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THE STATE OF NEW HAMPSHIRE

MERRIMACK, SS

SUPERIOR COURT

SUPERIOR COURT

Docket No. 08-E-0053

2013 JUN 6 PM 3 28

In the Matter of the Liquidation of Noble Trust Company

LIQUIDATOR'S ASSENTED-TO MOTION TO APPROVE NOTICE AND OBJECTION PROCEDURES FOR HEARINGS ON MOTIONS FOR APPROVAL OF SETTLEMENT AND RELEASE AGREEMENTS

Glenn A. Perlow, 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, Sheehan Phinney Bass + Green, Professional Association and Drummond Woodsum, moves for the entry of an order: (1) approving the method, manner and form 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,[1] American National Insurance Company ("American National"), AXA Equitable Life Insurance Company ("AXA"), PHL Variable Insurance Company ("Phoenix"), The Lincoln National Life Insurance Company ("Lincoln National"), and Wells Fargo Bank, N.A. ("Wells Fargo," together with Credit Suisse, American National, AXA, Phoenix and Lincoln National, the "Settling Parties"); (2) scheduling the Settlement Motions for hearings; and (3) establishing a deadline by which any objections to the Settlement

[1] Credit Suisse is used herein to refer, collectively to Credit Suisse Securities (USA) LLC, Credit Suisse Premium Finance LLC, Credit Suisse Management LLC, CSFB Private Insurance Brokerage, Credit Suisse Lending Trust (USA) 2, and Credit Suisse Lending Trust (USA) 3.

6/10/13 GRANTED Larry M. [signature]

{S0170446.12}

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Motions must be filed and served. Determination of this motion without a hearing 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 because 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. The Liquidator has negotiated arms'-length settlements with the Settling Parties. On April 17, 2012, the Liquidator filed a motion with the Court to approve his settlement agreement with Phoenix, and on June 6, 2013, filed motions with the Court to approve his settlement agreements with American National, AXA, Credit Suisse, Lincoln National and Wells Fargo. Each of American National, AXA, Lincoln National and Phoenix issued Credit Suisse-financed life insurance policies to certain trusts established for the benefit of Noble Trust clients and all but American National also issued policies not financed by Credit Suisse (collectively, the "Policies").

2. As set forth more fully in the Memorandum in Support of Settlement Motions filed contemporaneously with the Settlement Motions, the Settlement Motions and in each of the settlement agreements themselves (the "Settlement Agreements"), the agreements 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 claims, including any claims relating to the validity and enforceability of any liens asserted against the terminated Policies, will ultimately be allowed, disallowed or otherwise resolved and administered under the applicable claims administration and adjudication procedures of this liquidation proceeding, including under any plan of liquidation that the Court may approve.

3. Certain of the Settlement Motions and Settlement Agreements contain material obligations and other information that the Liquidator and the Settling Parties deem confidential. To protect those terms of the agreements, and in accordance with the procedure for review of redacted settlement agreements established by this Court's Order Establishing Settlement Agreement Review Procedures dated December 5, 2012, the Liquidator has filed, where necessary, redacted Settlement Motions and Settlement Agreements, and will file confidential supporting affidavits under seal explaining the basis for the Settlement Motions and Settlement Agreements. If redacted Settlement Motions or Settlement Agreements are filed, the Liquidator shall include with the confidential affidavits an un-redacted copy of those Settlement Motions and proposed Settlement Agreements also under seal.[2] To the extent the redactions are of personal identifying information that an individual has requested be kept confidential, the Liquidator will not reveal such information without authorization from the particular individual or further order of the Court.

[2] Upon approval of this Motion, the Liquidator will promptly file, under seal, a confidential affidavit in support of each the Settlement Motions and, where necessary, include an un-redacted copy of Settlement Motion and/or Settlement Agreement.

4. 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.

5. 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.[3]

6. In addition to serving all counsel who have filed appearances in the Liquidation Proceeding, upon approval of this Motion, the Liquidator proposes to serve a copy of a notice of hearings, substantially in the form attached hereto as Exhibit A (the "Notice of Hearings") and the Settlement Motions, 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

[3] On November 14, 2012, the Liquidator filed a similar procedures motion with substantially the same procedures proposed herein. The Court approved that motion on November 27, 2012. The settlements subject to that procedures motion were not completed in a timeframe that worked within the confines of the approved procedures. Accordingly, this new procedures motion supersedes all prior procedures motions concerning settlement agreements with the Settling Parties.

records of Noble Trust in the Liquidator's possession or subsequently updated address that has been made known to the Liquidator, unless the Liquidator has knowledge that such address is no longer valid. To the extent that a known and identified Third Party is a non-resident of this state, notice will be provided in accordance with the long-arm statute, RSA 510:4. That is, the Notice of Hearings and the Settlement Motions will first be served upon the New Hampshire Secretary of State, and then served by certified mail, return receipt requested, to the Third Party's last known abode or place of business.

