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Insurance Commissioner of the State of California

ORIGINAL FILED

APR 11 2011

LOS ANGELES
SUPERIOR COURT

9 SUPERIOR COURT OF THE STATE OF CALIFORNIA
10 FOR THE COUNTY OF LOS ANGELES
11

12 **INSURANCE COMMISSIONER OF THE**
13 **STATE OF CALIFORNIA,**

14 Applicant,

15 v.

16 **PAULA INSURANCE COMPANY,**

17 Respondent.
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Case No. BS075685

NOTICE OF MOTION;
MOTION TO REOPEN PROCEEDINGS
FOR LIMITED PURPOSE AND MOTION
FOR ORDER APPROVING
DISTRIBUTION OF SURPLUS RESERVES
TO APPROVED CLASS 2 INSURANCE
GUARANTY ASSOCIATION
CLAIMANTS; MEMORANDUM OF
POINTS AND AUTHORITIES; AND
DECLARATIONS OF EDWARD HAHN
AND SCOTT PEARCE IN SUPPORT
THEREOF

Date: May 5, 2011

Time: 9:30 a.m.

Dept: 85

Judge: James Chalfant

23
24 TO ALL PERSONS AND ENTITIES WHO HAVE APPEARED AND ASSERTED AN
25 INTEREST IN THE ESTATE OF PAULA INSURANCE COMPANY IN LIQUIDATION:

26 PLEASE TAKE NOTICE that on May 5, 2011, at 9:30 a.m. in Department 85 of the Los
27 Angeles Superior Court, located at 111 North Hill Street, Los Angeles, California, 90012; the
28

1 Insurance Commissioner of the State of California will apply to the Court for a Motion (1) To
2 Reopen Proceedings for a Limited Purpose and (2) For an Order Approving Distribution of
3 Surplus Reserves to Approved Class 2 Insurance Guaranty Association Claimants.

4 The motions are based upon this Notice of Motion, the Motion to Reopen Proceedings for
5 Limited Purpose and Motion for Order Approving Distribution of Surplus Reserves to Approved
6 Class 2 Insurance Guaranty Association Claimants attached hereto, the Memorandum of Points
7 and Authorities, Declaration of Scott Pearce and Declaration of Edward Hahn in Support Thereof,
8 all papers and pleadings on file in the above numbered case and such other and further evidence
9 as is permitted and requested by the Court at time of hearing.
10

11
12 Dated: March 2nd, 2011

KAMALA HARRIS
Attorney General of California
W. DEAN FREEMAN
Supervising Deputy Attorney General
FELIX E. LEATHERWOOD
Supervising Deputy Attorney General

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15 

16 MARLA K. MARKMAN
17 Deputy Attorney General
18 *Attorneys for Applicant*
19 *Insurance Commissioner*
20 *of the State of California*
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1 **MOTION TO REOPEN PROCEEDINGS FOR LIMITED PURPOSE AND**
2 **MOTION FOR ORDER APPROVING DISTRIBUTION OF SURPLUS**
3 **RESERVES TO APPROVED CLASS 2 INSURANCE GUARANTY**
4 **ASSOCIATION CLAIMANTS**

5 **FACTUAL BACKGROUND**

6 1. Respondent Paula Insurance Company ("Paula") was a corporation duly organized and
7 existing under and by virtue of the laws of the State of California. Under a Certificate of
8 Authority issued by the Insurance Commissioner in his regulatory capacity, Paula was authorized
9 to transact the business of disability, liability, and workers' compensation insurance.
10

11 2. On April 26, 2002, upon the Insurance Commissioner's application, this Court
12 appointed the Insurance Commissioner as Conservator of Paula. (Declaration of Scott Pearce
13 "Pearce Decl," Ex. A.)

14 3. On June 21, 2002, upon the Insurance Commissioner's application, this Court
15 terminated the Insurance Commissioner's appointment as Conservator and appointed the
16 Insurance Commissioner as Liquidator (hereinafter "Liquidator" or "Commissioner"). (Pearce
17 Decl. Ex. B.)

18 4. Over the course of the next six years, the Liquidator monetized Paula's assets;
19 terminated real estate and equipment leases; disposed of furniture, fixtures, and equipment;
20 released funds to the insurance guaranty associations (hereinafter "IGA") that made claims
21 payments to Paula's policyholders; and made an interim pro rata distribution of assets to
22 approved Class 2 claimants. (Pearce Decl. pg. 2, ¶ 7.)
23

24 5. On September 5, 2008, upon the Liquidator's application, this Court entered an Order
25 (1) Settling and Approving the Final Report and Account of the Liquidator of Paula Insurance
26 Company; (2) Authorizing Disbursement of Funds; (3) Approving Payment of Expenses; (4)
27
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1 Terminating Liquidation Proceeding and Discharging Insurance Commissioner as Liquidator;
2 (hereinafter "Order"). (Pearce Decl. Ex. C.)

3 6. On October 20, 2009, the Liquidator filed with this Court the Declaration of Scott
4 Pearce Confirming Distribution of Assets Pursuant to Court Order and Closing the Estate of Paula
5 Insurance Company. Pursuant to this Court's Order, the Liquidator distributed a total of
6 \$256,369 to Class 2, non-IGA claimants; distributed a total of \$52,719,493 to Class 2, IGA
7 claimants; reserved \$700,960 for accrued tax liability; and reserved \$574,941 for administrative
8 expenses over the next three years. (Pearce Decl. Ex. D.)

9
10 7. On October 22, 2009, the Liquidator filed with this Court a Request for Dismissal of
11 the insurance liquidation proceedings. The dismissal was entered on October 22, 2009. (Pearce
12 Decl. Ex. E.)

13 BASIS FOR REOPENING PROCEEDINGS – SURPLUS RESERVES

14
15 8. The Commissioner has determined that the full amount previously reserved for
16 administrative expenses is not needed. As of October 31, 2010, the Commissioner had \$467,000
17 in the closing reserves. The Commissioner estimates that he needs only approximately \$257,568
18 in the closing reserves for the period from November 1, 2010 through September 2011. The
19 amount of the revised closing reserves includes the expenses associated with reopening the
20 proceedings and making the distribution as requested herein. Also included in the revised closing
21 reserves are the costs associated with the destruction of Paula's records, which destruction is
22 scheduled to begin in September 2011 and which the Court previously authorized to begin three
23 years after the date of the Court's Order of September 2008. (Pearce Decl. pg. 2, ¶¶ 11 & 12.)

24
25 9. After subtracting the revised closing reserves, the Commissioner has approximately
26 \$209,432 in surplus reserves to distribute to Class 2 claimants and therefore respectfully requests
27 this Court to reopen the Paula proceedings for the sole purpose of authorizing distribution of the
28

1 surplus reserves.

2 10. On a pro rata basis, the Class 2, IGA claimants would receive a total of \$208,927 (two
3 hundred eight thousand nine hundred twenty-seven dollars) and the Class 2, non-IGA claimants
4 would receive a total of \$505 (five hundred and five dollars). (Declaration of Edward Hahn
5 "Hahn Decl." pg. 1, ¶ 5.)
6

7 11. The Commissioner proposes to make a distribution only to Class 2, IGA claimants
8 because, unlike a distribution to Class 2 non-IGA claimants, the administrative expenses of
9 distributing funds to IGA claimants is relatively small and cost efficient. The liquidator, as is his
10 practice, will simply make wire transfers to the IGA claimants. Once the wire transfers are
11 completed, there will be no further administrative expenses associated with the distribution.
12 (Hahn Decl. pg. 1, ¶ 6.)
13

14 12. A distribution to Class 2, non-IGA claimants, is an entirely different process. The
15 administrative expenses that would have to be reserved for non-IGA claimants would be many
16 multiples of the actual amount distributed. While the liquidator would incur only minor expense
17 for the printing and mailing of the checks, there is significant expense involved in tracking the
18 checks, answering inquiries, tracking returned mail, and reissuing checks, (if needed) for the non-
19 IGA claimants. At the end of the six months following the distribution, funds equivalent to any
20 uncashed outstanding checks would need to be escheated to the California State Controller's
21 Office or the state treasury department of the claimant's last known address. The liquidator
22 would have to reserve an amount for administrative expenses such that the distribution to Class 2,
23 non-IGA claimants would not make economic sense. The liquidator would most probably incur
24 expenses of many thousands of dollars to distribute \$505. (Hahn Decl. pg. 1, ¶ 7.)
25

26 13. There are 452 Class 2, non-IGA claimants. If the Insurance Commissioner were to
27 distribute to Class 2, non-IGA claimants, they would receive the following amounts:
28

- 1 claimant would receive \$19.10
- 3 claimants would receive \$12.00 - \$13.00
- 15 claimants would receive \$5.00 - \$10.00
- 112 claimants would receive \$1.00 - \$5.00
- 321 claimants would receive \$0.01 - \$1.00

As is evident, it would be wasteful of estate assets to incur expenses of thousands of dollars to issue and track checks of such *de minimis* amounts. (Hahn Decl. pg. 2, ¶¶ 8 & 9.)

14. Accordingly, the Commissioner seeks the Court's authorization for the Commissioner to forgo a pro rata distribution to Class 2, non-IGA claimants. The funds that would otherwise be distributed to Class 2, non-IGA claimants - \$505.00 - will be absorbed as part of the revised closing budget.

15. The list of Class 2, IGA claimants and the amount each will receive from this surplus distribution is attached as Exhibit A to the Declaration of Edward Hahn.

WHEREFORE, the Insurance Commissioner prays for an order that:

1. Los Angeles Superior Court Case No. BS 075685, Insurance Commissioner of the State of California v. Paula Insurance Company is reopened for the sole and limited purpose of making a distribution of surplus reserves to Class 2, Insurance Guarantee Association claimants;
2. The Insurance Commissioner is authorized to forgo the pro rata distribution to Class 2, non-IGA claimants.
3. The Insurance Commissioner is authorized to retain \$257,568 as the revised closing budget.
4. Los Angeles Superior Court Case No. BS 075685, Insurance Commissioner of the State of California v. Paula Insurance Company, shall be immediately closed upon the completion of the distribution to Class 2, IGA claimants and the Insurance Commissioner is not

1 required to file a declaration of compliance upon completion of the distribution to Class 2, IGA
2 claimants.

3 5. The Insurance Commissioner is authorized to destroy the records of Paula Insurance
4 Company per schedule, i.e., in September 2011, as originally ordered by this Court on September
5 5, 2008.

6
7 6. If there are any assets remaining after the Insurance Commissioner has completed all
8 his closing tasks, e.g., destroying Paula's records, such remainder shall be escheated to the
9 Department of Insurance in accordance with the procedure agreed to among the Department of
10 Insurance, the Liquidator, and the State Controller's Office.

11 7. The Insurance Commissioner is authorized to take any action necessary to accomplish
12 the purpose of this Order.

13
14 Dated: March 24, 2011

KAMALA HARRIS
Attorney General of California
W. DEAN FREEMAN
Supervising Deputy Attorney General
FELIX E. LEATHERWOOD
Supervising Deputy Attorney General



MARLA K. MARKMAN
Deputy Attorney General
*Attorneys for Applicant
Insurance Commissioner
of the State of California*

1 **MEMORANDUM OF POINTS AND AUTHORITIES**

2 The California Insurance Commissioner, in his capacity as Liquidator of Paula Insurance
3 Company ("Paula"), completed the liquidation of Paula when he made a final distribution of
4 assets in September 2008. (Declaration of Scott Pearce, Ex. C.) Part of the process of final
5 distribution was to keep a reserve to pay expenses for three years from the date of the final
6 distribution. The Insurance Commissioner reserved \$574,941, and has now determined that he
7 will not need that entire amount to pay expenses through September 2011.
8

9 California case law supports the broad grant of powers accorded the Commissioner when
10 he is conserving, rehabilitating, and/or liquidating insurance companies.

11 The Insurance Commissioner as liquidator acts on behalf of the company's creditors and
12 policyholders. In *Jones & Sons v. Independent Insurance Company* (1942) 52 Cal.App.2d 374,
13 378-379, the Court of Appeal noted that "section 1057 of the Insurance Code provides that the
14 Commissioner shall be deemed to be a trustee for all creditors. It was his duty to collect the
15 assets (Ins. Code § 1037) and distribute them ratably among the creditors (Ins. Code § 1037),
16 subject to certain priorities (Ins. Code § 1033)"
17

18 The Insurance Commissioner as liquidator executes his powers with broad discretion,
19 subject to review by the court under the "abuse of discretion" standard. (*In Re Executive Life*
20 *Insurance Company* (1995) 32 Cal.App.4th, 344, 356).
21

22 Here, the Insurance Commissioner has determined that there are sufficient surplus
23 reserves to warrant reopening the Paula proceedings in order to make a distribution to Class 2,
24 IGA claimants. The Insurance Commissioner has further determined it would wasteful to incur
25 expenses for making a distribution to Class 2, non-IGA claimants because the individual amounts
26 are *de minimis*. Indeed, the entire Class 2, non-IGA distribution is only \$505.00.
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CONCLUSION

The Insurance Commissioner respectfully requests this Court to reopen the above captioned case for the sole and limited purpose of making a distribution of surplus reserves of approximately \$209,432.00 to Class 2, IGA claimants and that the Commissioner be authorized to forgo the pro rata distribution to Class 2, non-IGA claimants since distribution to them would not be economically prudent.

Dated: March 2/2011

KAMALA HARRIS
Attorney General of California
W. DEAN FREEMAN
Supervising Deputy Attorney General
FELIX E. LEATHERWOOD
Supervising Deputy Attorney General


MARLA K. MARKMAN
Deputy Attorney General
Attorneys for Applicant
Insurance Commissioner
of the State of California

DECLARATION OF EDWARD HAHN

DECLARATION OF EDWARD HAHN

I, Edward Hahn, declare :

1. I am over eighteen years, and I am competent to be a witness. I have personal knowledge of the events to which I attest.

2. I acquired my personal knowledge in my role as the Vice President Finance – Estates in the California Insurance Commissioner's Conservation & Liquidation Office ("CLO").

3. I am one of the persons who prepare the regular accounting statements for the CLO as to Paula Insurance Company ("Paula") in liquidation.

4. I have a Master's degree in Business Administration from the University of California at Berkeley and have over ten years' of experience in dealing with accounting matters for insurance companies in liquidation. I am familiar with the records to which I attest, which are made in the regular course of business of the CLO and are made at or near the condition or event to preserve them as a record of the act, condition or event.

5. After subtracting the revised closing reserves, the Insurance Commissioner as liquidator of Paula has approximately \$209,432 in surplus reserves. On a pro rata basis, the Class 2, IGA claimants would receive a total of \$208,927 (two hundred eight thousand nine hundred twenty seven dollars), and the Class 2, non-IGA claimants would receive a total of \$505 (five hundred and five dollars).

6. The administrative expense of distributing funds to IGA claimants is relatively small and cost efficient because the liquidator, as per practice, will simply make wire transfers to the IGA claimants. Once the wire transfers are completed, there will be no further administrative expenses associated with the distribution.

