

**THE STATE OF NEW HAMPSHIRE
JUDICIAL BRANCH
SUPERIOR COURT**

Merrimack Superior Court
163 North Main St./PO Box 2880
Concord NH 03302-2880

Telephone: (603) 225-5501
TTY/TDD Relay: (800) 735-2964
<http://www.courts.state.nh.us>

NOTICE OF DECISION

**Bruce A Harwood, ESQ
Sheehan Phinney Bass & Green
PO Box 3701
Manchester NH 03105**

NOV 29 2012

Case Name: **In the Matter of the Liquidation of Noble Trust Company**
Case Number: **217-2008-EQ-00053**

Enclosed please find a copy of the court's order of November 27, 2012 relative to:

Liquidator's Submission of Proposed Order

Order Approving Notice and Objection Procedures for Hearings on Motions for Approval of Settlement and Release Agreements

Exhibit A (Notice of Hearings/Publication Notice)
Exhibit B (Publication List)

Resent to include copies and notice of hearing.

November 28, 2012

William S. McGraw
Clerk of Court

(485)

C: Steven A Solomon, ESQ; Russell F Hilliard, ESQ; Thomas Hetherington, ESQ; Gordon J MacDonald, ESQ; John M Sullivan, ESQ; Noble Trust Company; Peter C.L. Roth, ESQ; Byrne J. Decker, ESQ; Michele E. Kenney, ESQ; Jonathan P. Pavlovcak, ESQ; William S. Gannon, ESQ; J. Christopher Marshall, ESQ; Christopher M. Candon, ESQ; Bertrand A. Zalinsky, ESQ; Benjamin E. Marcus, ESQ; Keriann Roman, ESQ

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 SUBMISSION OF PROPOSED ORDER

Ronald A. Wilbur, Bank Commissioner for the State of New Hampshire, in his capacity as Liquidator of Noble Trust Company (the "Liquidator"), in accordance with Court's directive at the November 20, 2012 status conference, hereby submits the attached proposed form of order granting the Liquidator's Expedited Motion to Approve Notice and Objection Procedures for Hearings on Motions for Approval of Settlement and Release Agreements.

Respectfully submitted,

Dated: November 26, 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

Christopher M. Candon for

Peter C.L. Roth (NH Bar 14395)
Senior Assistant Attorney General
NEW HAMPSHIRE DEPARTMENT OF JUSTICE
33 Capitol Street
Concord, N.H. 03301-6397
(603) 271-3679

*11/27/12
Proposed order
approved
So ordered.
M. J. [Signature]*

-and-

2012 NOV 26 PM 3 06

SUPERIOR COURT

007853

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SHEEHAN PHINNEY BASS + GREEN
PROFESSIONAL ASSOCIATION



Bruce A. Harwood (NH Bar 4821)
Christopher M. Candon (*pro hac vice*)
1000 Elm Street, P.O. Box 3701
Manchester, NH 03105-3701
(603) 627-8139

PROPOSED ORDER

THE STATE OF NEW HAMPSHIRE

MERRIMACK, SS

SUPERIOR COURT

Docket No. 08-E-0053

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

**ORDER APPROVING NOTICE AND OBJECTION PROCEDURES
FOR HEARINGS ON MOTIONS FOR APPROVAL OF
SETTLEMENT AND RELEASE AGREEMENTS**

Upon consideration of the Liquidator's Expedited Motion to Approve Notice and Objection Procedures for Hearings on Motions for Approval of Settlement and Release Agreements (the "Procedures Motion"), pursuant to which 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), seeks an order of this Court: (1) approving the method and manner of notice to be given of the hearings to consider approval of the separate motions to approve settlement and release agreements (the "Settlement Motions") with American National Insurance Company, AXA Equitable Life Insurance Company, Credit Suisse AG, Credit Suisse Lending Trust (USA) 2, Credit Suisse Lending Trust (USA) 3, The Lincoln National Life Insurance Company, and Wells Fargo Bank, N.A. 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.

