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State of California in his capacity as Conservator,  
7 Rehabilitator and Liquidator of Executive Life  
Insurance Company  
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9 SUPERIOR COURT OF THE STATE OF CALIFORNIA  
10 COUNTY OF LOS ANGELES

12 INSURANCE COMMISSIONER OF THE  
STATE OF CALIFORNIA,

13 Applicant,

14 v.

15 EXECUTIVE LIFE INSURANCE  
16 COMPANY, a California corporation, and  
DOES 1 through 1000,

17 Respondents.  
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ORIGINAL FILED  
JUN 29 2007  
LOS ANGELES  
SUPERIOR COURT

No. BS 006912

~~[PROPOSED]~~ ORDER GRANTING  
MOTION OF INSURANCE  
COMMISSIONER OF THE STATE OF  
CALIFORNIA FOR AN ORDER  
APPROVING DISTRIBUTION OF  
SPECIFIED ALTUS LITIGATION  
PROCEEDS CONSISTENT WITH  
FINAL ARBITRATION DECISION

Date: June 29, 2007  
Time: 8:30 a.m.  
Dep't: 36

1 This matter came before the above-captioned Court (the "Court") on the motion  
2 (the "Motion"), dated May 31, 2007, of the Insurance Commissioner of the State of  
3 California, in his capacity as conservator, rehabilitator and liquidator (the "Commissioner")  
4 of Executive Life Insurance Company ("ELIC"), for an order approving the distribution of  
5 specified Altus Litigation proceeds consistent with the Final Arbitration Decision. Jeffrey L.  
6 Schaffer and Ethan P. Schulman of Howard Rice Nemerovski Canady Falk & Rabkin, A  
7 Professional Corporation, appeared on behalf of the Commissioner at the hearing on the  
8 Motion held by the Court on June 29, 2007 at 8:30 a.m. (the "Hearing"). Other appearances  
9 at the Hearing were as noted on the record. The Court having considered the papers filed in  
10 support of and in opposition or other response to the Motion, the statements and arguments  
11 of counsel at the Hearing, and all pertinent pleadings filed with the Court; and all capitalized  
12 words or terms not defined herein having the meanings ascribed to them in the Motion; and  
13 due and proper notice of the Motion and the Hearing having been given; and the Court on  
14 this date having issued its Judgment In Conformity With Final Arbitration Decision pursuant  
15 to the Commissioner's Petition To Confirm Final Arbitration Decision dated May 31, 2007;  
16 and after due deliberation and consideration, and based on the foregoing and good and  
17 sufficient cause appearing therefor,

18 THE COURT HEREBY ORDERS AND ADJUDGES THAT:

- 19 1. The Motion is granted;
- 20 2. The Commissioner is authorized to take all actions necessary to proceed  
21 with the distribution of the Altus Litigation proceeds specified in the Motion as set forth in  
22 the Motion;
- 23 3. Without limiting the generality of paragraph 2 above, the Commissioner is  
24 authorized to enter into the Special AVI Agreement with Aurora and NOLHGA, and the  
25 Special AVI Agreement shall be binding upon the Commissioner and the ELIC estate;
- 26 4. Aurora is authorized to proceed with the performance of its obligations  
27 under the Special AVI Agreement, including, without limitation, the distributions by way of  
28 payments and creditings provided for thereunder; and

1           5. All distributions (whether by way of payments or creditings) provided for  
2 under the Special AVI Agreement are hereby authorized and approved.

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4 Dated: 29 JUN 2007

Gregory W. Alarcon

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6 HON. GREGORY ALARCON  
7 JUDGE OF THE SUPERIOR COURT

8 W03 053107-155930001/W01/1391207

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13 HOWARD  
14 RICE  
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CANADY  
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& RABKIN  
15 A Professional Corporation