

THE STATE OF NEW HAMPSHIRE
MERRIMACK, SS. SUPERIOR COURT

Docket No. 03-E-0106

2012 APR 30 A 11: 19

In the Matter of the Liquidation of
The Home Insurance Company

NH SUPERIOR COURT
MERRIMACK COUNTY
CONCORD, NH

VIAD CORP'S MOTION FOR APPROVAL OF
SETTLEMENT AGREEMENT NUNC PRO TUNC

VIAD CORP ("Viad") moves that the Court enter Nunc Pro Tunc to October 11, 2011, the proposed order approving the Settlement Agreement between Viad Corp and the Liquidator, which proposed order was file with this Court by the Liquidator on Friday, April 27, 2012. As reasons for entry of the Order Nunc Pro Tunc as of October 11, 2011, Viad states as follows:

1. On October 11, 2011, Viad and the Liquidator were engaged in a hearing before this Court, and were expecting a ruling by this Court at any time. As is often done in litigation, while waiting for this Court's decision, the Liquidator and Viad fully and finally settled all claims by Viad against the Liquidator, with the exception of Viad's claims relating to workers compensation and asbestos injuries. A true and correct copy of an e-mail from Viad's counsel, David H. Simmons, detailing the settlement is attached hereto and incorporated herein as Exhibit "A."

2. On October 11, 2011, John F. O'Connor, counsel for the Liquidator, sent a letter to William S. McGraw, Clerk of Court, Superior Court for Merrimack County, New Hampshire, notifying this Court of the parties' settlement. A true and correct copy of that letter is attached hereto and incorporated herein as Exhibit "B."

3. After fully and finally settling this matter on October 11, 2011, there were

an unavoidable delay in actually preparing the settlement documents due to the complexity of one of the issues. In any event, the parties have acted in good faith and finalized the documents that simply reflect the settlement that was fully and finally reached on October 11, 2011.

4. Roger A. Sevigny, Insurance Commissioner for the State of New Hampshire, as Liquidator ("Liquidator") of The Home Insurance Company ("Home"), has filed a separate motion for approval of the Parties' Settlement Agreement and understands that Viad will request that that the Order Approving Settlement be, due to the special circumstances, be entered *Nunc Pro Tunc* to October 11, 2011, the date of the Parties' full and final settlement.

7. Because the parties fully and finally settled this matter on October 11, 2011; actually presented this settlement to the Court at that time; and as such received the approval of the Court by virtue of the Court's action, Viad respectfully requests that when this Court enters its Order Approving the Settlement Agreement and Mutual Release (pursuant to the Liquidator's Motion to Approve), that the Court enter the Order *nunc pro tunc*, such that the Settlement Agreement and Mutual Release and this Court's approval of the same are effective as of October 11, 2011.

8. Viad attaches with this Motion the Liquidator's proposed Order, but with the appropriate language designating it as *Nunc Pro Tunc*.

WHEREFORE, Viad respectfully requests that this Court:

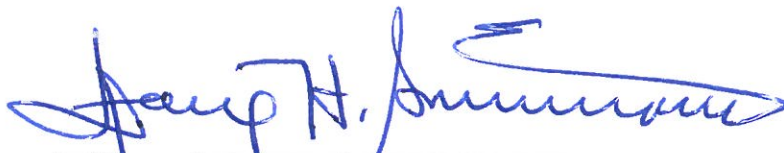
- A. Grant this Motion;
- B. Enter the Order submitted by the Liquidator, but in the form submitted herewith ruling that the Court's approval of the Settlement Agreement, is *nunc pro*

tunc, such that the Settlement Agreement and Mutual Release and this Court's approval of the same are effective as of October 11, 2011; and

