

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

-----X
In the Matter of

Index No.: 402424/10

the Liquidation of

AFFIRMATION

CENTENNIAL INSURANCE COMPANY.
-----X

Eric S. Hong, an attorney licensed to practice law in the State of New York, affirms as follows:

1. I am attorney employed by the New York Liquidation Bureau, the organization which carries out the duties of the Acting Superintendent of Financial Services of the State of New York (the “Acting Superintendent”) as liquidator (the “Liquidator”) of Centennial Insurance Company (“Centennial”), and submit this affirmation, upon information and belief based on my review of the files maintained by my office and conversations I have had, in support of the Liquidator’s motion for authority to enter into the Insurance Guaranty Association Early Access, Disbursement, Reimbursement and Refunding Agreement for Centennial Insurance Company, attached hereto as Exhibit “A” (the “Early Access Agreement”).

2. Insurance Law § 7405(f)(1) provides that the Liquidator may apply to the court overseeing the liquidation proceeding for approval of a proposed agreement to disburse assets out of the marshalled assets of the estate of the insurer to any fund established by Insurance Law Article 76 and Article 6-a of the New York Workers’ Compensation Law, and to any entity in another state performing a similar function and having obligations because of such insurer’s insolvency. This type of agreement is colloquially referred to as an “early access” agreement. On this motion, the Liquidator requests that this Court approve the terms and conditions of the

proposed Early Access Agreement (Exh. A) and grant leave to the Liquidator to execute the Early Access Agreement.

3. Each of the 50 states has one or more Guaranty Associations. Guaranty Associations pay claims to persons or entities which have claims against an insolvent insurer that such insurer cannot pay. In other words, Guaranty Associations protect the residents of their respective states from effects of an insurance company's insolvency when their residents have claims covered by the Guaranty Associations.

4. Guaranty Associations are funded through assessments on the insurance companies licensed to conduct business in their states.

5. The purpose of permitting early access agreements is to distribute estate assets to the Guaranty Associations in order to facilitate their operations and reduce the necessity of assessing insurance companies in the states where the Guaranty Associations are domiciled.¹

6. With respect to this proceeding, the Guaranty Associations are responsible for paying on "covered claims" or "allowed claims" (as defined, or as substituted by another applicable term, in the governing statute for each Guaranty Association) arising in their states from Centennial policies which were unpaid due to Centennial's insolvency. The Guaranty Associations are entitled, pursuant to the applicable state statutes, to assert a claim in the Centennial liquidation proceeding for the total amount of Centennial's liabilities (including without limitation losses, loss adjustment expenses and administrative expenses) which are paid

¹ Insurance Law § 7405(f)(1) was codified in 1984. The bill jacket in respect of the legislation enacting Insurance Law § 514(5) (Assembly Bill No. A6523-A), the predecessor to Insurance Law § 7405(f)(1), noted that: "The inability to gain early access to the assets of insurance companies under liquidation, requires New York and other states to pay claims against such insurers from their insurance security funds. Since insurer assets are not immediately available to underwrite such payments, many states have to make assessments against active insurers to assure that such funds have monies to meet such claims. This bill would permit the Superintendent to have a more reasonable access to such assets, and its notification provisions would permit states to minimize unnecessary assessments to support their security funds."

by the Guaranty Associations. Approval of the Early Access Agreement will enable the Liquidator to expedite distributions of Centennial assets to the Guaranty Associations.

7. Insurance Law § 7405(f)(1) contemplates that the Liquidator may apply for an early access agreement no later than 180 days after entry of a liquidation order. However, the Centennial liquidation is a complex proceeding and the Liquidator was unable to determine within 180 days of the liquidation order whether an early access distribution would be feasible.

8. The Liquidator respectfully submits that the 180-day period referenced in Insurance Law § 7405(f)(1) is not intended to act as a bar, but rather to encourage the implementation of early access proposals as quickly as possible under the totality of the circumstances. Indeed, the legislative history indicates that the purpose of the 180-day timeframe was to provide early access distributions to Guaranty Associations “at a much earlier date” than the closing of a liquidation proceeding² - in short, at as early a time as the Liquidator judged to be feasible.

9. New York courts have approved early access agreements submitted outside the 180-day timeframe where circumstances warrant and where such approval is consonant with the intent of the statute. *In the Matter of the Liquidation of U.S. Capital Insurance Company*, S. Ct., N.Y. County, Index #403176/97, Order of May 26, 1999 (approving an early access agreement submitted more than 180 days after the date of liquidation upon the liquidator’s application that Insurance Law § 7405(f)(1) is intended to encourage quick implementation of early access proposals and is not intended to act as a bar); *In the Matter of the Liquidation of New York*

² The bill jacket in respect of Assembly Bill No. A6523-A, which enacted Insurance Law § 514(5), noted that “In adding a new subdivision 5 to that section [§ 514(5)], the bill would ... [a]uthorize the Superintendent of Insurance to apply to a State court of competent jurisdiction no later than 180 days after a final order of liquidation to transfer the assets of liquidated insurers to the Public Motor Vehicle Liability and Property and Liability Insurance Security Funds and to corresponding entities in other states (thereby gaining access to such funds for the payment of claims at a much earlier date) ...”. The Workers’ Compensation Security Fund was added by an amendment to Insurance Law § 7405(f)(1) in 2005.

Merchant Bakers Insurance Company, S.Ct., N.Y. County, Index #403106/97, Order of April 25, 2000 (same). Copies of the orders approving the early access applications in the U.S. Capital and New York Merchant Bakers estates are annexed as Exhibits “B” and “C”, respectively.

