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November 14, 2012



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William S. McGraw, Clerk
Merrimack County Superior Court
163 North Main Street
P.O. Box 2880
Concord, NH 03301

**Re: In the Matter of the Liquidation of Noble Trust Company
Docket No. 08-E-0053**

Dear Mr. McGraw:

Enclosed for filing is the Liquidator's Expedited Motion to Approve Notice and Objection Procedures for Hearings on Motions for Approval of Settlement and Release Agreements (Expedited Determination Requested).

Sincerely,

A handwritten signature in black ink, appearing to read "John-Mark Turner", written over a horizontal line.

John-Mark Turner

Enclosure
cc: Service List

THE STATE OF NEW HAMPSHIRE

MERRIMACK, SS

SUPERIOR COURT

Docket No. 08-E-0053

**In the Matter of the Liquidation of
Noble Trust Company**

**LIQUIDATOR'S EXPEDITED MOTION TO APPROVE NOTICE AND
OBJECTION PROCEDURES FOR HEARINGS ON MOTIONS
FOR APPROVAL OF SETTLEMENT AND RELEASE AGREEMENTS**
(Expedited Determination Requested)

Ronald A. Wilbur, Bank Commissioner for the State of New Hampshire, in his capacity as Liquidator of Noble Trust Company (the "Liquidator" and "Noble Trust," respectively), by his attorneys, the Office of the Attorney General and Sheehan Phinney Bass + Green, Professional Association, moves for the entry of an order: (1) approving the method and manner of notice, including publication notice, to be given of the hearings to consider approval of the separate motions to approve settlement and release agreements (the "Settlement Motions") with Credit Suisse, American National Insurance Company, AXA Equitable Life Insurance Company, and The Lincoln National Life Insurance Company (the "Settling Parties") that the Liquidator intends to file with the Court in the upcoming weeks; (2) scheduling the Settlement Motions for hearing; and (3) establishing a deadline by which any objections to the Settlement Motions must be filed and served. Expedited determination of this motion is appropriate because of the procedural nature of the relief requested (which is substantially similar to notice procedures previously approved by this Court in similar contexts in this proceeding), and that the approval of such notice procedures will enable the Liquidator to promptly seek

approval of the Settlement Motions. In support of his motion, the Liquidator states as follows:

1. Over the course of this case, the Liquidator has negotiated arms'-length settlements with numerous parties and is nearing settlement with myriad others, including the Settling Parties. The Liquidator anticipates reaching settlements with Credit Suisse, an insurance premium financier, and American National Insurance Co., AXA Equitable Life Insurance Company, and The Lincoln National Life Insurance Company, each of whom issued Credit Suisse-financed life insurance policies (the "Policies") to certain trusts established for the benefit of Noble Trust clients and may also have issued policies not financed by Credit Suisse. Upon reaching settlement and release agreements with any of these parties, the Liquidator intends to file a Settlement Motion to approve the relevant agreement(s). The Liquidator has already filed a motion with the Court to approve his settlement agreement with PHL Variable Insurance Company ("Phoenix").

2. As will be set forth more fully in the Settlement Motions and in each of the settlement agreements themselves (the "Settlement Agreements"), the Settlement Agreements with Credit Suisse and the insurers listed above will provide for many of the Policies to be surrendered, canceled or otherwise terminated in consideration for, among other things, certain payments and the exchange of releases between the Liquidator and Settling Parties relating to the Policies and claims thereunder, which releases shall be binding on any and all other parties asserting an interest in the Policies (the "Third Parties"). Approval of the Settlement Agreements will bar Third Parties from asserting claims against the Settling Parties relating to the disposition of the Policies under the Settlement Agreements. All such claims, including any claims relating to the validity and

enforceability of any liens asserted against the Policies, will ultimately be allowed, disallowed or otherwise resolved and administered under the applicable claims administration and adjudication procedures of the Liquidation Proceeding, including under any Plan of Liquidation that the Court may approve.

3. Due process requires the Liquidator to give notice of the hearings on the Settlement Motions to all Third Parties who, to the best of the Liquidator's knowledge, have asserted or may assert an interest in the Policies and whose interests may be affected by the approval and implementation of the Settlement Agreements.

4. With previous settlements, including those with Phoenix, the Liquidator has sought and received a determination by this Court as to the adequacy of both the method and the manner of notice which the Liquidator proposes to be given to Third Parties concerning the Settlement Agreements, the hearings on their approval, and the procedures by which objections (if any) shall be filed and heard. With this Motion, the Liquidator seeks a similar determination and proposes the following notice procedures for the hearings on approval of the Settlement Motions.

