

STATE OF MICHIGAN
CIRCUIT COURT FOR THE 30TH JUDICIAL CIRCUIT
COUNTY OF INGHAM

ANITA G. FOX, DIRECTOR OF THE
MICHIGAN DEPARTMENT OF
INSURANCE AND FINANCIAL
SERVICES,

Case No. 20-452-CR

Petitioner,

HON. JOYCE DRAGANCHUK

v

MIDWESTERN DENTAL PLANS, INC.,

[IN LIQUIDATION]

Respondent.

_____/

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_____/

LIQUIDATOR'S PETITION FOR AN ORDER:

- (1) RATIFYING PRIORITY OF DISTRIBUTION OF CLAIMS;**
- (2) APPROVING THE LIQUIDATOR'S CLAIM RECOMMENDATIONS;**
- (3) APPROVING AGREEMENT WITH SSC LENDER, LLC; AND**
- (4) AUTHORIZING DISTRIBUTION OF ESTATE ASSETS**

Anita G. Fox, Director of the Michigan Department of Insurance and
Financial Services ("DIFS") and Court-appointed Liquidator (the "Liquidator") of
Midwestern Dental Plans, Inc. ("Midwestern Dental"), by and through her attorney,
Assistant Attorney General Christopher L. Kerr, petitions this Court for an Order:

(1) ratifying the Liquidator's priority of distribution of claims filed against the

Midwestern Dental Liquidation Estate, consistent with MCL 500.8142; (2) approving the Liquidator's claim recommendations, pursuant to MCL 500.8143(2); (3) approving the agreement between Midwestern Dental and SSC Lender, LLC ("SSC Lender"), pursuant to MCL 500.8121(1)(k); and (4) authorizing the Liquidator to make distributions of Estate assets, pursuant to MCL 500.8144.

In support of this and the other related relief sought by this Petition, the Liquidator states as follows:

BACKGROUND

1. On February 3, 2021, this Court entered an order placing Midwestern Dental into liquidation, appointing the DIFS Director as Liquidator, and approving the reasonable compensation to be paid to the Liquidator's appointed Special Deputy Liquidators, James Gerber and Thomas Mitchell (the "Liquidation Order").

2. To date, the liquidation of Midwestern Dental has been successfully accomplished through:

- a. Implementation of the Proof of Claim ("POC") form filing process;
- b. Creation and implementation of the POC adjudication process through final conclusion;
- c. Marshaling all the available assets of Midwestern Dental and converting them to cash;
- d. Diligent tax planning and preparation; and
- e. Resolution of an issue involving SSC Lender's claimed interest in Midwestern Dental's assets.

3. These activities having been completed, the Liquidator now seeks the following:

- a. Approval of the Liquidator's final recommendation to pay a 100% distribution of Estate assets on the allowed amount of policyholder claims for incomplete dental work, which are accorded Class 2 priority under MCL 500.8142(1)(b). (Exhibit A, Incomplete Dental Work Report.)
- b. Approval of the Liquidator's final recommendation to pay a 100% distribution of Estate assets on the allowed amount of policyholder claims for unearned premium refunds, which are accorded Class 5 priority under MCL 500.8142(1)(e). (Exhibit B, Unearned Premium Refunds Report.)
- c. Approval of the Liquidator's final recommendation to pay a 100% distribution of Estate assets on the allowed amount of policyholder late-filed claims, which are accorded Class 7 priority under MCL 500.8142(1)(g). (Exhibit C, Late-Filed Claims Report.)
- d. Approval of the Liquidator's denial of certain claims for stated reasons. (Exhibit D, Denied Claims Report.)
- e. Ratification of the Liquidator's claim determination process, including the priority of distribution of claims filed against the Midwestern Dental Liquidation Estate under MCL 500.8142.
- f. Authority to make distributions of Estate assets consistent with the Liquidator's claim recommendations following Court approval.
- g. Approval of an administrative expense reserve in the amount of \$25,000 to cover the operating expenses and costs associated with final closure of the Midwestern Dental Liquidation Estate, which is accorded Class 1 priority under MCL 500.8142(1)(a).
- h. Approval of the agreement between Midwestern Dental and SSC Lender, pursuant to which the Liquidator will distribute to SSC Lender all remaining Midwestern Dental assets after: (i) payment in full of Class 2, Class 5, and Class 7 claims that the Liquidator has recommended for payment; and (ii) the Liquidator's retention of the \$25,000 administrative expense reserve. (Exhibit E, Agreement between Midwestern Dental and SSC Lender.)

THE CLAIM DETERMINATION PROCESS

4. Pursuant to MCL 500.8122, the Liquidator provided notice of the liquidation to all persons known or reasonably expected to have claims against Midwestern Dental. (Exhibit F, Notice of Liquidation.)

5. Proof of Claim forms were sent to all known potential claimants, requiring them to provide information supporting their claim(s) as provided by MCL 500.8136(1). The Proof of Claim form further notified potential claimants of the June 30, 2021 claim filing deadline. A total of 6,497 Proof of Claim forms were sent to policyholders and other interested parties, of which 206 were returned by the U.S. Postal Service with no forwarding address. Notice of the liquidation was also provided to the National Association of Insurance Commissioners, posted on the DIFS website, and published for three consecutive weeks in the Detroit News/Detroit Free Press Sunday Classified Legal News Section on February 7, 2021, February 14, 2021, and February 21, 2021.

6. Upon submission of a Proof of Claim form to the Midwestern Dental Liquidation Estate, the liquidation staff created a new liquidation claim file, assigned the claim a Proof of Claim number, and entered this information into the Proof of Claim database. In addition, consistent with MCL 500.8143(1), the liquidation staff reviewed and, when necessary, further investigated the Proofs of Claim filed against the Midwestern Dental Liquidation Estate.

7. In total, the Midwestern Dental Liquidation Estate received and processed to final conclusion 206 separate Proof of Claim forms, some of which contained multiple claims. (See Exhibits A through D.)

8. Pursuant to MCL 500.8139(1), if the Liquidator denied a claim in whole or in part, the Liquidator gave written notice of the determination to the claimant or his or her attorney by first-class mail at the address shown in the Proof of Claim form, or any updated address provided by the claimant or his or her attorney.

9. Consistent with MCL 500.8139(1), the Liquidator prohibited any claimant from pursuing an objection to the Liquidator's adverse claim determination if the objection was not timely filed within sixty (60) days after the date of mailing of the notice of determination.

10. Consistent with MCL 500.8139(2), the Liquidator responded to each objection regarding an adverse claim determination by mailing to the claimant or his or her attorney by first-class mail at the address shown in the Proof of Claim form (or any updated address provided by the claimant or his or her attorney) a letter stating the Liquidator's response to the objection.

11. Consistent with MCL 500.8139(2), if the Liquidator did not alter the denial of a claim in response to a claimant's objection, the claimant was required to advise the Liquidator in writing that the claimant maintained the objection and wished to pursue further Court review of the matter. In addition, the claimant was required to state the basis for the request for judicial review and provide any additional documentation not previously submitted in support of the objection and claim. The Liquidator was able to resolve all Proofs of Claim that were initially denied in whole or in part and for which an objection was filed, avoiding the need for any judicial review of the Liquidator's adverse claim determinations.

12. The Liquidator requests the Court to formally ratify and approve the above-described process used by the Liquidator to adjudicate all claims filed against the Midwestern Dental Liquidation Estate.

