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CYNTHIA S. KERN
HON. CYNTHIA S. KERN, J.S.C. J.S.C.

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At IAS Part 52, of the Supreme Court of the State of New York, County of New York, at the courthouse, 60 Centre Street, in the County, City and State of New York, on the 9 day of August, 2012.

09M19401

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In the Matter of

Index No.: 402965/08

the Liquidation of

ORDER TO SHOW CAUSE

HEALTH PARTNERS OF NEW YORK.

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Based on the verified petition ("Verified Petition") of Jonathan L. Bing, Special Deputy Superintendent and Agent of Benjamin M. Lawsky, Superintendent of Financial Services of the State of New York as liquidator ("Liquidator") of Health Partners of New York ("HPNY"), duly verified the 8th day of August, 2012, and exhibit attached thereto, upon all other papers previously submitted and all proceedings heretofore had herein, and it appears that the relief sought be granted;

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NEW YORK
COUNTY CLERK'S OFFICE

NOW, on motion of John Pearson Kelly, attorney for the Liquidator, and after due deliberation having been had thereon,

LET all claimants and parties interested in the affairs of HPNY show cause before this Court at IAS Part 52, Room 326, thereof, at the Courthouse located at 60 Centre Street in the County, City and State of New York, on the 9th day of October, 2012 ("Return Date") at 9:30 o'clock a.m., or as soon thereafter as counsel can be heard, why an order should not be made, pursuant to Article 74 of the New York Insurance Law ("Insurance Law"), *inter alia*:

(i) approving the Liquidator's report on the status of the HPNY liquidation proceeding

("Liquidation Proceeding") and the financial transactions delineated therein; (ii) authorizing the continued payment of administrative costs and expenses, including such costs and expenses pertaining to the closing of the Liquidation Proceeding; (iii) terminating and closing the Liquidation Proceeding; (iv) authorizing the Liquidator to continue to receive and disburse assets to those creditors of HPNY with allowed claims who are eligible to share in a distribution after the termination of the Liquidation Proceeding, without further application to this Court, and to continue to pay all administrative costs and expenses in connection with any such distributions; (v) releasing and discharging the Liquidator, his predecessors and successors in office, and their agents, attorneys and employees, from any and all liability arising from their acts and omissions in connection with the liquidation proceeding; (vi) authorizing and directing the Liquidator, in his discretion, to destroy or otherwise dispose of any and all of the books, files, records and other property of HPNY without further order of this Court; and (vii) providing for such other and further relief as this Court may deem just and proper.

AND, sufficient cause having been alleged therefore, and this Court having found the form and method of notice specified herein to be the best notice practicable, it is hereby

ORDERED, that notice of the Verified Petition and this Order to Show Cause shall be substantially in the form attached hereto and service shall be made by: (i) posting on the Internet web page maintained by the New York Liquidation Bureau at <http://www.nylb.org> at least 15 days prior to the Return Date; and (ii) publication in the *New York Post* or *Newsday*, Long Island Edition, once per week for two consecutive publications commencing within four weeks of the issuance of this Order to Show Cause; and it is further

ORDERED, that the form and methods of service of notice specified herein are hereby approved as in accordance with the law and as the best notice practicable and shall therefore

constitute due and sufficient notice of this Order to Show Cause and scheduled Return Date herein and the Verified Petition and the relief sought therein to all persons and entities entitled to receive such notice; and it is further

ORDERED, that the approved form of notice shall direct that all answering papers and supporting documentation ("Answering Papers") be served on the Superintendent so as to be received at least seven days prior to the Return Date, and that service on the Superintendent shall be made by first class mail at the following address:

Superintendent of Financial Services of the State of New York
as Liquidator of Health Partners of New York
110 William Street
New York, New York 10038
Attention: John Pearson Kelly
General Counsel


and by submitting copies of Answering Papers, with affidavit of service on the Superintendent as above, to this Court at IAS Part 52 at the Courthouse located at 80 Centre Street in the County, City and State of New York, seven days before the Return Date; and it is further

ORDERED, that in the absence of Answering Papers filed pursuant to the previous paragraph on or prior to the date specified, the Court may enter relief without hearing and no party shall be entitled to be heard thereon; and it is further

ORDERED, that any person or entity that fails to serve Answering Papers as provided herein shall be deemed to have waived any objections to the relief sought in the Verified Petition and shall be barred from raising objections in this or any other proceeding concerning the matters set forth herein; and it is further

ORDERED, that any person or entity that has served Answering Papers as provided herein shall be deemed to have waived any objections that are not set forth in the Answering Papers.

ENTER:



J.S.C.

CYNTHIA S. KERN
J.S.C.