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UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK

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 In Re : CV 00 2258 (TCP) (AKT)  
 METLIFE DEMUTUALIZATION LITIGATION :  
 -----X ECF CASE  
 This Document Relates To All Actions :  
 : **MODIFIED PROPOSED ORDER**  
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WHEREAS, on August 29, 2006, the Court ordered that notice shall be distributed to all Class members in accordance with a Memorandum and Order issued on that date; and

WHEREAS, Mellon Investor Services LLC ("Mellon") maintains information related to the MetLife Policyholder Trust (the "Trust") from which the names and current addresses of certain Class members can be determined ; and

WHEREAS, plaintiffs hired Gilardi & Co. LLC ("Gilardi") in San Rafael, California to deliver notice to the Class and to provide other administrative services in this case; and

WHEREAS, plaintiffs, defendants, Mellon and Gilardi entered a stipulation on July 24, 2007, so Ordered by the Court (Dkt. 309), regarding the delivery and use of information for Class notice;

NOW, THEREFORE, having reviewed the plaintiffs' motion by order to show cause for approval of the form and dissemination of Class notice, the responses of defendants and Mellon, and plaintiffs reply, it is hereby ordered:

**Approval of Notices**

1. Postcard Notice of Pendency to the Class, substantially in the form attached hereto as Exhibit A ("Postcard Notice"), is approved for dissemination to the Class as provided herein.
2. Publication Notice of Pendency to the Class, substantially in the in the form attached hereto as Exhibit B ("Publication Notice"), is approved for dissemination to the Class as

provided herein.

3. Long Form Notice of Pendency to the Class, substantially in the in the form attached hereto as Exhibit C ("Long Form Notice"), is approved for dissemination to the Class as provided herein.

4. A Press Release regarding the case and the Class notice, substantially in the form attached hereto as Exhibit D ("Press Release"), is approved for distribution to various media as provided herein (the Postcard Notice, Publication Notice, Long Form Notice and Press Release collectively the "Class Notice").

**Delivery and Use of Information**

5. Defendants shall direct Mellon to deliver, and Mellon will deliver, to Gilardi in electronic form the file(s) which Mellon used in the most recent mailing of dividend payments and related information to members of the Trust, as referenced in plaintiffs' letter to Mellon dated October 30, 2007 and Mellon's reply to plaintiffs dated October 31, 2007 (the "Dividend Mailing List"). The information will be delivered by Mellon in the electronic form currently stored (or other format agreed to by Mellon and Gilardi). If requested by Mellon, Gilardi will establish a File Transfer Protocol transfer mechanism, including encryption, for Mellon to transfer the Dividend Mailing List. Mellon will deliver the Dividend Mailing List to Gilardi not later than three weeks after the entry of this order or establishment of the transfer mechanism, whichever is later. Mellon and Gilardi will confer as reasonably necessary to determine the format to provide the information and accomplish the transfer.

6. Defendants shall deliver to Gilardi, in electronic form, the file(s) of investor identification numbers created during demutualization, as referenced in defendants November 28,

2007 letter to plaintiffs (the "Investor Identification List"). The Investor Identification List will be delivered by defendants in the electronic form currently stored (or other format agreed to by defendants and Gilardi). If necessary, Gilardi will establish a File Transfer Protocol transfer mechanism, including encryption, for defendants to transfer the Investor Identification List. Defendants will deliver the Investor Identification List to Gilardi not later than one week after the entry of this order, or establishment of the transfer mechanism (if needed), whichever is later. Defendants and Gilardi will confer as reasonably necessary to accomplish the transfer.

7. Gilardi will use information provided by Mellon and/or defendants under this order for the sole purpose of giving court-ordered Class notice.

8. Gilardi will not disclose information about any individual Class members to anyone, except to its own employees and to any subcontractors who agree to be subject to this order.

