

NO. D-I-GV-09-00904

STATE OF TEXAS

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IN THE DISTRICT COURT

v.

345TH JUDICIAL DISTRICT

TEXAS MEMORIAL LIFE INSURANCE
COMPANY,
MEMORIAL ADMINISTRATORS, LLC
D/B/A TEXAS MEMORIAL
ADMINISTRATORS, LLC, and
TME HOLDINGS, INC.

OF TRAVIS COUNTY, TEXAS

**FINAL ACCOUNTING AND APPLICATION TO TERMINATE
TEXAS MEMORIAL LIFE INSURANCE COMPANY, MEMORIAL
ADMINISTRATORS, LLC D/B/A TEXAS MEMORIAL ADMINISTRATORS, LLC AND
TME HOLDINGS, INC. PROCEEDING
AND DISCHARGE RECEIVER AND SPECIAL DEPUTY RECEIVER**

TO THE HONORABLE JUDGE OF SAID COURT:

Jack M. Webb & Associates, Inc., Special Deputy Receiver of Texas Memorial Life Insurance Company, Memorial Administrators, LLC d/b/a Texas Memorial Administrators, LLC and TME Holdings, Inc. (the “SDR” and “TML”, “TMA” and “TME”, respectively) files this *Final Accounting and Application to Terminate Texas Memorial Life Insurance Company, Memorial Administrators, LLC d/b/a, Texas Memorial Administrators, LLC and TME Enterprises, Inc. Proceeding and Discharge Receiver and Special Deputy Receiver* (the “Application”).

I. INTRODUCTION

1.1 The SDR has completed the distribution of TML’s assets and hereby submits its final accounting. There were no assets to distribute from the estates of TMA or TME. The SDR requests that the Court terminate this receivership proceeding, and discharge Eleanor Kitzman, the Commissioner of Insurance of the State of Texas (“Commissioner”), as Receiver of TML,

TMA and TME, and Jack M. Webb & Associates, Inc., Inc. as the SDR of TML, TMA and TME.

II. AUTHORITY

2.1 The SDR files this Application pursuant to TEX. INS. CODE § 443.352, which provides for the termination of the receivership proceeding. The SDR is authorized to file this Application under TEX. INS. CODE § 443.154 (a). Unless otherwise indicated, all statutory references herein are to the Texas Insurance Code.

2.2 The subject matter of the Application has been referred to the Special Master appointed in this proceeding in accordance with Paragraph II of the *Order of Reference to Master* entered on June 11, 2009.

III. DISTRIBUTION

3.1 On September 17, 2012, this Court approved an *Order Approving First Amended Final Report and Application to Make Final Distribution* in this receivership proceeding (the “Distribution Order”). The Distribution Order required the SDR to make a distribution of the assets from the TML receivership, and file a final accounting thereof.

3.2 The SDR distributed the TML estate’s assets in accordance with the Distribution Order, a copy of which attached hereto Exhibit 1 and is incorporated by reference. There were no assets to distribute from the TMA and TME estates.

IV. RECORDS

4.1 The Distribution Order authorized the SDR to dispose of certain records, to convey title of certain records to the Texas Life and Health Insurance Guaranty Association (“TLHIGA”) and to transfer the remaining records to the Commissioner. The order further authorized the Commissioner, the TLHIGA and their agents and assigns to retain or dispose of

such records at their discretion. The SDR has transferred or disposed of the records in the manner described in the Distribution Order.

V. FEDERAL INCOME TAX RETURNS

5.1 The SDR has filed all income tax returns with the Internal Revenue Service through and including the final tax return for 2012. No taxes are owed to the Internal Revenue Service.

VI. FINAL FINANCIAL STATEMENTS

6.1 Attached hereto are the following final financial statements, which are incorporated by reference:

- a) Statements of Net Assets and Statements of Net Liabilities for TML (Exhibits 2A and 2B), for TMA (Exhibits 2C and 2D), and TME (Exhibits 2E and 2F); and
- b) Sources and Uses of Cash for TML, TMA and TME (Exhibits 3A, 3B and 3C, respectively).

VII. ASSIGNMENT

7.1 The Distribution Order authorized the SDR to assign to the TLHIGA certain judgments and accounts receivable and assign to the Commissioner any remaining unknown or non-cash assets of TML, TMA and TME. Attached hereto as Exhibits 4A, 4B and 5, respectively, are the executed Assignment of TML assets to the TLHIGA, and the executed Assignment transferring ownership of the remaining assets of TML, TMA and TME to the Commissioner.

VIII. DISCHARGE OF RECEIVER AND SDR

8.1 The SDR requests that this Court issue its final order terminating the TML, TMA and TME receivership proceeding, discharging the Commissioner as Receiver of TML, TMA

and TME, and discharging Jack M. Webb & Associates, Inc. as the SDR of TML, TMA and TME.

IX. OFFER OF PROOF

9.1 Jack M. Webb & Associates, Inc., Special Deputy Receiver of TML, TMA and TME, submits the attached certification and affidavit pursuant to §443.017 (b) verifying the statements in this Application and authenticating the attached exhibits.

X. NOTICE OF APPLICATION

10.1 This Application has been served on the service list for this proceeding in accordance with TEX. INS. CODE § 443.007(d) in the manner shown on the Certificate of Service, and has been posted on the SDR's website at *www.TexasReceiver.com*.

10.2 Pursuant to the *Order Granting Special Deputy Receiver's Application to Require Electronic Service of Pleadings and Notices* entered on July 22, 2009, all pleadings filed in response to this Application or in regards to this proceeding shall be served by email on the undersigned counsel and all parties shown in the attached Certificate of Service.

PRAYER

WHEREFORE, PREMISES CONSIDERED, the SDR respectfully prays that this Court grant this Application and enter an order:

1. Accepting the SDR's final financial statements;
2. Approving in all respects this *Final Accounting and Application to Terminate Texas Memorial Life Insurance Company, Memorial Administrators, LLC, d/b/a Texas Memorial Administrators and Texas Memorial Enterprises, Inc. Proceeding and Discharge Receiver and Special Deputy Receiver*;

3. Discharging the Commissioner as Receiver of TML, TMA and TME, and Jack M. Webb & Associates, Inc. as the Special Deputy Receiver of TML, TMA and TME;
4. Terminating this receivership proceeding; and
5. Granting the Receiver and the Special Deputy Receiver such other and further relief to which they may be justly entitled.

RESPECTFULLY SUBMITTED,

By: /s/Christopher Fuller

Christopher Fuller

Texas Bar No. 07515500

4612 Ridge Oak Drive

Austin, Texas 78731

Tel. (512) 470-9544

cfuller@fullerlaw.org

Attorney for Jack M. Webb & Associates, Inc.,
Special Deputy Receiver of Memorial
Administrators, LLC, d/b/a Texas Memorial
Administrators and TME Holdings, Inc.

CERTIFICATE OF SERVICE

I certify that on November 12, 2012, a true and correct copy of this Application was served pursuant to the Order of Reference, the Court's order on e-service, the Texas Rules of Civil Procedure and TEX. INS. CODE ANN. SEC. 443.007(d) on the following by electronic mail, except as specifically noted.

/s/Christopher Fuller

Christopher Fuller

<p><i>Via Email:</i> Jean.Sustaita@tdi.state.tx.us Jean Sustaita Texas Department of Insurance 582 Liquidation Oversight PO Box 149104 Austin, Tx 78714-9104</p>	<p><i>Via Email:</i> Tanikqua.Young@tdi.state.tx.us Tanikqua.Young Texas Department of Insurance PO Box 149104 Austin, Texas 78714-9104</p>
<p><i>Via Email:</i> Rachel.Giani@tdi.state.tx.us Rachel Giani Texas Department of Insurance Financial Counsel/Legal Services - 821 PO Box 149104 Austin, TX 78714-9104</p>	<p><i>Via Email:</i> Kathy.Gartner@tdi.state.tx.us Kathy Gartner Texas Department of Insurance 582 - Rehabilitation & Liquidation Oversight 305-1C PO Box 149104 Austin, TX 78714-9104</p>
<p><i>Via Email:</i> jrixen@rixenlaw.com Jackie Rixen The Law Office of Jacqueline Rixen 8500 N. Mopac, Suite 605 Austin, TX 78759 Counsel to TLHIGA</p>	<p><i>Via Email:</i> jennifer.jackson@oag.state.tx.us Jennifer Jackson Ass't. Attorney General PO Box 12548 Austin, TX 78711-2548</p>
<p><i>Via Email:</i> SNewberg@banking.state.tx.us Stephanie Newberg Texas Department of Banking</p>	<p><i>Via Email:</i> froan@winstead.com Forrest Roan Winstead PC 401 Congress Avenue, Ste. 2100 Austin, TX 78701</p>
<p><i>Via Email:</i> mrudloff@bnbank.com Michael Rudloff Senior Vice President Brenham National Bank PO Box 2568 Brenham, TX 77834-2568</p>	<p><i>Via Email:</i> ajwelton@moment.net Amy Jeanne Welton First American Life Insurance Company P.O. Box 1644 Dripping Springs, TX 78620-1644</p>
<p><i>Via Email:</i> abanda@rentealaw.com Ana Banda Legal Assistant Rentea & Associates 1002 Rio Grande St. Austin, TX 78701</p>	<p><i>Via Email:</i> bobl@jackwebb.com Robert Loiseau Jack M. Webb & Associates, Inc. 110 Cypress Station Dr. Ste 160 Houston, TX 77090</p>

APPLICANT'S NOTICE OF SUBMISSION

Pursuant to the terms of the Order of Reference to Master entered by the District Court in this cause, the SDR's *Final Report and Application to Make Final Distribution* (the "Application") is hereby set for written submission before the Special Master, Tom Collins, on December 3, 2012.