7. A distribution to Class 2, non-IGA claimants, is an entirely different process from that of the IGA claimants. For non-IGA claimants the liquidator would have to reserve an amount for administrative expenses such that the distribution would simply not make economic sense. The administrative expenses that would have to be reserved for non-IGA claimants would be many multiples of the actual amount distributed. This is because there would be significant administrative expense for tracking the checks, answering inquiries, tracking returned mail, and

1 reissuing checks, as needed. At the end of the six months following the distribution, funds
2 equivalent to any uncashed checks would need to be escheated to the California State Controller's
3 Office or the treasury department of the claimant's last known address. In short, the liquidator
4 would incur expenses of many thousands of dollars to distribute \$505.

5 8. The following illustrates the distribution range if the Insurance Commissioner were to
6 distribute to Class 2, non-IGA claimants. There are 452 Class 2, non-IGA claimants. Of that
7 total:

8 1 claimant would receive \$19.10

9 3 claimants would receive \$12.00 - \$13.00

10 15 claimants would receive \$5.00 - \$10.00

11 112 claimants would receive \$1.00 - \$5.00

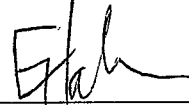
12 321 claimants would receive \$0.01 - \$1.00

13 9. I believe it would be wasteful of estate assets to incur expenses of thousands of dollars
14 to issue and track checks of such *de minimis* amounts.

15 10. The list of Class 2, IGA claimants and the amount each will receive from this surplus
16 distribution is attached hereto as Exhibit A.

17 I hereby declare under penalty of perjury under the laws of the State of California the
18 foregoing to be true and correct.

19 Executed this 15th day of March, 2011, in San Francisco, California.

20 

21 Edward Hahn

22 Vice President Finance - Estates
23 Conservation & Liquidation Office
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**EXHIBIT A TO
DECLARATION OF
EDWARD HAHN**

EXHIBIT A

PAULA INSURANCE COMPANY DISTRIBUTION OF SURPLUS RESERVES

Proposed	Payee
\$170,936.00	CALIFORNIA INSURANCE GUARANTEE ASSOC.
\$16,261.00	THE INDUSTRIAL COMMISSION OF ARIZONA
\$15,409.00	TEXAS P & C INSURANCE GUARANTY ASSOC.
\$3,872.00	ALASKA INSURANCE GUARANTY ASSN.
\$1,517.00	STATE OF IDAHO SPECIAL INDEMNITY FUND
\$1,437.00	FLORIDA WORKERS COMPENSATION INS GUARANTY ASSOCIATION
\$ 209,432.00	TOTAL

DECLARATION OF SCOTT PEARCE

DECLARATION OF SCOTT PEARCE

I, Scott Pearce, declare:

1. I am the Senior Estate Trust Officer ("ETO") in the California Insurance Commissioner's Conservation & Liquidation Office ("CLO"). I have been an ETO at the CLO since February 2003 and have been the Senior ETO since May 2005. As the Senior ETO, I supervise the other ETOs at the CLO. I have been the ETO for Paula Insurance Company ("Paula") since July 2007. I make this declaration in my official capacity as the Senior ETO for the CLO.

2. I am responsible for the management of financially impaired or insolvent insurance companies (referred to as "estates") from the time of conservation or liquidation until the court discharges the Insurance Commissioner of his or her duties as Conservator or Liquidator. I serve as a fiduciary, and in this capacity, I lead and direct a support team consisting of individuals who work in the areas of Accounting, Claims, Reinsurance, Legal, Finance, Information Technology, Human Resources, and Administration. Once the California Insurance Commissioner identifies an insurance company as financially impaired or at risk of mismanaging its assets, he files an application with the court for conservation or liquidation of the company. As an ETO, I receive input and advice from other insurance professionals, including attorneys from the California Department of Insurance and the California Attorney General's Office, and private law firms.

3. The statements contained in this declaration are not all within my personal knowledge, and I am informed that no single officer of the CLO has personal knowledge of all of these matters. The statements in this declaration are based upon information assembled by authorized employees of the CLO and I am informed and believe that the statements based upon that information are true. As to those matters that are within my own personal knowledge, the statements are true. If called upon as a witness, I would testify as set forth herein.

4. I have reviewed the CLO files for Paula, which are maintained in the normal course of business.

1 5. On April 26, 2002, upon the Insurance Commissioner's application, this Court appointed
2 the Insurance Commissioner as Conservator of Paula. A true and correct copy is attached hereto
3 as Exhibit A.

4 6. On June 21, 2002, upon the Insurance Commissioner's application, this Court
5 terminated the Insurance Commissioner's appointment as Conservator and appointed the
6 Insurance Commissioner as Liquidator (hereinafter "Liquidator" or "Commissioner"). A true and
7 correct copy is attached hereto as Exhibit B.

8 7. Over the course of the next six years, the Insurance Commissioner as Liquidator
9 monetized Paula's assets; terminated real estate and equipment leases; disposed of furniture,
10 fixtures, and equipment; released funds to the insurance guaranty associations (hereinafter
11 "IGA") that made claims payments to Paula's policyholders; and made an interim pro rata
12 distribution of assets to approved Class 2 claimants.

13 8. On September 5, 2008, upon the Commissioner's application, this Court entered an
14 Order (1) Settling and Approving the Final Report and Account of the Liquidator of Paula
15 Insurance Company; (2) Authorizing Disbursement of Funds; (3) Approving Payment of
16 Expenses; (4) Terminating Liquidation Proceeding and Discharging Insurance Commissioner as
17 Liquidator; (hereinafter "Order"). A true and correct copy is attached hereto as Exhibit C.

18 9. On October 20, 2009, the Liquidator filed with this Court the Declaration of Scott
19 Pearce Confirming Distribution of Assets Pursuant to Court Order and Closing the Estate of Paula
20 Insurance Company. Pursuant to this Court's Order, the Liquidator distributed a total of
21 \$256,369 to Class 2, non-IGA claimants; distributed a total of \$52,719,493 to Class 2, IGA
22 claimants; reserved \$700,960 for accrued tax liability; and reserved \$574,941 for administrative
23 expenses over the next three years. A true and correct copy is attached hereto as Exhibit D.

24 10. On October 22, 2009, the Liquidator filed with this Court the Request for Dismissal of
25 the insurance liquidation proceedings. The dismissal was entered as of October 22, 2009. A true
26 and correct cop is attached hereto as Exhibit E.

27 11. The Insurance Commissioner has determined that the full amount previously reserved
28 for administrative expenses is not needed. As of October 31, 2010, the Commissioner still had

1 \$467,000 in the closing reserves. The Commissioner estimates that he needs approximately
2 \$257,568 in the closing reserves for the period from November 1, 2010 through September 2011.

3 12. The amount of the revised closing reserves includes the expenses associated with
4 reopening the proceedings and making the distribution as requested by the Commissioner in the
5 attached motion. Also included in the revised closing reserves are the costs associated with the
6 destruction of Paula's records, which destruction will begin in September 2011. The Court
7 authorized destruction of Paula's records three years after the date of the Court's Order of
8 September 2008.

9 I hereby declare under penalty of perjury under the laws of the State of California the
10 foregoing to be true and correct.

11 Executed this 15 day of March, 2011, in San Francisco, California.

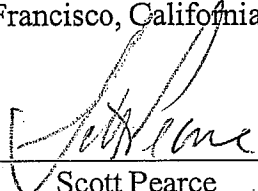
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14 _____
15 Scott Pearce
16 Senior Estate Trust Officer
17 Conservation & Liquidation Office
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EXHIBIT A

BILL LOCKYER, Attorney General
of the State of California
RICHARD W. BAKKE,
Lead Supervising Deputy Attorney General
MARK P. RICHELSON,
Supervising Deputy Attorney General
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DEPT. APR 26 2002 17
LOS ANGELES
SUPERIOR COURT

Attorneys for the Applicant Insurance
Commissioner of the State of California

IN THE SUPERIOR COURT OF THE STATE OF CALIFORNIA
FOR THE COUNTY OF LOS ANGELES

**INSURANCE COMMISSIONER OF
THE STATE OF CALIFORNIA,**

Applicant.,

v.

**PAULA INSURANCE COMPANY, a
California corporation,**

Respondent.

Case No.

BS075685

**(PROPOSED) ORDER APPOINTING
CONSERVATOR AND
RESTRAINING ORDERS**

Date: April 26, 2002

Time: 8:30 a.m.

Dept.:

The Application of the Insurance Commissioner of the State of California
("Applicant") for an Order Appointing him Conservator of Respondent PAULA
Insurance Company (hereafter referred to as "Respondent"), having been filed herein and
it appearing to this Court from the Application that the Insurance Commissioner has
found Respondent to be subject to such order of conservation pursuant to Insurance Code
§1011,

///

EXHIBIT A

1 **IT IS HEREBY ORDERED THAT:**

2 1. Applicant is appointed Conservator of Respondent, and directed as such to
3 conduct the business of Respondent or so much thereof as to the Conservator may seem
4 appropriate and authorized as Conservator, in his discretion, to pay or defer payment of
5 all proper claims and obligations against Respondent accruing prior to or subsequent to
6 his appointment as Conservator;

7 2. Applicant is authorized as Conservator to take possession of all the assets of
8 Respondent including books, records and property, both real and personal, wheresoever
9 situated;

10 3. Title to all Respondent's property and assets, both those presently in
11 Respondent's possession and those which may be discovered hereafter, wheresoever
12 situated, is vested in Applicant as Conservator, or his successor in office, in his official
13 capacity as such Conservator, and all persons are enjoined from interfering with the
14 Applicant's possession and title thereto;

15 4. Respondent, its officers, directors, governors, agents and employees are
16 enjoined from transacting any of the business of Respondent, whether in the State of
17 California or elsewhere, or from disposing of, or assisting any person in the transfer or
18 alienation of, the property or assets of Respondent, until further order of this Court;

19 5. All persons are enjoined from instituting, prosecuting or maintaining any
20 action at law or suit in equity, including but not limited to actions or proceedings to
21 compel discovery or production of documents or testimony and matters in arbitration,
22 against Respondent or against Applicant as Conservator of Respondent, and from
23 attaching, executing foreclosure upon, redeeming of or taking any other legal proceedings
24 against any of the property or assets of Respondent, and from doing any act interfering
25 with the conduct of said business by Applicant, except upon order from this Court after
26 hearing obtained after reasonable notice to Applicant;

27 6. Respondent and all officers, directors, agents and employees of Respondent
28 are directed to deliver to Applicant as Conservator all assets, books, records, equipment

1 and other property of the Respondent wheresoever situated;

2 7. Applicant as Conservator is authorized to pay all reasonable costs of
3 operating Respondent (including direct and allocated direct costs, direct and allocated
4 general and administrative costs and overhead, and other allocated costs) out of funds and
5 assets of Respondent;

6 8. All funds and assets, including certificates of deposit, bank deposits and
7 mutual fund shares, of Respondent, in various financial depository institutions, including
8 banks, savings and loan associations, industrial loan companies, mutual funds or stock
9 brokerages, wheresoever situated, are vested in Applicant as Conservator and subject to
10 withdrawal upon his order only;

11 9. All persons who maintain records for Respondent, pursuant to written contract
12 or any other agreement, are ordered to maintain such records and to deliver them to the
13 Applicant as Conservator upon his request;

14 10. All agents of Respondent and all brokers who have done business with
15 Respondent are ordered to make remittances of all funds collected by them or in their hands
16 directly to the Applicant as Conservator;

17 11. All persons having possession of any lists of policyholders or escrow holders
18 of Respondent are ordered to deliver all such lists to Applicant as Conservator; and that all
19 persons are enjoined from using any such lists or any information contained therein without
20 the consent of Applicant as Conservator;

21 12. Applicant as Conservator is authorized to initiate such equitable or legal
22 actions or proceedings in this or other states as may appear to him necessary to carry out his
23 functions as Conservator;

24 13. Applicant as Conservator is authorized to appoint and employ special deputies,
25 estate managers, other professionals, clerks and assistants and to give each of them such
26 power and authority as may be deemed necessary by him, and Applicant as Conservator is
27 authorized to compensate these persons from the assets of Respondent as to him shall seem
28 appropriate;

1 14. Applicant as Conservator is authorized to divert, take possession of and secure
2 all mail of Respondent, in order to screen such mail, and to effect a change in the rights to
3 use any and all post office boxes and other mail collection facilities used by Respondent;

4 15. Respondent and its respective officers, directors, agents, servants, employees,
5 successors, assigns, affiliates, and other persons or entities under their control and all persons
6 or entities in active concert or participation with them, and each of them, are ordered to turn
7 over to the Applicant as Conservator records, documentation, charts and/or descriptive
8 material of all funds, assets, property (owned beneficially or otherwise), and all other assets
9 of Respondent wherever situated, and all books and records of accounts, title documents and
10 other documents in their possession or under their control, which relate, directly or indirectly,
11 to assets or property owned by or held by Respondent or to the business or operations of
12 Respondent;

13 16. Except with leave of court issued after a hearing in which the Applicant as
14 Conservator has received reasonable notice, all persons are enjoined from obtaining
15 preferences, judgments attachments or other liens, or making any levy against Respondent
16 or its assets or property, and from executing or issuing or causing the execution or issuance
17 of any court attachment, subpoena, replevin, levy, execution, or other process for the purpose
18 of impounding or taking possession of or interfering with or creating or enforcing a lien upon
19 any property or assets owned or in the possession of Respondent or its affiliates, or the
20 Conservator appointed herein, wheresoever situated and from doing any act interfering with
21 the conduct of said business by Applicant as Conservator;

22 17. Except by leave of court obtained after hearing upon reasonable notice to the
23 Applicant as Conservator, all persons are enjoined from accelerating the due date of any
24 obligation or claimed obligation; exercising any right of set-off; taking, retaining, retaking
25 or attempting to retake possession of any real or personal property; withholding or diverting
26 any rent or other obligation; doing any act or other thing whatsoever to interfere with the
27 possession of or management by the Applicant as Conservator and of the property and assets,
28 owned or controlled by Respondent or in the possession of Respondent or to in any way

1 interfere with said Applicant as Conservator or to interfere in any manner during the
2 pendency of this proceeding with the exclusive jurisdiction of this Court over Respondent;

3 18. Any and all provisions of any agreement entered into by and between any third
4 party and Respondent including, by way of illustration, but not limited to, the following types
5 of agreements (as well as any amendments, assignments, or modifications thereto): financial
6 guarantee bonds, promissory notes, loan agreements, security agreements, deeds of trust,
7 mortgages, indemnification agreements, subrogation agreements, subordination agreements,
8 pledge agreements, assignments of rents or other collateral, financial statements, letters of
9 credit, leases, insurance policies, guaranties, escrow agreements, management agreements,
10 real estate brokerage and rental agreements, servicing agreements, attorney agreements,
11 consulting agreements, easement agreements, license agreements, franchise agreements, or
12 employment contracts that provide in any manner that selection, appointment or retention of
13 a conservator, or trustee by any court, or entry of an order such as hereby made, shall be
14 deemed to be, otherwise operate as a breach, violation, event of default, termination, event
15 of dissolution, event of acceleration, insolvency, bankruptcy, or liquidation, shall be stayed,
16 and the assertion of any and all rights, remedies relating thereto shall also be stayed and
17 barred, except as otherwise ordered by the Court, and the Court shall retain jurisdiction over
18 any cause of action that has arisen or may otherwise arise under any such provision;

19 19. Applicant as Conservator is authorized to invest Respondent's assets in such
20 a manner as to him may seem suitable for the best interest of Respondent's creditors which
21 funds are not immediately distributable to Respondent's creditors. However no investment
22 or reinvestment shall be made which exceeds the sum of \$100,000 without first obtaining
23 permission of the court;

24 20. Applicant as Conservator, in his discretion, is authorized to direct Respondent
25 to cease writing new and renewal insurance business, notwithstanding Proposition 103, on
26 the grounds that further transaction of Respondent's business will be hazardous to
27 policyholders, or creditors or to the public.