10. Insurance Law § 7405(f)(2) requires any early access proposal to include provisions for each of the following:

- a. Reserving amounts for the payment of administrative expenses and of claims of secured creditors to the extent of the value of the security held;
- b. Disbursement of the assets marshalled to date and subsequent disbursement of assets as they become available;
- c. Disbursements to the funds and entities entitled thereto [the Guaranty Associations] in amounts estimated to be at least equal to all claim payments for which such funds or entities could assets claims against the liquidator, and if the assets available for distribution do not at least equal such claim payments, then disbursements in the amount of the assets which are available;
- d. Equitable allocation of disbursements to each of such funds or entities;
- e. The securing by the Liquidator from each of such funds or entities of an agreement to return to the Liquidator such assets, together with income earned thereon, as may be required to pay claims of secured creditors; and
- f. A full report to be made by each fund or entity to the Liquidator accounting for all assets disbursed to it, all disbursements made from such disbursed assets, any income earned on such assets and any other matters as the court supervising the liquidation proceeding may direct.

11. The Early Access Agreement complies with all of these requirements. See Early Access Agreement ¶¶ 3, 4, 7-8, and 10-12 (Exh. A).

12. Approval of, followed by entry into, the Early Access Agreement will enable the Liquidator to accelerate disbursements to the Guaranty Associations, which will likely pay the majority of the claims covered by Centennial policies. Thus, providing early access to estate distributions will reduce the financial burden on the Guaranty Associations. Accordingly, the

Liquidator respectfully submits that it is in the best interests of Centennial's policyholders and other creditors for the Early Access Agreement to be approved and for the Liquidator to be authorized to make payments to the Guaranty Associations thereunder.

13. Pursuant to Insurance Law § 7405(f)(3), this application is being made on notice, substantially in the form of Exhibit C hereto, to the representatives of the Guaranty Associations listed on Exhibit D hereto and the state insurance commissioners (or other officials with equivalent responsibilities) listed on Exhibit E hereto, which in each case have obligations as a result of Centennial's insolvency, by first class mail at least 30 days prior to the submission of this application to this Court. The Liquidator notes that substantially similar versions of the Early Access Agreement were previously sent to a coordinating committee representing 26 of the Guaranty Associations listed on Exhibit D, and that the Early Access Agreement incorporates the comments received by the committee. Based on the committee's approval of this form, the Liquidator anticipates that no Guaranty Association or any other party receiving notice of this application will submit opposition to the application.

14. No previous application has been made for the relief requested herein to this or any other Court or Judge.

[Remainder of page intentionally left blank]

WHEREFORE, it is respectfully requested that this Court issue an order, substantially in the form of Exhibit B hereto: (i) approving the terms and conditions of the Early Access Agreement and authorizing the Liquidator and the Guaranty Associations to enter into the Early Access Agreement; (ii) authorizing the Liquidator to make disbursements to the Guaranty Associations in accordance with the Early Access Agreement; and (iii) granting the Liquidator such other and further relief as is just and proper.

Dated: New York, New York
July 8, 2015

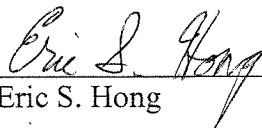

Eric S. Hong

EXHIBIT A

**INSURANCE GUARANTY ASSOCIATION EARLY ACCESS
DISBURSEMENT, REIMBURSEMENT AND REFUNDING AGREEMENT
FOR CENTENNIAL INSURANCE COMPANY**

This Insurance Guaranty Association Early Access Disbursement, Reimbursement and Refunding Agreement (“Agreement”) for Centennial Insurance Company (“Centennial”), effective as of [DATE] (“Effective Date”), is entered into by and between Anthony J. Albanese, Acting Superintendent of Financial Services of the State of New York (“Acting Superintendent of Financial Services”) as liquidator (“Liquidator”) of Centennial and [NAMES OF PARTICIPATING ASSOCIATIONS] (each a “Guaranty Association” and, collectively, “the Guaranty Associations”).

WHEREAS, by order of the Supreme Court of the State of New York, County of New York (the “Liquidation Court”) entered on April 27, 2011 (“Liquidation Order”), Centennial was found insolvent and placed into liquidation, and the Superintendent of Insurance of the State of New York (“Superintendent of Insurance”) was appointed Liquidator of Centennial, was vested with title to all of Centennial’s property, contracts, rights of action, books and records, and was directed to liquidate Centennial’s business and affairs in accordance with Article 74 of the New York Insurance Law (the “Insurance Law”);

WHEREAS, the Acting Superintendent of Financial Services has now succeeded the Superintendent of Insurance as Liquidator;

WHEREAS, the Liquidator is permitted to make distributions of Centennial’s assets (“Early Access Disbursements”) in accordance with Insurance Law §7405(f), subject to obtaining approval by the Liquidation Court;

WHEREAS, by an order entered on [DATE], the Liquidation Court approved the form of, and Liquidator’s entry into and performance of, this Agreement;

WHEREAS, Insurance Law §7405(f)(2)(D) requires that an agreement to make Early Access Disbursements shall provide for equitable allocation of disbursements to the Guaranty Associations;

WHEREAS, Insurance Law §7405(f)(2)(E) requires, among other things, that an agreement to make Early Access Disbursements shall include a requirement that the Guaranty Associations refund to the Liquidator such previously disbursed assets of Centennial, together with income earned thereon, as may be required to pay claims of secured creditors;

WHEREAS, it is in the best interests of Centennial's policyholders, creditors and claimants for the Liquidator to make Early Access Disbursements of Centennial's assets to the Guaranty Associations in accordance with the terms of this Agreement;

NOW, THEREFORE, in consideration of the mutual covenants contained herein (the receipt and sufficiency of which is hereby acknowledged), the Liquidator and the Guaranty Associations agree as follows:

1. Each Guaranty Association will be eligible to receive an Early Access Disbursement(s) ("Eligible Guaranty Association") if such Guaranty Association has: (i) made payments for loss adjustment, administrative expenses and claims covered by the Guaranty Association pursuant to an applicable statute ("Covered Claims"), which Covered Claims were obligations of Centennial, and were unpaid as a result of Centennial's insolvency; (ii) either transferred any Centennial special deposit(s) in its possession, custody or control (as applicable) to the Liquidator or expended all funds available from such special deposit(s) to make payments on Covered Claims; (iii) executed this Agreement; and (iv) reported to the Liquidator as required in paragraph 7, *infra*.

