

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

PRESENT: Rakower
Justice

PART 15

Atlantic Mutual Ins.

INDEX NO. 402424/10

MOTION DATE _____

MOTION SEQ. NO. 84

MOTION CAL. NO. _____

- v -

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

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

Cross-Motion: Yes No

Upon the foregoing papers, it is ordered that this motion

OSC granted pursuant to attached orders and Notice approved.
Subject to exceptions for BICC and BAKER matter (see record today)

FILED
APR 27 2011
NEW YORK COUNTY CLERK'S OFFICE

Dated: 4/26/11

[Signature]

HON. EILEEN A. RAKOWER ^{J.S.C.}

Check one: FINAL DISPOSITION NON-FINAL DISPOSITION
Check if appropriate: DO NOT POST REFERENCE
 SUBMIT ORDER/ JUDG. SETTLE ORDER/ JUDG.

MOTION/CASE IS RESPECTFULLY REFERRED TO JUSTICE FOR THE FOLLOWING REASON(S):

At IAS Part 15 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 16 day of APRIL, 2011.

P R E S E N T:

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

-----X
In the Matter of

the Rehabilitation of

ATLANTIC MUTUAL INSURANCE COMPANY
-----X

In the Matter of

the Rehabilitation of

CENTENNIAL INSURANCE COMPANY
-----X

Index No. 402424/10

ORDER OF LIQUIDATION

FILED

APR 27 2011

NEW YORK
COUNTY CLERK'S OFFICE

ORDER OF LIQUIDATION OF ATLANTIC MUTUAL INSURANCE COMPANY

Petitioner, James J. Wrynn, Superintendent of Insurance of the State of New York ("Superintendent"), as rehabilitator ("Rehabilitator") of Atlantic Mutual Insurance Company ("AMIC") and Centennial Insurance Company (collectively, the "Companies"), having moved this Court by order to show cause ("Order to Show Cause") for orders to convert the rehabilitation proceeding of the Companies to a liquidation proceeding, and upon reading and filing the petition of the Superintendent, duly verified the 8th day of March, 2011, the affidavit of Peter A. Giacone, Chief Financial Officer of the New York Liquidation Bureau, sworn to March 2, 2011, and the exhibits attached thereto, this Court finds that:

1. AMIC was placed into rehabilitation and the Superintendent, and his successors in office, were appointed Rehabilitator by order of this Court ("Rehabilitation Order") entered September 16, 2010;

2. The Rehabilitation Order found that AMIC was insolvent;
3. The Rehabilitation Order found that the Board of Trustees consented to the entry of the Rehabilitation Order;
4. AMIC remains insolvent;
5. Further efforts to rehabilitate AMIC would be futile;
6. AMIC is subject to the New York Insurance Law ("Insurance Law") and, particularly, to Article 74 thereof; and
7. It is in the best interest of all persons concerned that the Superintendent be vested with title to all AMIC's property, contracts and rights of action and directed to liquidate its business and affairs;

NOW, on motion of the Honorable Eric T. Schneiderman, Attorney General of the State of New York, it is hereby

ORDERED as follows:

1. The relief requested in the petition for an order of liquidation is granted;
2. The rehabilitation proceeding of AMIC is converted to a liquidation proceeding;
3. The Superintendent, and his successors in office, are appointed liquidator of AMIC ("Liquidator") and are: (i) vested with all powers and authority expressed or implied under Insurance Law Article 74, in addition to the powers and authority set forth in this Order; (ii) vested with title to AMIC's property, contracts, rights of action and all its books and records, wherever located, as of the date of entry of this Order; and (iii) directed to liquidate AMIC's business and affairs in accordance with Insurance Law Article 74;
4. The Liquidator may deal with the property and business of AMIC in its name or in the name of the Liquidator;
5. The officers, directors, shareholders, members, depositories, trustees, policyholders, agents, servants, employees, attorneys, managers and affiliates of AMIC and all other persons other than the Liquidator and his agents are enjoined and restrained from: (i) wasting or permitting to be done any act or thing that might waste AMIC's property; (ii) transacting the business of AMIC or disposing of AMIC's property, except as authorized by the Liquidator;