PRIORITY OF DISTRIBUTION OF CLAIMS

13. The Liquidator further requests this Court to ratify and approve the priority of distribution of claims used by the Liquidator to administer and adjudicate claims filed against the Midwestern Dental Liquidation Estate and to make the recommended distributions described in this Petition. The Liquidator's priority of distribution of claims is in accordance with the statutory priority requirements contained in MCL 500.8142, as follows:

- Class 1: The costs and expenses of administration of the Midwestern Dental Liquidation Estate, including but not limited to legal and supervisory fees, the actual and necessary costs of preserving or recovering Midwestern Dental's assets, compensation for all services rendered in the liquidation, and any necessary filing fees. MCL 500.8142(1)(a). The Liquidator received no outside claims from third parties that fall within this class, but the Liquidator has paid and continues to pay internal Class 1 claims relating to the costs and expenses of administering the Midwestern Dental Liquidation Estate.
- Class 2: All claims under Midwestern Dental policies for losses incurred, including third party claims. MCL 500.8142(1)(b).
- Class 3: Federal government claims. MCL 500.8142(1)(c). The Liquidator received no claims that fall within this class.
- Class 4: All claims against the insurer for liability for bodily injury or for injury to or destruction of tangible property that are not under policies, together with certain types of employee claims. MCL 500.8142(1)(d). The Liquidator received no claims that fall within this class.

- Class 5: Claims under nonassessable policies for unearned premium or other premium refunds and claims of general creditors. MCL 500.8142(1)(e).
- Class 6: Claims of any state or local government, with certain limitations applicable to claims involving penalty or forfeiture. MCL 500.8142(1)(f). The Liquidator received no claims that fall within this class.
- Class 7: Claims filed late or any other claims other than claims under MCL 500.8142(1)(h) and (i). MCL 500.8142(1)(g).
- Class 8: Surplus or contribution notes, or similar obligations, and premium refunds on assessable policies. MCL 500.8142(1)(h). The Liquidator received no claims that fall within this class.
- Class 9: Claims of shareholders or other owners. MCL 500.8142(1)(i). The Liquidator received no claims that fall within this class.

14. In addition, the Liquidator has imposed the requirement in MCL 500.8142(1) that “[e]very claim in each class shall be paid in full or adequate funds retained for their payment before the members of the next class receive payment,” and requests the Court to formally ratify and approve the Liquidator’s application of this statutory requirement.

APPROVAL OF CLAIM RECOMMENDATIONS

15. MCL 500.8143(1) provides:

As soon as practicable, the liquidator shall present to the court a report of the claims against the insurer with his or her recommendations. The report shall include the name and address of each claimant and the amount of the claim finally recommended, if any.

MCL 500.8143(2) further provides that “[t]he court may approve, disapprove, or modify the report on claims by the liquidator.”

16. The Liquidator has resolved all claims consistent with the above-described claims determination process and Chapter 81 of the Michigan Insurance Code, and now presents her final claim report and recommendations in attached Exhibits A through D. Pursuant to MCL 500.8143(2), the Liquidator asks the Court to approve her claim recommendations set forth in these Exhibits, which are summarized as follows:

- The Liquidator has adjudicated all Class 2 claims, which are comprised of policyholder claims for incomplete dental work. The Liquidator’s final recommendation to pay a 100% distribution of Estate assets on the allowed amount of these Class 2 policyholder claims is reflected in Exhibit A, the Incomplete Dental Work Report.
- The Liquidator has adjudicated all Class 5 claims, which are comprised of policyholder claims for unearned premium refunds. The Liquidator’s final recommendation to pay a 100% distribution of Estate assets on the allowed amount of these Class 5 policyholder claims is reflected in Exhibit B, the Unearned Premium Refunds Report.
- The Liquidator has adjudicated all Class 7 claims, which are comprised of policyholder late-filed claims. The Liquidator’s final recommendation to pay a 100% distribution of Estate assets on the allowed amount of these Class 7 policyholder claims is reflected in Exhibit C, the Late-Filed Claims Report.
- The Liquidator has adjudicated all other claims filed against the Midwestern Dental Liquidation Estate and has denied these claims for the reasons stated in Exhibit D, the Denied Claims Report. Consistent with MCL 500.8139(1), notices of determination were sent denying these claims. With respect to these claims that the Liquidator denied and for which the claimant did not file a timely objection, the claimant cannot further object to

the determination. MCL 500.8139(2). With respect to these claims that the Liquidator denied and for which the claimant filed a timely objection, the Liquidator has resolved the claimant's objection.

As stated above, the Liquidator received no claims falling within Classes 1, 3, 4, 6, 8, or 9.

APPROVAL OF AGREEMENT WITH SSC LENDER

17. During the liquidation, an issue arose involving SSC Lender's claimed interest in Midwestern Dental's assets. Specifically, and as reflected in Exhibit E, SSC Lender asserted that it holds claims against Dimensional Dental Management, LLC ("DDM"), which is Midwestern Dental's parent company and owner, exceeding \$1,000,000.00, as well as a security interest in Midwestern Dental's operating account x3752 at PNC Bank (the "PNC Account"). In response, the Liquidator asserted that SSC Lender's claims against Midwestern Dental and security interest in the PNC Account were not properly perfected in the liquidation by filing a timely proof of claim, and are therefore void and unenforceable. (Exhibit E.)

18. To resolve this issue, Midwestern Dental (through the Liquidator) and SSC Lender entered into the agreement attached as Exhibit E, pursuant to which the Liquidator will distribute to SSC Lender all remaining Midwestern Dental assets after: (a) payment in full of Class 2, Class 5, and Class 7 policyholder claims that the Liquidator has recommended for payment; and (b) the Liquidator's retention of the \$25,000 administrative expense reserve.

19. Once all higher-class claims have been paid in full, any remaining assets of the Liquidation Estate typically would be distributed to DDM as

Midwestern Dental's owner. However, SSC Lender has established that it is a creditor of DDM owed over \$1 million, and it is therefore entitled to the distribution of remaining assets that would normally be made to DDM.

20. MCL 500.8121(1)(k) empowers the Liquidator "[t]o enter into contracts necessary to carry out the order to liquidate" The Liquidator has determined that the agreement between Midwestern Dental and SSC Lender is necessary to carry out the Liquidation Order, and will also assist in providing the maximum protection to creditors, policyholders, and the public.

21. For the foregoing reasons, the Liquidator requests this Court to approve the agreement between Midwestern Dental and SSC Lender attached as Exhibit E.

**AUTHORITY TO DISTRIBUTE
LIQUIDATION ESTATE ASSETS**

22. As of October 18, 2021, the Midwestern Dental Liquidation Estate had assets in the amount of \$694,117.15. (Exhibit E, p 5.) Based on conservative estimates, the Liquidator proposes to retain \$25,000 of these assets to pay the final administrative costs and expenses of closing the Estate (the "Closing Reserve"), leaving \$669,117.15 that the Liquidator now seeks authority to distribute.

23. Specifically, consistent with the Liquidator's claim recommendations summarized above, the Liquidator requests the Court's authority to make a 100% distribution of Liquidation Estate assets on the allowed amount of Class 2, Class 5, and Class 7 policyholder claims as reflected on Exhibits A through C.

24. After payment in full of these Class 2, Class 5, and Class 7 policyholder claims and retention of the Closing Reserve, the Liquidator requests the Court's authority to distribute all remaining Midwestern Dental assets to SSC Lender, pursuant to the agreement between Midwestern Dental and SSC Lender attached as Exhibit E.