C. Grant such other and further relief as justice may require.

Respectfully submitted,

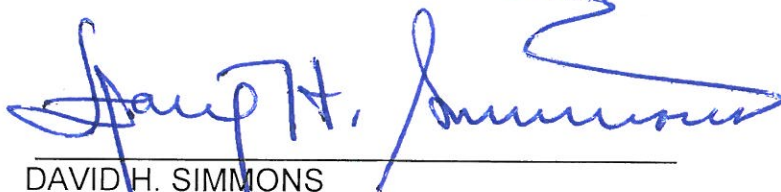
April 27, 2012



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de Beaubien, Knight, Simmons, Mantzaris
and Neal, LLP
Post Office Box 87
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(407) 422-2454 Office
(407) 849-1845 Fax

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Viad Corp's Motion for Approval of Settlement Agreement Nunc Pro Tunc, and the proposed Order Approving Settlement Agreement with Viad Corp, were sent this 27th of April, 2012 by regular mail to all persons on the attached service list.



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THE STATE OF NEW HAMPSHIRE

MERRIMACK, SS SUPERIOR COURT Docket No. 03-E-0106
In the Matter of the Liquidation of
The Home Insurance Company

[PROPOSED]

ORDER APPROVING SETTLEMENT AGREEMENT WITH VIAD CORP

On consideration of the motion of Viad Corp ("Viad"), for an order approving a Settlement Agreement and Mutual Release ("Settlement Agreement") between VIAD CORP, and the Liquidator, and the supporting Affidavit of _____, it is hereby found and ORDERED as follows:

1. This Order, this Court's approval of the Settlement Agreement attached as Exhibit "A," and the Settlement Agreement are entered *nunc pro tunc*, such that this Order, this Court's Approval of the Settlement Agreement, and the Settlement Agreement, are effective as of October 11, 2011.

So Ordered Nunc Pro Tunc to October 11, 2011.

Dated: _____

Presiding Justice

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Gibson, Bethany

From: O'Malley, Daniel
Sent: Tuesday, October 11, 2011 10:29 AM
To: Simmons, David H.
Subject: 95088 Viad/ Home Insurance: In re Liquidation of Home Insurance Company, Docket No. 03-E-0106, Merrimack County Superior Court, New Hampshire

Tom:

This confirms our telephone conversation this morning. Viad Corp ("Viad") and the Liquidator for Home Insurance Corporation have fully and finally settled all of Viad's Class II claims against the Liquidator in the above-referenced matter for an allowed claim of \$3,750,000.00. Should your understanding of the terms of the settlement differ in any respect, please immediately let us know.

Thank you.

David Simmons

EXHIBIT "A"

STEPTOE & JOHNSON ^{LLP}
ATTORNEYS AT LAW

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October 11, 2011

Via OVERNIGHT DELIVERY

William S. McGraw
Clerk of Court
Superior Court for Merrimack County, New Hampshire
163 North Main Street
Concord, New Hampshire 03302-2880

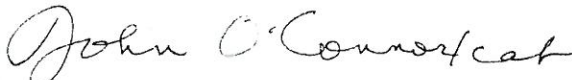
Re: **In the Matter of Liquidation of The Home Insurance Company, No. 03-E-0106 (N.H.
Superior Court, Merrimack County)
Viad Corporation's Motion to Recommit, 2008-HICIL-35**

Dear Mr. McGraw:

Our firm, along with J. Christopher Marshall of the New Hampshire Attorney General's Office, represent the Liquidator in connection with the proof of claim asserted by Viad Corporation ("Viad") in the above-captioned proceeding. The parties appeared before the Court on September 8, 2011 for a hearing on Viad's motion to recommit. The Court has not yet ruled on Viad's motion to recommit.

We are writing pursuant to New Hampshire Superior Court Rule 51 to advise that the Liquidator has reached a settlement with Viad that will resolve, among other things, Viad's motion to recommit. The parties will now prepare the appropriate settlement papers in order to submit the proposed settlement to the Court for approval. As such, the parties jointly request that the Court not issue a decision on the pending motion to recommit. I have shared a copy of this letter with Viad's counsel and am authorized to state that Viad agrees with its contents.

Respectfully submitted,


John F. O'Connor

cc: Peter G. Callaghan, Esq.
David H. Simmons, Esq.
J. Christopher Marshall, Esq.

EXHIBIT "B"