The Special Master has asked that the following rules be provided you:

1. Any objection must be filed with the Travis County District Clerk at least three (3) calendar days before the submission date.
2. A copy of any objection shall be served **by e-mail** by such date on:
 - (a) The Special Master's Docket Clerk, Ms. Jean Sustaita at Jean.Sustaita@tdi.state.tx.us;
 - (b) The undersigned counsel, Christopher Fuller, at cfuller@fullerlaw.org; and
 - (c) All interested parties, including those listed on the Applicant's Certificate of Service.
3. The written objection must specifically list all reasons for objection with supporting references to and discussion of statutory and case authorities. Reasons not stated in writing will not be considered orally.
4. If a matter is set for submission, an objecting party shall expeditiously coordinate with Applicant's counsel and the Master's Docket Clerk [(512) 463-6450] to obtain an oral hearing, unless the Master determines that an oral hearing is not necessary. The objecting party shall serve a Notice of Oral Hearing on Applicant's counsel and all interested parties, including those listed on the Applicant's Certificate of Service.
5. Failure to file timely a written objection before the Special Master constitutes a waiver of the right to object to the Special Master's recommendation to the District Court.
6. Any Acknowledgment of Notice and Waiver to be filed by the Guaranty Association or other interested party should be filed at least three (3) calendar days before the submission or hearing date.

/s/Christopher Fuller

Christopher Fuller

SEP 17 2012

At 5:00 PM.
Amalia Rodriguez-Mendoza, Clerk

Exhibit 1

NO. D-I-GV-09-00904

STATE OF TEXAS

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IN THE DISTRICT COURT

v.

345TH JUDICIAL DISTRICT

TEXAS MEMORIAL LIFE INSURANCE
COMPANY,
MEMORIAL ADMINISTRATORS, LLC
D/B/A TEXAS MEMORIAL
ADMINISTRATORS, LLC, and
TME HOLDINGS, INC.

OF TRAVIS COUNTY, TEXAS

**ORDER APPROVING SPECIAL DEPUTY RECEIVER'S FIRST AMENDED FINAL
REPORT AND
APPLICATION TO MAKE FINAL DISTRIBUTION**

On this day the Court heard the First Amended Final Report and Application to Make Final Distribution (the "Application") filed by Jack M. Webb & Associates, Inc., Special Deputy Receiver of Texas Memorial Life Insurance Company, Memorial Administrators, LLC d/b/a Texas Memorial Administrators, LLC and TME Holdings, Inc. (the "SDR", and "Texas Memorial", "Memorial Administrators" and "TME Holdings", respectively). The SDR appeared by and through its counsel. Having considered the Application, and the recommendation of the Special Master appointed in this proceeding ("the Master"), the Court finds as follows:

1. The *Order of Reference to Master* ("Order of Reference") entered by this Court on June 11, 2009 provides that the Application is referred to the Master;
2. The Application was submitted to the Master in accordance with the Order of Reference;
3. Notice of the Application was provided in accordance with TEX. INS. CODE §443.007 (d) and the Order of Reference;

4. No objections were filed to the Application, and the Texas Life and Health Insurance Guaranty Association ("TLHIGA") filed its Acknowledgment and Waiver to the Application;

5. The Master has issued a recommendation that the Application should be granted pursuant to Rule 171 of the Texas Rules of Civil Procedure;

6. The Court has jurisdiction over the Application and the parties in interest; and

7. The Application should be GRANTED in all respects.

It is therefore ORDERED, ADJUDGED and DECREED as follows

1. The Application is GRANTED in all respects.

2. The exhibits to the Application are approved.

3. The reserve for the estimated expenses to administer this proceeding through its termination, as set forth in Exhibit 7 to the Application, is approved.

4. The SDR shall file a final report of expenses with its final accounting. No further interim reports of expenses are required pursuant to TEX. INS. CODE § 443.015 (g).

5. The SDR's Release Agreement with the United States, Exhibit 6, is approved.

6. The SDR shall distribute the non-reserved cash assets of the receivership in accordance with TEX. INS. CODE § 443.302 as described in the Application.

7. The assignment of certain non-cash assets of Texas Memorial to TLHIGA is approved, and the SDR is authorized to execute an assignment in a form substantially similar to Exhibit 8.

8. The assignment to the Commissioner of Insurance of unknown assets of Texas Memorial is approved, and the SDR is authorized to execute an assignment in a form substantially similar to Exhibit 9. Pursuant to TEX. INS. CODE § 443.352, if any amounts are

realized from the assignment that cannot be economically distributed, such funds will be treated in the same manner as funds that have been abandoned under TEX. INS. CODE § 443.304 (b).

9. The SDR is authorized to transfer to TLHIGA title to Texas Memorial's records in its possession. TLHIGA is authorized to retain or dispose of such records at its discretion.

10. The Prepaid Funeral Benefits Contract Permit issued to Memorial Administrators, LLC d/b/a Texas Memorial Administrators by the Texas department of Banking is hereby canceled.

11. The SDR is authorized to dispose of the records listed in Exhibit 10 to the Application in the manner described therein.

12. The SDR is authorized to transfer to the Commissioner all remaining records of Texas Memorial in its possession that may be required after the termination of this proceeding pursuant to TEX. INS. CODE § 443.354 (b), and the reserve for the estimated expenses to maintain such records is approved. The Commissioner is authorized to maintain or dispose of such records at her discretion.

13. The SDR's proposed notice, Exhibit 11, is approved and the Court finds that such notice is proper.

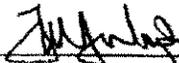
14. The SDR is authorized to execute and file final tax return for Texas Memorial, Memorial Administrators and TME Holdings, Inc. and any other tax forms as may be necessary.

15. The SDR is authorized to file a final expense report with the final accounting.

16. The SDR is authorized to take any action necessary to implement this Order.

17. This Order constitutes a final judgment fully resolving all issues relating to the Application.

SIGNED this 17TH day of SEPTEMBER, 2012.



JUDGE PRESIDING
TIM SUGAR

PROPER NOTICE GIVEN
ACKNOWLEDGMENT OF NOTICE AND WAIVER
OF OBJECTION PRESENTED
SUBMITTED
RECOMMENDED TH
SIGNED ON 10 DAY OF Sept., 2012


TOM COLLINS, RECEIVERSHIP SPECIAL MASTER

R-548

Texas Memorial Life Insurance Company
Statement of Net Assets

For the Period Ending
10/09/12

EXHIBIT 2 A

Line		10/09/12
Cash		
1	Cash	
	Cash - Unrestricted	0
	APF Funds (Loan proceeds)	
Investments		
2	Short-Term Investments	
3	Bonds	
4	Stocks - Preferred & Common	
5	Investments in Subsidiaries, Controlled or Affiliated Entities	
6	Mortgage Loans	
7	Real Estate	
8	Policy Loans	
9	Other Invested Assets	
	Detail Item if any	
	Detail Item if any	
Restricted Assets		
10	Statutory Deposits	
11	Funds held by or deposited with Reinsured Companies	
12	Restricted - Other	
	Detail Item if any	
	Detail Item if any	
Reinsurance Receivable		
13	Reinsurance Recoverables on Paid Losses & LAE (net of allowance)	0
14	Reinsurance Recoverables on Unpaid Losses & LAE (net of allowance)	
15	Reinsurance Recoverables on UEP & Contingent Commissions	
Other Receivables		
16	Salvage & Subrogation Recoveries	
17	Premiums Due from Agents & Policyholders (net of allowance)	0
18	Receivable from Parents, Subsidiaries & Affiliates	
19	Receivable from Guaranty Associations - Early Access Payments	0
20	Other Receivables	
	Judgements	0
	Detail Item if any	
Other Assets		
21	FF&E	
22	Other Assets	
	Detail Item if any	
	Detail Item if any	
	Total Assets	0