2. The Liquidator may disburse assets, from time to time, to each Eligible Guaranty Association in accordance with Insurance Law §7405(f).

3. On a periodic basis, the Liquidator shall reserve sufficient assets for the payment of administrative expenses, secured claims and other claims of the same priority as required by Insurance Law §7405(f) (“Reserves”).

4. The Liquidator may make *pro-rata* disbursements to each Eligible Guaranty Association out of the Centennial assets marshalled to date and as they become available (“Available Assets”) at such times and in such amounts as determined by the Liquidator. Available Assets include only cash and cash equivalents, such as short-term investments (*e.g.* U.S. Treasury Bills and Notes), that may be reasonably liquidated at the sole discretion of the Liquidator without adverse economic impact (“Cash Assets”). Available Assets include only assets actually in the custody of the Liquidator and do not include any amounts in the custody of an ancillary receiver, or any other amounts held on deposit in a jurisdiction other than the State of New York. Available Assets include only Cash Assets less the amount of Reserves.

5. The Liquidator and the Eligible Guaranty Associations will provide each other with reasonable access during normal business hours, to their books, records and files, and will respond timely to requests for information, files and documents, which in each case pertain to: (i) the Eligible Guaranty Associations’ performance of statutory obligations, including information, files and documents related to insurance coverages issued by Centennial, claims against Centennial and unearned premiums on each in-force policy of Centennial, if any; and (ii) the adjudication, administration and payment of the Covered Claims.

6. The Liquidator shall have the right, at reasonable times, to audit the books and records of the Eligible Guaranty Associations in connection with Early Access Disbursements

and any assets refunded to the Liquidator, and each Eligible Guaranty Association agrees to reasonably provide access for any such audit.

7. Within 60 days after the close of each calendar quarter, or within such other time frame that may be mutually agreed upon, each Eligible Guaranty Association will provide the Liquidator with management reports in accordance with the Uniform Data Standard (“UDS”) reporting format (“Reports”) promulgated by the National Association of Insurance Commissioners (which reporting format is set forth in an operations manual and a financial manual found at www.ncigf.org), which shall include C-Records and, as available, D-Records (as those terms are defined by UDS). To the extent D-Records are not available, each Eligible Guaranty Association shall provide the Liquidator with equivalent written reports of expense disbursements. The Eligible Guaranty Associations shall also provide such other information as may reasonably be requested by the Liquidator, including quarterly reports of reserves for expenses of the Eligible Guaranty Associations. No Reports, or other information, provided under this paragraph shall be presented in the form of aggregate information of two or more Eligible Guaranty Associations.

8. Early Access Disbursements, if any, shall be made for reimbursement of the Eligible Guaranty Associations’ Covered Claims that appear on the Reports; however, if the Available Assets are insufficient to pay 100 percent of the above-described reported Covered Claims, then Available Assets shall be prorated among the Eligible Guaranty Associations in amounts proportional to the aggregate Covered Claims reported by the Eligible Guaranty Associations through the quarter immediately prior to such Early Access Disbursement date, with each Eligible Guaranty Association receiving reimbursement of an equal percentage of its Covered Claim. Subject to paragraph 10, assets of Centennial held by or available to the Eligible

Guaranty Associations from any source other than the Liquidator pursuant to this Early Access Disbursement Agreement will be treated as amounts paid to the Eligible Guaranty Associations as Early Access Disbursements.

9. All salvage and subrogation rights of Centennial in connection with losses paid by the Eligible Guaranty Associations will be retained and accounted for by the Eligible Guaranty Associations, and any amounts received by Eligible Guaranty Associations in respect of such salvage and subrogation rights will reduce the amount of their Covered Claims and thus of any Early Access Disbursement which they would otherwise receive. Any reimbursements received by the Eligible Guaranty Associations in payment of deductibles as part of salvage and subrogation recoveries will also reduce the amount of their Covered Claims and thus of any Early Access Disbursement which they would otherwise receive. Any portion of salvage and subrogation amounts which are received by the Eligible Guaranty Associations in connection with losses paid by Centennial prior to the date of the Liquidation Order shall be sent to the Liquidator on a quarterly basis.

10. Each Eligible Guaranty Association shall, upon the Liquidator's written request, refund in whole or in part any Early Access Disbursements made pursuant to this Agreement, together with income earned thereon, as may be required to pay secured creditors as provided in Insurance Law § 7405(f)(2)(E), claims under Insurance Law § 7434(a)(1)(i), and claims under Insurance Law § 7434(a)(1)(ii) to the extent necessary to insure that all Class two claimants receive the same proportionate share of distributions of assets of the Centennial estate. Each refund pursuant to this paragraph 10 shall be made within 30 days of receipt of the Liquidator's written request; however, any Eligible Guaranty Association which is required to assess member

companies to make such a refund shall refund such Early Access Disbursements within 90 days of receipt of such written request.

11. Each Eligible Guaranty Association shall, upon the Liquidator's written request, shall refund in whole or in part any Early Access Distributions made pursuant to this Agreement, together with income earned thereon, which the Liquidator subsequently determines to exceed the amount due to such Eligible Guaranty Association in respect of its Covered Claims. Each refund pursuant to this paragraph 11 shall be made within 30 days of receipt of the Liquidator's written request; however, if Eligible Guaranty Associations are required to assess member companies to make such a refund, then the Eligible Guaranty Associations will refund such assets within 90 days of receipt of the Liquidator's written request.