28 21. Pursuant to Insurance Code section 1037(g), the Applicant as Conservator is

1 authorized to invest and reinvest all assets in a manner he deems to be in the best interest of
2 the creditors of the estate, including investing and reinvesting assets through an investment
3 pool consisting exclusively of assets from conserved estates. To the extent that the Applicant
4 as Conservator invests and reinvests through such an investment pool, such investments and
5 re-investments may exceed \$100,000;

6 22. Except by permission of this Court obtained after hearing upon reasonable
7 notice to Applicant as Conservator, all persons are enjoined from interfering with the
8 possession, title and rights of Applicant as Conservator, in and to the assets of Respondent,
9 and from interfering with the conduct of the assets of Respondent, and from interfering with
10 the Conservatorship;

11 23. All persons are enjoined from the waste of assets of Respondent; and

12 24. Applicant as Conservator is authorized to pay for his costs in bringing and
13 maintaining this action, and such other actions as are necessary to carry out his functions as
14 Conservator, out of the funds and assets of Respondent.

15 DATED: 4-26-02

16
17 Robert H. O'Brien

18 JUDGE OF THE SUPERIOR COURT

19 RBJ:gp

20 C:\DAT\RB\PLEADINGS\PAULA INSURANCE-PROPOSED ORDER-4-12-02

EXHIBIT B

COPY

BILL LOCKYER, Attorney General -
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Attorneys for the Applicant Insurance Commissioner
of the State of California

ORIGINAL FILED

JUN 21 2002

LOS ANGELES
SUPERIOR COURT

IN THE SUPERIOR COURT OF THE STATE OF CALIFORNIA

FOR THE COUNTY OF LOS ANGELES

**INSURANCE COMMISSIONER OF THE
STATE OF CALIFORNIA,**

Applicant,

v.

**PAULA INSURANCE COMPANY, a California
corporation,**

Respondent.

Case No.: BS 075685

~~Proposed~~ ORDER APPOINTING
COMMISSIONER AS
LIQUIDATOR AND
RESTRAINING ORDERS

Date: June 21, 2002

Time: 9:30 a.m.

Dept: 85

The verified Application of the Insurance Commissioner of the State of California
("Commissioner") for an Order Appointing Commissioner as Liquidator of Paul Insurance
Company ("Respondent") came on regularly for hearing in Department 85 of the Los Angeles
County Superior Court.

///

///

EXHIBIT B

1 WHEREFORE, GOOD-CAUSE APPEARING FROM THE
2 COMMISSIONER'S VERIFIED APPLICATION, THIS COURT MAKES THE
3 FOLLOWING FINDINGS:

- 4 1. Respondent is insolvent.
- 5
- 6 2. It would be futile for the Commissioner to continue to proceed as Conservator of
7 Respondent.
- 8
- 9 3. There exists sufficient factual and legal grounds for the Commissioner to liquidate and
10 wind up the business of Respondent in a manner consistent with the provisions of this Order.

11 WHEREFORE, GOOD CAUSE APPEARING, THIS COURT MAKES THE
12 FOLLOWING ORDERS:

- 13 1. The Commissioner's status as Conservator is terminated, and he is appointed as
14 Liquidator of Respondent, as set forth in Insurance Code §1016, and directed as Liquidator to
15 liquidate and wind up the business of Respondent and to act in all ways and exercise all powers
16 necessary for the purpose of carrying out such order.
- 17
- 18 2. The Commissioner as Liquidator is authorized to take possession of all the assets of
19 Respondent including books, records and property, both real and personal, wheresoever situated.
- 20
- 21 3. The Commissioner as Liquidator or his successor in office is vested with title to all
22 property and assets of Respondent, both those presently in Respondent's possession and those
23 which may be discovered hereafter, wheresoever situated. All persons are enjoined from
24 interfering with the Commissioner's possession and title thereto.
- 25
- 26 4. The Commissioner as Liquidator is authorized to pay for his costs in bringing and
27 maintaining this action, and such other actions as are necessary to carry out his functions as
28 Liquidator, out of the funds and assets of Respondent; and if there are insufficient funds, to pay

1 for his costs out of the Insurance Fund, pursuant to Insurance Code section 1035.

2 5. The Commissioner as Liquidator is authorized to initiate such equitable or legal
3 actions or proceedings in this or other states as may appear to him necessary to carry out his
4 functions as Liquidator.
5

6 6. The Commissioner as Liquidator is authorized to appoint and employ special deputies,
7 estate managers, other professionals, clerks and assistants and to give each of them such power
8 and authority as he may deem necessary, and the Commissioner as Liquidator is authorized to
9 pay reasonable compensation to these persons from the assets of Respondent.
10

11 7. The Commissioner as Liquidator is authorized to divert, take possession of and secure
12 all mail of Respondent, in order to screen such mail, and to effect a change in the rights to use
13 any and all post office boxes and other mail collection facilities used by Respondent.
14

15 8. The Commissioner as Liquidator is authorized to pay all reasonable costs of operating
16 Respondent (including direct and allocated direct costs, direct and allocated general and
17 administrative costs and overhead, and other allocated costs) out of funds and assets of
18 Respondent; and if there are insufficient funds, to pay for his costs out of the Insurance Fund,
19 pursuant to Insurance Code §1035.
20

21 9. The Commissioner as Liquidator is authorized to invest Respondent's assets in such a
22 manner as to him may seem suitable for the best interest of Respondent's creditors which funds
23 are not immediately distributable to Respondent's creditors. No investment or reinvestment shall
24 be made which exceeds the sum of \$100,000 without first obtaining permission of the Court,
25 except the Commissioner may invest or reinvest in excess of \$100,000, but no more than the sum
26 of \$5,000,000 without prior approval if such investments are made pursuant to the investment
27 guidelines which are attached to the Application for Order of Liquidation as Exhibit "C". The
28

1 Commissioner shall file quarterly notice-of any investment or reinvestment exceeding \$100,000
2 with the Court and shall give notice thereof to all interested parties.

3 10. The Commissioner as Liquidator is authorized, pursuant to Insurance Code §1037,
4 subsection (g), to invest and reinvest all assets in a manner he deems to be in the best interest of
5 the creditors of the estate, including investing and reinvesting assets through an investment pool
6 consisting exclusively of assets from conserved estates. To the extent that the Commissioner as
7 Liquidator invests and reinvests through such an investment pool, such investments and re-
8 investments may exceed \$100,000.

9
10 11. The Commissioner as Liquidator is authorized to pay as expenses of administration
11 all expenses heretofore incurred by the Commissioner as Conservator which are presently
12 unpaid, and the Commissioner as Liquidator is authorized to pay, upon presentation, the full
13 amount of any checks or drafts which have been issued by him, in his capacity as Conservator,
14 and which are outstanding.

15
16 12. The Commissioner as Liquidator is authorized, pursuant to Insurance Code §1037,
17 subsection (d), to dispose of any excess property of Respondent by any commercially reasonable
18 method, including, but not limited to, sales at public auctions and sales in bulk to the high bidder
19 (provided at least three (3) bids are obtained from independent dealers in the kind of property
20 sold).

21
22 13. The Commissioner as Liquidator is authorized to assume or reject, or to modify, any
23 executory contracts, including without limitation, any lease, rental or utilization contract or
24 agreement (including any schedule to any such contract or agreement), and any license or other
25 arrangement for the use of computer software of business information systems, to which
26 Respondent is a party or as to which Respondent agrees to accept an assignment of such contract;
27
28

1 the Commissioner as Liquidator is directed to effect any such assumption or rejection or
2 modification of any executory contract not later than within 120 days after the entry of this order,
3 unless such date is extended by application to and further order of this Court; all executory
4 contracts that are not expressly assumed by the Commissioner as Liquidator shall be deemed
5 rejected; any party to a contract that is rejected by the Commissioner as Liquidator pursuant to
6 this order shall be permitted to file a proof of claim against the liquidation estate, which claim
7 shall be treated in accordance with Insurance Code §1010, *et seq.*

9 14. Respondent and all former and present officers, directors, agents, and employees of
10 Respondent are directed to deliver to the Commissioner as Liquidator all assets, books, records,
11 equipment, and other property of the Respondent wheresoever situated.

13 15. All funds and assets, including certificates of deposit, bank deposits and mutual fund
14 shares, of Respondent, in various financial depository institutions, including banks, savings and
15 loan associations, industrial loan companies, mutual funds or stock brokerages, wheresoever
16 situated, are directed to be vested in the Commissioner as Liquidator and subject to withdrawal
17 upon his order only.

19 16. All persons who maintain records for Respondent, pursuant to written contract or any
20 other agreement, are directed to maintain such records and to deliver them to the Commissioner
21 as Liquidator upon his request.

23 17. All agents of Respondent and all brokers who have done business with Respondent
24 are directed to make remittances of all funds collected by them or in their hands directly to the
25 Commissioner as Liquidator. This obligation to remit collected funds is continuing in nature.

26 18. All persons having possession of any lists of policyholders or escrow holders of
27 Respondent are directed to deliver all such lists to the Commissioner as Liquidator. All persons
28

1 are enjoined from using any such lists or any information contained therein without the consent
2 of the Commissioner as Liquidator.

3 19. Respondent and its respective officers, directors, agents, servants, employees,
4 successors, assigns, affiliates, and other persons or entities under their control and all persons or
5 entities in active concert or participation with them, and each of them, are directed to turn over to
6 the Commissioner as Liquidator records, documentation, charts and/or descriptive material of all
7 funds, assets, property (owned beneficially or otherwise), and all other assets of Respondent
8 wherever situated, and all books and records of accounts, title documents and other documents in
9 their possession or under their control, which relate, directly or indirectly, to assets or property
10 owned by or held by Respondent or to the business or operations of Respondent.
11

12 20. All insurance policies issued by Respondent shall be terminated and canceled
13 effective thirty (30) days following the issuance of the order herein prayed for, and the
14 Commissioner as Liquidator shall notify promptly all policyholders of such policy termination
15 and cancellation by First Class Mail at the last known address of the policyholders; in addition,
16 the Commissioner as Liquidator, in his sole discretion, is authorized to terminate and cancel any
17 policies issued by Respondent that are not covered by the preceding sentence or that were issued
18 by a fronting insurer and reinsured, in whole or in part, by Respondent.
19

20 21. All prior injunctions and other orders of this Court, except to the extent expressly
21 modified herein, are reaffirmed and remain in full force and effect; all powers and authority
22 granted to the Commissioner as Liquidator under this order are in addition to and not in
23 limitation of the powers of the Commissioner as Liquidator under the Insurance Code and any
24 other statutory or applicable case law.
25

26 22. The rights and liabilities of claimants, creditors, shareholders, policyholders, escrow
27
28

1 holders and all other persons interested in the assets of Respondent, including the State of
2 California, are fixed as of the date of the entry of this order.

3 23. All funds and accounts in the name of Respondent, or the Commissioner as
4 Conservator, in various banks or any other institutions wheresoever situated are vested in the
5 Commissioner as Liquidator and subject to withdrawal at his direction only. This order does not
6 convert funds held in a fiduciary capacity to general assets of the Liquidator.
7

8 24. All persons are enjoined, except with leave of this Court issued after a hearing in
9 which the Commissioner as Liquidator has received reasonable notice, from obtaining
10 preferences, judgments, attachments or other liens, or making any levy against Respondent or its
11 assets or property, and from executing or issuing or causing the execution or issuance of any
12 court attachment, subpoena, replevin, levy, execution, or other process for the purpose of
13 impounding or taking possession of or interfering with or creating or enforcing a lien upon any
14 property or assets owned or in the possession of Respondent or its affiliates, or the Liquidator
15 appointed herein, wheresoever situated and from doing any act interfering with the conduct of
16 said business by the Commissioner as Liquidator.
17

18 25. All persons are enjoined, except by leave of this Court obtained after reasonable
19 notice to the Commissioner as Liquidator, from accelerating the due date of any obligation or
20 claimed obligation; exercising any right of set-off; taking, retaining, retaking or attempting to
21 retake possession of any real or personal property; withholding or diverting any rent or other
22 obligation; doing any act or other thing whatsoever to interfere with the possession of or
23 management by the Commissioner as Liquidator and of the property and assets, owned or
24 controlled by Respondent or in the possession of Respondent or to in any way interfere with said
25 Commissioner as Liquidator or to interfere in any manner during the pendency of this proceeding
26
27
28

1 with the exclusive jurisdiction of this Court over Respondent.

2 26. Respondent, its officers, directors, governors, agents, and employees are enjoined
3 from transacting any of the business of Respondent, whether in the State of California or
4 elsewhere, or from disposing of, or assisting any person in the transfer or alienation of, the
5 property or assets of Respondent, until further order of this Court.
6

7 27. All persons are enjoined from instituting, prosecuting or maintaining any action at
8 law or suit in equity, including but not limited to actions or proceedings to compel discovery or
9 production of documents or testimony and matters in arbitration, against Respondent or against
10 the Commissioner as Liquidator of Respondent, and from attaching, executing foreclosure upon,
11 redeeming of or taking any other legal proceedings against, any of the property or assets of
12 Respondent, and from doing any act interfering with the conduct of said business by the
13 Commissioner as Liquidator, except upon order from this Court obtained after reasonable notice
14 to the Commissioner as Liquidator.
15
16

17 28. Any and all provisions of any agreement entered into by and between any third party
18 and Respondent including, by way of illustration, but not limited to, the following types of
19 agreements (as well as any amendments, assignments, or modifications thereto): financial
20 guarantee bonds, promissory notes, loan agreements, security agreements, deeds of trust,
21 mortgages, indemnification agreements, subrogation agreements, subordination agreements,
22 pledge agreements, assignments of rents or other collateral, financial statements, letters of credit,
23 leases, insurance policies, guaranties, escrow agreements, management agreements, real estate
24 brokerage and rental agreements, servicing agreements, attorney agreements, consulting
25 agreements, easement agreements, license agreements, franchise agreements, or employment
26 contracts that provide in any manner that selection, appointment or retention of a conservator, or
27
28

1 liquidator or trustee by any court, or entry of an order such as hereby made, shall be deemed to
2 be or otherwise operate as a breach, violation, event of default, termination, event of dissolution,
3 event of acceleration, insolvency, bankruptcy, or liquidation, shall be stayed, and the assertion of
4 any and all rights, remedies relating thereto shall also be stayed and barred, except as otherwise
5 ordered by this Court, and this Court shall retain jurisdiction over any cause of action that has
6 arisen or may otherwise arise under any such provision.