9. Gilardi may disclose aggregated information and statistics about the Class and the distribution of notice to the attorneys for plaintiffs and defendants.

#### **Dissemination of Notice**

10. Plaintiffs will direct Gilardi to mail, and Gilardi will mail, the Postcard Notice, by first class mail, to

- (i) the names and addresses of Class members in the Dividend Mailing List;
- (ii) any additional names and addresses of Class members who are in-force policyholders, for whom Gilardi deems in its reasonable judgment contact information can practicably be obtained from the defendants' records, as provided in the July 31, 2008 stipulation and order between the parties; and
- (iii) any institutional or other Class members whose names and current addresses can reasonably be determined from discovery in this action or any other sources.

Prior to mailing, Gilardi shall use its best efforts, using the information in the Dividend Mailing List and the Investor Identification List, to remove from the Dividend Mailing List the names and addresses of Trust members who (i) hold only 10 trust interests or (ii) are transferees of the trust interests.

11. Plaintiffs shall place, or direct Gilardi to place, one advertisement of approximately 4 inches by 7 inches containing the Publication Notice, in each of the following publications:

- a. A weekday national edition of USA Today
- b. A weekday United States edition of The Wall Street Journal
- c. A weekday edition of the New York Daily News

12. Plaintiffs shall deliver, or direct Gilardi to deliver, the Press Release to PR Newswire, and/or such other news outlets which plaintiffs and Gilardi reasonably believe may publish news stories about the delivery of notice in this action.

13. Plaintiffs shall establish and maintain, or direct Gilardi to establish and maintain, a toll-free telephone number, containing automated response information substantially similar to the Long Form Notice (the "Telephone Notice Service"). The Telephone Notice Service shall be operational not later than the date notice is first mailed or published (including delivery of the Press Release), whichever comes first, and will remain operational until expiration of the opt-out deadline established herein. The Postcard Notice, Publication Notice, Press Release and Notice Website shall all contain the toll-free telephone number of the Telephone Notice Service.

14. Plaintiffs shall establish and maintain, or direct Gilardi to establish and maintain, an internet website, at [www.insuranceclassaction.net](http://www.insuranceclassaction.net), or similar website address, containing the text of the Long Form notice (the "Notice Website"). The Notice Website shall allow the Long Form

notice to be viewed, printed and downloaded. The address of the Notice Website shall be in the Postcard Notice, the Publication Notice and the Press Release, and shall also be stated on the Telephone Notice Service.

**Opt Out Deadline; Record Keeping**

15. The deadline by which Class members may opt out of the class shall be October 24, 2008, or 45 days after (i) completion of mailing once to each Class member whose name and address can be obtained from the Dividend Mailing List (after the adjustments described in paragraph 10 above) and can practicably be determined and extracted from defendants' records (as provided in the July 31, 2008 stipulation and order between the parties), but excluding any repeat, corrected or follow-up mailings or (ii) last publication of the Publication Notice, whichever occurs later (the "Opt Out Date").

16. The Class Notice shall inform potential class members that, to be effective, any request for exclusion from a Class member must be mailed to the address provided in the Class Notice, and postmarked on or before the Opt Out Date, and. Any member of a class who fails to properly and timely request exclusion shall be included in the class and be bound by any judgment in the litigation, whether favorable or not.

17. Class Counsel shall maintain, or direct Gilardi to maintain, accurate and complete records of the steps taken to give notice to class members and records of any Class members who opt out of the Class.

**Adequacy of Notice**

18. The Court finds that the forms of Class Notice attached as Exhibits A-D, and the manner of dissemination of notice authorized and approved herein, constitute the best notice

practicable and satisfy the requirements of due process of law and Rule 23 of the Federal Rules of Civil Procedure.

19. Plaintiffs will file an affidavit of compliance with this order after Class notice provided hereunder is complete.

Dated: August 2, 2008

SO ORDERED:



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Hon. Thomas C. Platt  
United States District Judge