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**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY**

CITY OF STERLING HEIGHTS GENERAL  
EMPLOYEES' RETIREMENT SYSTEM, *et al.*

Civil Action No. 2:12-cv-05275-SDW-MCA

Plaintiffs,

v.

PRUDENTIAL FINANCIAL, INC.,

Defendant.

**NOTICE OF MOTION FOR LEAVE TO FILE *AMICUS CURIAE* BRIEF**

PLEASE TAKE NOTICE that on Monday, August 18, 2018 at 10:00 a.m., or at such other date and time as the Court may direct, the undersigned, attorneys for non-party National Association of Insurance Commissioners (“NAIC”), will apply to the Honorable Madeleine Cox Arelo, U.S.M.J., at the United States Federal Building & Courthouse, 50

Walnut Street, Newark, New Jersey 07101, for an Order in the form submitted herewith granting NAIC leave to file a brief of *amicus curiae* in support of non-party Verus Financial LLC's Cross-Motion to Quash Subpoena.

PLEASE TAKE FURTHER NOTICE that NAIC will rely upon the Brief in support of Motion for Leave to File *Amicus Curiae* Brief and the proposed form of Order, each of which is electronically filed and served herewith.

PLEASE TAKE FURTHER NOTICE that pursuant to L. Civ. R. 78.1(b)(1) oral argument is requested if any opposition is submitted hereto.

Respectfully submitted,

DRINKER BIDDLE & REATH LLP

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Dated: July 23, 2014

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY**

----- : Civil Action No. 2:12-cv-05275-SDW-MCA  
CITY OF STERLING HEIGHTS GENERAL :  
EMPLOYEES' RETIREMENT SYSTEM, *et al.* :  
: Plaintiffs,  
v. :  
: PRUDENTIAL FINANCIAL, INC.,  
: Defendants.  
----- :

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**BRIEF IN SUPPORT OF MOTION FOR LEAVE TO FILE *AMICUS CURIAE* BRIEF**

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Attorneys for Non-Party National  
Association of Insurance Commissioners

The National Association of Insurance Commissioners (NAIC) respectfully moves for leave to file an *amicus curiae* brief in the above-captioned matter with the respect to the Plaintiffs' Motion to Compel Production of Subpoenaed Documents and Non-Party Verus Financial LLC's ("Verus") Cross-Motion to Quash Subpoena currently scheduled for August 4, 2014. The NAIC seeks to address questions related to state law examination confidentiality.

The NAIC is the U.S. standard-setting and regulatory support organization created and governed by the chief insurance regulators from the 50 states, the District of Columbia and five U.S. territories. Through the NAIC, state insurance regulators establish standards and best practices, conduct peer review, and coordinate their regulatory oversight. NAIC staff supports these efforts and represents the collective views of state regulators domestically and internationally, including through the submission of briefs of *amicus curiae* on issues of broad interest and consensus among state insurance regulators. NAIC members, together with the central resources of the NAIC, form the national system of state-based insurance regulation in the U.S.

The NAIC seeks leave to submit a brief as *amicus curiae* to assist the Court in its consideration of issues in this matter related to the application of state examination law confidentiality. The NAIC Model Law on Examinations ("Model Law") provides a national standard for state statutes related to a state insurance regulator's authority to conduct market conduct and financial examinations of its domestic insurers, keep information related to such examinations confidential, and permit regulators to share confidential information as warranted. In addition, the Model Law permits state insurance regulators to retain the services of third-party experts and consultants, such as Verus, and includes such outside contractors within the scope of

the Model Law's confidentiality protections. All 50 states and the District of Columbia have enacted laws governing examinations based, in substantial part, on the Model Law.