12. If an Eligible Guaranty Association breaches its obligations under paragraph 10 or 11 of this Agreement, the Liquidator shall have the right to set off, against any subsequent distributions of Centennial assets to such Eligible Guaranty Association, the amount required to be refunded, to the extent that the breach has not been cured within 10 days from the date that the funds were required have been returned to the Liquidator.

13. The Eligible Guaranty Associations are each deemed to have a claim in the Centennial liquidation proceeding without being required to file a proof of claim with the Liquidator. It is agreed that the execution of this Agreement shall in no way operate to waive any rights of any of any party, including the right to participate in any interim or final distribution of assets from Centennial, provided that the Liquidator shall include Early Access Disbursements in determining the amount that each Eligible Guaranty Association will be entitled to receive in any final distribution.

14. Any notices and all other communications concerning this Agreement shall be sent by first class United States mail, postage prepaid, or by overnight delivery or facsimile transmission to the addresses as follows:

To the Liquidator:

Acting Superintendent of Financial Services of
the State of New York as Liquidator of
Centennial Insurance Company
c/o New York Liquidation Bureau
110 William Street
New York, New York 10038
Attention: General Counsel
Fax: (212) 233-0461

With a copy to:

Acting Superintendent of Financial Services of
the State of New York as Liquidator of
Centennial Insurance Company
c/o New York Liquidation Bureau
110 William Street
New York, New York 10038
Attention: Director, Creditor & Ancillary Operations Division
Fax: (212) 608-3389

To the Eligible Guaranty Associations:

At the address and facsimile number on each Eligible Guaranty Association's signature page.

15. The Liquidator and the Eligible Guaranty Associations shall cooperate in making arrangements for the final disposition of the information, files, and documents received by the Eligible Guaranty Associations from Centennial or the Liquidator.

16. This Agreement and any dispute related hereto or arising hereunder shall be governed by the laws of the State of New York without regard to any choice of laws principles.

17. The Liquidator and the Eligible Guaranty Associations agree to submit to the exclusive jurisdiction of the Liquidation Court solely with respect to enforcement of, or the

adjudication of any dispute arising out of, this Agreement; provided that nothing in this Agreement shall be deemed to affect the proper venue or forum for any action arising out of, or relating to, any other matter or controversy, nor shall the execution of this Agreement by any Eligible Guaranty Association be deemed as evidence in respect of the proper venue or forum of any such action.

18. This Agreement may be executed in counterparts with the same effect as if all signatories had signed the same document. Delivery of an executed counterpart of a signature page to this Agreement by facsimile or other electronic imaging means shall be effective as delivery of a manually executed counterpart of this Agreement.

[Remainder of page intentionally blank]

The Liquidator and the Eligible Guaranty Associations have executed this Agreement as of the Effective Date set forth above.

Anthony J. Albanese
Acting Superintendent of Financial Services of the
State of New York as Liquidator of
Centennial Insurance Company

By: _____
Scott D. Fischer
Acting Special Deputy Superintendent
and Agent

[INSERT NAME OF GUARANTY ASSN]

By: _____
Name: _____
Title: _____
Address: _____

Fax: _____

EXHIBIT B

At 1AS Part 22 of the Supreme Court
of the State of New York, county of
New York at the Courthouse, 60
Centre Street, New York, New York,
on the 26th day of *MAY*, 1999

JUDGE RICHARD B. LOWE III

PRESENT:

HON. RICHARD B. LOWE III, JUSTICE

-----X

In the Matter of

The Liquidation of

U.S. CAPITAL INSURANCE COMPANY

-----X

Index No. 403176/97

FILED
ORDER

JUN 3 1999

COUNTY CLERK'S OFFICE
NEW YORK

Petitioner, Neil D. Levin, Superintendent of Insurance of the State of New York
as Liquidator of U.S. Capital Insurance Company, by his attorney, the Law Offices of
Joseph Termini, having duly moved this Court for an Order pursuant to Insurance Law
§7405(f), approving the Liquidator's Proposal to Disburse Assets, and the Motion having
regularly come on to be heard on April 19, 1999.

NOW, upon reading and filing the Notice of Motion dated March 5, 1999, the
Affidavit in support of such Motion, by Richard S. Karpin, Assistant Special Deputy
Superintendent of Insurance and Agent of Neil D. Levin, sworn to on February 26, 1999,
and all the exhibits attached thereto, and there being no opposition to said Motion, and
after due deliberation having been held thereon.

NOW, upon Motion of Melvin Burruss for the Law Offices of Joseph Termini,
Attorney for the Petitioner, it is.

ORDERED, that the Motion is in all respects granted, and it is further.

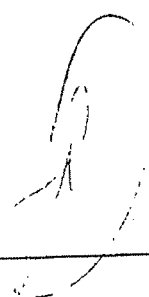
ORDERED, that the Proposal for Disbursement of Assets pursuant to §7405(f) of the New York Insurance Law and the Refunding Agreement are approved without opposition in the form annexed to the submitted papers.

FILED

JUN 3 1999

COUNTY CLERK'S OFFICE
NEW YORK

Enter,



J.S.C.

JUDGE RICHARD B. LOWE III

SUPREME COURT
STATE OF NEW YORK
RECEIVED
JUN 11 1999
LANSING
SUPPORT SERVICE

L347mr

EXHIBIT C

L1236

SUPREME COURT OF THE STATE OF NEW YORK — NEW YORK COUNTY

PRESENT: Hon. HON. LOUISE GRUNER GANS
Justice

PART 61

New York Merchant Bakers

- v -

INDEX NO. 403106/97
MOTION DATE 4/24/2000
MOTION SEQ. NO. 009
MOTION CAL. NO. _____

The following papers, numbered 1 to _____ were read on this motion to/for _____

Notice of Motion/ Order to Show Cause — Affidavits — Exhibits ...
Answering Affidavits — Exhibits _____
Replying Affidavits _____

PAPERS NUMBERED

Cross-Motion: Yes No

Upon the foregoing papers, it is ordered that this motion *is granted in the*

absence of opposition and Order signed as requested

MOTION/CASE IS RESPECTFULLY REFERRED TO

JUSTICE
DATED: _____
J.S.C.

