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October 27, 2010

Mr. Guy E. Matthews
Matthews, Lawson, & Johnson, PLLC
200 Bering Dr., Suite 700
Houston, Texas 77057

Re: Civil Action No. 1:10-cv-00786-SS; *USA Senior Care Network, Inc. vs. National Association of Insurance Commissioners and Mary Beth Senkewicz*; In the United States District Court for the Western District of Texas, Austin Division

Rule 11 Agreement

Dear Mr. Matthews:

This letter constitutes a Rule 11 Agreement between the parties in the referenced case whereby the parties agree as follows:

° Defendants will defer action on the draft Medicare Supplement Hospital Network Arrangements' Bulletin, the draft Medicare Supplement Hospital Network Arrangements' State Alert, and Item 13 of the 2010 and Item 15 of the 2011 Charges for the Senior Issues Task Force pending resolution of this litigation;

° The Agreement does not affect the authority of any State to regulate the insurance industry or insurance products within its own jurisdiction;

° Plaintiff will withdraw Plaintiff's Second Amended Motion for Preliminary Injunction;

° Defendant NAIC will post this Rule 11 Agreement on its website.

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If the statements above accurately reflect the parties' agreements with respect to the subject matter described, please sign this Rule 11 Agreement in the space provided below and return a signed copy to me for filing with the Court.

Sincerely,



Mary F. Keller

AGREED:

By:



Guy Matthews