The ability of state insurance regulators to maintain the confidentiality of sensitive information is paramount to the ability of regulators to protect consumers. In order to regulate effectively, regulators require access to confidential information and the cooperation of those persons possessing such information whether such information is provided directly to state insurance regulators or is provided indirectly to their third-party experts and consultants. Exposing examination-related information, including documents and work papers, jeopardizes the ability of insurance regulators to monitor effectively for insurance solvency. Thus, the efficacy of state confidentiality laws is a necessary prerequisite for regulators to obtain sensitive information from regulated entities. We believe the NAIC can provide the Court with a unique perspective on the public policy underlying the necessity of examination confidentiality.

While there is no rule specifically covering the participation of *amicus curiae* in U.S. District Courts, "District courts have broad discretion to appoint amicus curiae." *Liberty Lincoln Mercury, Inc. v. Ford Mktg. Corp.*, 149 F.R.D. 65, 82 (D.N.J. 1993) (citations omitted). This Court also recognized that "the participation of an amicus [is] especially proper where the amicus will ensure complete and plenary presentation of difficult issues so that the court may reach a proper decision." *N.J. Prot. and Advocacy, Inc. v. Twp. of Riverside*, No. 04-5914, 2006 WL 2226332, at \*5 (D.N.J. Aug. 2, 2006) (quoting *Liberty Res., Inc. v. Phila. Hous. Auth.*, 395 F. Supp. 2d 206, 209-210 (E.D. Pa. 2005)) (internal quotation marks omitted). The NAIC seeks the Court's permission to outline the important public policy reasons behind examination confidentiality.

The NAIC's brief as *amicus curiae* is timely, provides useful information to the Court, and expresses the perspective of state insurance regulators charged with conducting examinations of insurance companies both as authorized by state law and in the public interest.

For the foregoing reasons, the NAIC respectfully requests that the Court grant leave to file an *amicus curiae* brief in form attached hereto as Exhibit A.

Respectfully submitted,

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Dated: July 23, 2014

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**EXHIBIT A**

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY**

	:	Civil Action No. 2:12-cv-05275-SDW-MCA
CITY OF STERLING HEIGHTS GENERAL EMPLOYEES' RETIREMENT SYSTEM, <i>et al.</i>	:	
Plaintiffs,	:	
v.	:	
PRUDENTIAL FINANCIAL, INC.,	:	
Defendant.	:	

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***AMICUS CURIAE BRIEF IN SUPPORT OF VERUS FINANCIAL LLC'S  
CROSS-MOTION TO QUASH SUBPOENA***

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## I. IDENTITY OF *AMICUS CURIAE*

The National Association of Insurance Commissioners (“NAIC”) is the U.S. standard-setting and regulatory support organization created and governed by the chief insurance regulators from the 50 states, the District of Columbia and five U.S. territories. Through the NAIC, state insurance regulators establish standards and best practices, conduct peer review, and coordinate their regulatory oversight. NAIC staff supports these efforts and represents the collective views of state regulators domestically and internationally. NAIC members, together with the central resources of the NAIC, form the national system of state-based insurance regulation in the U.S.

NAIC members are the elected or appointed state government officials, who along with their departments and staff, regulate the conduct of insurance companies and agents in their respective state or territory. In submitting this brief of *amicus curiae* on behalf of NAIC members, the NAIC seeks to demonstrate its interest in this proceeding and to fulfill the mission of the NAIC. Specifically, the mission of the NAIC

is to assist state insurance regulators, individually and collectively, in serving the public interest and achieving the following fundamental insurance regulatory goals in a responsive, efficient and cost effective manner, consistent with the wishes of its members:

- Protect the public interest;
- Promote competitive markets;
- Facilitate the fair and equitable treatment of insurance consumers;
- Promote the reliability, solvency and financial solidity of insurance institutions; and
- Support and improve state regulation of insurance.

About the NAIC, [http://www.naic.org/index\\_about.htm](http://www.naic.org/index_about.htm) (last visited Jul. 23, 2014).

