



**FILED**

OCT 14 2022

INSURANCE REGULATION  
Docketed by: AKS

OFFICE OF INSURANCE REGULATION

DAVID ALTMAIER  
COMMISSIONER

IN THE MATTER OF:

CASE NO.: 300875-22-CO

Application for the Direct Acquisition of  
CLIMATE CONTROL SERVICES, INC. by  
RIGHT AWAY HOME SERVICES LP

CONSENT ORDER

THIS CAUSE came on for consideration upon the filing by RIGHT AWAY HOME SERVICES LP (“APPLICANT”) with the FLORIDA OFFICE OF INSURANCE REGULATION (“OFFICE”) of an application for the direct acquisition of 100% of the issued and outstanding voting securities of CLIMATE CONTROL SERVICES, INC. (“CLIMATE CONTROL”), 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. APPLICANT has applied for and, subject to the present and continuing satisfaction of the requirements, terms, and conditions established herein, has satisfactorily met all of the conditions precedent to the granting of approval by the OFFICE for the proposed direct acquisition of CLIMATE CONTROL, pursuant to the requirements of the Florida Insurance Code.
3. CLIMATE CONTROL is a Florida corporation licensed to transact service warranty contracts through a subsisting License issued by the OFFICE, pursuant to Chapter 634,

Part III, Florida Statutes.

4. CLIMATE CONTROL is 34% owned by THE RITA W. ELLIS TRUST, whose Trustee is Rita W. Ellis; 33% owned by THE H. DEAN ELLIS TRUST, whose trustee is H. Dean Ellis; and 33% owned by CHARLES E. WALKER, an individual (collectively “SELLERS”).

5. APPLICANT is a Delaware limited partnership whose General Partner is BUBBY, INC. (“BUBBY”), a Delaware corporation. APPLICANT is owned 20% by GEORGE W. MCPHERSON (“MCPHERSON”), and 79.9% by JMVA, INC. (“JMVA”), a Delaware corporation, which is 100% owned by BUBBY, which is 100% owned by Mimi CCK, Inc., (“Mimi”) a Canadian corporation, which is 100% owned by the P&D Hetherington Family Trust (“HETHERINGTON TRUST”), a Canadian trust, whose trustee is Jeremy S. Hetherington.

6. APPLICANT has provided Disclaimer of Control Affidavits for HETHERINGTON TRUST and Mimi, certifying that, other than Jeremy S. Hetherington, no person associated with HETHERINGTON TRUST or Mimi will exercise any control, whether directly or indirectly, over the activities of APPLICANT, or any entity owned or controlled by APPLICANT and licensed by the OFFICE. Further, no other person associated with HETHERINGTON TRUST or Mimi, other than Jeremy S. Hetherington, will attempt to exercise any control, either directly or indirectly, over the activities of APPLICANT, or any entity owned or controlled by APPLICANT and licensed by the OFFICE, without the advance written consent of the OFFICE.

7. The Application represents that on June 25, 2022, a Stock Purchase Agreement (“Agreement”) was entered into between APPLICANT and SELLERS. Pursuant to the Agreement, APPLICANT will purchase 100% of the issued and outstanding voting securities of CLIMATE CONTROL from SELLERS for \$3,000,000 U.S. Dollars (“Transaction”).

8. If the OFFICE determines that any individual for whom APPLICANT is required to submit background information as part of this Application, and for whom control has not otherwise been disclaimed, is unacceptable under the Florida Insurance Code, APPLICANT, CLIMATE CONTROL, JMVA, MCPHERSON, BUBBY, or HETHERINGTON TRUST will remove 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 License of CLIMATE CONTROL without further proceedings, pursuant to Sections 120.569(2)(n) and 120.60(6), Florida Statutes.

9. APPLICANT, JMVA, MCPHERSON, BUBBY, and HETHERINGTON TRUST represent that, except as described in the Application, there are no present plans or proposals to make any substantive changes to CLIMATE CONTROL, including liquidating it, selling any of its assets (except for transactions such as investment portfolio transactions in the ordinary course of business), merging or consolidating it with any person or persons, or making any other major change in its business operations, management, or corporate structure.

10. APPLICANT, SELLERS, JMVA, MCPHERSON, BUBBY, and HETHERINGTON TRUST represent that there are no agreements, written or oral, related to the Application and the Transaction that have not been provided to the OFFICE.