7. In addition, the Liquidator proposes to publish notice of the hearings 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.

8. 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.

9. The Liquidator requests that the proposed Notice of Hearings also serve as the form of publication notice of the Settlement Motions hearings (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 under the Policies 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. Assuming that this Motion will be approved on or before June 18, 2013, the Publication Notice will be published in those papers beginning during the week of June 24, 2013 or as soon thereafter as publication can be arranged.

10. Finally, copies of the Publication Notice/Notice of Hearings and the Settlement Motions (including the respective settlement agreements and releases) will be made 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/).

11. In light of the comprehensive notice procedures set forth herein, *i.e.*, physical mailing by certified and regular mail, service on the Secretary of State in compliance with RSA 510:4 for the pertinent parties, publishing of the Publication Notice in the manner described, posting of the Settlement Motions and Notice of Hearings on the Banking Department's website, and availability of the pleadings at the Court or by request of the Liquidator, the Liquidator submits that service in this manner is reasonably calculated to reach those parties who might conceivably have an interest in the outcome of the Settlement Motions and is thus compliant with standards of due process. Service

shall be complete when the Liquidator makes a certificate of service to the Court certifying that he has complied with the notice procedures set forth herein. RSA 510:8.

12. 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 consider the approval of the Settlement Motions. In order to accommodate the publication schedule and to ensure due process by providing an adequate opportunity to object with a minimum of two weeks between the last possible publication date and the proposed objection deadline, the Liquidator proposes that the Court set the objection deadline as July 29, 2013 at 4:00 p.m.[4] 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 (as set forth in each of the Settlement Motions), 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. The Liquidator proposes that hearings be scheduled to consider the approval of the Settlement Motions on August 20, 2013. The hearings will be non-evidentiary and parties will not have discovery prior thereto.

13. The procedures proposed above are substantially similar to those that were already approved by this Court on November 27, 2012 (see footnote 3) and for a

[4] Upon approval of this Motion, the Liquidator will commence the service set forth herein of the Settlement Motions and the Notice of Hearings. The Liquidator shall complete such service on or before July 9, 2013 (20 days in advance of the proposed objection deadline). A certificate of service certifying such service will be filed by the Liquidator.

settlement between the Liquidator and Phoenix,[5] 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. Central 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).

14. Pursuant to Superior Court Rule 57-A, the Liquidator hereby certifies that all parties that have filed an appearance in the Liquidation Proceeding assent to the relief requested in this Motion. Accordingly, the Liquidator submits that determination of this Motion without a hearing 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

[5] 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."

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, in substantially the form attached hereto as Exhibit B, (a) finding that the foregoing notice procedures, the form of the notice, and the manner of its publication comply with the applicable standards of due process of law, and provide adequate and sufficient notice to all interested persons of both the hearings on the Settlement Motions and the deadline for filing objections thereto; (b) authorizing and directing the Liquidator to implement the notice procedures; (c) setting July 29, 2013 at 4:00 p.m. as the deadline for the filing and service of any objections to the Settlement Motions; (d) scheduling hearings on the approval of the Settlement Motions on August 20, 2013; and (e) granting the Liquidator such other and further relief as is just.

Respectfully submitted,

Dated: June 6, 2013

GLENN A. PERLOW, BANK COMMISSIONER
OF THE STATE OF NEW HAMPSHIRE,
AS LIQUIDATOR OF NOBLE TRUST
COMPANY

By his attorneys,

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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 August 20, 2013 at 9:00, prevailing Eastern time, or as soon thereafter as counsel may be heard, hearings will be held at the Merrimack County Superior Court, 163 North Main Street, Concord, New Hampshire, 03302, on motions filed by the Liquidator of Noble Trust Company to approve certain separate settlement and release agreements with American National Insurance Company, AXA Equitable Life Insurance Company, Credit Suisse Securities (USA) LLC, Credit Suisse Premium Finance LLC, Credit Suisse Management LLC, CSFB Private Insurance Brokerage, Credit Suisse Lending Trust (USA) 2, and Credit Suisse Lending Trust (USA) 3, PHL Variable Insurance Company, The Lincoln National Life Insurance Company and Wells Fargo Bank, N.A. (the "Settlement Motions"), copies of which are available for review during regular office hours at the Office of the Clerk of the Court, 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/). The hearings may be adjourned from time to time by announcement in open Court at the first scheduled hearings or at adjourned hearings without further written notice to parties in interest. 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, A RELEASE OF THE SETTLING PARTIES, AND THE ENTRY OF A BAR ORDER PERMANENTLY BARRING ALL CLAIMS BY ANY PERSON OR ENTITY AGAINST THE SETTLING PARTIES 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 in accordance with the Court's orders concerning settlement agreement review procedures, a redacted copy of each settlement agreement has been filed and served with the Settlement Motions. Parties wishing to review the un-redacted settlement agreements (subject to the continued redaction of personal identifying information) may obtain a copy of such agreements by contacting The Office of Noble Liquidation (contact information above) and upon the execution of a confidentiality agreement. Certain of the settlement agreements redact personal identifying information in relation to the insurance policies, including, without limitation, the name of the policy holder and/or the name of the insured. The redacted personal identifying information will remain redacted even after execution of a confidentiality agreement. To determine if a life insurance policy in which you may have an interest is affected by the Settlement Motions, you must contact The Office of Noble Liquidation during normal business hours.