The NAIC’s purpose is to provide its members with a national forum enabling them to work cooperatively on regulatory matters that transcend the boundaries of their own

jurisdictions. Collectively, the state insurance commissioners work to develop model legislation, rules, regulations, white papers, and actuarial guidelines that promote and establish uniform regulatory policy. Their overriding objectives are to protect consumers as well as assist in maintaining the financial stability of the insurance industry.

The NAIC performs numerous crucial services on behalf of state governments including developing and publishing model laws, regulations, bulletins, financial and accounting standards, white papers, consumer guides, handbooks, periodicals and the *Proceedings of the NAIC*. Hundreds of state laws assign duties to the NAIC and incorporate NAIC standards, models and other publications. In addition, the NAIC manages and coordinates the accreditation of insurance departments for purposes of financial solvency, as well as maintains regulatory and financial databases of insurance company data. Any member of the NAIC may request the filing of an *amicus curiae* brief. A request requires approval by the Executive Committee of the NAIC. The Executive Committee has approved the filing of this *amicus curiae* brief.

## **II. INTEREST OF AMICUS CURIAE**

The interest of the NAIC arises most fundamentally out of the responsibility vested in each insurance commissioner, superintendent or director (hereinafter, "commissioner") to regulate the business of insurance by virtue of the authority vested in the states by the McCarran-Ferguson Act, 15 U.S.C. § 1011 *et seq.*, and pursuant to state laws.

More specifically, the interest of the NAIC in this case arises out of each member's interest in maintaining the confidentiality of information obtained or produced during the course of an examination of a regulated insurance entity, whether such information is obtained or produced directly by the state insurance commissioner or through third-party contractors pursuant to statutory authorization allowing the commissioner to utilize outside experts. The authority to

examine insurance companies and obtain information is one of the most powerful tools used by state insurance departments to regulate market conduct and insurer solvency and to take action where needed and as authorized by state law. NAIC members' ability to perform these functions relies on the confidentiality protections included in state insurance codes, including the examination law. The confidentiality protections foster the exchange of information between the regulator and regulated insurer, thereby allowing the state insurance regulator to fulfill its mission to protect the public. Individually and collectively, NAIC members and the state agencies over which they preside have a wealth of experience in the management of insurer examinations and the maintenance of confidential information obtained or produced by state insurance regulators and their third-party contractors during those examinations. NAIC members are uniquely qualified and situated to assist this Court by presenting the regulatory and public policy concerns underlying those issues related to examination confidentiality in this case.

The NAIC also has an interest in the interpretation of state laws based upon its model laws and regulations. The NAIC's Model Law on Examinations ("Model Law"), 3 *NAIC Model Laws, Regulations and Guidelines*, 390-1 to 390-8 (2012), provides the basis for state laws related to the examination of insurers, including the confidentiality of information obtained or produced during the course of an examination. In fact, through its Financial Regulation Standards and Accreditation Program, NAIC members are required to maintain certain laws and procedures that demonstrate an effective regime for solvency regulation and are subjected to a peer review on the application of these provisions. The Model Law, which applies to financial solvency and market conduct examinations, includes strong confidentiality protections for information obtained or produced during an examination, and the Accreditation Program requires that states have substantially similar provisions in place as a condition of accreditation. Given

the NAIC's long-standing interest in promoting effective regulation and protecting the integrity of the examination process, the NAIC and its members have a compelling interest in advising the court of the public policy issues at stake in this matter.

### **III. SUMMARY OF ARGUMENT**

The Court should deny Plaintiffs' Motion to Compel Subpoenaed Documents that are subject to state examination law confidentiality and/or should grant Verus Financial LLC's ("Verus") Cross-Motion to Quash Subpoena with respect to the same. The Model Law, and state laws based thereon, provide a national standard for state statutes related to the information obtained or produced during an examination, whether directly by the state insurance regulator or through its third-party contractors. To require Verus to produce information obtained or produced on behalf of the states that contracted with Verus as authorized by state law would undermine legal protections associated with examination confidentiality.