8 29. All persons are enjoined from interfering with the possession, title and rights of the
9 Commissioner as Liquidator, in and to the assets of Respondent, and from interfering with the
10 conduct of the Commissioner as Liquidator in the handling and disposition of assets of
11 Respondent, and from interfering with the conduct of the liquidation and the winding up of the
12 business of Respondent, except upon order of this Court obtained after reasonable notice to the
13 Commissioner as Liquidator.

15 30. All persons are enjoined from waste of assets of Respondent.

17 31. Any and all claims against Respondent (except those policyholder claims already
18 pending against Respondent, which are deemed filed), including those which in any way affect or
19 seek to affect any of the assets of Respondent, wherever or however such assets may be owned or
20 held, must be filed by no later than March 31, 2003, (the "Claims Bar Date"), together with
21 proper proof thereof, in accordance with the provisions of Insurance Code §1010, et seq.,
22 including, but not limited to §1023, and any claim not filed by the Claims Bar Date is
23 conclusively deemed forever waived.

25 DATED: 6-27-02

DZINTRA I. JANAVS

Judge of the Superior Court

EXHIBIT C

EDMUND G. BROWN JR.
Attorney General of the State of California
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Supervising Deputy Attorney General
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ORIGINAL FILED

SEP 05 2008

LOS ANGELES
SUPERIOR COURT

Attorneys for Applicant Insurance Commissioner
of the State of California, in his capacity as Liquidator
of Paula Insurance Company

**SUPERIOR COURT OF THE STATE OF CALIFORNIA
FOR THE COUNTY OF LOS ANGELES**

**INSURANCE COMMISSIONER OF THE STATE
OF CALIFORNIA,**

Applicant,

v.

PAULA INSURANCE COMPANY,

Respondent.

CASE NO.: BS 075685

ORDER

(1) SETTLING AND
APPROVING THE FINAL
REPORT AND ACCOUNT OF
THE LIQUIDATOR OF PAULA
INSURANCE COMPANY

(2) AUTHORIZING
DISBURSEMENT OF FUNDS

(3) APPROVING PAYMENT
OF EXPENSES; AND

(4) TERMINATING
LIQUIDATION PROCEEDING
AND DISCHARGING
INSURANCE COMMISSIONER
AS LIQUIDATOR

Hearing

Held: September 5, 2008

Time 9:30 a.m.

Place: Dept. 85

Hearing on the Insurance Commissioner of the State of California in his capacity
as Liquidator of Paula Insurance Company Application for Orders (1) Settling and Approving the
Final Report and Account of the Liquidator of Paula Insurance Company; (2) Authorizing

EXHIBIT C

1 Disbursement of Funds; (3) Approving Payment of Expenses; and (4) Terminating Liquidation
2 Proceeding and Discharging Insurance Commissioner as Liquidator, came on regularly for
3 hearing before the Honorable James C. Chalfant, Department 85 of the Los Angeles Superior
4 Court on September 5, 2008.

5 The Insurance Commissioner of the State of California in his capacity as Liquidator of
6 Paula Insurance Company was represented by Edmund G. Brown Jr., Attorney General of the
7 State of California, by Marla K. Markman, Deputy Attorney General. There were no other
8 appearances.

9 The application having been duly noticed and good cause appearing therefor, is
10 hereby granted.

11 IT IS HEREBY ORDERED that:

12 1. The Report and Account of Conservator and Liquidator for the period from April
13 26, 2002, through April 30, 2008, is settled and approved;

14 2. The Commissioner is authorized to apply an across-the-board five percent (5%)
15 discount in calculating the present value of the claims reserves in order to determine the final
16 approved claim for each of the nine IGAs, using the methodology as explained in Paragraph 27
17 of the Insurance Commissioner's Application of Insurance Commissioner for Orders Settling and
18 Approving Final Report and Account of the Liquidator of Paula Insurance;

19 3. The Commissioner is authorized to distribute approximately \$52,975,862 to
20 approved Class 2 claimants. The amount available for distribution is subject to adjustment for
21 investment income and changes in market value of investments that have been posted as of the
22 date the investments are withdrawn from the investment pool. The distributions shall be made
23 within two weeks of receipt of the signed order from the Court;

24 4. The Commissioner is authorized to retain the sum of \$574,941 for payment of
25 administrative expenses incurred by the Commissioner from May 1, 2008, to May 1, 2011, for
26 administrative and closing costs and to retain the sum of \$700,960 for accrued tax liability. The
27 Commissioner is authorized to pay any excess closing and administrative costs out of the funds
28 appropriated for the maintenance of the Department of Insurance. A report to the Court of the

1 expenditure of these funds shall not be required;

2 5. In accordance with the six month waiting period of the Code of Civil Procedure
3 section 1517, the Commissioner, as to disbursements which are either undeliverable or as to
4 which issued checks have not then been negotiated, is authorized to void such checks as have not
5 then been negotiated and escheat all undeliverable amounts and amounts of non-negotiated
6 checks to the Insurance Fund pursuant to Insurance Code section 12937;

7 6. The Commissioner is authorized to maintain in the Conservation & Liquidation
8 Office imaged databases, all records of Paula Insurance Company for three years from the date of
9 the Court's order, and thereafter the Commissioner is authorized to destroy all records of
10 Respondent, except for those records necessary for examination by the Department of Finance or
11 other auditor of the Commissioner's books and records pursuant to Insurance Code section 1061;

12 7. The Commissioner is authorized to take any action necessary to accomplish the
13 purpose of this Order; and

14 8. The estate of Paula Insurance Company is closed and the Commissioner is
15 discharged as liquidator upon the filing of a declaration that the Commissioner has distributed the
16 assets in accordance with this Court's order and upon the filing of a dismissal of the action.

17 9. Upon dismissal of this action, the Insurance Commissioner, his Special Deputies,
18 the Conservation and Liquidation Office, its employees, the California Department of Insurance,
19 and its personnel, and the Insurance Commissioner's agents and attorneys, is discharged from
20 any and all claims, debts, liabilities, or duties to further account for the assets or liabilities of
21 Paula Insurance Company through the date of the declaration that the Commissioner has
22 distributed the assets in accordance with this Court's order, and shall have no liability thereafter
23 for such claims, debts, liabilities or accounting.

24 Dated: SEP 05 2008

25 151 JAMES C. CHALFANT
26 JUDGE OF THE SUPERIOR COURT
27 JAMES C. CHALFANT
28

EXHIBIT D

EDMUND G. BROWN JR.
Attorney General of California
W. Dean Freeman
Supervising Deputy Attorney General
Felix E. Leatherwood
Supervising Deputy Attorney General
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*Attorneys for Applicant
Insurance Commissioner of the State of California
In his capacity as As Liquidator of Paula Insurance
Company*

ORIGINAL FILED

OCT 20 2009

LOS ANGELES
SUPERIOR COURT

SUPERIOR COURT OF THE STATE OF CALIFORNIA
FOR THE COUNTY OF LOS ANGELES

INSURANCE COMMISSIONER OF THE
STATE OF CALIFORNIA,

Applicant,

v.

PAULA INSURANCE COMPANY,

Respondent.

Case No. BS075685

DECLARATION OF SCOTT PEARCE
CONFIRMING DISTRIBUTION OF
ASSETS PURSUANT TO COURT ORDER
AND CLOSING THE ESTATE OF PAULA
INSURANCE COMPANY

Hearing Held: September 5, 2008
Dept: 85
Judge: James Chalfant

I, Scott Pearce, hereby declare under penalty of perjury of the laws of the State of
California as follows:

1. I am the Senior Estate Trust Officer ("ETO") in the California Insurance
Commissioner's Conservation & Liquidation Office ("CLO"). I have been an ETO at the CLO
since February 2003 and have been the Senior ETO since May 2005. As the Senior ETO, I
supervise the other ETOs at the CLO. I have been the ETO for Paula Insurance Company

1 ("Paula") since July 2007. I make this declaration in my official capacity as the Senior ETO for
2 the CLO.

3 2. The statements contained in this declaration are not all within my personal knowledge,
4 and I am informed that no single officer of the CLO has personal knowledge of all of these
5 matters. The statements in this declaration are based upon information assembled by authorized
6 employees of the CLO, and I am informed and believe that the statements based upon that
7 information are true. As to those matters that are within my own personal knowledge, the
8 statements are true. I have reviewed the CLO files for Paula, which are maintained in the normal
9 course of business.

10
11 3. I am responsible for the management of financially impaired or insolvent insurance
12 companies (referred to as "estates") from the time of conservation or liquidation until the court
13 has discharged the Insurance Commissioner of his or her duties as Conservator or Liquidator. I
14 serve as a fiduciary, and in this capacity, I lead and direct a support team consisting of individuals
15 who work in the areas of Accounting, Claims, Reinsurance, Legal, Finance, Information
16 Technology, Human Resources, and Administration. Once the California Insurance
17 Commissioner identifies an insurance company as financially impaired or at risk of mismanaging
18 its assets, he files an application with the court for conservation or liquidation of the company.
19 As an ETO, I receive input and advice from other insurance professionals, including attorneys
20 from the California Department of Insurance, the California Attorney General's Office, and
21 private law firms.

22
23
24 4. On September 5, 2008, this Court entered the Order (1) Settling and Approving the
25 Final Report and Account of the Liquidator of Paula Insurance Company; (2) Authorizing
26 Disbursement of Funds; (3) Approving Payment of Expenses; (4) Terminating Liquidation
27 Proceeding and Discharging Insurance Commissioner as Liquidator. (hereinafter "Order")
28

1 5. Paragraph 8 of said Order provides that the Commissioner is discharged as liquidator
2 upon the filing of a declaration that the Commissioner has distributed the assets in accordance
3 with this Court's Order and upon the filing of a dismissal of the action.

4 6. The Commissioner has distributed the following amounts:

5 A. The total final distribution was \$52,975,862. The Class 2, non-IGA claimants
6 received \$256,369, and the Class 2 IGA claimants received \$52,719,493.

7 B. The total unclaimed fund was \$73,840.96. The Commissioner escheated
8 \$5,415.83 to Alaska; \$27,463.75 to Arizona; \$28.94 to New Mexico; and
\$40,932.44 to California.

9 7. Pursuant to this Court's Order, the Commissioner retained \$574,941 for the
10 administrative expenses over the next three years and retained \$700,960 for accrued tax liability.

11 8. The Commissioner has taken all necessary action pursuant to the terms of this Court's
12 Order, and will close the estate concurrent with the filing of this declaration.

13 I declare under the penalty of perjury under the laws of the State of California that the
14 foregoing is true and correct.

15 Executed this 15 day of October, 2009, in San Francisco, California.

16
17
18 

19 Scott Pearce
20 Senior Estate Trust Officer
Conservation & Liquidation Office

DECLARATION OF SERVICE BY U.S. MAIL

Case Name: **Insurance Commissioner of the State of California v. Paula Insurance Company**
No.: **BS075685**

I declare:

I am employed in the Office of the Attorney General, which is the office of a member of the California State Bar, at which member's direction this service is made. I am 18 years of age or older and not a party to this matter. I am familiar with the business practice at the Office of the Attorney General for collection and processing of correspondence for mailing with the United States Postal Service. In accordance with that practice, correspondence placed in the internal mail collection system at the Office of the Attorney General is deposited with the United States Postal Service that same day in the ordinary course of business.

On October 20, 2009, I served the attached **DECLARATION OF SCOTT PEARCE CONFIRMING DISTRIBUTION OF ASSETS PURSUANT TO COURT ORDER AND CLOSING THE ESTATE OF PAULA INSURANCE COMPANY** by placing a true copy thereof enclosed in a sealed envelope with postage thereon fully prepaid, in the internal mail collection system at the Office of the Attorney General at 300 South Spring Street, Suite 1702, Los Angeles, CA 90013, addressed as follows:

Deborah S. Maddocks
Vice President-Finance
Paula Financial
87 E. Green Street, Suite 206
Pasadena, California 91105

Jeff Snider
Chairman & CEO
Paula Financial
87 E. Green Street, Suite 206
Pasadena, California 91105

I declare under penalty of perjury under the laws of the State of California the foregoing is true and correct and that this declaration was executed on October 20, 2009, at Los Angeles, California.

Kathi Palacios
Declarant

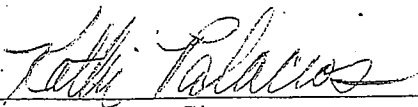

Signature

EXHIBIT E

<p>ATTORNEY OR PARTY WITHOUT ATTORNEY (Name and Address): EDMUND G. BROWN JR., Attorney General MARLA K. MARKMAN, Deputy Attorney General, State Bar No. 77300 300 South Spring Street, Suite 1702 Los Angeles, California 90013</p> <p>TELEPHONE NO.: (213) 897-2491</p>	<p>FOR COURT USE ONLY</p> <p>CONFORMED COPY OF ORIGINAL FILED Superior Court of California County of Los Angeles</p> <p>OCT 22 2009</p> <p>John A. Clarke, Executive Officer/Clerk</p> <p>By <u><i>Berta Jauregui</i></u>, Deputy Berta Jauregui</p>
<p>ATTORNEY FOR (Name): Applicant, Ins. Comm. as Liquidator of Paula Ins. Co.</p> <p>Insert name of court and name of judicial district and branch court, if any: SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES CENTRAL DISTRICT</p>	
<p>PLAINTIFF/PETITIONER: Insurance Commissioner of the State of Calif.</p> <p>DEFENDANT/RESPONDENT: Paula Insurance Company</p>	
<p style="text-align: center;">REQUEST FOR DISMISSAL</p> <p><input type="checkbox"/> Personal Injury, Property Damage, or Wrongful Death</p> <p><input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other</p> <p><input type="checkbox"/> Family Law</p> <p><input type="checkbox"/> Eminent Domain</p> <p><input checked="" type="checkbox"/> Other (specify): Insurance Liquidation</p>	
<p>CASE NUMBER: BS075685</p>	
<p style="text-align: center;">- A conformed copy will not be returned by the clerk unless a method of return is provided with the document. -</p>	

1. TO THE CLERK: Please dismiss this action as follows:

- a. (1) ☒ With prejudice (2) ☐ Without prejudice
- b. (1) ☐ Complaint (2) ☐ Petition
- (3) ☐ Cross-complaint filed by (name):
- (4) ☐ Cross-complaint filed by (name):
- (5) ☒ Entire action of all parties and all causes of action
- (6) ☐ Other (specify):*

on (date):

on (date):

Date: 10/21/09

MARLA K. MARKMAN, Deputy Attorney General

(TYPE OR PRINT NAME OF ☒ ATTORNEY ☐ PARTY WITHOUT ATTORNEY)

*If dismissal requested is of specified parties only, of specified causes of action only, or of specified cross-complaints only, so state and identify the parties, causes of action, or cross-complaints to be dismissed.