- (iii) interfering with the Liquidator in the possession, control and management of AMIC's property or in the discharge of his duties; and (iv) disclosing the name, address or contact information of AMIC's policyholders, or any other information that is proprietary to AMIC or not in the public domain, except as authorized by the Liquidator;
6. All persons are enjoined and restrained from commencing or prosecuting any actions or proceedings against AMIC, the Liquidator or the New York Liquidation Bureau, their present or former employees, attorneys or agents with respect to any claims against AMIC;
 7. All persons are enjoined and restrained from obtaining preferences, judgments, attachments or other liens, or making any levy against AMIC's assets or any part thereof;
 8. All parties to actions, lawsuits, and special or other proceedings in which AMIC is obligated to defend a party pursuant to an insurance policy, bond, contract or otherwise are enjoined and restrained from proceeding with any discovery, court proceedings or other litigation tasks or procedures, including, but not limited to, conferences, trials, applications for judgment or proceedings on settlement or judgment and the making of all liens, levies or other efforts to execute or collect on debts or judgments for a period of 180 days from the date of entry of this Order;
 9. All persons who have first party or New York Comprehensive Automobile Insurance Reparation Act (No Fault) policyholder loss claims against AMIC are enjoined and restrained from presenting and filing claims with the Liquidator for a period of 90 days from the date of entry of this Order;
 10. The Liquidator is authorized, permitted and allowed to sell, assign or transfer any and all stocks, bonds or securities, and any real or other property of AMIC at market price or better, or if there is no market price, at the best price obtainable at private sale at such times and upon such terms and conditions as, in his discretion, he deems is in the best interest of the creditors of AMIC, and he is further authorized to take such steps and to make and execute such agreements and other papers as may be necessary to effect and carry out such sales, transfers and assignments;
 11. The Liquidator is vested with all of AMIC's rights under all its contracts and agreements not previously terminated, including all leases, tax sharing agreements and employment contracts of AMIC, however described, unless the Liquidator expressly terminates any such contract or agreement, in which case all liability under such contract or agreement shall cease and be fixed as of the date of termination;

12. All existing insurance policies of AMIC shall terminate within 45 days of the entry of this Order;
13. AMIC and its officers, directors, shareholders, members, depositories, trustees, policyholders, agents, servants, employees, attorneys, managers and affiliates, and all firms, corporations, associations and other persons or entities having any property and/or information, including, but not limited to, business records, insurance policies, claims files (electronic or paper), software programs, bank records and/or any tangible or intangible items of value, belonging to or relating to AMIC, shall preserve such property and/or information and immediately, upon the Liquidator's request and direction, assign, transfer, turn over and deliver such property and/or information to the Liquidator or his designees;
14. Any person or entity providing claims processing services, data processing services, electronic records retention services or other information technology services to AMIC shall maintain and preserve all information in its possession relating in any way to AMIC, wherever located, including, but not limited to, all documents, data, electronic files and records, computer equipment (*i.e.*, servers and printers), software programs and software licenses owned or leased by AMIC and are directed, upon the Liquidator's request, to promptly submit all such information to the Liquidator or his designees;
15. Any bank, savings and loan association, other financial institution or any other entity or person, which has on deposit or in its possession, custody or control of any of AMIC's funds, accounts or assets shall immediately, upon the Liquidator's request and direction: (i) turn over custody and control of such funds, accounts or assets to the Liquidator; (ii) transfer title of such funds, accounts or assets to the Liquidator; (iii) change the name of such accounts to the name of the Liquidator; (iv) withdraw funds from such bank, savings and loan association or other financial institution; or (v) take any lesser action necessary for the proper conduct of the liquidation proceeding;
16. In accordance with Insurance Law Section 7432(b), all claims against AMIC must be presented to the Liquidator within four months of the date of entry of this Order;
17. Any distribution of assets shall be in accordance with the priorities set forth in Insurance Law Article 74;
18. Immunity is extended to the Superintendent in his capacity as Liquidator and his successors in office and their agents and employees and such immunity is extended to them for any cause of action of any nature against them, individually or jointly, for any action or omission by any one or more of them when acting in good faith, in accordance with this Order, or in the performance of their duties pursuant to Insurance Law Article 74;

