



**FILED**

APR 23 2024

INSURANCE REGULATION  
Docketed by:    

**OFFICE OF INSURANCE REGULATION**

**MICHAEL YAWORSKY**  
COMMISSIONER

IN THE MATTER OF:

CASE NO.: 324518-24-CO

Application for the Direct Acquisition of  
AMERICAN AUTO SHIELD, INC. and LIBERTY STF, INC.  
by THEODORE TERRY and DON SHAVER

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CONSENT ORDER

THIS CAUSE came on for consideration upon the filing by THEODORE TERRY and DON SHAVER (collectively "APPLICANTS") with the FLORIDA OFFICE OF INSURANCE REGULATION ("OFFICE") of applications for the direct acquisitions of 10% or more of the issued and outstanding voting securities of AMERICAN AUTO SHIELD, INC. ("AMERICAN AUTO SHIELD"), and LIBERTY STF, INC. ("LIBERTY STF") (collectively "LICENSEES"), pursuant to Section 628.4615, Florida Statutes ("Application"). Following a complete review of the entire record, and upon consideration thereof, and being otherwise fully advised in the premises, the OFFICE hereby finds as follows:

1. The OFFICE has jurisdiction over the subject matter and the parties herein.
2. APPLICANTS have applied for and, subject to the present and continuing satisfaction of the requirements, terms, and conditions established herein, have satisfactorily met all of the conditions precedent to the granting of approval by the OFFICE for the proposed direct acquisitions of LICENSEES, pursuant to the requirements of the Florida Insurance Code.

3. AMERICAN AUTO SHIELD is a Florida domestic corporation, authorized to write motor vehicle service agreements in Florida through a subsisting License issued by the OFFICE.

4. LIBERTY STF is a Florida domestic corporation, authorized to write motor vehicle service agreements, home warranties, and service warranties in Florida through subsisting Licenses issued by the OFFICE.

5. Prior to the acquisitions, LICENSEES were both owned 32.33% by THEODORE TERRY, 32.33% by DON SHAVER, and 32.33% by Walter Naymola, Jr., individuals, with no other 10% or greater shareholders.

6. On January 1, 2023, APPLICANTS purchased all of the voting securities of AMERICAN AUTO SHIELD and LIBERTY STF held by Walter Naymola, Jr. ("Transaction"). As a result of the Transaction, LICENSEES are owned 48.5% by THEODORE TERRY and 48.5% by DON SHAVER, with no other 10% or greater shareholders.

7. If the OFFICE determines that any individual for whom APPLICANTS are required to submit background information as part of this Application is unacceptable under the Florida Insurance Code, APPLICANTS or LICENSEES shall remove or cause the removal of said person within 30 days of notice from the OFFICE and replace them with a person or persons acceptable to the OFFICE or shall undertake such other corrective action as directed by the OFFICE. Failure to act would constitute an immediate serious danger to the public and the OFFICE may take administrative action as it deems appropriate upon the Licenses of LICENSEES without further proceedings, pursuant to Sections 120.569(2)(n) and 120.60(6), Florida Statutes.

8. APPLICANTS and LICENSEES represent that there are no present plans or proposals to make any substantive changes to LICENSEES, including liquidating them, selling

any of their assets (except for transactions such as investment portfolio transactions in the ordinary course of business), merging or consolidating them with any person or persons, or making any other major change in their business operations, management, or corporate structure, other than as represented in another application pending before the OFFICE.

9. APPLICANTS and LICENSEES represent that there are no agreements, written or oral, related to the Application and Transaction that have not been provided to the OFFICE.

10. APPLICANTS or LICENSEES shall submit, or cause to be submitted, to the OFFICE any documents evidencing completion of the Transaction not already provided to the OFFICE.

11. Any prior orders, consent orders, or corrective action plans that LICENSEES have entered into with the OFFICE prior to the execution of this Consent Order shall apply and remain in full force and effect for LICENSEES, except where provisions of such orders, consent orders, or corrective action plans have expired; have been superseded by subsequent orders, consent orders, or corrective action plans; or are inconsistent with this Consent Order.

12. APPLICANTS and LICENSEES affirm that all information, explanations, representations, statements, and documents provided to the OFFICE in connection with this Application, including all attachments and supplements thereto, are true and correct and fully describe all transactions, agreements, ownership structures, understandings, and control with regard to the acquisition and future operations of LICENSEES. LICENSEES and APPLICANTS further agree and affirm that said information, explanations, representations, statements, and documents provided to the OFFICE in connection with this Application, including all attachments and supplements thereto provided to the OFFICE in connection to the Application are material to

the issuance of this Consent Order and have been relied upon by the OFFICE in its determination to enter into this Consent Order.

13. Any deadlines, reporting requirements, other provisions, or requirements set forth in this Consent Order may be altered or terminated by written approval of the OFFICE. Such written approval must be requested in writing prior to any proposed deviation from the terms of this Consent Order.

14. APPLICANTS and LICENSEES affirm that all requirements set forth herein are material to the issuance of this Consent Order.

15. APPLICANTS and LICENSEES expressly waive a hearing in this matter, the making of findings of fact and conclusions of law by the OFFICE, and all further and other proceedings herein to which they may be entitled by law or rules of the OFFICE. APPLICANTS and LICENSEES hereby knowingly and voluntarily waive all rights to challenge or to contest this Consent Order in any forum available to them, now or in the future, including the right to any administrative proceeding, state or federal court action, or any appeal.

