

**IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA**

OKLAHOMA DEPARTMENT OF)
 SECURITIES ex rel. IRVING L.)
 FAUGHT, ADMINISTRATOR,)
)
)
 Plaintiff,)
)
)
 v.)
)
)
 BARRY POLLARD AND)
 ROXANNE POLLARD,)
)
 Defendants and Third Party)
 Plaintiffs,)
)
 v.)
)
)
 AXA ADVISORS, LLC, a Delaware)
 Limited Liability Company; and AXA)
 EQUITABLE LIFE INSURANCE)
 COMPANY, f/k/a EQUITABLE LIFE)
 ASSURANCE SOCIETY OF THE)
 UNITED STATES,)
)
 Third Party Defendants.)

Case No. CJ-2005-3799
 Hon. Vicki Robertson

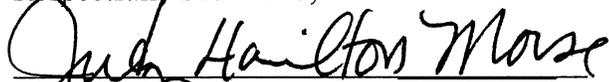
AXA EQUITABLE LIFE INSURANCE COMPANY’S LIMITED RESPONSE TO THIRD PARTY PLAINTIFFS’ MOTION TO ENTER NEW SCHEDULING ORDER

Third Party Defendant AXA Equitable Life Insurance Company (“AXA”) files this limited response to the Joint Motion to Amend Scheduling Order filed on September 9, 2010 by Defendants and Third Party Plaintiffs, Barry and Roxanne Pollard (the “Pollards”) and the Oklahoma Department of Securities (the “Department”). AXA does not object to the amendment of the scheduling order as it pertains to the claims pending between the Department and the Pollards. However, the claims between the Department and the Pollards should remain bifurcated from the claims of the Pollards against AXA since the Pollards’ claims against AXA

are solely derivative of the Department's claims against the Pollards. Thus, it would be a waste of judicial resources and of the time and expense of the parties for the claims against AXA to proceed at this time since it will only be when the issues between the Pollards and the Department are finally determined or resolved by agreement between those two parties that it can be known whether the Pollards indeed have any claims against AXA.

In further support of this limited response, AXA incorporates by reference the arguments and facts asserted in AXA Equitable Life Insurance Company's Response and Objection to Third Party Plaintiffs' Motion to Enter New Scheduling Order filed in this case on September 9, 2010.

Respectfully submitted,



JUDY HAMILTON MORSE, OBA #6450
REGAN STRICKLAND BEATTY, OBA #20349
- Of the Firm -

CROWE & DUNLEVY,
A Professional Corporation
20 North Broadway, Suite 1800
Oklahoma City, OK 73102
(405) 235-7700
(405) 239-6651 Facsimile

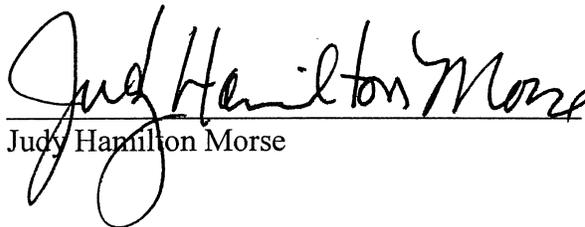
ATTORNEYS FOR AXA EQUITABLE LIFE
INSURANCE COMPANY

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 15th day of September, 2010, a true and correct copy of the foregoing document was mailed, postage pre-paid to:

Russell Mulinix
Amy Piedmont
Mulinix, Ogden, Hall, Andrews, & Ludlam
210 Park Ave.
Suite 3030
Oklahoma City, OK 73102

Amanda Cornmesser
Gerri Stuckey
Melanie Hall
Oklahoma Department of Securities
First National Center, Suite 860
120 N. Robinson
Oklahoma City, OK 73102


Judy Hamilton Morse