5. In addition to serving all counsel who have filed appearances in the Liquidation Proceeding, the Liquidator proposes to serve a copy of a notice of hearing, substantially in the form attached hereto as Exhibit A (the "Notice of Hearing"), via certified and regular mail, return receipt requested, upon (a) all Third Parties who have filed proofs of claim in the Liquidation Proceeding; (b) all attorneys who are not of record but who have identified themselves to the Liquidator in writing as representing a person or entity claiming an interest in the Policies; and (c) all Third Parties whose names are known to the Liquidator and not already described above, at their most recent address

as shown in the books and records of Noble Trust in the Liquidator's possession. To the extent that a known and identified Third Party is a non-resident of this state, notice will also be served in accordance with the long-arm statute, RSA 510:4; i.e., the notice will be served upon the New Hampshire Secretary of State, and then forwarded by certified mail, return receipt requested, to the Third Party's last known abode or place of business.

Upon the filing of the Settlement Motions, the Liquidator will serve the motions on the same parties that receive the Notice of Hearing, and such Settlement Motions will be available for review at the Office of the Clerk, Merrimack County Superior Court, 163 North Main Street, Concord, New Hampshire, 03302, or may be obtained upon request of The Office of Noble Liquidation, Attn: Abigail Shaine (Tel.: (603) 625-6733), or viewed on the New Hampshire Banking Department's web site (www.nh.gov/banking/noble-trust/).

6. In addition, the Liquidator proposes to publish notice of the hearing on the Settlement Motions, in order to provide notice to any other Third Parties, including those whose names are known but whose current addresses are unknown to the Liquidator, and to those whose names are unknown to the Liquidator.

7. RSA 510:9, which governs publication by notice in general, provides:

Where notice by publication in a newspaper is ordered by any court upon any petition, writ or other similar process, the original of which is upon file in such court, it shall be sufficient to publish a citation containing the title of the case, the name of the court in which it is pending, the time and place of the return and hearing, the fact that such original is on file and may be examined by interested parties and such other facts as the court may order.

8. The Liquidator requests that the proposed Notice of Hearing also serve as the form of publication notice of the Settlement Motions hearing (the "Publication

Notice”). It contains all of the information required by RSA 510:9, including a proposed deadline for filing any objections to the Settlement Motions, and the manner in which any such objections must be served. The Liquidator proposes that the Publication Notice be published for two successive weeks in the Manchester Union Leader, the Kansas City Star and a nationally circulated newspaper, and a newspaper of general circulation in the communities in which, according to Noble Trust's records or the proofs of claim filed in this case, the individual insureds resided. The Manchester Union Leader and Kansas City Star are each newspapers of general circulation with a connection to Noble Trust. Noble Trust's principal office was in Manchester, and it also transacted business from the Kansas City area home of its principal, Colin P. Lindsey. . The Publication Notices will be published in those papers for two consecutive weeks beginning on December 2, 2012 or as soon thereafter as publication can be arranged. Finally, copies of the Publication Notice and the Settlement Motions (including the respective settlement agreements and releases) will be made available at the Office of the Clerk of this Court and on the New Hampshire Banking Department's web site (www.nh.gov/banking/noble-trust), or may be obtained by contacting The Office of Noble Liquidation (Attn: Abigail Shaine (Tel.: (603) 625-6733)).

9. The Liquidator proposes that the Court set a deadline for the filing of any objections to the Settlement Motions and that hearings be scheduled, to the extent possible, prior to the end of January. The Liquidator proposes that the Court set the objection deadline for two weeks prior to the hearing on the Settlement Motions. The Liquidator proposes that objections be required to be filed with the Clerk of this Court and served upon the Liquidator's counsel, Settling Parties' counsel, and other counsel of

record so that they are actually received by all of the foregoing parties on or before the objection deadline; *i.e.* any objections filed with the Court must also be either hand delivered to counsel or, if served by mail, then also transmitted electronically to counsel that same day.

10. The procedures proposed above are substantially similar to those that were already approved by this Court for a settlement between the Liquidator and PHL Variable Insurance Company,¹ and are in accord with generally accepted principles of New Hampshire law such as RSA 510:9, which permit notice of judicial proceedings and hearings to be given by publication, or by a combination of mail and publication. Thus, the Liquidator believes that the notice procedures described herein comply in all respects with the notice and due process requirements of applicable law, and should be deemed sufficient to provide adequate notice of the hearings on the Settlement Motions, the issues to be decided at the hearings, and the deadline for filing objections to all parties in interest, including any parties who do not otherwise receive notice by mail. *Mullane v. Cenral Hanover Bank & Tr. Co.*, 339 U.S. 306 (1950); *In re Hiscoe*, 147 N.H. 223, 227 (2001)(“[A]dequate notice is that which is reasonably calculated to give the parties actual notice of the issue or issues to be decided at the hearing. . . . Due process, however, does not require perfect notice, but only ‘notice reasonably calculated, under all the circumstances, to apprise interested parties of the pendency of the action and afford them an opportunity to present their objections.’”)(internal citations omitted).

¹ On June 29, 2012, this Court (Sullivan, J.) issued an order approving the Liquidator's Motion to Approve Notice and Objection Procedures for Hearing on Motion for Approval of Settlement and Release Agreement with PHL Variable Insurance Company. In that order, the Court ruled that substantially the same procedures as proposed herein satisfied “both RSA 395 and Due Process.”