R-548

Texas Memorial Life Insurance Company
Statement of Net Liabilities

For Period Ending
10/09/12

EXHIBIT 2 B

Line

10/09/12

1	Secured Claims	
2	APF Loan	
3	Special Deposit Claims	
Administrative Claims - Class 1		
4	Administrative Claims - State/Receiver	
	Special Deputy Receiver, Subcontractors Fees & Expenses	
	Liquidation Oversight	
	Special Master's Fees	
5	Administrative Claims - Guaranty Assns	0
	Administrative Expense Paid	
	Administrative Expense Reserves	
6	LAE - Guaranty Assns	
	LAE Paid	
	LAE Reserves	
Policy Claims - Class 2		
7	Loss Claims - Guaranty Assns	778,954
	Loss Claims Paid	
	Loss Claims Reserves	
8	Loss Claims - Other	
	Other Loss Claims Paid	
	Other Loss Claims Reserves	
9	LAE - Other	
10	Unearned & Advance Premium Claims - GA	
11	Unearned & Advance Premium Claims - Other	
Other Liabilities		
12	Class 3 Claims	
13	Class 4 Claims	
14	Class 5 General Unsecured Creditor Claims	1,004
15	Class 5 Reinsurance Related Unsecured Claims	0
16	Class 6 Claims	
17	Class 7 Claims	
18	Class 8 Claims	
19	Class 9 Claims	
20	Class 10 Interest	
21	Class 11 Claims	
22	Other Liabilities	
	Detail Item if any	
	Detail Item if any	
	Total Liabilities	779,958
23	Total Equity/(Deficit) Excess (Deficiency) of Assets over Liabilities	(779,958)
	Total Liabilities & Equity	(0)

R-549

Texas Memorial Administrators, LLC
Statement of Net Assets

For the Period Ending
10/09/12

EXHIBIT 2 C

Line		10/09/12
Cash		
1	Cash	
	Cash - Unrestricted	0
	APF Funds (Loan proceeds)	
Investments		
2	Short-Term Investments	
3	Bonds	
4	Stocks - Preferred & Common	
5	Investments in Subsidiaries, Controlled or Affiliated Entities	
6	Mortgage Loans	
7	Real Estate	
8	Policy Loans	
9	Other Invested Assets	
	Detail Item if any	
	Detail Item if any	
Restricted Assets		
10	Statutory Deposits	
11	Funds held by or deposited with Reinsured Companies	
12	Restricted - Other	
	Detail Item if any	
	Detail Item if any	
Reinsurance Receivable		
13	Reinsurance Recoverables on Paid Losses & LAE (net of allowance)	
14	Reinsurance Recoverables on Unpaid Losses & LAE (net of allowance)	
15	Reinsurance Recoverables on UEP & Contingent Commissions	
Other Receivables		
16	Salvage & Subrogation Recoveries	
17	Premiums Due from Agents & Policyholders	
18	Receivable from Parents, Subsidiaries & Affiliates	
19	Receivable from Guaranty Associations - Early Access Payments	
20	Other Receivables	
	Detail Item if any	
	Detail Item if any	
Other Assets		
21	FF&E	
22	Other Assets	
	LTJ Management-Payroll Amounts	
	TAMG LLC	
	Funeral Homes Claim Advances	
	Total Assets	0

R-549

Texas Memorial Administrators, LLC
Statement of Net Liabilities

For Period Ending
10/09/12

EXHIBIT 2 D

Line

10/09/12

1	Secured Claims	
2	APF Loan	
3	Special Deposit Claims	
Administrative Claims - Class 1		
4	Administrative Claims - State/Receiver	
	Special Deputy Receiver, Subcontractors Fees & Expenses	
	Liquidation Oversight	
	Special Master's Fees	
5	Administrative Claims - Guaranty Assns	
	Administrative Expense Paid	
	Administrative Expense Reserves	
6	LAE - Guaranty Assns	
	LAE Paid	
	LAE Reserves	
Policy Claims - Class 2		
7	Loss Claims - Guaranty Assns	
	Loss Claims Paid	
	Loss Claims Reserves	
8	Loss Claims - Other	
	Other Loss Claims Paid	
	Other Loss Claims Reserves	
9	LAE - Other	
10	Unearned & Advance Premium Claims - GA	
11	Unearned & Advance Premium Claims - Other	
Other Liabilities		
12	Class 3 Claims	
13	Class 4 Claims	
14	Class 5 General Unsecured Creditor Claims	180,267
15	Class 5 Reinsurance Related Unsecured Claims	
16	Class 6 Claims	
17	Class 7 Claims	
18	Class 8 Claims	
19	Class 9 Claims	
20	Class 10 Interest	
21	Class 11 Claims	
22	Other Liabilities	
	<i>Detail Item if any</i>	
	<i>Detail Item if any</i>	
	Total Liabilities	180,267
23	Total Equity/(Deficit) Excess (Deficiency) of Assets over Liabilities	(180,267)
	Total Liabilities & Equity	0

R-550

**TME Holdings, Inc.
Statement of Net Assets**

**For the Period Ending
10/09/12**

EXHIBIT 2 E

Line	10/09/12
Cash	
1	Cash
	Cash - Unrestricted
	APF Funds (Loan proceeds)
Investments	
2	Short-Term Investments
3	Bonds
4	Stocks - Preferred & Common
5	Investments in Subsidiaries, Controlled or Affiliated Entities (net of allowance)
6	Mortgage Loans
7	Real Estate
8	Policy Loans
9	Other Invested Assets
	Detail Item if any
	Detail Item if any
Restricted Assets	
10	Statutory Deposits
11	Funds held by or deposited with Reinsured Companies
12	Restricted - Other
	Detail Item if any
	Detail Item if any
Reinsurance Receivable	
13	Reinsurance Recoverables on Paid Losses & LAE (net of allowance)
14	Reinsurance Recoverables on Unpaid Losses & LAE (net of allowance)
15	Reinsurance Recoverables on UEP & Contingent Commissions
Other Receivables	
16	Salvage & Subrogation Recoveries
17	Premiums Due from Agents & Policyholders
18	Receivable from Parents, Subsidiaries & Affiliates
19	Receivable from Guaranty Associations - Early Access Payments
20	Other Receivables
	Detail Item if any
	Detail Item if any
Other Assets	
21	FF&E
22	Other Assets
	Detail Item if any
	Detail Item if any
	Total Assets
	0

R-550

TME Holdings, Inc.
Statement of Net Liabilities

For Period Ending
10/09/12

EXHIBIT 2 F

Line

10/09/12

1	Secured Claims	
2	APF Loan	
3	Special Deposit Claims	
Administrative Claims - Class 1		
4	Administrative Claims - State/Receiver	
	Special Deputy Receiver, Subcontractors Fees & Expenses	
	Liquidation Oversight	
	Special Master's Fees	
5	Administrative Claims - Guaranty Assns	
	Administrative Expense Paid	
	Administrative Expense Reserves	
6	LAE - Guaranty Assns	
	LAE Paid	
	LAE Reserves	
Policy Claims - Class 2		
7	Loss Claims - Guaranty Assns	
	Loss Claims Paid	
	Loss Claims Reserves	
8	Loss Claims - Other	
	Other Loss Claims Paid	
	Other Loss Claims Reserves	
9	LAE - Other	
10	Unearned & Advance Premium Claims - GA	
11	Unearned & Advance Premium Claims - Other	
Other Liabilities		
12	Class 3 Claims	
13	Class 4 Claims	
14	Class 5 General Unsecured Creditor Claims	
15	Class 5 Reinsurance Related Unsecured Claims	
16	Class 6 Claims	
17	Class 7 Claims	
18	Class 8 Claims	
19	Class 9 Claims	
20	Class 10 Interest	
21	Class 11 Claims	
22	Other Liabilities	
	<i>Detail Item if any</i>	
	<i>Detail Item if any</i>	
	Total Liabilities	0
23	Total Equity/(Deficit) Excess (Deficiency) of Assets over Liabilities	0
	Total Liabilities & Equity	0