19. The Liquidator may at any time make further application to this Court for such further and different relief as he sees fit;
20. The Liquidator shall provide notice of this Order to all creditors, claimants and other interested persons by: (i) posting this Order on the Internet web page maintained by the New York Liquidation Bureau at <http://www.nylb.org> within 30 days after the entry of this Order; and (ii) publication of notice of this Order in *Business Insurance* once a week in two consecutive publication weeks, commencing within four weeks of entry of this Order, in a form substantially similar to the one attached hereto;
21. Such notice shall inform all creditors, claimants and other interested persons that this Order has been entered;
22. The notice prescribed in decretal paragraph 20 hereof is sufficient notice to all persons interested in AMIC;
23. This Court shall retain jurisdiction over this matter for all purposes;
24. The caption to this proceeding is hereby amended as follows:

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

-----X
In the Matter of

the Liquidation of

ATLANTIC MUTUAL INSURANCE COMPANY

In the Matter of

the Liquidation of

CENTENNIAL INSURANCE COMPANY.
-----X

FILED

APR 27 2011

NEW YORK
COUNTY CLERK'S OFFICE

25. All further papers in this proceeding shall bear the above amended caption.

ENTER



J.S.C.

HON. BILEEN A. RAKOWITZ

NEW YORK LIQUIDATION BUREAU
110 WILLIAM STREET
NEW YORK, NEW YORK 10038
(212) 341-6755

To all persons or entities
interested in the affairs of

ATLANTIC MUTUAL INSURANCE COMPANY
AND CENTENNIAL INSURANCE COMPANY

Notice is Hereby Given:

I. James J. Wrynn, Superintendent of Insurance of the State of New York ("Superintendent"), has been appointed by orders of the Supreme Court of the State of New York, New York County ("Court"), entered _____, 2011 (the "Liquidation Orders"), as the liquidator (the "Liquidator") of Atlantic Mutual Insurance Company ("AMIC") and Centennial Insurance Company ("Centennial") (collectively, the "Companies") and, as such, has been: (i) vested with all powers and authority expressed or implied under New York Insurance Law ("Insurance Law") Article 74, in addition to the powers and authority set forth in the respective Liquidation Orders; (ii) vested with title to AMIC's and Centennial's respective property, contracts, rights of action and books and records, wherever located, as of the date of entry of the Liquidation Orders; and (iii) directed to liquidate AMIC's and Centennial's respective business and affairs in accordance with Insurance Law Article 74. The Liquidator has, under Insurance Law Article 74, appointed Dennis J. Hayes, Special Deputy Superintendent (the "Special Deputy") as his agent to liquidate the respective business of AMIC and Centennial. The Special Deputy carries out his duties through the New York Liquidation Bureau, 110 William Street, New York, New York 10038.

II. The Liquidator may deal with AMIC's and Centennial's respective property and business in their respective names or in the name of the Liquidator.

III. The officers, directors, shareholders, members, depositories, trustees, policyholders, agents, servants, employees, attorneys, managers and affiliates of the Companies and all other persons other than the Liquidator and his agents are enjoined and restrained from: (i) wasting or permitting to be done any act or thing that might waste AMIC's and Centennial's respective property; (ii) transacting the respective business of the Companies or disposing of the Companies' respective property, except as authorized by the Liquidator; (iii) interfering with the Liquidator in the possession, control and management of AMIC's and Centennial's respective property or in the discharge of his duties; and (iv) disclosing the name, address or contact information of the Companies' policyholders, or any other information that is proprietary to the Companies' or not in the public domain, except as authorized by the Liquidator.

IV. All persons are enjoined and restrained from commencing or prosecuting any actions or proceedings against AMIC, Centennial, the Liquidator or the New York Liquidation Bureau, their present or former employees, attorneys or agents, with respect to any claims against the Companies.

V. All persons are enjoined and restrained from obtaining preferences, judgments, attachments or other liens, or making any levy against AMIC's and Centennial's respective assets or any part thereof.

VI. All parties to actions, lawsuits and special or other proceedings in which AMIC or Centennial is obligated to defend a party pursuant to an insurance policy, bond, contract or otherwise, are enjoined and restrained from proceeding with any discovery, court proceedings or other litigation tasks or procedures, including but not limited to conferences, trials, applications for judgment or proceedings on settlement or judgment and the making of all liens, levies or other efforts to execute or collect on debts or judgments for a period of 180 days from the date of entry of the respective Liquidation Orders.

