

**IN THE COURT OF COMMON PLEAS
FRANKLIN COUNTY, OHIO**

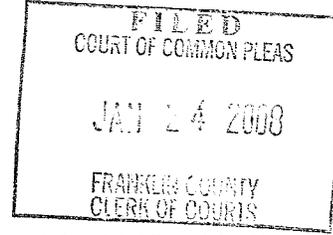
Mary Jo Hudson,
Ohio Superintendent of Insurance,
in her Capacity as Liquidator of
Personal Physician Care, Inc.,

Plaintiff,

v.

Personal Physician Care, Inc.,

Defendant.



Case No. 98CVH08-6251

Judge Stephen L. McIntosh

**MOTION FOR ORDER APPROVING
LIQUIDATOR'S FINAL REPORT OF CLAIMS, RESERVE FOR ADMINISTRATIVE
EXPENSES, AND AUTHORIZING FINAL DISTRIBUTION OF ASSETS**

Plaintiff, Mary Jo Hudson, Ohio Superintendent of Insurance, in her capacity as Liquidator (the "Liquidator") of Personal Physician Care, Inc. ("PPC"), hereby moves this Court, pursuant to R.C. 3903.42, 3903.43 and 3903.44 and related sections, for an Order as follows:

(a) approving the Liquidator's Final Report of Claims attached as Exhibit A, including the determinations of the amounts and the classes of each claim as set forth therein;

(b) approving and authorizing the Liquidator's reservation of One Hundred Seventy-Five Thousand and no/100 Dollars (\$175,000.00), as detailed in Exhibit B attached hereto, for the payment of administrative expenses under Class 1 related to closing the PPC estate, that the Liquidator incurred, but has not yet paid, or anticipates will necessarily be incurred in this regard; and

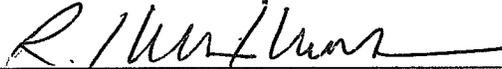
(c) authorizing the Liquidator to make a final distribution of the remaining assets of PPC (after subtracting the reserve for administrative expenses and adding projected investment income) in the total amount of Seven Million Nine Hundred Sixty-One Thousand One Hundred

Two Dollars and Sixty-Nine Cents (\$7,961,102.69), as specifically reflected in Exhibit A attached hereto to those allowed claimants listed therein including: (1) a 100% distribution to Class 2 claimants on their allowed claims; (2) a 100% distribution to Class 4 claimants on their allowed claims; and (3) a 91.833% final pro rata distribution to Class 5 claimants on their allowed claims.

**MARC DANN
ATTORNEY GENERAL, STATE OF OHIO**

By Outside Counsel:

**KEGLER, BROWN, HILL & RITTER
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Superintendent of Insurance, in her capacity as

Liquidator of Personal Physician Care, Inc.

MEMORANDUM IN SUPPORT OF MOTION

On August 20, 1998, this Court issued an order placing PPC in liquidation pursuant to R.C. Chapter 3903 and appointing the Ohio Superintendent of Insurance as the Liquidator. On November 6, 1998, this Court issued an order approving the Notice of Liquidation Order And Bar Date For Filing Proofs of Claims in the PPC liquidation, which contains the standard Proof of Claim form utilized by the Liquidator (the "Notice and Proof of Claim Form"), which is attached hereto as Exhibit C. The Liquidator sent this approved Notice and Proof of Claim Form to all known claimants. Various claimants filed claims with the Liquidator.

During the course of this liquidation proceeding, the Liquidator thoroughly reviewed the books and records of PPC, and identified and collected, where reasonable, all known assets of PPC. The Liquidator also reviewed the numerous proofs of claim submitted, and has valued, classified and determined all known claims submitted against the PPC estate, in accordance with Chapter 3903, particularly R.C. 3903.42 and 3903.43.

The Liquidator holds the remaining assets of PPC, in the total amount of Eight million eighty-eight thousand one hundred forty-eight dollars and sixty-one cents (\$8,088,148.61) as of December 31, 2007 (the "Current Asset Balance"). At this time the Liquidator is prepared, with the approval of this Court, to make a final distribution from PPC's remaining available assets to claimants holding allowed claims of PPC in Classes 2, 4, and 5, as set forth under R.C. 3903.42. These allowed claims are listed respectively by class in the Liquidator's Final Report of Claims as set forth in Exhibit A attached hereto. There are insufficient funds available in the PPC estate to pay allowed Class 5 claims in full and any claims in any class below Class 5. There were no claims allowed in Classes 3, 8 and 9.

In determining the amount to be disbursed to these allowed claimants in this final distribution, the Liquidator must make two adjustments to the Current Asset Balance.

The first adjustment necessary to the Current Asset Balance is for administrative expenses that the Liquidator will incur in conjunction with and following the filing of this motion. The Liquidator estimates that the administrative expenses necessary to conclude the administration of this liquidation total One hundred seventy-five thousand and no/100 dollars (\$175,000.00) (the "Projected Administrative Expenses"). A detailed explanation of those expenses is attached hereto as Exhibit B. The Liquidator will be applying at a future date to this Court for a further order to discharge the Liquidator and close the estate pursuant to R.C. 3903.46 and other related sections.

Second, the Liquidator believes that PPC will receive additional investment income between January 1, 2008 and the time that the final distribution checks ultimately clear PPC's accounts. This additional investment income is estimated to be Forty-Seven Thousand Nine Hundred Fifty-Four Dollar and Eight Cents (\$47,954.08) (the "Projected Investment Income") and the Liquidator believes that this amount should be added to the Current Asset Balance for purposes of calculating the amount to be distributed in this final distribution.

After adding the Projected Investment Income to the Current Asset Balance and subtracting the Projected Administrative Expenses, the Liquidator is left with the balance of Seven Million Nine Hundred Sixty-One Thousand One Hundred Two Dollars and Sixty-Nine Cents (\$7,961,102.69), which she intends to distribute pro rata to allowed claims in the PPC Liquidation, as explained above. This results in a final payment of 100% of the amount of each allowed claim in Classes 2 and 4, and 91.833% of the amount of each allowed claim in Class 5. The amount to be distributed to each claimant is reflected in Exhibit A.

At this time, the Liquidator seeks an order of this Court approving the following matters:

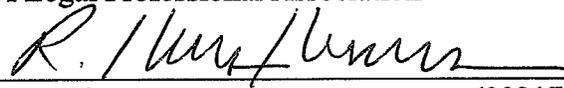
(a) the Report of Claims attached as Exhibit A, including the determinations of the amounts and the classes of each claim as set forth therein;

(b) the Liquidator's reservation of the amount of \$175,000.00, as detailed in Exhibit B attached hereto, for the payment of administrative expenses under Class 1 related to closing the PPC estate, that the Liquidator incurred, but has not yet paid, or anticipates will necessarily be incurred in this regard;

(c) the Liquidator's distribution of the remaining assets of PPC (after subtracting the reserve for administrative expenses and adding the projected investment income) in the total amount of \$7,961,102.69, as specifically reflected in Exhibit A attached hereto to those allowed claimants listed therein including: (1) a 100% distribution to Class 2 claimants on their allowed claims; (2) a 100% distribution to Class 4 claimants on their allowed claims; and (3) a 91.833% final pro rata distribution to Class 5 claimants on their allowed claims.

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