

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
THE MIIX GROUP, INC., <u>et al.</u> ,)	Case No. 04-13588 (MFW)
)	
Debtors.)	Jointly Administered

**NOTICE OF FILING OF AMENDMENT AND
SUPPLEMENTAL SCHEDULES TO ASSET PURCHASE AGREEMENT**

PLEASE TAKE NOTICE THAT, on January 12, 2005, the above captioned Debtors and debtors in possession (the “Debtors”) filed Amendment No. 1 to Asset Purchase Agreement and supplemental schedules to the Asset Purchaser Agreement. The Asset Purchase Agreement is an exhibit to *Motion of Debtors for an Order Pursuant to Sections 105(a), 363 and 365 of the Bankruptcy Code and Rules 2002, 6004, 6006, and 9014 of the Federal Rules of Bankruptcy Procedure (i) Authorizing the Sale of Certain Assets, Free and Clear of Liens, Claims, Encumbrances, and Interests Subject to Higher and Better Offers; (ii) Approving an Asset Purchase Agreement; (iii) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Such Sale; and (iv) Granting Related Relief* (Docket No. 39).

PLEASE TAKE NOTICE THAT attached hereto as Exhibit “A” is Amendment No. 1 to Asset Purchaser Agreement and attached hereto as Exhibit “B” are Schedules 1.1(c)(ii), 2.10, 2.13(a), and 2.22(b) to the Asset Purchase Agreement.

Dated: January 12, 2005

DRINKER BIDDLE & REATH LLP

/s/ Andrew J. Flame
Andrew C. Kassner (DE 4507)
Andrew J. Flame (DE 4398)
1100 N. Market Street, Suite 1000
Wilmington, DE 19801
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

Proposed Counsel for the Debtors and
Debtors-in-Possession

AMENDMENT NO. 1 TO ASSET PURCHASE AGREEMENT

This AMENDMENT NO. 1 TO ASSET PURCHASE AGREEMENT (this "Amendment") is entered into as of January 11, 2005, by and among New Jersey State Medical Underwriters, Inc. ("Underwriters"), The MIIX Group, Incorporated ("MIIX Group"), and together with Underwriters, "Seller", and MDAdvantage Insurance Company of New Jersey ("Purchaser").

WHEREAS, the Seller and Purchaser entered into that certain Asset Purchase Agreement dated December 29, 2004 (the "Agreement") and now desire to amend the Agreement.

NOW, THEREFORE, in consideration of the foregoing and the mutual agreements contained in this Amendment, the parties hereto agree as follows:

1. Deletion of Section 4.3(c)(viii): Section 4.3(c)(viii), which requires that the Preliminary Order shall include a provision approving a Breakup Fee, is hereby deleted;
2. Any and all other references in the Agreement to a Breakup Fee are hereby deleted; and
3. Purchaser hereby waives any provision in the Agreement entitling Purchaser to a Breakup Fee, requiring Bankruptcy Court approval of a Breakup Fee, conditioning any of the Purchaser's obligation under the Agreement on approval of a Breakup Fee, and/or granting Purchaser any rights if the Bankruptcy Court fails to approve a Breakup Fee.
4. All other provisions of the Agreement are in full force and effect on the date hereof.

(Remainder of Page Intentionally Left Blank)

5. This Amendment may be executed in any number of counterparts with the same effect as if all parties hereto had signed the same document, and all counterparts shall be construed together and shall constitute one instrument. A facsimile or photocopied signature (which may be delivered by facsimile) shall be deemed to be the functional equivalent of an original for all purposes.

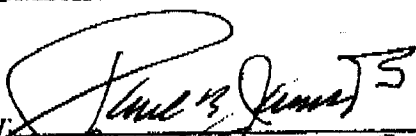
IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first above stated.

PURCHASER:

SELLER:

**MDADVANTAGE INSURANCE
COMPANY OF NEW JERSEY**

**NEW JERSEY STATE MEDICAL
UNDERWRITERS, INC.**

By: 
Name: Paul B. Jarrett III
Title: CHM- SUB COMMITTEE

By: _____
Name:
Title:

THE MIX GROUP, INCORPORATED

By: _____
Name:
Title:

5. This Amendment may be executed in any number of counterparts with the same effect as if all parties hereto had signed the same document, and all counterparts shall be construed together and shall constitute one instrument. A facsimile or photocopied signature (which may be delivered by facsimile) shall be deemed to be the functional equivalent of an original for all purposes.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first above stated.

