Texas Insurance Code without requiring approval from any third party.

RESOLVED, The Board authorizes Hector De Leon, as counsel for National Heritage, Lincoln Memorial Life Insurance Company, Memorial Service Life Insurance Company, and National Prearranged Services, Inc., to sign any agreed order and/or permanent injunction placing Lincoln Memorial Life Insurance Company, Memorial Service Life Insurance Company, and National Prearranged Services, Inc. in receivership under chapter 443 of the Texas Insurance Code.

Certified on this 13th day of May, 2008, effective date May 13, 2008.


NEKOL PROVINCE

Secretary

NATIONAL HERITAGE ENTERPRISES,
INC.

EXHIBIT

tabbies

B

**CERTIFICATE OF BOARD OF DIRECTORS
OF
FOREVER ENTERPRISES, INC.**

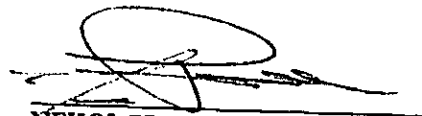
COMES NOW NEKOL PROVINCE, on this 13th day of May, 2008, and states that on this date the Board of Directors hereof, constituting Brent Cassity, Tyler Cassity and James M. Crawford, did unanimously make the following resolutions.

RESOLVED, Forever is the direct parent company of Memorial Service Life Insurance Company, which is the direct parent of Lincoln Memorial Life Insurance Company.

RESOLVED, Forever has control over Lincoln Memorial Life Insurance Company and Memorial Service Life Insurance Company. Forever has complete authority to authorize Lincoln Memorial Life Insurance Company and Memorial Service Life Insurance Company to consent to receivership under Chapter 443 of the Texas Insurance Code without requiring approval from any third party.

RESOLVED, The Board authorizes Hector De Leon, as counsel for Forever, Lincoln Memorial Life Insurance Company, Memorial Service Life Insurance Company, and National Prearranged Services, Inc., to sign any agreed order and/or permanent injunction placing Lincoln Memorial Life Insurance Company, Memorial Service Life Insurance Company, and National Prearranged Services, Inc. in receivership under Chapter 443 of the Texas Insurance Code.

Certified on this 13th day of May, 2008, effective date May 13, 2008.



NEKOL PROVINCE
Secretary
FOREVER ENTERPRISES, INC.

Exhibit C - List of Entities

Doug Cassity
Brent Cassity
Tyler Cassity
Rhonda Cassity
James Crawford
Randy Sutton
Randy Singer
Mike Butler
Niki Province
Brett Gather
Randy Murray
Howard A. Wittner
David Spewak
Jean Maylack
Roxanne Schnieders
Law Firm of Wittner, Spewak, Maylack & Spooner, P.C.
RBT Trust II (Division I)
RBT Trust II (Division II)
National Heritage Enterprises, Inc.
Forever Preneed Insurance Agency, Inc.
Lincoln Memorial Services, Inc.
Forever Enterprises, Inc.
Heritage Research, Inc.
National Cemetery Management Company
National Cemetery Merchandise, Inc.
Forever Georgia, Inc.
Forever Illinois, Inc.
Forever Network, Inc.
Forever Memorial, Inc.
Wise & Associates, Inc.
Legacy International Imports, Inc.
Hollywood Forever, Inc.
Forever Oak Hill, Inc.
Mount Washington Forever, LLC
MWC Properties, Inc.
Mason Securities Association
National Prearranged Management Company
Texas Forever, Inc.
Forever Marin, Inc.
Professional Liability Insurance Company of America