Dated: 4/26/2000

888
J.S.C.
HON. LOUISE GRUNER GANS

Check one: FINAL DISPOSITION

NON-FINAL DISPOSITION

At IAS Part 61 of the Supreme Court
of the State of New York, county of
New York at the Courthouse, 80
Centre Street, New York, New York,
on the 28 day of April, 2000

PRESENT:

HON. LOUISE GRUNER GANS

JUSTICE

-----X

In the Matter of

Index No. 403106/97

the Liquidation of

ORDER

NEW YORK MERCHANT BAKERS INSURANCE
COMPANY

-----X

Petitioner, Neil D. Levin, Superintendent of Insurance of the State of New York as Liquidator of New York Merchant Bakers Insurance Company, by his attorneys, the Law Offices of Marilyn Lytle, having duly moved this Court for an Order pursuant to Insurance Law §7405(f), approving the Liquidator's Proposal to Disburse Assets, and the Motion having regularly come on to be heard on April 24, 2000,

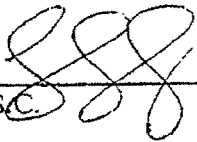
NOW, upon reading and filing the Notice of Motion dated March 23, 2000, the affidavit of Richard S. Karpin, Assistant Special Deputy Superintendent of Insurance and Agent of Neil D. Levin, sworn to on March 23, 2000, and all the exhibits attached thereto, and there being no opposition to said motion, and after due deliberation having been held thereon,

NOW, upon motion of the Law Offices of Marilyn Lytle, attorneys for the
Petitioner, it is,

ORDERED, that the motion is in all respects granted, and it is further,

ORDERED, that the Proposal to Disburse Assets pursuant to §7405(f) of the New
York Insurance Law and the Refunding Agreement are approved in the form annexed to
the submitted papers.

ENTER



J.S.C.

FILED
MAY 4, 2000
OFFICE OF CTY. CLERK
NEW YORK

EXHIBIT D

P R E S E N T:

HON. EILEEN A. RAKOWER, J.S.C.

-----X

In the Matter of

Index No.: 402424/10

the Liquidation of

ORDER

CENTENNIAL INSURANCE COMPANY.

-----X

Anthony J. Albanese, Acting Superintendent of Financial Services of the State of New York as liquidator (the “Liquidator”) of Centennial Insurance Company (“Centennial”), moved this Court for an order: (i) approving the form of the Insurance Guaranty Association Early Access, Disbursement, Reimbursement and Refunding Agreement for Centennial Insurance Company, attached as Exhibit A to the Affirmation, as defined below (the “Early Access Agreement”), and the entry of the Liquidator and the participating insurance guaranty associations (the “Guaranty Associations”) into, and performance by the Liquidator and the Guaranty Associations of their obligations under, the Early Access Agreement; and (ii) authorizing the Liquidator to make disbursements to the Guaranty Associations in accordance with the Early Access Agreement.

NOW, upon reading the affirmation, dated July 8, 2015 of Eric S. Hong, an attorney for the New York Liquidation Bureau, the organization which carries out the duties of the Liquidator (the “Affirmation”), due proof of service thereof upon all parties interested in the Affirmation, and due deliberation having been had thereon, and upon the decision of this Court;

NOW, on application of the Liquidator, it is

ORDERED, that the application is granted; and it is further

ORDERED, that the form of the Early Access Agreement is approved; and it is further

ORDERED, that the entry of the Liquidator and the Guaranty Associations into, and performance by the Liquidator and the Guaranty Associations of their obligations under, the Early Access Agreement, are approved; and it is further

ORDERED, that the Liquidator is authorized to make disbursements to the Guaranty Associations in accordance with the Early Access Agreement.

E N T E R

J.S.C.

EXHIBIT E

**IN THE MATTER OF THE LIQUIDATION
OF CENTENNIAL INSURANCE COMPANY
Supreme Court County of New York
Index No.: 402424/10**

NOTICE

Pursuant to an order of the Supreme Court of the State of New York, County of New York (the "Court"), entered on April 27, 2011 (the "Liquidation Order"), the Superintendent of Insurance of the State of New York (the "Superintendent of Insurance") and his successors in office were appointed as liquidator (the "Liquidator") of Centennial Insurance Company ("Centennial") and, as such, were directed to take possession of Centennial's property and liquidate its business and affairs pursuant to Article 74 of the New York Insurance Law (the "Insurance Law"). The Acting Superintendent of Financial Services of the State of New York has now succeeded the Superintendent of Insurance as Liquidator of Centennial. The Liquidator has, pursuant to Insurance Law Article 74, appointed Scott D. Fischer, Acting Special Deputy Superintendent, as his agent to carry out the responsibilities of the Liquidator, through the New York Liquidation Bureau, 110 William Street, New York, New York 10038. The Liquidator has submitted to the Court an affirmation ("Affirmation") seeking an order: (i) approving the form of the Insurance Guaranty Association Early Access, Disbursement, Reimbursement and Refunding Agreement for Centennial Insurance Company, attached as Exhibit A to the Affirmation (the "Early Access Agreement"), and the entry of the Liquidator and the participating insurance guaranty associations (the "Guaranty Associations") into, and performance by the Liquidator and the Guaranty Associations of their obligations under, the Early Access Agreement; and (ii) authorizing the Liquidator to make disbursements to the Guaranty Associations in accordance with the Early Access Agreement.