### **IV. ARGUMENT**

The Model Law provides a national standard for state statutes related to a state insurance regulator's authority to conduct market conduct and financial examinations of its domestic insurers, keep information related to such examinations confidential, utilize third-party experts and consultants to assist with examinations, and permit regulators to share confidential information as warranted. All 50 states and the District of Columbia have enacted laws governing examinations based, in substantial part, on the Model Law.

Since its adoption in 1990, the Model Law has included confidentiality language incorporating a public policy preference favoring the confidential treatment of sensitive information related to regulatory review of an insurance company's operations. Section 5F of the 1990 version of the Model Law stated,

All working papers, recorded information, documents and copies thereof produced by, obtained by or disclosed to the Commissioner or any other person in the course of an examination made under this Act must be given confidential treatment and are not subject to subpoena and may not be made public by the Commissioner or any other person, except to the extent provided in Subsection E above. Access may also be granted to the National Association of Insurance Commissioners. Such parties must agree in writing prior to receiving the information to provide to it the same confidential treatment as required by this section, unless the prior written consent of the company to which it pertains has been obtained.

1-A *Proc. of the Nat'l Ass'n of Ins. Comm'rs* 30 (1991). This provision evidenced a foundational principle related to conducting insurer examinations: the confidentiality of information produced, obtained or disclosed during the course of an examination. Further, this provision included “[a]ll information,” in order to provide the broadest scope for the confidentiality protection, and explicitly embraced “the Commissioner or any other person” within the application of that clause. Thus, the Model Law provided a circle of protection that was as wide as possible in terms of the type of information (i.e., “all”) and the persons that might come into possession of such information (i.e., “the Commissioner or any other person”).

Consistent with the inclusion of “any other person” within the scope of the confidentiality protection, Section 4D of the Model Law authorized the commissioner to use third-party experts as examiners. Specifically, Section 4D stated,

When making an examination under this Act, the commissioner may retain attorneys, appraisers, independent actuaries, independent certified public accountants or other professionals and specialists as examiners, the cost of which shall be borne by the company that is the subject of the examination.

1-A *Proc. of the Nat'l Ass'n of Ins. Comm'rs* 28 (1991). Section 4D remains unchanged since 1990, and provides the basis for allowing the commissioner employ outside consultants, such as Verus, to conduct an effective examination. Read together with the Model Law’s confidentiality

language, there is a clear public policy statement for ensuring the work of outside experts receives the same confidentiality protection as the work of the state insurance department.

In 1999, the Model Law was revised as part of a wider regulatory confidentiality project initiated by state insurance regulators. The stated purposes of the overall project included solidifying existing law on confidentiality of sensitive documents in the possession of the insurance regulator; providing a strong platform for states to enter into information sharing agreements with state, federal and international regulators; and keeping sensitive regulatory information from private civil litigants and preventing abuse of the discovery process. 2nd Qtr.

*Proc. of the Nat'l Ass'n of Ins. Comm'rs* 149-150 (1999). The Model Law was also revised to clarify (and confirm) its application to market conduct examinations (such as the examination related to the present matter) as well as financial examinations. 4th Qtr. *Proc. of the Nat'l Ass'n of Ins. Comm'rs* 369 (1999). The committee tasked with developing language to be included in the Model Law was specifically charged to clarify the extent of the confidentiality of examination work papers and protect from subpoena work performed by the insurance department and its analysts. 1st Qtr. *Proc. of the Nat'l Ass'n of Ins. Comm'rs* 10 (1999).

As a result of the 1999 regulatory confidentiality initiative, Section 5F was revised and became Section 5F(1)(a) of the current Model Law. Section 5F(1)(a) states that except as otherwise provided

documents, materials or other information, including, but not limited to, all working papers, and copies thereof, created, produced or obtained by or disclosed to the commissioner or any other person in the course of an examination made under this Act, or in the course of analysis by the commissioner of the financial condition or market conduct of a company shall be confidential by law and privileged, shall not be subject to [insert open records, freedom of information, sunshine or other appropriate phrase], shall not be subject to subpoena, and shall not be subject to discovery or admissible in evidence in any private civil action. The commissioner is authorized to use the documents, materials or other

information in the furtherance of any regulatory or legal action brought as part of the commissioner's official duties.