16. Each party to this action shall bear its own costs and fees.

17. APPLICANTS and LICENSEES agree that, upon execution of this Consent Order, failure to adhere to one or more of the terms and conditions contained herein, may result, without further proceedings, in the OFFICE suspending, revoking, or taking other administrative action as it deems appropriate upon LICENSEES' Licenses in this state, in accordance with Sections 120.569(2)(n) and 120.60(6), Florida Statutes.

18. The parties agree that this Consent Order shall be deemed to be executed when the OFFICE has signed and docketed a copy of this Consent Order bearing the notarized signatures of APPLICANTS and the authorized representatives of LICENSEES.

WHEREFORE, subject to the terms and conditions which are set forth above, the Application for the direct acquisition of AMERICAN AUTO SHIELD, INC., and LIBERTY STF, INC., by THEODORE TERRY and DON SHAVER, pursuant to Section 628.4615, Florida Statutes, is APPROVED.

FURTHER, all terms and conditions contained herein are hereby ORDERED.

DONE and ORDERED this 23rd day of April, 2024.



A handwritten signature in blue ink, which appears to read "Michael Yaworsky". The signature is written in a cursive style.

Michael Yaworsky, Commissioner  
Office of Insurance Regulation

By execution hereof, AMERICAN AUTO SHIELD, INC., consents to entry of this Consent Order, agrees without reservation to all the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind AMERICAN AUTO SHIELD, INC., to the terms and conditions of this Consent Order.

AMERICAN AUTO SHIELD, INC.

By: [Signature]

Print Name: Nicholas Hamilton

Title: CEO

Date: April 2, 2024

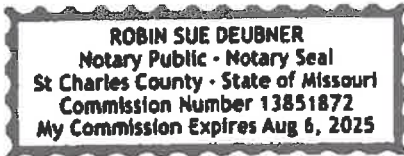
STATE OF Missouri

COUNTY OF St. Charles

The foregoing instrument was acknowledged before me by means of  physical presence

or  online notarization, this 2 day of April 2024, by Nicholas Hamilton  
(name of person)

as CEO for American Auto Shield  
(type of authority; e.g., officer, trustee, attorney-in-fact) (company name)



[Signature]  
(Signature of the Notary)

Robin Sue Deubner  
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known  OR Produced Identification

Type of Identification Produced \_\_\_\_\_

My Commission Expires: August 6, 2025

By execution hereof, LIBERTY STF, INC., consents to entry of this Consent Order, agrees without reservation to all the above terms and conditions, and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind LIBERTY STF, INC., to the terms and conditions of this Consent Order.

LIBERTY STF INC.

By: *[Handwritten Signature]*

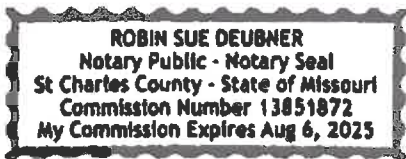
Print Name: Nicholas Hamilton

Title: CEO

Date: 4/2/2024

STATE OF Missouri  
COUNTY OF St. Charles

The foregoing instrument was acknowledged before me by means of  physical presence  
or  online notarization, this 2 day of April 2024, by Nicholas Hamilton  
(name of person)  
as CEO for Liberty STF  
(type of authority, e.g., officer, trustee, attorney-in-fact) (company name)



*Robin Sue Deubner*  
(Signature of the Notary)  
Robin Sue Deubner  
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known  OR Produced Identification  
Type of Identification Produced \_\_\_\_\_  
My Commission Expires: August 6, 2025

By execution hereof, THEODORE TERRY consents to entry of this Consent Order, agrees without reservation to all the above terms and conditions, and shall be bound by all provisions herein.



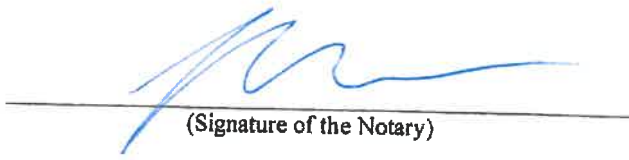
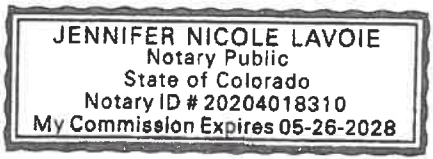
THEODORE TERRY

Date: 17 Apr 2024

STATE OF Colorado

COUNTY OF Jefferson

The foregoing instrument was acknowledged before me by means of  physical presence or  online notarization, this 17<sup>th</sup> day of April 2024, by Theodore Terry.  
(name of person)

  
(Signature of the Notary)

(Print, Type or Stamp Commissioned Name of Notary)

Personally Known  OR Produced Identification

Type of Identification Produced \_\_\_\_\_

My Commission Expires: 05-26-2028



By execution hereof, DON SHAVER consents to entry of this Consent Order, agrees without reservation to all the above terms and conditions, and shall be bound by all provisions herein.

*Don Shaver*  
DON SHAVER  
Date: 4/2/24

STATE OF Texas

COUNTY OF Jefferson

The foregoing instrument was acknowledged before me by means of  physical presence

or  online notarization, this 2 day of April 2024, by Don Shaver  
(name of person)

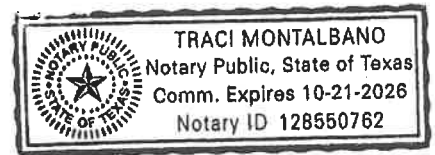
*Traci Montalbano*  
(Signature of the Notary)

Traci Montalbano  
(Print, Type or Stamp Commissioned Name of Notary)

Personally Known  OR Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_

My Commission Expires: 10/21/2026



COPIES FURNISHED TO:

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