

STATE OF SOUTH CAROLINA) IN THE COURT OF COMMON PLEAS
) FIFTH JUDICIAL CIRCUIT
 COUNTY OF RICHLAND)

Scott H. Richardson, Director of the South) Civil Action No. 2010-CP-40-7093
 Carolina Department of Insurance,)
)

Petitioner)

ORDER

vs.)

Guardian Healthcare, Inc.)

Respondent)

FILED
 2010 NOV -2 AM 9:36
 JEANETTE H. MCBRIDE
 C.C.P. & G.S.

THIS MATTER is before the Court pursuant to the Order of this Court in this matter filed October 28, 2010. Specifically, that Order approved the Amended Plan of Rehabilitation filed by the Rehabilitator in this matter, subject to certain conditions.

By Consent Order filed October 12, 2010 (the "Consent Order"), Guardian Healthcare, Inc. ("Guardian") was placed in rehabilitation pursuant to the Insurers' Rehabilitation and Liquidation Act, S.C. Code Ann. §§ 38-27-10 *et. seq.* (2002), and Petitioner was appointed Rehabilitator of Guardian. On October 22, 2010, Petitioner filed a Plan of Rehabilitation, and on October 28, 2010 Petitioner filed an Amended Plan of Rehabilitation (the "Plan"). This Court's Order of October 28, 2010 conditionally approved the Plan.

This Court has been informed that

- No objection to the Plan has been received by the Rehabilitator through 5:00 P.M., November 1, 2010
- The Rehabilitator conducted two (2) public meetings and three (3) conference calls to provide information about Guardian and the Plan
- Notices of such public meetings were sent by email, U.S. Mail, and/or fax to all of Guardian's creditors as shown in Guardian's records
- Notices of such public meetings were also published in newspapers of general circulation in the state, i.e., The State, the Charleston Post and Courier, the Greenville News, the Charlotte Observer, and the Sun-News
- The South Carolina Department of Insurance (the "DOI") posted on its website the original Plan of Rehabilitation, the Plan and the documents attached hereto

- The DOI established a procedure to route to a designated employee all in-coming calls relating to Guardian
- The DOI established a procedure to monitor its email site to identify and respond to any communications relating to Guardian.

This Court has also been informed that Sterling Life Insurance Company (“Sterling”) and the Rehabilitator are each ready, willing, and able to proceed with their respective duties under the Plan (including documents incorporated into the Plan); and that CMS has approved the transaction between the Rehabilitator and Sterling described in the Plan.

NOW THEREFORE, IT IS ORDERED AND DECREED AS FOLLOWS:

1. This Court has jurisdiction of this matter pursuant to section 6 of this Court’s Order dated October 28, 2010.

2. This Court concludes that the Rehabilitator has given reasonable notice of the Plan to all potential claimants of Guardian, and that the Rehabilitator’s efforts to provide notice to all potential claimants of Guardian satisfy, at least, the minimum requirements for due process.

3. With no objection having been received within the notice period required in both the Consent Order and the Order of October 28, 2010, that latter Order has become final.

4. In all other respects, the Order of October 28, 2010 remains in full force and effect.

5. The Court shall retain exclusive jurisdiction over this matter for all purposes necessary to effectuate and enforce this Order. The Rehabilitator may at any time make further application for any such further relief, including without limitation, restraining orders, preliminary or permanent injunctions, and other orders as he may deem necessary.

AND IT IS SO ORDERED.



G. Thomas Cooper, Jr.
Presiding Judge

November 15th, 2010