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LIQUIDATION OVERSIGHT COPY

GV 204523

THE STATE OF TEXAS

v.

AMCARE HEALTH PLANS OF TEXAS,
INC. and AMCARE MANAGEMENT, INC.

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IN THE DISTRICT COURT OF

TRAVIS COUNTY, TEXAS

200th JUDICIAL DISTRICT

**SPECIAL DEPUTY RECEIVER'S
STATEMENTS OF EXPENSE FOR DECEMBER 2003**

TO THE HONORABLE JUDGE OF THIS COURT:

COMES NOW, Jean Johnson, Special Deputy Receiver under contract to the Permanent Receiver of Amcare Health Plans of Texas, Inc. and Amcare Management, Inc., pursuant to TEX. INS. CODE ANN. art. 21.28, § 12(b), and presents to this Court STATEMENTS OF EXPENSE FOR DECEMBER 2003, for each entity in the above-referenced receivership estate. The Statements of Expense cover the period of December 1, 2003, through December 31, 2003, and are sworn to by the Special Deputy Receiver.

Respectfully submitted,

RIEWE & WELCH, P.C.
811 Barton Springs Rd., Suite 740
Austin, Texas 78704
Telephone: 512/482-9291
Facsimile: 512/482-9211
e-mail: brieve@r-wlaw.com

Brian E. Riewe
State Bar No. 16915600

Steven R. Welch
State Bar No. 21126600

FILED #4

By: Brian E. Riewe

2004 JAN 15 PM 12:29

Attorneys for the Special Deputy Receiver

Unsworn Testimony

NOTICE

Pursuant to TEX. INS. CODE ANN. art. 21.28, § 12(b), these Statements shall be approved by the court unless objection is filed within ten (10) days after the presentation of the statement. The objection, if any, must be made by a party at interest and shall specify the item or items objected to and the ground of such objection. The court shall set the objection down for hearing. The burden of proof shall be upon the party objecting to show that the items objected to are improper, unnecessary or excessive.

The Special Master has asked that the following rules be provided to you:

1. A copy of any objection shall be served on:
 - (a) Special Master, Tom Collins, 708 Rio Grande, Suite 200, Austin, Texas 78701;
 - (b) The Special Master's Docket Clerk, Ms. Jean Sustaita, Texas Department of Insurance, 333 Guadalupe, Hobby Tower III, Room 540, Austin, Texas;
 - (c) All interested persons, including those listed on the Statement's Certificate of Service; and
 - (d) The undersigned counsel.
2. Any written objection shall specifically list all reasons for objection with supporting references to and discussion of statutory and case authorities. Reasons not stated in writing will not be considered orally at the hearing.
3. Failure to file timely a written objection before the Special Master and appear for hearing constitutes a waiver of the right to object to the Special Master's Order of Recommendation to the District Court.

Brian E. Riewe

Brian E. Riewe

TDI 03437

CERTIFICATE OF SERVICE

I certify that a true and correct copy of the above document was forwarded via electronic mail to the following persons on this the 15th day of January 2004.

Mr. James Kennedy, **Attorney for the Receiver**
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Ms. Myra Garrett, Liquidation Oversight
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Dallas, Texas 75231
Email: rmeeks@dallasradiologists.com

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Brian E. Riewe

Brian E. Riewe

TDI 03439

NO. GV 204523

THE STATE OF TEXAS

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IN THE DISTRICT COURT OF

VS.

TRAVIS COUNTY, TEXAS

AMCARE HEALTH PLANS OF TEXAS,
INC. and AMCARE MANAGEMENT, INC.