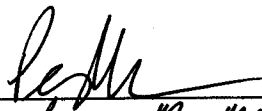
PURCHASER:

**MDADVANTAGE INSURANCE
COMPANY OF NEW JERSEY**

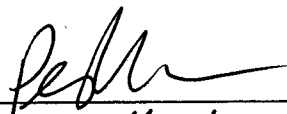
By: _____
Name:
Title:

SELLER:

**NEW JERSEY STATE MEDICAL
UNDERWRITERS, INC.**

By: 
Name: *Perry M. MANDARINO*
Title: *Chief Restructuring Officer*

THE MIX GROUP, INCORPORATED

By: 
Name: *Perry Mandarino*
Title: *Chief Restructuring Officer*

Schedule 1.1(c)(ii) — Paid Time Off

Name	Hourly Rate	Balance as of 12/19/04	Value as of 12/20/04
EMPLOYEE 1			\$ 498.25
EMPLOYEE 2			\$ 5,830.95
EMPLOYEE 3			\$ 4,798.63
Cohen, Stephen B.			\$ 6,970.50
EMPLOYEE 4			\$ 5,265.90
Costante, Patricia A			\$ 12,541.21
EMPLOYEE 5			\$ 173.01
EMPLOYEE 6*			\$ 1,152.25
EMPLOYEE 7			\$ 428.66
EMPLOYEE 8			\$ 957.57
EMPLOYEE 9			\$ (271.53)
EMPLOYEE 10			\$ 6,793.60
EMPLOYEE 11			\$ 6,179.95
Grab, Edward M			\$ 30,835.64
EMPLOYEE 12			\$ 1,042.88
EMPLOYEE 13			\$ 2,040.06
EMPLOYEE 14			\$ 1,906.99
Martin, Michael P.			\$ 5,068.96
EMPLOYEE 15			\$ 3,009.39
EMPLOYEE 16			\$ 5,915.76
EMPLOYEE 17			\$ 2,827.01
EMPLOYEE 18			\$ 6,200.38
EMPLOYEE 19			\$ 279.91
EMPLOYEE 20			\$ 10,809.35
EMPLOYEE 21			\$ 4,271.74
EMPLOYEE 22			\$ 11,447.34
EMPLOYEE 23			\$ 7,512.44
EMPLOYEE 24			\$ 578.19
EMPLOYEE 25			\$ 2,419.79
EMPLOYEE 26			\$ 656.58
EMPLOYEE 27**			\$ 4,763.02
Sugerman, Allen G.			\$ 30,188.46
EMPLOYEE 28*			\$ 1,385.40
EMPLOYEE 29			\$ 1,765.61
EMPLOYEE 30			\$ 4,811.64
EMPLOYEE 31**			\$ 1,600.17
Williams, Catherine E			\$ 8,898.50
EMPLOYEE 32			\$ 733.63
Unadjusted Totals			\$ 202,288
Adjustments:			
P. Costante amounts			\$ (12,541)
A. Sugerman amounts			\$ (30,188)
Adjusted Totals			\$ 159,558

* on STD/LTD

** Resigned effective 12/31/04

[A] Vacation time carryover maximum is three weeks (15 days at 7 hrs/day)

Schedule 2.10 — Intellectual Property

Copyrights

“Compliance Manual and Code of Conduct 2000” Registration Number: TX-5-212-208; Registered May 18, 2000.

“OSHA Manual Policies and Procedures for Hazard Communication and Blood Borne Pathogens” Registration Number: TX-5-349-058; Registered August 1, 2000.

“Policy and Procedure Manual” Registration Number: TX-5-371-178; Registered March 19, 2001.

“Fraud & Abuse Compliance Plan” Registration Number: TXu-962-674; Registered April 11, 2001.

Schedule 2.13(a) — Employees

See attached for schedule of employees. Information regarding hire dates, wages and salaries has been previously provided to Purchaser.

Employment Agreements:

Employment Agreement dated as of December 19, 2001, by and among MIIX Group, Underwriters, and Patricia A. Costante.

Employment Agreement dated as of March 1, 2000, by and among MIIX Group, Underwriters, and Edward M. Grab.

Employment Agreement dated as of July 17, 2003, by and among MIIX Group, Underwriters, and Allen G. Sugerman.

Employment Agreement dated as of October 31, 2001, by and among MIIX Group, Underwriters, and Catherine E. Williams.