A hearing is scheduled on the Affirmation on the ___ day of _____, 2015, at _____ [a][p].m., before the Honorable Eileen A. Rakower, J.S.C., Supreme Court of the State of New York at the Courthouse located at 71 Thomas Street, New York, New York, 10013.

If you wish to object to the relief sought, you must serve a written statement setting forth your objections and all supporting documentation upon the Liquidator and the Clerk of the Court, at least seven days prior to the hearing. Service on the Liquidator shall be made by first class mail or overnight courier at the following address:

Acting Superintendent of Financial Services of the State of New York as
Liquidator of Centennial Insurance Company
110 William Street
New York, New York 10038
Attention: General Counsel

The Affirmation is available for inspection at the above address and at www.nylb.org/Centennial.htm. In the event of any discrepancy between this notice and the documents submitted to the Court, the documents control.

Requests for further information should be directed to the New York Liquidation Bureau, Creditor and Ancillary Operations Division, at (212) 341-6809.

Dated: _____, 2015

Anthony J. Albanese
Acting Superintendent of Financial Services
of the State of New York as Liquidator of
Centennial Insurance Company

EXHIBIT F

Andrea Lentine, Acting Executive Director
Alabama Insurance Guaranty Association
2020 Canyon Road, Suite 200
Birmingham, AL 35216

Attention: Susan R. Daniels, Fund Administrator
Alaska Insurance Guaranty Association
c/o Northern Adjusters, Inc.
1401 Rudakof Circle, Suite 100
Anchorage, AK 99508

Michael E. Surguine, Executive Director
Arizona Insurance Guaranty Fund
1110 West Washington Street, Suite 270
Phoenix, AZ 85007

Andrew F. Wade, Chief Counsel
Arizona Workers' Compensation Security Fund
c/o Industrial Commission of Arizona
800 West Washington Street, Suite 303
Phoenix, AZ 85005

Steve A. Uhrnowycz, Administrator
Arkansas Property & Casualty Guaranty Fund
1023 West Capitol Avenue, Suite 2
Little Rock, AR 72201

Wayne Wilson, Executive Director
California Insurance Guarantee Association
P.O. Box 29066
Glendale, CA 91209-9066

David C. Edwards, President
Colorado Insurance Guaranty Association
c/o Western Guaranty Fund Services
1720 S. Bellaire Street, Suite 408
Denver, CO 80222

Paul W. Gulko, President
Connecticut Insurance Guaranty Association
c/o Guaranty Fund Management Services
One Bowdoin Square
Boston, MA 02114-2916

Barry Miller, Executive Director
Delaware Insurance Guaranty Association
220 Continental Drive, Suite 309
Newark, DE 19713

Paul W. Gulko, President
District of Columbia Insurance Guaranty Association
c/o Guaranty Fund Management Services
One Bowdoin Square
Boston, MA 02114-2916

Sandra J. Robinson, President
Florida Insurance Guaranty Association
Claims, Administration and Accounting
P.O. Box 14249
Tallahassee, FL 32317

Sandra J. Robinson, President
Florida Workers' Compensation Insurance Guaranty Association
P.O. Box 15159
Tallahassee, FL 32317-5159

Michael C. Marchman, Executive Director
Georgia Insurers Insolvency Pool
2177 Flintstone Drive, Suite R
Tucker, GA 30084

Blake J. Obata, Administrator
Hawaii Insurance Guaranty Association
P.O. Box 4660
Honolulu, HI 96812-4660

David C. Edwards, President
Idaho Insurance Guaranty Association
c/o Western Guaranty Fund Services
1720 S. Bellaire Street, Suite 408
Denver, CO 80222

Tim Schotke, Executive Director
Illinois Insurance Guaranty Fund
120 South LaSalle Street, Suite 1910
Chicago, IL 60603

Janis B. Funk, Executive Director
Indiana Insurance Guaranty Association
8777 Purdue Road, Suite 360
Indianapolis, IN 46268

Steven M. Augspurger, General Counsel
Iowa Insurance Guaranty Association
801 Grand Avenue, Suite 3700
Des Moines, IA 50309-8004

David C. Edwards, President
Kansas Insurance Guaranty Association
c/o Western Guaranty Fund Services
1720 S. Bellaire Street, Suite 408
Denver, CO 80222

A. Scott Webster, Executive Director
Kentucky Insurance Guaranty Association
10605 Shelbyville Road, Suite 101
Louisville, KY 40223-3167

John Wells, Executive Director
Louisiana Insurance Guaranty Association
2142 Quail Run Drive
Baton Rouge, LA 70808-4126

Paul W. Gulko, President
Maine Insurance Guaranty Association
c/o Guaranty Fund Management Services
One Bowdoin Square
Boston, MA 02114-2916

John R. Spielberger, President
Maryland Property & Casualty Insurance Guaranty Corp.
305 Washington Avenue, Suite 600
Towson, MD 21204-4715

Paul W. Gulko, President
Massachusetts Insurers Insolvency Fund
c/o Guaranty Fund Management Services
One Bowdoin Square
Boston, MA 02114-2916

Thomas Kujawa, Executive Director
Michigan Property & Casualty Guaranty Association
P.O. Box 531266
Livonia, MI 48153-1266

Paul Steffen, Executive Director
Minnesota Insurance Guaranty Association
7600 Parklawn Avenue, Suite 460
Edina, MN 55435

Charles F. Renn, Executive Director
Missouri Property & Casualty Insurance Guaranty Association
994 Diamond Ridge, Suite 102
Jefferson City, MO 65109

David C. Edwards, President
Nebraska Property & Liability Insurance Guaranty Association
c/o Western Guaranty Fund Services
1720 S. Bellaire Street, Suite 408
Denver, CO 80222

Bruce W. Gilbert, Executive Director
Nevada Insurance Guaranty Association
3821 West Charleston Boulevard, Suite 100
Las Vegas, NV 89102-1859

