

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

JUL - 2 2012

PATRICIA PRESLEY, COURT CLERK
by _____
DEPUTY

STATE OF OKLAHOMA, ex rel.,)
JOHN DOAK, Insurance Commissioner for)
the State of Oklahoma, as Receiver for)
AmCare Health Plans of Oklahoma, Inc.)

Plaintiff,)

vs.)

AmCare HEALTH PLANS OF OKLAHOMA,)
INC.,)

Defendant.)

Case No. CJ-2003-5311
The Honorable Lisa T. Davis

**ORDER APPROVING RECEIVER'S
APPLICATION FOR SECOND PARTIAL DISTRIBUTION**

On this 2nd day of July 2012, the Receiver's Application for Order Approving Second Partial Distribution comes before the undersigned Judge of the District Court. The Court, being fully advised and for good cause, finds:

1. In the Assistant Receiver's Revised Report on Claims against the Estate, And Recommendation to the District Court on the Priority and Amount of Allowance of Such Claims filed on February 28, 2005 ("February 28, 2005 Report"), the Assistant Receiver recommended that the Court allow claims as follows:

- a. Class 3, Timely-Filed Claims: \$ 23, 910,443.50;
- b. Classes 4 through 10, Timely-Filed Claims: \$ 175, 852.54; and
- c. Class 3, Untimely-Filed Claims: \$ 339, 708.82.

2. This Court approved the Assistant Receiver's recommendations set forth in the February 28, 2005 Report as to the amounts set forth above.

3. By Order dated February 23, 2006, the Court reduced the allowed amount for timely-filed Class 3 claims to \$23,808,568.56, to reflect reclassification of one allowed amount

from a Class 3 to a Class 7 claim and to correct a computation error.

4. In the February 23, 2006 Order, the Court also authorized the payment of a partial distribution to timely-filed Class 3 claimants in the total amount of \$ 8,800,000.00.

5. Pursuant to the Court's February 23, 2006 Order, the Receiver distributed the sum of \$8,798,125.30 to said Class 3 claimants paying to each Class 3 claimant approximately 36% of that claimant's allowed amount. (The difference between the amount authorized in the initial distribution and the net amount distributed represents amounts returned to the Receiver from the distribution.)

6. After proper adjustments in the total amounts due to timely-filed Class 3 Claimants and the partial distribution referenced above, the current amount due to Class 3 timely-filed Claimants is \$14,749,092.93.

7. The following amounts are approved for distribution:

- a. Class 3 Timely-Filed Claims: \$14,749,092.93;
- b. Class 6 Timely-Filed Claims: \$ 155, 027.16;
- c. Class 7 Timely-Filed Claims: \$ 120, 818.14; and
- d. Class 3 Untimely-Filed Claims: \$ 338, 704.52.

8. Distribution of the above amounts is in the best interests of the AmCare Receivership Estate, its creditors and beneficiaries, and the public in general.

9. The amount to be distributed to each Class 3 Claimant, whether timely or untimely, is the amount allowed to that Class 3 Claimant as set forth in Exhibit 1 to the February 28, 2005 Report, as modified by the February 23, 2006 Order, less the net amount such Claimant has received under to the prior distribution referenced above, subject to any other adjustments as the Receiver may find appropriate and necessary to serve the best interests of the AmCare Estate.

10. The amount to be distributed to each Class 6 and Class 7 Claimant is the amount allowed to each such Claimant as set forth in Exhibit 1 to the February 28, 2005 Report subject to any other adjustments as the Receiver may find appropriate and necessary to serve the best interests of the AmCare Estate.

11. There is no just reason to delay the entry of a final, appealable Judgment as to the matters hereby adjudicated. Good cause exists to enter this order as a final appealable Judgment, pursuant to 12 O.S. § 994(A).

12. This is a final order as to the matters addressed herein for purposes of 36 O.S. § 1902 (H).

IT IS THEREFORE ORDERED, ADJUDGED, AND DECREED that the Receiver be and hereby is **AUTHORIZED** to distribute from the AmCare Estate amounts to Class 3 Claimants, Class 6 Claimants, and Class 7 Claimants, in the amount of \$15,363,642.75, in accordance with the Court's findings herein.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Order is hereby certified, pursuant 12 O.S. § 994(A), to be a final, appealable Judgment and, accordingly, the Court Clerk is hereby directed to file this instrument as a final, appealable Judgment.

SIGNED THIS 2nd DAY of July 2012.

LISA DAVIS

JUDGE OF THE DISTRICT COURT

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I, PATRICIA PRESLEY, Court Clerk for Oklahoma County, Okla., hereby certify that the foregoing is a true, correct and complete copy of the instrument herewith set out as appears of record in the District Court Clerk's Office of Oklahoma County, Okla., this 2nd day of July, 2012.
BY [Signature] PATRICIA PRESLEY, Court Clerk Deputy

APPROVED BY:



John M. O'Connor, OBA No. 6741
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**ATTORNEYS FOR PLAINTIFF, STATE OF
OKLAHOMA, ex rel., JOHN DOAK, Insurance
Commissioner for the State of Oklahoma, as
Receiver for AmCare Health Plans of Oklahoma,
Inc., in Liquidation**

CERTIFICATE OF SERVICE

This is to certify that a true and correct copy of the foregoing was served via United States mail, postage prepaid and properly addressed, on the 23 day of May, 2012 upon the following:

AmCare Health Plans of Oklahoma, Inc.
c/o Billy Bostick
Bostick/Crawford Consulting Group
720 Mountain Terrace
Hurst, Texas 76053


Amcareco, Inc.
c/o Thomas S. Lucksinger, President
10200 Old Katy Road
Houston, TX 77043

Owen Laughlin, General Counsel
Oklahoma Insurance Department
3625 NW 56th Street, Ste. 100
Oklahoma City, OK 73112

Oklahoma Receivership Office
Donna Wilson / Debra Crowe
3613 NW 56th Street, Ste. 330
Oklahoma City, OK 73112

James W. Rhodes
Kerr, Irvine, Rhodes & Ables, P.C.
201 Robert S. Kerr Ave., Suite 600
Oklahoma City, Oklahoma 73102

MedImpart Healthcare Systems, Inc.
c/o Kenneth N. Russak
Frantzel Robins Bloom & Csato, L.C.
6500 Wilshire Blvd., 17th Floor
Los Angeles, CA 90048-4920



John M. O'Connor