200TH JUDICIAL DISTRICT


Affidavit

THE STATE OF TEXAS

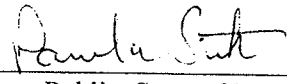
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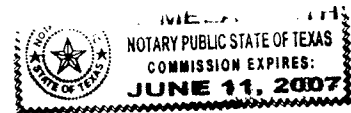
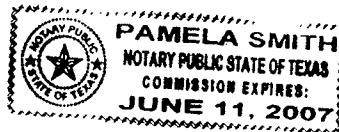
COUNTY OF DALLAS

On this day personally appeared before me, Jean Johnson, in her capacity as Special Deputy Receiver of Amcare Health Plans of Texas, Inc., upon her oath stated that the foregoing is a true and correct copy of the Statement of Expenses for the period of December 1, 2003, through December 31, 2003, in the receivership estate of Amcare Health Plans of Texas, Inc. and Amcare Management, Inc., in Cause No. GV-204523 pending in the 200th Judicial District Court of Travis County, Texas, pursuant to TEX. INS. CODE ANN. art. 21.28, § 12(b).


Jean Johnson, Special Deputy Receiver of
Amcare Health Plans of Texas, Inc.

SWORN TO AND SUBSCRIBED BEFORE ME by Jean Johnson, on this the
5 day of January, 2004.


Notary Public, State of Texas



Liquidation Oversight Standardized Attested 12 (b) Expenses
AMCARE HEALTH PLANS OF TEXAS, INC.
RECEIVERSHIP #512H
FOR THE MONTH ENDING DECEMBER 31, 2003

ASSET RELATED GROUP	<u>SDR</u>	<u>SUB</u>	<u>TOTAL</u>
Premium			
Collection Expense			
SDR	-	-	-
Subcontractor	-	-	-
Receivable			
Agent Balance Expense			
SDR	-	-	-
Subcontractor	-	-	-
Reinsurance Expense			
SDR	-	-	-
Subcontractor	-	195	195
Subrogation Expense			
SDR	385	-	385
Subcontractor	-	5,151	5,151
Intercompany Receivable Expenses			
SDR	-	-	-
Subcontractor	-	-	-
Other Receivable Expenses			
SDR	1,870	-	1,870
Subcontractor	-	2,122	2,122
Litigation Receivable			
D&O Litigation Expense			
SDR	1,582	-	1,582
Subcontractor	-	603	603
Judgment Expense			
SDR	-	-	-
Subcontractor	-	-	-
Investment Account Expense			
SDR	-	-	-
Subcontractor	-	-	-
Other Litigation Expense			
SDR	6,581	-	6,581
Subcontractor	-	11,122	11,122
Sale/Conversion of Investment Assets			
Securities/Bonds Sales Expense			
SDR	-	-	-
Subcontractor	-	-	-
Statutory Deposit Expense			
SDR	189	-	189
Subcontractor	-	-	-
Real Estate Sales Expense	-	-	-
Mortgage Note Expense	-	-	-

Liquidation Oversight Standardized Attested 12 (b) Expenses
AMCARE HEALTH PLANS OF TEXAS, INC.
RECEIVERSHIP #512H
FOR THE MONTH ENDING DECEMBER 31, 2003

	<u>SDR</u>	<u>SUB</u>	<u>TOTAL</u>
Subsidiary Affiliated Expense	-	-	-
Other Asset Sales Expenses	-	-	-
SDR	-	-	-
Subcontractor	-	-	-
Sale of Company Fixed Assets			
Charter Sales Expense	-	-	-
Furniture, Fixtures & Equipment Expense	-	-	-
SDR	-	-	-
Subcontractor	-	-	-
Company Real Estate Expense	-	-	-
Other Fixed Asset Expense	-	-	-
	-	-	-
TOTAL ASSET GROUP EXPENSE	10,607	19,193	29,800
 CLAIMS RELATED GROUP			
Class I Covered Claims Expense			
SDR Fees	-	-	-
SDR Subcontractor Fees	-	-	-
Other Covered Claims	-	-	-
Class I Non Covered Claims Expenses			
SDR Fees	40,890	-	40,890 *
SDR Subcontractor Fees	-	2,186	2,186 *
Other Non Covered Claims	-	65	65 *
	-	-	-
TOTAL CLAIMS GROUP EXPENSE	40,890	2,251	43,141
 ADMINISTRATIVE RELATED GROUP			
Class I General Admin Expenses			
SDR			
Subcontractor			
Accounting/Auditing/Federal Income Tax Services	-	2,031	2,031
Consulting Fees/Services	-	-	-
Legal Fees/Services	-	2,585	2,585
Liquidation Division Allocation	-	4,000	4,000
Bank/Miscellaneous Charges	-	237	237
Building/Utilities	-	-	-
Contract/Employee	-	-	-
Equipment/Lease/Maintenance	-	-	-
Employee - Payroll, PRTax, Benefits	-	-	-
Inventory/Storage/Moving	130	8,354	8,484
Mailing/Printing/Postage/Publication	232	268	500
Office Supplies/Miscellaneous	-	-	-

