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EX PARTE MOTION OFFICE

APPROVED  
FOR THE PAYMENT  
OF MOTION FEE  
ONLY

At IAS Part 2 of the Supreme Court  
of the State of New York, County of  
New York, at the Courthouse,  
71 Thomas Street, New York, New  
York, on the 2nd day of  
January, 2012.

*30497*

PRESENT:

HON. LEWIS B. YORK, J.S.C.

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In the Matter of

the Liquidation of

MIDLAND PROPERTY AND CASUALTY  
INSURANCE COMPANY.

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Index No.: 41782/90

ORDER TO SHOW CAUSE

Based on the verified petition ("Verified Petition") of Mary Jo Marchisello, Assistant  
Special Deputy Superintendent and Agent of Benjamin M. Dawsky, Superintendent of Financial  
Services of the State of New York, as liquidator ("Liquidator") of Midland Property and  
Casualty Insurance Company ("MIDPAC"), duly verified the 20<sup>th</sup> day of December 2012, and  
exhibit attached thereto upon all other papers previously submitted and all proceedings  
heretofore had herein, and it appearing that the relief sought should be granted;

NOW, on motion of John Pearson Kelly, attorney for the Liquidator, and after due  
deliberation having been had thereon,

LET all claimants and all other parties interested in the affairs of MIDPAC show cause  
before this Court at IAS Part 2 thereof, at the Courthouse located at 71 Thomas Street, in the  
County, City and State of New York, on the 6<sup>th</sup> day of March, 2013 ("Return Date") at  
9:30 o'clock a.m., or as soon thereafter as counsel can be heard, why an order should not be  
made, pursuant to Article 74 of the New York Insurance Law ("Insurance Law"), *inter alia*:

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(i) approving the Liquidator's Report on the Status and Request to Close MIDPAC's liquidation proceeding ("Liquidation Proceeding") and the financial transactions delineated therein; (ii) authorizing the continued payment of administrative costs and expenses, including such costs and expenses pertaining to the closing of the Liquidation Proceeding; (iii) authorizing the continued distribution of MIDPAC's assets, to the extent assets are available after payment of administrative costs and expenses, to Midland Insurance Company in Liquidation ("Midland"), as the parent company of MIDPAC; (iv) terminating and closing the Liquidation Proceeding; (v) authorizing the Liquidator, without further application to this Court, to continue to receive and disburse assets to Midland, as the parent company of MIDPAC, after the termination of the Liquidation Proceeding and to pay all administrative costs and expenses incurred in connection with any such distributions; (vi) releasing and discharging the Liquidator, his predecessors and successors in office, and their agents, attorneys and employees, from any and all liability arising from their acts and omissions in connection with the Liquidation Proceeding; (vii) authorizing and directing the Liquidator, in his discretion, to destroy or otherwise dispose of any and all of the books, files, records and other property of MIDPAC without further order of this Court; and (viii) providing for such other and further relief as this Court may deem just and proper;

AND, sufficient cause having been alleged therefor, and this Court having found the form and method of notice specified herein to be the best notice practicable, it is hereby

ORDERED, that notice of the Verified Petition and this Order to Show Cause shall be substantially in the form attached hereto and service shall be made to MIDPAC's claimants and all other interested parties by: (i) posting on the Internet web page maintained by the New York Liquidation Bureau at <http://www.nylb.org> at least 15 days prior to the Return Date; and (ii) publication in *Business Insurance*, or a newspaper of similar circulation, once per week for

two consecutive publications commencing within four weeks from the issuance of this Order to Show Cause; and it is further

ORDERED, that the form and methods of service of notice specified herein are hereby approved as in accordance with the law and as the best notice practicable and shall therefore constitute due and sufficient notice of this Order to Show Cause and scheduled Return Date herein and the Verified Petition and the relief sought therein to all persons and entities entitled to receive such notice; and it is further

ORDERED, that the approved form of notice shall direct that <sup>Copies of ~~the~~ <sup>file</sup></sup> all answering papers and supporting documentation ("Answering Papers") be served on the Liquidator so as to be received at least seven days prior to the Return Date, and that service on the Liquidator shall be made by first class mail at the following address:

Superintendent of Financial Services of the State of New York as,  
Liquidator of Midland Property and Casualty Insurance Company  
110 William Street  
New York, New York 10038  
Attention: John Pearson Kelly  
General Counsel

and by submitting ~~copies of~~ <sup>file</sup> Answering Papers, with affidavit of service on the Liquidator as above, to this Court at IAS Part 2 at the Courthouse located at 71 Thomas Street, in the County, City and State of New York, seven days before the Return Date; and it is further

ORDERED, that in the absence of Answering Papers filed pursuant to the previous paragraph on or prior to the date specified, the Court may enter relief without hearing and no party shall be entitled to be heard thereon; and it is further

