COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, SS:

SUPREME JUDICIAL COURT
FOR SUFFOLK COUNTY
NO. SJ-2017-0288

COMMISSIONER OF INSURANCE,
PLAINTIFF

v.

MINUTEMAN HEALTH, INC.,
DEFENDANT

ORDER OF LIQUIDATION

This matter came before the Court, Lowy, J., upon a verified complaint requesting appointment of liquidator ("Complaint"). Upon consideration thereof, and after hearing, it is ORDERED, ADJUDGED AND DECREED, UNTIL FURTHER ORDER OF THIS COURT, that:

(1) Minuteman Health, Inc. ("MHI"), is insolvent within the meaning of G.L. c. 175, §§ 6 and 180C and G.L. c. 176G, § 20A.

(2) The proceedings initiated under G.L. c. 175, § 180B and G.L. c. 176G, §§ 20 and 20A ("Rehabilitation") are hereby terminated and the Injunction and Order Appointing Rehabilitator entered on August 2, 2017 is vacated.

(3) Gary D. Anderson, as the Commissioner of Insurance of the Commonwealth of Massachusetts, and his successors in office (the "Commissioner"), is hereby appointed as permanent receiver of MHI ("Liquidator") for the purposes of liquidation pursuant to G.L. c. 175, §§ 6 and 180C and G.L. c. 176G, §§ 20 and 20A.

(4) The Commissioner, as Liquidator, is directed to take possession of all property and effects of MHI, to settle its affairs, to distribute its assets, and to otherwise proceed forthwith to liquidate the business of MHI under the general supervision of the Court.

(5) Pursuant to G.L. c. 175, §§ 179, 180B, and 180C and G.L. c. 176G, § 20, the Commissioner, as Liquidator, is authorized to employ special counsel (including special counsel in other jurisdictions) and consultants and vendors as he deems necessary and to fix and pay the compensation of such special counsel, consultants, and vendors and all other necessary expenses of conducting this proceeding out of the funds or assets of MHI as appropriate.

(6) Pursuant to G.L. c. 175, § 180F and G.L. c. 176G, § 20, all claims against MHI shall be filed on or before August 31, 2018. With the exception of claims described in ¶¶ (7) and (8) below, all claims must be submitted in the form attached to the Complaint as Exhibit C ("Proof of Claim").

(7) The Commissioner, as Liquidator, is authorized to pay the claims of policyholders, beneficiaries, insureds, members, and members' beneficiaries arising from and within the coverage of and not in excess of the applicable limits of insurance policies and contracts issued by MHI, or health care providers assigned such claims ("Policyholder-Level Claims") without the submission of a Proof of Claim so long as such Policyholder-Level Claims are tendered to MHI in the ordinary course of business on or before August 31, 2018.

(8) The Commissioner, as Liquidator, is authorized to pay the claims of any provider who is obligated by statute or agreement to hold members harmless from liability for services provided pursuant to and covered by a health maintenance contract ("Hold Harmless Claims") without the submission of a Proof of Claim so long as such Hold Harmless Claims are tendered to MHI in the ordinary course of business on or before August 31, 2018.

(9) To the full extent of the jurisdiction of the Court and the comity to which orders of the Court are entitled, all persons are hereby enjoined and restrained from: (a) instituting or continuing to prosecute any suit, action, arbitration, or other proceeding against MHI, its officers, directors, employees or agents, or against the Commissioner as Liquidator; and (b) from executing or issuing or causing the execution or issuance

of any writ, process, summons, attachment, subpoena, replevin, execution, or other proceeding for the purpose of impounding or taking possession of or interfering with any property owned by or in the possession of MHI, or owned and in the possession of any of its directors officers, employees or agents, or owned by it and in the possession of the Commissioner as Liquidator.

(10) Any bank, savings and loan association, or other financial institution or legal entity is prohibited from disposing of, allowing to be withdrawn, or concealing in any manner property or assets of MHI, except under the express authorization of the Liquidator or by the further order of this Court.

(11) The actual, reasonable, and necessary costs of preserving or recovering the assets of MHI and the costs of goods or services provided to MHI or the receiver during the period of Rehabilitation shall be treated as "expenses of administration" pursuant to G.L. c. 175, §§ 180C and 180F and G.L. c. 176G, § 20.

(12) The amounts recoverable by the Liquidator from any reinsurer of MHI shall not be reduced as a result of this liquidation proceeding, and each such reinsurer of MHI is hereby enjoined and restrained from terminating, canceling, failing to extend or renew, reducing, or changing coverage under any reinsurance policy or contract with MHI without first obtaining

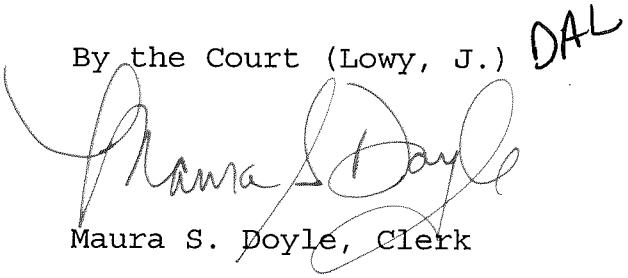
leave of this Court. The Liquidator may, in his discretion, commute any contract with a reinsurer or reinsurers.

(13) The Commissioner, as Liquidator, is authorized to take such other actions as he deems appropriate to effectuate the purposes of this order.

(14) The Court retains jurisdiction to issue such further orders as may be appropriate.

So ORDERED,

By the Court (Lowy, J.) DAL



Maura S. Doyle, Clerk

Entered: April 25, 2018