

EX PARTE MOTION OFFICE

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FOR THE PAYMENT
OF MOTION FEE
ONLY

M.S.F.

At IAS Part 16 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 8th day of August, 2014.

P R E S E N T:

HON. ALICE SCHLESINGER, J.S.C.

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In the Matter of
the Liquidation of
CAPITAL MUTUAL INSURANCE COMPANY, INC.

RECEIVED
AUG 08 2014
NEW YORK COUNTY CLERK'S OFFICE

Index No. 402044/00

ORDER TO SHOW CAUSE

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MS:16
O'THAY

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Based on the verified petition ("Verified Petition") of Mary Jo Marchisello, Assistant Special Deputy Superintendent and Agent of Benjamin M. Lawskey, Superintendent of Financial Services of the State of New York as liquidator ("Liquidator") of Capital Mutual Insurance Company ("CMIC"), duly verified the 7th day of August, 2014, and exhibits attached thereto, upon all other papers previously submitted and all proceedings heretofore had herein, and it appearing that the relief sought 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 CMIC show cause before this Court at IAS Part 16, Room 222, thereof, at the Courthouse located at 60 Centre Street, New York, New York, on the 8th day of October, 2014 ("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*: (i) approving the Liquidator’s report on the status of and request to close CMIC’s liquidation proceeding (“Liquidation Proceeding”) and the financial transactions delineated in such report; (ii) authorizing the continued payment of administrative expenses, including such expenses pertaining to the closing of the Liquidation Proceeding; (iii) terminating and closing the Liquidation Proceeding, subject to this Court’s approval of Court Order No. 547; (iv) authorizing the Liquidator, without further application to this Court, to continue, after the termination of the Liquidation Proceeding, to receive and disburse assets, pursuant to Insurance Law Article 74, to those creditors of CMIC with allowed claims who are eligible to share in a *pro-rata* distribution, and to pay administrative expenses incurred in connection with the collection and disbursement of such assets; (v) 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; (vi) 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 CMIC without further order of this Court; and (vii) providing for such other and further relief as this Court deems appropriate and just.

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 as Exhibit 1 to the Verified Petition 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 fifteen (15) days before the Return Date; and (ii) publication in the

Insurance Advocate, or a publication of similar circulation, such publication to occur in two consecutive publications commencing within the thirty (30) days following entry 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 all answering papers and supporting documentation ("Answering Papers") be served on the Liquidator so as to be received at least seven (7) business 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 Capital Mutual Insurance Company
110 William Street
New York, New York 10038
Attention: John Pearson Kelly
General Counsel

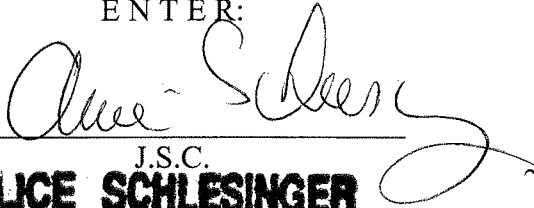
and by submitting copies of the Answering Papers, with affidavit of service on the Liquidator as above, to this Court at IAS Part 16 at the Courthouse located at 60 Centre Street ^{Room} New York, New York, ^{at least} seven business days before the Return Date; and it is further

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 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; 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.

ENTER:



J.S.C.

ALICE SCHLESINGER

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