*3 NAIC Model Laws, Regulations and Guidelines*, 390-6 (2012). Therefore, the Model Law retained the broad scope of protection both as to the information and persons covered by the examination confidentiality provision. This provision allows the regulator to use information obtained or produced during the course of the examination for official purposes but excludes such information from subpoena or discovery. Accordingly, the commissioner can regulate effectively for the public good and obtain needed information without the regulatory examination process becoming the target of private actions such as the present matter. If insurers believed information provided to their regulator (and their third-party consultants) for legitimate and recognized regulatory purposes could be subpoenaed or subject to civil discovery in outside litigation, insurers would be substantially less forthcoming. Appendix A provides a chart of state statutes substantially similar to and/or incorporating the protections within Section 5F(1)(a) of the Model Law, including the Pennsylvania examination statute related to the initial retention of Verus' services.

The Model Law recognizes there are circumstances that warrant the sharing of otherwise confidential information, but the authorization to share such information is carefully limited. In order to permit information sharing with regulatory counterparts and law enforcement officials, Section 5F(3) was added to the Model Law in 1999 and states as follows:

In order to assist in the performance of the commissioner's duties, the commissioner: (a) May share documents, materials or other information, including the confidential and privileged documents, materials or information subject to Paragraph (1), with other state, federal and international regulatory agencies, with the National Association of Insurance Commissioners and its affiliates and subsidiaries, and with state, federal and international law enforcement authorities, provided that the recipient agrees to maintain the confidentiality and privileged status of the document, material, communication or other information; (b) May receive documents, materials, communications or

information, including otherwise confidential and privileged documents, materials or information, from the National Association of Insurance Commissioners and its affiliates and subsidiaries, and from regulatory and law enforcement officials of other foreign or domestic jurisdictions, and shall maintain as confidential or privileged any document, material or information received with notice or the understanding that it is confidential or privileged under the laws of the jurisdiction that is the source of the document, material or information; and (c) [Optional provision] May enter into agreements governing sharing and use of information consistent with this subsection.

*3 NAIC Model Laws, Regulations and Guidelines*, 390-7 (2012).

Further, in order to clarify that persons providing information to the commissioner do not waive any existing privilege or confidentiality protection by doing so, Section 5F(4) was also added to the Model law and states as follows: “No waiver of any applicable privilege or claim of confidentiality in the documents, materials or information shall occur as a result of disclosure to the commissioner under this section or as a result of sharing as authorized in [Section 5F(3)].”

*Id.* Read together with other changes adopted in 1999, the Model Law provides a basis for an exchange of information with and among regulators under a statutory framework that protects the confidentiality of information necessary to the implementing a public policy preference for strong market and financial solvency insurance regulation.

In addition to the 1999 amendments to the Model Law (and 11 other NAIC model laws), state insurance regulators developed the Master Information Sharing and Confidentiality Agreement (“Master Agreement”) in order to provide a clear framework for requests and responses among state insurance regulators as authorized by state laws. All 50 States, the District of Columbia and three U.S. territories are parties to this agreement. The Master Agreement, similar to the model confidentiality language, is predicated on an understanding that confidential information will be shared only with those entities with which the insurance regulator is authorized by statute to share and that are able to demonstrate an ability to maintain

the confidentiality of information provided by the insurance regulator. In fact, many states rely on the confidentiality and information sharing provisions of their versions of the Model Law in order to enter into the Master Agreement and share confidential information with other regulators.

The ability of state insurance regulators to maintain the confidentiality of sensitive information is paramount to the ability of regulators to protect consumers. Exposing regulatory examination-related information to subpoenas and civil discovery, including information obtained by third-party contractors, jeopardizes the ability of insurance regulators to regulate effectively.