11. The Liquidator submits that expedited determination of this Motion is appropriate because of the procedural nature of the relief requested (which is substantially similar to notice procedures previously approved by this Court in similar contexts in this proceeding), and that the approval of such notice procedures will enable the Liquidator to promptly seek approval of the Settlement Motions. As a result, no party will be prejudiced by the relief requested herein, and the establishment of such notice procedures is in the best interest of the liquidation estate and will benefit the creditors of Noble Trust.

WHEREFORE, the Liquidator requests that the Court enter an order (a) finding that the foregoing notice procedures and form and manner of the notice comply with the applicable standards of due process of law, and provide adequate and sufficient notice to all interested persons of both the hearing on the Settlement Motions and the deadline for filing objections thereto; (b) authorizing the Liquidator to implement the notice procedures; (c) scheduling the Settlement Motions for hearings, if any objections are filed; (d) setting a deadline for the filing and service of any objections to the Settlement Motions as two weeks prior to any scheduled hearings; and (e) granting the Liquidator such other and further relief as is just.

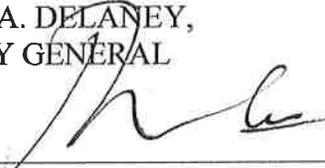
Respectfully submitted,

Dated: November 14, 2012

RONALD A. WILBUR, BANK COMMISSIONER
OF THE STATE OF NEW HAMPSHIRE, AS
LIQUIDATOR OF NOBLE TRUST COMPANY

By his attorneys,

MICHAEL A. DELANEY,
ATTORNEY GENERAL



Peter C.L. Roth (NH Bar 14395)
Senior Assistant Attorney General
NEW HAMPSHIRE DEPARTMENT OF JUSTICE
33 Capitol Street
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-and-

SHEEHAN PHINNEY BASS + GREEN
PROFESSIONAL ASSOCIATION



Bruce A. Harwood (NH Bar 4821)
1000 Elm Street, P.O. Box 3701
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CERTIFICATE OF SERVICE

I, Bruce A. Harwood, hereby certify that on November 14, 2012, a copy of the foregoing was served upon the parties listed below via first class mail, postage prepaid.

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Asst. Attorney General
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Bruce A. Harwood

EXHIBIT A

THE STATE OF NEW HAMPSHIRE

MERRIMACK, SS

SUPERIOR COURT

Docket No. 08-E-0053

**In the Matter of the Liquidation of
Noble Trust Company**

NOTICE OF HEARINGS

PLEASE TAKE NOTICE that on or before December __, 2012, Ronald A. Wilbur, Bank Commissioner for the State of New Hampshire, in his capacity as Liquidator of Noble Trust Company (the "Liquidator" and "Noble Trust," respectively), anticipates filing motions to approve certain separate settlement and release agreements with Credit Suisse, American National Insurance Co., AXA Equitable Life Insurance Company, and The Lincoln National Life Insurance Company. Upon executing settlement and release agreements with any of these parties, the Liquidator intends to file motions to approve those agreements (the "Settlement Motions"). Copies of the Settlement Motions and the related agreements will be available for review during regular office hours at the Office of the Clerk, Merrimack County Superior Court, 163 North Main Street, Concord, New Hampshire, 03302, or may be obtained upon request of The Office of Noble Liquidation, Attn: Abigail Shaine (Tel.: (603) 625-6733), or viewed on the New Hampshire Banking Department's web site (www.nh.gov/banking/noble-trust/). IF GRANTED, THE SETTLEMENT MOTIONS WILL RESULT IN THE SURRENDER, CANCELLATION, OR OTHER TERMINATION OF CERTAIN LIFE INSURANCE POLICIES ISSUED TO OR FOR THE BENEFIT OF NOBLE TRUST CLIENTS, AND A RELEASE OF THE SETTLING PARTIES FROM ALL CLAIMS RELATING TO THOSE POLICIES. YOU ARE URGED TO CAREFULLY AND THOROUGHLY REVIEW THE SETTLEMENT MOTIONS, THE SETTLEMENT AGREEMENTS AND ALL OTHER RELATED PLEADINGS, AND CONSULT WITH YOUR OWN LEGAL ADVISORS AS YOU SEE FIT.

PLEASE TAKE FURTHER NOTICE that on _____, 2013 at __:__.m., prevailing Eastern Time, or as soon thereafter as counsel may be heard, a hearing will be held at the Merrimack County Superior Court, 163 North Main Street, Concord, New Hampshire, 03302, on the Settlement Motions.

PLEASE TAKE FURTHER NOTICE that objections to the Settlement Motions, if any, must be filed with the Clerk of Court at the above address, and served upon counsel for the Liquidator at their respective addresses shown below, counsel identified in the particular Settlement Motion to which the objection pertains (as set forth in the Settlement Motion), and upon all other counsel of record (whose names and addresses may be obtained from the Clerk's Office), so as to be actually received by all such parties on or before _____, 2013.

EXHIBIT A

Christopher M. Candon
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Dated: _____, 2012