11. Any material changes to the information submitted in the Application filing shall be reported to the OFFICE for its review prior to the closing date. APPLICANT, SELLERS, CLIMATE CONTROL, BUBBY, JMVA, HETHERINGTON TRUST, and MCPHERSON acknowledge that if the OFFICE determines that any of these reported changes would have a material negative impact to the financial condition or operation of CLIMATE CONTROL, the

OFFICE may rescind its approval as granted in the Consent Order by written notice to APPLICANT, SELLERS, CLIMATE CONTROL, BUBBY, JMVA, HETHERINGTON TRUST, or MCPHERSON .

12. Within 10 business days after the Transaction is completed, APPLICANT shall submit, or cause to be submitted, to the OFFICE all documents evidencing completion of the Transaction not already provided to the OFFICE. Further, APPLICANT, SELLERS, CLIMATE CONTROL, BUBBY, JMVA, HETHERINGTON TRUST, or MCPHERSON shall notify the OFFICE within 3 business days of a final determination that the Transaction will not occur.

13. All parties to this Consent Order acknowledge that completion of the Transaction is subject to obtaining any other requisite regulatory or governmental approvals and that this Consent Order shall be deemed null and void if the Transaction is not completed within 60 days of the execution of this Consent Order. Accordingly, if APPLICANT fails to receive any other requisite approvals or the Transaction is not completed timely, the provisions of this Consent Order shall terminate automatically and have no effect.

14. Any prior orders, consent orders, or corrective action plans that CLIMATE CONTROL has entered into with the OFFICE prior to the execution of this Consent Order shall apply and remain in full force and effect for CLIMATE CONTROL, 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.

15. APPLICANT, SELLERS, CLIMATE CONTROL, BUBBY, JMVA, HETHERINGTON TRUST, and MCPHERSON 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 CLIMATE CONTROL. APPLICANT, CLIMATE CONTROL, SELLERS, BUBBY, JMVA, HETHERINGTON TRUST, and MCPHERSON further agree and affirm that said information, explanations, representations, statements, and documents, including all attachments and supplements thereto, 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.

16. 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 approval must be requested in writing prior to any proposed deviation from the terms of this Consent Order.

17. APPLICANT, SELLERS, CLIMATE CONTROL, BUBBY, JMVA, HETHERINGTON TRUST, and MCPHERSON affirm that all requirements set forth herein are material to the issuance of this Consent Order.

18. APPLICANT, SELLERS, CLIMATE CONTROL, BUBBY, JMVA, HETHERINGTON TRUST, and MCPHERSON 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. APPLICANT, SELLERS, CLIMATE CONTROL BUBBY, JMVA, HETHERINGTON TRUST, and MCPHERSON 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.

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

20. APPLICANT, SELLERS, CLIMATE CONTROL, BUBBY, JMVA,

HETHERINGTON TRUST, and MCPHERSON 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 the License of CLIMATE CONTROL in this state in accordance with Sections 120.569(2)(n) and 120.60(6), Florida Statutes.

21. 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 the individuals or authorized representatives of APPLICANT, SELLERS, CLIMATE CONTROL, BUBBY, JMVA, HETHERINGTON TRUST, and MCPHERSON.

WHEREFORE, subject to the terms and conditions of which are set forth above, the Application for the direct acquisition of CLIMATE CONTROL SERVICES, INC., by RIGHT AWAY HOME SERVICES LP, pursuant to Section 628.4615, Florida Statutes, is APPROVED.

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

DONE and ORDERED this 14<sup>th</sup> day of October, 2022.



*David Altmaier*

David Altmaier, Commissioner  
Office of Insurance Regulation

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

THE RITA W. ELLIS TRUST

By: Rita W. Ellis

Print Name: Rita W. Ellis

Title: Trustee

Date: 10/13/22

STATE OF FLORIDA

COUNTY OF PALM BEACH

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

online notarization, this 13<sup>th</sup> day of October 2022, by RITA W. ELLIS  
(name of person)

as TRUSTEE for RITA W. ELLIS TRUST  
(type of authority; e.g., officer, trustee, attorney in fact) (company name)

Denise M Fulcomer  
(Signature of the Notary)

Denise M Fulcomer  
(Print, Type or Stamp Commissioned Name of Notary)