25. Although the Liquidator does not anticipate recovering any additional Estate assets, in the event of such recovery the Liquidator requests the Court's authority to distribute these assets to SSC Lender, pursuant to the agreement between Midwestern Dental and SSC Lender attached as Exhibit E. Similarly, if any portion of the Closing Reserve is remaining at the time the Estate is closed and this liquidation is terminated, the Liquidator requests the Court's authority to distribute these assets to SSC Lender pursuant to Exhibit E.

26. MCL 500.8144 provides that the Liquidator shall pay distributions, under the Court's direction, "in a manner that will assure the proper recognition of priorities and a reasonable balance between the expeditious completion of the liquidation and the protection of unliquidated and undetermined claims, including third party claims." The Liquidator's recommended: (a) 100% distribution on the allowed amount of Class 2, Class 5, and Class 7 policyholder claims as reflected on Exhibits A through C; (b) retention of the Closing Reserve; and (c) distribution of all remaining Midwestern Dental assets to SSC Lender pursuant to Exhibit E, assures the proper recognition of priorities and is necessary to complete this liquidation. Moreover, the proposed distributions will not adversely impact unliquidated and

undetermined claims because the Liquidator has fully adjudicated all claims filed against the Midwestern Dental Liquidation Estate.

27. Following this Court's approval of the proposed distributions described in this Petition and the making of those distributions, the Liquidator will file a closing petition to terminate the liquidation and will also provide a final accounting to the Court.

AUTHORIZATION OF SERVICE

28. The Liquidator has determined that the individuals and entities having the strongest potential interest in this Petition, which the Rehabilitator therefore will personally serve via e-mail with a copy of this Petition, the Notice of Hearing, and any resulting Order, are as follows:

- (a) Steven Mitnick, counsel for DDM, at smitnick@sm-lawpc.com;
- (b) Adam Harris, counsel for SSC Lender, at adam.harris@srz.com; and
- (c) Douglas Bernstein, counsel for PNC Bank, at DBernstein@plunkettcooney.com.

Beyond the individuals and entities identified above (the "Personal Service Entities"), personally serving this Petition, the Notice of Hearing, and any resulting Order on other individuals or entities that may have a general interest in the Midwestern Dental rehabilitation would be time-intensive and prohibitively costly to the Liquidation Estate, and is not deemed by the Rehabilitator to be necessary or appropriate. For these reasons, the Liquidator requests that the Court authorize, approve, and/or ratify service of this Petition, the Notice of Hearing, and any resulting Order on the Personal Service Entities via e-mail as provided above, and

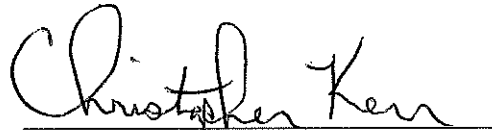
on any other potentially interested individuals or entities by posting electronic copies on the DIFS website, www.michigan.gov/difs, under the section "Who We Regulate," the subsection "Receiverships," and the sub-subsection "Midwestern Dental."

29. The Rehabilitator has determined that service in the foregoing manner is reasonably calculated to give the Personal Service Entities, together with any other potentially interested individuals or entities, actual notice of these proceedings and is otherwise reasonable under the circumstances.

RELIEF REQUESTED

WHEREFORE, for the reasons stated above, the Liquidator respectfully requests this Court to enter an Order in the form attached as Exhibit G that: (1) ratifies and approves the Liquidator's claim determination process; (2) ratifies the Liquidator's priority of distribution of claims filed against the Midwestern Dental Liquidation Estate, consistent with MCL 500.8142; (3) approves the Liquidator's claim recommendations, pursuant to MCL 500.8143(2); (4) approves the agreement between Midwestern Dental and SSC Lender, pursuant to MCL 500.8121(1)(k); (5) authorizes the Liquidator to make the distributions of Estate assets described in this Petition, pursuant to MCL 500.8144; and (5) authorizes, approves, and/or ratifies the Liquidator's service of this Petition, the Notice of Hearing, and any resulting Order by e-mail on the Personal Service Entities and by posting electronic copies on the DIFS website.

Respectfully submitted,



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Attorney for Petitioner
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General
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Dated: December 1, 2021

E

X

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A

Dental Work

P.O.C. #	Class	Amount On POC	Amount on POC	First Name	M.I.	Last Name	Address Line 1	Address Line 2	City	State	Zip
0001	2	\$ 270.00	\$ 270.00	Yolonda	R	Hunter	19158 Glenmore		Redford	MI	48240
0004	2	\$ 708.33	\$ 708.33	Kimi-Kali		Jones	1606 South Huron Street	Unit 972076	Ypsilanti	MI	48197
0010	2	\$ 800.00	\$ 800.00	Shivari		Srivastava	5573 Silver Bond		West Bloomfield	MI	48322
0024	2	\$ 2,603.00	\$ 2,603.00	Erica	R	White	28632 Red Leaf Ln		Southfield	MI	48076
0030	2	\$ 2,430.00	\$ 2,430.00	Dolcina		Fletcher	2238 Roslyn Rd		Grosse Pointe Woods	MI	48236
0036	2	\$ 2,960.00	\$ 1,610.00	Robert		Klakulak	11372 Bayberry Dr		Romeo	MI	48065
0038	2	\$ 500.00	\$ 500.00	Steven		Torey	48649 Village Drive		Macomb Township	MI	48044
0045	2	\$ 500.00	\$ 500.00	Shaponte	C	Farris	19774 Mark Twain		Detroit	MI	48235
0054	2	\$ 550.00	\$ 550.00	Arjanit		Mema	40675 Rinaldi Dr		Sterling Heights	MI	48313
0055	2	\$ 1,836.00	\$ 1,836.00	Chad		McMillan	1275 Grassy Ct		Rossford	OH	43460
0057	2	\$ 5,500.00	\$ 1,100.00	Tracey		Blockett	11468 Beaconsfield		Detroit	MI	48224
0059	2	\$ 150.00	\$ 150.00	Leonard		McCoy	546 Sunlight Dr		Rochester Hills	MI	48309
0061	2	\$ 850.00	\$ 850.00	Mahathi		Mathiyazhagan	5193 Anacostia Dr		Okemos	MI	48864
0062	2	\$ 350.00	\$ 350.00	Donna		Bolton	24317 Mount Olive Dr		Brownstown Twp.	MI	48134-9295
0069	2	\$ 900.00	\$ 900.00	Renee		Jones	16525 Lincoln Ave		Eastpointe	MI	48201
0077	2	\$ 1,182.00	\$ 1,182.00	Andrea		Laney	5385 E Vernon Rd		Rosebush	MI	48878
0090	2	\$ 2,300.00	\$ 2,300.00	Nakia		Holley	20494 Riopelle		Detroit	MI	48203
0094	2	\$ 1,000.00	\$ 1,000.00	Phyllis	M	Rollison	7980 Hallie Dr		Ypsilanti	MI	48198
0095	2	\$ 2,434.00	\$ 2,434.00	Amardeep		Singh	16999 Carriage Way		Northville	MI	48168
0098	2	\$ 1,055.00	\$ 905.00	Margaret		Jackson	8223 Bliss		Detroit	MI	48234
0099	2	\$ 501.00	\$ 501.00	Subesharja		Ravi	2318 Ellsworth Rd	Apt 102	Ypsilanti	MI	48197
0100	2	\$ 1,244.00	\$ 1,244.00	David	J	Ahearn Jr.	36121 Oxford Ct		New Baltimore	MI	48047
0101A	2	\$ 359.00	\$ 359.00	Dorothy	Joanr	Bomia	23368 Oakleigh Ave		Woodhaven	MI	48183
0107	2	\$ 640.00	\$ 640.00	Jerolyn		Youmans	2284 E Lake Rd		Clio	MI	48420
0113	2	\$ 550.00	\$ 550.00	Ibrahim		Barakat	42233 Trotwood Crt		Canton	MI	48187
0117	2	\$ 1,846.00	\$ 1,846.00	Susana	C	Manduzzi	57457 Scenic Hollow		Washington	MI	48094
0118	2	\$ 550.00	\$ 550.00	Geroge & Juliana		Hendricks	39784 Sylvia St		Harrison Township	MI	48045
0120	2	\$ 59.00	\$ 59.00	Robert	T	Kraus	49422 Brooklyn		Shelby Township	MI	48317
0121	2	\$ 3,364.00	\$ 3,364.00	Shirley		French	41012 E Rosewood Dr		Clinton Township	MI	48038
0125	2	\$ 1,030.00	\$ 1,030.00	Sahadevan		Puliyadi	24379 Amanda Lane		Novi	MI	48375
0126	2	\$ 5,964.50	\$ 5,964.50	Kandace		Wright	35305 Chestnut St		Wayne	MI	48184
0128	2	\$ 343.99	\$ 343.99	Geraldine		Cleveland	9663 Strathmoor		Detroit	MI	48227
0132	2	\$ 2,500.00	\$ 2,500.00	Gordon		Cale	17304 Laurel Dr		Livonia	MI	48152
0134	2	\$ 654.00	\$ 654.00	Sandra		Recih	20853 Meridian		Grosse Ile	MI	48138
0135B	2	\$ 403.00	\$ 403.00	William & Peggy		Mcinnis	50730 Fairchild		Chesterfield	MI	48051
0136	2	\$ 490.00	\$ 490.00	Donald	J	Kott	39424 Chantilly Dr		Sterling Heights	MI	48313
0137	2	\$ 2,400.00	\$ 2,400.00	Shundra		Massey	23157 Hickory Creek Dr		Macomb	MI	48042
0139B	2	\$ 90.00	\$ 90.00	Margherita		Mouchet	15190 Keppn		Allen Park	MI	48101
0147	2	\$ 4,915.00	\$ 4,915.00	Bryan		Strong	2112 Champagne Dr		Ann Arbor	MI	48108