	A	B	C	T
1			Texas Memorial Life Insurance Company	Inception
2	R-548		EXHIBIT 3 A SOURCES AND USES OF FUNDS 10/09/12	to Date
3			Beginning Unencumbered Cash	1,320,323
4			Premium	
5			Premium Collections	78,529
6			Premium Collection Expense - SDR	(2,645)
7			Premium Collection Expense - Legal	(126)
8			Premium Collection Expense - Other	(26)
9			Receivable	
10			Agents Balance Receipts	52,101
11			Agent Balance Expense - SDR	(34,469)
12			Agent Balance Expense - Legal	(3,129)
13			Agent Balance Expense - Other	-
14			Reinsurance Recovery	-
15			Reinsurance Expense - SDR	(12,769)
16			Reinsurance Expense - Legal	(16,674)
17			Reinsurance Expense - Other	(4,500)
18			Subrogation Recovery	-
19			Subrogation Expense - SDR	-
20			Subrogation Expense - Legal	-
21			Subrogation Expense - Other	-
22			Affiliates Recovery	54
23			Affiliates Expense - SDR	(406)
24			Affiliates Expense - Legal	(1,239)
25			Affiliates Expense - Other	-
26			Settlement/Litigation Recovery	-
27			Settlement/Litigation Expense - SDR	(53,248)
28			Settlement/Litigation Expense - Legal	(81,243)
29			Settlement/Litigation Expense - Other	-
30			Other Receivable Receipts	28,489
31			Other Receivable Expense - SDR	(63)
32			Other Receivable Expense - Legal	-
33			Other Receivable Expense - Other	-
34			Sale/Conversion of Assets	
35			Sales of Real & Personal Property	500
36			Sales Real & Personal Prop Expense - SDR	(1,319)
37			Sales Real & Personal Prop Expense - Legal	-
38			Sales Real & Personal Prop Expense - Other	(3,679)
39			Investment Sales/Receipts	1,181,713
40			Investment Expense - SDR	(47)
41			Investment Expense - Legal	-
42			Investment Expense - Other	(21)
43			Other Asset Receipts	-
44			Other Asset Expense - SDR	(1,788)
45			Other Asset Expense - Legal	-
46			Other Asset Expense - Other	-
47			NET INCOME FROM ASSETS/RECEIVABLE	1,123,995
48				
49			Passive Income	
50			Investments Interest/Dividends	15,439
51			Cash Deposit Interest Income	4,952
52			Early Access Imputed Interest Income	-
53			NET INCOME/INCLUDING PASSIVE	1,144,386

	A	B	C	T
1			Texas Memorial Life Insurance Company	Inception
2	R-548		EXHIBIT 3 A SOURCES AND USES OF FUNDS 10/09/12	to Date
55	CLAIMS EXPENSE:			
56	Claims Administrative Expenses:			
57			Claims Expense - SDR	(70,200)
58			Claims Expense - Legal	(32,068)
59			Claims Expense - Other	(20,655)
60	TOTAL CLAIMS EXPENSES			(122,923)
61				
62	Distributions: (not included in claims totals)			
63			Refunds	-
64			Loss Claims Payments	-
65			LAE Expense Payments	-
66			Early Access - Guaranty Associations	(1,704,054)
67			Other Distributions	-
68	TOTAL DISTRIBUTIONS			(1,704,054)
69				
71	GENERAL ADMINISTRATION EXPENSES			
72			Takeover Expense (pre-appointment)	(25,296)
73			Bank Charges	(4,194)
74			Building/Utilities/Related Expenses	(84)
75			Employee - Payroll, P/R Tax, Benefits, Contract	(27,214)
76			Equipment/Lease/Maintenance	-
77			Inventory/Storage/Moving	(3,939)
78			IT/Computer Expense	(41,152)
79			Mailing/Printing/Postage/Publication	(833)
80			Miscellaneous Expenses	(4,500)
81			Telephone	(1,860)
82			Receivership Allocation	(59,035)
83	GENERAL ADMINISTRATION EXPENSES			(168,107)
84				
85	SUBCONTRACTOR ADMINISTRATIVE FEES & EXPENSES:			
86			Accounting/Auditing/Federal Income Tax Services	(22,380)
87			Accounting HSP Administration	-
88			Accounting/Auditing - Expenses	(593)
89			Consulting Fees/Services	(17,352)
90			Consulting Fees/Services - Expenses	(2,701)
91			Legal Fees/Services	(33,658)
92			Legal Fees/Services HSP Administration	-
93			Legal Fees/Services - Expenses	(2,106)
94	SUBCONTRACTOR ADMINISTRATIVE FEES & EXP			(78,790)
95				
96	SDR ADMINISTRATIVE FEES & EXPENSES:			
97			SDR Administration Fees	(317,711)
98			SDR Accounting Fees	(53,491)
99			SDR HSP Administration	(2,710)
100			SDR Special Services	(292)
101			SDR Travel Expenses	(10,384)
102			SDR Expenses	(6,256)
103	SDR ADMINISTRATIVE FEES & EXPENSES			(390,844)
104				
105	TOTAL RECEIVERSHIP ADMINISTRATIVE EXPENSE			(637,741)
106				
107	NET RECOVERIES			383,722
108				
109	Net Recoveries including Distributions			(1,320,332)

	A	B	C	T
1			Texas Memorial Life Insurance Company	Inception
2	R-548		EXHIBIT 3 A SOURCES AND USES OF FUNDS 10/09/12	to Date
110				
135			CASH RECONCILIATION	
136			Beginning Unencumbered Cash	1,320,323
137			Distributions	(1,704,054)
138			Net Increase (Decrease)	383,722
139			Ending Unencumbered Cash	(9)
140				
141			Accounts Payable	-
142			APF Loan	-
143			FY 2012 Reconciliation Adjustments	9
144			Ending Cash Available	0
145				
146			Cash Assets (from Balance Sheet)	-
147			Difference (should <2)	0

	A	B	C	T
1			Texas Memorial Administrators, LLC	Inception
2	R-549		EXHIBIT 3 B SOURCES AND USES OF FUNDS 10/09/12	to Date
3			Beginning Unencumbered Cash	72,782
4			Premium	
5			Premium Collections	-
6			Premium Collection Expense - SDR	(21)
7			Premium Collection Expense - Legal	-
8			Premium Collection Expense - Other	-
9			Receivable	
10			Agents Balance Receipts	42,483
11			Agent Balance Expense - SDR	(51,723)
12			Agent Balance Expense - Legal	(987)
13			Agent Balance Expense - Other	(716)
14			Reinsurance Recovery	-
15			Reinsurance Expense - SDR	(42)
16			Reinsurance Expense - Legal	-
17			Reinsurance Expense - Other	-
18			Subrogation Recovery	-
19			Subrogation Expense - SDR	-
20			Subrogation Expense - Legal	-
21			Subrogation Expense - Other	-
22			Affiliates Recovery	-
23			Affiliates Expense - SDR	(98)
24			Affiliates Expense - Legal	-
25			Affiliates Expense - Other	(54)
26			Settlement/Litigation Recovery	-
27			Settlement/Litigation Expense - SDR	(93)
28			Settlement/Litigation Expense - Legal	-
29			Settlement/Litigation Expense - Other	-
30			Other Receivable Receipts	395
31			Other Receivable Expense - SDR	(101)
32			Other Receivable Expense - Legal	-
33			Other Receivable Expense - Other	-
34			Sale/Conversion of Assets	
35			Sales of Real & Personal Property	7,055
36			Sales Real & Personal Prop Expense - SDR	(1,743)
37			Sales Real & Personal Prop Expense - Legal	-
38			Sales Real & Personal Prop Expense - Other	(4,011)
39			Investment Sales/Receipts	7,154
40			Investment Expense - SDR	(1,730)
41			Investment Expense - Legal	-
42			Investment Expense - Other	-
43			Other Asset Receipts	21,948
44			Other Asset Expense - SDR	(4,912)
45			Other Asset Expense - Legal	-
46			Other Asset Expense - Other	-
47			NET INCOME FROM ASSETS/RECEIVABLE	12,804
48				
49			Passive Income	
50			Investments Interest/Dividends	-
51			Cash Deposit Interest Income	113
52			Early Access Imputed Interest Income	-
53			NET INCOME/INCLUDING PASSIVE	12,917