Mark K. Markman

(SIGNATURE)

Attorney or party without attorney for:

- ☒ Plaintiff/Petitioner ☐ Defendant/Respondent
- ☐ Cross - complainant

2. TO THE CLERK: Consent to the above dismissal is hereby given.**

Date:

(TYPE OR PRINT NAME OF ☐ ATTORNEY ☐ PARTY WITHOUT ATTORNEY)

** If a cross-complaint or Response (Family Law) seeking affirmative relief is on file, the attorney for cross-complainant (respondent) must sign this consent if required by Code of Civil Procedure section 581 (i) or (j).

John A. Clarke

(SIGNATURE)

Attorney or party without attorney for:

- ☐ Plaintiff/Petitioner ☐ Defendant/Respondent
- ☐ Cross - complainant

(To be completed by clerk)

3. ☒ Dismissal entered as requested on (date): 10-22-09
4. ☐ Dismissal entered on (date): as to only (name):
5. ☐ Dismissal not entered as requested for the following reasons (specify):

JOHN A. CLARKE, CLERK

6. ☐ a. Attorney or party without attorney notified on (date):
- b. Attorney or party without attorney not notified. Filing party failed to provide
- ☐ a copy to conformed ☐ means to return conformed copy

Berta Jauregui

Date:

10-22-09

Clerk, by

Deputy

Page 1 of 1

DECLARATION OF SERVICE BY U.S. MAIL

Case Name: **Insurance Commissioner of the State of California
v. Paula Insurance Company**
No.: **BS075685**

I declare:

I am employed in the Office of the Attorney General, which is the office of a member of the California State Bar, at which member's direction this service is made. I am 18 years of age or older and not a party to this matter. I am familiar with the business practice at the Office of the Attorney General for collection and processing of correspondence for mailing with the United States Postal Service. In accordance with that practice, correspondence placed in the internal mail collection system at the Office of the Attorney General is deposited with the United States Postal Service that same day in the ordinary course of business.

On October 21, 2009, I served the attached **REQUEST FOR DISMISSAL** by placing a true copy thereof enclosed in a sealed envelope with postage thereon fully prepaid, in the internal mail collection system at the Office of the Attorney General at 300 South Spring Street, Suite 1702, Los Angeles, CA 90013, addressed as follows:

**Deborah S. Maddocks
Vice President-Finance
Paula Financial
87 E. Green Street, Suite 206
Pasadena, California 91105**

**Jeff Snider
Chairman & CEO
Paula Financial
87 E. Green Street, Suite 206
Pasadena, California 91105**

I declare under penalty of perjury under the laws of the State of California the foregoing is true and correct and that this declaration was executed on October 21, 2009, at Los Angeles, California.

Kathi Palacios
Declarant


Signature

DECLARATION OF SERVICE BY U.S. MAIL

Case Name: **Insurance Commissioner of the State of California
v. Paula Insurance Company**

No.: **BS075685**

I declare:

I am employed at COPY MAT I am 18 years of age or older and not a party to this matter. At the direction of the Conservation and Liquidation Office on MARCH 25, 2011, I served the attached Notice of Motion by placing a true copy thereof enclosed in a sealed envelope with postage thereon fully prepaid at (location) , addressed as follows:
(Attach service List)

I declare under penalty of perjury under the laws of the State of California the foregoing is true and correct and that this declaration was executed on 25th Date MARCH, 2011 , in San Francisco, CA

DON CONCEPCION

Declarant

[Signature]
Signature

United States Postal Service

Certificate of Bulk Mailing

MAILER: Prepare this statement in ink. Affix meter stamp or uncanceled postage stamps covering fee in the block to the right. Present for certification.

Fee for Certificate

Up to 1,000 pieces (1 certificate for total number) \$ 6.50

For each additional 1,000 pieces, or fraction

Duplicate Copy

Use
Current
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Chart

Number of Identical Pieces	Class of Mail	Postage on Each	Number of Pieces to the Pound	Total Number of Pounds	Total Postage Paid	Fee Paid
462	First-Class	\$ 1.39	4.040	114.366	\$ 642.10	\$ 6.50

Mailed For
Conservation & Liquidation Office

Mailed By Corporate Mailing Service

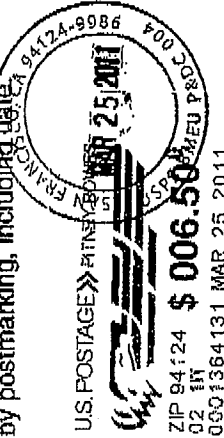
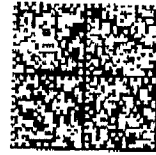
Postmaster's Certificate

It is hereby certified that the above-described mailing has been received and number of pieces and postage verified.

Alcatraz

(Postmaster or Designee)

PS Form 3606, May 1992



SERVICE LIST

Liq_no	Insured	Address	City	State	Zip
87256	CALIFORNIA INSURANCE GUARANTEE ASSOC.	P.O. BOX 29066	GLENDALE	CA	91209-9066
145000	ALASKA INSURANCE GUARANTY ASSN	1401 RUDAKOF CIR	ANCHORAGE	AK	99508-3108
145007	THE INDUSTRIAL COMMISSION OF ARIZONA	800 W. WASHINGTON STREET	PHOENIX	AZ	85005
145024	FLORIDA WORKERS COMPENSATION INSURANCE GUARANTY ASSOCIATION	PO BOX 15150	TALLAHASSEE	FL	32317-5159
145034	STATE OF IDAHO SPECIAL INDEMNITY FUND	PO BOX 83720	BOISE	ID	83720-0003
145075	NEW MEXICO P&C INSURANCE GUARANTY ASSOCIATION	PO BOX 14590	ALBUQUERQUE	NM	87191-4590
145077	NEVADA INSURANCE GUARANTY ASSOCIATION	2330 PASEO DEL PRADO STE 207	LAS VEGAS	NV	89102-4359
145086	OREGON INSURANCE GUARANTY ASSOCIATION	10700 SW BEAVERTON HIGHWAY	BEAVERTON	OR	97005
145099	TEXAS P&C INSURANCE GUARANTY ASSOCIATION	9120 BURNET RD	AUSTIN	TX	78758-5204
50627	TRI-VALLEY PUMP CO.	PO BOX 10428	CASA GRANDE	AZ	85230-0428
50841	VALLEY CITRUS PACKING COMPANY	4148 NORTH ARCADIA DRIVE, SUITE 200	PHOENIX	AZ	85018
51087	COMPLETE MARINE, INC.	4551 E UNIVERSITY DR	PHOENIX	AZ	85034-7405
51733	MARVEL DEER VALLEY MASONRY & BUILDING SUPPLY	16220 N. 32ND ST.	PHOENIX	AZ	85032
51990	GREG SPRAWLS FARMS	RR 2 BOX 12	CIBOLA	AZ	85328-9700
52178	FARMCO PARTNERSHIP	309 S 1ST ST	BUCKEYE	AZ	85326-2710
52183	V.V. HARVESTING, INC.	10602 CAMINO DEL SOL	YUMA	AZ	86367
54558	FRANK'S SERVICE & TRUCKING LLC	435 N CESAR CHAVEZ ST	SAN LUIS	AZ	85349
54761	ELIMINATOR BOATS, INC.	10795 SAN SEVAIN WAY	MIRA LOMA	CA	91752-1146
55483	ARTISAN CASES & SIGNS, INC.	4211 E ELWOOD ST	PHOENIX	AZ	85040-1967
55572	BEAR CANYON/TANQUE VERDE MINI STORAGE,	6750 E TANQUE VERDE RD	TUCSON	AZ	85715
55793	SIERRA GLASS	PO BOX 789	WILLIAMSBURG	NM	87942-0789
56739	ENGLAND FARMING PARTNERSHIP	1789 E. HARTFIELD RD.	CASA GRANDE	AZ	85222
57584	INDEPENDENT ELECTRIC CO., INC.	7850 E. EVANS RD. #109	SCOTTSDALE	AZ	85260-2945
58644	SUN TECH COATING & MFG.	6027 N 57TH DR	GLENDALE	AZ	85301-7763
59138	BAVARIAN MOTORS, LTD	2417 N 16TH ST	PHOENIX	AZ	85006-1829
59637	AVI KWA ABE FARM (AZ)	PO BOX 5229	MOHAVE VALLEY	AZ	86446-5229
59799	AIRCO PRODUCTS, INC. (01)	748 E 16TH ST	TUCSON	AZ	85719-6601
59970	M & M MOTORS, INC.	601 E FRY BLVD	SIERRA VISTA	AZ	85635-1824
60036	SANTA RITA STEEL & HARDWARE CO	804 S SANTA RITA AVE	TUCSON	AZ	85719-6747
60108	CHUCK'S CUSTOM PAINTING	P.O. BOX 41317	MESA	AZ	85274-1317
60132	FILLY'S RESTAURANT	1615 N APACHE TRL	APACHE JUNCTION	AZ	85219-1302
60371	BORDERS & BEYOND LANDSCAPING, INC.	PO BOX 11195	GLENDALE	AZ	85318-1195
61081	TUBAC RANCH PROPERTIES	PO BOX 1297	TUBAC	AZ	85646-1297
61602	PEREZ POOL PLASTERING	7601 W. CLAREMONT ST.	GLENDALE	AZ	85303
61810	POWER & PALMER, INC.	5625 W. DARIUS CIRCLE	PRESCOTT	AZ	85305-1568

61938	DISCOUNT CONSTRUCTION	3502 W GREENWAY RD STE 7	PHOENIX	AZ	85053-3847
62186	QUIET GRAPHICS	4500 E SPEEDWAY BLVD STE 46	TUCSON	AZ	85712-5320
62337	MEXICAN TILE COMPANY	2222 E THOMAS RD	PHOENIX	AZ	85016-7826
62391	CURRY FAMILY LTD	13253 S. BRIDGES AVE.	YUMA	AZ	85365
72586	URIBE, CONSTANCE	2244 S AVENUE A	YUMA	AZ	85364-8341
100133	GARCIA, JAMES	PO BOX 5929	YUMA	AZ	85366-5929
100448	EMCO CATTLE COMPANY, INC.	PO BOX 6009	YUMA	AZ	85366-6009
100461	FRITZ BOTTLING CO., INC. AND DESERT DISTRIBUT	1217 S FIESTA AVE	PARKER	AZ	85344-5839
100489	DAVID LIGAS	DBA: YUMA LANDSCAPING	YUMA	AZ	85365-7161
100500	DOBSON FAMILY FARMS III	1200 W QUEEN CREEK RD	CHANDLER	AZ	85248-3100
100646	J.T.D. CONTRACTING, INC.	4224 N 16TH AVE	PHOENIX	AZ	85015-4715
100648	CHESTER'S CHUCK WAGON	1400 E. 16TH ST.	YUMA	AZ	85365
100651	SIMONSEN GENERATOR SERVICE	3851 S COUNTRY CLUB RD	TUCSON	AZ	85714-2005
101232	PIER DE ORLEANS VSTS SEAFOOD CO., INC.	61 E UNIVERSITY DR	MESA	AZ	85201-5942
101235	COLONIA VERDE HOMEOWNERS ASSN.	2700 N CAMINO VALLE VERD	TUCSON	AZ	85715
101270	SHAMROCK TILING, INC.	5823 N. 129TH DR.	LITCHFIELD PARK	AZ	85340
101364	GALE TRANSFER	953 S 3RD AVE	YUMA	AZ	85364-3857
101370	ARIZONA RV SALVAGE, INC.	2737 W LINCOLN ST	PHOENIX	AZ	85009-5710
101373	KUHBANDER, TIMOTHY	1834 N 84TH PL	SCOTTSDALE	AZ	85257-2920
101395	TIPTON ELECTRICAL CONTRACTING	1100 N JUDD PL	CHANDLER	AZ	85226-8709
101891	CONSTRUCTION CONSULTANTS	PO BOX 580	MARANA	AZ	85653-0580
102019	D & H AIR CONDITIONING CO., INC	3629 N ORACLE RD	TUCSON	AZ	85705-3293
102040	DESERT HILLS ANIMAL HOSPITAL	13811 N 7TH ST	PHOENIX	AZ	85022-4301
102130	GLASS SMITH DBA: OMEGA GLASS CORPORATION	261 W FORT LOWELL RD	TUCSON	AZ	85705-3813
102216	LIECHTY, CLINTON	360 N COURT AVE	TUCSON	AZ	85701-1035
102228	WALLPAPERS TO GO	6061 E BROADWAY BLVD	TUCSON	AZ	85711-4015
102894	GLOBAL PRODUCTS, INC.	PO BOX 91554	TUCSON	AZ	85752-1554
102907	SANTA CRUZ EXCAVATING, INC.	2034 W SILVER PL	TUCSON	AZ	85745-1129
103100	HIGHWAY NURSERY, LLC	PO BOX 4395	YUMA	AZ	85366-4395
103114	COCHISE FLOOR COVERING & INT.	2149 S HIGHWAY 92	SIERRA VISTA	AZ	85635-5269
103198	CHATEAU BASQUE RESTAURANT	4340 EAST US HIGHWAY 80	YUMA	AZ	85365-7516
103257	THREE POINTS STORE PAPAGO TRADING POST, INC.	16225 W AJO HWY	TUCSON	AZ	85735-2121
103281	MARION CERAMICS, INC.	3434 W EARLL DR	PHOENIX	AZ	85017-5289
104100	DOUG MELLON FARMS	2197 S 4TH AVE STE 206	YUMA	AZ	85364-6442
104101	ESPARZA, JORGE O FARM LABOR CONTRACTOR	PO BOX 4381	YUMA	AZ	85366-4381
104121	KAMMANN, WALTER	5110 S AVENUE 18 E	YUMA	AZ	85365-9463
104130	MCLAURIN, BRUCE	PO BOX 7185	ROLL	AZ	85347-7185
104282	RALPH OR ANN HEINS	5603 S. OUTRIGGER ROAD	TEMPE	AZ	85253
104285	BARTLETT & BARTLETT FARMS C/O JAMES D. BEATON	250 W PINKLEY AVE	COOLIDGE	AZ	85228-4311
104292	SMITH RANCHES INC. DALE D. SMITH	PO BOX 396	STANFIELD	AZ	85272-0396

