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DONALD F. NIELAN
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 MERCER COUNTY
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Don Nelan

THE NIELAN
 CLERK OF SUPERIOR COURT

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 STEVEN M. GOLDMAN, COMMISSIONER OF THE DEPARTMENT OF BANKING AND INSURANCE OF NEW JERSEY, : SUPERIOR COURT OF NEW JERSEY
 : CHANCERY DIVISION, GENERAL EQUITY
 : MERCER COUNTY
 : DOCKET NO. C-84-06
 :
 Plaintiff, : CIVIL ACTION
 :
 vs. :
 : CONSENT ORDER
 EAGLE INSURANCE COMPANY and THE ROBERT PLAN CORPORATION, :
 :
 :
 Defendants. :
 -----x

THIS MATTER having been opened to the Court by the Attorney General of New Jersey, as counsel for plaintiff Steven M. Goldman, Commissioner of the New Jersey Department of Banking and Insurance (the "Department"), by way of application for an Order of Rehabilitation (William B. Puskas, Jr., DAG, and Emerald Erickson Kuepper, DAG, appearing), and by Cross-Motion of McCarter & English, LLP, attorneys for Defendants Eagle Insurance Company ("Eagle") and The Robert Plan Corporation ("RPC"), to proceed summarily pursuant to Rule 4:67-2(b) and for leave to file a Counterclaim seeking an enforcement order under Rule 4:67-6(2), mandamus or declaratory relief (William S. Greenberg, Esq., Gerard G. Brew and Andrew O. Bunn, appearing), and the Court having considered the pleadings, certifications, and briefs of both parties, and having heard the argument of counsel

on September 28, 2006, the Court having reserved decision on that date, and the parties having convened before the Court for several settlement conferences, including a conference on January 18, 2007, and Eagle, RPC and the Department having given their consent to the form and entry of the within Order, and for good cause appearing;

NOW, THEREFORE, IT IS on this 29th day of January, 2007;

ORDERED that:

1. Eagle consents to the entry of the Order of Rehabilitation which has been previously submitted to the Court (annexed hereto as Exhibit A). The Department of Banking and Insurance ("the Department") agrees that the Rehabilitation Order does not preclude its taking action pursuant to this Consent Order.

2. The Department agrees to use its best efforts to effectuate, by April 16, 2007, the sale of two of Eagle's wholly owned subsidiaries, Newark and GSA, to American International Group (or subsidiaries) ("AIG"), under terms reasonably anticipated (taking into account potential adverse loss development) to achieve a solvent runoff of Eagle and its subsidiaries.

3. During the pendency of negotiations with AIG, the Department will forbear from making any claim against RPC under the \$7.9 million corporate guarantee set forth in Administrative Order No. A02-109 entered by the Commissioner on February 1, 2002. In the event that the Department is able to consummate the sale of Newark and GSA as contemplated in Paragraph 2 above, the Department will continue to forbear from making any claim under the guarantee during the pendency of a solvent runoff.

4. During the pendency of negotiations with AIG, the Department will forbear from any sale, transfer or other liquidation of Eagle's rights under the terms of (a) the "earn-out" note

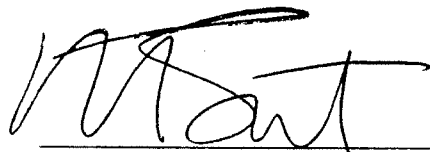
received as a portion of the purchase price from the sale of the company headquarters real property in Bethpage, New York, or (b) the \$3 million promissory note from RPC to Eagle given in consideration of Eagle's payment of the \$3 million security deposit in connection with RPC's leaseback of the Bethpage, New York property. In the event that the Department is able to consummate the sale of Newark and GSA as contemplated in Paragraph 2 above, the Department will continue to forbear from any sale, transfer or other liquidation of the notes during the pendency of a solvent runoff.