	A	B	C	T
1			Texas Memorial Administrators, LLC	Inception
2	R-549		EXHIBIT 3 B SOURCES AND USES OF FUNDS 10/09/12	to Date
55			CLAIMS EXPENSE:	
56			Claims Administrative Expenses:	
57			Claims Expense - SDR	(14,880)
58			Claims Expense - Legal	-
59			Claims Expense - Other	-
60			TOTAL CLAIMS EXPENSES	(14,880)
61				
62			Distributions: (not included in claims totals)	
63			Refunds	-
64			Loss Claims Payments	-
65			LAE Expense Payments	-
66			Early Access - Guaranty Associations	-
67			Other Distributions	-
68			TOTAL DISTRIBUTIONS	-
69				
70				
71			GENERAL ADMINISTRATION EXPENSES	
72			Takeover Expense (pre-appointment)	-
73			Bank Charges	(817)
74			Building/Utilities/Related Expenses	-
75			Employee - Payroll, P/RTax, Benefits, Contract	(7,000)
76			Equipment/Lease/Maintenance	-
77			Inventory/Storage/Moving	-
78			IT/Computer Expense	-
79			Mailing/Printing/Postage/Publication	(296)
80			Miscellaneous Expenses	(163)
81			Telephone	(193)
82			Receivership Allocation	(13,620)
83			GENERAL ADMINISTRATION EXPENSES	(22,089)
84				
85			SUBCONTRACTOR ADMINISTRATIVE FEES & EXPENSES:	
86			Accounting/Auditing/Federal Income Tax Services	(908)
87			Accounting HSP Administration	-
88			Accounting/Auditing - Expenses	(13)
89			Consulting Fees/Services	-
90			Consulting Fees/Services - Expenses	-
91			Legal Fees/Services	(399)
92			Legal Fees/Services HSP Administration	-
93			Legal Fees/Services - Expenses	-
94			SUBCONTRACTOR ADMINISTRATIVE FEES & EXP	(1,320)
95				
96			SDR ADMINISTRATIVE FEES & EXPENSES:	
97			SDR Administration Fees	(32,459)
98			SDR Accounting Fees	(13,303)
99			SDR HSP Administration	(1,044)
100			SDR Special Services	-
101			SDR Travel Expenses	-
102			SDR Expenses	(607)
103			SDR ADMINISTRATIVE FEES & EXPENSES	(47,413)
104				
105			TOTAL RECEIVERSHIP ADMINISTRATIVE EXPENSE	(70,822)
106				
107			NET RECOVERIES	(72,785)
108				
109			Net Recoveries including Distributions	(72,785)

	A	B	C	T
1			Texas Memorial Administrators, LLC	Inception
2	R-549		EXHIBIT 3 B SOURCES AND USES OF FUNDS 10/09/12	to Date
110				
135			CASH RECONCILIATION	
136			Beginning Unencumbered Cash	72,782
137			Distributions	-
138			Net Increase (Decrease)	(72,785)
139			Ending Unencumbered Cash	(3)
140				
141			Accounts Payable	-
142			APF Loan	-
143			FY 2012 Reconciliation Adjustments	3
144			Ending Cash Available	(0)
145				
146			Cash Assets (from Balance Sheet)	-
147			Difference (should <2)	(0)

	A	B	C	T
1			TME Holdings, Inc.	Inception
2	R-550		EXHIBIT 3 C SOURCES AND USES OF FUNDS 10/09/12	to Date
3			Beginning Unencumbered Cash	-
4			Premium	
5			Premium Collections	-
6			Premium Collection Expense - SDR	-
7			Premium Collection Expense - Legal	-
8			Premium Collection Expense - Other	-
9			Receivable	
10			Agents Balance Receipts	-
11			Agent Balance Expense - SDR	-
12			Agent Balance Expense - Legal	-
13			Agent Balance Expense - Other	-
14			Reinsurance Recovery	-
15			Reinsurance Expense - SDR	-
16			Reinsurance Expense - Legal	-
17			Reinsurance Expense - Other	-
18			Subrogation Recovery	-
19			Subrogation Expense - SDR	-
20			Subrogation Expense - Legal	-
21			Subrogation Expense - Other	-
22			Affiliates Recovery	-
23			Affiliates Expense - SDR	-
24			Affiliates Expense - Legal	-
25			Affiliates Expense - Other	-
26			Settlement/Litigation Recovery	-
27			Settlement/Litigation Expense - SDR	-
28			Settlement/Litigation Expense - Legal	-
29			Settlement/Litigation Expense - Other	-
30			Other Receivable Receipts	-
31			Other Receivable Expense - SDR	-
32			Other Receivable Expense - Legal	-
33			Other Receivable Expense - Other	-
34			Sale/Conversion of Assets	
35			Sales of Real & Personal Property	-
36			Sales Real & Personal Prop Expense - SDR	-
37			Sales Real & Personal Prop Expense - Legal	-
38			Sales Real & Personal Prop Expense - Other	-
39			Investment Sales/Receipts	-
40			Investment Expense - SDR	-
41			Investment Expense - Legal	-
42			Investment Expense - Other	-
43			Other Asset Receipts	-
44			Other Asset Expense - SDR	-
45			Other Asset Expense - Legal	-
46			Other Asset Expense - Other	-
47			NET INCOME FROM ASSETS/RECEIVABLE	-
48				
49			Passive Income	
50			Investments Interest/Dividends	-
51			Cash Deposit Interest Income	-
52			Early Access Imputed Interest Income	-
53			NET INCOME/INCLUDING PASSIVE	-

	A	B	C	T
1			TME Holdings, Inc.	Inception
2	R-550		EXHIBIT 3 C SOURCES AND USES OF FUNDS 10/09/12	to Date
55			CLAIMS EXPENSE:	
56			Claims Administrative Expenses:	
57			Claims Expense - SDR	-
58			Claims Expense - Legal	-
59			Claims Expense - Other	-
60			TOTAL CLAIMS EXPENSES	-
61				
62			Distributions: (not included in claims totals)	
63			Refunds	-
64			Loss Claims Payments	-
65			LAE Expense Payments	-
66			Early Access - Guaranty Associations	-
67			Other Distributions	-
68			TOTAL DISTRIBUTIONS	-
69				
70				
71			GENERAL ADMINISTRATION EXPENSES	
72			Takeover Expense (pre-appointment)	-
73			Bank Charges	-
74			Building/Utilities/Related Expenses	-
75			Employee - Payroll, P/RTax, Benefits, Contract	-
76			Equipment/Lease/Maintenance	-
77			Inventory/Storage/Moving	-
78			IT/Computer Expense	-
79			Mailing/Printing/Postage/Publication	-
80			Miscellaneous Expenses	-
81			Telephone	-
82			Receivership Allocation	-
83			GENERAL ADMINISTRATION EXPENSES	-
84				
85			SUBCONTRACTOR ADMINISTRATIVE FEES & EXPENSES:	
86			Accounting/Auditing/Federal Income Tax Services	-
87			Accounting HSP Administration	-
88			Accounting/Auditing - Expenses	-
89			Consulting Fees/Services	-
90			Consulting Fees/Services - Expenses	-
91			Legal Fees/Services	-
92			Legal Fees/Services HSP Administration	-
93			Legal Fees/Services - Expenses	-
94			SUBCONTRACTOR ADMINISTRATIVE FEES & EXP	-
95				
96			SDR ADMINISTRATIVE FEES & EXPENSES:	
97			SDR Administration Fees	-
98			SDR Accounting Fees	-
99			SDR HSP Administration	-
100			SDR Special Services	-
101			SDR Travel Expenses	-
102			SDR Expenses	-
103			SDR ADMINISTRATIVE FEES & EXPENSES	-
104				
105			TOTAL RECEIVERSHIP ADMINISTRATIVE EXPENSE	-
106				
107			NET RECOVERIES	-
108				
109			Net Recoveries including Distributions	-

	A	B	C	T
1			TME Holdings, Inc.	Inception
2	R-550		EXHIBIT 3 C SOURCES AND USES OF FUNDS 10/09/12	to Date
110				
135			CASH RECONCILIATION	
136			Beginning Unencumbered Cash	-
137			Distributions	-
138			Net Increase (Decrease)	-
139			Ending Unencumbered Cash	-
140				
141			Accounts Payable	-
142			APF Loan	-
143			FY 2012 Reconciliation Adjustments	0
144			Ending Cash Available	-
145				
146			Cash Assets (from Balance Sheet)	-
147			Difference (should <2)	-

Exhibit 4A

ASSIGNMENT

This Assignment is made by Jack M. Webb & Associates, Inc., Special Deputy Receiver of Texas Memorial Life Insurance Company, Memorial Administrators, LLC d/b/a Texas Memorial Administrators and TME Holdings, Inc. (the "SDR" and "TML, TMA and TME", respectively) to the Texas Life and Health Insurance Guaranty Association ("TLHIGA");

Whereas TML, TMA and TME were placed into permanent receivership on June 11, 2009, and Jack M. Webb & Associates, Inc., was appointed as Special Deputy Receiver;

Whereas, the SDR does not believe it is in the best interests of the receivership estates of TML, TMA and TME to continue the proceeding to attempt to collect any potential remaining assets;

Whereas, the Court has approved the SDR's Final Report and Application to Make Final Distribution (the "Final Report"), and pursuant to such order the SDR has distributed of the remaining cash assets of the receivership estate of TML (TMA and TME having no cash assets to distribute);

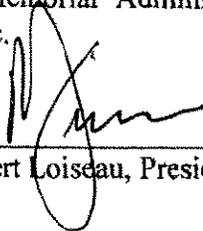
Whereas, the Court's order approving the Final Report authorized the SDR to convey certain unliquidated assets of TML, TMA and TME to TLHIGA described in Exhibit A attached hereto;

Therefore, for value received, the sufficiency of which is acknowledged, the SDR conveys to TLHIGA all right, title and interest in the unliquidated non-cash assets of TML, TMA and TME described in Exhibit A to this Assignment. Such right, title and interest shall include any and all claims, potential claims, suits, demands, causes of action, charges or grievances of any kind or character, regardless of the nature or extent, whether arising in tort, contract, by statute or otherwise, and include claims for breach of fiduciary duty, constructive fraud and fraud. It is the intent of the Parties to this Assignment to convey to TLHIGA the legal and equitable rights held by the receivership estates of TML, TMA and TME specifically identified herein.

