

IN THE CIRCUIT COURT OF THE
SECOND JUDICIAL CIRCUIT,
IN AND FOR LEON COUNTY, FLORIDA

IN RE: THE RECEIVERSHIP OF
HEALTHPLANS OF AMERICA, INC.

CASE NO.: 98-6173

**RECEIVER'S MOTION FOR ORDER APPROVING
SECOND INTERIM CLAIMS REPORT, FINAL CLAIMS REPORT, CLAIMS
DISTRIBUTION REPORT AND DISTRIBUTION ACCOUNTING AND AUTHORIZING
DISTRIBUTION**

THE FLORIDA DEPARTMENT OF FINANCIAL SERVICES as Receiver of HEALTHPLANS OF AMERICA, INC., files herewith the Receiver's Second Interim Claims Report, Final Claims Report, Claims Distribution Report and Distribution Accounting and states:

1. Healthplans of America, Inc. ("HPOA") was a Florida corporation previously authorized to transact the business of a health maintenance organization in the State of Florida pursuant to Chapter 641, Florida Statutes. On November 4, 1998, the Second Judicial Circuit Court in and for Leon County, Florida ("Court"), entered its Consent Order Appointing the Florida Department of Insurance as Receiver for Purposes of Liquidation, Injunction and Notice of Automatic Stay ("Order"). On January 7, 2003, the Florida Department of Insurance became a part of the Florida Department of Financial Services.

2. This Court has jurisdiction over the HPOA Receivership and is authorized to make all necessary or proper orders to carry out the purposes of the Florida Insurers Rehabilitation and Liquidation Act. Section 631.021(1), Florida Statutes.

3. The Receiver has compiled a Second Interim Claims Report dated October 25, 2012 which reports the Receiver's evaluation of the claim of the Federal Department of Veterans

Affairs. For the Court's convenience, a paper copy of the summary totals from the Second Interim Claims Report is attached as Exhibit "A." The Second Interim Claims Report reflects an agreement with the Federal Government on their class 4 claim.

4. The Receiver has also compiled a Final Claims Report dated October 29, 2012 which reflects the classification of all Class 1 through Class 8 filed claims by priority in accordance with Section 631.271, Florida Statutes, and the claims filing deadline. Classes 8-11 were not evaluated because there are no funds available in the HPOA estate to pay any claims below class 6. This report incorporates the resolution of all timely filed objections and claimant information updates. Future claimant information updates resulting from the distribution process will be incorporated into the Receiver's database.

5. The Final Claims Report is broken down into two sections. Part A of the Report consists of claims of non-guaranty association claimants and Part B consists of all claims of guaranty association claimants. For the Court's convenience, paper copies of the summary totals from each section of the Final Claims Report are attached as Exhibit "B."

6. Part A of the Report contains 3,534 filed claims by non-guaranty association claimants for a total amount claimed of \$32,106,832.48. The total amount recommended by the Receiver is \$25,023,736.21.

7. Part B of the Report contains five filed claims by a guaranty association claimant for a total amount claimed of \$1,215,552.28. The total amount recommended by the Receiver for the payment of guaranty association claims is \$1,215,552.28. The guaranty association identified within the report is the Florida Health Maintenance Organization Consumer Assistance Plan ("HMOCAP").

8. Due to the holding in Ruthardt v. United States, 303 F.3d 375 (1st Cir. 2002) where the court ruled that the federal government is exempt from state law deadlines for filing claims in insurance liquidation proceedings, the Receiver has been forced to limit distributions to class one through three.

9. In an effort to find a solution to this issue, the Receiver worked with the Department of Justice to obtain a settlement agreement and release from the Federal government. By the terms of the Settlement Agreement and Release (approved by this court on January 16, 2013) the United States releases HPOA and the Receiver from any potential federal claims arising out of the HPOA estate except for claims related to federal tax, fraud or criminal claims.

10. With the approval of the Settlement Agreement and Release with the United States, the Receiver is now in the position to make a final distribution of receivership assets to the claimants with amounts recommended in priority classes one through six. Said assets will be distributed to claimants in accordance with the Claims Distribution Report dated March 6, 2013. For the Court's convenience, a paper copy of the summary totals from the Claims Distribution Report is attached as Exhibit "C". The Claims Distribution Report lists all non-guaranty fund claims in Classes one through six where an approved amount has been recommended in the Final Claims Report and is in accord with Section 631.271, Florida Statutes.

11. Based upon the Distribution Accounting projected for a March 2013 distribution, which is attached hereto as Exhibit "D," the Receiver is prepared to make a distribution of \$4,568,680.04 to non-guaranty fund claimants in classes 1-6 based on a calculated distribution of 100% of the amount approved by the Court in classes 1-5 and 17.5719% to class 6-other. The final pro-rata calculation and the amount distributed may have a slight variance due to rounding at the time of check processing.

12. The Receiver recommends that the Second Interim Claims Report, Final Claims Report, Claims Distribution Report and Distribution Accounting be approved.

