

MAY 31 2016

At 4:30 P.M.
Velva L. Price, District Clerk

CAUSE NO. D-1-GV-13-000204

THE STATE OF TEXAS,
Plaintiff

v.

SANTA FE AUTO INSURANCE
COMPANY
Defendant

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IN THE DISTRICT COURT OF

TRAVIS COUNTY, TEXAS

419th JUDICIAL DISTRICT

**ORDER GRANTING APPLICATION TO APPROVE
SECOND EARLY ACCESS DISTRIBUTION**

On this date, the Court heard the Application to Approve Second Early Access Distribution (the "Application") filed by CANTILO & BENNETT, L.L.P., solely in its capacity as Special Deputy Receiver of Santa Fe Auto Insurance Company (the "SDR" and "Santa Fe" respectively), The SDR appeared by and through its counsel.

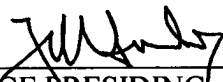
Having considered the Application, the Court finds as follows:

1. The *Amended Order of Reference to Master* entered on April 5, 2013, provides that motions filed pursuant to TEX. INS. CODE § 443.007 and § 443.303 are referred to the Special Master appointed in this proceeding;
2. Notice of the Application was provided in accordance with TEX. INS. CODE §443.007 (d) and § 443.303 (e);
3. The Texas Property and Casualty Insurance Guaranty Association filed its acknowledgement and waiver;
4. No objections to the Application were filed;
5. The Court has jurisdiction over the Application and the parties affected hereunder; and
6. The SDR's Application should be granted in all respects.

IT IS, THEREFORE, ORDERED, ADJUDGED AND DECREED as follows:

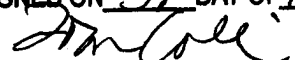
1. The Application is GRANTED in all respects.
2. The Special Deputy Receiver shall distribute SEVEN MILLION FIVE HUNDRED THOUSAND DOLLARS AND 00/100 (\$7,500,000) from the assets of the receivership estate to the Affected Associations in the amounts described in Exhibit 2 to the Application as an early access distribution pursuant to TEX. INS. CODE § 443.303.
3. The early access distributions to the Affected Associations shall be treated as advances against distributions to be made under TEX. INS. CODE § 443.302.
4. The early access distributions shall be made within thirty (30) business days after the date the Order is entered by the Receivership Court, unless an appeal has been filed or an order staying the distribution has been entered and not yet expired.
5. Any Affected Association must return to the Special Deputy Receiver any amount of the early access distributions if such amount is required to pay secured creditors and other claims as provided in TEX. INS. CODE § 443.303(g).
6. The Special Deputy Receiver is authorized to take any actions necessary to implement this Order.
7. This second early access distribution will apply to the Class 1 incurred and reserved and Class 2 paid claims of the Affected Associations under TEX. INS. CODE §443.301(a).
8. The Order is not intended to and shall not create any third party beneficiaries.
9. This Order constitutes a final order fully resolving all issues relating to the Application, provided that this Court shall retain jurisdiction to issue further orders pursuant to TEX. INS. CODE Chapter 443.

Signed on May 31, 2016.



JUDGE PRESIDING
TIM SULAK

PROPER NOTICE GIVEN
ACKNOWLEDGMENT OF NOTICE AND WAIVER
OF OBJECTION PRESENTED
SUBMITTED
RECOMMENDED
SIGNED ON 31st DAY OF May 2016



TOM COLLINS, RECEIVERSHIP SPECIAL MASTER