Paul W. Gulko, President
New Hampshire Insurance Guaranty Association
c/o Guaranty Fund Management Services
One Bowdoin Square
Boston, MA 02114-2916

Joseph L. DellaFera, Executive Director
New Jersey Property-Liability Insurance Guaranty Association
233 Mount Airy Road
Basking Ridge, NJ 07920

Joseph L. DellaFera, Chief Executive Officer
New Jersey Workers' Compensation Security Fund
233 Mount Airy Road
Basking Ridge, NJ 07920

Becky Tafoya, Director
New Mexico Property & Casualty Insurance Guaranty Association
c/o New Mexico Insurance Guaranty Association Integriion Group
P.O. Box 27815
Albuquerque, NM 87125

Christopher Rulon, Assistant Director
Property & Casualty Insurance Security Fund
c/o New York State Department of Taxation & Finance
1 Commerce Plaza
Albany, NY 12257

Christopher Rulon, Assistant Director
Workers' Compensation Insurance Security Fund
c/o New York State Department of Taxation & Finance
1 Commerce Plaza
Albany, NY 12257

Raymond F. Evans, Managing Secretary
North Carolina Insurance Guaranty Association
P.O. Box 176010
Raleigh, NC 27619-6010

Steve Durish, President
Ohio Insurance Guaranty Association
1840 Mackenzie Drive
Columbus, OH 43220

Larry W. Fitch, General Manager
Oklahoma Property & Casualty Insurance Guaranty Association
2601 Northwest Expressway, Suite 330E
Oklahoma City, OK 73112

David C. Johnson, Administrator
Oregon Insurance Guaranty Association
10700 S.W. Beaverton Hillsdale Highway, Suite 426
Beaverton, OR 97005

Stephen Perrone, Executive Director
Pennsylvania Property & Casualty Insurance Guaranty Association
One Penn Center, Suite 1850
1617 John F. Kennedy Boulevard
Philadelphia, PA 19103

Laura S. Keller, Claims Manager
Pennsylvania Workers' Compensation Security Fund
c/o Pennsylvania Insurance Department, Bureau of Special Funds
901 North 7th Street
Harrisburg, PA 17102

Paul W. Gulko, President
Rhode Island Insurers Insolvency Fund
c/o Guaranty Fund Management Services
One Bowdoin Square
Boston, MA 02114-2916

J. Smith Harrison, Executive Director and Secretary
South Carolina Property & Casualty Insurance Guaranty Association
P.O. Box 407
Columbia, SC 29202

David Broemel, Executive Secretary
Tennessee Insurance Guaranty Association
3100 West End Avenue, Suite 670
Nashville, TN 37203-5805

Marvin Kelly, Executive Director
Texas Property and Casualty Insurance Guaranty Association
9120 Burnet Road
Austin, TX 78758

Paul W. Gulko, President
Vermont Property & Casualty Insurance Guaranty Association
c/o Guaranty Fund Management Services
One Bowdoin Square
Boston, MA 02114-2916

Paul W. Gulko, President
Virginia Property & Casualty Insurance Guaranty Association
c/o Guaranty Fund Management Services
One Bowdoin Square
Boston, MA 02114-2916

David C. Edwards, President
Washington Insurance Guaranty Association
c/o Western Guaranty Fund Services
1720 S. Bellaire Street, Suite 408
Denver, CO 80222

Allan Patek, Executive Director
Wisconsin Insurance Security Fund
2820 Walton Commons West, Suite 135
Madison, WI 53718-6797

EXHIBIT G

Jim L. Ridling, Commissioner
Alabama Department of Insurance
P.O. Box 303351
Montgomery, AL 36130-3351

Lori K. Wing-Heier, Director
Division of Insurance
Department of Community & Economic Development
550 West 7th Avenue, Suite 1560
Anchorage, AK 99501-3567

Germaine L. Marks, Director
Arizona Department of Insurance
2910 North 44th Street, Suite 210
Phoenix, AZ 85018-7256

Allan W. Kerr, Commissioner
Arkansas Insurance Department
1200 West 3rd Street
Little Rock, AR 72201-1904

Dave Jones, Commissioner
California Department of Insurance
300 Capitol Mall, Suite 1700
Sacramento, CA 95814

Marguerite Salazar, Commissioner
Colorado Division of Insurance
1560 Broadway, Suite 850
Denver, CO 80202

Katharine L. Wade, Commissioner
Connecticut Insurance Department
P.O. Box 816
Hartford, CT 06142-0816

Karen Weldin Stewart, Commissioner
Delaware Department of Insurance
841 Silver Lake Boulevard
Dover, DE 19904

Chester A. McPherson, Acting Commissioner
Government of the District of Columbia
Department of Insurance, Securities and Banking
810 First Street, NE, Suite 701
Washington, DC 20002

Kevin M. McCarty, Commissioner
Office of Insurance Regulation
J. Edwin Larson Building
200 East Gaines Street, Room 101A
Tallahassee, FL 32399-0305

Jeff Atwater, Chief Financial Officer
Florida Department of Financial Services
J. Edwin Larson Building
200 East Gaines Street
Tallahassee, FL 32399-0301

Ralph T. Hudgens, Commissioner
Office of Insurance & Safety Fire Commissioner
Two Martin Luther King, Jr. Drive
West Tower, Suite 704
Atlanta, GA 30334

Gordon I. Ito, Commissioner
Insurance Division
Hawaii Department of Commerce & Consumer Affairs
P.O. Box 3614
Honolulu, HI 96811-3614

Thomas A. Donovan, Acting Director
Idaho Department of Insurance
700 West State Street, 3rd Floor
Boise, ID 83720-0043

James Stephens, Acting Director
Illinois Department of Insurance
122 South Michigan Avenue, 19th Floor
Chicago, IL 60603

Stephen W. Robertson, Commissioner
Indiana Department of Insurance
311 West Washington Street, Suite 103
Indianapolis, IN 46204-2787