This Assignment constitutes the entire agreement of the parties, and the Parties expressly agree that its terms supersede any other agreements or understandings with respect to the subject matter of this Assignment. This Assignment shall not waive, release or otherwise affect any liabilities or obligations of any party to TML, TMA and TME.

The laws of the State of Texas govern this Assignment, and sole venue and jurisdiction for any action relating to this Assignment shall be in Travis County, Texas.

Jack M. Webb & Associates, Inc., Special Deputy Receiver of Texas Memorial Life Insurance Company, Memorial Administrators, LLC d/b/a Texas Memorial Administrators and TME Holdings, Inc.

By: 
Robert Loiseau, President

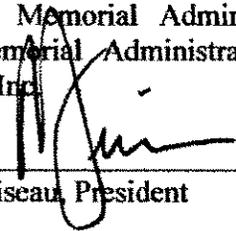
Date: September 21, 2012

TEXAS MEMORIAL LIFE INSURANCE COMPANY
KNOWN UNLIQUIDATED ASSETS

EXHIBIT A

Agent #	Agent Name	Balance	Status
5386	Dawson, Dewayne L.	1,950.00	Promissory note balance as of 09/12
5154	Garcia, Frances	15,150.00	Promissory note balance as of 09/12
5299	Oliva, Francisco	1,015.89	Promissory note balance as of 07/12
	TOTAL	<u>18,115.89</u>	

Jack M. Webb and Associates, Inc., Special Deputy
Receiver of Texas Memorial Life Insurance
Company, Memorial Administrators, LLC d/b/a
Texas Memorial Administrators LLC and TME
Holdings, Inc.



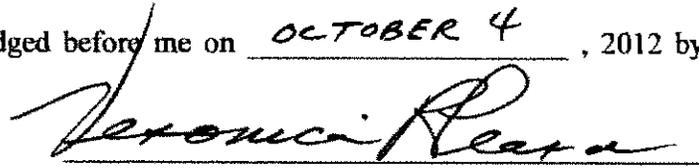
Robert Loiseau, President

ACKNOWLEDGMENT

STATE OF TEXAS

COUNTY OF HARRIS

This instrument was acknowledged before me on OCTOBER 4, 2012 by
Robert Loiseau, President.



Notary Public, State of Texas

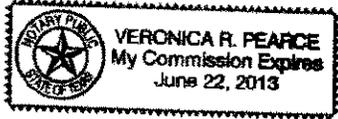


EXHIBIT "A"

BLANCA ALONZO - in the amount of \$4,941.00, plus taxable court costs of \$24.68, prejudgment interest of \$159.74, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

JEREMY BERNAL - in the amount of \$15,012.14, plus taxable court costs of \$24.68, prejudgment interest of \$458.32, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

DOROTHY CAIN - , in the amount of \$11,708.55, plus taxable court costs of \$24.68, prejudgment interest of \$378.52, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

JOSE CALVO - in the amount of \$6,333.44, plus taxable court costs of \$24.68, prejudgment interest of \$204.75, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

ABEL CORTEZ, JR. - in the amount of \$6,115.33, plus taxable court costs of \$24.68, prejudgment interest of \$197.70, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

CHARLOTTE DIXON - in the amount of \$23,262.71, plus taxable court costs of \$24.68, prejudgment interest of \$752.05, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

ADAN GONZALEZ, JR. - in the amount of \$3,989.00, plus taxable court costs of \$24.68, prejudgment interest of \$128.96, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

ADAN GONZALEZ, SR. - in the amount of \$3,472.22, plus taxable court costs of \$24.68, prejudgment interest of \$112.48, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

ANGELA GONZALEZ - in the amount of \$4,222.48, plus taxable court costs of \$24.68, prejudgment interest of \$136.51, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

MICHAEL A. GONZALEZ - in the amount of \$3,248.98, plus taxable court costs of \$24.68, prejudgment interest of \$105.04, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

MYRNA GONZALEZ - in the amount of \$45,127.31, plus taxable court costs of \$24.68, prejudgment interest of \$1,458.91, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

MARK KEROUAC - in the amount of \$5,167.64, plus taxable court costs of \$24.68, prejudgment interest of \$167.06, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

IRMA MATA - in the amount of \$5,815.54, plus taxable court costs of \$24.68, prejudgment interest of \$188.01, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

RICK MENDIONDO - in the amount of \$23,833.05, plus taxable court costs of \$24.68, prejudgment interest of \$770.49, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

RUTH MILLER - in the amount of \$151,643.61, plus taxable court costs of \$24.68, prejudgment interest of \$4,902.45, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

TRAVIS MITCHELL - in the amount of \$62,701.11, plus taxable court costs of \$24.68, prejudgment interest of \$2,027.05, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

BRENDA N. MOORE - in the amount of \$5,225.88, plus taxable court costs of \$24.68, prejudgment interest of \$168.95, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

JIMMY MORENO - in the amount of \$5,844.94, plus taxable court costs of \$24.68, prejudgment interest of \$188.96, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

JOEL PEREIRA - in the amount of \$35,462.64, plus taxable court costs of \$24.68, prejudgment interest of \$1,146.46, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

ALAN K. PIPKINS - in the amount of \$39,413.20, plus taxable court costs of \$24.68, prejudgment interest of \$1,274.18, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

CONNELL PIPKINS - in the amount of \$120,251.37, plus taxable court costs of \$24.68, prejudgment interest of \$3,887.58, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

RICKY A. SOMMERS - in the amount of \$72,061.62, plus taxable court costs of \$24.68, prejudgment interest of \$2,329.66, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

CLAUDIA B. STEVENS - in the amount of \$20,962.24, plus taxable court costs of \$24.68, prejudgment interest of \$677.68, post judgment interest at a rate of 5% per year from the

date of the Judgment and attorney's fees of \$1,000.00.

MARIA TORRES - in the amount of \$19,290.16, plus taxable court costs of \$24.68, prejudgment interest of \$623.63, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

JOE VILLARREAL - in the amount of \$6,318.62, plus taxable court costs of \$24.68, prejudgment interest of \$204.27, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

BOBBY L. WALKER - in the amount of \$326,066.33, plus taxable court costs of \$24.68, prejudgment interest of \$10,541.32, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

TERRY L. WHITE - in the amount of \$5,614.74, plus taxable court costs of \$24.68, prejudgment interest of \$181.52, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

ANGELIC MORTUARY - in the amount of \$105,253.23, plus taxable court costs of \$24.68, prejudgment interest of \$3,402.71, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

MENDIONDO & ASSOCIATES, LLC - in the amount of \$45,436.41, plus taxable court costs of \$24.68, prejudgment interest of \$1,468.90, post judgment interest at a rate of 5% per year from the date of the Judgment and attorney's fees of \$1,000.00.

Exhibit 5

ASSIGNMENT

This Assignment is made by Jack M. Webb & Associates, Inc., Special Deputy Receiver of Texas Memorial Life Insurance Company, Memorial Administrators, LLC d/b/a Texas Memorial Administrators and TME Holdings, Inc. (the "SDR" and "TML, TMA and TME", respectively) to Eleanor Kitzman, the Commissioner of Insurance for the State of the Texas (hereinafter the "Commissioner").

