

DEC 12 2012

4:30 P.M.

at _____
Amalia Rodriguez-Mendoza, Clerk

NO. D-I-GV-09-00904

STATE OF TEXAS	§	IN THE DISTRICT COURT
	§	
	§	
v.	§	345TH JUDICIAL DISTRICT
	§	
TEXAS MEMORIAL LIFE INSURANCE COMPANY, MEMORIAL ADMINISTRATORS, LLC D/B/A TEXAS MEMORIAL ADMINISTRATORS, LLC, and TME HOLDINGS, INC.	§ § § § § § §	OF TRAVIS COUNTY, TEXAS

**ORDER APPROVING FINAL ACCOUNTING, TERMINATING
TEXAS MEMORIAL LIFE INSURANCE COMPANY, TEXAS MEMORIAL
ADMINISTRATORS, LLC D/B/A MEMORIAL ADMINISTRATORS, LLC AND TME
HOLDINGS, INC. PROCEEDING
AND DISCHARGING RECEIVER AND SPECIAL DEPUTY RECEIVER**

On the undersigned day, the Court considered the *Final Accounting and Application to Terminate Texas Memorial Life Insurance Company, Texas Memorial administrators d/b/a Memorial Administrators, LLC and TME Holdings, Inc. Proceeding and Discharge Receiver and Special Deputy Receiver* (the "Application") filed by Jack M. Webb & Associates, Inc., Special Deputy Receiver (the "SDR" and "TML", "TMA", and "TME", respectively). After considering the Application, the evidence submitted, and the recommendation of the Special Master appointed in this proceeding (the "Master"), the Court finds as follows:

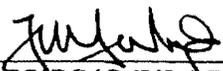
1. The *Order of Reference to Master* (the "Order of Reference") provides that the Application is referred to the Master;
2. The Application was submitted to the Master in accordance with the Order of Reference;
3. Notice of the Application was provided in accordance with TEX. INS. CODE §443.007 (d) and the Order of Reference, and no objections to the Application were filed;
4. The Texas Life and Health Insurance Guaranty Association filed its Acknowledgment of Notice and Waiver of Objection to the Application;

5. The Master has issued a recommendation that the Application should be granted pursuant to Rule 171 of the Texas Rules of Civil Procedure;
6. The Court has jurisdiction over the Application and the parties in interest; and
7. The Application should be GRANTED in all respects.

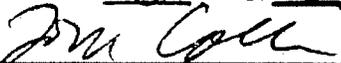
IT IS THEREFORE ORDERED ADJUDGED AND DECREED as follows:

1. The SDR's Final Accounting is accepted in all respects;
2. The Application is GRANTED in all respects;
3. Eleanor Kitzman, Commissioner of Insurance for the State of Texas, is discharged as Receiver of TML, TMA and TME.
4. Jack M. Webb & Associates, Inc. is discharged as Special Deputy Receiver of TML, TMA and TME.
5. The Receiver and the SDR are released from any further obligations in this proceeding, provided that they are authorized to take any actions and execute any documents as may be necessary to effectuate this Order.
6. The TML, TMA and TME receivership proceeding is terminated.
7. The termination of this proceeding will not affect any immunity available under TEX. INS. CODE § 443.014 (b).
8. This Order is not intended to and shall not create any third party beneficiaries.
9. This Order constitutes a final judgment fully resolving all issues relating to the Application, provided that this Court shall retain exclusive jurisdiction to enforce the provisions of this Order and the rights and duties of the parties hereunder, or issue further orders pursuant to TEX. INS. CODE Chapter 443.

Signed the 12TH day of DECEMBER, 2012.



PRESIDING JUDGE
TIM SULAK

PROPER NOTICE GIVEN
ACKNOWLEDGMENT OF NOTICE AND WAIVER
OF OBJECTION PRESENTED
SUBMITTED
RECOMMENDED OK
SIGNED ON 5 DAY OF Dec. 2012


TOM COLLINS, RECEIVERSHIP SPECIAL MASTER