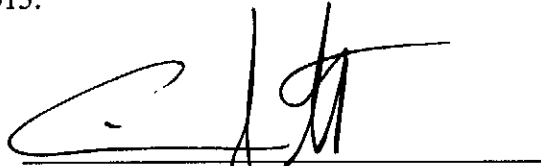
13. The Receiver further advises the Court that many of the original claimants in the HPOA estate assigned their claims to other entities and the Receiver continues to receive Assignment of Claims Forms. The processing of such assignments requires the Receiver to continually update its databases as well as to verify the accuracy and credibility of said assignments at a time when it is attempting to finalize its accounting, cut checks and close out the estate.

14. The Assignment of Claim Request Change Form (attached hereto as Exhibit "E") notifies claimants that assignments will not be accepted after this distribution motion is filed with the court. The Receiver therefore requests that the Court confirm that the date of the filing of this Motion is the last date the Receiver can accept any further assignments of claims.

15. The Receiver recommends that the distribution amounts intended for the claimants who did not respond to the Receiver's inquiries, or where inadequate address information exists, be transferred to the Florida Department of Financial Services, Bureau of Unclaimed Property.

WHEREFORE, the Receiver respectfully requests this Court grant its Motion and enter an Order approving the Second Interim Claims Report, Final Claims Report, Claims Distribution Report and Distribution Accounting and directing the Receiver to make the above referenced distribution to claimants in this receivership.

DATED this 28th day of March 2013.

A handwritten signature in black ink, appearing to read 'Eric S. Scott', is written over a horizontal line.

ERIC S. SCOTT, Senior Attorney
Florida Bar No. 0911496
Florida Department of Financial Services
Division of Rehabilitation and Liquidation
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FLORIDA DEPARTMENT OF FINANCIAL SERVICES -DIVISION OF REHABILITATION AND LIQUIDATION
HEALTHPLANS OF AMERICA INC
SECOND INTERIM CLAIMS REPORT
PART A - FOR NON GUARANTY ASSOCIATION CLAIMANTS

SUMMARY TOTALS

TOTAL AMOUNT CLAIMED BY NON GUARANTY ASSOCIATION CLAIMANTS	\$916.00
TOTAL AMOUNT RECOMMENDED TO NON GUARANTY ASSOCIATION CLAIMANTS	\$916.00

TOTAL NUMBER	1
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Secured Claims

COUNT OF SECURED CLAIMS :	0
AMOUNT CLAIMED FOR SECURED CLAIMS BY NON GUARANTY ASSOCIATION	\$0.00
AMOUNT RECMD FOR SECURED CLAIMS TO NON GUARANTY ASSOCIATION	

Unsecured Claims

COUNT OF CLASS 1 CLAIMS :	0	COUNT OF CLASS 6 CLAIMS :	0
AMOUNT CLAIMED FOR CLASS 1 CLAIMS BY NON GUARANTY ASSOCIATION CLAIMANTS:	\$0.00	AMOUNT CLAIMED FOR CLASS 6 CLAIMS BY NON GUARANTY ASSOCIATION CLAIMANTS:	\$0.00
AMOUNT RECMD FOR CLASS 1 CLAIMS TO NON GUARANTY ASSOCIATION CLAIMANTS :		AMOUNT RECMD FOR CLASS 6 CLAIMS TO NON GUARANTY ASSOCIATION CLAIMANTS :	

COUNT OF CLASS 2 CLAIMS :	0	COUNT OF CLASS 7 CLAIMS :	0
AMOUNT CLAIMED FOR CLASS 2 CLAIMS BY NON GUARANTY ASSOCIATION CLAIMANTS	\$0.00	AMOUNT CLAIMED FOR CLASS 7 CLAIMS BY NON GUARANTY ASSOCIATION CLAIMANTS:	\$0.00
AMOUNT RECMD FOR CLASS 2 CLAIMS TO NON GUARANTY ASSOCIATION CLAIMANTS:		AMOUNT RECMD FOR CLASS 7 CLAIMS TO NON GUARANTY ASSOCIATION CLAIMANTS:	

COUNT OF CLASS 3 CLAIMS :	0	COUNT OF CLASS 8 CLAIMS :	0
AMOUNT CLAIMED FOR CLASS 3 CLAIMS BY NON GUARANTY ASSOCIATION CLAIMANTS:	\$0.00	AMOUNT CLAIMED FOR CLASS 8 CLAIMS BY NON GUARANTY ASSOCIATION CLAIMANTS:	\$0.00
AMOUNT RECMD FOR CLASS 3 CLAIMS TO NON GUARANTY ASSOCIATION CLAIMANTS:		AMOUNT RECMD FOR CLASS 8 CLAIMS TO NON GUARANTY ASSOCIATION CLAIMANTS:	