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

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

My Commission Expires \_\_\_\_\_



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

THE H. DEAN ELLIS TRUST

By: H. Dean Ellis

Print Name: H. Dean Ellis

Title: Trustee

Date: 10/13/22

STATE OF FLORIDA  
Palm Beach  
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me by means of  physical presence or  online notarization, this 13 day of October 2022, by H. Dean Ellis  
(name of person)

as TRUSTEE for H. DEAN ELLIS TRUST  
(type of authority; e.g., officer, trustee, attorney in fact) (company name)

Denise M Fulcomer  
(Signature of the Notary)

Denise M Fulcomer  
(Print, Type or Stamp Commissioned Name of Notary)

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

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

My Commission Expires \_\_\_\_\_





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

Charles Walker  
CHARLES E. WALKER

Date: 10.13.2022

STATE OF MASSACHUSETTS

COUNTY OF BARNSTABLE

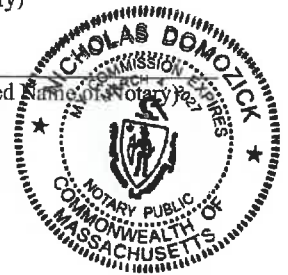
The foregoing instrument was acknowledged before me by means of  physical presence or

online notarization, this 13<sup>TH</sup> day of OCTOBER 2022, by CHARLES E WALKER  
(name of person)

as PRESIDENT for CLIMATE CONTROL SERVICES INC.  
(type of authority; e.g., officer, trustee, attorney in fact) (company name)

[Signature]  
(Signature of the Notary)

(Print, Type or Stamp Commissioned Name of Notary)



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

Type of Identification Produced FL-DL

My Commission Expires 3/4/27

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

CLIMATE CONTROL SERVICES, INC.

By: CE Walker

[Corporate Seal]

Print Name: CHARLES E. WALKER

Title: PRESIDENT

Date: 10.13.2020

STATE OF MASSACHUSETTS

COUNTY OF BARNSTABLE

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

online notarization, this 13<sup>TH</sup> day of OCTOBER 2022, by CHARLES E WALKER  
(name of person)

as PRESIDENT for CLIMATE CONTROL SERVICES INC.  
(type of authority; e.g., officer, trustee, attorney in fact) (company name)

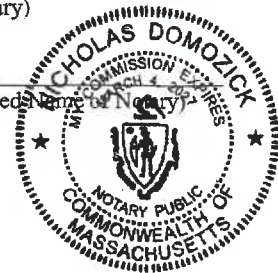
[Signature]  
(Signature of the Notary)

(Print, Type or Stamp Commissioned Name of Notary)

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

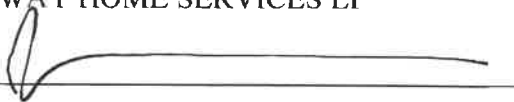
Type of Identification Produced FL-DL

My Commission Expires 3/4/27



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

RIGHT AWAY HOME SERVICES LP

By: 

[Corporate Seal]

Print Name: Jeremy S. Hetherington

Title: President

Date: October 12, 2022

STATE OF n/a; Province of Ontario

COUNTY OF n/a; City of Toronto

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

online notarization, this 12th day of October 2022, by Jeremy S. Hetherington  
(name of person)

as President for RIGHT AWAY HOME SERVICES LP.  
(type of authority; e.g., officer, trustee, attorney in fact) (company name)

Sworn remotely by Jeremy S. Hetherington stated as being in Etobicoke, Ontario before me in Toronto, Ontario on October 12, 2022 in accordance with O Reg 431/20 Administering Oath or Declaration Remotely

  
(Signature of the Notary)

Gledis Rada  
(Print, Type or Stamp Commissioned Name of Notary)

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

Type of Identification Produced driver's license

My Commission Expires does not expire



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

JMVA, INC. [Signature]  
By: \_\_\_\_\_

[Corporate Seal]

Print Name: Jeremy S. Hetherington

Title: President

Date: October 12, 2022

STATE OF n/a; Province of Ontario

COUNTY OF n/a; City of Toronto

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

online notarization, this 12th day of October 2022, by Jeremy S. Hetherington  
(name of person)

as President for JMVA, INC.  
(type of authority; e.g., officer, trustee, attorney in fact) (company name)

Sworn remotely by Jeremy S. Hetherington  
stated as being in Etobicoke, Ontario before  
me in Toronto, Ontario on October 12, 2022  
in accordance with O Reg 431/20  
Administering Oath or Declaration Remotely