Liquidation Oversight Standardized Attested 12 (b) Expenses
AMCARE HEALTH PLANS OF TEXAS, INC.
RECEIVERSHIP #512H
FOR THE MONTH ENDING DECEMBER 31, 2003

	<u>SDR</u>	<u>SUB</u>	<u>TOTAL</u>
Telephone	-	6	6
Travel	404	-	404
Class I SDR Admin Expenses			
Administration	2,720	-	2,720
Accounting	1,889	-	1,889
Special Services	-	-	-
Travel	-	-	-
<hr/>			
TOTAL GENERAL ADMINISTRATIVE GROUP EXPENSE	<u>5,375</u>	<u>17,481</u>	<u>22,856</u>
GRAND TOTALS	<u><u>56,872</u></u>	<u><u>38,925</u></u>	<u><u>95,797</u></u>

* Includes time spent by contractors and employees to process Medicaid claims for Texas Childrens Health Plans ("TCHP"). TCHP is a contract entered into by the Conservator of Amcare Health Plans of Texas, Inc. to assume Medicaid members and enrollees.

NO. GV 204523

THE STATE OF TEXAS

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AMCARE HEALTH PLANS OF TEXAS,
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200TH JUDICIAL DISTRICT

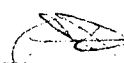
Affidavit

THE STATE OF TEXAS

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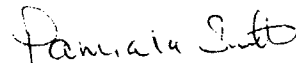
COUNTY OF DALLAS

On this day personally appeared before me, Jean Johnson, in her capacity as Special Deputy Receiver of Amcare Management, Inc., upon her oath stated that the foregoing is a true and correct copy of the Statement of Expenses for the period of December 1, 2003, through December 31, 2003, in the receivership estate of Amcare Health Plans of Texas, Inc. and Amcare Management, Inc., in Cause No. GV-204523 pending in the 200th Judicial District Court of Travis County, Texas, pursuant to TEX. INS. CODE ANN. art. 21.28, § 12(b).

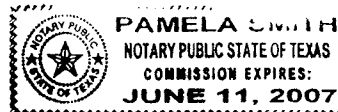


Jean Johnson, Special Deputy Receiver of
Amcare Management, Inc.

SWORN TO AND SUBSCRIBED BEFORE ME by Jean Johnson, on this the
5 day of January, 2004.



Notary Public, State of Texas



Liquidation Oversight Standardized Attested 12 (b) Expenses
AMCARE MANAGEMENT, INC.
RECEIVERSHIP #512M
FOR THE MONTH ENDING DECEMBER 31, 2003

