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

State of Florida, ex rel., the Department of Financial Services of the State of Florida,

Relator,

v. CASE NO: 2013-CA-000358

Universal Health Care Insurance Company, Inc.,

Respondent,

State of Florida, ex rel., the Department of Financial Services of the State of Florida,

Relator,

v.

CASE NO: 2013-CA-000375

Universal Health Care, Inc.,

Respondent

_____/

ORDER ON DEPARTMENT OF FINANCIAL SERVICES' MOTION FOR ENTRY OF ORDER FINDING UNIVERSAL HEALTH CARE, INC. AND UNIVERSAL HEALTH CARE INSURANCE COMPANY, INC. IN VIOLATION OF AMENDED ORDERS TO SHOW CAUSE, FOR ORDER OF LIQUIDATION, AND OTHER RELATED RELIEF

This matter came before the Court on March 13, 2013 on the Motion of the Department of Financial Services (Department) for Entry of an Order Finding Universal Health Care, Inc. and Universal Health Care Insurance Company, Inc. (Respondents) in Violation of the Amended Orders to Show Cause, for Order of Liquidation, and Other Related Relief (Department's motion). The Court has reviewed the motion and the response thereto filed on behalf of Respondents, and having heard argument of counsel

and the stipulation of the parties announced in open court at the conclusion of the hearing, and being otherwise fully informed in the premises, hereby makes the following findings:

1. The Amended Orders to show cause in these consolidated actions were entered on February 18, 2013 and served on Respondents on February 26, 2013.

2. Respondents' responses to the Amended Orders to Show Cause were due on or before March 6, 2013.

3. Respondents have violated the Amended Orders to Show Cause by failing to file any responses thereto. The Response to the Department's motion submitted on behalf of Respondents on March 12, 2013 does not constitute a response to the Amended Orders to Show Cause.

4. Universal Health Care Group, Inc. (UHCG), Respondents' parent corporation, filed for bankruptcy protection in the United States Bankruptcy Court for the Middle District of Florida on February 6, 2013.

5. At a February 26, 2013 auction held under the authority of the Bankruptcy Court, CarePoint Insurance Company (CarePoint), a Delaware corporation, was deemed to be the highest and best bidder to buy 100% of the stock of Respondents, as well as two other subsidiaries of UHCG. A sale hearing was held by the Bankruptcy Court on February 27, 2013, and an order authorizing and directing, subject to regulatory approval, the sale to Citrus Universal Healthcare, Inc. (Citrus), a Florida corporation, as the designated assignee of CarePoint, was entered by the Bankruptcy Court on March 11, 2013.

6. By stipulation of the parties, Universal Health Care, Inc. and Universal Health Care Insurance Company are insolvent as defined by Section 631.011(14), Florida Statutes, and the Court therefore finds that Respondents are in fact insolvent.

Based on the above findings and the agreement of the parties, it is hereby

ORDERED AND ADJUDGED as follows:

1. Respondents shall have until 9:00 am on March 21, 2013 to meet all statutory capital and surplus requirements of Florida law, to the satisfaction of the Florida Office of Insurance Regulation (OIR).

2. Citrus, or any other entity or individual wishing to purchase Respondents, or either of them, must: 1) submit a full and complete "Form A" to the satisfaction of OIR for each such Respondent; and 2) meet all statutory capital and surplus requirements of Florida law to OIR's satisfaction. based upon each such Respondent's January 31, 2013 financial statements, by 9:00 am on March 21, 2013.

3. If the conditions set forth in paragraph 1 or paragraph 2 immediately above have not been fully complied with by 9:00 am on March 21, 2013, this Court will sign an Order Appointing the Department as Receiver of Respondents for Purposes of Liquidation, with an effective liquidation date of April 1, 2013. The entry of such an order shall not prevent any party from submitting a rehabilitation plan satisfactory to the Department prior to Respondents being liquidated effective April 1. 2013.

Signed in chambers this 18 day of March, 2013.

CHARLES A. FRANCIS
CIRCUIT JUDGE

Copies to:

Timothy L. Newhall, Esq.
Department of Financial Services
Division of Liquidation and Rehabilitation
2020 Capital Circle S.E., Suite 310
Tallahassee, FL 32301
Tim.Newhall@myfloridacfo.com

Sandy Fay, Esq.
Colodny, Fass, Talenfeld, Karlinsky, Abate & Webb
100 Southeast 3rd Avenue, 23rd Floor
Fort Lauderdale, FL 33394
sfay@cftlaw.com

Tina E. Dunsford, Esq.
GrayRobinson, P.A.
401 East Jackson Street, Suite 2700
Tampa, Florida 33602