COUNT OF CLASS 4 CLAIMS :	1	COUNT OF CLASS 9 CLAIMS :	0
AMOUNT CLAIMED FOR CLASS 4 CLAIMS BY NON GUARANTY ASSOCIATION CLAIMANTS:	\$916.00	AMOUNT CLAIMED FOR CLASS 9 CLAIMS BY NON GUARANTY ASSOCIATION CLAIMANTS:	\$0.00
AMOUNT RECMD FOR CLASS 4 CLAIMS TO NON GUARANTY ASSOCIATION CLAIMANTS:	\$916.00	AMOUNT RECMD FOR CLASS 9 CLAIMS TO NON GUARANTY ASSOCIATION CLAIMANTS:	

COUNT OF CLASS 5 CLAIMS :	0	COUNT OF CLASS 10 CLAIMS :	0
AMOUNT CLAIMED FOR CLASS 5 CLAIMS BY NON GUARANTY ASSOCIATION CLAIMANTS:	\$0.00	AMOUNT CLAIMED FOR CLASS 10 CLAIMS BY NON GUARANTY ASSOCIATION CLAIMANTS:	\$0.00
AMOUNT RECMD FOR CLASS 5 CLAIMS TO NON GUARANTY ASSOCIATION CLAIMANTS:		AMOUNT RECMD FOR CLASS 10 CLAIMS TO NON GUARANTY ASSOCIATION CLAIMANTS :	

FLORIDA DEPARTMENT OF FINANCIAL SERVICES -DIVISION OF REHABILITATION AND LIQUIDATION
HEALTHPLANS OF AMERICA INC
FINAL CLAIMS REPORT
PART A - FOR NON GUARANTY ASSOCIATION CLAIMANTS

SUMMARY TOTALS

TOTAL AMOUNT CLAIMED BY NON GUARANTY ASSOCIATION CLAIMANTS	\$32,106,832.48
TOTAL AMOUNT RECOMMENDED TO NON GUARANTY ASSOCIATION CLAIMANTS	\$25,023,736.21
TOTAL NUMBER	3,534

Secured Claims

COUNT OF SECURED CLAIMS :	0
AMOUNT CLAIMED FOR SECURED CLAIMS BY NON GUARANTY ASSOCIATION	\$0.00
AMOUNT RECD FOR SECURED CLAIMS TO NON GUARANTY ASSOCIATION	

Unsecured Claims

COUNT OF CLASS 1 CLAIMS :	0	COUNT OF CLASS 6 CLAIMS :	2,600
AMOUNT CLAIMED FOR CLASS 1 CLAIMS BY NON GUARANTY ASSOCIATION CLAIMANTS:	\$0.00	AMOUNT CLAIMED FOR CLASS 6 CLAIMS BY NON GUARANTY ASSOCIATION CLAIMANTS:	\$30,236,796.11
AMOUNT RECD FOR CLASS 1 CLAIMS TO NON GUARANTY ASSOCIATION CLAIMANTS :		AMOUNT RECD FOR CLASS 6 CLAIMS TO NON GUARANTY ASSOCIATION CLAIMANTS :	\$24,815,643.77
COUNT OF CLASS 2 CLAIMS :	798	COUNT OF CLASS 7 CLAIMS :	1
AMOUNT CLAIMED FOR CLASS 2 CLAIMS BY NON GUARANTY ASSOCIATION CLAIMANTS	\$1,282,744.16	AMOUNT CLAIMED FOR CLASS 7 CLAIMS BY NON GUARANTY ASSOCIATION CLAIMANTS:	\$3,879.62
AMOUNT RECD FOR CLASS 2 CLAIMS TO NON GUARANTY ASSOCIATION CLAIMANTS:	\$198,609.52	AMOUNT RECD FOR CLASS 7 CLAIMS TO NON GUARANTY ASSOCIATION CLAIMANTS:	
COUNT OF CLASS 3 CLAIMS :	20	COUNT OF CLASS 8 CLAIMS :	100
AMOUNT CLAIMED FOR CLASS 3 CLAIMS BY NON GUARANTY ASSOCIATION CLAIMANTS:	\$17,770.33	AMOUNT CLAIMED FOR CLASS 8 CLAIMS BY NON GUARANTY ASSOCIATION CLAIMANTS:	\$406,375.14
AMOUNT RECD FOR CLASS 3 CLAIMS TO NON GUARANTY ASSOCIATION CLAIMANTS:		AMOUNT RECD FOR CLASS 8 CLAIMS TO NON GUARANTY ASSOCIATION CLAIMANTS:	
COUNT OF CLASS 4 CLAIMS :	4	COUNT OF CLASS 9 CLAIMS :	0
AMOUNT CLAIMED FOR CLASS 4 CLAIMS BY NON GUARANTY ASSOCIATION CLAIMANTS:	\$17,023.24	AMOUNT CLAIMED FOR CLASS 9 CLAIMS BY NON GUARANTY ASSOCIATION CLAIMANTS:	\$0.00
AMOUNT RECD FOR CLASS 4 CLAIMS TO NON GUARANTY ASSOCIATION CLAIMANTS:	\$8,290.73	AMOUNT RECD FOR CLASS 9 CLAIMS TO NON GUARANTY ASSOCIATION CLAIMANTS:	
COUNT OF CLASS 5 CLAIMS :	11	COUNT OF CLASS 10 CLAIMS :	0
AMOUNT CLAIMED FOR CLASS 5 CLAIMS BY NON GUARANTY ASSOCIATION CLAIMANTS:	\$82,043.88	AMOUNT CLAIMED FOR CLASS 10 CLAIMS BY NON GUARANTY ASSOCIATION CLAIMANTS:	\$0.00
AMOUNT RECD FOR CLASS 5 CLAIMS TO NON GUARANTY ASSOCIATION CLAIMANTS:	\$1,192.19	AMOUNT RECD FOR CLASS 10 CLAIMS TO NON GUARANTY ASSOCIATION CLAIMANTS :	

