

SEP 17 2012

At 5:00 PM.
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 SPECIAL DEPUTY RECEIVER'S FIRST AMENDED FINAL
REPORT AND
APPLICATION TO MAKE FINAL DISTRIBUTION**

On this day the Court heard the First Amended Final Report and Application to Make Final Distribution (the "Application") filed by Jack M. Webb & Associates, Inc., Special Deputy Receiver of Texas Memorial Life Insurance Company, Memorial Administrators, LLC d/b/a Texas Memorial Administrators, LLC and TME Holdings, Inc. (the "SDR", and "Texas Memorial", "Memorial Administrators" and "TME Holdings", respectively). The SDR appeared by and through its counsel. Having considered the Application, 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* ("Order of Reference") entered by this Court on June 11, 2009 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;

4. No objections were filed to the Application, and the Texas Life and Health Insurance Guaranty Association (“TLHIGA”) filed its Acknowledgment and Waiver 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 Application is GRANTED in all respects.

2. The exhibits to the Application are approved.

3. The reserve for the estimated expenses to administer this proceeding through its termination, as set forth in Exhibit 7 to the Application, is approved.

4. The SDR shall file a final report of expenses with its final accounting. No further interim reports of expenses are required pursuant to TEX. INS. CODE § 443.015 (g).

5. The SDR’s Release Agreement with the United States, Exhibit 6, is approved.

6. The SDR shall distribute the non-reserved cash assets of the receivership in accordance with TEX. INS. CODE § 443.302 as described in the Application.

7. The assignment of certain non-cash assets of Texas Memorial to TLHIGA is approved, and the SDR is authorized to execute an assignment in a form substantially similar to Exhibit 8.

8. The assignment to the Commissioner of Insurance of unknown assets of Texas Memorial is approved, and the SDR is authorized to execute an assignment in a form substantially similar to Exhibit 9. Pursuant to TEX. INS. CODE § 443.352, if any amounts are

realized from the assignment that cannot be economically distributed, such funds will be treated in the same manner as funds that have been abandoned under TEX. INS. CODE § 443.304 (b).

9. The SDR is authorized to transfer to TLHIGA title to Texas Memorial's records in its possession. TLHIGA is authorized to retain or dispose of such records at its discretion.

10. The Prepaid Funeral Benefits Contract Permit issued to Memorial Administrators, LLC d/b/a Texas Memorial Administrators by the Texas department of Banking is hereby canceled.

11. The SDR is authorized to dispose of the records listed in Exhibit 10 to the Application in the manner described therein.

12. The SDR is authorized to transfer to the Commissioner all remaining records of Texas Memorial in its possession that may be required after the termination of this proceeding pursuant to TEX. INS. CODE § 443.354 (b), and the reserve for the estimated expenses to maintain such records is approved. The Commissioner is authorized to maintain or dispose of such records at her discretion.

13. The SDR's proposed notice, Exhibit 11, is approved and the Court finds that such notice is proper.

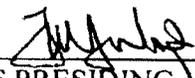
14. The SDR is authorized to execute and file final tax return for Texas Memorial, Memorial Administrators and TME Holdings, Inc. and any other tax forms as may be necessary.

15. The SDR is authorized to file a final expense report with the final accounting.

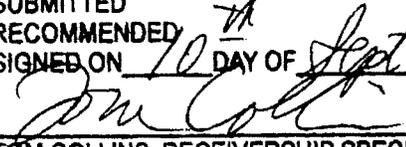
16. The SDR is authorized to take any action necessary to implement this Order.

17. This Order constitutes a final judgment fully resolving all issues relating to the Application.

SIGNED this 17th day of SEPTEMBER, 2012.



JUDGE PRESIDING
TIM SULAK

PROPER NOTICE GIVEN
ACKNOWLEDGMENT OF NOTICE AND WAIVER
OF OBJECTION PRESENTED
SUBMITTED
RECOMMENDED 7th
SIGNED ON 10 DAY OF Sept., 2012


TOM COLLINS, RECEIVERSHIP SPECIAL MASTER