	<u>SDR</u>	<u>SUB</u>	<u>TOTAL</u>
ASSET RELATED GROUP			
Premium			
Collection Expense			
SDR		-	-
Subcontractor	-	-	-
Receivable			
Agent Balance Expense			
SDR	-	-	-
Subcontractor	-	-	-
Reinsurance Expense			
SDR		-	-
Subcontractor	-	-	-
Subrogation Expense			
SDR		-	-
Subcontractor	-	-	-
Intercompany Receivable Expenses			
SDR	-	-	-
Subcontractor	-	-	-
Other Receivable Expenses			
SDR	-	-	-
Subcontractor	-	-	-
Litigation Receivable			
D&O Litigation Expense			
SDR	-	-	-
Subcontractor	-	-	-
Judgment Expense			
SDR	-	-	-
Subcontractor	-	-	-
Investment Account Expense			
SDR	-	-	-
Subcontractor	-	-	-
Other Litigation Expense			
SDR	42	-	42
Subcontractor	-	-	-
Sale/Conversion of Investment Assets			
Securities/Bonds Sales Expense			
SDR	-	-	-
Subcontractor	-	-	-
Statutory Deposit Expense			
SDR	-	-	-
Subcontractor	-	-	-
Real Estate Sales Expense	-	-	-
Mortgage Note Expense	-	-	-

Liquidation Oversight Standardized Attested 12 (b) Expenses
AMCARE MANAGEMENT, INC.
RECEIVERSHIP #512M
FOR THE MONTH ENDING DECEMBER 31, 2003

	<u>SDR</u>	<u>SUB</u>	<u>TOTAL</u>
Subsidiary Affiliated Expense	-	-	-
Other Asset Sales Expenses	-	-	-
SDR	-	-	-
Subcontractor	-	-	-
Sale of Company Fixed Assets			
Charter Sales Expense	-	-	-
Furniture, Fixtures & Equipment Expense	-	-	-
SDR	-	-	-
Subcontractor	-	-	-
Company Real Estate Expense	-	-	-
Other Fixed Asset Expense	-	-	-
	-	-	-
TOTAL ASSET GROUP EXPENSE	42	-	42
		-	
CLAIMS RELATED GROUP			
		-	
Class I Covered Claims Expense		-	
SDR Fees	-	-	-
SDR Subcontractor Fees	-	-	-
Other Covered Claims	-	-	-
Class I Non Covered Claims Expenses		-	
SDR Fees	61	-	61 *
SDR Subcontractor Fees	-	-	- *
Other Non Covered Claims	-	-	- *
	-	-	-
TOTAL CLAIMS GROUP EXPENSE	61	-	61
ADMINISTRATIVE RELATED GROUP			
Class I General Admin Expenses			
SDR		-	-
Subcontractor		-	-
Accounting/Auditing/Federal Income Tax Services	-	570	570
Consulting Fees/Services	-	-	-
Legal Fees/Services	-	-	-
Liquidation Division Allocation	-	500	500
Bank/Miscellaneous Charges	-	11	11
Building/Utilities	-	-	-
Contract/Employee	-	-	-
Equipment/Lease/Maintenance	-	-	-
Employee - Payroll, PRTax, Benefits	-	-	-
Inventory/Storage/Moving	-	914	914
Mailing/Printing/Postage/Publication	-	-	-

Liquidation Oversight Standardized Attested 12 (b) Expenses
AMCARE MANAGEMENT, INC.
RECEIVERSHIP #512M
FOR THE MONTH ENDING DECEMBER 31, 2003

	<u>SDR</u>	<u>SUB</u>	<u>TOTAL</u>
Office Supplies/Miscellaneous	-	-	-
Telephone		-	-
Travel	-	-	-
 Class I SDR Admin Expenses			
Administration	281	-	281
Accounting	191	-	191
Special Services	-	-	-
Travel	-	-	-
 TOTAL GENERAL ADMINISTRATIVE GROUP EXPENSE	<u>472</u>	<u>1,995</u>	<u>2,467</u>
 GRAND TOTALS	<u>575</u>	<u>1,995</u>	<u>2,570</u>

* Includes time spent by contractors and employees to process Medicaid claims for Texas Childrens Health Plans ("TCHP"). TCHP is a contract entered into by the Conservator of Amcare Health Plans of Texas, Inc. to assume Medicaid members and enrollees.