Note: If status is unevaluated, then dollar amounts have been suppressed

FLORIDA DEPARTMENT OF FINANCIAL SERVICES -DIVISION OF REHABILITATION AND LIQUIDATION
HEALTHPLANS OF AMERICA INC
FINAL CLAIMS REPORT
PART B - FOR GUARANTY ASSOCIATION

SUMMARY TOTALS

TOTAL AMOUNT CLAIMED BY GUARANTY ASSOCIATION	\$1,215,552.28
TOTAL AMOUNT RECOMMENDED TO GUARANTY ASSOCIATION	\$1,215,551.28
TOTAL NUMBER	5

COUNT OF CLASS 1 CLAIMS :	1	COUNT OF CLASS 6 CLAIMS :	2
AMOUNT CLAIMED FOR CLASS 1 CLAIMS BY GUARANTY ASSOCIATION :	\$205,631.49	AMOUNT CLAIMED FOR CLASS 6 CLAIMS BY GUARANTY ASSOCIATION :	\$998,392.44
AMOUNT RECMD FOR CLASS 1 CLAIMS TO GUARANTY ASSOCIATION :	\$205,631.49	AMOUNT RECMD FOR CLASS 6 CLAIMS TO GUARANTY ASSOCIATION :	\$998,392.44
COUNT OF CLASS 2 CLAIMS :	1	COUNT OF CLASS 7 CLAIMS :	0
AMOUNT CLAIMED FOR CLASS 2 CLAIMS BY GUARANTY ASSOCIATION :	\$10,272.66	AMOUNT CLAIMED FOR CLASS 7 CLAIMS BY GUARANTY ASSOCIATION :	\$0.00
AMOUNT RECMD FOR CLASS 2 CLAIMS TO GUARANTY ASSOCIATION :	\$10,272.66	AMOUNT RECMD FOR CLASS 7 CLAIMS TO GUARANTY ASSOCIATION :	
COUNT OF CLASS 3 CLAIMS :	1	COUNT OF CLASS 8 CLAIMS :	0
AMOUNT CLAIMED FOR CLASS 3 CLAIMS BY GUARANTY ASSOCIATION :	\$1,254.69	AMOUNT CLAIMED FOR CLASS 8 CLAIMS BY GUARANTY ASSOCIATION :	\$0.00
AMOUNT RECMD FOR CLASS 3 CLAIMS TO GUARANTY ASSOCIATION :	\$1,254.69	AMOUNT RECMD FOR CLASS 8 CLAIMS TO GUARANTY ASSOCIATION :	
COUNT OF CLASS 4 CLAIMS :	0	COUNT OF CLASS 9 CLAIMS :	0
AMOUNT CLAIMED FOR CLASS 4 CLAIMS BY GUARANTY ASSOCIATION :	\$0.00	AMOUNT CLAIMED FOR CLASS 9 CLAIMS BY GUARANTY ASSOCIATION :	\$0.00
AMOUNT RECMD FOR CLASS 4 CLAIMS TO GUARANTY ASSOCIATION :		AMOUNT RECMD FOR CLASS 9 CLAIMS TO GUARANTY ASSOCIATION :	
COUNT OF CLASS 5 CLAIMS :	0	COUNT OF CLASS 10 CLAIMS :	0
AMOUNT CLAIMED FOR CLASS 5 CLAIMS BY GUARANTY ASSOCIATION :	\$0.00	AMOUNT CLAIMED FOR CLASS 10 CLAIMS BY GUARANTY ASSOCIATION :	\$0.00
AMOUNT RECMD FOR CLASS 5 CLAIMS TO GUARANTY ASSOCIATION :		AMOUNT RECMD FOR CLASS 10 CLAIMS TO GUARANTY ASSOCIATION :	

Note: If status is unevaluated, then dollar amounts have been suppressed

FLORIDA DEPARTMENT OF FINANCIAL SERVICES-DIVISION OF REHABILITATION AND LIQUIDATION
HEALTHPLANS OF AMERICA INC
CLAIMS DISTRIBUTION REPORT

SUMMARY TOTALS

TOTAL AMOUNT CLAIMED	\$29,046,530.46
TOTAL AMOUNT RECOMMENDED	\$25,023,736.21
TOTAL NUMBER	2,447

Secured Claims

COUNT OF SECURED CLAIMS: 0
AMOUNT CLAIMED FOR SECURED CLAIMS:
AMOUNT RECOMMENDED FOR SECURED CLAIMS:

Unsecured Claims

COUNT OF CLASS 1 CLAIMS: 0
AMOUNT CLAIMED FOR CLASS 1 CLAIMS:
AMOUNT RECOMMENDED FOR CLASS 1 CLAIMS:

COUNT OF CLASS 2 CLAIMS: 109

AMOUNT CLAIMED FOR CLASS 2 CLAIMS: \$262,582.05
AMOUNT RECOMMENDED FOR CLASS 2 CLAIMS: \$198,609.52

COUNT OF CLASS 3 CLAIMS: 0

AMOUNT CLAIMED FOR CLASS 3 CLAIMS:
AMOUNT RECOMMENDED FOR CLASS 3 CLAIMS:

COUNT OF CLASS 4 CLAIMS: 2

AMOUNT CLAIMED FOR CLASS 4 CLAIMS: \$8,290.73
AMOUNT RECOMMENDED FOR CLASS 4 CLAIMS: \$8,290.73

COUNT OF CLASS 5 CLAIMS: 2

AMOUNT CLAIMED FOR CLASS 5 CLAIMS: \$2,678.51
AMOUNT RECOMMENDED FOR CLASS 5 CLAIMS: \$1,192.19

COUNT OF CLASS 6 CLAIMS: 2,334

AMOUNT CLAIMED FOR CLASS 6 CLAIMS: \$28,772,979.17
AMOUNT RECOMMENDED FOR CLASS 6 CLAIMS: \$24,815,843.77

COUNT OF CLASS 7 CLAIMS: 0
AMOUNT CLAIMED FOR CLASS 7 CLAIMS:
AMOUNT RECOMMENDED FOR CLASS 7 CLAIMS:

COUNT OF CLASS 8 CLAIMS: 0

AMOUNT CLAIMED FOR CLASS 8 CLAIMS:
AMOUNT RECOMMENDED FOR CLASS 8 CLAIMS:

COUNT OF CLASS 9 CLAIMS: 0

AMOUNT CLAIMED FOR CLASS 9 CLAIMS:
AMOUNT RECOMMENDED FOR CLASS 9 CLAIMS:

CLASS 10 INTEREST CLAIMS (SEE NOTE):

COUNT OF CLASS 11 CLAIMS: 0

AMOUNT CLAIMED FOR CLASS 11 CLAIMS:
AMOUNT RECOMMENDED FOR CLASS 11 CLAIMS:

Note: Class 10 Claims are comprised of interest per F.S. 631.271 (1) (i) on allowed claims in Classes 1 - 9.

Healthplans of America, Inc.
Distribution Accounting
Projected for March 2013 Distribution

ESTIMATED ASSETS AT FEBRUARY 28, 2013

	<u>Value</u>	<u>Reference</u>
Cash	\$ 4,616,480.04	Schedule A
Advance to Guaranty Associations	\$ 1,000,000.00	
Accrued Interest Rec. (To be paid 03/01/2013)	<u>8,000.00</u>	Schedule D
Total Assets	<u>\$ 5,624,480.04</u>	

ESTIMATED FUNDS RETAINAGE

	<u>Value</u>	<u>Reference</u>
Excess of Interest earned over Receiver Expenses Estimate (March - June 2013)	45,800.00	Schedule B
Discharge Expenses Retainage for records storage, records destruction, tax return prep. & labor	<u>10,000.00</u>	Schedule F
Total Proposed Retainage	<u>55,800.00</u>	

TOTAL ASSETS AVAILABLE TO DISTRIBUTE **\$ 5,568,680.04**

DISTRIBUTION RECOMMENDATION

	Claims Value	Less Previous Claims Distributions	Value of Claims Outstanding	Apply Adv. Pmts. to Guaranty Assoc.	Recommended Distribution	% Value of Claims Outstanding	% Value of Gross Filed Claims	Total % of Claims Value Distributed
Class I - Administrative Claims-Guaranty Funds	\$ 205,631.49	\$ -	\$ 205,631.49	\$ 205,631.49	\$ -	100.0000%	100.0000%	100.0000%
Class II - Loss Claims-Guaranty Funds	10,272.66	-	10,272.66	10,272.66	-	100.0000%	100.0000%	100.0000%
Class II - Loss Claims-Other	198,609.52	-	198,609.52	198,609.52	198,609.52	100.0000%	100.0000%	100.0000%
Class III - Return Premium Claims-Guaranty Funds	1,254.69	-	1,254.69	1,254.69	-	100.0000%	100.0000%	100.0000%
Class III - Return Premium Claims-Other	-	-	-	-	-	100.0000%	100.0000%	100.0000%
Class IV - Federal Government Claims	8,290.73	-	8,290.73	8,290.73	8,290.73	100.0000%	100.0000%	100.0000%
Class V - Employee Claims	1,192.19	-	1,192.19	1,192.19	1,192.19	100.0000%	100.0000%	100.0000%
Class VI - General Creditor Claims-Guaranty Funds	998,392.44	-	998,392.44	782,841.16	See Schedule F	0.0000%	0.0000%	0.0000%
Class VI - General Creditors Claims - Other	24,815,643.77	-	24,815,643.77	4,360,567.60	4,360,567.60	17.5719%	17.5719%	17.5719%
Class VII - State & Local Government Claims	3,879.62	-	3,879.62	-	-	0.0000%	0.0000%	0.0000%
Class VIII - Late Filed Claims	408,575.14	-	408,575.14	-	-	0.0000%	0.0000%	0.0000%
Class IX - Surplus/Other-GA	-	-	-	-	-	0.0000%	0.0000%	0.0000%
Class IX - Surplus/Other Claims	-	-	-	-	-	0.0000%	0.0000%	0.0000%
Totals	<u>\$ 26,649,742.25</u>	<u>\$ -</u>	<u>\$ 26,649,742.25</u>	<u>\$ 1,000,000.00</u>	<u>\$ 4,568,680.04</u>			