The Liquidator having filed on April 17, 2012 the Liquidator's Motion for Approval of Settlement and Release Agreement with PHL Variable Insurance Company (the "Phoenix Settlement Motion") and 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 (the "Phoenix Settlement Procedures Motion"); the Court having approved the Phoenix Settlement Procedures Motion by order dated June 29, 2012 (the "Phoenix Settlement Procedures Order"), which procedures are substantially similar to the procedures proposed in the Procedures Motion; a hearing date and objection deadline for the Phoenix Settlement Motion now having been established; and now finds that the implementation of the notice and objection procedures for the Phoenix Settlement Motion in conjunction with the Settlement Motions is appropriate and complies with the Phoenix Settlement Procedures Order.

The Court having held a hearing on the Procedures Motion; adequate notice of the Procedures Motion having been provided; there being no objections made to the relief requested; and, after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Procedures Motion is granted, and all notice and objection procedures set forth therein are approved.

2. The Notice of Hearings, which shall also serve as the Publication Notice for the Settlement Motions and the Phoenix Settlement Motion, in the form substantially attached hereto as Exhibit A is approved. The Publication Notice shall be published for two successive weeks beginning on December 2, 2012 or as soon thereafter as publication can be arranged in the Manchester Union Leader, the Kansas City Star, the USA Today, 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 reside. The publication list attached hereto as Exhibit B is hereby approved, and

publishing the Publication Notice in the identified newspapers complies with applicable standards of due process of law, and provides adequate and sufficient notice to all interested persons of the hearings on the Settlement Motions and the Phoenix Settlement Motion, the issues to be decided at the hearings, and the deadline for filing objections.

3. The Settlement Motions shall be filed on or before December 28, 2012.

4. On January 24, 2013 at 1:30 p.m., hearings will be held before the Court to consider approval of the Settlement Motions and the Phoenix Settlement Motion.

5. Any objections to the Settlement Motions or the Phoenix Settlement Motion must be filed by 4:00 p.m. (prevailing Eastern Time) on January 10, 2013 (the "Objection Deadline") with the Office of the Clerk, Merrimack County Superior Court, 163 North Main Street, Concord, New Hampshire 03302, and also served so as to be received by the Objection Deadline on: (a) counsel to the Liquidator (Peter C.L. Roth, Senior Assistant Attorney General, Office of the Attorney General, 33 Capitol Street, Concord, NH 03301-6397 (peter.roth@doj.nh.gov, Fax: (603) 271-2110) and Christopher M. Candon, Sheehan Phinney Bass + Green, PA, 1000 Elm Street, P.O. Box 3701, Manchester, NH 03105-3701 (ccandon@sheehan.com, Fax: (603) 627-8121)); (b) counsel to (i) PHL Variable Insurance Company (Thomas F.A. Hetherington, Edison McDowell & Hetherington LLP, Phoenix Tower, 3200 Southeast Freeway, Suite 2920, Houston, TX 77027 (tom.hetherington@emhllp.com, Fax: (713) 337-8843)) for any objections to the Phoenix Settlement Motion, or (ii) any other party identified in the particular Settlement Motion to which the objection pertains (as set forth in the Settlement Motion); and (c) upon all other counsel of record (whose names and addresses may be obtained from the Clerk's Office).

Dated: November 27, 2012

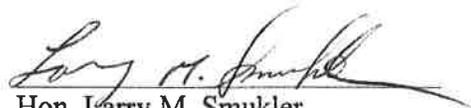

Hon. Larry M. Smukler

EXHIBIT A

(Notice of Hearings/Publication Notice)

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 April 17, 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), filed the Liquidator's Motion for Approval of Settlement and Release Agreement with PHL Variable Insurance Company (the "Phoenix Settlement Motion"), and that on or before December 28, 2012, the Liquidator anticipates filing motions to approve certain separate settlement and release agreements with American National Insurance Company, AXA Equitable Life Insurance Company, Credit Suisse AG, Credit Suisse Lending Trust (USA) 2, Credit Suisse Lending Trust (USA) 3, The Lincoln National Life Insurance Company, and Wells Fargo Bank, N.A. Upon executing settlement and release agreements with any of these parties, the Liquidator intends to file motions to approve those agreements (together with the Phoenix Settlement Motion, 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 January 24, 2013 at 1:30 p.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 January 10, 2013.