0148	2	\$	950.00	\$	950.00	Leida	Chavez	937 Emmons Blvd		Lincoln Park	MI	48146
0150	2	\$	4,420.00	\$	4,397.00	Steven	Keeney	22453 Maple Ave		Farmington	MI	48336
0157	2	\$	1,544.00	\$	1,544.00	Denise	Ezell	29171 Gloede	Apt C	Warren	MI	48088
0158B	2	\$	120.00	\$	120.00	Richard	Trowbridge	11746 W Jolly Rd		Lansing	MI	48911
0162	2	\$	1,835.00	\$	1,835.00	Douglas	Hitch	680 Bogle Lake Road		White Lake	MI	48383
0163	2	\$	693.00	\$	693.00	Benda	Dibble	1135 W Maple Ave		Adrian	MI	49221
0172	2	\$	350.00	\$	350.00	Steven	D	Hackney		Eaton Rapids	MI	48827
0173	2	\$	800.00	\$	800.00	Citory	Foster	8739 Polk St		Taylor	MI	48180
0175	2	\$	75.00	\$	75.00	David	Bosek	24134 Avon Ln		Clinton Township	MI	48036
0176	2	\$	820.00	\$	820.00	Dreama	Baker	30448 Bayberry Ct		Flat Rock	MI	48134
0177	2	Unstated		\$	778.00	MD	Ali	Reza		Troy	MI	48083
0179	2	\$	850.00	\$	750.00	Michele	Felty	15951 Pleasant		Allen Park	MI	48101
0181	2	\$	3,500.00	\$	3,500.00	Alaina	Fain	40714 Reisa Lane	Apt 202	Canton	MI	48188
0183	2	\$	500.00	\$	500.00	India	Malone	338 Reid Rd	Unit B	Grand Blanc	MI	48439
0184	2	\$	3,300.00	\$	1,680.00	Freda	L	Moore		Warren	MI	48088
0187	2	\$	2,000.00	\$	2,000.00	Vivian	McGhee	20507 Mark Twain		Detroit	MI	48235
0188	2	\$	3,800.00	\$	3,800.00	Raymond	Tracey Jr.	37145 Vista Dr		Westland	MI	48185
0189	2	Unstated		\$	840.00	Ruth	Young	22250 Grossedale		St Clair Shores	MI	48082
0194	2	\$	1,400.00	\$	1,400.00	JoAnn	Johnson	18625 Warrington Dr		Detroit	MI	48221
0195	2	\$	336.80	\$	336.80	Charles	D	Kerr		Redford	MI	48239
0196	2	\$	980.00	\$	980.00	Donald	J	Vlasic		Bath	MI	48808
0197	2	\$	820.00	\$	820.00	Victoria	Lewis	691 E Shevlin		Hazel Park	MI	48030
0198	2	\$	1,500.00	\$	1,500.00	Mark Anthony	Farrugia	2705 Linden St		East Lansing	MI	48823
0199	2	\$	376.50	\$	376.50	Adrienne	Ruggerio	1128 Bement St		Lansing	MI	48912
0200	2	\$	1,087.00	\$	1,087.00	Joseph	Sabatini	37749 Santa Anna		Clinton Township	MI	48036
0201	2	\$	1,140.00	\$	1,140.00	Lauryn	Dansby	355 Osmun St		Pontiac	MI	48342
0202	2	\$	1,140.00	\$	1,140.00	Christian	Dansby	355 Osmun St		Pontiac	MI	48342
Total		\$	91,119.12	\$	85,094.12							