Index to Attached Schedules:

Schedule A - Available Cash Projection
Schedule B - Estimated Funds to be Retained by the Receiver Thru Discharge of the Estate
Schedule C - Allocated State Funds Expensed
Schedule D - Interest Earnings Projection - Pooled Cash
Schedule E - Receiver Discharge Expenses
Schedule F - Analysis of HMOCAP Claim/Distribution Amount

Heathplans of America, Inc.
Available Cash Projection
Projected for March 2013 Distribution

Beginning Pooled Cash Balance	Cash Bal. as of January 31, 2013	Feb-13
		\$ 4,628,930.04
Direct Receiver Expenses (Actual or Estimated)		
Rent-Storage & Utilities		250.00
Sub-total		250.00
Allocated Receiver Expenses (Estimated)		
Labor & Benefits		11,400.00 ¹
Indirect Expenses		800.00 ²
Sub-total		12,200.00
Cash Balance Before Interest Earnings		
Interest Earnings		4,616,480.04
Pooled Cash:		
Actual SPIA Earnings for January to be credited on 02/01/2013.		6,526.72
Estimate based on assumed SPIA APR on the previous month's average Pooled Cash balance (See Schedule D).		
Ending Pooled Cash Balance		\$ 4,628,930.04
		\$ 4,616,480.04

Assumptions for Allocated Receiver Expenses:

¹ Labor & Benefits: This estimate is based on a four month actual average doubled for increased labor through d

October Actual	4,275.16
November Actual	9,441.58
December Actual	2,788.73
January Actual	6,283.20
Sub-total	22,788.67
4 mth. actual average (rounded)	\$ 5,700.00
Doubled for increased distribution activity	11,400.00

² Indirect Expenses: This estimate is HPOA's estimated pro rata share of the Receiver's estimated total indirect e
The pro rata share calculation is based on HPOA's estimated total assets divided by the Receiver's estimated t
for all receiverships.

Estimated Total Asset %	0.50%
Estimated Total for the Receiver	\$ 160,000.00
Estimated Expense (rounded)	\$ 800.00

Healthplans of America, Inc.
Estimated Funds to be Retained by the Receiver for Discharge of the Estate
Estimated from March 2013 through the Projected Discharge Date of June 2013

	February	March	April	May	June	Retainage Calculation
Beginning Cash Balance						
Direct Receiver Expenses						
Rent - Storage		250.00	250.00	250.00	250.00	
Sub-total		<u>250.00</u>	<u>250.00</u>	<u>250.00</u>	<u>250.00</u>	<u>\$ 1,000.00</u>
Allocated Receiver Expenses						
Labor & Benefits		11,400.00 ¹	11,400.00 ¹	11,400.00 ¹	11,400.00 ¹	
Indirect Expenses		800.00 ²	800.00 ²	800.00 ²	800.00 ²	
Sub-total		<u>12,200.00</u>	<u>12,200.00</u>	<u>12,200.00</u>	<u>12,200.00</u>	<u>\$ 48,800.00</u>
Claims Distribution (Approx.)		<u>\$ 4,568,680.04</u>				
Cash Balance Before Interest Earnings		<u>35,350.00</u>	<u>22,900.00</u>	<u>14,450.00</u>	<u>2,000.00</u>	
Interest Earnings						
Estimate based on assumed SPIA APR on the previous month's average Pooled Cash balance (See Schedule D).		-	4,000.00	-	-	\$ 4,000.00
Projected Ending Cash Balance		<u>\$ 4,616,480.04</u>	<u>\$ 35,350.00</u>	<u>\$ 26,900.00</u>	<u>\$ 14,450.00</u>	<u>\$ 45,800.00</u>

Assumptions for Allocated Receiver Expenses:

¹ Labor & Benefits: This estimate is based on a four month actual average doubled for increased labor through distribution. Subsequent to distribution the monthly average is assumed.