In order to regulate effectively, regulators require access to confidential information and the cooperation of those persons possessing such information. Thus, the efficacy of state confidentiality laws is a necessary prerequisite for regulators to obtain sensitive information from regulated entities. Insurance industry representatives regularly stress to regulators during NAIC meetings and other fora the importance of regulators (and their outside contractors) maintaining the confidentiality of sensitive information. Industry representatives recognize and support the necessity of information sharing among regulatory bodies possessing the authority to maintain confidentiality. Without statutory assurances that regulators can maintain the confidentiality of information and that state confidentiality laws mean what they state, insurance industry sources are likely to be less forthcoming with regulators who need certain information to carry out their public responsibilities and regulators are likely to be less forthcoming with their counterparts upon whom they mutually rely for confidential information about entities operating in their respective jurisdictions.

In the event that a court determined that hitherto statutorily confidential information must be provided to litigants in a private civil action, there is a risk of negative consequences for the consumers, regulators and industry. All insurance companies doing business in that jurisdiction (or potentially subject to the jurisdiction of courts located there) would likely become less forthcoming with their regulators, thereby diminishing the ability of regulators to ascertain and understand the market regulatory or financial condition of a company; insurance companies domiciled in that state may become subject to duplicative reporting requirements and increased regulatory burdens in all states where they do business, because of the diminished capacity of regulators to demonstrate an ability to regulate effectively and protect confidential information; regulators would likely become reluctant to follow documentation protocols for effective examination techniques; state insurance department resources may be further strained by the inability to utilize outside experts for any number of regulatory mandates and initiatives; other state, federal and international regulators would likely refuse to share confidential information in their possession out of concern that the regulator receiving that information could not provide assurances about maintaining its confidentiality; and consumers may have to bear the consequences of an ineffective regulator being unable to participate fully in a wider, mutually-cooperative system of insurance regulation.

**V. CONCLUSION**

For the foregoing reason, the Court should deny Plaintiffs' Motion to Compel Subpoenaed Documents that are subject to state examination law confidentiality and/or should grant Verus' Cross-Motion to Quash Subpoena with respect to the same.

Respectfully submitted,

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Dated: July 23, 2014

**APPENDIX A**

STATE	CITATION
AL	ALA. CODE § 27-2-24; ALA. ADMIN. CODE R. § 482-1-104-.03
AK	ALASKA STAT. ANN. § 21.06.160
AZ	ARIZ. REV. STAT. ANN. § 20-158
AR	ARK. CODE ANN. § 23-61-207
CA	CAL. INSURANCE CODE § 735.5
CO	COLO. REV. STAT. ANN. §§ 10-1-205, 10-1-213
CT	CONN. GEN. STAT. § 38A-14
DE	DEL. CODE ANN. TIT. 18 § 321
DC	D.C. CODE § 31-1404
FL	FLA. STAT. ANN. § 624.319
GA	GA. CODE ANN. § 33-2-14
HI	HAW. REV. STAT. § 431:2-305
ID	IDAHO CODE ANN. § 41-227
IL	215 ILL. COMP. STAT. 5/132.5
IN	IND. CODE § 27-1-3.1-15
IA	IOWA CODE § 507.14
KS	KAN. STAT. ANN. 40-222
KY	KY. REV. STAT. ANN. § 304.2-250
LA	LA. REV. STAT. ANN. § 22:1983
ME	ME. REV. STAT. ANN. TIT. 24-A § 225
MD	MD. CODE ANN. INSURANCE § 2-209
MA	MASS. GEN. LAWS CH. 175 § 4
MI	MICH. COMP. LAWS ANN. § 500.222
MN	MINN. STAT. ANN. § 60A.031
MS	MISS. CODE ANN. § 83-5-209
MO	MO. REV. STAT. § 374.205
MT	MONT. CODE ANN. § 33-1-409

