

STATE OF MICHIGAN

IN THE INGHAM COUNTY CIRCUIT COURT

**LINDA A. WATTERS, COMMISSIONER,
MICHIGAN DEPARTMENT OF LABOR
AND ECONOMIC GROWTH, OFFICE OF
FINANCIAL AND INSURANCE
SERVICES,**

Petitioner,

Case No. 051472-CR
Hon. William E. Collette

-vs-

**ULTIMED HMO OF MICHIGAN, INC., a
Michigan health maintenance organization,**

Respondent.

Michael A. Cox
Attorney General
By: E. John Blanchard P28881
Christopher L. Kerr P57131
Assistant Attorneys General
**Attorneys for the Commissioner of the
Office of Financial and Insurance Services**
Department of Attorney General, Insurance &
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P.O. Box 30212
Lansing, MI 48909
517-373-1160

Tillman & Tillman, P.C.
By: David K. Tillman P37592
Attorneys for Respondent
3400 Russell St., Ste. 205
Detroit, MI 48207-2018
313-832-6000

**ORDER REGARDING PAYMENT OF RESPONDENT'S
DIRECTORS' COSTS AND OTHER DEFENSE EXPENSES**

At a session of said Court held in
the Circuit Courtrooms for the
County of Ingham, State of Michigan
on the 10th day of April 2006.

PRESENT: HON. WILLIAM E. COLLETTE

This matter having come before the Court pursuant to Office of Financial and Insurance Services ("OFIS")'s Petition for Conversion to Liquidating Receivership and Declaration of Insolvency of Ultimed HMO of Michigan, Inc. ("Petition"), and the Court having reviewed the parties' written submissions, having heard oral argument on such Petition, having granted it, having entered an Order for Liquidating

Receivership and Declaration of Insolvency of Ultimed HMO of Michigan, Inc., and having acknowledged that respondent's directors' counsel provided significant professional services in their defense in opposition to the Petition, and otherwise being fully advised in the premises;

IT IS HEREBY ORDERED that the petitioner shall consider payment (from Ultimed HMO of Michigan, Inc.'s Estate) of respondent's directors' costs and other expenses incurred in their defense in opposition to the Petition (as submitted in the form of a proposed Stipulated Order);

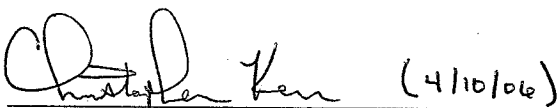
IT IS FURTHER ORDERED that in the event the petitioner does not approve payment of respondent's directors' costs and other defense expenses as requested, that such payment request shall be made by motion, which the Court shall consider pursuant to MCLA 500.8116(1), as justice requires;

SO ORDERED.

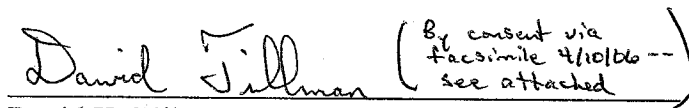


Circuit Court Judge

APPROVED AS TO FORM:



Christopher L. Kerr P57131
Assistant Attorneys General
Attorney for the Commissioner of the Office of Financial and Insurance Services



David K. Tillman P37592
Attorney for Respondent

Receivership and Declaration of Insolvency of Ultimed HMO of Michigan, Inc., and having acknowledged that respondent's directors' counsel provided significant professional services in their defense in opposition to the Petition, and otherwise being fully advised in the premises;

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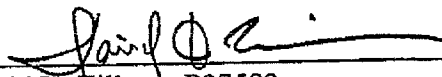
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SO ORDERED.

Circuit Court Judge

APPROVED AS TO FORM:

Christopher L. Kerr P57131
Assistant Attorneys General
Attorney for the Commissioner of the Office of Financial and Insurance Services



David K. Tillman P37592
Attorney for Respondent
10 April 2006