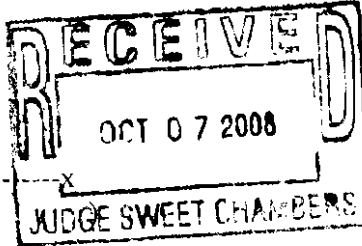


*Sweet, J*  
**ORIGINAL**

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK



NATIONAL INDEMNITY COMPANY,

Plaintiff,

vs.

GREENWICH STREET INVESTMENTS II,  
L.L.C., GREENWICH STREET CAPITAL  
PARTNERS II, L.P., DP HOLDINGS L.L.C.,  
DUKES PLACE HOLDINGS L.L.C., DUKES  
PLACE HOLDINGS LTD., DUKES PLACE  
HOLDINGS, L.P., ENSTAR GROUP LTD.,  
and ENSTAR (US) INC.,

Defendants.

) Civil Action No. 08 Civ. 4067 (RWS)

) ECF Case

) **STIPULATION AND ORDER**

*10/8/08*

-----X  
WHEREAS, on April 18, 2008, Plaintiff filed a Complaint against Seaton Insurance Company and Stonewall Insurance Company (Civ. No. 08 Civ. 3718 (RWS)) (the "Seaton/Stonewall Action") and the case was assigned to the Honorable Judge Sweet;

WHEREAS, on April 30, 2008, Plaintiff filed a Complaint in the above-captioned action (the "GSC Action");

WHEREAS, the GSC Action was assigned to the Honorable Judge Sweet as a related case to the Seaton/Stonewall Action;

WHEREAS, on July 23, 2008, Defendants in the Seaton/Stonewall Action moved to stay or dismiss and to compel arbitration;

WHEREAS, on July 23, 2008, Defendants in the GSC Action moved to dismiss certain Counts (I, III and V) of the Complaint;

WHEREAS, on September 5, 2008, Plaintiff in the Seaton/Stonewall Action opposed Defendants' motions to stay or dismiss and to compel arbitration;

WHEREAS, on September 5, 2008, Plaintiff in the GSC Action opposed Defendants' motion to dismiss Counts I and III of the Complaint and agreed to withdraw Count V of the Complaint;

WHEREAS, by Scheduling Orders dated September 18, 2008, the Court ordered (a) defendants in the Seaton/Stonewall Action to reply to plaintiff's opposition to defendants' motion to stay or dismiss and to compel arbitration on or before October 3, 2008, (b) defendants in the GSC Action to reply to plaintiff's opposition to defendants' motion to dismiss on or before

October 3, 2008, and (c) that oral argument on both motions would be heard on October 8, 2008 at 12 p.m.;

WHEREAS, Defendants, based upon an agreement reached with Plaintiff, have decided to withdraw their motion to dismiss Counts I and III of the Complaint in the GSC Action (without prejudice to Defendants' rights to challenge any of the claims in the Complaint);

WHEREAS, Defendants in the GSC Action have advised Plaintiff that they intend to assert counterclaims against Plaintiff in response to the Complaint in the GSC Action ("Putative Counterclaims"); and

WHEREAS, in the interests of judicial economy and efficiency, and in the interests of the parties to be able to determine the issues that will proceed before the Court, the parties have agreed, subject to the Court's approval, to a schedule as set forth herein.

NOW THEREFORE, IT IS STIPULATED AND AGREED by and between counsel for the parties below that:

1. Count V of the Complaint in the GSC Action is dismissed as redundant to Count IV.
2. Defendants' motion to dismiss Counts I and III of the Complaint in the GSC Action is withdrawn (without prejudice to Defendants' rights to challenge any of the claims in the Complaint).
3. Defendants' time to file reply papers in support of their motion to stay or dismiss and compel arbitration in the Seaton/Stonewall Action is adjourned until the earlier of (a) February 1, 2009, or (b) fourteen days following a decision by the Court on any motion to dismiss the Putative Counterclaims which may be filed by Defendants (or one or more of them) in the GSC Case.
4. Defendants shall file an answer to the Complaint in the GSC Action, including the Putative Counterclaims, on or before November 5, 2008.

5. Plaintiff, if it intends to file any motion directed at the Putative Counterclaims, shall file such motion on or before December 12, 2008. Defendants shall file any opposition to such motion on or before January 9, 2009, and Plaintiff shall file its reply on or before January 30, 2009.

QUINN EMANUEL URQUHART OLIVER &  
HEDGES, LLP

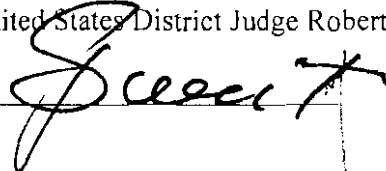
By: 

Michael K. Robles (MR0185)

51 Madison Avenue, 22nd Floor  
New York, New York 10010  
(212) 849-7000

SO ORDERED this 7<sup>th</sup> day of October, 2008:

United States District Judge Robert W. Sweet



CLYDE & CO US LLP

By: 

Michael A. Knoerzer (8438)

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New York, New York 10174  
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