<b>STATE</b>	<b>CITATION</b>
NE	NEB. REV. ST. § 44-5906
NV	NEV. REV. STAT. § 679B.285
NH	N.H. REV. STAT. ANN. § 400-A:37
NJ	N.J. STAT. ANN. § 11:1-36.6
NM	N. M. STAT. ANN. § 59A-4-11
NY	N.Y. INS. LAW § 311; N.Y. PUB. OFF. LAW § 87
NC	N.C. GEN. STAT. ANN. § 58-2-132
ND	N.D. CENT. CODE ANN. § 26.1-03-19.4
OH	OHIO REV. CODE ANN. § 3901.48
OK	OKLA. STAT. TIT. 36 § 309.4
OR	OR. REV. STAT. ANN. § 731.312
PA	40 PA. CONS. STAT. ANN. § 323.5
PR	P.R. LAWS ANN. TIT. 26 § 246
RI	R.I. GEN. LAWS ANN. § 27-13.1-5
SC	S.C. CODE ANN. § 38-13-30
SD	S.D. CODIFIED LAWS § 58-3-22
TN	TENN. CODE ANN. § 56-1-411
TX	TEX. INS. CODE ANN. §§ 401.057, 401.058
UT	UTAH CODE ANN. §§ 31A-2-204, 31A-2-207
VT	VT. STAT. ANN. TIT. 8 § 3574
VI	V.I. CODE ANN. TIT. 22 § 105
VA	VA. CODE ANN. § 38.2-1320.5
WA	WASH. REV. CODE ANN. § 48.03.040
WV	W. VA. CODE ANN. § 33-2-9
WI	WIS. ADM. CODE INS § 50.50
WY	WYO. STAT. ANN. § 26-2-121

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Attorneys for National Association  
of Insurance Commissioners

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY**

CITY OF STERLING HEIGHTS GENERAL EMPLOYEES' RETIREMENT SYSTEM, <i>et al.</i>	:	Civil Action No. 2:12-cv-05275-SDW-MCA
Plaintiffs,	:	
v.	:	
PRUDENTIAL FINANCIAL, INC.,	:	
Defendant.	:	

**ORDER GRANTING LEAVE TO FILE AMICUS CURIAE BRIEF**

THIS MATTER having been opened to the Court by non-party National Association of Insurance Commissioners ("NAIC"), by and through its attorneys, Drinker Biddle & Reath LLP, on a Motion for Leave to File *Amicus Curiae* Brief; and the Court having considered the parties' submissions and the argument of counsel;

IT IS on this \_\_\_\_\_ day of August 2014,

ORDERED AS FOLLOWS:

1. NAIC's Motion for Leave to File *Amicus Curiae* Brief be and hereby is granted.
2. NAIC may file a brief of *amicus curiae* in support of Verus Financial LLC's Cross-Motion to Quash Subpoena in the form attached to brief in support of the Motion as Exhibit within two (2) business days of entry of this Order.

---

Madeleine Cox Arleo, U.S.M.J.

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of Insurance Commissioners

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY**

----- : Civil Action No. 2:12-cv-05275-SDW-MCA  
CITY OF STERLING HEIGHTS GENERAL :  
EMPLOYEES' RETIREMENT SYSTEM, *et al.* :  
:  
Plaintiffs, :  
v. :  
PRUDENTIAL FINANCIAL, INC., :  
:  
Defendant. :  
----- :

**CERTIFICATE OF SERVICE**

I hereby certify that on July 23, 2014, non-party National Association of Insurance Commissioners' Motion for Leave to File *Amicus Curiae* Brief was electronically filed. Notice of this filing will be sent to counsel of record by operation of the Court's Electronic Filing system.

Parties and their counsel may access this filing through the Court's Electronic Case Filing system.

/s/ Frank F. Velocci

Frank F. Velocci

Dated: July 23, 2014  
Florham Park, New Jersey