Christopher M. Candon
Sheehan Phinney Bass + Green, PA
1000 Elm Street, P.O. Box 3701
Manchester, NH 03105-3701
ccandon@sheehan.com
Fax: (603) 627-8121

Peter C.L. Roth
Senior Assistant Attorney General
Office of the Attorney General
33 Capitol Street
Concord, NH 03301-6397
peter.roth@doj.nh.gov
Fax: (603) 271-2110

Dated: _____, 2012

EXHIBIT B

(Publication List)

PUBLICATION LIST

<p>The News & Observer 215 South McDowell Street P.O. Box 191 Raleigh, NC 27602 919-829-4500 www.newsobserver.com</p>	<p>The St. Louis Post-Dispatch 900 N. Tucker Blvd. St. Louis, MO 63101 314-340-8888 www.stltoday.com</p>	<p>USA Today 7950 Jones Branch Road McLean, VA 22102 800-872-0001 www.usatoday.com</p>
<p>The Denver Post 101 W. Colfax Avenue Denver, CO 80202-5177 800-336-7678 www.denverpost.com</p>	<p>The ABQ Journal 7777 Jefferson Street NE Albuquerque, NM 87109 505-823-4400 www.abqjournal.com</p>	<p>Newsday 235 Pinelawn Road Melville, NY 11747 631-843-7653 www.newsday.com</p>
<p>Orlando Sentinel 622 N. Orange Avenue Orlando, FL 32801 407-420-5000 www.orlandosentinel.com</p>	<p>Las Vegas Review-Journal 1111 W. Bonanza Road P.O. Box 70 Las Vegas, NV 89125 702-383-0211 www.lvrj.com</p>	<p>The Hartford Courant 285 Broad Street Hartford, CT 06115 860-241-6200 www.courant.com</p>
<p>The Kansas City Star 1729 Grand Blvd. Kansas City, MO 64108 816-234-4900 www.kansascity.com</p>	<p>The South Bend Tribune 225 W. Colfax Avenue South Bend, IN 46626 574-235-6161 www.southbendtribune.com</p>	<p>The Courier-Journal 1828 Darby Drive Florence, AL 35634 256-764-4268 www.courier-journal.com</p>
<p>The Boston Globe P.O. Box 55819 Boston, MA 02205-5819 617-929-2000 www.bostonglobe.com</p>	<p>The Alexandria Times 110 S. Pitt Street Suite 200 Alexandria, VA 22314 703-739-0001 www.alextimes.com</p>	
<p>The San Jose Mercury News 750 Ridder Park Drive San Jose, CA 95190 408-920-5000 www.mercurynews.com</p>	<p>The Idaho Statesman P.O. Box 40 Boise, ID 83707 800-635-8934 www.idahostatesman.com</p>	
<p>The Dallas Morning News 508 Young Street Dallas, TX 75202 214-977-8222 www.dallasnews.com</p>	<p>The Star-Ledger 1 Star Ledger Plaza Newark, NJ 07102 973-392-1534 www.nj.com/starledger</p>	
<p>The Columbus Dispatch 34 S. 3rd Street Columbus, OH 43215 614-461-5000 www.dispatch.com</p>	<p>The Union Leader The Union Leader Corporation 100 William Loeb Drive P.O. Box 9555 Manchester, NH 03108-9555 603-668-4321 www.unionleader.com</p>	

CERTIFICATE OF SERVICE

I, Christopher M. Candon, hereby certify that on November 26, 2012, a copy of the foregoing was served upon the parties listed below via first class mail, postage prepaid.

J. Christopher Marshall, Asst. Attorney General
NH Office of Attorney General
33 Capitol Street
Concord, NH 03301

Steven A. Solomon, Esquire
D'Amante Couser Pellerin & Associates PA
Nine Triangle Park Drive
Concord, NH 03301

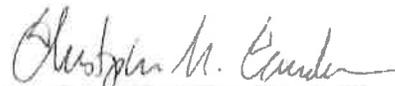
Thomas F.A. Hetherington, Esquire
Edison McDowell & Hetherington, LLP
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Houston, TX 77027

Russell F. Hilliard, Esquire
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Christopher M. Candon