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EX PARTE MOTION OFFICE

APPROVED
FOR THE PAYMENT
OF MOTION FEE
ONLY

At IAS Part 12 of the Supreme Court of the State of New York, County of New York, at the Courthouse, 60 Centre Street, in the County, City and State of New York, on the 11th day of April, 2011.

PRESENT: _____

HON. PAUL G. FEINMAN, J.S.C.
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In the Matter of

the Liquidation of

MML ASSURANCE, INC.
-----X

N O F F E E
008069
Index No.: 404631/06
ORDER TO SHOW CAUSE

Upon reading the annexed verified petition ("Verified Petition") of Dennis J. Hayes, Special Deputy Superintendent and Agent of James J. Wrynn, Superintendent of Insurance of the State of New York as liquidator (the "Liquidator") of MML Assurance, Inc. ("MMLA"), duly verified the 29th day of March, 2011, the exhibits attached thereto and all other papers previously submitted and all proceedings heretofore had herein, and it appearing that the relief therein prayed for 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 parties interested in the affairs of MMLA show cause before this Court at ~~IAS Part 12~~, thereof, at the Courthouse located at 60 Centre Street in the County, City and State of New York, on the 13 day of May, 2011 (the "Return Date") at 9:30 o'clock a.m., or as soon as thereafter as counsel can be heard, why an order should not be made, pursuant to Article 74 of the New York Insurance Law, *inter alia*: (i) approving the Liquidator's final report concerning the status of the liquidation of MMLA and the financial transactions delineated therein; (ii) authorizing the continued payment of administrative costs and expenses; (iii) authorizing the Liquidator to disburse assets, to the extent assets are available after payment

or Counsel appear and Room 130

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of administrative costs and expenses, to MML Financial, LLC (“MML Financial”), the sole class nine shareholder; (iv) authorizing the Liquidator to reserve \$100,000 of MMLA’s assets in an escrow account pending the receipt of a release from the Internal Revenue Service regarding the Liquidator’s payment of a tax lien; (v) authorizing the Liquidator to receive and disburse to MML Financial, without further application to this Court, any receipts that are received after the termination of the liquidation proceeding; (vi) authorizing the Liquidator to disburse to MML Financial the monies held in escrow after termination of the liquidation proceeding, without further order of this Court; (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 MMLA without further order of this Court; (viii) 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 or omissions in connection with the liquidation proceeding; (ix) terminating and closing the liquidation proceeding; and (x) granting such other relief as this Court deems appropriate and just.

AND, sufficient cause having been alleged therefore, and the Court having found the form and methods 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 by: (i) posting on the Internet web page maintained by the New York Liquidation Bureau at <http://www.nylb.org> at least 15 business days before the Return Date; and (ii) serving a copy thereof by overnight mail upon, MML Financial, on or before the 13 day of April, 2011; and it is further

ORDERED, that the form and manner 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 the 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 all answering papers and supporting documentation ("Answering Papers") be served on the Superintendent so as to be received at least seven days prior to the above-scheduled Return Date, and that service on the Superintendent shall be made by first class mail at the following address:

Superintendent of Insurance of the State of New York as
Liquidator of MML Assurance, Inc.
110 William Street
New York, New York 10038
Attention: John Pearson Kelly, General Counsel

and by submitting copies of the Answering Papers, with affidavit of service on the Superintendent as above, to this Court at ~~145 Part 12~~ *the Motion Submission Part, Room 130* at the Courthouse located at 60 Centre 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

ORDERED, that any person or entity that has served Answering Papers as provided herein shall be deemed to have waived any objections that are not set forth in the Answering Papers; and it is further

ORDERED, that any person or entity that fails to serve Answering Papers as provided herein shall be deemed to have waived any objections to the relief sought in the Verified Petition and shall be barred from raising objections in this or any other proceeding concerning the matters set forth herein.

ENTER:



J.S.C.

HON. PAUL G. FEINMAN