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: (i) counsel for the Liquidator at their respective addresses shown below, (ii) counsel identified in the particular Settlement Motion to which the objection pertains (as set forth in the Settlement Motion), and (iii) all other counsel of record (whose names and addresses may be obtained from the Office of the Clerk), so as to be actually received by all such parties on or before July 29, 2013 at 4:00PM prevailing Eastern time; *i.e.* any objections filed with the Clerk of the Court must also be either hand delivered to counsel or, if served by mail, then also transmitted electronically to counsel that same day.

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Dated: 6/10, 2013

EXHIBIT B

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 Assented-To Motion to Approve Notice and Objection Procedures for Hearings on Motions for Approval of Settlement and Release Agreements (the "Procedures Motion"), pursuant to which Glenn A. Perlow, 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, manner and form 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,[1] American National Insurance Company ("American National"), AXA Equitable Life Insurance Company ("AXA"), PHL Variable Insurance Company ("Phoenix"), The Lincoln National Life Insurance Company ("Lincoln National"), and Wells Fargo Bank, N.A. ("Wells Fargo," together with Credit Suisse, American National, AXA, Phoenix and Lincoln National, the "Settling Parties"); (2) scheduling the Settlement Motions for

[1] Credit Suisse is used herein to refer, collectively to Credit Suisse Securities (USA) LLC, Credit Suisse Premium Finance LLC, Credit Suisse Management LLC, CSFB Private Insurance Brokerage, Credit Suisse Lending Trust (USA) 2, and Credit Suisse Lending Trust (USA) 3.

hearings; and (3) establishing a deadline by which any objections to the Settlement Motions must be filed and served; adequate notice of the Procedures Motion having been provided; the notice procedures described in the Procedures Motion comply in all respects with the applicable notice requirements of New Hampshire law, and are sufficient to provide adequate notice of the Settlement Motions, the hearings on the Settlement Motions, and the deadline for filing objections thereto; 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. This Court's Order Establishing Settlement Agreement Review Procedures dated December 5, 2012 will govern the filing of any redacted Settlement Motion and/or Settlement Agreement. To the extent the redactions are of personal identifying information that an individual has requested be kept confidential, the Liquidator will not reveal such information without authorization from the particular individual or further order of the Court.

3. The Notice of Hearings, which shall also serve as the Publication Notice, in the form substantially attached to the Procedures Motion is approved.[2] The Liquidator is authorized and directed to cause the Publication Notice to be published for two successive weeks beginning during the week of June 24, 2013 or as soon thereafter as publication can be arranged in the Manchester Union Leader, the Kansas City Star, the

[2] Capitalized terms used in this Order and not otherwise defined herein are intended to have the same meaning as ascribed to them in the Procedures Motion.

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 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, the issues to be decided at the hearings, and the deadline for filing objections.

4. Service shall be complete when the Liquidator makes a certificate of service to the Court certifying that he has complied with the approved notice procedures.

5. On August 20, 2013 at 9:00 a.m., hearings will be held before the Court to consider approval of the Settlement Motions.

6. Any objections to the Settlement Motions must be filed by 4:00 p.m. (prevailing Eastern Time) on July 29, 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; (b) any other counsel 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). Any objections not filed and served in accordance with this Order shall not be considered.

Dated: June 10, 2013

Hon. Larry M. Smukler

PUBLICATION LIST

The News & Observer 215 South McDowell Street P.O. Box 191 Raleigh, NC 27602 919-829-4500 www.newsobserver.com	The St. Louis Post-Dispatch 900 N. Tucker Blvd. St. Louis, MO 63101 314-340-8888 www.stltoday.com	USA Today 7950 Jones Branch Road McLean, VA 22102 800-872-0001 www.usatoday.com
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