E

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P.O.C. #	Class	Amount of Premium		First Name	M.I.	Last Name	Address Line 1	Address Line 2	City	State	Zip
		Amount On POC	Refundable after 03/31/2021								
0002	5	\$ 677.70	\$ 508.28	Carl		Hert	19200 Tecumseh		Dundee	MI	48131
0003	5	\$ 303.07	\$ 227.30	Kathy	J	Menter	23349 Stacey Dr		Trenton	MI	48183
0005	5	\$ 104.32	\$ 156.46	Cheryl		Delonnay	12679 Docksin		Sterling Heights	MI	48313
0006	5	\$ 571.35	\$ 428.51	Fred		Mosilmani	27452 Mill Creek Dr		Brownstown Twp.	MI	48183
0008	5	\$ 406.92	\$ 373.01	Diane		Johnson	14104 Allen Rd		Taylor	MI	48180
0009	5	\$ 571.35	\$ 428.51	Robert		Pinka	4112 Lexington Dr		Trenton	MI	48183
0011A	5	\$ 303.07	\$ 227.30	Joe		Pitlanish	2106 Beech Lane Dr		Troy	MI	48083
0012	5	\$ 554.37	\$ 554.37	Shirley		Taylor	20346 Gibraltar		Brownstown Twp.	MI	48183
0013	5	\$ 192.52	\$ 176.48	Marlene		Kincannon	2378 Spring Hill		Inkster	MI	48141
0015	5	\$ 581.12	\$ 435.84	Jack		Hubbard	24346 Hayes		Eastpointe	MI	48021
0016	5	\$ 330.00	\$ 254.92	Jerome	D	Fansler	692 Sixth		Wyandotte	MI	48192
0017	5	\$ 753.72	\$ 753.72	Ronald		Lichtle	330 Maplehill Rd		Rochester Hills	MI	48306
0018	5	\$ 406.92	\$ 373.01	Maggie		Babcock-Dorsey	21540 Avon Ln		Southfield	MI	48075-7106
0021	5	\$ 339.89	\$ 226.59	Rose Mary		Boatwright	34019 McBride		Romulus	MI	48174
0023	5	\$ 303.07	\$ 227.30	James	C	Lowe	2945 Maganser Dr		Wixom	MI	48393
0026	5	\$ 753.72	\$ 753.72	John & Margaret		Frasson	21868 Hunter Circle N		Taylor	MI	48180
0027	5	\$ 406.92	\$ 373.01	Geraldine		Krankel	20704 Avalon		St. Clair Shores	MI	48080
0028	5	\$ 247.28	\$ 288.49	Kim		Ouimet	34217 Flower Hill Dr		Fraser	MI	48026
0029	5	\$ 406.92	\$ 373.01	Pamela		Sanford	18032 Teppert St		Detroit	MI	48234
0031	5	\$ 492.11	\$ 369.08	Norman		Kangas	62448 Dana Rose Dr		Washington	MI	48094-1329
0032	5	\$ 312.39	\$ 312.39	Kathleen		Woolner	1035 Wildflower		Ovid	MI	48866
0033	5	\$ 192.52	\$ 176.48	Gerald		Brooke	736 Country Club Dr		Saint Clair Shores	MI	48082
0034	5	\$ 581.12	\$ 435.84	Dennis		Budka	4996 Lexington Ave E		Shelby Township	MI	48317
0035	5	\$ 581.12	\$ 435.84	Cheryl	L	Guthrie	46808 Ben Franklin Dr		Shelby Township	MI	48315
0037	5	\$ 867.04	\$ 650.28	Donald		Reed Jr.	7630 Grayfield St		Dearborn Heights	MI	48127
0039	5	\$ 406.92	\$ 373.01	Michele		White	21823 Woodruff Rd, Apt P1		Rockwood	MI	48173
0040	5	\$ 571.35	\$ 285.68	Wille & Sandra		Coleman	32766 Cardinal Ln		Wayne	MI	48184
0042A	5	\$ 406.92	\$ 373.01	Janice	L	Notto	34501 Spring Valley		Westland	MI	48185
0046	5	\$ 129.25	\$ 129.25	Cynthia		Kehoe	489 Ravencrest Ln		Westland	MI	48185
0047A	5	\$ 303.07	\$ 227.30	Daniel	P	Neych Jr	53053 Rill Creek Dr		Chesterfield	MI	48047
0048	5	\$ 406.03	\$ 304.52	Rondi	C	Andersen	38517 Northfield Av		Livonia	MI	48150
0049	5	\$ 339.89	\$ 254.92	Byron		Bridges	22205 Brian		Taylor	MI	48180
0056	5	\$ 303.07	\$ 252.56	Mary		Bodary	89 Batavia		River Rouge	MI	48218
0058	5	\$ 655.34	\$ 491.51	Brian	G	Kahn	1190 Garden Rd		Milford	MI	48381
0060	5	\$ 303.07	\$ 227.30	Loretta	L	Stazalkowski	33071 Sheridan		Garden City	MI	48135
0064	5	\$ 257.04	\$ 192.78	Patsy		Smith	24397 Sand Lake Ln		Brownstown Twp.	MI	48134
0065	5	\$ 250.97	\$ 167.31	Jacqueline		Brown	8351 Lamplighter Dr	Building 5	Sterling Heights	MI	48312
0066	5	\$ 581.12	\$ 435.84	Thomas	A	Paul	736 Sylranwood		Troy	MI	48085
0068	5	\$ 303.07	\$ 202.05	Joan		Forton	30555 Mary Francis Court		Chesterfield	MI	48051

0071	5	\$	368.47	\$	337.76	Debra & Mark	Stephens	9868 Kennedy Rd		Munith	MI	49259
0072	5	\$	88.25	\$	73.54	Thomas	Snyder	45297 Manor Dr		Shebly Township	MI	48317
0073	5	\$	867.04	\$	650.28	James	A Pannecook	15780 Kigston Dr		Fraser	MI	48026
0074	5	\$	406.92	\$	406.92	Sandra	McGraw	793 Stoney Dr		South Lyon	MI	48178
0075	5	\$	257.04	\$	192.78	Irene	Hopson	1777 E Elza Ave		Hazel Park	MI	48030
0076	5	\$	288.82	\$	288.82	Helen	Ferrigan	15541 Dewitt Road		Lansing	MI	48906
0078	5	\$	156.00	\$	156.46	Joelyn	Aitken	25678 L Dr N		Albion	MI	49224
0079	5	\$	199.76	\$	299.65	Robert	L Andrews	1911 Brandywine Dr		East Lansing	MI	48223
0080	5	\$	312.39	\$	312.39	Donna	Wicke	1660 Pepper Ridge Dr		Haslett	MI	48840
0081	5	\$	233.67	\$	171.36	Richard	Boyle	28418 Elbamar Dr		Grosse Isle	MI	48138
0082	5	\$	303.07	\$	227.30	David	Strzalkowski	31215 Wellington	Apt 24301	Novi	MI	48377
0085	5	\$	497.23	\$	207.18	Karl	Morrison	84 Schrum Dr		Whitmore Lake	MI	48189
0086	5	\$	571.35	\$	428.51	Douglas & Linda	Wadlin	2956 Thorn Dr		Carleton	MI	48117
0087B	5	\$	251.31	\$	125.66	Janet	Berry	4631 Royal Cove		Shelby Township	MI	48316
0088	5	\$	571.00	\$	380.67	Michael & Sandra	Gibson	36991 N Heather Ct		Westland	MI	48185
0089	5	\$	150.79	\$	150.79	Robin	Wimbush	34385 Sandpebble Dr		Sterling Heights	MI	48310
0092	5	\$	372.00	\$	155.34	Marian	Brown	5366 Crowfoot Dr		Troy	MI	48085
0093	5	\$	296.22	\$	246.85	Donna	Poole Grable	49131 Hidden Woods Ln		Shelby Township	MI	48317
0101B	5	\$	207.20	\$	207.18	Dorothy	Joanr Bomia	23368 Oakleigh Ave		Woodhaven	MI	48183
0102	5	\$	581.00	\$	484.27	Sharon & Ronald	Beeman	873 Thurber Dr		Troy	MI	48085
0104	5	\$	368.47	\$	337.76	Louis & Mary Ann	Berg	941 Beaconsfield		Grosse Pointe Park	MI	48230
0105	5	\$	390.38	\$	390.38	Grozda	Dimovski	13052 Creekview Dr E		Shelby Township	MI	48315
0106	5	\$	492.11	\$	328.07	Salvatore	Louis Lipare	54835 Arrowhead		Shelby Township	MI	48315
0109	5	\$	571.35	\$	285.68	Charles	Gliga	42795 Redfern St		Canton	MI	48187
0111	5	\$	151.00	\$	252.56	Donald	F Sieg	19415 Heckman		Clinton Township	MI	48035
0114	5	\$	492.11	\$	369.08	Mildred	H Zayac	20654 Indiana		Brownstown Twp.	MI	48183
0119	5	\$	469.58	\$	352.19	Donn	C Jenkins	3100 Burkley Rd		Williamston	MI	48895
0122	5	\$	258.50	\$	129.25	Reba	G Alred	27830 Milton Ave		Warren	MI	48092-2629
0123	5	\$	581.12	\$	435.84	Kelly	Luther	14532 Cornell		Sterling Heights	MI	48313
0127	5	\$	303.07	\$	227.30	Queenie	Dyson	22661 Coachlight	Unit 4	Taylor	MI	48180-6380
0129A	5	\$	209.95	\$	157.46	Kimberly	F Schendel	6608 Helen St		Garden City	MI	48135
0131	5	\$	250.97	\$	209.14	Linda	M Cyb	27084 Winchester St		Brownstown Twp.	MI	48183
0133	5	\$	192.52	\$	160.43	Carl	Davis	37144 Charter Oaks		Clinton Township	MI	48036
0135A	5	\$	598.73	\$	598.73	William & Peggy	Mclnnis	50730 Fairchild		Chesterfield	MI	48051
0139A	5	\$	753.72	\$	690.91	Margherita	Mouchet	15190 Keppn		Allen Park	MI	48101
0140	5	\$	581.12	\$	435.84	Patricia	Vickers	33792 Pine Ridge Dr W		Fraser	MI	48026
0141	5	\$	151.53	\$	227.30	Frank	Zacharias	2676 Casmere		Hamtramck	MI	48212
0142	5	\$	677.70	\$	564.75	Edward & Debra	Knack	18545 Martin Pl.		Woodhaven	MI	48183
0144	5	\$	303.07	\$	227.30	Nancy	Neff	909 Grant Ave		Clawson	MI	48017
0145	5	\$	494.56	\$	247.28	Valerie	T Thompson	15817 Knurlwoode St		Romulus	MI	48174
0146	5	\$	597.71	\$	547.90	JoAnn	Fogarty	6908 Mead Rd		Elsie	MI	48831
0149	5	\$	435.84	\$	435.84	Donald	Vlasic	28728 Park Ct		Madison Heights	MI	48071
0151	5	\$	581.12	\$	484.27	John	Dick	1115 Woodlawn Ave		Royal Oak	MI	48073
0152B	5	\$	571.35	\$	285.68	Michael	A Prybyla	38237 Walnut St		Romulus	MI	48174