Employee Listing As of November 12, 2004

Last Name	First Name	Position
Andrews	Adrienne	Physician Underwriter
Apelian	Frederic	Senior Medical Liability Representative
Aracich-Hughes	Lucy	Senior Medical Liability Representative
Arnold	Theresa	AVP & Manager of Risk Management
Battaglia	Kimberly	Supervisor, Accts Payable
Blom	Jamie	Secretary
Boscardin	Margaret	AVP, Underwriting Services Administration
Cavorti	Vincent	Litigation Supervisor
Chauvette	Fay	Senior Business Analyst
Cohen	Stephen	VP and Controller
Constantine	James	VP, Information Systems
Corrado	Gerard	Senior Hospital Liability Representative
Costante	Patricia	Chairman and CEO
Creighton	Angela	Accounting Clerk
Das	Alita	Hospital Liability Rep
Dean	Mary Beth	State Filing Coordinator
Donahue	Nancy Lee	Secretary
Dutka	Francis	Senior Medical Liability Representative
Eroh	Robert	Senior Insurance Accountant
Feci	Frank	Manager, Claims
Fee	Richard	Claim Supervisor
Fitz	Cassandra	Executive Assistant
Gerber	Jonathon	Medical Liability Representative
Getkin	Patricia	Hosp./Exp. Supervisor
Gillmer	Catherine	Communications Assistant
Gleason	James	Director Claims
Goley	Robert	VP, Claims Administration
Gowaty	Nina	VP, Human Resources
Grab	Edward	SVP/Chief Actuary
Grubb	Maureen	Executive Assistant Chairman & CEO
Hess	Susan	Supervisor, Corp. Gov./Shareholder Relations
Julian	John	Litigation Supervisor
Licciardello	Charlotte	Litigation Support Specialist
Lynch	Michael	Supervisor, Hospital Unit
Martin	Michael	General Counsel & VP, Asset Management
Matchick	Diane	Physician Underwriter
McManus	Margo	Assistant Vice President, Premium Finance
Mitchell	Pamela	Supervisor, Hospital Unit
Moore	Richard	AVP, Technical Unit
Moyles	Kristine	Senior Hospital Liability Representative
Myers	Dawn	Litigation Expense Analyst
Neas	Jennifer	Director, Communications
Ortiz	Marta	Litigation Supervisor
Payton	William	Assistant Vice President-Financial Analysis
Pedrick	Charles	Expense Accounting Supervisor
Pitonyak	Mary	Administrative Assistant
Powers	Mary Ann	Secretary
Powlick	Ronald	VP, Underwriting & Policyholder Services
Puro	Janet	Project Specialist
Rau	Frank	AVP, Loss Reserving Actuary

Employee Listing As of November 12, 2004

Last Name	First Name	Position
Reddy	T. N. Ramalinga	Software Engineer III
Redler	Gabor	Accounting Manager
Reed	Regina	Physician Underwriter
Rimassa	Nicholas	Litigation Supervisor
Roberts	Sandra Marie	Hospital Liability Assistant
Saliba	Paul	Staff Accountant
Saveriano	Christopher	AVP, System Development
Schuck	Bruce	Senior Medical Liability Representative
Sugerman	Allen	CFO & Treasurer
Thornton	Virginia	Executive Assistant
Trulio	Lee Ann	Senior Medical Liability Representative
Turner	Thomas	Assistant Supervisor, Mailroom
Turner	Pamela	Executive Staff Assistant
Turner	Travis	Sr. Network Technician
Williams	Catherine	SVP, Business Development & Corp. Secretary
Williams	Verna	Risk Management Project Specialist

**MDAdvantage Employees
As of November 12, 2004**

Andrews	Adrienne	Physician Underwriter
Arnold	Theresa	AVP & Manager of Risk Management
Boscardin	Margaret	AVP, Underwriting Services Administration
Cohen	Stephen	VP and Controller
Constantine	James	VP, Information Systems
Costante	Patricia	Chairman and CEO
Dean	Marybeth	State Filing Coordinator
Eroh	Robert	Senior Insurance Accountant
Fitz	Cassandra	Executive Assistant
Gillmer	Catherine	Communications Assistant
Goley	Robert	VP, Claims Administration
Gowaty	Nina	VP, Human Resources
Grab	Edward	SVP/Chief Actuary
Grubb	Maureen	Executive Assistant Chairman & CEO
Hess	Susan	Supervisor, Corp. Gov./Shareholder Relations
Licciardello	Charlotte	Litigation Support Specialist
Martin	Michael	General Counsel & VP, Asset Management
Matchick	Diane	Physician Underwriter
McManus	Margo	Assistant Vice President, Premium Finance
Neas	Jennifer	Director, Communications
Payton	William	Assistant Vice President-Financial Analysis
Pedrick	Charles	Expense Accounting Supervisor
Powlick	Ronald	VP, Underwriting & Policyholder Services
Puro	Janet	Project Specialist
Rau	Frank	AVP, Loss Reserving Actuary
Reddy	T. N.	Software Engineer III
Redler	Gabor	Accounting Manager
Reed	Regina	Financial Compliance Analyst/Asst. Underwriter
Saliba	Paul	Staff Accountant
Saveriano	Christopher	AVP, System Development
Sugerman	Allen	Chief Financial Officer
Trulio	Lee Ann	Senior Medical Liability Representative
Turner	Pamela	Executive Staff Assistant
Turner	Thomas	Assistant Supervisor, Mailroom
Williams	Catherine	SVP, Business Development & Corp. Secretary
Williams	Verna	Risk Management Project Specialist

Schedule 2.22 (b) — Real Property

Lease Agreement dated November 25, 2003, by and between Gordon Lawrenceville Realty Associates, L.L.C., as landlord, and Underwriters, as tenant, as amended by that Amendment to Lease dated as of June 22, 2004, and as further amended by that Second Amendment to Lease dated as of October 1, 2004.