October Actual	4,275.16
November Actual	9,441.58
December Actual	2,786.73
January Actual	6,283.20
Sub-total	<u># 22,786.67</u>
4 mth. actual average (rounded)	<u>\$ 5,700.00</u>
Doubled for increased distribution activity	<u># 11,400.00</u>

² Indirect Expenses: This estimate is HPOA's estimated pro rata share of the Receiver's estimated total indirect expenses. The pro rata share calculation is based on HPOA's estimated total assets divided by the Receiver's estimated total assets for all receiverships.

Estimated Total Asset %	0.50%
Estimated Total for the Receiver	<u>\$ 160,000.00</u>
Estimated Expense (rounded)	<u>\$ 800.00</u>

³ The February 2013 Interest is not included in the 'Retainage Calculation' as it is included as Accrued Interest in the Estimated Assets at February 28, 2013 on the Distribution Accounting Statement

Healthplans of America, Inc.
Allocated State Funds Expensed

Estimated from February 2013 through the Projected Discharge Date of June 2013
THIS STATEMENT INCLUDED FOR INFORMATION PURPOSES ONLY - AMOUNTS NOT PART OF DISTRIBUTION CALCULATION

	Feb-13	Mar-13	Apr-13	May-13	Jun-13	Totals
Accrued Allocated State of Florida Expenses (Estimated)						
Labor & Benefits	\$ 620.00 ¹	\$ 620.00 ¹	\$ 620.00 ¹	\$ 620.00 ¹	\$ 620.00 ¹	\$ 3,100.00
Indirect Expenses	80.00 ²	80.00 ²	80.00 ²	80.00 ²	80.00 ²	\$ 400.00
Total	<u>\$ 700.00</u>	<u>\$ 700.00</u>	<u>\$ 700.00</u>	<u>\$ 700.00</u>	<u>\$ 700.00</u>	<u>\$ 3,500.00</u>

Assumptions for Allocated State of Florida Expenses:

¹ Labor & Benefits: This estimate is based on a four month actual average doubled for increased labor activity during the distribution period.

October Actual	658.58
November Actual	154.67
December Actual	273.56
January Actual	144.90
Sub-total	<u>1,231.71</u>
4 mth. actual average (rounded)	\$ 310.00
Doubled for increased distribution activity	<u>\$ 620.00</u>

² Indirect Expenses: This estimate is HPOA's estimated pro rata share of the State's estimated total indirect expenses. The pro rata share calculation is based on HPOA's estimated total assets divided by the Receiver's estimated total assets for all receiverships.

Estimated Total Asset %	0.50%
Estimated Total for the State	<u>\$ 15,000.00</u>
Estimated Expense (rounded)	<u>\$ 80.00</u>

³ Per current Receiver policies and procedures, these accumulated amounts are recorded directly against estate equity as opposed to a liability account.

Healthplans of America, Inc.
Interest Earnings Projection - Pooled Cash
Projected for March 2013 Distribution

Interest accrued for February 2013

Beginning cash balance at 2/01/2013	4,628,930.04
Ending cash balance at 2/28/2013	4,616,480.04
Average cash balance for February 2013	4,622,705.04
Assumed SPIA interest rate (Annualized)	2.00%
Subtotal (Annualized)	92,454.10
Accrual for February 2013 (Rounded)	\$ 8,000.00

Interest accrued for March 2013

Beginning cash balance at 3/01/2013	4,616,480.04
Ending cash balance at 3/31/2013	35,350.00
Average cash balance for March 2013	2,325,915.02
Assumed SPIA interest rate (Annualized)	2.00%
Subtotal (Annualized)	46,518.30
Accrual for March 2013 (Rounded)	\$ 4,000.00

Interest accrued for April 2013

Beginning cash balance at 4/01/2013	35,350.00
Ending cash balance at 4/30/2013	26,900.00
Average cash balance for April 2013	31,125.00
Assumed SPIA interest rate (Annualized)	2.00%
Subtotal (Annualized)	622.50
Accrual for April 2013 (Rounded)	\$ -

Interest accrued for May 2013

Beginning cash balance at 5/01/2013	26,900.00
Ending cash balance at 5/31/2013	14,450.00
Average cash balance for May 2013	20,675.00
Assumed SPIA interest rate (Annualized)	2.00%
Subtotal (Annualized)	413.50
Accrual for May 2013 (Rounded)	\$ -

Interest accrued for June 2013

Healthplans of America, Inc.
Receiver Discharge Expenses
Projected for March 2013 Distribution

Discharge Expenses (Projected for Post 06/30/13)

Records Storage, Records Destruction, Labor,
2012 thru 2013 Tax Return Preparation

Total

\$	10,000.00
\$	10,000.00

Healthplans of America, Inc.
Analysis of HMOCAP Claim/Distribution Percentage
Calculated for a March 2013 Distribution

- I. The following Paragraphs from the court order Dated 11/7/03 Approving Petition for Instructions Regarding HMOCAP Claims apply for this analysis. (Case No. 97-2829 in the 2nd Circuit for Leon County)

(G) In the event that the Receiver is able to make distributions to Class 6 or lower priorities, all post liquidation premiums received by the HMOCAP shall be used to offset the HMOCAP Claims in those classes.