Whereas TML, TMA and TME were placed into permanent receivership on June 10, 2009, and Jack M. Webb & Associates, Inc., was appointed as Special Deputy Receiver;

Whereas, the SDR does not believe it is in the best interests of the receivership estates of TML, TMA and TME to continue the proceeding to attempt to collect any potential remaining assets;

Whereas, the Court has approved the SDR's Final Report and Application to Make Final Distribution (the "Final Report"), and pursuant to such order the SDR has distributed of the remaining cash assets of the receivership estate of TML (TMA and TME having no cash assets to distribute);

Whereas, the Court's order approving the Final Report authorized the SDR to convey certain unliquidated assets of TML, TMA and TME to the Commissioner, including the unliquidated non-cash assets described in Exhibit A attached hereto;

Therefore, for value received, the sufficiency of which is acknowledged, the SDR conveys to the Commissioner all right, title and interest in the unliquidated non-cash assets of TML, TMA and TME described in Exhibit A to this Assignment, together with and any assets that have been written off by TML, TMA and TME or the SDR. Such right, title and interest shall include any and all claims, potential claims, suits, demands, causes of action, charges or grievances of any kind or character, regardless of the nature or extent, whether arising in tort, contract, by statute or otherwise, and include claims for breach of fiduciary duty, constructive fraud and fraud. It is the intent of the Parties to this Assignment to convey to the Commissioner the legal and equitable rights held by the receivership estates of TML, TMA and TME specifically identified herein.

This Assignment constitutes the entire agreement of the parties, and the Parties expressly agree that its terms supersede any other agreements or understandings with respect to the subject matter of this Assignment. This Assignment shall not waive, release or otherwise affect any liabilities or obligations of any party to TML, TMA and TME.

The laws of the State of Texas govern this Assignment, and sole venue and jurisdiction for any action relating to this Assignment shall be in Travis County, Texas.

Jack M. Webb & Associates, Inc., Special Deputy Receiver of Texas Memorial Life Insurance Company, Memorial Administrators, LLC d/b/a Texas Memorial Administrators and TME Holdings, Inc.

By: _____

Robert Loiseau, President

Date: _____

September 21, 2012

**TEXAS MEMORIAL LIFE INSURANCE COMPANY
KNOWN UNLIQUIDATED ASSETS**

EXHIBIT A

Agent #	Agent Name	Balance	Status
5174	Brooks, Danny W. Jr	242.99	Promissory note
5287	Carrillo, Jerrie M.	347.44	Promissory note
5581	Cisneros, Maria	3,060.00	Promissory note
5562	Contreras, Raul	2,100.00	Promissory note
5582	Duran, Diana Z.	499.91	Promissory note
5600	Duran, Roy C.	302.94	Promissory note
5115	Faglie, Donna J.	444.79	Promissory note
5391	Flores, Amelia	18.60	Promissory note
5444	Garcia, Christopher L.	32,000.00	Promissory note
5262	Garcia, Ezreal J.	6,604.28	Promissory note
5552	Garcia, Julio C.	1,199.86	Promissory note
5179	Gutierrez, Arnoldo	629.53	Promissory note
5345	Gutierrez, Gilbert	188.22	Promissory note
5560	Hernandez, Bertha	2,896.83	Promissory note
5392	King, Stuart H.	246.76	Promissory note
5523	Nixon, Doris	1,133.00	Promissory note
5269	Pinon, Mark A.	5.00	Promissory note
5170	Rocha, Dominga G.	3,017.28	Promissory note
5443	Smith, Michael R.	436.61	Promissory note
5453	Villarreal, Mary S.	2,100.00	Promissory note
		57,474.04	
5699	Abilene Funeral Home	1,937.20	Due from Agent
5551	Alonzo, Martha R.	1,626.70	Due from Agent
5355	Alvarado, Francisco J.	1,604.77	Due from Agent
5615	Arcos, Angelica M.	3,222.34	Due from Agent
5633	Arteaga, Annette	763.64	Due from Agent
5393	Barnes, Annette	59,485.77	Due from Agent
5245	Belton, Stephanie A.	879.48	Due from Agent
5572	Bible, Melissa	6,716.29	Due from Agent
5228	Blanton, Johnnie M.	36,797.87	Due from Agent
5242	Blanton-Ray, Sherri	13,415.89	Due from Agent
5332	Brown, Ricky L.	1,803.46	Due from Agent
5220	Cacciola, Marie A.	45.20	Due from Agent
5573	Cano, Eva	761.48	Due from Agent
5489	Carabantes, Andrea F.	1,428.42	Due from Agent
5549	Carrillo, Ricardo J.	2,316.88	Due from Agent
5498	Castillo, Luis	6,986.46	Due from Agent
5354	Castillo, Mayra L.	2,668.46	Due from Agent
5447	Cobos, Maria E.	2,808.10	Due from Agent
5249	Cordova, Hugo	388.44	Due from Agent
5263	Correa, Cynthia	3,964.26	Due from Agent
5605	Coston, Glen	1,850.00	Due from Agent
5579	DeAlejandro, Barbara	2,157.52	Due from Agent
5520	Delgado, Jesus	403.99	Due from Agent
5182	Edge, Bradley	1,694.25	Due from Agent
5361	Elizondo, Alfredo G.	1,497.30	Due from Agent

**TEXAS MEMORIAL LIFE INSURANCE COMPANY
KNOWN UNLIQUIDATED ASSETS**

EXHIBIT A

Agent #	Agent Name	Balance	Status
5105	Evans, Debra	53,893.74	Due from Agent
5337	Everidge, Susan C.	348.52	Due from Agent
5163	Fierro, Jose A.	15,673.50	Due from Agent
5641	Fultz, Emmanuel Jr	152.64	Due from Agent
5439	Garces, Yadira	96.76	Due from Agent
5168	Garcia, Adan	1,164.00	Due from Agent
5256	Garcia, Joe A.	4,372.63	Due from Agent
5366	Garcia, Linda	2,605.25	Due from Agent
5291	Garcia, Norma	835.22	Due from Agent
5312	Garza Memorial Funeral Home	452.07	Due from Agent
5494	Gonzales, Sigifredo R. Jr	985.05	Due from Agent
5574	Gonzalez, Ramiro Jr.	665.57	Due from Agent
5379	Green, Anthony	8,636.28	Due from Agent
5604	Guajardo, Sofia	1,150.46	Due from Agent
5502	Harris, Luciana	1,987.49	Due from Agent
5141	Heartland Funeral & Cremation S	133.39	Due from Agent
5330	Heavenly Gate Funeral Services	477.15	Due from Agent
5569	Helton, Sherrol	3,801.42	Due from Agent
5158	Hinojos, Freddy D.	1,592.45	Due from Agent
5493	Hinojosa, Rogello	116.56	Due from Agent
5152	Hopper, Guy L.	460.08	Due from Agent
5534	Ibarra, Vito III	591.97	Due from Agent
5567	Johnson, Mary	5,346.35	Due from Agent
5340	Lara, Jose R. Jr.	4,602.65	Due from Agent
5548	Lazo, Gilbert	5,403.66	Due from Agent
5338	Linares, Michelle	1,796.90	Due from Agent
5452	Lopez, Juan	13,637.39	Due from Agent
5247	Lopez, Maria I.	4,784.46	Due from Agent
5193	Lopez, Noe	875.44	Due from Agent
5430	Lucio, Vicente R.	374.77	Due from Agent
5530	Luna, Jorge	310.50	Due from Agent
5546	M. E. Rodriguez Funeral Home	830.17	Due from Agent
5322	Martinez, Isaac I.	451.62	Due from Agent
5325	McKinzie, Jenae D.	527.50	Due from Agent
5576	Medina, Jose F.	2,971.77	Due from Agent
5601	Medrano, Samuel	3,778.02	Due from Agent
5244	Mendoza, Brenda D.	55.08	Due from Agent
5611	Miller, Sammy L.	78.30	Due from Agent
5547	Montemayor, Alberto Jr	5,823.93	Due from Agent
5381	Mora, Cynthia	652.94	Due from Agent
5423	Muraida-Flores, Melinda S.	3,038.30	Due from Agent
5284	Nicklas, Michael	258.48	Due from Agent
5429	Noriega, Jorge Jr	2,149.79	Due from Agent
5623	Noriega, Juan C.	768.74	Due from Agent
5350	O'Haran, Gustav	1,152.16	Due from Agent
5252	Osornio, Javier	326.68	Due from Agent
5358	Padilla, Joel	513.73	Due from Agent