104919	ADVANCED COOLING LLC		PO BOX 10879	YUMA	AZ	85366-8879
104926	SKYVIEW COOLING CO		PO BOX 2034	YUMA	AZ	85366-2034
104930	YUMA VEGETABLE SHIPPERS ASSOC.		PO BOX 1647	YUMA	AZ	85366-1647
104933	MIKE VALDEZ - CUSTOM GROW		3845 W VENUS DR	SOMERTON	AZ	85350-7252
104940	CITRUS CARE INC		PO BOX 1812	SOMERTON	AZ	85350-1812
105017	H.H. AND R FARMS		PO BOX 5	BUCKEYE	AZ	85326-0001
105222	BARNEY FARMS		22340 E QUEEN CREEK RD	QUEEN CREEK	AZ	85242-7041
105310	HERSETH FEED LOTS, ETAL		2791 RAWHIDE ST.	GILBERT	AZ	53296
105335	DOUG WEST FARMING DOUGLAS D. WEST		7282 E 24TH LN	YUMA	AZ	85365-8832
105338	WAYMON FARMS, INC.		PO BOX 2016	YUMA	AZ	85366-2016
105343	THE MARTELL PACKING CO., INC.		16583 S. B ST	SOMERTON	AZ	85350
105346	SCOTT FARMS WILLIAM J SCOTT LIA		12498 S AVENUE C	YUMA	AZ	85365
105364	EMCO HARVESTING COMPANY EDWARD A MONTIEL		PO BOX 6403	YUMA	AZ	85366-6403
105455	TANITA PRODUCE CO, INC. GEORGE A LEEPER		PO BOX 2109	PHOENIX	AZ	85001-2109
105491	DOORS & MORE, INC.		2730 W ROSE LN	PHOENIX	AZ	85017-1738
105512	PRATT RANCHES		44996 W PAPAGO RD	MARICOPA	AZ	85239-5301
105515	MOHAVE FARMS		5001 E WASHINGTON ST	PHOENIX	AZ	85034-2005
105519	4-B FARMS		5001 E WASHINGTON ST	PHOENIX	AZ	85034-2005
105522	SAN TAN TILLAGE		941 W SAN MARCOS DR	CHANDLER	AZ	85225-9588
105525	TRIPLE A RANCH PROCESS		9630 E MORRILL WAY	TUCSON	AZ	85749-8151
105549	PINTO CREEK COMPANY, LLC		PO BOX 650	QUEEN CREEK	AZ	85242-0650
105553	SIERRA FARMING HAY SERVICE		1793 N. BIANCO RD.	CASA GRANDE	AZ	85293
105555	BICKMAN FARMS		7603 N ALSUP RD	LITCHFIELD PARK	AZ	85340-9619
105567	HAYDEN FARMS		27650 W SOUTHERN AVE	BUCKEYE	AZ	85326-5446
105580	GREER FARMS LEY		PO BOX 66	TOLLESON	AZ	85353-0066
105659	CROSSWIND DAIRY		29512 W ROOSEVELT ST	BUCKEYE	AZ	85396-5310
105744	ROUND TABLE PIZZA JOHNSON-HARPER, INC., DBA:		6661 W BELL RD PMB B	GLENDALE	AZ	85308-3697
105747	RAY, ALAN		1121 E 9TH ST	MESA	AZ	85203-5619
105871	J R NORTON COMPANY		PO BOX 44015	PHOENIX	AZ	85064-4015
105929	FANCIFUL COMPANY, INC. AZ		PO BOX 3857	SALINAS	CA	93912-3857
105972	FALLEN OAK PACKING		PO BOX 2357	SALINAS	CA	93902-2357
105983	PRATT FARMS ARD		44996 W PAPAGO RD	MARICOPA	AZ	85239-5301
105988	PRATT BROTHERS RANCH		44996 W PAPAGO RD	MARICOPA	AZ	85239-5301
106024	J R NORTON VENTURES LTD		PO BOX 44015	PHOENIX	AZ	85064-4015
106780	DESERT SHADES		301 E MARKLEY DR	CASA GRANDE	AZ	85222-3411
107148	WIMER CONCRETE, INC.		4435 E. BROADWAY RD. #6	MESA	AZ	85206-2012
107151	WESTMARC		9017 N 57TH DR	GLENDALE	AZ	85302-3146
107383	BARNEY'S BUILDING CO.		PO BOX 27349	PRESCOTT VALLEY	AZ	86312-7349
107388	BOYD EQUIPMENT CENTER, INC.		3625 S COUNTRY CLUB RD	TUCSON	AZ	85713-6200
107507	ORANGE-SOL INDUSTRIAL PROD INC		PO BOX 306	CHANDLER	AZ	85244-0306

107644	4-M FARMS	P.O. BOX 1531	BRAWLEY	CA	92227-0229
107666	YUMA LUMBER COMPANY	3116 S AVENUE B	YUMA	AZ	85364-7708
107696	CHRISTMAS WOODWORKING, INC.	1870 W. PRICE ST.	TUCSON	AZ	85705
107699	SAGUARO SPOUTING & AWNINGS	405 PYLESVILLE RD	PYLESVILLE	MD	21132-1301
107732	LETTUCE TRAK	PO BOX 1468	YUMA	AZ	85366-1468
107935	HAMILTON FARMS	PO BOX 1448	ARIZONA CITY	AZ	85223-1448
107965	MR. SUDS THE CARPET CARETAKER	4861 E LESTER PL	TUCSON	AZ	85712-3507
108012	KYMMER FARMS INC	12375 S. FORT BOWIE ROAD	PEARCE	AZ	85625
108015	MOSTY FARMS, INC.	12375 S. FORT BOWIE ROAD	PEARCE	AZ	85625
108033	FALFA FARMS 95	PO BOX 650	QUEEN CREEK	AZ	85242-0650
108039	GUEVARA CARPET SERVICE	1334 W 7TH DR	MESA	AZ	85202-2031
108043	SAFFORD AUTO SUPPLY	700 W 5TH ST	SAFFORD	AZ	85546-2815
108145	S & S MACHINE SHOP	20 N. ROGERS	MESA	AZ	85201
108158	CACTUS PRODUCE, INC.	ATTN: TOM DORSEY	PHOENIX	AZ	85018
108252	BELLOC'S, INC.	PO BOX 998	ELOY	AZ	85231-0998
108323	SOUTHERN ARIZONA CITRUS EXCHANGE	P.O. BOX 5839	YUMA	AZ	85366
108426	J-V FARMS, INC.	PO BOX 2034	YUMA	AZ	85366-2034
108493	B.K.W. FARMS, INC.	PO BOX 186	MARANA	AZ	85653-0186
108510	AZTEC HARVESTING, INC.	PO BOX 153	BLYTHE	CA	92226-0153
108514	ALTI PACKING, INC.	PO BOX 3017	SOMERTON	AZ	85350-3017
108600	ARIZONA WHOLESALE FUEL WOOD	5920 E LIVE OAK RD	LODI	CA	95240-9428
108601	CORONATION PEAK RANCHES, INC.	1073 E PALO VERDE ST	YUMA	AZ	85365-3447
108613	COMMERCIAL TENANT IMPROVEMENT	PO BOX 50744	PHOENIX	AZ	85076
108617	FARM CONTRACTING, INC.	PO BOX 153	LITCHFIELD PARK	AZ	85340-0153
108747	MARLIN PACKING CO., INC	PO BOX 5839	YUMA	AZ	85366-5839
108863	PEMER PACKING COMPANY	PO BOX 4783	SALINAS	CA	93912-4783
108875	CULLISON FARMS	PO BOX 284	WELLTON	AZ	85356-0284
108882	INTERIOR SHUTTER CO.	2231 W ADOBE DR	PHOENIX	AZ	85027-1921
109044	NUSSBAUMER, INC., FRED	4751 S AVENUE 38 E	ROLL	AZ	85347
109067	M & W COTTON STOMPIN	PO BOX 7215	ROLL	AZ	85347-7215
109085	ALL SERVICE DISTRIBUTORS, INC.	PO BOX 6668	NOGALES	AZ	85628-6668
109199	MCCLESKEY & SONS ELECTRIC	4445 E DREXEL RD	TUCSON	AZ	85706-2911
109232	LOS PINOS MARKET	2903 E MCDOWELL RD	PHOENIX	AZ	85008-3618
109401	TRANS-WEST COOLING CO	PO BOX 5651	YUMA	AZ	85366-5651
109492	CURTIS, INC., GLEN	PO BOX 6407	YUMA	AZ	85366-6407
109514	DEL PUEBLO POWER	PO BOX 339	BERNALILLO	NM	87004-0339
109520	RITWAY INN - ALBUQUERQUE	5201 CENTRAL AVE NE	ALBUQUERQUE	NM	87108-1328
109533	SUPERSTITION SUNRISE RV RESORT	702 S MERIDIAN RD	APACHE JUNCTION	AZ	85220-6482
109536	BAY AREA PRODUCE INCORPORATED	PO BOX 6960	SAN JOSE	CA	95150-6960
109583	STANLEY CO., MIKE	8260 E JOAQUIN LN	SIERRA VISTA	AZ	85650-9097

109590	VALLEY HARVESTING BARNES & BERGER (DBA:)	15091 S INTAKE BLVD	BLYTHE	CA	92225-9242
109642	R.G. DAIRY, INC.	6809 S. 220TH AVE.	BUCKEYE	AZ	85326-9207
109653	MEL NICK OUTERWEAR MFG CO INC	3366 N DODGE BLVD	TUCSON	AZ	85716-1573
109667	JOE MASSOLO & SONS TRUC ARIZONA ACCOUNT	18765 GOULD RD	SALINAS	CA	93908-9703
109742	THE TICKET COMPANY	4343 N 16TH ST	PHOENIX	AZ	85016-5338
109811	PECAN FARMS OF ARIZONA, INC., C/O	1702 E HIGHLAND AVE	PHOENIX	AZ	85016-4664
110399	DUANE GRENNY FRAMING	4671 VIRGO AVE.	ANCHORAGE	AK	99516
110404	C & R PIPE AND STEEL, INC.	P.O. BOX 70743	FAIRBANKS	AK	99707
110703	CUSTOM HOME FRAMING DBA:	PO BOX 297	PIRTLEVILLE	AZ	85626-0297
110714	E.F. EDWARDS FINANCIAL (99-00), JR., D	77 CALLE PORTAL	SIERRA VISTA	AZ	85635-2967
110783	QMA PATIOS, LLC	2937 W BASIL PL	TUCSON	AZ	85741-3333
110809	ARENA MEDIA GROUP, INC.	425 SANDOVAL ST	SANTA FE	NM	87501-2632
110899	BARRETT ELECTRIC DBA:	1847 N 74TH LN	PHOENIX	AZ	85035
110911	HIDDEN HILLS MOBILODGE/LAZEY ACRES STORAGE	11387 N. MOORE RD.	ELFRIDA	AZ	85610-9070
110981	SPOKESMAN BICYCLE SHOP	38825 N. BOULDER VIEW DR.	SCOTTSDALE	AZ	85262-3417
111230	GEORGE'S LUMPING SERVICE	PO BOX 90727	PHOENIX	AZ	85066-0727
111275	WALTER P. GANTZEL RANCH	21 W COMBS RD	QUEEN CREEK	AZ	85240-9160
111332	GUM TECHNOLOGY CORPORATION	PO BOX 35206	TUCSON	AZ	85740-5206
111338	P.S. CONSTRUCTION PLUMB-IT, INC., DBA:	3045 N DODGE BLVD	TUCSON	AZ	85716-1786
111554	AUTO STOP	2401 S PACIFIC AVE	YUMA	AZ	85365-2510
111592	SKYLINE NURSERY LLC	PO BOX 1730	QUEEN CREEK	AZ	85242-1730
111663	ARGUS DEVELOPMENT COMANY	6300 RIVERSIDE PLAZA LN NW	ALBUQUERQUE	NM	87120-2617
111764	FENCEMASTERS, INC.	3011 E. 43RD ST.	YUMA	AZ	85365
111970	TOM ALBER'S COMPLETE LANDSCAPING	3119 N CENTRAL DR	CHANDLER	AZ	85224-1310
112375	HELEN'S BAKERY	1014 SAN PEDRO DR NE	ALBUQUERQUE	NM	87110-6722
112408	LORD'S ELECTRIC COMPANY	993 W 34TH PL	YUMA	AZ	85365-4358
112422	CATAIL IRRIGATION & SUPPLY, DBA:, GAIL	2718 E MALVERN ST	TUCSON	AZ	85716-5658
112512	MOUNTAIN DRYWALL, INC.	21466 E. ROUNDUP	QUEEN CREEK	AZ	85242
112540	GOLD CIRCUIT, INC.	3950 E. MCLELLAN RD., UNIT 17	MESA	AZ	85205-3821
112969	ARIZONA VENDING EXCHANGE, INC.	3055 N 31ST AVE	PHOENIX	AZ	85017-5408
112971	BUTCH JOHNSON FARMS	12375 S. FORT BOWIE ROAD	PEARCE	AZ	85625
112983	ENVIRONMENTAL PLANNING GROUP	4141 N. 32ND ST. #102	PHOENIX	AZ	85018
112985	CUSTOM OUTDOOR LANDSCAPE INNOV	1753 HUNTINGTON WOODS COURT	WINSTON SALEM	NC	27103
112987	WESTSIDE DRYWALL, INC.	P.O. BOX 160	LITCHFIELD PARK	AZ	85340
113182	EAGLE WEST LLC (AZ)	10528 E. DIAMOND AVE.	MESA	AZ	85208
113212	DESERT WIND SHUTTERS	2625 E SENECA ST	TUCSON	AZ	85716-3084
113241	RHGC, LLC & BELLOW'S & ROSE LLC	1415 N MILL AVE	TEMPE	AZ	85281-1205
113249	HINTZE DEVELOPMENT CO., INC.	22233 N 23RD AVE	PHOENIX	AZ	85027-1906
113254	EASTSIDE HARVESTING	137 W BATTLES RD	SANTA MARIA	CA	93458-7126
113344	LUCKY LABOR SOURCE, INC. (AZ)	PO BOX 159	CHUALAR	CA	93925-0159