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COUNTY CLERK'S OF

VII. All persons who have first-party or New York Comprehensive Automobile Insurance Reparation Act (No Fault) policyholder loss claims against the Companies are enjoined and restrained from presenting and filing claims with the Liquidator for a period of 90 days from the date of entry of the respective Liquidation Orders.

VIII. The Liquidator is authorized, permitted and allowed to sell, assign or transfer any and all stocks, bonds or securities, and any real or other property of the Companies at market price or better, or if there is no market price, at the best price obtainable at private sale at such times and upon such terms and conditions as, in his discretion, he deems is in the best interest of the creditors of the Companies, and he is further authorized to take such steps and to make and execute such agreements and other papers as may be necessary to effect and carry out such sales, transfers and assignments.

IX. The Liquidator is vested with all of AMIC's and Centennial's respective rights under all its contracts and agreements not previously terminated, including all leases, tax sharing agreements and employment contracts of the Companies, however described, unless the Liquidator expressly terminates any such contracts and agreements, in which case all liability under such contract or agreement shall cease and be fixed as of the date of termination.

X. All existing insurance policies of the Companies shall terminate within 45 days of the entry of the respective Liquidation Orders.

XI. AMIC, Centennial and each of its officers, directors, shareholders, members, depositories, trustees, policyholders, agents, servants, employees, attorneys, managers and affiliates, and all firms, corporations, associations and other persons or entities having any property and/or information, including, but not limited to, business records, insurance policies, claims files (electronic or paper), software programs, bank records and/or any tangible or intangible items of value, belonging to or relating to the Companies, shall preserve such property and/or information and immediately, upon the Liquidator's request and direction, assign, transfer, turn over and deliver such property and/or information to the Liquidator or his designees.

XII. Any person or entity providing claims processing services, data processing services, electronic records retention services or other information technology services to the Companies shall maintain and preserve all information in its possession relating in any way to the Companies, wherever located, including, but not limited to, all documents, data, electronic files and records, computer equipment (*i.e.*, servers and printers), software programs and software licenses owned or leased by the Companies and are directed, upon the Liquidator's request, to promptly submit all such information to the Liquidator or his designees.

XIII. Any bank, savings and loan association, other financial institution or any other entity or person, which has on deposit or in its possession, custody or control of any of AMIC's and Centennial's respective funds, accounts or assets shall immediately, upon the Liquidator's request and direction: (i) turn over custody and control of such funds, accounts or assets to the Liquidator; (ii) transfer title of such funds, accounts or assets to the Liquidator; (iii) change the name of such accounts to the name of the Liquidator; (iv) withdraw funds from such bank, savings and loan association or other financial institution; or (v) take any lesser action necessary for the proper conduct of the liquidation proceeding.

XIV. In accordance with Insurance Law Section 7432(b), all claims against AMIC and Centennial, respectively, must be presented to the Liquidator within four months of the date of entry of the respective Liquidation Orders.

XV. Any distribution of assets shall be in accordance with the priorities set forth in Insurance Law Article 74.

XVI. Immunity is extended to the Superintendent in his capacity as Liquidator and his successors in office and their agents and employees and such immunity is extended to them for any cause of action of any nature against them, individually or jointly, for any action or omission by any one or more of them when acting in good faith, in accordance with the Liquidation Orders, or in the performance of their duties pursuant to Insurance Law Article 74.

XVII. The Liquidator may at any time make further application to this Court for such further and different relief as he sees fit.

XVIII. The Court shall retain jurisdiction over this matter for all purposes.

XIX. All communications relating to AMIC, Centennial and to the liquidation thereof should be addressed to:

New York Liquidation Bureau
110 William Street
New York, New York 10038
(212) 341-6560

JAMES J. WRYNN
Superintendent of Insurance of
the State of New York as Liquidator
of Atlantic Mutual Insurance Company and
Centennial Insurance Company

DENNIS J. HAYES
Special Deputy Superintendent of Insurance
and Agent for the Superintendent as Liquidator of
Atlantic Mutual Insurance Company and
Centennial Insurance Company