5. RPC shall remain free to pursue any claims of any nature against AIG which RPC believes it may possess, it being understood that this Paragraph shall not impair RPC's claims regarding the \$56.5 million described in the Farley Report.

6. All directors, officers, and employees of Eagle, its subsidiaries, and RPC shall provide their full cooperation to the Department as may be deemed necessary by the Department.

7. In the event that the Department is unsuccessful in effectuating the sale of Newark and GSA as contemplated in Paragraph 2 above, the Department shall proceed to take such actions as the Department shall determine in its discretion shall best accomplish the statutory objectives and requirements of rehabilitation.

8. A true copy of this Consent Order shall be served by the Commissioner on all counsel of record within 3 days from the date hereof.


NEIL H. SHUSTER, P.J.Ch.

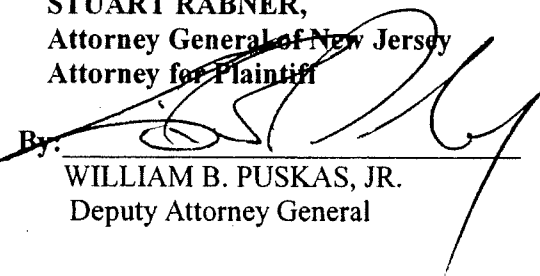
The undersigned hereby consent to the form and entry of this Consent Order. The individuals signing this Consent Order on behalf of any corporate or institutional entities warrant

and represent that they are authorized to enter into this Consent Order on behalf of the respective entity and to bind the entity hereto by their signature.

MCCARTER & ENGLISH, LLP
Attorneys for Defendants

By: 
WILLIAM S. GREENBERG
A Member of the Firm *Gerard G. Brew*

STUART RABNER,
Attorney General of New Jersey
Attorney for Plaintiff

By: 
WILLIAM B. PUSKAS, JR.
Deputy Attorney General

STEVEN M. GOLDMAN, Commissioner
DEPARTMENT OF BANKING AND
INSURANCE, Plaintiff

By: _____
DONALD BRYAN, Director of Insurance
Dated: _____

EAGLE INSURANCE COMPANY, Defendant

By: _____
JASPER J. JACKSON, Senior Vice-President
and General Counsel
Dated: _____

ROBERT PLAN CORPORATION, Defendant

By: _____
JASPER J. JACKSON, Senior Vice-President
and General Counsel
Dated: _____

and represent that they are authorized to enter into this Consent Order on behalf of the respective entity and to bind the entity hereto by their signature.


MCCARTER & ENGLISH, LLP
Attorneys for Defendants

STUART RABNER,
Attorney General of New Jersey
Attorney for Plaintiff

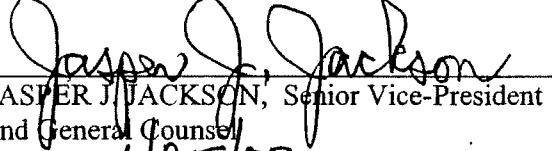
By: _____
WILLIAM S. GREENBERG
A Member of the Firm

By: _____
WILLIAM B. PUSKAS, JR.
Deputy Attorney General

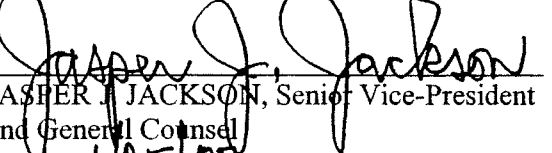
STEVEN M. GOLDMAN, Commissioner
DEPARTMENT OF BANKING AND
INSURANCE, Plaintiff

By: 
DONALD BRYAN, Director of Insurance
Dated: 7/26/2007

EAGLE INSURANCE COMPANY, Defendant

By: 
JASPER J. JACKSON, Senior Vice-President
and General Counsel
Dated: 1/25/07

ROBERT PLAN CORPORATION, Defendant

By: 
JASPER J. JACKSON, Senior Vice-President
and General Counsel
Dated: 1/25/07