113370	C & R TIRE, -FRANK	9580 E RAINTREE DR	SCOTTSDALE	AZ	85260-7738
113371	C & R TIRE, -FRANK	9580 E RAINTREE DR	SCOTTSDALE	AZ	85260-7738
113712	CHRISTIENSEN CONSTRUCTION CO.	PO BOX 950	TWIN FALLS	ID	83303-0950
114074	PARK LIVESTOCK CO., INC. (NV)	PO BOX 53	TOPAZ	CA	96133-0053
114139	VARSITY GOLD, INC.	458 N GILBERT RD # B	GILBERT	AZ	85234-4660
114179	PATRICK'S CARPET, INC.	109 W VENTURA ST	TUCSON	AZ	85705-5548
114189	ORION SECURITY SPECIALISTS INC	2330 W MISSION LN	PHOENIX	AZ	85021-2816
114201	DCSJ, LTD.	1850 N HIGLEY RD	MESA	AZ	85205-3304
114213	WESTPAINT CONTRACTING, INC.	1513 W. WHISPERING WIND DRIVE	PHOENIX	AZ	85085
114221	KODIAK PRODUCE & STORAGE INC.	835 W. HERMOSA DR.	WICKENBURG	AZ	85034
114240	ROBINSON EQUIPMENT COMPANY	PO BOX 237	CAMP VERDE	AZ	86322-0237
114244	NBC CONTRACTING, INC. (AZ)	4445 N 81ST DR	PHOENIX	AZ	85033-2221
114250	THE ACTIVATION CENTER	3617 E SOUTHERN AVE	MESA	AZ	85206-2500
114427	RETINA ASSOC. SOUTHWEST P.C.	6561 E CARONDELET DR	TUCSON	AZ	85710-2161
114453	FORKLIFT SOLUTIONS, INC.	3324 E ATLANTA AVE	PHOENIX	AZ	85040-2848
114462	CABINETS BY SUZI, INC.	2801 N 37TH AVE	PHOENIX	AZ	85009-1341
114626	YUMA TRUSS COMPANY	3075 S AVENUE 4 E	YUMA	AZ	85365-9515
114634	BALAR EQUIPMENT CORPORATION	11023 N 22ND AVE	PHOENIX	AZ	85029-4805
114864	MONARCH BREWERY, LLC	9474 S AVENUE 8 E	YUMA	AZ	85365-8863
114872	THE PEDDLER'S SONS PRODUCE CO.	214 S 14TH ST	PHOENIX	AZ	85034-2374
115118	ARIZONA RAINFALL, INC.	13001 W GRAND AVE	SURPRISE	AZ	85374-7038
115129	WOOD INDUSTRIES (AZ)	7715 AVE. 296	VISALIA	CA	93291
115142	DWIGHT'S AUTO GLASS	1431 W VALENCIA RD	TUCSON	AZ	85746-6037
115148	RED DOG ELECTRIC & LIGHTING	PO BOX 12232	SCOTTSDALE	AZ	85267-2232
115149	HOT FOOT ROOTER PLUMBING	114 E 21ST ST	DOUGLAS	AZ	85607-1012
115152	ELLSWORTH & ELLSWORTH	635 E PECOS RD	GILBERT	AZ	85295-1689
115196	BALLPARK ELECTRIC, INC.	13302 W CORONADO RD	GOODYEAR	AZ	85395-2271
115200	SIERRA ESTRELLA DAIRY	19617 WEST CORTO LANE	BUCKEYE	AZ	85326-0000
115405	AIR FILTER PRODUCTS	PO BOX 36066	PHOENIX	AZ	85067-6066
115469	EAGLE FARM	25200 S RITTENHOUSE RD	QUEEN CREEK	AZ	85243-9552
115471	GERONIMO ENTERPRISES	25200 S RITTENHOUSE RD	QUEEN CREEK	AZ	85243-9552
115473	KOEPNICK-ELLSWORTH FARM	25200 S RITTENHOUSE RD	QUEEN CREEK	AZ	85243-9552
115588	ACTIVE TIRE, LLC	965 S 4TH AVE	YUMA	AZ	85364-3845
115596	SCHLOTZSKY'S DELI -TEMPE	1320 W ELLIOT RD	TEMPE	AZ	85284-1147
115603	C&R TIRE-TATUM, LLC	17225 N TATUM BLVD	PHOENIX	AZ	85032-9345
115607	MCELHANEY CATTLE CO.	34673 E COUNTY 9TH ST	WELLTON	AZ	85356-6580
115831	FOOTHILLS DELIVERY SERVICE	11111 E CALLE CATALINA	TUCSON	AZ	85748-7858
115846	MICHAEL GUTHART CATERING	6321 E ACOMA DR	SCOTTSDALE	AZ	85254-2598
115867	TRI-TRONICS, INC.	PO BOX 17660	TUCSON	AZ	85731-7660
115995	AZCOM DOOR INSTALLATION	2222 W. PARKSIDE LN.	PHOENIX	AZ	85027-1260

116066	RUG CLEANING SPECIALISTS	3415 E KLEINDALE RD	TUCSON	AZ	85716-1488
116068	YOKO FAST FOOD	1235 S GILBERT RD	MESA	AZ	85204-6005
116139	LONGUST DISTRIBUTING, INC.(CA)	2432 W BIRCHWOOD AVE	MESA	AZ	85202-1064
116156	JOHN'S PLACE, INC. (00)	PO BOX 12046	GLENDALE	AZ	85318-2046
116215	ARCHITECTURAL WOOD INTERIORS	3617 EAST LA SALLE ST.	PHOENIX	AZ	85040
116341	E S M, INC.	3755 E 34TH ST	TUCSON	AZ	85713-5307
116360	CARTERS TACK & FEED TRUCKING	1430 W WETMORE RD	TUCSON	AZ	85705-2312
116378	SARAH FARMS	2751 PALO VERDE ST.	YUMA	AZ	85365
116425	GLO-QUARTZ, INC. (00)	1550 S EUCLID AVE	TUCSON	AZ	85713-1712
116459	ROLL-A-SHIELD, INC. OF PHOENIX	455 WEST 21ST #103	TEMPE	AZ	85282
116475	NORTHERN SUNSET ELECTRIC	2426 E EDGEWOOD AVE	MESA	AZ	85204-4602
116476	ORBIT	4024 E. BROADWAY RD., STE. 1001	PHOENIX	AZ	85040
116500	DESERT HILLS CONTRACTING, LLC	515 E. CAREFREE HWY.	PHOENIX	AZ	85085-8839
116532	TYCO ENTERPRISES	PO BOX 11100	TUCSON	AZ	85734-1100
116590	METAL MANUFACTURING CO.	702 E. FAIR ST.	TUCSON	AZ	85714-1625
116594	ECONOMY IRRIGATION, INC.	2599 W. POLO GREEN AVE.	POST FALLS	ID	83854
116615	CLARK'S SEPTIC TANK SERVICE	PO BOX 11033	CASA GRANDE	AZ	85230-1033
116843	HOMEOWNERS ASSOC FINISTERRA	6610 N FINISTERRA	TUCSON	AZ	85750-1015
116875	DESERT CITRUS HARVESTING, INC.	P.O. BOX 4681	YUMA	AZ	85366
116920	LAZY EH RANCH. LLP	911 CARRARA CT	MESQUITE	NV	89027-2945
116951	THE MIDDLE WAY CAFE INC.	1551 W LEMONWOOD RD	ORO VALLEY	AZ	85755
117065	GRASEMERE DAIRY SERVICE	20522 E SUPERSTITION DR	QUEEN CREEK	AZ	85242-9763
117071	COMPLETE PETS LLC	C/O NANCY WILLIAMS	FLORENCE	AZ	85232
117093	NATIVE NEW YORKER (BROADWAY)	1301 E BROADWAY RD	TEMPE	AZ	85282-1607
117095	NATIVE NEW YORKER (GILBERT)	1559 S GILBERT RD	MESA	AZ	85204-6007
117097	NATIVE NEW YORKER (BROWN)	318 E BROWN RD	MESA	AZ	85201-3561
117107	BOMARS LANDSCAPING INC.	515 E. CARE FREE HWY #2PMB479	PHOENIX	AZ	85086
117115	IMAGETAG, INC.	7201 W OAKLAND ST	CHANDLER	AZ	85226-2462
117142	PRECISION SEED COATERS	PO BOX 2951	YUMA	AZ	85366-2951
117610	SPECIALTY ELECTRIC	2006 S KENNEDY LN	YUMA	AZ	85365-2439
117634	DRC CONSTRUCTION	PO BOX 7083	MOHAVE VALLEY	AZ	86446-7083
117650	U.S. MOBILE COMMUNICATIONS INC	2765 N SCOTTSDALE RD	SCOTTSDALE	AZ	85257-1335
117679	DECK MACHINE & TOOL	1726 N 22ND AVE	PHOENIX	AZ	85009-3005
117684	COLLINS PRECISION MFG., INC.	PO BOX 1041	SAFFORD	AZ	85548-1041
117686	SERVICESTAR H & R HOLDINGS	6836 E HUMMINGBIRD LN	PARADISE VALLEY	AZ	85253-3613
117689	PAUL ASH MANAGEMENT CO., LLC	1985 E RIVER RD	TUCSON	AZ	85718-7175
117699	SPEC INTERNATIONAL	13952 N ORACLE RD	TUCSON	AZ	85739-4259
117754	GREENPOINT, LLC	PO BOX 7270	NOGALES	AZ	85628-7270
117774	AARON PLUMBING, LLC	10515 S NOGALES HWY	TUCSON	AZ	85706-9391
117779	SCOTTSDALE SHUTTERS, INC. ETAL	14885 N 83RD PL	SCOTTSDALE	AZ	85260-2560

117782	INTEGRATED REAL ESTATE SERVICE	2120 E 6TH ST, STE #1	TEMPE	AZ	85281-3079
117904	VALLES HARVESTING - AZ	495 EL CAMINO REAL	GREENFIELD	CA	93977-4919
118043	TEMPE ELECTRIC COMPANY	PO BOX 11	TEMPE	AZ	85280-0011
118066	D'N'J PAINTING, INC.	2638 N. ELLIS STREET	CHANDLER	AZ	85224-1767
118133	S. O. S. EXTERMINATING INC.	1240 W SAN PEDRO ST	GILBERT	AZ	85233-2405
118138	JV FARMS, INC.	PO BOX 2034	YUMA	AZ	85366-2034
118146	TIMBER WOLF PUB (00)	740 E APACHE BLVD	TEMPE	AZ	85281-6839
118182	YUMA NISSAN INC.	2000 E 32ND ST	YUMA	AZ	85365-3546
118188	CHARLES GARY ROLF	HC 5 BOX 40 Y	STAR VALLEY	AZ	85541
118348	TOMCO COOLING	44418 W. ADOBE CIRCLE	MARICOPA	AZ	85239
118349	FRESH NETWORK	PO BOX 1168	SALINAS	CA	93902-1168
118351	J & L FARMS	15000 E COUNTY 3RD ST	YUMA	AZ	85365-9408
118355	DUNCAN FAMILY FARMS	17203 W INDIAN SCHOOL RD	GOODYEAR	AZ	85338-9209
118358	PRODUCTION FARM MANAGEMENT INC	7332 E BUTHERUNS DR	SCOTTSDALE	AZ	85260
118934	TC FARMS	PO BOX 166	SOLOMON	AZ	85551-0166
118938	TRANS-WEST COOLING COMPANY	PO BOX 2796	YUMA	AZ	85366-2796
118958	LYNCH BROTHERS MFG. COMPANY	126 S 42ND PL	PHOENIX	AZ	85034-3092
119003	WESTERN GROWERS INSURANCE SERVICE	PO BOX 2130	NEWPORT BEACH	CA	92658-8944
119021	A TOUCH OF GLASS	PO BOX 589	YUMA	AZ	85366-0589
119025	MILEX AUTO SERVICE CENTERS	PO BOX 32574	TUCSON	AZ	85751-2574
119029	LANDSCAPE RESOURCES CO.	14807 N 73RD ST	SCOTTSDALE	AZ	85260-3187
119031	SUPERSTITION RANCH MARKET	4755 E MAIN ST	MESA	AZ	85205-7907
119033	THE CARWASHER, INC.	324 N COUNTRY CLUB DR LOWR	MESA	AZ	85201-6541
119091	RIVERS LATH & STUCCO LLC	P.O. BOX 14227	TUCSON	AZ	85732
119099	CHILDRESS BUICK / KIA INC.	2223 W CAMELBACK RD	PHOENIX	AZ	85015-3489
119104	ARIZONA LIGHTING, INC.	1152 S 4TH AVE	YUMA	AZ	85364-3811
119109	ARTIFACT ENTERTAINMENT	4840 E JASMINE ST	MESA	AZ	85205-3320
119164	MAINTENANCE SERVICES JERRY L. ELSEY DBA:	3790 S HAVASU CIR	YUMA	AZ	85365-4570
119229	SELECT SEED OF ARIZONA	PO BOX 6517	YUMA	AZ	85366-6517
119237	BLACKROCK EXCAVATING	70407 COUNTY ROAD 2	LYMAN	NE	69352-2327
119262	EVANS SOUTHWEST INC. (AZ)	P.O. BOX 27975	SCOTTSDALE	AZ	85255
119267	ART OF ITALY LLC	16 W CAMELBACK RD	PHOENIX	AZ	85013-2518
119271	CPI INC.	2029 N BLACK CANYON HWY	PHOENIX	AZ	85009-2708
119290	PASTICHE MODERN EATERY	3025 N CAMPBELL AVE	TUCSON	AZ	85719-2877
119292	FRAZIER FARMS	PO BOX 767	GILBERT	AZ	85299-0767
119347	SIERRA VISTA ELECTRIC, INC.	1601 PASEO SAN LUIS #104	SIERRA VISTA	AZ	85635-4779
119349	RECYCLED BUSINESS SYSTEMS, LLC	2631 S ROOSEVELT ST	TEMPE	AZ	85282-2017
119356	COMMERCIAL MINERAL CO., INC.	2933 N HAYDEN RD	SCOTTSDALE	AZ	85251-6550
119362	CUSTOM STEEL SERVICES	4410 W UNION HILLS DR	GLENDALE	AZ	85308-1660
119515	PRECISION PLUMBING & AIR, INC.	3033 W DALEY LN	PHOENIX	AZ	85027-1012

