

At an IAS Part 12 of the Supreme Court of the State of New York held at the Courthouse thereof, located at 100 Supreme Court Drive, Mineola, New York, on the 16th day of December, 1992.

P R E S E N T:

HON. LEO F. MCGINITY,
J.S.C.

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In the Matter of
the REHABILITATION of
EXECUTIVE LIFE INSURANCE
COMPANY OF NEW YORK

Index No. 8023/91
O R D E R

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SALVATORE R. CURIALE, Superintendent of Insurance of the State of New York ("Superintendent"), as Rehabilitator of Executive Life Insurance Company of New York ("ELNY"), by KEVIN E. FOLEY, Deputy Superintendent of Insurance of the State of New York, as agent in this proceeding, having duly petitioned this Court for an Order approving a plan of rehabilitation (the "Plan") for ELNY and said Verified Petition having duly come on to be heard on the 23rd and 24th days of September, 1992;

NOW upon reading the verified petition of the Superintendent, verified on March 25, 1992, and the exhibits thereto, the Memoranda of Law in support thereof and Memoranda of Law in opposition thereto, and after having carefully considered the Plan, the applicable law, any comments, suggestions and/or objections to the Plan and the testimony, evidence and arguments heard during the hearing conducted on September 23rd and 24th, 1992 to determine the fairness and adequacy of the Plan and other related papers,

IT IS, THEREFORE, HEREBY:

ORDERED, that the Verified Petition of the Superintendent, as Rehabilitator, which is incorporated herein by reference, be and the same hereby is in all respects granted; and it is further

ORDERED, that the Plan is hereby approved and confirmed in the form received in evidence and incorporated herein by reference; and it is further

ORDERED, that the Assumption and Exchange Agreement and the Administration Agreement, in each case dated as of March 25, 1992, between MetLife and the Rehabilitator, copies of which are attached to the Plan as Exhibits D & E, respectively, and incorporated herein by reference, are hereby approved and confirmed; and it is further

ORDERED, that to the extent any comment, suggestion, and/or objection which was presented during the Hearing regarding the Plan, and/or any related document, is inconsistent with the Plan, and/or related document, that comment, suggestion, and/or objection is overruled and any relief requested denied; and it is further

ORDERED, that the Superintendent, as Rehabilitator, is authorized and directed to do all acts necessary and appropriate to cause to be implemented the provisions of the Plan as promptly as possible. In connection with this, the Superintendent, as Rehabilitator, is directed to:

(1) print or otherwise reproduce and mail (or cause such to be done) to each holder of an ELY SPDA, Interest Sensitive Life Policy, WL Policy and Term Policy appropriate exchange or assumption offer materials;

(2) file a report, as provided in Section II(R) of the Plan, within sixty (60) days after the Effective Date of the Plan; and

(3) petition this Court for more specific instructions as to the

form, content, and timing of the mailings herein directed if he deems it necessary; and it is further

ORDERED, that as provided in Section II(N)(c) of the Plan, this Court's Order deferring notice by the Superintendent, as Rehabilitator, to all creditors to present their claims is continued during the Term of the Plan ("Term of the Plan"), as that phrase is defined in Section II(N)(b) of the Plan, or until such earlier time as considered appropriate, with this Court's approval, by the Superintendent, as Rehabilitator; and it is further

ORDERED, that any assets and/or consideration transferred to MetLife pursuant to the Assumption and Exchange Agreement shall be transferred free and clear of all claims, liens, encumbrances and other contingencies; and it is further

ORDERED, that MetLife is not liable for any claim that may arise or may have arisen against ELNY for any action taken by ELNY, or any failure on ELNY's part to take action, or any claim that may arise or may have arisen under any contract entered into by ELNY (other than contractual claims under WL Policies and Term Policies assumed by MetLife pursuant to the Assumption and Exchange Agreement); and it is further

ORDERED, that the Superintendent, as Rehabilitator, and his officers, agents, employees and consultants are discharged from any liability for their acts, prior to the approval of the Plan by this Court, in the performance of their duties incident to the rehabilitation of ELNY, with such discharge to be in addition to any statutory or other immunity they may hold; and it is further

ORDERED, that as provided in Section II(N)(d) of the Plan, the Court's Order enjoining the commencement or prosecution of any suits,

actions or proceedings against ELNY is continued for the Term of the Plan, or until such earlier time as ordered by this Court; and it is further