(H) The HMOCAP shall not receive additional funds from the Receiver beyond those identified in sub-paragraph F until all other claimants in that class have received an equal percentage distribution. For example, if the HMOCAP collected 50% of its claims payments, the HMOCAP would not share in the Class 6 distribution until other Class 6 creditors receive a distribution amounting to 50% of their allowed claims. Thereafter, the HMOCAP would be treated equally with all other Class 6 claimants.

- II. There have been no previous distributions.

- III. There is post liquidation premium received by the HMOCAP in the amount of \$216,405.86

- IV. Pursuant to paragraphs G and H this results in the HMOCAP effectively receiving a 21.6754% distribution of their Class 6 claim calculated as follows:

Post Liquidation Premium Received by HMOCAP (per 12/31/12 report)	<u>\$216,405.86</u>	= 21.6754%
HMOCAP Allowed Class 6 Claim	\$998,392.44	

- V. There is \$782,841.16 in Advances to Guaranty Associations that would be applied to the HMOCAP's Class 6 claim. This gives the HMOCAP an effective additional distribution of %, calculated as follows:

Remaining Advances to G.A. Applied to HMOCAP Class 6 Claim	<u>\$782,841.16</u>	= 78.4102%
HMOCAP Allowed Class 6 Claim	\$998,392.44	

- VI. The total effective percentage distributed to the HMOCAP Class 6 claim is 21.6754% + 78.4102% = 100.0856%

- VII. To receive an equal percentage pursuant to paragraph H Class 6 - Other would receive \$5,378,890.05, as follows:

Class 6 - Other claim \$24,815,643.77 X 100.0856% = \$24,836,885.96

- VIII. There are sufficient funds remaining in this estate to make a distribution of 17.5719% to Class 6 - Other. An additional distribution of 82.5137% will have to be made to Class 6 - Other to bring it to the same % level as Class 6 - HMOCAP.



Division of Rehabilitation and Liquidation
www.floridainsurancereceiver.org

DEPARTMENT OF FINANCIAL SERVICES

For DFS purposes only;

Adjuster

Date

Supervisor

Date

Assignment of Claim Request Change Form

Company in Liquidation:	Claim #:
Policy #:	Receiver's ID#/Suffix:

Claimant name (you or your firm's name) and address currently on file with Receiver:

Claimant Name:		
Address:		
City:	State:	Zip:

By submitting this form, you or your firm are requesting that the Receiver's records for your claim be permanently changed to show that the person/entity entered below is the new owner of the title, interest and rights to your claim, including any future mailings and distributions if they occur. **Please note that no alterations can be made to the wording on this form and no part of the form can be obscured or redacted.**

New Owner Name:		
Address:		
City:	State:	Zip:
Phone #:		

With your signature, you acknowledge that it is your intent to sell your claim and that the purchase price of the claim may differ from the amount ultimately distributed in the Receivership proceeding with respect to the claim, and that such amount may not be absolutely determined until the conclusion of the Receivership proceeding. You further acknowledge and represent that you or your firm has adequate information concerning the business and financial condition of the estate of the claim and the status of the Receivership proceeding to make an informed decision regarding the sale of the claim and that you or your firm has independently made an analysis and decision to enter into the assignment.

Please have your signature notarized below and return this form along with the supporting documentation as outlined in the instructions to: The Department of Financial Services, Division of Rehabilitation and Liquidation, Attention: Claims Dept – Assignment of Claim, 2020 Capital Circle SE Suite 310, Tallahassee, FL 32301.

_____ Claimant Signature	_____ Date	_____ Relationship to Claimant
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I swear or affirm that I am the claimant referenced in the claimant name and address section of this form and/or am authorized to sign this form on the claimant's behalf. I further swear under penalty of law that all information contained on this form as well as all attachments are true and correct to the best of my knowledge.

State of _____
County of _____

Sworn to and subscribed to me by _____ on
this ____ day of _____, 20____.

Notary Signature _____

Assignment of Claim Instructions

Support documents, as specified below, must accompany your request. The Receiver reserves the right to validate any change request received and may request additional information from you. Please contact us if you have questions by clicking on the "Contact Us Form" in the website's www.myfloridacfo.com/receiver navigation pane or you may call Consumer Services at 800-882-3054.

Assignments of claim will not be accepted after the distribution petition has been filed with the Court.

Please comply with the following when submitting your request:

- Properly executed Assignment of Claim Change Request Form
- Properly executed Claim Assignment Agreement
- Both the form and the agreement must be signed and notarized with no information obscured, altered or redacted
- If the claimant on file with the Receiver is not an individual, the change forms should be signed by an individual with the authority to sign on behalf of the company/corporation/doctor's office etc. If the individual is not a listed officer on the Secretary of State filing, supporting documentation confirming the person is authorized to act on the claimant's behalf must be submitted.
- If the claimant name and/or address on file with the Receiver differs from their current name and address, please see www.myfloridacfo.com/receiver for forms and instructions and submit this additional information with your request.