119517	LEDEZMA TRUCKING, INC.	11212 W HIDALGO AVE	TOLLESON	AZ	85353-9484
119519	TOMS TIRE SERVICE	2350 W PHELPS RD STE 4	PHOENIX	AZ	85023-3222
119525	CMB CONCRETE, INC.	2210 W SHANGRI LA RD	PHOENIX	AZ	85029-4823
119528	ATLATL, INC.	49 E THOMAS RD #0	PHOENIX	AZ	85012-3112
119645	JESUS G. DOMINGUEZ FARM LABOR	P.O. BOX 4681	YUMA	AZ	85366
119666	CARR SEED COMPANY, INC.	1932 EASTMAN AVE	VENTURA	CA	93003-7706
119691	COPPERSTATE ROOFING SUP (AZG)	2338 N 33RD AVE	PHOENIX	AZ	85009-1432
119693	NEW FRONTIER PAINTING, INC.	3244 E. PENNSYLVANIA ST.	TUCSON	AZ	85714
119695	OLANDER GLASS CORP.	4141 E SPEEDWAY BLVD	TUCSON	AZ	85712-4521
119699	ECHOLS SAW & SUPPLIES	3824 W VAN BUREN ST	PHOENIX	AZ	85009-4101
119708	ROLF'S INTERNATIONAL SALONS	3923 S MCCLINTOCK DR	TEMPE	AZ	85282-5810
119722	PACE FARMS	PO BOX 514	CHANDLER	AZ	85244-0514
119738	ARIZONA COUNTRY CLUB	5668 E ORANGE BLOSSOM LN	PHOENIX	AZ	85018-8192
119749	WOODCHUCKERS CABINETS	847 W 10TH ST	MESA	AZ	85201-3944
119751	NATIVE NEW YORKER	413 W MERRILL AVE	GILBERT	AZ	85233-2010
119752	VAN DEN BERG HAY CO. INC.	12120 W SOUTHERN AVE	TOLLESON	AZ	85353-9230
119755	STARSYS DEVELOPMENT CO.	526 N ALVERNON WAY	TUCSON	AZ	85711-1924
119757	ROBERTS TIRE SALES	4747 S POWER RD	MESA	AZ	85212-3600
119759	COUSINS SUBS	4310 W SUNSET DUNES PL	TUCSON	AZ	85743-8340
119761	RW POCKETS (C. HENSON)	2641 E LIBRA ST	GILBERT	AZ	85234-3912
119766	CANYON STATE VENDING, LLC	11490 N FOX HOLLOW TRL	PRESCOTT	AZ	86305-4849
119774	AMERICAN BINDERY & MAILING INC.	3654 W OSBORN RD	PHOENIX	AZ	85019-4047
119787	JOANNE NEWMAN	2175 BURKE DR.	LAKE HAVASU CITY	AZ	86406
119799	JOE'S BODY, PAINT, FRAME & TRU	774 FISCHER AVE	ANCHORAGE	AK	99518-1847
119833	DOMINGOS FARMS INC.	2167 W 13TH LN	YUMA	AZ	85364-4374
119885	DEAN-WARREN LTD	7350 N. DOBSON ROAD, STE. 135	SCOTTSDALE	AZ	85256
119895	SCHMELZLA'S FARMS, INC.	166 E. CIRCLE B ROAD	WILCOX	AZ	85643
119899	CACTUSCASH, INC.	3030 E CAMELBACK RD	PHOENIX	AZ	85016-4404
119905	FIESTA FURNISHING	15320 N HAYDEN RD	SCOTTSDALE	AZ	85260-2513
119990	SHANGHAI EXPRESS	51 E MAIN ST	MESA	AZ	85201-7400
119991	SHRED RITE (DBA)	5253 E MAIN ST	MESA	AZ	85205-8021
120014	PROGENY ADVANCED GENETICS	1536 MOFFETT ST	SALINAS	CA	93905
120041	AMERICAN SIGN & LIGHTING	2230 CINNABAR LOOP	ANCHORAGE	AK	99507-3151
120071	OAK CREEK SHEET METAL	PO BOX 3604	WEST SEDONA	AZ	86340-3604
120072	QUALITY AUTO & FLEET SERVICES	5331 N 27TH AVE	PHOENIX	AZ	85017-2937
120098	PORTABOX COMPANY	PO BOX 1440	BRAWLEY	CA	92227-0106
120107	T. M. BANKORD INC.	5555 N. 7TH ST., SUITE 134	PHOENIX	AZ	85014
120113	DESERT MANUFACTURING INC.	3064 S AVENUE B	YUMA	AZ	85364-7706
120116	MI RANCHITO MEXICAN FOOD PRODUCTS	601 N 43RD AVE	PHOENIX	AZ	85009-4012
120168	ARIZONA RAIN SPRINKLING CO.	8078 N 15TH AVE	PHOENIX	AZ	85021-5468

120171	SUNSET ELECTRIC	2426 E EDGEWOOD AVE	MESA	AZ	85204-4602
120177	SHER-GOOD CONCRETE INC.	4810 E BASELINE RD	MESA	AZ	85206-4604
120244	HUERTA FARMING INC.	PO BOX 5949	YUMA	AZ	85366-5949
120269	GUISEPPE S FOOD INC.	110 W AIRPORT RD	PAYSON	AZ	85541-3600
120287	AMC CONSOLIDATED	PO BOX 6702	PHOENIX	AZ	85005-6702
120297	SUN FRESH FARMS, A PARTNERSHIP	17203 W INDIAN SCHOOL RD	GOODYEAR	AZ	85338-9209
120307	SJS TRUCKING INC.	1148 STATE AVE	SHAFTER	CA	93263-2440
120320	VERDE FARMING	PO BOX 5793	YUMA	AZ	85366-5793
120347	GHELFI CAPITAL INVESTMENTS LLC	1480 EAST BETHANY HOME RD. #130	PHOENIX	AZ	85014
120365	GLENN CLARKE	10321 FASANO DR.	LAKESIDE	CA	92040
120382	RESTAURANT ROXSAND	2594 E. CAMELBACK RD	PHOENIX	AZ	85016-4204
120385	BILL HUGHES	5602 E. 20TH ST.	TUCSON	AZ	85711
120386	LAZER ELECTRIC INC.	5738 E HAWTHORNE ST	TUCSON	AZ	85711-1524
120447	SUNBURST SHUTTERS, INC. ET. AL.	6850 S PRIEST DR, SUITE 101	TEMPE	AZ	85283-4370
120466	DISCOVERY WEST FARMING CO.	2209 N 99TH AVE	PHOENIX	AZ	85037-4201
120550	WESTAR ENVIRONMENTAL LLC	15942 E. MAPLEWOOD ST.	GILBERT	AZ	85296
120593	GOLD LINE MFG. CO.	1501 E JACKSON ST	PHOENIX	AZ	85034-2310
120634	INTERFACE TECHNICAL TRAINING	3110 N CENTRAL AVE	PHOENIX	AZ	85012-2695
120649	AMERICAN TAKII, INC.	301 NATIVIDAD RD	SALINAS	CA	93906-1401
120651	AVIYAH KURTZ	50 BREWER SPUR	SEDONA	AZ	86336
120663	SEDONA BOTTLING COMPANY	120 N 57TH DR	PHOENIX	AZ	85043-3627
120667	COUNTRY SUITES BY CARLSON	3210 GRAND AVE	PHOENIX	AZ	85017-4597
120673	YUMA CITRUS HARVESTING, INC.	PO BOX 5196	YUMA	AZ	85366-5196
120675	RED MOUNTAIN BUILDERS	PO BOX 21507	MESA	AZ	85277-1507
120718	NEW RIVER ELECTRIC INC.	20801 N 21ST AVE	PHOENIX	AZ	85027-3417
120731	ENMAR INC.	3050 S COUNTRY CLUB DR	MESA	AZ	85210-8327
120734	AAA ALARM & SECURITY INC.	1815 W CREST LN	PHOENIX	AZ	85027-2154
120737	FAMILY EYECARE ASSOCIATES OF ARIZONA	9815 EAST BELL RD., SUITE 105	SCOTTSDALE	AZ	85260
120755	B C HARVESTING CO.	PO BOX 325	HOLTVILLE	CA	92250-0325
120763	ESTRELLA GINNING CO. INC.	PO BOX 8	MARICOPA	AZ	85239-0008
120764	VOICE & DATA CABLE SPECIALISTS	8602 N TATUM BLVD	PHOENIX	AZ	85028-6117
120768	CHALK ENTERPRISES INC.	3137 E PRESIDENT ST	TUCSON	AZ	85714-2043
120803	CHIM FARM LABOR CONTRACTOR	PO BOX 1441	SOMERTON	AZ	85350-1441
120831	BLACK DOG FARMS	PO BOX 57	HOLTVILLE	CA	92250-0057
120836	S. O. S. COMMUNICATONS INC.	943 S 48TH ST	TEMPE	AZ	85281-5123
120842	SPEEDY GONZALES CONSTRUCTION,	6735 W FRIER DR	GLENDALE	AZ	85303-1314
120848	BUD S SERVICE CENTER	133 S COUNTRY CLUB DR	MESA	AZ	85210-1224
120862	TOLSON'S IRRIGATION SERVICE	PO BOX 18906	TUCSON	AZ	85731-8906
120866	DAVIES TILE INC.	4747 W. ELECTRA LANE	GLENDALE	AZ	85310
120867	RONNA LEA S COUNTRY LLC	PO BOX 860	OVERGAARD	AZ	85933-0860

120868	J. M. DE FOREST INC.	PO BOX 1440	BRAWLEY	CA	92227-0106
120875	RASCON LANDSCAPING AND NURSERY CO., INC.	PO BOX 69236	TUCSON	AZ	85737-0012
120901	EMRY'S GIFTS OF DISTINCTION	8451 E 23RD ST	TUCSON	AZ	85710-6501
120902	HOT METALS INC.	1727 E DEER VALLEY RD	PHOENIX	AZ	85024-5618
120904	SPECIAL CARBIDE TOOLS	3153 E 36TH ST	TUCSON	AZ	85713-5202
120925	CANTON DRAGON	377 N MONTEZUMA ST	PRESCOTT	AZ	86301-3020
120992	TGM MASONRY	16440 N. KIM DR.	FOUNTAIN HILLS	AZ	85268-1547
121034	JACK IN THE BOX (DBA) CMAZ, LLC.	440 E SOUTHERN AVE	MESA	AZ	85204-4922
121062	PEW ELLSWORTH FARM	25200 S RITTENHOUSE RD	QUEEN CREEK	AZ	85243-9552
121082	CALIXTRO DISTRIBUTING CO.	PO BOX 7299	NOGALES	AZ	85628-7299
121086	RM RACING	16161 N 81ST ST	SCOTTSDALE	AZ	85260-1831
121128	DESERT VISTA INC.	23021 N. 15TH AVE., STE. 106	PHOENIX	AZ	85027
121136	MODULAR SYSTEMS INC.	7652 E. GREENWAY RD. #103	SCOTTSDALE	AZ	85260
121142	JERRY S AUTO SERVICE	15612 N 32ND ST	PHOENIX	AZ	85032-3859
121143	NOGALES MANUFACTURING INC.	959 N BANKERD AVE	NOGALES	AZ	85621-1336
121145	DESERT WEED CONTROL, INC.	PO BOX 239	ARLINGTON	AZ	85322-0239
121159	STAR MASONRY ET. AL.	2659 E DESERT LN	GILBERT	AZ	85234-2815
121160	BIG O TIRES	750 S LINDSAY RD	GILBERT	AZ	85296-3002
121174	HATFIELD LAUNDRY DEVELOPMENT	1646 E WASHINGTON ST	PHOENIX	AZ	85034-1227
121182	AIR REFRIGERATION	2907 E KEIM DR	PHOENIX	AZ	85016-2148
121205	K D LANDSCAPING INC.	9020 E JOMAX RD	SCOTTSDALE	AZ	85262-6066
121214	A & A MATERIALS	10333 E MCDOWELL RD	SCOTTSDALE	AZ	85256-5208
121215	GREENE N THINGS	2150 N PINAL AVE	CASA GRANDE	AZ	85222-6208
121221	MARATHON FARMING CO.	PO BOX 11248	CASA GRANDE	AZ	85230-1248
121228	GANTZEL FARMS, INC.	PO BOX 720	QUEEN CREEK	AZ	85242-0720
121230	GANTZEL, MIKE FARMS	PO BOX 720	QUEEN CREEK	AZ	85242-0720
121231	DISTINCTIVE DOOR/LINDEN ENTERPRISES, INC.	3385 N NEVADA ST	CHANDLER	AZ	85225-1154
121232	FRGC DEVELOPMENT LLC	3605 S FLAGSTAFF RANCH RD	FLAGSTAFF	AZ	86001-2425
121257	TORTOLITA PLUMBING LLC	10959 N SHANNON RD	TUCSON	AZ	85742-8760
121267	ABP ELECTRICAL SYSTEMS INC.	81 E. TOLEDO CT.	GILBERT	AZ	85295
121269	INSTY PRINTS	4758 E GRANT RD	TUCSON	AZ	85712-2703
121302	DEN-MARK SPECIALTY CONSTRUCTION INC	2223 S. 48TH ST., STE. D	TEMPE	AZ	85282-1011
121312	WOODS PLUMBING ENTERPRISES, LLC	13880 N ADONIS RD	MARANA	AZ	85658-9287
121319	PILOT ENGINEERING CO	1535 N DOBSON RD	CHANDLER	AZ	85234-8580
121327	BELASCO ELECTRIC	7325 N JUNIPER RD	TUCSON	AZ	85741-1653
121337	EPIC CUSTOM KITCHENS, INC.	1331 W. MELINDA LANE	PHOENIX	AZ	85027
121339	CALLAWAY PRODUCE COMPANY, LLC	2937 N 22ND AVE	PHOENIX	AZ	85015-6017
121344	AMW REPAIR SERVICE	4415 S 32ND ST	PHOENIX	AZ	85040-2803
121410	SMALL PLANET BAKERY INC	411 N 7TH AVE	TUCSON	AZ	85705-8332
121495	STATEWIDE LASER SCREED CORP.	8645 E WINNSTON CIR	MESA	AZ	85212-9380

121513	ED BOSCHMA DAIRY	8808 W BROADWAY RD	TOLLESON	AZ	85353-9414
121625	PRICE RITE INC	PO BOX 20805	PHOENIX	AZ	85036-0805
121626	EMERY INTERIORS	14537 W. GRAND AVE. SUITE 140	SURPRISE	AZ	85374-8651
121666	HOTSY INDUSTRIAL SYSTEMS LLC	4585 S PALO VERDE RD	TUCSON	AZ	85714-1962
121681	AMADO CAFE, LLC.	PO BOX 6340	AMADO	AZ	85645-6340
121702	DENIS GRIGGS CONSTRUCTION	PO BOX 22007	TUCSON	AZ	85734-2007
121713	HOME GAMES LTD.	955 W. GOLF VIEW DR.	ORO VALLEY	AZ	85737
121717	RINCON MARKET INC.	2513 E 6TH ST	TUCSON	AZ	85716-4403
121719	MURRAY'S LANDSCAPE	5143 W. HEADSTALL TRL	PHOENIX	AZ	85083
121793	CAMELBACK CABINETS LLC	15 S. 10TH AVE.	PHOENIX	AZ	85007-3691
121794	QUALITY INN SOUTH MOUNTAIN	5121 E LA PUENTE AVE	PHOENIX	AZ	85044-5212
121843	ABLE CONCRETE	PO BOX 6303	MESA	AZ	85216-6303
121857	CRAWFORD ELECTRIC INC	PO BOX 91605	TUCSON	AZ	85752-1605
121859	ARTISAN COLOUR INC	8970 E. BAHIA DRIVE #100	SCOTTSDALE	AZ	85260
121886	FIRESPRINKLING SPECIALISTS INC	9170 E. BAHIA DR. SUITE 104	SCOTTSDALE	AZ	85205-6344
121887	AMERICA'S CABINET PAINT SHOP,	4435 E DECATUR ST	MESA	AZ	85040
121893	HASPORT PERFORMANCE INC.	2849 S. 44TH ST.	PHOENIX	AZ	85306-2418
121941	DEFFNER MASONRY	5633 W PARADISE LN	GLENDALE	AZ	85251-5810
121967	LANE CONCRETE CORP	8226 E COLUMBUS AVE	SCOTTSDALE	AZ	85032-3101
121998	FIREPLACE FURNISHINGS, INC.	16220 N 32ND ST	PHOENIX	AZ	85245
150003	WHITE, RONNIE	PO BOX 1126	RED ROCK	AZ	85021
150045	IRENE R. CONNOR	1736 W MYRTLE AVE	PHOENIX	AZ	85336
150051	ORTIZ BROS., INC.	PO BOX 158	GADSDEN	AZ	85254
150053	DONALD R. WAY	14024 N. 48TH WAY	SCOTTSDALE	AZ	85034
150054	RAMIREZ FLOOR COVERING INC.	3308 E MADISON	PHOENIX	AZ	85212
150055	INDUSTRIAL MANAGEMENT SERVICES	C/O BARTON HATCH	MESA	AZ	85024-1819
1150018	HORTICULTURAL FRONTIERS	2342 E SEQUOIA DR	PHOENIX	AZ	