ORDERED, that no policyholder, assignee of a policyholder, state insurance commissioner, or other regulator, official or agency, state statutory guaranty fund or association, or creditor can assert, except as provided for in the Plan of this Order, directly, by subrogation or otherwise, rights against ELNY or against its special deposits, local assets or other funds, provided, however, that this shall not limit the right of any state statutory guaranty fund or association to seek appropriate relief from this Court in the event of a payment made by such state statutory guaranty fund or association to any ELNY policyholder with respect to such policyholder's ELNY contract or policy. To the extent that any state insurance commissioner or other regulator, official or agency, or any state statutory guaranty fund or association has seized, attached, sequestered, appropriated or otherwise taken control of or encumbered ("seizure" or "seized") any special deposit, local assets, other funds or property located in such State for the protection of local policyholders, and fails or refuses to turn over such property to the Superintendent, as Rehabilitator, reasonably promptly upon the latter's request, the policyholders who reside in or are otherwise considered such State's policyholders shall be segregated from the other policyholders of ELNY and the account values or balances of such State's policyholders will be reduced on a pro rata basis by the dollar value of any funds or the fair market value of property so seized on the date of such seizure; and it is further

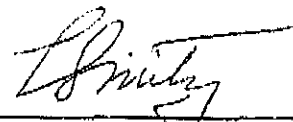
ORDERED, that except to the extent directly inconsistent with the Plan and the provisions of this Order, all prior Orders of this Court

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respecting ELYN or the Rehabilitation of ELYN are reaffirmed; and it is further

ORDERED, that this rehabilitation proceeding shall continue to pend during the Term of the Plan. This Court shall retain jurisdiction over the Interested Parties and over this rehabilitation proceeding, during the implementation of the Plan to the extent necessary or appropriate to assure compliance with the provisions of the Plan and to resolve all questions in that respect. The Superintendent, as Rehabilitator, shall supply any omitted matter and reconcile any inconsistencies in the Plan in such a manner and to such extent as may be necessary or appropriate to carry out the Plan. The Superintendent, as Rehabilitator, is authorized and directed to bring to the attention of this Court all matters coming to his attention which, in his judgment, require or warrant the exercise by this Court of the continuing jurisdiction hereby retained.

E N T E R,



J.S.C.

ENTERED

DEC 17 1992

COUNTY CLERK OF NASSAU COUNTY

MEMORANDUM

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SUPREME COURT, NASSAU COUNTY

In the Matter of
the REHABILITATION OF
EXECUTIVE LIFE INSURANCE
COMPANY OF NEW YORK

BY McGINITY, J.

DATED December 16, 1992

Index No. 8023/91

STEPHEN DOODY, ESQ.
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By order of this Court dated April 23, 1991 (Kutner, J.), Salvatore R. Curiale, Superintendent of Insurance of the State of New York, was appointed Rehabilitator of Executive Life of New York and was directed to take possession of Executive Life's property, conduct its business and take steps to remove the causes and conditions which made the rehabilitation necessary. By order dated May 28, 1992, Justice Kutner recused himself from the matter and the proceeding was administratively reassigned to the undersigned.

In this proceeding pursuant to Article 74 of the Insurance Law, Salvatore R. Curiale, Rehabilitator of the Executive Life Insurance Company of New York, has petitioned the Court for an order approving a plan of rehabilitation for Executive Life wherein certain assets of Executive Life are to be transferred to Metropolitan Life Insurance Company and certain other Executive Life assets are to be administered by Metropolitan Life. Executive Life had three lines of business within which classes of business are many subdivisions. The three classes were: single premium deferred annuities; single premium immediate annuities; and, life insurance products of various kinds.

The Court has carefully reviewed the petition and the exhibits annexed thereto as well as conducted hearings wherein any person who had an objection to the plan had an opportunity to be heard. The Court has considered the objections of the various policyholders and is cognizant that, in certain respects, the plan of

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rehabilitation is not completely beneficial to all policyholders. Nevertheless, the Court is satisfied that the plan as proposed by the Rehabilitator is the most beneficial to the collective interests of all the Executive Life policyholders concerned.

Accordingly, the Court approves the plan submitted by the Rehabilitator and an order to this effect has been signed simultaneously herewith. A memorandum setting forth the basis of this Court's determination will be issued by the Court at a later date.





J.S.C.

ENTERED

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COUNTY CLERK OF NASSAU COUNTY

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