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<p><b>THE STATE OF TEXAS</b></p> <p>v.</p> <p><b>AMCARE HEALTH PLANS OF TEXAS, INC. and AMCARE MANAGEMENT, INC.</b></p>	<p>§</p> <p>§</p> <p>§</p> <p>§</p> <p>§</p>	<p><b>IN THE DISTRICT COURT OF</b></p> <p><b>TRAVIS COUNTY, TEXAS</b></p> <p><b>200<sup>th</sup> JUDICIAL DISTRICT</b></p>
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Filed in The District Court  
of Travis County, Texas

**ORDER APPROVING**  
**THE SDR'S APPLICATION TO INCREASE**  
**THE SECOND INTERIM DISTRIBUTION OF ASSETS**

NOV 10 2011 

At 1:55 p.m.  
Amalia Rodriguez-Mendoza, Clerk

On this day came on to be heard the SDR's Application to Increase the Second Interim Distribution of Assets filed by Jean Johnson, Special Deputy Receiver ("SDR") under contract to the Permanent Receiver of AmCare Health Plans of Texas, Inc., and AmCare Management, Inc., (hereinafter collectively referred to as "AmCare"), for authority to make a second interim distribution to holders of Class Two medical claims in the amount of eighty one percent (81%) of the principal amount of their approved claims, bringing the total interim distributions to one hundred percent (100%) of the principal amount of the claims. The Special Deputy Receiver provided evidence to the Court that it is in the best interest of the receivership estate to make this distribution as set out in the Application and asked the Court to reaffirm this Court's prior order of April 4, 2005, the spirit of which dictates that funds of the estate be used to fund this interim distribution without further need for a holdback pursuant to Texas Insurance Code Section 843.405. Having considered the Application, the Court finds as follows:

1. This Court has jurisdiction over the subject matter of this Application under TEX. INS. CODE Chapter 443;

2. The *Amended Order of Reference to Master* (“Order of Reference”) entered by this Court on November 3, 2005, provides under Section III that the subject matter of this Application is referred to the Special Master appointed in this proceeding;

3. The Application was submitted to the Special Master in accordance with the Order of Reference;

4. Notice of the Application was provided in accordance with TEX. INS. CODE §443.007(d) and the Order of Reference, and no objections to the Application were filed;

5. The Special Master has issued a recommendation that the Application should be granted pursuant to Rule 171 of the Texas Rules of Civil Procedure; and

6. The recommendation of the Special Master should be confirmed, and the Application should be granted in all respects. The SDR may make the requested distribution. The SDR may use the forms attached to her affidavit in conjunction with the distributions, and require claimants to provide those forms. The SDR may require that any assignment be received on the required form by the SDR by the date set forth in the motion, or the SDR may proceed to pay the named claimant on the proof of claim(s).

**It is therefore ORDERED, ADJUDGED, and DECREED that:**

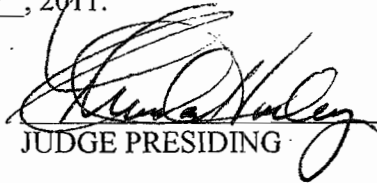
1. The Application is GRANTED in all respects;

2. The Court authorizes the Special Deputy Receiver to make a second interim distribution to holders of approved medical claims pursuant to their claims priority in the amount of eighty one percent (81%) of the principal amount of their approved claims, bringing the total interim distributions to one-hundred percent (100%) as set out in the Application.

3. The Special Deputy Receiver may make the requested distribution. The Special Deputy Receiver may use the forms attached to her affidavit in conjunction with the

distributions, and require claimants to provide those forms. The Special Deputy Receiver may require that any assignment be received on the required form by the Special Deputy Receiver by the date set forth in the motion, or the Special Deputy Receiver may proceed to pay the named claimant on the proof of claim(s).

SIGNED this 10 day of November, 2011.

  
JUDGE PRESIDING

PROPER NOTICE GIVEN  
NO OBJECTION FILED.  
SUBMITTED

RECOMMENDED 28<sup>th</sup> DAY OF Oct. 2011

  
TOM COLLINS, RECEIVERSHIP SPECIAL MASTER