DOCKET NO. CV-99-589630

IN THE MATTER OF SUBURBAN HEALTH PLAN, INC., IN LIQUIDATION	:	**SUPERIOR COURT**
	:	**JUDICIAL DISTRICT OF HARTFORD**
	:	**AT HARTFORD**
	:	**APRIL 2, 2004**

ORDER APPROVING FORM AND MANNER OF NOTICE

Upon the Motion for an Order Approving Claims Report, Distribution to Creditors and Other Relief (the "Motion") of Susan F. Cogswell, Insurance Commissioner of the State of Connecticut, as Liquidator of Suburban Health Plan, Inc. (the "Liquidator"), by and through her counsel, Bingham McCutchen LLP, and based on the Court's consideration of the pleadings herein, the arguments of counsel, the law applicable to the case; and due deliberation being had thereon; and sufficient cause appearing, it is hereby

ORDERED that notice of the Motion shall be sufficient if a copy of a notice of motion, specifying the time and place of the hearing on the Motion, together with a copy of a letter in the form attached hereto as Exhibit A or Exhibit B shall be sent to each claimant whose claim is set forth in the Claims Report (attached to the Motion) by first class United States mail postage prepaid to the last address shown in the Liquidator's books and records for such claimant not less than twenty days prior to the hearing on the Motion.

Dated at Hartford, Connecticut
this 2nd day of [May] 2004.

Hon. John J. Langenbach
Superior Court Judge

CTDOCS:1579942.1

Exhibit A

Dear Provider

We are pleased to advise you that we are in the final stages of liquidating Suburban Health Plan, Inc. and should be able to make a distribution on your claim in the coming months. We expect that the distribution will be approximately twenty percent of your allowed claims. As part of the process of winding up the affairs of the estate, the Liquidator is required to file a report of claims that the Liquidator recommends for allowance with the Connecticut Superior Court.

In late 1999 and early 2000, we undertook the process of determining the allowed amount of all claims against Suburban by sending to you an explanation of benefits that indicated the amounts shown on Suburban's books and records as being owed to you. You were given an opportunity to file an appeal if you disagreed with the amount shown. All timely appeals were resolved by the Liquidator and her staff, and Suburban's books and records were modified accordingly. It is our intention to recommend to the Court that your claims be allowed in the aggregate amount of $_____, as reflected on Suburban's books and records.

A hearing on the report will be held at the time and place set forth on the enclosed Notice of Hearing. If you believe that the Liquidator has incorrectly stated the amount of your claims as determined through the appeal process, you must file a written objection with the Court and counsel for the Liquidator in accordance with the enclosed Notice of Hearing. Any objection must include copies of the documents relating to the explanations of benefits sent to you by the Liquidator as well as any correspondence and documents exchanged by you and the Liquidator in the course of any appeal. In addition, you must submit copies of documents supporting the amount of the claim that you believe that you are owed. You should also be prepared to present testimony at the hearing at the time and place specified in the Notice of Hearing.

In the event that you do not contest the amount of your claims as shown above, you do not need to respond to the report of claims nor attend the hearing. Also, you will not need to take any further action in order to ensure that you receive your distribution.

Very truly yours,

Susan F. Cogswell, Liquidator of
Suburban Health Plan, Inc.

Exhibit B

Dear Creditor:

By this letter, we wish to advise you that we are in the final stages of liquidating Suburban Health Plan, Inc. and will be making distributions to creditors in the coming months. The distributions to be made will be according to the priorities established under Connecticut law (Conn. Gen. Stat. § 38a-944). Under Connecticut law, expenses of administration are paid first and then the claims of Providers for actual health services are paid. All other claims are junior in priority to these classes. The claims of network Providers are likely to be paid at the rate of approximately twenty percent. Accordingly, there will not be any distribution to creditors in lower classes. We have reviewed your proof of claim No. filed with the Liquidator on _____. Based on our review, the proof of claim asserts a claim with a priority junior to that of Providers and accordingly it will not receive a distribution in the case.

As part of the process of winding up the affairs of the estate, the Liquidator has filed a report of claims that the Liquidator recommends for allowance with the Connecticut Superior Court and has also filed a motion for approval of the claims report and authorization to distribute the estate. A Notice of Hearing with respect to the motion is enclosed.

If you believe that the Liquidator has incorrectly characterized the nature of your claim, you must file a written objection with the Court and counsel for the Liquidator in accordance with the enclosed Notice of Hearing. Any objection must include copies of the documents that evidence that your claim relates to an expense of administering the estate or relates to actual services provided to a Suburban Subscriber or Enrollee. In addition, you must submit copies of documents supporting the amount of the claim that you believe that you are owed. You should also be prepared to present testimony at the hearing at the time and place specified in the Notice of Hearing.

Very truly yours,

Susan F. Cogswell, Liquidator of
Suburban Health Plan, Inc.