0153	5	\$	65.20	\$	85.30	David	F	Pietruszka	25168 Pamela	Taylor	MI	48180
0155	5	\$	581.12	\$	484.27	Thomas B & Mary Robin		Bolme	337 Gargantua Ave	Clawson	MI	48017-2640
0156	5	\$	296.22	\$	148.11	Thomas	J	Henderson	36171 Northfield Ave	Livonia	MI	48150
0158A	5	\$	327.25	\$	190.90	Richard		Trowbridge	11746 W Jolly Rd	Lansing	MI	48911
0159	5	\$	581.12	\$	435.84	Darrin & Margaret		Mikus	28513 Boston St	Saint Clair Shores	MI	48081
0160	5	\$	390.38	\$	390.38	Lucille		Sieloff	8741 Jackson	Taylor	MI	48180
0161	5	\$	192.52	\$	176.48	Christine		Szczesniak	14730 Murthum	Warren	MI	48088-6234
0164	5	\$	581.12	\$	435.84	David		MacDonald	19361 Ingram	Livonia	MI	48152
0165	5	\$	148.11	\$	148.11	Lois	Ann	Beerbaum	137 Edington Circle	Canton	MI	48187
0167	5	\$	296.22	\$	222.17	Jeannette		Forrest	1521 Ferris	Lincoln Park	MI	48146
0169	5	\$	311.81	\$	311.81	William		Laslavich	27443 Stratmoor Dr	Warren	MI	48092
0170	5	\$	257.04	\$	192.78	Marilyn		Crenshaw	6756 West St	Caseville	MI	48725
0174	5	\$	312.39	\$	286.36	Lenore		Ottney	P O Box 95	Eaton Rapids	MI	48827
0178	5	\$	312.39	\$	312.39	Doris	E	Dinge	22450 R Dr N	Marshall	MI	49068
0182	5	\$	581.12	\$	435.84	Paulette		Lawarence	16172 Parkside St	Detroit	MI	48221
0190	5	\$	303.07	\$	227.30	Nicolette		Szczwesny	18513 Jamestown Circle	Northville	MI	48168-1832
0191	5	\$	303.07	\$	202.05	Sandra		Mulkey	31165 Golden Oak Dr	Chesterfield	MI	48047
0192	5	\$	390.38	\$	390.38	Dalibor		Ristovski	31073 N Park Dr	Farmington Hills	MI	48331
0193	5	\$	288.82	\$	264.75	Ruth		Colkins	11764 Woodspointe Dr	Grand Ledge	MI	48837-9100
Total		\$	40,434.10	\$	32,662.45							

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P.O.C. #	Class	Amount of Premium			First Name	M.I.	Last Name	Address Line 1	Address Line 2	City	State	Zip
		Amount On POC	Refundable after 03/31/2021	Dental Work Amount on POC								
0203	7	\$ 303.07	\$ 277.30	Donald	J	Yaklin	255514 Stephens		St Clair Shores	MI	48080	
0205	7	\$ 500.00		Gihonna		Mitchell	647 Century Dr		Troy	MI	48083	
Total		\$ 803.07	\$ 277.30	\$ 500.00								

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EXECUTION VERSION

AGREEMENT

This Agreement (the "Agreement") is made this 21st day of October, 2021 by and between the following parties:

1. Midwestern Dental Plans, Inc. ("MDPI"), by James Gerber, in his capacity as Deputy Liquidator (the "Deputy Liquidator") appointed pursuant to that certain *Order of Liquidation and Declaration of Insolvency of Midwestern Dental Plans, Inc.*, dated February 3, 2021 (the "Liquidation Order"), entered by the State of Michigan Circuit Court for the 30th Judicial Circuit, County of Ingham (the "Michigan Court"); and

2. SSC Lender, LLC, in its capacity as successor to Madison Capital Funding, LLC, as Agent pursuant to the terms of that certain Credit Agreement dated as of February 12, 2016 (as amended, restated, supplemented or modified from time to time, the "Credit Agreement") by and among Dimensional Dental Management, LLC ("DDM"), the lenders from time to time party thereto, the subsidiaries and affiliates of DDM from time to time party thereto as guarantors, and the Agent.

MDPI and the Agent are each sometimes referred to herein as a "Party" and collectively as the "Parties."

WHEREAS, pursuant to the terms of the Liquidation Order, MDPI was placed into liquidation under Chapter 81 of the Insurance Code, MCL 500.8101-500.8159 (the "Liquidation"); and

WHEREAS, MDPI's principal assets are comprised of cash in the aggregate amount of approximately \$694,117.15, inclusive of \$615,011.33 that was on deposit at PNC Bank, N.A. in account x3752 as of October 18, 2021 (the "PNC Account") and the remaining balance of a treasury bill totaling \$79,105.82 held by Dart Bank (the "Treasury Bill"); and

WHEREAS, the Agent has asserted that it holds (a) claims against MDPI in excess of \$1,000,000.00, and (b) a duly perfected security interest in the PNC Account and the amounts on deposit therein; and

WHEREAS, the Deputy Liquidator has asserted that the Agent's claims against MDPI and security interest in the PNC Account were not properly perfected in the Liquidation by filing a timely proof of claim, and are therefore void and unenforceable; and

WHEREAS, the Parties wish to resolve this dispute and avoid the time and expense associated with any related proceedings in the Michigan Court, by agreeing that the Agent subordinate its asserted lien on the PNC Account and any claim the Agent may have against MDPI to the extent necessary to provide for (a) the prior payment in full of all claims allowed in the Liquidation, and (b) administrative costs and expenses associated with the Liquidation, in each case as set forth on Exhibit A hereto;

NOW THEREFORE, in consideration of the foregoing, and for good and valuable consideration receipt of which is hereby acknowledged, the Parties agree as follows:

1. The Deputy Liquidator acknowledges that the Agent has asserted certain claims against MDPI that, if allowed, could significantly impair the ability of MDPI to pay other allowed claims. The Agent acknowledges that no proof of claim has been filed by the Agent in accordance with the terms of the Liquidation Order and Chapter 81 of the Michigan Insurance Code.

