

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, as supplemented, should be GRANTED in all respects.

IT IS ORDERED, ADJUDGED, AND DECREED that the Application is GRANTED.

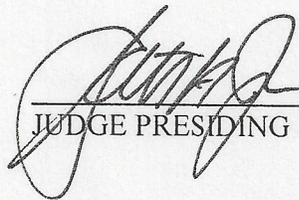
IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Court, as follows:

1. Exhibits 1, 2 and 3 are accepted and approved as final statements under section 443.016, subject to the final accounting;
2. The SDR is authorized to borrow funds from the Unclaimed Escrow Funds in an amount necessary to pay current and future costs of administration
3. The SDR is authorized to transfer the Unclaimed Escrow Funds, described on Exhibit 5, to the Commissioner, less any amounts borrowed by the SDR;
4. The Escrow Fund Distributions described on Exhibit 7 are approved, and the SDR is authorized to deem that a POC was filed and approved for such Escrow Funds Distributions;
5. The SDR's Final Report of Claims for POC GUARD 0165 and POC GUARD0166 is approved and the SDR is authorized to distribute \$1000 from restricted funds to POC 0165 claimant Jason Allen and \$10,000 from restricted funds to POC GUARD0166 claimant John Platis;
6. The Ominibus Report of Claims attached as Exhibit 5 to the Application is approved.
7. The reserve for the estimated expenses to administer this proceeding through its termination, as set forth in Exhibit 6 to the Application, is approved.

8. 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).
9. The assignment to the Commissioner of Insurance of unliquidated assets of Guardian 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 funds will be treated in the same manner as funds that have been abandoned under TEX. INS. CODE § 443.304 (b).
10. The SDR is authorized to dispose of the records listed in Exhibit 10 to the Application in the manner described therein.
11. The SDR is authorized to transfer title to Guardian's closing files records in their possession, as described in Exhibit 11, to the Underwriters, and authorizing them to retain such records as required by law or any other legal requirement to maintain such records. This order expressly does not modify, eliminate or waive any such legal requirements
12. The SDR is authorized to transfer to the Commissioner all remaining records of Guardian 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 his discretion.
13. The SDR is authorized to execute and file a final tax returns for Guardian, and any other tax forms as may be necessary.
14. The Notice of Final Distribution Application, Exhibit 12, is approved and the Court finds that notice and service of the Application was proper.
15. The SDR is authorized to and by this Order does abandon ^{of} any remaining Guardian licenses;

16. The SDR is authorized to seek the dissolution of all Guardian charters in the application to approve its Final Report;
17. The SDR is authorized to take any action necessary to implement this Order.
18. This Order constitutes a final judgment fully resolving all issues relating to the Application, provided that this Court shall retain jurisdiction to issue further orders pursuant to Texas Insurance Code Annotated Chapter 443. This Order shall not affect, in any way, the Receiver's or the SDR's immunities from suit and shall not give rise to any right to sue or create any causes of action against the Receiver or the SDR. The automatic stay and the provisions of the Receivership Order remain in ^effect unless expressly modified herein. This Order does not amend, modify, or in any manner change or affect the terms and provisions of the *Agreed Order Appointing Liquidator and Permanent Injunction*.

SIGNED this 31st day of October, 2011.



JUDGE PRESIDING

PROPER NOTICE GIVEN
NO OBJECTION FILED.
SUBMITTED
RECOMMENDED
SIGNED ON 31st DAY OF Oct 2011


TOM COLLINS, RECEIVERSHIP SPECIAL MASTER