

Cause No. GV 204523

THE STATE OF TEXAS	§	IN THE DISTRICT COURT OF
	§	
v.	§	
	§	TRAVIS COUNTY, TEXAS
AMCARE HEALTH PLANS	§	
OF TEXAS, INC. and	§	
AMCARE MANAGEMENT, INC.	§	200 th JUDICIAL DISTRICT

RULE 11 AGREEMENT

Marlon V. Harrison, Receiver of AmCare Health Plans of Louisiana (the "AmCare LA Receiver" and "AmCare LA", respectively), and Jean Johnson, Special Deputy Receiver of AmCare Health Plans of Texas, Inc. and AmCare Management, Inc. (the "Special Deputy Receiver", "AmCare TX" and "AmCare Management", respectively) enter into this agreement under Tex. R. Civ. P. 11.

RECITALS

1. On September 27, 2002, AmCare LA was placed in rehabilitation by order of the Nineteenth Judicial District Court for the Parish of East Baton Rouge, State of Louisiana (the "Louisiana Receivership Court"). On the same day, the Commissioner of Insurance for the State of Texas placed AmCare TX and AmCare Management under conservatorship pursuant to TEX. INS. CODE ANN. art. 21.28-A.
2. On October 7, 2002, the Louisiana Receivership Court entered an *Order of Liquidation and Permanent Injunctive Relief* against AmCare LA (the "AmCare LA Liquidation Order"), and appointed Marlon V. Harrison as Receiver. The Order was filed with the Louisiana Receivership Court and became effective on November 12, 2002.
3. On November 27, 2002, the AmCare LA Receiver filed an Original Petition in Cause No. 2002-60967 in the 55th Judicial District Court of Harris County, Texas (the "AmCare LA Domestication Proceeding"), which named AmCare LA as the sole defendant.
4. On December 16, 2002, the 200th Judicial District Court of Travis County, Texas entered an *Agreed Temporary Injunction and Order Appointing Temporary Receiver* in Cause No. GV 204523, placing AmCare TX and AmCare Management into receivership (the "AmCare TX Receivership Order"). An application to make this Order permanent is set for January 20, 2003.
5. On December 18, 2002, the 55th Judicial District Court of Harris County, Texas entered an *Order for Enforcement of Foreign Judgment* (the "AmCare LA Domestication Order"). A copy of the order was mailed to the Special Deputy Receiver on January 2, 2003.
6. As there are common matters concerning AmCare LA, AmCare TX and AmCare Management, the parties enter into this agreement regarding the enforcement of the AmCare LA Domestication Order.

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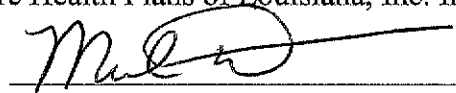
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DISTRICT CLERK
TRAVIS COUNTY, TEXAS

AGREEMENT

7. The parties agree that any actions to enforce the AmCare LA Domestication Order will be filed in and heard by the Travis County District Court.
8. The parties agree they will use their best efforts to cooperate with respect to common matters concerning the AmCare LA, AmCare TX and AmCare Management receivership estates.
9. The signatories to this agreement represent that they are authorized to execute this Agreement. This Agreement shall be binding on any successor Receivers or Special Deputy Receiver.

AmCare Health Plans of Louisiana, Inc. In Receivership

By:



Marlon Harrison, Receiver

Amy Jeanne Welton
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and Amcare Management, Inc.