2. The Agent hereby agrees that its asserted lien on the PNC Account and any related claim of the Agent against MDPI shall be subordinated to (a) the prior payment in full of all claims allowed in the Liquidation, and (b) administrative costs and expenses associated with the Liquidation, in each case as set forth on Exhibit A hereto. Subject to the entry of an order by the Michigan Court authorizing and approving this Agreement and the Final Report (as defined below), MDPI shall be authorized, to the extent provided herein, to withdraw funds from the PNC Account for the purpose of making such payments.

3. Within a reasonable time after the Parties' execution of this Agreement, the Deputy Liquidator shall file a report with the Michigan Court setting forth the allowed claims to be paid by MDPI (which amounts shall be consistent in all material respects with the amounts set forth in Exhibit A hereto; the "Final Report"), which shall be attached to a petition seeking approval of, *inter alia*, the Final Report, this Agreement, and a reserve for payment of all administrative costs and expenses associated with the Liquidation (the "Approval Petition"). At a minimum, the Deputy Rehabilitator shall serve the Approval Petition, which shall include as an exhibit the proposed approval order (the "Approval Order"), upon counsel for Agent. Upon filing, the Deputy Liquidator shall further notice the Approval Petition for hearing before the Michigan Court, and at the hearing shall request entry of the Approval Order that, among other things: (a) authorizes and approves (i) payment of all allowed claims identified in the Final Report, and (ii) payment of all administrative costs and expenses associated with the Liquidation, in each case as set forth on Exhibit A hereto; and (b) approves this Agreement and the distribution of all remaining funds in the possession and control of the Liquidator on behalf of MDPI (whether on deposit in the PNC Account, constituting the proceeds of the Treasury Bill or otherwise) to an account designated in writing by the Agent.

4. Except for the rights and obligations expressly contained in this Agreement, the Parties hereby mutually release each other (and, as applicable, each Party's respective Liquidator, Special Deputy Liquidators, directors, officers, principals, shareholders, partners, managers, employees, members, participants, agents, representatives, attorneys, financial advisors, accountants, investment bankers, consultants, representatives, management companies, fund advisors, other professionals, advisory board members, managed accounts or funds, other advisors, predecessors, successors or assigns, and MDPI further releases the Agent's subsidiaries and affiliates, in each case in their capacity as such) (collectively, the "Released Parties") from any and all claims, interests, obligations, suits, judgments, damages, demands, debts, rights, causes of action, losses, remedies, or liabilities whatsoever, including any derivative claims, asserted or assertable by or on behalf of either Party, whether known or unknown, foreseen or unforeseen, existing or hereafter arising, in law, equity, or otherwise, that either Party would be legally entitled to assert against the other Party, based on or relating to, or in any manner arising from, in whole

or in part, the Credit Agreement or the other loan documents executed in connection therewith, including (without limitation) any actions or conduct of any Released Party relating to the Credit Agreement or the other loan documents executed in connection therewith, the PNC Account, the Treasury Bill, or the exercise of rights and remedies thereunder. For the avoidance of doubt, this mutual release does not apply to or release any claims or potential claims against affiliates of MDPI, including but not limited to Dimensional Dental Management, LLC or Dimensional Dental Opco, LLC.

5. Each of the undersigned hereby represents and warrants that he/she has full power and authority to execute and deliver this Agreement, and to bind such Party to the performance of the terms hereof.

6. This Agreement shall become effective upon the entry of the Approval Order by the Michigan Court.

7. This Agreement may be signed in counterparts which, when taken together, shall constitute a single document.

[Remainder of page left intentionally blank; Signature page follows]

MIDWESTERN DENTAL PLANS, INC.

By: James Gerber
Name: James Gerber
Title: Deputy Liquidator

SSC LENDER, LLC, as Agent


By:  Hootan Yaghoobzadeh
Name: Hootan Yaghoobzadeh
Title: Managing Director

EXHIBIT A

Cash in PNC Account (as of October 18, 2021)	\$615,011.33
Treasury Bill Remaining Balance (as of October 18, 2021)	\$79,105.82
Total Cash on Hand	\$694,117.15
Less: Claims allowed by Liquidator in the Liquidation	\$118,533.87
Less: Administrative costs and expenses associated with the Liquidation	\$25,000.00
Amount of all remaining funds in the possession and control of the Liquidator to be distributed to the Agent	\$550,583.28

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Midwestern Dental Plans, Inc. (in Liquidation)
Notice of Court Order to Liquidate

On February 3, 2021, the Honorable Joyce Draganchuk, Ingham County Circuit Court Judge, entered an Order placing Midwestern Dental Plans, Inc. into liquidation (formerly Midwestern Dental Plans, Inc. in Rehabilitation), hereinafter referred to as "Midwestern Dental" (Case Number 20-452-CR). The Order of Liquidation appointed Anita G. Fox, Director of the Department of Insurance and Financial Services, State of Michigan, as Liquidator and James E. Gerber and Thomas Mitchell as Special Deputy Liquidators for Midwestern Dental.

The Order of Liquidation was entered because, among other reasons, Midwestern Dental could not be successfully rehabilitated due to its financial condition.

Pursuant to the Order of Liquidation, all policies issued by Midwestern Dental shall remain in effect until 30 days from the date of the Liquidation Order at which time the policies shall terminate. The Liquidator is responsible for administering the liquidation.

Contact information for Midwestern Dental:

Midwestern Dental Plans, Inc.
P.O. Box 428
Sterling Heights, MI 48311

E-Mail: liquidation@mwdpi.com
Customer Service: 1-517-284-8664

CLAIMS PROCEDURES AND CLAIMS BAR DATE

The Order of Liquidation, as provided by MCL 500.8122, requires that notice be given to all persons or entities known or reasonably expected to have claims against Midwestern Dental that were incurred on or before February 3, 2021 and for which the liquidation estate may be liable. **IMPORTANT: If you have such a claim and wish to be considered for payment of this claim in the liquidation proceeding, you must file a Proof of Claim with Midwestern Dental that complies with the requirements of MCL 500.8136 and the attached Proof of Claim Instructions. Failure to file a completed Proof of Claim form complying with these requirements and/or filing a Proof of Claim postmarked after the Proof of Claim deadline of June 30, 2021 (the Bar Date) will result in your claim being disallowed.**

In order to file a Proof of Claim, you must carefully fill out the enclosed Proof of Claim form completely in accordance with the accompanying Proof of Claim Instructions and mail the form to the above address prior to the **June 30, 2021 Bar Date**.