Nick Gerhart, Commissioner
Iowa Insurance Division
Two Ruan Center
601 Locust, 4th Floor
Des Moines, IA 50309-3438

Ken Selzer, Commissioner
Kansas Insurance Department
420 S.W. 9th Street
Topeka, KS 66612-1678

Sharon P. Clark, Commissioner
Kentucky Department of Insurance
P.O. Box 517
Frankfort, KY 40602-0517

James J. Donelon, Commissioner
Louisiana Department of Insurance
P.O. Box 94214
Baton Rouge, LA 70804-9214

Eric A. Cioppa, Superintendent
Maine Bureau of Insurance
Department of Professional & Financial Regulation
34 State House Station
Augusta, ME 04333-0034

Al Redmer Jr., Commissioner
Maryland Insurance Administration
200 St. Paul Place, Suite 2700
Baltimore, MD 21202

Daniel R. Judson, Commissioner
Division of Insurance
Massachusetts Office of Consumer Affairs & Business Regulation
1000 Washington Street, 8th Floor
Boston, MA 02118-6200

Patrick M. McPharlin, Director
Michigan Department of Insurance and Financial Services
P.O. Box 30220
Lansing, MI 48933

Mike Rothman, Commissioner
Minnesota Department of Commerce
85 7th Place East, Suite 500
St. Paul, MN 55101-2198

John M. Huff, Director
Missouri Department of Insurance, Financial Institutions & Professional Registration
P.O. Box 690
Jefferson City, MO 65102-0690

Bruce R. Range, Director
Nebraska Department of Insurance
Terminal Building, Suite 400
901 O Street
Lincoln, NE 68508

Scott J. Kipper, Commissioner
Division of Insurance
Department of Business & Industry
1818 East College Parkway, Suite 103
Carson City, NV 89706

Roger A. Sevigny, Commissioner
New Hampshire Insurance Department
21 South Fruit Street, Suite 14
Concord, NH 03301

Kenneth E. Kobylowski, Commissioner
New Jersey Department of Banking & Insurance
20 West State Street CN325
Trenton, NJ 08625-0325

John G. Franchini, Superintendent
Office of Superintendent of Insurance
P.O. Box 1689
Santa Fe, NM 87501

Anthony J. Albanese
Acting Superintendent of Financial Services of the State of New York
New York State Department of Financial Services
One State Street
New York, NY 10004

Wayne Goodwin, Commissioner
North Carolina Department of Insurance
1201 Mail Service Center
Raleigh, NC 27699-1201

Mary Taylor, Lieutenant Governor/Director
Ohio Department of Insurance
50 West Town Street, Suite 300
Columbus, OH 43215

John D. Doak, Commissioner
Oklahoma Insurance Department
7645 East 63rd Street, Suite 102
Tulsa, OK 74133

Laura N. Cali, Insurance Commissioner
Insurance Division
Department of Consumer & Business Services
P.O. Box 14480
Salem, OR 97309-0405

Teresa D. Miller, Commissioner
Pennsylvania Insurance Department
1326 Strawberry Square, 13th Floor
Harrisburg, PA 17120

Joseph Torti III, Superintendent of Insurance
Division of Insurance
Rhode Island Department of Business Regulation
1511 Pontiac Avenue, Building 69-2
Cranston, RI 02920

Raymond G. Farmer, Director
South Carolina Department of Insurance
P.O. Box 100105
Columbia, SC 29202-3105

Julie Mix McPeak, Commissioner
Department of Commerce & Insurance
Davy Crockett Tower, 5th Floor
500 James Robertson Parkway
Nashville, TN 37243-0565

David Mattax, Commissioner
Texas Department of Insurance
P.O. Box 149104
Austin, TX 78714-9104

Susan L. Donegan, Commissioner
Department of Financial Regulation
89 Main Street
Montpelier, VT 05620-3101

Jacqueline K. Cunningham, Commissioner
Bureau of Insurance
Virginia State Corporation Commission
P.O. Box 1157
Richmond, VA 23218

Mike Kreidler, Commissioner
Office of the Insurance Commissioner
P.O. Box 40256
Olympia, WA 98504-0256

Ted Nickel, Commissioner
Office of the Commissioner of Insurance
P.O. Box 7873
Madison, WI 53707-7873

Index No.: 402424/10

SUPREME COURT OF THE STATE OF NEW YORK COUNTY OF NEW YORK

In the Matter of
the Liquidation of

CENTENNIAL INSURANCE COMPANY

ORDER TO SHOW CAUSE AND AFFIRMATION

JOHN PEARSON KELLY

Attorney for the Acting Superintendent of Financial Services of the State of New York as Liquidator

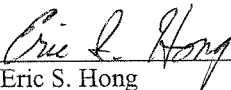
Office and Post Office Address, Telephone

New York Liquidation Bureau
110 William Street
New York, NY 10038
(212) 341-6755
Fax (212) 233-0461

ATTORNEY CERTIFICATION

The undersigned, an attorney admitted to practice in the courts of New York State, certifies that, upon information, belief and reasonable inquiry, the contentions in the above referenced document(s) are not frivolous.

Dated: July 8, 2015
New York, New York


Eric S. Hong

NOTICE OF ENTRY

that the within is a (*certified*) true copy of a
duly entered in the office of the clerk of the within named court on the day of 20

NOTICE OF SETTLEMENT

that an order
settlement to the HON.

of which the within is a true copy will be presented for
one of the judges of the within named court, at
20 at

Dated:

, on

Yours, etc.

JOHN PEARSON KELLY

Attorney for the Acting Superintendent of Financial
Services of the State of New York as Liquidator

Office and Post Office Address, Telephone

New York Liquidation Bureau
110 William Street
New York, NY 10038
(212) 341-6755
Fax (212) 233-0461