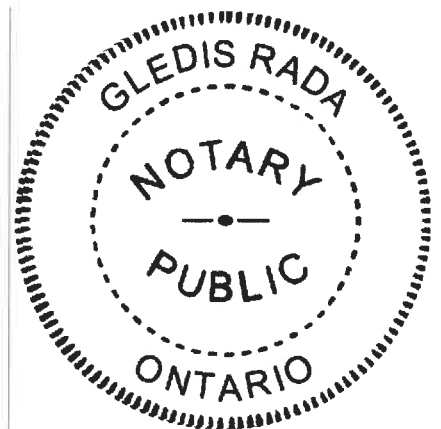
[Signature]  
(Signature of the Notary)

Gledis Rada  
(Print, Type or Stamp Commissioned Name of Notary)

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

Type of Identification Produced Driver's License

My Commission Expires does not expire



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

BUBBY, INC. 

By: \_\_\_\_\_

[Corporate Seal]

Print Name: Jeremy S. Hetherington

Title: President

Date: October 12, 2022

STATE OF n/a; Province of Ontario

COUNTY OF n/a; City of Toronto

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

online notarization, this 12<sup>th</sup> day of October 2022, by Jeremy S. Hetherington  
(name of person)

as President for BUBBY, INC.  
(type of authority; e.g., officer, trustee, attorney in fact) (company name)

Sworn remotely by Jeremy S. Hetherington stated as being in Etobicoke, Ontario before me in Toronto, Ontario on October 12, 2022 in accordance with O Reg 431/20 Administering Oath or Declaration Remotely

  
(Signature of the Notary)

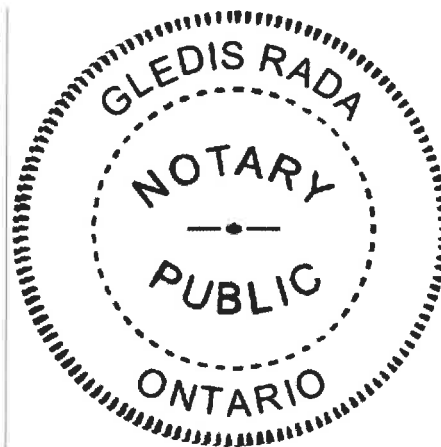
Gledis Rada

(Print, Type or Stamp Commissioned Name of Notary)

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

Type of Identification Produced Driver's License

My Commission Expires does not expire



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

*George McPherson*

GEORGE W. MCPHERSON


Date: 13 October 2022

CITY OF Ottawa

PROVINCE OF Ontario

The foregoing instrument was acknowledged before me by means of  physical presence or  online notarization, this 13 day of October 2022, by George W. Mc Pherson  
(name of person)

as Officer for Right Away Home Services LP  
(type of authority; e.g., officer, trustee, attorney in fact) (company name)

  
(Signature of the Notary)

Christian Azzi  
(Print, Type or Stamp Commissioned Name of Notary)

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

Type of Identification Produced Canadian Passport No. AG187192

My Commission Expires N/A (lifetime)



By execution hereof, the P&D HETHERINGTON FAMILY TRUST consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions and shall be bound by all provisions herein. The undersigned represents that they have the authority to bind the P&D HETHERINGTON FAMILY TRUST to the terms and conditions of this Consent Order.

P&D HETHERINGTON FAMILY TRUST

By: [Signature]

Print Name: Jeremy S. Hetherington

Title: Trustee

Date: October 12, 2022

STATE OF n/a; Province of Ontario

COUNTY OF n/a; City of Toronto

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

online notarization, this 12th day of October 2022, by Jeremy S. Hetherington  
(name of person)

as Trustee for P&D Hetherington Family Trust  
(type of authority; e.g., officer, trustee, attorney in fact) (company name)

Sworn remotely by Jeremy S. Hetherington  
stated as being in Etobicoke, Ontario before  
me in Toronto, Ontario on October 12, 2022  
in accordance with O Reg 431/20  
Administering Oath or Declaration Remotely

[Signature]  
(Signature of the Notary)

Gledis Rada  
(Print, Type or Stamp Commissioned Name of Notary)

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

Type of Identification Produced Driver's license

My Commission Expires does not expire



COPIES FURNISHED TO:

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