Important: Early submission of your Proof of Claim form(s) will allow the Liquidator to resolve any eligibility or other issues in a timely manner. The Court governs the timing and final payment of approved claims. Providers are prohibited by law from billing Midwestern Dental members for services rendered. Also, in accordance with the Order of Liquidation, "all non-contracted and contracted medical care providers are enjoined from pursuing collection against, obtaining judgments against, and/or balance billing of Midwestern Dental members for medical goods provided or services rendered prior to the date this Liquidation Order is entered." All claims against Midwestern Dental must be filed in the Ingham County liquidation proceeding in accordance with the Proof of Claim instructions. A judgment or order against Midwestern Dental from any court after the filing of the liquidation petition need not be considered evidence of liability or of quantum of damages in accordance with MCL 500.8136.

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STATE OF MICHIGAN
CIRCUIT COURT FOR THE 30TH JUDICIAL CIRCUIT
COUNTY OF INGHAM

ANITA G. FOX, DIRECTOR OF THE
MICHIGAN DEPARTMENT OF
INSURANCE AND FINANCIAL
SERVICES,

Case No. 20-452-CR

Petitioner,

HON. JOYCE DRAGANCHUK

v

MIDWESTERN DENTAL PLANS, INC.,

[IN LIQUIDATION]

Respondent.

_____/

Christopher L. Kerr (P57131)
Assistant Attorney General
Attorney for Petitioner
Michigan Department of Attorney General
Corporate Oversight Division
P.O. Box 30736
Lansing, MI 48909
(517) 335-7632
KerrC2@michigan.gov

_____/

- ORDER: (1) RATIFYING CLAIM ADJUDICATION PROCEDURES;
(2) RATIFYING PRIORITY OF DISTRIBUTION OF CLAIMS;
(3) APPROVING THE LIQUIDATOR'S CLAIM RECOMMENDATIONS;
(4) APPROVING AGREEMENT WITH SSC LENDER, LLC;
(5) AUTHORIZING DISTRIBUTION OF ESTATE ASSETS; AND
(6) AUTHORIZING SERVICE**

At a session of said Court
held in the Circuit Courtrooms
for the County of Ingham,
State of Michigan, on the
_____ day of December, 2021.

PRESENT: HONORABLE JOYCE DRAGANCHUK, CIRCUIT COURT JUDGE

WHEREAS, Anita G. Fox, Director of the Michigan Department of Insurance and Financial Services (“DIFS”) and Court-appointed Liquidator (the “Liquidator”) of Midwestern Dental Plans, Inc. (“Midwestern Dental”), has filed the *Liquidator’s Petition for an Order: (1) Ratifying Priority of Distribution of Claims; (2) Approving the Liquidator’s Claim Recommendations; (3) Approving Agreement with SSC Lender, LLC; and (4) Authorizing Distribution of Estate Assets* (the “Petition”), which also sought other related relief not expressly included in the Petition’s title; and

WHEREAS, on February 3, 2021, this Court entered an order placing Midwestern Dental into liquidation, appointing the DIFS Director as Liquidator, and approving the reasonable compensation to be paid to the Liquidator’s appointed Special Deputy Liquidators, James Gerber and Thomas Mitchell (the “Liquidation Order”); and

WHEREAS, the Liquidator served the Petition, together with the attached Exhibits and Notice of Hearing:

- (1) Via e-mail on December 1, 2021 to: (a) Steven Mitnick, counsel for Dimensional Dental Management, LLC (“DDM”); (b) Adam Harris, counsel for SSC Lender, LLC (“SSC Lender”); and Douglas Bernstein, counsel for PNC Bank (the “Personal Service Entities”), which are the individuals and entities having the strongest potential interest in the proposed distributions and other relief sought by the Petition; and
- (2) On other individuals or entities that may have a general interest in the Petition by submitting an electronic copy to DIFS for posting on the DIFS website, www.michigan.gov/difs, under the section “Who We Regulate,” the subsection “Receiverships,” and the sub-subsection “Midwestern Dental.”

The Liquidator intends to serve this resulting Order in the same manner; and

WHEREAS, the Court having reviewed the Petition and any objections or responses filed thereto, having heard oral argument on December 15, 2021 at 2:30 p.m., and being otherwise fully advised;

NOW, THEREFORE, IT IS HEREBY ORDERED THAT the Court APPROVES and GRANTS the Petition, and more specifically:

1. The Court ratifies and approves the claim handling and adjudication procedures used by the Liquidator as described in the Petition.

2. The Court ratifies and approves the priority of distribution of claims used by the Liquidator to administer and adjudicate claims filed against the Midwestern Dental Liquidation Estate, which complied with the statutory priority requirements contained in MCL 500.8142. In addition, the Court formally ratifies and approves the Liquidator imposing the requirement in MCL 500.8142(1) that “[e]very claim in each class shall be paid in full or adequate funds retained for their payment before the members of the next class receive payment.”

3. The Court approves the Liquidator’s final claim report and recommendations, which are summarized in the Petition and detailed in Exhibits A through D thereto.

4. The Court approves the agreement between Midwestern Dental and SSC Lender, an executed copy of which is attached as Exhibit E to the Petition.

5. The Court approves the Liquidator’s retention of an administrative expense reserve in the amount of \$25,000 to cover the operating expenses and costs

associated with final closure of the Midwestern Dental Liquidation Estate (the "Closing Reserve").

6. The Court authorizes the Liquidator to make the following distributions from the assets of the Midwestern Dental Liquidation Estate, and further authorizes the Liquidator and/or Special Deputy Liquidators to execute any necessary documentation and take such other action required to finalize these distributions: (a) a 100% distribution of Liquidation Estate assets on the allowed amount of Class 2, Class 5, and Class 7 policyholder claims as reflected on Exhibits A through C to the Petition; and (b) after payment in full of these Class 2, Class 5, and Class 7 policyholder claims and retention of the Closing Reserve, a distribution of all remaining Midwestern Dental assets to SSC Lender, pursuant to the agreement between Midwestern Dental and SSC Lender attached as Exhibit E to the Petition.

6. Although the recovery of additional Estate assets is not anticipated, in the event of such recovery the Court authorizes the Liquidator to distribute these assets to SSC Lender, pursuant to the agreement between Midwestern Dental and SSC Lender attached as Exhibit E to the Petition.

7. If any portion of the Closing Reserve is remaining at the time the Estate is closed and this liquidation is terminated, the Court authorizes the Liquidator to distribute these assets to SSC Lender, pursuant to the agreement between Midwestern Dental and SSC Lender attached as Exhibit E to the Petition.

8. Because personal service on individuals or entities that may have a general interest in Midwestern Dental's liquidation (i.e., other than the Personal Service Entities) would be time-intensive and prohibitively costly to the Midwestern Dental Liquidation Estate, the Court authorizes, approves, and/or ratifies the Liquidator's service of the Petition, together with the attached Exhibits, the Notice of Hearing, and this Order, by:

- (a) E-mail to: (i) Steven Mitnick, counsel for DDM, at smitnick@sm-lawpc.com; (ii) Adam Harris, counsel for SSC Lender, at adam.harris@srz.com; and (iii) Douglas Bernstein, counsel for PNC Bank, at DBernstein@plunkettcooney.com, which are the individuals and entities having the strongest potential interest in the relief sought by the Petition and granted by this Order; and
- (b) Submitting an electronic copy to DIFS for posting on the DIFS website, www.michigan.gov/difs, under the section "Who We Regulate," the subsection "Receiverships," and the sub-subsection "Midwestern Dental."

The Court finds that service in this manner is reasonably calculated to give the Personal Service Entities, together with any other potentially interested individuals or entities, actual notice of these proceedings and is otherwise reasonable under the circumstances.

IT IS SO ORDERED.

Honorable Joyce Draganchuk
Circuit Court Judge