**TEXAS MEMORIAL LIFE INSURANCE COMPANY
KNOWN UNLIQUIDATED ASSETS**

EXHIBIT A

Agent #	Agent Name	Balance	Status
5400	Pena, Alba	293.94	Due from Agent
5589	Pena, Baltazar	1,781.58	Due from Agent
5536	Pipkins, Angela	3,607.53	Due from Agent
5537	Pipkins, William A.	943.58	Due from Agent
5593	Purpera, Lucy	1,719.10	Due from Agent
5616	Ramirez, Martin	434.42	Due from Agent
5428	Rendon, Sara	591.00	Due from Agent
5273	Resendez, Hermelinda	101.28	Due from Agent
5588	Reyes, Manuel	125.16	Due from Agent
5598	Reynolds, Victoria	1,937.28	Due from Agent
5594	Rhoads, Wanda	874.94	Due from Agent
5210	Rivas, Jose G.	2,830.44	Due from Agent
5307	Rivas, Maria	963.57	Due from Agent
5294	Roberson, Steven W.	48.18	Due from Agent
5483	Robles, Israel	803.98	Due from Agent
5543	Rodriguez, Charles	956.89	Due from Agent
5378	Rodriguez, David	4,528.57	Due from Agent
5624	Romero, Rodolfo J.	1,337.58	Due from Agent
5173	Salinas, Daniel Jr	232.92	Due from Agent
5341	Sanchez, Genevieve	620.35	Due from Agent
5449	Shubert, Mary	898.12	Due from Agent
5638	Smith, Marcy	1,326.06	Due from Agent
5503	Solansky, Joe F.	680.47	Due from Agent
5526	Solis, Abigail	455.94	Due from Agent
5592	Soules, Gregorio	3,250.79	Due from Agent
5323	Spiller, Nichole K.	630.67	Due from Agent
5068	Still, Deona	1,686.19	Due from Agent
5192	Thomas Funeral Home	264.00	Due from Agent
5505	Trevino, Arturo	746.80	Due from Agent
5602	Trevino, Mario	2,136.63	Due from Agent
5422	Trinity at Harrison Funeral Hom	90.15	Due from Agent
5578	Vega, San Juanita	2,050.24	Due from Agent
5564	Viveros, Daniel	4,586.03	Due from Agent
5258	Walker, Rena Kay	2,156.44	Due from Agent
5165	Williams, Joel V.	106,875.44	Due from Agent
5119	Williams, Michael G.	21,618.82	Due from Agent
5226	Williams-Young, W. Vera	585.21	Due from Agent
5108	Zackery, Barbara G.	15,688.83	Due from Agent
5227	Zuniga, Bruno Jr	7,684.94	Due from Agent
		<u>516,569.76</u>	
	Reinsurance	346,569.00	Due from 1st American Life Ins. Company in Receivership
	TOTAL KNOWN UNLIQUIDATED ASSETS	<u><u>920,612.80</u></u>	

**TEXAS MEMORIAL ADMINISTRATORS
KNOWN UNLIQUIDATED ASSETS**

EXHIBIT A

ACCELERATED FUNDING ASSIGNMENTS			Amount Paid	Amount Assigned
Deceased	Insurance Co.	Funeral Home	to F/H by TMA	to TMA from F/H
Cooper, Lewis	A. i. G.	Carnes Brothers	2,956.10	3,008.75
Holmes, Sherlock	Reliable	Heavenly Gate	1,965.00	2,000.00
Hull, James T.	Pennsylvania Life	Curry-Welborn	960.00	1,000.00
Hull, James T.	J C Penny, LLC	Curry-Welborn	1,920.00	2,000.00
Newberry	Reliable	Heavenly Gate	3,456.00	3,600.00
Padfield, Robert K., Jr.	Hartford	Vetern's F/H	3,496.32	3,642.00
TOTAL ACCELERATED FUNDING ASSIGNMENTS			14,753.42	15,250.75
LTJ MANAGEMENT-PAYROLL AMOUNT				8,918.00
TAMG LLC				57,091.00
TOTAL KNOW UNLIQUIDATED ASSETS				81,259.75

TME HOLDINGS, INC.
KNOWN UNLIQUIDATED ASSETS

EXHIBIT A

INTERCOMPANY LOAN TO TEXAS MEMORIAL LIFE	749,742.00
TOTAL KNOWN UNLIQUIDATED ASSETS	<u>749,742.00</u>

**SPECIAL DEPUTY RECEIVER'S CERTIFICATION PURSUANT TO TEX. INS.CODE ANN.
§443.017(b)
AFFIDAVIT OF ROBERT LOISEAU**

State of Texas
County of Harris

BEFORE ME, the undersigned authority appeared Robert Loiseau, who after being by me duly sworn, stated the following under oath:

1. My name is Robert Loiseau. I am competent to make this affidavit. The statements of fact set forth herein are true and correct, and are within my personal knowledge.

2. I am the President of Jack M. Webb and Associates, Inc., Special Deputy Receiver of Texas Memorial Life Insurance Company, Memorial Administrators, LLC d/b/a Texas Memorial Administrators, LLC and TME Holdings, Inc. I am duly authorized to make this Certification and Affidavit on behalf of the SDR.

3. I certify that the exhibits, books, accounts, records, papers, correspondence, and/or other records and documents attached hereto were produced pursuant to TEX. INS. CODE ANN. §443.017(b), are true and correct copies of records created by and filed with the Receiver's office in connection with the receivership of this delinquent insurer, and are held by the Special Deputy Receiver in its official capacity.

4. I further state that I have read the statements contained in the attached Application and that they are true and correct based on my personal knowledge, my review of estate records and my consultation with my staff and sub-contractors.

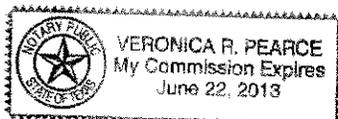
5. Further affiant sayeth not.

By: _____

Robert Loiseau

SUBSCRIBED AND SWORN TO BEFORE ME on November 6, 2012, by Robert Loiseau, President of Jack M. Webb and Associates, Inc., Special Deputy Receiver of Texas Memorial Life Insurance Company, Memorial Administrators, LLC d/b/a Texas Memorial Administrators, LLC and TME Holdings, Inc.

Notary Public



STATE OF TEXAS	§	IN THE DISTRICT COURT
	§	
	§	
v.	§	345TH JUDICIAL DISTRICT
	§	
TEXAS MEMORIAL LIFE INSURANCE	§	
COMPANY,	§	OF TRAVIS COUNTY, TEXAS
MEMORIAL ADMINISTRATORS, LLC	§	
D/B/A TEXAS MEMORIAL	§	
ADMINISTRATORS, LLC, and	§	
TME HOLDINGS, INC.	§	

**ORDER APPROVING FINAL ACCOUNTING, TERMINATING
TEXAS MEMORIAL LIFE INSURANCE COMPANY, TEXAS MEMORIAL
ADMINISTRATORS, LLC D/B/A MEMORIAL ADMINISTRATORS, LLC AND TME
HOLDINGS, INC. PROCEEDING
AND DISCHARGING RECEIVER AND SPECIAL DEPUTY RECEIVER**

On the undersigned day, the Court considered the *Final Accounting and Application to Terminate Texas Memorial Life Insurance Company, Texas Memorial administrators d/b/a Memorial Administrators, LLC and TME Holdings, Inc. Proceeding and Discharge Receiver and Special Deputy Receiver* (the “Application”) filed by Jack M. Webb & Associates, Inc., Special Deputy Receiver (the “SDR” and “TML”, “TMA”, and “TME”, respectively). After considering the Application, the evidence submitted, and the recommendation of the Special Master appointed in this proceeding (the “Master”), the Court finds as follows:

1. The *Order of Reference to Master* (the “Order of Reference”) provides that the Application is referred to the Master;
2. The Application was submitted to the Master in accordance with the Order of Reference;
3. Notice of the Application was provided in accordance with TEX. INS. CODE §443.007 (d) and the Order of Reference, and no objections to the Application were filed;
4. The Texas Life and Health Insurance Guaranty Association filed its Acknowledgment of Notice and Waiver of Objection to the Application;

5. The Master has issued a recommendation that the Application should be granted pursuant to Rule 171 of the Texas Rules of Civil Procedure;
6. The Court has jurisdiction over the Application and the parties in interest; and
7. The Application should be GRANTED in all respects.

IT IS THEREFORE ORDERED ADJUDGED AND DECREED as follows:

1. The SDR's Final Accounting is accepted in all respects;
2. The Application is GRANTED in all respects;
3. Eleanor Kitzman, Commissioner of Insurance for the State of Texas, is discharged as Receiver of TML, TMA and TME.
4. Jack M. Webb & Associates, Inc. is discharged as Special Deputy Receiver of TML, TMA and TME.
5. The Receiver and the SDR are released from any further obligations in this proceeding, provided that they are authorized to take any actions and execute any documents as may be necessary to effectuate this Order.
6. The TML, TMA and TME receivership proceeding is terminated.
7. The termination of this proceeding will not affect any immunity available under TEX. INS. CODE § 443.014 (b).
8. This Order is not intended to and shall not create any third party beneficiaries.
9. This Order constitutes a final judgment fully resolving all issues relating to the Application, provided that this Court shall retain exclusive jurisdiction to enforce the provisions of this Order and the rights and duties of the parties hereunder, or issue further orders pursuant to TEX. INS. CODE Chapter 443.

Signed the _____ day of _____, 2012.

PRESIDING JUDGE